



Downtown Community Planning Council San Diego

Planning a Vibrant Downtown for All

Downtown Community Planning Council (DCPC) Meeting Agenda

March 19, 2025, 5:30 PM
City Hall 12th Floor Committee Room
202 C Street, San Diego, CA, 92101

[ZOOM Online Link](#)

Meeting ID: 885 1421 0430

Passcode: 132472

[Twitter](#) | [Instagram](#)

To share your thoughts and comments with DCPC members, please email comments@downtownplanningsd.org.

I. Call to Order & Roll Call

II. Consent Agenda

Action Item

- | | |
|---|-----------|
| A. February 19 2025 Minutes Approval | pp. 3 - 6 |
| B. Partial Court Ruling on Tailgate Park Redevelopment | p. 7 |
| C. County Approves \$26.5M for Downtown Central Jail Upgrades | p. 8 |
| D. New Gaslamp Building Offering Short- & Long-Term Rentals | p. 9 |
| E. Proposed Ballpark Subdistrict for Maintenance Services | p. 10 |

III. Non-Agenda Public Comment

Public comment will be limited to 1-minute per person if there are many speakers present. Maximum of 8 non-agenda public comment speakers at this time; additional speakers can speak at the end.

IV. Community Reports

- A. Representatives from Elected Officials and Agencies.

V. Discretionary Approvals

Action Item

- | | |
|---|-------|
| A. Celine Site Development Permit (PRJ-1130168) | p. 11 |
|---|-------|

VI. Committee Reports

A. Public Spaces - Gary Hewitt

- | | |
|---|-------|
| 1. Airport Transit Connection Meeting by SANDAG | p. 12 |
| 2. Downtown Parking Management Group Report | p. 13 |

- | | |
|--|--------------------------------|
| 3. Street Design Manual Comment Letter | Action Item pp. 14 - 15 |
| 4. Balboa Park Committee Report | p. 16 |

- VII. 2024 - 2025 Annual Report** **Action Item** p. 17
- VIII. 2025 Elections Conclusion** p. 18
- IX. Items Pulled from the Consent Agenda**
Items pulled from the Consent Agenda (Item II) will be discussed at this time.
- X. Remainder Non-Agenda Public Comments**
The remaining non-agenda public commenters (Item III) will speak at this time.
- XI. Adjournment**
Next meeting on April 16th, 2025, 5:30 PM, at City Hall's 12th Floor Committee Room.

February 19 2025 Minutes Approval

Bob Link, Executive Secretary

Proposed Action

Approve the meeting minutes for the February 19 2025 meeting of the Downtown Community Planning Council.

The minutes are on pages 4 - 6 of this agenda packet.

Downtown Community Planning Council Meeting Minutes
February 19, 2025, 5:30 PM
12th Floor Committee Room, City Hall,
202 C Street, San Diego, CA, 92101

1. Call to Order 5.35pm & Roll Call

1. In attendance (10): Rodriguez (Chair), Bargmann (V. Chair), Link (Scty), Barr, Helmer, Hewitt, JP Schwarz, E. Schwarz, So, Werve.
2. Absent: (4) Eddy, Gu, Tan, Winslow
3. Vacancies: (5) HortonGaslamp Bus.; Columbia Bus.; EV North Bus.; EV South Bus.; Marina Bus.

2. Consent Agenda: Helmer/Link(2nd) Approved (Items A, C, D) 10-0-0

- A. January Minutes Approval (without changes)
- B. Upcoming Project for Review (Celine) – struck from Consent (Link)
- C. Overnight Border-to-Downtown MTS Route 910 Express
- D. Broadway & 2nd Ave Intersection Improvement

3. Non-Agenda Public Comment

1. Kathleen – concerns shared with City actions to create urban Marijuana footprint, lack of focus on zero carbon emissions including school buses.
2. Gary Smith, President DRG highlight loss of parking new crosswalks (Daylight)
 - i. [2024-12-26-enforcement-of-new-daylighting-law-begins-jan-1-in-city-of-san-diego.pdf](#)
 - ii. [San Diego enforces 'daylighting' law with tickets | cbs8.com](#)
 - iii. Gary highlighted new Rachel's Center with immediate plans to replace current 40 beds with growth objective to 210 beds
 1. [Housing Commission Approves Expanded Rachel's Promise Homeless Shelter - Times of San Diego](#)

4. Community Reports (Representatives from Elected Officials and Agencies)

1. Malik Thornton (D3) CM Stephen Whitburn
 1. Highlighted intention of city to begin ticketing on March 1st for parking within 20' of intersection (whether or not marked crosswalk)
 1. [New California law aims to improve pedestrian safety by changing parking rules – NBC 7 San Diego](#)
 2. Provide notice of Fire Safety town hall details on D3 web site
 3. Acknowledged effort to repair street lights

4. Reviewed collaboration with CALTRANS to address unsheltered on Freeway properties (Contact ASMs Ward, Boerner)
5. Advised that GASLAMP is not moving forward with Bollard program
 1. [Gaslamp Quarter bollards temporarily removed due to budget deficit | cbs8.com](#)
2. Clayton Fowler DSDP, Alonso Vivas CLEAN AND SAFE
 1. Reviewed DSDP Unsheltered statistics
[February-2025-Unsheltered-Counts-W-Maps.pdf](#)
 2. Clean & Safe Services & Stats
[Maintenance – Downtown San Diego Partnership](#)
 3. PBID Renewal
[PBID Renewal – Downtown San Diego Partnership](#)

5. Committee Reports

1. Elections (Link). No feedback to ongoing effort, no Open Forum speakers
2. Public Spaces (Hewitt)
 1. DPMG (Manny).
 - a) Parking impacts throughout the city and as a result of Daylighting law acknowledged.
 - b) RFP seeking City Wide Circulator Shuttle is anticipated to result in June '25 selection
 - c) Current issues re Circulator payments result from failure to meet standards
 - d) Results of 25 FEB at Little Italy office meeting to be shared next DCPC meeting
 - e) Bylaw revisions for DPMG 501c3 anticipated for formalize membership, funds management
 2. Updated Street Design Manual Draft
 - a) Board discussion focused on ADA Intervals at Crosswalks, increase use of no turn on red, enforcement of intersections by red light cameras, more diagonal crosswalks, ADA compliance. Updates anticipated a upcoming DCPC meetings
 3. Balboa Park Committee (Eddy Absent – no report)
- C. Downtown Community Plan Update (Ryan Baham, Subcommittee Chair)
 1. Ryan highlighted committee objectives including pedestrian friendly block consolidation, encouraging welcoming spaces.
 3. Motion (Helmer), 2nd (JP), unanimous approval of proposed amendments.

6. Items pulled from Consent agenda

1. Consent Item B, Celine Project. Manny highlighted the opportunity to review at the upcoming Design Committee review meeting prior to DCPC MAR 19 action item. Development of Historic site, Discretionary permit. Design Review scheduled for 13 March, Sofia Hotel, 1:30pm
7. **Remainder non-agenda Public Comments** (none)
8. **Adjournment: 6:47pm**

**Next meeting on March 19, 2025,
5:30 PM, at City Hall's 12th Floor Committee Room**

Partial Court Ruling on Tailgate Park Redevelopment

Manny Rodriguez, Executive Chairperson

Informational Item

A Superior Court judge recently dismissed an environmental claim against the City of San Diego's pending sale of Tailgate Park (a city-owned property east of Petco Park) for redevelopment. While the broader case—alleging additional violations of city and state laws—continues, this partial ruling confirms the City's compliance with California Environmental Quality Act procedures for the Tailgate Park transaction. The planned project would transform that part of the East Village site with new housing, commercial space, and public amenities.

To learn more, read the following San Diego Union-Tribune article:

<https://www.sandiegouniontribune.com/2025/02/20/judge-sides-with-city-padres-development-tem-on-one-claim-against-tailgate-park-deal/>

County Approves \$26.5M for Downtown Central Jail Upgrades

Manny Rodriguez, Executive Chairperson

Informational Item

The San Diego County Board of Supervisors has approved a \$26.5 million plan to renovate the Central Jail in Downtown San Diego. Improvements will address aging infrastructure—such as plumbing, electrical, and mechanical systems—and aim to enhance safety, modernize operations, and comply with disability-access standards.

To learn more, read the following San Diego Union-Tribune article:

<https://www.sandiegouniontribune.com/2025/02/25/facing-new-litigation-over-deaths-county-oks-26-5m-for-upgrades-to-downtown-jail/>

New Gaslamp Building Offering Short- & Long-Term Rentals

Manny Rodriguez, Executive Chairperson

Informational Item

A new development, Sentral Gaslamp Quarter, is opening on Tenth Avenue near Petco Park with 135 apartment units available for both short- and long-term stays. The building provides hotel-style amenities—including a rooftop terrace, around-the-clock front desk, and on-site food and beverage service.

To learn more, read the following Times of San Diego article:

<https://timesofsandiego.com/business/2025/02/19/new-building-soon-to-open-in-gaslamp-featuring-short-and-long-term-rentals/>

Proposed Ballpark Subdistrict for Maintenance Services

Manny Rodriguez, Executive Chairperson

Informational Item

Following the renewal of the Downtown San Diego Partnership's Clean & Safe contract, an RFP was issued to create a Ballpark District subdistrict in East Village. The new subdistrict would manage maintenance and security around Petco Park and adjacent properties, potentially affecting existing services.

To learn more, read the following San Diego Sun article:

<https://thesandiegosun.com/undeclared-plan-surfaces-for-the-ballpark-district-to-get-its-own-maintenance-company/>

Celine Site Development Permit

Soheil Nakhshab, Nakhshab Development & Design

Proposed Action

Approve the Site Development Permit for Celine.

Design Review Committee Recommendation:

The Committee unanimously recommends the **approval of the** project.

Little Italy Association Recommendation:

The Association **supports** the project.

Project Name: Celine

Project Number: PRJ-1130168

Address: 1620 State Street

Project Information:

Site Development Permit for the substantial alteration of a historical resource (Ordway Residence, HRB No. 278) and the construction of an eight-story, 91-foot tall mixed-use development known as "Celine" (Project), comprised of 52 residential dwelling units, including six affordable dwelling units, and 7,045 square feet of commercial space.

The project site is located on the 4,979-square-foot property at 1620 State Street on the west side of State Street between West Date Street and West Cedar Street in the Little Italy neighborhood of the Downtown Community Plan area, the Residential Emphasis land use district of the Centre City Planned District, the Airport Land Use Compatibility Land Use Overlay, the Transit Priority Area Overlay, and Council District 3.



Airport Transit Connection Meeting by SANDAG

Gary Hewitt, Public Spaces Committee Chair

Informational Item

The Public Spaces Committee Chair attended a SANDAG community roundtable meeting about the Airport Transit Connection (ATC) on behalf of the Chair. They will provide a verbal update on how the meeting went.

Downtown Parking Management Group Report

Manny Rodriguez, Executive Chair

Jean Paul Schwarz, Alternate to the Downtown Parking Management District

Informational Item

The Chair's and their alternate on the Downtown Parking Management Group will provide updates on the Downtown Parking & Mobility Alliance (DPMA).

The Downtown Parking Management Group (DPMG) is the official Advisory Group to the Downtown Community Parking District. The DPMA is a non-profit corporation created by members of the DPMG designed to manage the Downtown Community Parking District.

The DPMA's members expect the City to assign the DPMA as the Parking District manager.

Exhibit B of this agenda packet contains the DPMA's agendas for February 25, 2025, and March 13, 2025 for reference.

The DPMG adjourned its March 13, 2025 meeting due to a lack of action items.

Street Design Manual Comment Letter

Manny Rodriguez, Executive Chair

Proposed Action

Approve a comment letter on the Street Design Manual update containing the comments of the Council from the previous meeting. The letter is on page 15 of this agenda packet.

The City of San Diego is updating their Street Design Manual, a document which contains the standards engineers follow when designing streets.

The City is seeking input from stakeholders during this update. The draft manual can be viewed here:

<https://www.sandiego.gov/sustainability-mobility/mobility/street-design-manual-update>

[Letterhead of the Downtown Community Planning Council]

[Date]

City of San Diego
Transportation Department and City Planning Department

RE: Downtown Community Planning Council Comments on the Street Design Manual Update

Dear City Staff,

As the advisory board to the City Council on planning & development in Downtown San Diego, the Downtown Community Planning Council (DCPC) strongly supports the City's efforts to update the Street Design Manual (SDM).

The DCPC offers the following recommendations and comments regarding the SDM update:

1. **Bi-Directional Curb Ramps as Default** – We support this update, as it improves accessibility and pedestrian mobility.
2. **Red Light Cameras** – We recommend incorporating red light cameras as a key enforcement tool to enhance safety and reduce dangerous driving behavior.
3. **Leading Pedestrian Intervals with Blank-Out No-Turn Signs** – We support making these the default while ensuring adequate time for vehicles to cross safely.
4. **Expanded Use of Diagonal Pedestrian Crossings** – Exclusive pedestrian phases should be implemented at more locations.
5. **Transparency and Accountability Concerns** – The SDM grants significant discretionary authority to the City Engineer, who may override many of its standards. We urge the City to establish a Complete Streets Checklist that requires documented justification for exemptions to SDM standards.
 - **The completed checklists should be publicly accessible**, and planning groups should receive notifications when exemptions are occurring.

We appreciate the opportunity to provide input on this critical update and look forward to continued engagement to ensure our streets reflect best practices in safety, accessibility, and multimodal design. Please do not hesitate to reach out for further discussion.

Sincerely,

[signature]
Manny Rodriguez
Executive Chair
Downtown Community Planning Council

Balboa Park Committee Report

Chris Eddy, Downtown Community Planning Council Representative on Balboa Park Committee

Informational Item

The Downtown Community Planning Council's representative on the Balboa Park Committee will provide a verbal update on recent meetings.

Per the City of San Diego:

"The Balboa Park Committee serves in an advisory capacity to the Mayor and City Council on policy issues relating to the acquisition, development, maintenance and operation of Balboa Park."

2024 - 2025 Annual Report

Manny Rodriguez, Executive Chair

Proposed Action

Approve the 2024 - 2025 Annual Report of the Downtown Community Planning Council, with the highlighted sections to be filled in with the outcomes of this meeting. The report is attached in Exhibit A of the agenda packet.

The City of San Diego requires Community Planning Groups to submit an annual report of their activities.

2025 Elections Conclusion

Bob Link, Elections Committee Chair

Informational Item

The Elections Committee Chair will share the outcome of the 2025 Elections.

From the Council's Elections web page:

The Downtown Community Planning Council (DCPC) is the voice of Downtown residents, businesses, and organizations, providing vital recommendations on development, land use, and growth. This is your chance to be part of this important work by voting for—or running as—a candidate in the 2025 Board Elections.

Elections decide who will represent your neighborhood and business community, giving you a direct influence on the future of Downtown San Diego. Don't miss the opportunity to participate!

Click here to register to vote:

<https://downtownplanningsd.org/2025-elections/>

[Click here to go back to page 1](#)

Agenda Exhibit A: 2024 - 2025 Annual Report



Downtown Community Planning Council San Diego
2024 - 2025 Annual Report

Prepared by Manny Rodriguez

Executive Summary

In the 2024 - 2025 administrative year, the Downtown Community Planning Council (DCPC) has reinforced its role as a leading advisory body in Downtown San Diego, advancing transparent governance, responsible land use, and accountability in public space matters.

This report details the administrative improvements and policy initiatives advanced by the DCPC in the 2024 - 2025 year, structured as follows:

1. Advancing Good Governance

- a. Strengthening Meeting Agendas and Public Engagement
- b. Increasing Transparency and Oversight of the Downtown Parking District
- c. Monitoring the San Diego County Regional Airport Authority
- d. Oversight of Fault Line Park

2. Information Required by the City

Through these initiatives, DCPC has strengthened its role as a vital link between Downtown's residents, businesses, and City leadership, ensuring that the community's interests remain at the forefront of San Diego's planning and development decisions.



Pictured: A meeting of the Downtown Community Planning Council with the Police Department at the speaker desk.

Advancing Good Governance

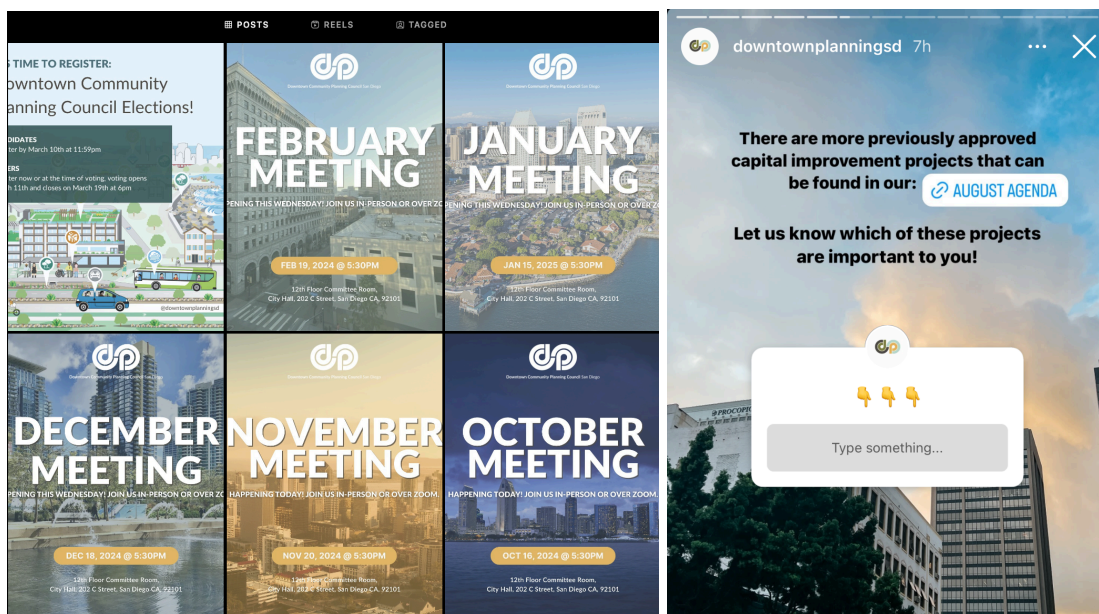
Strengthening Meeting Agendas and Public Engagement

Over the past year, the Chair has prioritized accessibility and transparency in its governance processes, beginning with enhanced meeting agendas. Each agenda item has been accompanied by a clear, concise summary, ensuring the public can easily understand the items being discussed.

Additionally, consent agendas have been utilized to include informative items that, while not requiring full discussion, provide valuable context for members and observers. These additions have fostered a greater understanding of community developments.

Recognizing the importance of digital engagement, DCPC appointed Gabrielle Werve as Communications Chair to professionalize and expand the organization's online presence. Under her leadership, DCPC launched a dedicated social media strategy, transforming what was previously an inactive platform into a growing community resource. Over the past year, DCPC content reached 687 unique users, generated 115 interactions, and gained 62 new followers, marking a significant increase in visibility and engagement.

The 2024 Communications Committee Report is attached to this report as Exhibit A.



Above: Images of the Downtown Community Planning Council's Instagram presence.


Increasing Transparency & Oversight of the Downtown Parking District

One of the most significant governance reforms led by the DCPC this year was addressing how a little-known group had been making key decisions on the allocation of millions of public dollars within the Downtown Parking District without sufficient public engagement or oversight. By bringing attention to this issue and initiating a formal DCPC vote on a set of transparency recommendations, the Chair ensured that these funds would be managed with greater accountability and public participation. This effort reinforced DCPC's role as a steward of good governance, transparency, and responsible fiscal oversight in Downtown San Diego.

Persistent advocacy efforts led the City to mandate the group to comply with the Brown Act, ensuring that all future decisions regarding these funds are made in a public and transparent manner. Furthermore DCPC leadership was integrated into the Downtown Parking Management Group (DPMG), with Manny being appointed as Secretary, resulting in more accessible, well-structured, and transparent agendas & minutes that provide the public with accessible information about how the group is operating.

The DPMG agendas have been included in the agenda packets for the DCPC, and the Chair has been updating the DCPC and public every month on the DPMG's activities as well as the broader issues concerning the Downtown Parking District.

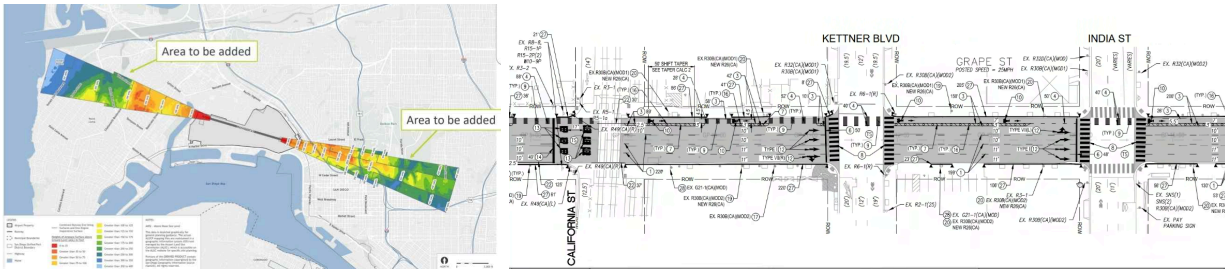
The City is now pursuing an update to the Council Policy governing Parking Districts (100-18), which was one of the recommendations made by the DCPC. It has also instructed the DPMG to create a nonprofit corporation to manage the Parking District. These efforts are ongoing.

<p>Meeting Agenda of the</p> <h3>Downtown Parking Management Group</h3> <p>Downtown Community Parking District (DCPD) Advisory Group Thursday, October 10, 2024, 11:30 AM Civic Center Plaza 4th Floor Conference Room 1200 3rd Avenue, San Diego, CA 92101</p> 		<h3>Sustainability & Mobility (SuMo) Updates</h3> <p>Ahmad Erikat, Sustainability & Mobility Interim Parking Districts Program Manager</p> <p>Informational Item: SuMo will provide updates on the following topics:</p> <ul style="list-style-type: none">FRED Service Quarterly<ul style="list-style-type: none">An evaluation of the service being provided by Circuit's Fun Rides Everywhere Downtown (FRED) shuttle.FY25 FRED Revenue Share<ul style="list-style-type: none">The City of San Diego committed to the DCPD to share the revenue of FRED with the DPCD. The DCPD allocated \$600,000 to the FRED service for FY25.FY25 Garage Bond Maturity<ul style="list-style-type: none">The status on the maturity on the Downtown parking garage bonds, for which the DCPD has set aside \$1,200,000 to cover.AB 413 Update<ul style="list-style-type: none">AB 413 is a state law that will improve pedestrian safety by "daylighting" intersections, which is the disallowing of parking near intersections so that pedestrians are better visible to drivers and vice versa. This however, will affect hundreds of parking spaces in Downtown. Many will have to be removed or altered in some way. SuMo has taken this opportunity to also add in more motorcycle parking spaces.SuMo is responsible for overseeing how parking spaces with meters comply with this law, the Transportation Department is responsible for other parking spaces.The following link provides a map of affected parking meters: https://www.dropbox.com/s/cf/fh3pcthep1gmud05o3l927z/AB413-Impact-Summary-on-Parking-Meters-Downtown.pdf?rlkey=5zvo6vsgw6t63aryyp150la9uz4&st=by4d2gm&dl=0Status of Purchase Orders and Disbursements<ul style="list-style-type: none">The City owes hundreds of thousands of dollars for expenses dating back to May.
<p>I. Call to Order & Roll Call</p>		
<p>II. Consent Agenda</p> <p>A. Appointment of Downtown San Diego Partnership Successor</p> <p>B. Approval of August 8, 2024 Meeting Minutes</p> <p>C. Approval of June 13, 2024 Meeting Minutes</p> <p>D. Chairperson's Report</p> <p>E. Deferred Business & Future Meeting Items</p>	<p>Action Item</p> <p>p. 2</p> <p>pp. 3 - 6</p> <p>pp. 7 - 9</p> <p>p. 10</p> <p>p. 11</p>	
<p>III. Non-Agenda Public Comment</p>		
<p>IV. City of San Diego Sustainability & Mobility (SuMo) Updates / Ahmad Erikat</p> <p>A. FRED Service Quarterly</p> <p>B. FY25 FRED Revenue Share</p> <p>C. FY25 Garage Bond Maturity</p> <p>D. AB 413 Update</p> <p>E. Status of Purchase Orders and Disbursements</p>	<p>p. 12</p>	
<p>V. Curb & Parking Conversion Requests / Claudia Brizuela</p> <p>A. Island between 14th and 15th: Request for two 30-minute spaces</p> <p>B. 425 Market Street: Convert curb on south side from red to yellow</p>	<p>Action Item</p> <p>p. 13</p> <p>p. 14</p>	

Above: Excerpts of a Downtown Parking Management Group agenda that was created by the Chair. Before the Chair, minutes & agendas were scant and they lacked supplemental information for the public.

Monitoring the San Diego County Regional Airport Authority

The DCPC appointed an Airport Authority Liaison, Ethan Paul, to serve on the Airport Noise Advisory Committee (ANAC). Furthermore, this liaison monitors and reports on land use matters related to the San Diego County Regional Airport Authority, allowing the DCPC to remain informed on key developments that impact Downtown residents and businesses.



Pictured above: The Airport Authority's proposed height limit reductions for Little Italy (left) and excerpts of their plans to add a fourth traffic lane to Grape Street through Little Italy (right).

Oversight of Fault Line Park

The Chair coordinated with Parks & Recreation staff, Pinnacle staff, and the East Village Association to begin dialogues on the concerns regarding Fault Line Park. The Chair regularly reported findings and worked with DCPC's Public Spaces Committee Chair, Gary Hewitt, to submit formal recommendations to the City to improve governance structures for future public-private partnerships. These efforts have reinforced the importance of clear accountability in land-use agreements, protecting public spaces from mismanagement and neglect.



Information Required by the City

Voting Members

1. Manny Rodriguez
 - Officer Positions:
 - Executive Chair, Downtown Community Planning Council
 - Downtown Parking Management Group Representative
 - Community Planners Committee Representative
 - Seat: At Large Community Organization Representative
2. Brendan Bargmann
 - Officer Positions:
 - Executive Vice Chair, Downtown Community Planning Council
 - Chair, Design Review Committee
 - Seat: Marina Resident
3. Bob Link
 - Officer Positions:
 - Executive Secretary
 - Chair, 2025 Elections Committee
 - Community Planners Committee Alternate
 - Seat: East Village North Resident
4. Gabrielle Werve
 - Officer Positions:
 - Chair, Communications Subcommittee
 - Seat: At Large Resident
5. Gary Hewitt
 - Officer Positions:
 - Chair, Public Spaces Committee
 - Seat: East Village South Resident
6. Jean Paul Schwarz
 - Officer Positions:
 - Co-Chair, Owners, Developers, and Entrepreneurs Subcommittee
 - Downtown Parking Management Group Alternate
 - Seat: Cortez Business
7. Elisabeth Schwarz
 - Seat: Cortez Resident
8. Tyler Winslow
 - Seat: Little Italy Business
9. Chris Eddy

- Officer Positions:
 - Balboa Park Committee Representative
- Seat: At Large Community Organization
- 10. Gregory Helmer
 - Seat: Columbia Resident
- 11. Yichao Gu
 - Seat: Horton/Gaslamp & Core Resident
- 12. Moira Tan
 - Seat: At Large Resident
- 13. Kevin So
 - Seat: At Large Community Organization
- 14. Greg Barr
 - Seat: Little Italy Resident
- 15. Joshua George (vacated January 2024)
 - Seat: Horton/Gaslamp & Core Business
- 16. Michael Villarina (vacated September 2024)
 - Seat: East Village North Business

Appointed Members (non-voting)

1. Ethan Paul - Airport Liaison
2. Ryan Baham - Downtown Community Plan Update Subcommittee Chair

Active Committee/Subcommittees

- Design Review
 - Members:
 - Brendan Bargmann (Chair)
 - Jean Paul Schwarz
 - Chris Eddy
 - Tyler Winslow
 - Meetings:
 - June 10, 2024
 - March 13, 2025
- Downtown Community Plan Update
 - Members:
 - Ryan Baham (Chair)
 - Manny Rodriguez
 - Jean Paul Schwarz
 - David Blumberg
 - Meetings:

- April 12, 2024
- February 21, 2025
- Communications
 - Members:
 - Gabrielle Werve (Chair)
 - Greg Helmer
 - Manny Rodriguez
 - Meetings:
 - December 9, 2024
- Public Spaces
 - Members:
 - Gary Hewitt (Chair)
 - Manny Rodriguez
 - Jean Paul Schwarz
 - Mary Soriano
 - Meetings:
 - December 10, 2024
- Elections
 - Members:
 - Bob Link (Chair)
 - Gary Hewitt

2024 - 2025 Administrative Year Basic Questions

- Regular Meetings:
 - 11
- Committee/Subcommittee Meetings:
 - 6
- Amendments to Operating Procedures Approved by the City:
 - Yes, an amendment to allow online elections voting was ministerially approved by the City.
- Members on Planning Group:
 - 14
- Vacant Seats

- 5
- Challenges with Retaining Members
 - Several members stepped down due to other important responsibilities.
- When Were Elections Held
 - March 19, 2025, 4PM - 6PM at 202 W C St, 12th floor Committee Room
- How Many Individuals Voted
 - [REDACTED] registered voters
 - [REDACTED] ballots cast
- Issues with Elections
 - [REDACTED]
- Complaints with Planning Group Members
 - None
- Community Plan Updates
 - No
- Community Plan Amendments
 - The Community Plan Update Subcommittee proposed a series of amendments, which are attached in Exhibit B.
- Rezones
 - No
- Infrastructure Priorities
 - Yes
- Special Projects
 - Reforming the Downtown Community Parking District
 - Tracking the Airport Authority
 - Oversight of Fault Line Park
- Discretionary Projects Reviewed (yes-no-abstain)
 - Creative Crosswalks by the Downtown San Diego Partnership
 - Approved 11-0-0
 - Crosswalks:
 - PRJ-1114562 Columbia and B
 - PRJ-1114045 3rd and J (Mural)

- PRJ-1114043 Beech and 3rd
- PRJ-1113837 Beech and 2nd
- PRJ-1087029: 1642 Columbia Addition
 - Approved 9-0-0
- PRJ-1111722: Omni Hotel Exterior Patio NUP
 - Approved 11-0-0
- PRJ-1110489: 444 W. Beech Street Sewer Vacation
 - Approved 10-1-0
- PRJ-1108055: Horton Plaza Signage Plan
 - Denied 10-1-0
- PRJ-1108957: Horton Plaza Lot Consolidation
 - Approved 12-0-0
- PRJ-1104738: 1011 Union Sign Plan
 - Approved 12-0-0
- PRJ-1115855: Sprouts Off-Site Alcohol CUP
 - Approved 14-0-0
- PRJ-1115941: Margaritaville Live Entertainment CUP
 - Approved 14-0-0
- PRJ-1125013: Nolita Hall Live Entertainment CUP
 - Conditionally Approved with Revised Hours 13-1-0
- PRJ-1130168: Celine
 -

17. Collaborations with Community Organizations

- Downtown Residents Group assisted with the elections.
- The Chair collaborated with the East Village Association and other stakeholders to push for improvements at Fault Line Park, engaging City departments and private entities to enhance oversight and long-term maintenance.
- The Chair, in their professional capacity, worked alongside local groups to successfully advocate for the Express 910 overnight bus route, ensuring transit service to the border during late-night hours when the Blue Line Trolley is not operational. This addressed a critical mobility gap for Downtown's workers.



Above: The Chair (red flannel) at the Press Conference for the Express Route 910 unveiling.

Annual Report Exhibit A: Communications Committee 2024 Report

ANNUAL REPORT

2024

COMMUNICATIONS COMMITTEE

Prepared by
GABRIELLE WERVE

Prepared for
**DOWNTOWN COMMUNITY
PLANNING COUNCIL**



SUMMARY

The Downtown Community Planning Council (DCPC) has established a social media presence in 2024 to serve as an official platform for community engagement, updates, and events. While activity began modestly, this year marks a foundational baseline for tracking growth and performance as we refine our posting cadence, style, and engagement strategy.

KEY METRICS

METRIC	TOTAL
REACH	687
CONTENT INTERACTIONS	115
VISITS	302
FOLLOWS	62
CURRENT AUDIENCE	205 FOLLOWERS

REACH: 687

Total number of unique accounts that saw DCPC content.

A significant improvement from a previously inactive account, with spikes surrounding key events like DCPC elections, Community Plan updates, as well as timely local issues that mattered most to our community members.

CONTENT INTERACTIONS: 115

Combined likes, comments, shares, and other forms of engagement on posts.

Engagement peaked during event-specific and high-visibility posts. Interactive and community-centered content drove the most interactions.

VISITS: 302

Profile visits from users after viewing our content.

Visits peaked alongside content with clear calls-to-action, signaling interest from the community to learn more or engage further.

FOLLOWS: 62

New followers gained during the reporting period.

Follower growth saw gradual increases throughout the year, with the highest spike in August following targeted content updates.

AUDIENCE ANALYSIS

- Demographics:
 - Gender: 59.5% Men, 40.5% Women
 - Age Range: The largest segment is 25-34 years old, followed by 35-44.
 - Top Location: San Diego (70.2%), reflecting our local audience focus.
- Top Countries:
 - United States (98%)
 - Small international presence in the Philippines, UK, Finland, and Mexico (0.5% each).

TOP CONTENT FORMATS

- Stories: 80 published
- Posts: 14 published
- Performance: Stories consistently drove quick engagement, while posts contributed to reach and profile visits.

CONCLUSION AND 2025 OUTLOOK

The metrics presented for 2024 provide a baseline year as we launch DCPC's social media efforts. Key takeaways include:

1. A steady rise in reach and visits demonstrates growing awareness from the local community.
2. Engagement rates will improve by increasing interactive content, calls-to-action, and community updates from DCPC sub-committees.
3. Stories have proven to be a high-performing format; continuing to leverage them alongside informative posts will be essential.

As we move into 2024, DCPC aims to build on this foundation with consistent posting, expanded outreach, and enhanced storytelling that connects with the downtown community.

Thank you for your continued support as we work together to keep San Diego informed and engaged!

**Annual Report Exhibit B:
Proposed amendments to the Downtown
Community Plan approved by the
Downtown Community Planning Council**

Section	Baseline	Comments/Revisions	Amendments Approved by the Downtown Community Planning Council
7.1 Street Typologies Box 7-1 Street Typologies 7-4 Pg. 163	Transitways. Transitways identify segments where public transit takes priority over other modes either through transit dedicated corridors, such as the Green Line corridor; a wider dedicated right-of- way, such as C Street west of Park Boulevard or Park Boulevard south of Broadway; or transit prioritized signalization, such as Broadway. Vehicular traffic, bicycles and pedestrians may also be accommodated on these roadways. Additionally, the pedestrian environment requires increased attention along Transitways, especially near transit stops, to improve user safety and encourage ridership.	Excerpt: Transitways identify segments where public transit takes priority over other modes either through transit dedicated corridors, such as the Green Line corridor; a wider dedicated right-of- way, such as C Street west of Park Boulevard or Park Boulevard south of Broadway; or transit prioritized signalization, such as Broadway. Comment: The stated "transit prioritized signalization" is not actually happening on Broadway. This section should also mention bus lanes. Transit signal priority and bus lanes are well-proven methods used in major cities around the world to make transit efficient. Not every street needs a bus lane, but Broadway with its 13 bus routes (many of them Rapid routes) and wide right-of-way is an ideal candidate for bus lanes. It must also be stated that emergency vehicles can use these bus lanes, which will help them improve response times and not get stuck in traffic. The DCPC also wished to strengthen the language to benefit handicap users, thus adding "universal access".	Transitways. Transitways identify segments where public transit takes priority over other modes either through transit dedicated corridors, such as the Green Line corridor; a wider dedicated right-of-way, such as C Street west of Park Boulevard or Park Boulevard south of Broadway; or transit signal priority and bus lanes, which should be implemented in crucial corridors such as Broadway between Harbor Drive and Park Boulevard; or fixed guideways; or rapid bus corridors. Vehicular traffic, bicycles and pedestrians may also be accommodated on these roadways. Emergency vehicles will be able to use bus lanes to improve response times. Additionally, the pedestrian environment requires increased attention along Transitways, especially near transit stops, to improve user safety, encourage ridership, and expand mobility through universal access.
6.8 CONVENTION CENTER 6-37 pg. 147	<p>The Convention Center district lies in southeast downtown, at the edge of the San Diego Bay. The San Diego Convention Center facilities are visually dominant, but the district also contains storage areas and rail maintenance facilities. The district is characterized by large sites and many buildings with very large footprints which form physical, visual, and psychological barriers to the Bay. It is designed for automobile, rail, and truck traffic, not for pedestrians. Virtually all of the existing uses are here for the long-term, with the only redevelopment opportunity in the industrial area.</p> <p>The San Diego Convention Center is considering a Phase III expansion, involving construction of significant new exhibition and meeting space. Various sites have been explored. Policies established in Chapter 3: Land Use and Housing establish the parameters for large facilities (greater in size than a single block), to ensure consistent neighborhood fabric and grain, protection of designated views, maintenance and enhancement of the street grid, and potential limits on above-ground commercial uses to avoid diminishing the viability of the Neighborhood Centers.</p> <p>Except for portions of the railyards and a very small area at the south-eastern edge, development in this district is regulated by the Port of San Diego; coordination between various agencies will be essential to ensure that views and access to the water are maintained.</p>	<p>This excerpt can probably be cleaned up. It's pretty deterministic. Convention Center shouldn't explicitly exclude pedestrians as an aspiration... The industrial areas making up the terminals and railyards, fine, but not the rest of the convention center...</p> <p>"It is designed for automobile, rail, and truck traffic, not for pedestrians. Virtually all of the existing uses are here for the long-term, with the only redevelopment opportunity in the industrial area."</p>	<p>The Convention Center district lies in southeast downtown, at the edge of the San Diego Bay. The San Diego Convention Center facilities are visually dominant, but the district also contains storage areas and rail maintenance facilities. The district is characterized by large sites and many buildings with very large footprints which form physical, visual, and psychological barriers to the Bay. It is was originally designed for automobile, rail, and truck traffic, not for pedestrians-Virtually all of the existing uses are here for the long-term, with the only redevelopment opportunity in the industrial area. , however, advances in construction scale and methods and urban demand have overcome these design legacies throughout the world. It is well illustrated by New York's 28-acre Hudson Yards project, built atop one of the City's most active rail yards while providing up to 90,000 new residential units and millions of square feet of commercial space and 15 acres of open green space. By way of comparison, MTS' railyard footprint in the district is roughly 20 acres sitting alongside the burgeoning East Village and Ballpark districts.</p> <p>The San Diego Convention Center is considering a Phase III expansion, involving construction of significant new exhibition and meeting space. Various sites have been explored. Policies established in Chapter 3: Land Use and Housing establish the parameters for large facilities (greater in size than a single block), to ensure consistent neighborhood fabric and grain, protection of designated views, maintenance and enhancement of the street grid, and potential limits on above-ground commercial uses to avoid diminishing the viability of the Neighborhood Centers.</p> <p>Except for portions of the railyards and a very small area at the south-eastern edge, development in this district is regulated by the Port of San Diego; coordination between various agencies will be essential to ensure that views and access to the water are maintained.</p>
6.5 East Village Southeast Vision 6-24 Pg. 134	<p>Zoning will allow a mix of residential, office, retail, and convention center growth, while retaining light industrial uses and support infrastructure such as auto repair shops. New uses will exist in close proximity to existing ones in mixed commercial zones, creating a diverse urban environment, with residential uses throughout.</p> <p>The sub-district's energy will focus on Rose Park and the surrounding Neighborhood Center, potentially complemented by adjacent convention center activities. A linear park will connect to the East Village Green, and Fifteenth Street will become an important corridor. Market and J streets are strong connecting spines in the east-west direction. These, together with a freeway lid and surface streets to the south, will provide access to adjacent eastern neighborhoods.</p> <p>In general, building intensity will be in the low to middle range for downtown, and much higher than it is at present. Lower-intensity buildings with larger floorplates will occur in the southern mixed commercial. A fine-grained area, requiring articulation at the ground level and encouraging smaller development parcels, is designated in the central portion of Southeast, as shown in Figure 3-6. The neighborhood's tallest towers will line the north of Rose Park, while lower buildings to the south and west will allow sun access throughout the day.</p>	<p>Need to consider whether auto repair shops are still an appropriate land use of East Village's Southeast neighborhood given their typical surface parking requirement and very low-intensity land use.</p> <p>To reflect historical accuracy, change "The neighborhood's tallest towers will line the north of Rose Park" to "The neighborhood's tallest towers will line the east of Fault Line Park,"</p>	<p>Zoning will allow a mix of residential, office, retail, and convention center growth, while retaining light industrial uses and support infrastructure such as auto-repair-shops fabrication shops and small-scale parts manufacturers. New uses will exist in close proximity to existing ones in mixed commercial zones, creating a diverse urban environment, with residential uses throughout.</p> <p>The sub-district's energy will focus on Rose Park and the surrounding Neighborhood Center, potentially complemented by adjacent convention center activities. A linear park will connect to the East Village Green, and Fifteenth Street will become an important corridor. Market and J streets are strong connecting spines in the east-west direction. These, together with a freeway lid and surface streets to the south, will provide access to adjacent eastern neighborhoods.</p> <p>In general, building intensity will be in the low to middle range for downtown, and much higher than it is at present. Lower-intensity buildings with larger floorplates will occur in the southern mixed commercial. A fine-grained area, requiring articulation at the ground level and encouraging smaller development parcels, is designated in the central portion of Southeast, as shown in Figure 3-6. The neighborhood's tallest towers will line the north of Rose Park, while lower buildings to the south and west will allow sun access throughout the day.</p>

6.2 COLUMBIA 6-7 pg. 117	<p>Situated on the western edge of downtown, Columbia's distinguishing characteristic is its waterfront orientation. In 1887 a Victorian-style railroad depot was built between Broadway and California, and in 1913, the area west of Pacific Highway was filled. Construction of Broadway Pier followed. The current Santa Fe Depot replaced the original station in 1915 and municipal warehouses began to fill in the area at the foot of Broadway. By the 1930s, recreational uses were added, including Lane Field – home to the original San Diego Padres of the Pacific Coast League.</p> <p>Today, Columbia has evolved into a diverse neighborhood comprising office buildings, hotels, retail uses, residential development, and museums. Already home to some of San Diego's tallest buildings—including One America Plaza, Emerald Plaza, and the First National Bank Center, plus a number of emerging residential towers—Columbia has a high-rise concentration nearing Civic/Core's in intensity. Additionally, Columbia's office sector not only functions in tandem with Civic/Core, but also represents the most recent office development within downtown. Waterfront uses include the Broadway Pier, the busy and expanding Cruise Ship Terminal, ferry landing, and hotels and parking lots along Harbor Drive. The Santa Fe Depot remains an important transportation hub as a terminal for northbound Amtrak and Coaster trains, and a major transfer point for transit buses and the San Diego Trolley.</p> <p>Much of the waterfront is under the purview of the Port, which has land use authority on tideland properties, and has worked collaboratively with other agencies to develop the North Embarcadero Visionary Plan (NEVP).</p>	Remove "and parking lots."	<p>Situated on the western edge of downtown, Columbia's distinguishing characteristic is its waterfront orientation. In 1887 a Victorian-style railroad depot was built between Broadway and California, and in 1913, the area west of Pacific Highway was filled. Construction of Broadway Pier followed. The current Santa Fe Depot replaced the original station in 1915 and municipal warehouses began to fill in the area at the foot of Broadway. By the 1930s, recreational uses were added, including Lane Field – home to the original San Diego Padres of the Pacific Coast League.</p> <p>Today, Columbia has evolved into a diverse neighborhood comprising office buildings, hotels, retail uses, residential development, and museums. Already home to some of San Diego's tallest buildings—including One America Plaza, Emerald Plaza, and the First National Bank Center, plus a number of emerging residential towers—Columbia has a high-rise concentration nearing Civic/Core's in intensity. Additionally, Columbia's office sector not only functions in tandem with Civic/Core, but also represents the most recent office development within downtown. Waterfront uses include the Broadway Pier, the busy and expanding Cruise Ship Terminal, ferry landing, and hotels and parking lots along Harbor Drive. The Santa Fe Depot remains an important transportation hub as a terminal for northbound Amtrak and Coaster trains, and a major transfer point for transit buses and the San Diego Trolley.</p> <p>Much of the waterfront is under the purview of the Port, which has land use authority on tideland properties, and has worked collaboratively with other agencies to develop the North Embarcadero Visionary Plan (NEVP).</p>
6.4 Gaslamp Images 6-18 Pg. 128	Periodic street closures for special events (top) and high pedestrian activity (middle) require continued safety improvements, but assuring vehicle access through Gaslamp is essential to retailers (above).		Periodic street closures for special events (top) and high pedestrian activity (middle) require continued safety improvements, but assuring vehicle access through Gaslamp is essential <u>while special attention should be given to the preservation and development of the pedestrian-focused Gaslamp Promenade along 5th</u> (above).
3.5 Neighborhoods and Centers Goals: Neighborhoods and Centers 3-37 Pg. 69	<p>3.5-G-1 Develop a system of neighborhoods sized for walking, with parks and concentrations of retail, restaurants, cultural activities, and neighborhood services in mix with residential and other commercial uses.</p> <p>3.5-G-2 Foster a rich mix of uses in all neighborhoods, while allowing differences in emphasis on uses to distinguish between them.</p> <p>3.5-G-3 Diversify existing single-use districts</p>	Comment: <u>Pedestrian and transit links between centers should be included here.</u>	<p>3.5-G-1 Develop a system of neighborhoods sized for walking, with parks and concentrations of retail, restaurants, cultural activities, and neighborhood services in mix with residential and other commercial uses.</p> <p>3.5-G-2 Foster a rich mix of uses in all neighborhoods, while allowing differences in emphasis on uses to distinguish between them.</p> <p>3.5-G-3 Diversify existing single-use districts.</p> <p><u>3.5-G-4 Link neighborhood cores with pedestrian corridors and express-transit service.</u></p> <p><u>3.5-G-5 Reduce driver speeds and vehicle street stress and clutter in neighborhood cores.</u></p>
3.5 Neighborhoods and Centers Gaslamp Quarter/Horton Plaza 3-33 Pg. 68	This area experienced the first successful wave of downtown redevelopment, and will experience the fewest changes under this Community Plan. It contains the Horton Plaza shopping center and the historic Gaslamp Quarter mixed-use entertainment district, protected by its designation on the National Register of Historic Places. In addition, the Federal Building lies in Gaslamp/Horton.		This area experienced the first successful wave of downtown redevelopment <u>in the 1980s and continues to grow and change today as the business, tourism, and residential mixes of the neighborhood have changed, and will experience the fewest changes under this Community Plan.</u> It contains the <u>historic</u> Horton Plaza shopping center, <u>now reimagined as a mixed-use retail and life sciences center</u> , and the historic Gaslamp Quarter mixed-use entertainment district, protected by its designation on the National Register of Historic Places. In addition, the Federal Building lies in Gaslamp/Horton.
3.1 Structure and Land Use Core 3-7 Pg. 39	This classification is primarily intended to encourage, support, and enhance the Core as a high-intensity office and employment center. Areas with this designation include Civic/Core and most of Columbia. The Community Plan supports the Core's role as a center of regional importance and as a primary hub for business, communications, office, and hotels, with fewer restrictions on building bulk and tower separation than in other districts. The Core accommodates mixed-use (office combined with hotel, residential, and other uses) projects as important components of the area's vitality. Retail, cultural, educational, civic and governmental, and entertainment uses are also permitted. All development is required to be pedestrian-oriented.	<p>Excerpt: "Retail, cultural, educational, civic and governmental, and entertainment uses are also permitted."</p> <p>Add: "governmental, open or green spaces, and entertainment uses are also permitted"</p> <p>Comment: <u>Most downtown districts/neighborhoods have a serious lack of open, inviting leisure spaces where we can actually enjoy our city. This can include green/pedestrian-only corridors to open spaces outside of Core, like Embarcadero or Balboa, but they should be honest, pleasant pedestrian conduits, not sidewalk-afterthoughts alongside speeding cars or trolleys.</u></p>	This classification is primarily intended to encourage, support, and enhance the Core as a high-intensity office and employment center <u>with residential opportunities</u> . Areas with this designation include Civic/Core and most of Columbia. The Community Plan supports the Core's role as a center of regional importance and as a primary hub for business, communications, office, and hotels, with fewer restrictions on building bulk and tower separation than in other districts. The Core accommodates mixed-use (office combined with hotel, residential, and other uses) projects as important components of the area's vitality. Retail, cultural, educational, civic and governmental, <u>green or open leisure space</u> , and entertainment uses are also encouraged. All development is required to be pedestrian-oriented, <u>which limits vehicle clutter and parking, reduces vehicle speed and throughput, and increases the space devoted to outside leisure, walking, and sidewalk-level commerce.</u>

Section	Status	Baseline	Comments/Revisions	Recommendations
<p>3.1 LAND USE AND HOUSING</p> <p>Policies: Structure and Land Use</p> <p>3-15 Pg. 47</p>	Approved	<p>Policies: Structure and Land Use</p> <p>3.1-P-1 Foster development of the Core into a compact but high- intensity office and employment hub of downtown, with a strong government, financial, commercial, and visitor-serving orientation, while permitting residential development to provide vitality during non-work hours.</p> <p>3.1-P-2 Permit a broad range of uses in the Neighborhood Mixed- Use Centers, including office uses, provided they meet overall urban design criteria for the centers. Allow smaller hotel and visitor-service establishments.</p> <p>3.1-P-3 To ensure vitality, develop concentrations of retail centers and streets as shown in Figure 3-7 with:</p> <ul style="list-style-type: none"> • Required retail, restaurants, and other similar active commercial uses at the ground level along designated Main Streets. • Required commercial (such as offices, live/work spaces, galleries, hotel lobbies, retail, or other business establishments) at the ground level along designated Commercial Streets. • Limitations on retail in other areas in accordance with the designated Land Use Classification <p>3.1-P-4 Allow a diverse range of retail establishments of any size in the Main Streets and Neighborhood Centers, provided they are integrated with the centers, maintain a pedestrian orientation and active street frontage, and discourage block consolidation or street closure.</p> <p>3.1-P-5 Encourage a maritime-supporting and diverse mix of</p>	<p>Excerpt: "discourage block consolidation or street closure."</p> <p>Comment: Should specify block closures allowed to create pedestrian promenades, corridors, or plazas, so long as blocks remain freely passable for pedestrians.</p>	<p>Policies: Structure and Land Use</p> <p>3.1-P-1 Foster development of the Core into a compact but high- intensity office and employment hub of downtown, with a strong government, financial, commercial, and visitor-serving orientation, while permitting residential development to provide vitality during non-work hours.</p> <p>3.1-P-2 Permit a broad range of uses in the Neighborhood Mixed- Use Centers, including office uses, provided they meet overall urban design criteria for the centers. Allow smaller hotel and visitor-service establishments.</p> <p>3.1-P-3 To ensure vitality, develop concentrations of retail centers and streets as shown in Figure 3-7 with:</p> <ul style="list-style-type: none"> • Required retail, restaurants, and other similar active commercial uses at the ground level along designated Main Streets. • Required commercial (such as offices, live/work spaces, galleries, hotel lobbies, retail, or other business establishments) at the ground level along designated Commercial Streets. • Limitations on retail in other areas in accordance with the designated Land Use Classification <p>3.1-P-4 Allow a diverse range of retail establishments of any size in the Main Streets and Neighborhood Centers, provided they are integrated with the</p>

		<p>uses along the waterfront; allow residential uses where not prohibited by State tidelands restrictions.</p> <p>3.1-P-6 Accommodate public and/or open space uses on the freeway lid bridging between Cortez and Uptown, and open space uses on the lid between Bayside and Sherman Heights. Public uses might include arts or civic facilities.</p>		<p>centers, maintain a pedestrian orientation and active street frontage, and discourage block consolidation or street closure encourage vibrant, welcoming gathering spaces not to the exclusion of promenades, plazas, and other pedestrian-only uses.</p> <p>3.1-P-5 Encourage a maritime-supporting and diverse mix of uses along the waterfront; allow residential uses where not prohibited by State tidelands restrictions.</p> <p>3.1-P-6 Accommodate public and/or open space uses on the freeway lid bridging between Cortez and Uptown, and open space uses on the lid between Bayside and Sherman Heights. Public uses might include arts or civic facilities.</p>
<p>6.5 EAST VILLAGE</p> <p>6-19 Pg. 129</p>	Approved	<p>East Village has evolved with a mixture of light industrial and warehousing; artists and design studios; residents in pockets of small California bungalows; and human service providers and users. The northern portions of East Village, once a part of Balboa Park, house City College and San Diego High School, anchors of an academic and institutional zone. To the south, the recent completion of the Petco Park baseball stadium has caused the growth of a vibrant residential, employment, and entertainment district complementing the successful Gaslamp Quarter to the west. Catalyzed by this success and by market pressures in downtown as a whole, new</p>	Strike " the recent completion of " Petco Park	Strike " the recent completion of " Petco Park

6.5 EAST VILLAGE 6-19 Pg. 129	Approved	Tying Balboa Park and the northern academic areas of the neighborhood together with the ballpark district and waterfront in the south is the Park-to-Bay Link . This project consists of streetscape improvements along Park Boulevard that will make this an appealing central thoroughfare for a large, evolving neighborhood. The trolley station along Park Boulevard has also been improved by the project.	Change " Park-to-Bay Link " to " Bay to Park Paseo ."	Change " Park-to-Bay Link " to " Bay to Park Paseo ." -Other locations: pg 76 (4-6, 4.1-P-13), pg 103 (5-23 Balboa Park), pg 129 (6-19, 6.5 East Village), pg. (), pg. 134 (6-24 Southeast), pg. 137 (6-27 Goals and Buildout: East Village), pg. 147 (6-37 Community Plan Vision), pg 148 (6-38), pg. 149 (6-39 Structure and Form), pg. 150 (6-40, image text), pg. 156 (7-6), pg. 162 (7-12 Looking Ahead), pg. 176 (8-7 Libraries), pg. 188 (10-3, 10.1-P-2), pg 222 (Index, Park-to-Bay Link)
6.7 LITTLE ITALY 6-33 Pg. 143	Approved	<p>Little Italy has rich history reflected in its traditional commercial district centered on India Street and a historic relationship to the northern waterfront. A close-knit community of Italian immigrants gave Little Italy its ethnic heritage, but the neighborhood's history as home to the tuna fishermen and their families as well as decades of working class residents reinforces Little Italy's cohesiveness. Redevelopment has yielded mixed housing types from SROs to luxury units, and many commercial services, artists and designers have made use of older buildings in the northern portions. Residential components will continue to intensify, but the varied land use character in the north and commercial corridor on India will help to maintain the special character and culture.</p> <p>Several environmental, locational, and cultural influences converge in Little Italy. Airport overflight restrictions, as well as solar access requirements, provide the</p> <p>neighborhood with light, and views from local streets to the water reinforce the Mediterranean atmosphere. India Street is a vibrant and successful main street. The historic Our Lady of the Rosary Church endures as a community hub. Another historic icon is the County Administration Center (CAC) on the waterfront, where existing surface parking is anticipated to be redeveloped with park lands. Little Italy has a public elementary school, reflecting its stature as an evolved neighborhood.</p>	Replace " where existing surface parking is anticipated to be redeveloped with park lands " with " now surrounded by beautiful park space redeveloped from decades-old surface parking ."	Replace " where existing surface parking is anticipated to be redeveloped with park lands " with " now surrounded by beautiful park space redeveloped from decades-old surface parking ."

Agenda Exhibit B:
Agendas and Materials for the
Downtown Parking & Mobility Alliance
Meetings in February & March 2025



Downtown Parking & Mobility Alliance – Board of Directors’ Meeting
Tuesday, February 25, 2025 at 10:00am
Little Italy Association Office – Conference Room (2210 Columbia Street)

AGENDA

1) Introductions / Chris Gomez, President

2) Non-Agenda Public Comment & Announcements (3-Min. Max Per Person)

Please keep comments directed to non-agenda items.

- | | |
|---|----------------------------|
| 3) Minutes from November 22, 2024 Meeting / Chris | Action Item P. 2-3 |
| 4) Ratify Virtual Vote: Approval of DSDPMA Bylaws | Action Item P. 4-19 |
| 5) Review & Amend New Draft DSDPMA Bylaws / Chris | P. 20-34 |
| 6) Recommendations for New Board Members / Chris | Action Item |
| 7) Council Policy 100-18 Updates & PMR Percentage Discussion / Chris | P. 35-42 |
| 8) Establish New Contract with City of San Diego to Manage DCPD / Chris | Action Item |
| 9) FY26 DCPD Budget Preparation / Chris | |
| 10) New Parttime Executive Director Discussion / Chris | |
| 11) Next Meeting: | Action Item |
| To Be Determined
Little Italy Association’s Office – Conference Room | |
| 12) Adjournment | Action Item |

BROWN ACT. Government Code 54950 (The Brown Act) requires that a brief description of each item to be transacted or discussed be posted at least 72-hours prior to a regular meeting. The Corporation posts all Board and Committee agendas at 2210 Columbia Street, San Diego, CA 92101 and at DSDPMA.com. Action may not be taken on items not identified as such and posted on the agenda. Meeting facilities may be accessible to persons with disabilities. If you require special assistance to participate in the meeting, notify Chris Gomez at 619-233-3898 or via email at chris@littleitalysd.com at least 48-hours prior to the meeting. **VIRTUAL MEETING PARTICIPATION.** Under current guidance by the State of California, meetings can be supported with a virtual option, but the participants attending virtually are only permitted to provide comments regarding items agendaized and do not count towards Board or committee quorum or are allowed to vote.

Downtown San Diego Parking & Mobility Alliance - Steering Committee
Friday, November 22, 2024, at 11:00am
In-Person: Little Italy Association's Conference Room (2210 Columbia Street) or via
Zoom (For Non-Voting Members): <https://us02web.zoom.us/j/87164255637>
or call 1-669-900-6833 / Meeting ID: 871 6425 5637 / Password: 3898

PRESENT Chris Gomez, Gary Smith, Nancy Wilson-Ramon, Joel Hermosillo

VIRTUAL Dominic Li Mandri, Nathan Bishop, Diana Puetz, Michael Trimble

MINUTES:

Item	Discussion	Action Taken?
1. Zoom Meeting Protocol & Introductions / Chris Gomez	The meeting was called to order at 11:00am.	No action taken
2. Explanation of Process & Clarification on Brown Act / Chris	<p>2. Chris Gomez explained the process and clarification of the Brown Act for the new corporation that will be dealing directly with the city and not an advisory committee.</p> <p>Chris stated that DPMG has no jurisdiction over this committee or the new corporation.</p> <p>This Steering Committee and DPMG are separate entities.</p> <p>Ad hoc committees are working committees and not subject to the Brown Act.</p>	2. No action taken
3. Non-Agenda: Public Comments & Announcements	3. Nothing to report.	3. No action taken
4. Review & Adopt Interim Board / Chris	<p>4. Chris reported that there are 8 Representatives slated for this Committee.</p> <p>Interim Board of Directors</p> <p>1. Chris Gomez</p> <p>2. Nancy Wilson-Ramon</p> <p>3. Gary Smith</p> <p>4. Joel Hermosillo</p> <p>5. Dominic Li Mandri</p> <p>6. Nathan Bishop</p>	4. Nancy Wilson - Ramon moved to accept the slate for Interim Board as presented. Gary Smith seconded the motion. Motion Passes.

	7. Diana Puetz 8. Michael Trimble	
5. Appoint Interim Officers / Chris	5. Chris asked the committee to appoint Interim Officers. President: Chris Gomez Vice President: Nancy Wilson-Ramon Secretary: Gary Smith Treasurer: Joel Hermosillo	<i>5. Gary Smith moved to accept the Interim Officers as presented. Dominic LiMandri seconded the motion. Motion passes.</i>
6. Review & Adopt Mission Statement / Chris	6. Chris asked the committee to adopt The Downtown San Diego Parking & Mobility District's Mission Statement.	<i>6. Gary Smith moved to accept the Mission Statement as presented. Nancy Wilson-Ramon seconded the motion. Motion passes.</i>
7. Review & Adopt Interim FY26 Budget / Chris	7. Chris asked the committee to review & adopt an Interim FY26 Budget.	<i>7. Gary Smith moved to accept the Interim FY26 Budget as presented. Nancy Wilson-Ramon seconded the motion. Motion passes.</i>
8. Increased Advance Request to the City / Chris	8. Chris and the committee discussed Increased Advance Request to the City.	<i>8. No action taken</i>
9. Review & Adopt New Corporation Bylaws / Chris	9. Chris and the committee reviewed the New Corporation Bylaws on pages 7-22. A few items were addressed to be amended.	<i>9. Action for this item will take place virtually once amendments are made.</i>
10. Mirror City 's Subrecipient Agreement for New Corporation / Chris	10. Chris reported that we will be able use the City's Subrecipient Agreement for the new corporation.	<i>10. No action taken</i>
11. Next Meeting:	11. TBD	<i>11. No action taken</i>
12. Adjournment	12. Meeting Adjourned.	<i>12. Meeting adjourned by consensus.</i>

Minutes taken by: Dianne T. Serna, Staff

Downtown San Diego Parking & Mobility Alliance - Steering Committee

VIRTUAL APPROVAL OF DSDPMA BYLAWS

On November 26, 2024, Chris Gomez emailed the Steering Committee the revised Bylaws for the new corporation adding the requested changes made at the Committee meeting on November 22, 2024.

One amendment was made after the email was sent to the Committee by Joel Hermosillo on Page 4, Article 5, and Section 4.

The revised Bylaws with the amendment mentioned above were **APPROVED by seven (7) of the eight (8) members.**

Date: December 3, 2024

Summarized by: Chris Gomez, President

**BYLAWS OF THE
DOWNTOWN SAN DIEGO PARKING & MOBILITY ALLIANCE, INCORPORATED**
Approved December 3, 2024

**ARTICLE 1
MISSION STATEMENT**

The Downtown San Diego Parking & Mobility Alliance's mission is to improve the availability and supply of parking and manage in Downtown San Diego for residents, businesses and visitors, by reinvesting its portion of funds with fiscal responsibility. The Alliance will also consider traffic circulation, transit effectiveness, cycling infrastructure, and pedestrian mobility in its neighborhoods and develop creative collaborations to support a vibrant local economy.

**ARTICLE 2
RECITALS AND DEFINITIONS**

Section 1. Name of Corporation

The name of this Corporation shall be the Downtown San Diego Parking & Mobility Alliance, Incorporated, doing business as (dba) the Downtown Parking & Mobility Alliance, henceforth referred to as the "Corporation."

Section 2. Corporation Is Nonprofit

This Corporation has been formed pursuant to the California Nonprofit Public Benefit Corporation Law as a public benefit corporation. The purpose of this Corporation is to engage in any lawful act or activity for which a corporation may be organized under such law.

Section 3. Specific Purpose

The purposes for which this Corporation is formed are to research, plan, design, disseminate, develop, construct, manage and maintain public programs, buildings, works, monuments, and improvements to enhance parking and mobility programs and projects in the Downtown San Diego.

- a) The Corporation shall coordinate, manage, and resolve parking and traffic issues within the Downtown Community Parking District, thus enhancing the quality of life in the neighborhoods that make up the district, as defined by the City of San Diego under Council Policy 100-18. Those neighborhoods include, in alphabetical order: City Center, Core Columbia, Cortez, East Village, Gaslamp, Little Italy, and Marina.
- b) The Corporation will work collaboratively with the business and residential communities within the district, and with governmental and/or quasi-governmental entities and agencies. In no event shall the Corporation engage in activities which are not permitted to be executed by a corporation exempt under Section 501c3 of the Internal Revenue Code.
- c) All activities shall be nonpartisan and nonsectarian, and activities shall be nondiscriminatory against any person by reason of race, color, national origin, religion, age, sex, sexual orientation, marital status, genetic characteristics, or physical or mental disability.

ARTICLE 3 PRINCIPAL OFFICE

Section 1. Principal Office

The principal office for the Corporation shall be in the City of San Diego, County of San Diego, State of California as may from time-to-time be designated by the Board of Directors.

ARTICLE 4 MEMBERSHIP

Section 1. Members

The Corporation shall have no members, as that term is defined in section 5056 of the California Nonprofit Corporation Law. Unless otherwise provided herein or in the California Nonprofit Public Benefit Corporation Law, any action which would otherwise require approval by a majority of all members shall require only approval of the Board of Directors. All rights which would otherwise vest in the members shall vest in the board of Directors. Nothing in these Bylaws shall be construed as limiting the right of the Corporation to refer to persons associated with it, who participate in any activities of the Corporation, as "members" even though such persons are not members, as defined in section 5056 of the California Corporations Code. Such persons shall be deemed to be associated persons with respect to the Corporation as that term is defined in section 5332 of the California Nonprofit Public Benefit Corporation Law, and no such reference shall constitute anyone a member of this Corporation.

ARTICLE 5 BOARD OF DIRECTORS

Section 1. Powers

Subject to the provisions and limitations of the California Nonprofit Public Benefit Corporation Law, the business and affairs of the Corporation shall be vested in and exercised by the Corporation's Board of Directors. The Board may delegate the management of the activities of the Corporation to any person or persons, committee, or entity provided that notwithstanding any such delegation and activities and affairs of the Corporation shall continue to be managed and all corporate powers shall continue to be exercised under the ultimate direction of the Board. Delegated management of activities, approved by the Board, shall be limited. Any actions addressing budget review, alterations, and approvals must solely be done by the Board.

Section 2. Number of Directors

The Corporation shall have a minimum of seven (7) Directors and a max of thirteen (12) Directors and collectively they shall be known as the Board of Directors. The exact number of Directors shall be fixed from time-to-time by resolution of the Board of Directors. The number may be changed by amendment of this Bylaw, or by repeal of this Bylaw and adoption of a new Bylaw, as provided in these Bylaws.

Section 3. Alternates

Directors can nominate a non-Director to serve as their alternate at Board and committee meetings when he/she/they is/are unable to attend. Alternates absences, in

place of primary Board Member, count for or against the primary's Board and committee attendance obligation. Alternates cannot attend more than 6 times per fiscal year to meet primary's attendance requirements.

Section 4. Apportionment of Directors

- a) Interim Board shall consist of minimum of seven (7) Directors representing the neighborhoods composing the district, including Downtown resident groups, the San Diego Padres, the Downtown San Diego Partnership (Clean & Safe) until this Corporation is established.

Section 5. Term

Directors will serve office for a two (2) year term. There are no restriction on the number of terms a Director can serve.

After the first election cycle, the Secretary shall pull the Board roster and alternately assign one (1) and two (2) year terms. After the exercise, the Secretary will call out the terms and which Directors are assigned to each term. This staggering of terms will ensure that the entire Board is not replaced all at once.

Section 6. Attendance

Any Board member with three (3) unexcused absences from regularly scheduled Board meetings within the fiscal year shall be automatically removed from the Board without any formal action required to be taken by the Board. Any Board member who misses five (5) regular Board meeting within the fiscal year, based on a mix of excused or unexcused, shall be automatically removed from the Board without any formal action required to be taken by the Board, unless reviewed and waived by the Executive Committee. Upon removal of Director, the President shall request a new appointee from the body of the category seat that was removed.

Section 7. Vacancies

A vacancy on the Board of Directors shall occur upon any of the following:

- a) The death of a Director;
- b) The resignation of a Director;
- c) Automatically when a Director no longer meets the requirements of Article 6, Section 1; or
- d) When a Director is removed as prescribed in Section 14 of this Article. The election of a Director to fill the vacancy shall comply with Article 6 - Election of Directors. Should a Director be duly removed under Section 14 of this Article the Board holds authority to reject the re-election of said Director. Those elected to fill vacancies shall complete the term of the Director who created the vacancy.

Section 8. Removal of Directors

The Board of Directors shall have the power and authority to remove Directors by two-thirds (2/3) vote, for cause if he/she/they:

- a) is adjudicated to be within the purview of Section 7221 (relating to mental competency, conviction of a felony, or conduct affecting a charitable trust), or
- b) is adjudicated to have breached a duty under any law or ordinance such as, but not limited to, Sections 5230-5239 of the California Corporations Code dealing with standards of conduct for a director. Additionally, a Director shall be automatically

removed from office upon determination by a majority of the Board of Directors that said Director no longer meets the requirements as defined in Article 6, Section 1. If a Director is removed, notice shall be sent to said Director by first class certified mail.

Section 9. Trainings

Directors and Alternates will attend any City required training.

Section 10. Compensation of Directors

No compensation or salary shall be paid to any Director of the Corporation. However, Directors may be reimbursed for any expenses relating to the performance of their duties on behalf of the Corporation with the approval of the Board of Directors in open session.

ARTICLE 6 ELECTION OF DIRECTORS

Section 1. Eligibility

Those who may serve as Directors shall be:

- a) A representative, excluding paid staff or consultant, of the management corporations for the neighborhoods: City Center, Columbia, Cortez, East Village, Gaslamp, Little Italy, and Marina.
- b) A representative of a Community Residents Group.
- c) A representative of the San Diego Padres.

Any such representative duly elected to the Corporation's Board of Directors shall immediately forfeit his/her/their directorship upon revocation of authorization by the management corporation, Community Resident Group, or the San Diego Padres.

At the request of the Executive Committee, the full Board may consider modifications to eligibility criteria.

Section 2. Nomination and Elections

The Interim Board shall be appointed by the Steering Committee and remain as the Interim Board until this Corporation is established.

Following the establishment, not less than sixty (60) days before the date set forth for the annual meeting of the Directors, the President, shall request that the Board appoint at least three (3) members as the Nominations AdHoc Committee, which shall include the President and at least two of the Directors exclusive of the Officers of the Corporation.

The Nominations AdHoc Committee will request nominees from the eligible Director categories cited in Article 5, Section 3. The Nominees which have been deemed to be qualified, consistent with Article 6, Section 1, shall be added to a slate that is presented to the Board for consideration of appoint to the Board at its annual meeting. The Board can vote to accept all or some of the nominees.

In the case of a vacancy, the Director category, cited in Article 5, Section 3, shall appoint a representative from their neighborhood or group to complete the term, or if no nomination is forth coming, the Downtown San Diego Parking & Mobility District Board may appoint a replacement.

Section 3. Cost of Elections

No matter which election method is used, the cost of the election shall be borne by the Corporation.

ARTICLE 7 OFFICERS

Section 1. Officers

The officers of this Corporation shall be the President, Vice-President, Secretary, and Treasurer. All officers must be Directors of the Corporation.

Section 2. Nominations and Elections

Officers shall be nominated at the Annual Meeting by the Board of Directors and elected at the following Board meeting.

Section 3. Term

Officers will serve for a two (2) year term. There are no restriction on the number of terms a Director can serve as an Officer.

After the first election cycle, the Secretary shall pull the Officer roster and alternately assign one (1) and two (2) year terms. After the exercise, the Secretary will call out the terms and which Officers are assigned to each term. This staggering of terms will ensure that the entire roster of Officers is not replaced all at once.

Section 4. Vacancies

A vacancy in any office may be filled by a majority vote of the Board of Directors. Each officer so elected shall hold office until the next annual election of officers.

Section 5. 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. The President shall preside at all meetings of the Directors, set agendas, and shall have the powers and duties as may be prescribed from time-to-time by the Board of Directors. The President shall function as the official representative of the Corporation and is authorized to communicate positions taken by the Corporation. No one else may represent the views of the Corporation without express authorization by the Board.

Section 6. 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 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 7. Secretary

The Secretary shall keep or cause to keep a full and complete record of the proceedings of the Board of Directors; shall keep the seal of the Corporation, shall 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; and shall supervise the keeping of the minute books in the principal office of the Corporation, which shall include these Bylaws. Meeting minutes and agendas, and financial information provided by the Treasurer shall be reproduced by the Secretary or such staff as directed by the Secretary and distributed to the Board of Directors at least 72-hours prior to each meeting. Agendas will be reproduced and distributed. The Secretary shall cause to retain, for whichever period is greater, all Corporation records for a period of seven (7) years, or for a period as determined by statute or contract.

Section 8. Treasurer

The Treasurer shall be responsible for general supervision of the financial affairs of the Corporation, shall make financial reports to the Board of Directors at the Board's monthly meetings, and shall create, or shall have created, an annual budget for presentation, revision, and adoption by the Board of Directors. The Treasurer shall comply with the requirements outlined in the Bylaws, Article 10. The Treasurer shall be an "ex officio" member of the Audit Committee and shall also perform such other duties as may be prescribed from time-to-time by the Board of Directors.

Section 9. Compensation of Officers

No compensation or salary shall be paid to any officer of the Corporation. However, officers may be reimbursed for any expenses relating to the performance of their duties on behalf of the Corporation with the approval of the Board of Directors in open session.

ARTICLE 8 COMMITTEES

Section 1. Executive Committee

The elected Officers of the Corporation are members of the Executive Committee. The Executive Committee is responsible for the organizational governance of the Corporation. The Executive Committee shall serve as the Audit & Finance Committee. The financial review, findings and recommendations will be presented to the full Board for final approval.

Section 2. Downtown Parking Management Group (PDMG)

The Board of Directors by resolution adopted by a majority of the Directors, designate the authority to DPMG, consisting of two (2) or more Directors, but not enough to create a quorum of the Board, to review, research, make recommendations, and approve special projects, requests, and plans that support parking and mobility in Downtown San Diego. The DPMG will also review annual budgets and plans and make a recommendation to the Board for final review and approval.

Section 3. Special Committees

The Board of Directors may, by resolution adopted by a majority of the Directors, designate one or more special committees, each consisting of two or more Directors,

but not enough to create a quorum of the Board, to serve at the pleasure of the Board of Directors. The Special Committee shall bring any recommendations to the full Board for consideration and final approval.

Section 4. AdHoc Committees or Task Forces

The Corporation shall have AdHoc committees and task forces as may from time-to-time be designated by resolution of the Board or DPMG. Such AdHoc committees and task forces may consist of people who are not also members of the Board or are committee members. These additional committees shall act in an advisory capacity only to the Board and are not subject to the Brown Act.

ARTICLE 9 MEETINGS

Section 1. Regular Directors' Meetings

Regular meetings of the Board of Directors shall be held on a preset date and time quarterly. Regular meetings shall be held in a publicly accessible venue within the boundaries of the Downtown Community Parking District.

Section 2. Annual Meeting

The Annual Meeting of the Board is for the purpose of electing Directors and nominating Officers of the Corporation. This process shall be held each year before the end of the fiscal year, except in the first year of the amendment of these bylaws in 2025. The Annual Meeting shall be deemed a Regular Meeting for purposes of scheduling, notice and posting of agendas.

Section 3. Public Notice of Meetings

In accordance with the Ralph M. Brown Act, notice shall be given, and an agenda posted at the location of the meeting that is freely accessible to the public at least 72-hours before a regular meeting of the Board or a meeting of the committee(s) and the packet with supplemental documents posted on a predesignated website that is also accessible to the public.

The agenda shall include:

- a) The date, time, and place for the regular meeting;
- b) A clear, brief, and accurate description of each agenda item;
- c) The intended action at the meeting, i.e., "Information Item," "Action Item," etc.; and
- d) How a request for accessible accommodations for disabled persons may be made.

Section 4. Public Meetings

All meetings shall be public as required under the Ralph M. Brown Act except those meetings devoted to confidential matters, such as litigation or personnel, which may be conducted in closed session in accordance with the Ralph M. Brown Act.

Section 5. Quorum

Half plus one (1) of the active Directors present shall constitute a quorum for the transaction of business. No business shall be conducted without a quorum.

Section 6. Loss of Quorum

The Directors present at a duly called or duly held meeting at which a quorum was initially present may continue to transact business until adjournment, even when the withdrawal of Directors leaves less than a quorum.

Section 7. Special Directors' Meeting

Special meetings of the Board of Directors may be called at any time by:

- a) The President; or
- b) A majority of the active Directors.

Notice for said meeting shall comply with the Ralph M. Brown Act.

Section 8. Recordings of Directors Meeting

The Corporation is not required to record regular or special meetings of the Directors, either orally or visually, but if recordings are made, they are subject to public request to inspect without charge. A cost recovery fee may be charged for copies of recordings.

Section 9. Voting

Every act or decision done or made by a majority of the Directors or committee members present at a meeting duly held at which a quorum was established shall be regarded as an official vote whether in support or opposition of the motion.

Sections 10. Absentee & Proxy Voting

There shall be no absentee and/or voting by proxy by Directors or committee members. However, a Director or committee member's pre-approved alternate may vote representing the primary Director or committee member.

ARTICLE 10 ACCOUNTING & BUDGETING

Section 1. Revenue from the City of San Diego

Should the Corporation contract with the City of San Diego to oversee the Downtown Community Parking District, as defined in City Council Policy 100-18, the Corporation shall act in an advisory capacity to the City, with the City retaining full control over revenue, as outlined in the contract.

Section 2. Grants

As a nonprofit 501c3 corporation, the Corporation is allowed to apply for grants that support the mission and projects of the Corporation.

Section 3. Revenue Allocation

For accounting purposes, revenue allocated by the City to the Corporation in accordance with City Council Policy 100-18 shall be apportioned, under subcontract agreements, to the district's neighborhoods (City Center, Columbia, Cortez, East Village, Gaslamp, Little Italy, and Marina) based on a policy established by the Board for equitable allocations. Such apportionment shall be based on information provided by the City of San Diego. Said revenue shall be separately accounted for by the Corporation as that neighborhood's share of the overall Corporation revenues. The revenue itself shall stay with and under the control of the City of San Diego.

Section 4. Dedicated Accounts

Dedicated bookkeeping accounts shall be created and maintained by the Corporation to track each neighborhood's apportioned share of the district funding and expenses. The Treasurer, as part of the monthly financial report, shall give an accounting for each neighborhood.

Section 5. Use of Revenue

It shall be the policy of the Board that money apportioned to one neighborhood shall not be budgeted or otherwise obligated to the benefit of another neighborhood without first being authorized by a majority of the Directors. Upon approval by a majority of the full Board, the reallocation shall be forwarded to the City of San Diego for action as part of its annual budget approval process.

Section 6. Additional Revenues

Should revenues be generated other than through the City of San Diego's sharing of revenue or associated program income, such revenues shall be controlled and monitored as outlined in Sections 3 through 5 above, except that the Board of Directors shall have complete control of these revenues without reference to the City of San Diego.

Section 7. Annual Budget Package

All projects for each fiscal year will be placed in a single budget package and shall be voted on in its entirety by the Board of Directors. Projects using revenue through the City of San Diego shall be forwarded to the City for review during its annual budget approval process, as required by contract. After adoption, it shall require a majority vote of seated Directors to amend the budget.

Section 8. Fees

Should the City of San Diego impose any fees on the Corporation, such fees will be apportioned to the communities in the same proportions as determined in Section 3 of this Article.

Section 9. Project Costs

Project costs shall be borne by the neighborhood in which the project activity occurs. It shall be the policy of the Board that all funded activities relating to neighborhood specific projects including contracts, agreements, and purchases must first have been discussed and endorsed by a majority of the Board.

In the event of joint projects involving more than one neighborhood, said costs will be borne on a proportional basis.

Section 10. Corporation Costs

All costs of the Corporation, including but not limited to office space, utilities, insurance, and equipment shall be borne proportionately among the neighborhoods based on the apportionment of revenue they receive through the City's sharing of revenue as determined in Section 1 of this Article.

Section 11. Staffing

- a) Executive Director. Should an Executive Director be hired, the expenses for this position shall be apportioned to the communities in the same proportions as determined in Section 1 of this Article and included as part of the separate dedicated bookkeeping account for each neighborhood.
- b) Other Staff. Should additional staff be hired, the cost shall be borne by the neighborhood in which the staff member's time is used. Staff shall be required to keep a detailed log of the time they spend on various projects to ensure proper billing to the correct neighborhood. Improper and/or incomplete record keeping shall be grounds for immediate termination. With the approval of the Board of Directors, staff time used for the mutual benefit of all communities may be proportionately allocated to all communities in the same proportions as determined in Section 1 of this Article.
- c) Consultants/Vendors/Other Professionals. Should consultants, vendors, and/or other professionals be retained, the cost shall be borne by the neighborhood in which consultant/vendor/other professionals' time is used. Each consultant/vendor/other professional shall be required to keep a detailed log of the time spent on various projects to ensure proper allocation of costs to the correct neighborhood. Improper and/or incomplete recording keeping shall be grounds for immediate termination of contract. Each and every contract for services shall incorporate language giving the Corporation, at its sole discretion, authority to immediately and without penalty terminate said contract for failure to comply with the Corporation's accounting requirements.

Section 12. Payments

Under no circumstances shall charges of any type be paid without first determining the correct allocation of costs to the appropriate neighborhood.

Section 13. Fiscal Year

For accounting purposes, the fiscal year for the Corporation is set as July 1st to June 30th.

Section 14. Financial Audits & Reviews

There shall be an annual audit or review completed by a licensed Certified Public Accountant (CPA) no later than 90-days after the end of the Corporation's fiscal year, and as required by statute and contract. The Board will select annually if the Corporation shall do an audit or review.

ARTICLE 11 CORPORATE RECORDS AND SEAL

Section 1. Maintenance of Corporate Records

The Corporation shall maintain the following corporate records which shall be maintained at the office of the Corporation. Except for records specifically exempted by law, such records shall be available for public review, and posted on the corporation's website, consistent with the provisions the Ralph M. Brown Act:

- a) Minutes of all meetings of Directors, standing committees of the Board and all meetings of members, indicating the time and place of holding such meetings,

whether regular or special, the notice given, and the names of those present and the proceedings thereof.

- b) Adequate and correct books and records of account, including accounts of its properties and business transactions and accounts of its assets, liabilities, receipts, disbursements, gains and losses.
- c) A record of its stakeholders, if any, indicating their names and addresses.
- d) A copy of the Corporation's Articles of Incorporation and Bylaws as amended to date.
- e) All tax filings with the Internal Revenue Services and all appropriate and applicable offices with the state of California.

Section 2. Corporate Seal

The Board of Directors may adopt, use, and at will alter, a corporate seal. Such seal shall be kept at the office of the Corporation. Failure to affix the seal to corporate instruments, however, shall not affect the validity of any such instrument.

Section 3. Directors' Inspection Rights

Every Director shall have the absolute right at any reasonable time to inspect and copy all books, records, and documents of every kind and to inspect the physical properties of the Corporation.

Section 4. Public's Inspection Rights

The City and members of the public, under the supervision of the Secretary or Executive Director of the Corporation, shall have the absolute right at any reasonable time to inspect and copy all books, records and documents of every kind not otherwise exempted by law from public inspection.

ARTICLE 12 INSURANCE

The Board of Directors shall adopt a resolution authorizing the purchase and maintenance of insurance on behalf of any agent of the Corporation (including a Director, officer, employee or other agent of the Corporation) against any liability other than for violating provisions of law relating to self-dealing (Section 5233 of the California Nonprofit Corporation Law) asserted against or incurred by the agent in such capacity or arising out of the agent's status as such, whether or not the Corporation would have the power to indemnify the agent against such liability under the provisions of Section 5238 of the California Nonprofit Corporation Law.

ARTICLE 13 PROHIBITED TRANSACTIONS

Section 1. Loans

Except as permitted by Section 5236 of the Code, the Corporation shall not make any loan of money or property to, or guarantee the obligation of, any Director or officer; provided, however, that the Corporation may advance money to a Director or officer of the Corporation or any subsidiary for expenses reasonably anticipated to be incurred in performance of the duties of such officer or Director so long as such individual would be entitled to be reimbursed for such expenses absent that advance.

Section 2. Self-Dealing Transactions

Except as provided in Section 3, below, the Board shall not approve or permit the Corporation to engage in any self-dealing transaction. A self-dealing transaction is a transaction to which the Corporation is a party and in which one or more of its Directors has a material financial interest, unless the transaction is described in Section 5233(b) of the California Corporations Code. Any Director who provides a service or product to the Board must recuse themselves from discussion as well as moving, seconding or voting on that particular issue in which they may have a financial interest.

Section 3. Approval

This Corporation may engage in a self-dealing transaction if the transaction is approved by a court or by the Attorney General. This Corporation also may engage in a self-dealing transaction if the Board determines, before the transaction, that:

- a) The Corporation is entering into the transaction for its own benefit;
- b) The transaction is fair and reasonable to the Corporation at the time; and
- c) After reasonable investigation, the Board determines that it could not have obtained a more advantageous arrangement with reasonable effort under the circumstances. Such determinations must be made by the Board in good faith, with knowledge of the material facts concerning the transaction and the interest of the Director or Directors in the transaction, and by a vote of a majority of the Directors then in office, without counting the vote of the interested Director or Directors.

ARTICLE 14 CONFLICT-OF-INTEREST AND COMPENSATION APPROVAL POLICIES

Section 1. Temporary Suspension of Conflict-of-Interest Policies

The conflict-of-interest policies explained in this Article are temporarily suspended as the Interim Board, that may eventually be Interested Directors, focus on establishing the new Corporation. Once the Corporation is established, a new permanent Board will be appointed allowing for Interested Directors as described in Article 15, Section 4

Section 2. Purpose of Conflict-of-Interest Policy

The purpose of this conflict of interest policy is to protect this tax-exempt Corporation's interest when it is contemplating entering into a transaction or arrangement that might benefit the private interest of an officer or Director of the Corporation or any "disqualified person" as defined in Section 4958(f)(1) of the Internal Revenue Code and as amplified by Section 53.4958-3 of the IRS Regulations and which might result in a possible "excess benefit transaction" as defined in Section 4958(c)(1)(A) of the Internal Revenue Code and as amplified by Section 53.4958 of the IRS Regulations. This policy is intended to supplement but not replace any applicable state and federal laws governing conflict of interest applicable to nonprofit and charitable organizations.

Section 3. Definitions

- a) Interested Person. Any Director, principal officer, member of a committee with governing Board delegated powers, or any other person who is a "disqualified person" as defined in Section 4958(f)(1) of the Internal Revenue Code and as

amplified by Section 53.4958-3 of the IRS Regulations, who has a direct or indirect financial interest, as defined below, is an interested person.

- b) Financial Interest. A Director has a financial interest if the person has, directly or indirectly, through business, investment, or family:
 - i. an ownership or investment interest in any entity with which the Corporation has a transaction or arrangement, or
 - ii. a compensation arrangement with the Corporation or with any entity or individual with which the Corporation has a transaction or arrangement, or
 - iii. a potential ownership or investment interest in, or compensation arrangement with, any entity or individual with which the Corporation is negotiating a transaction or arrangement.

Compensation includes direct and indirect remuneration as well as gifts or favors that are not insubstantial.

A financial interest is not necessarily a conflict of interest. Under Section 3, sub-section b, a person who has a financial interest may have a conflict of interest only if the appropriate governing Board or committee decides that a conflict of interest exists.

Section 4. Conflict of interest Avoidance Procedures

- a) Duty to Disclose. In connection with any actual or possible conflict of interest, an interested person must disclose the existence of the financial interest and be given the opportunity to disclose all material facts to the Directors and members of committees with governing Board delegated powers considering the proposed transaction or arrangement.
- b) Determining Whether a Conflict of Interest Exists. After disclosure of the financial interest and all material facts, and after any discussion with the interested person, he/she shall leave the governing Board or committee meeting while the determination of a conflict of interest is discussed and voted upon. The remaining Board or committee members shall decide if a conflict of interest exists.
- c) Procedures for Addressing the Conflict of Interest.
 - i. An interested person may make a presentation at the governing Board or committee meeting, but after the presentation, he/she shall leave the meeting during the discussion of, and the vote on, the transaction or arrangement involving the possible conflict of interest.
 - ii. The chairperson of the governing Board or committee shall, if appropriate, appoint a disinterested person or committee to investigate alternatives to the proposed transaction or arrangement.
 - iii. After exercising due diligence, the governing Board or committee shall determine whether the Corporation can obtain with reasonable efforts a more advantageous transaction or arrangement from a person or entity that would not give rise to a conflict of interest.
 - iv. If a more advantageous transaction or arrangement is not reasonably possible under circumstances not producing a conflict of interest, the governing Board or committee shall determine by a majority vote of the disinterested Directors whether the transaction or arrangement is in the Corporation's best interest, for its own benefit, and whether it is fair and reasonable. In conformity with the above determination, it shall make its decision as to whether to enter into the transaction or arrangement.

- d) Violations of the Conflicts of Interest Policy. If the governing Board or committee has reasonable cause to believe a Director or committee member has failed to disclose actual or possible conflicts of interest, it shall inform the individual of the basis for such belief and afford the member an opportunity to explain the alleged failure to disclose.

If, after hearing the member's response and after making further investigation as warranted by the circumstances, the governing Board or committee determines the member has failed to disclose an actual or possible conflict of interest, it shall take appropriate disciplinary and corrective action.

ARTICLE 15 MISCELLANEOUS

Section 1. Rules and Regulations

The Board of Directors shall have the power to make reasonable rules and regulations consistent with these Bylaws.

Section 2. Amendment

These Bylaws may be amended or repealed, and new Bylaws adopted in accordance with the California Nonprofit Public Benefit Corporation Law by a majority vote of the total number of active Directors. Notice of proposed amendments shall be posted on the Corporation's website if one exists.

Section 3. No Personal Interest

No Director shall have any personal, proprietary, or beneficial interest in the property of the Corporation, either during its corporate existence or after the termination thereof by dissolution or otherwise.

Section 4. Conflict of Interest (Restriction re: Interested Directors)

Notwithstanding any other provision of these Bylaws, not more than thirty percent (30%) of the persons serving on the Board may be interested persons. For purposes of this Section, "interested persons" means either:

- a) Any person currently being compensated by the Corporation for services rendered it within the previous twelve (12) months, whether as a full or part-time officer or other employee, independent contractor; or
- b) Any brother, sister, ancestor, descendant, spouse, brother-in-law, sister-in-law, son-in-law, daughter-in-law, mother-in-law, or father-in-law of any such interested person.

In any and all cases, a Board member who also happens to be an "interested person" shall not move, second or vote on any contract in which they have a financial interest.

Owning a real property or a business within the boundaries of the District does not render a Director an interested person.

Section 5. Dedication of Assets

The properties and assets of this nonprofit corporation are irrevocably dedicated to charitable purposes. No part of the net earnings, properties, or assets of the

Corporation, on dissolution or otherwise, shall inure to the benefit of any private person or individual, or any director or officer of this Corporation. On liquidation or dissolution, all remaining property and assets of the Corporation shall be distributed and paid over to an organization dedicated to the charitable purposes which has established its tax-exempt status under Section 501 of the Internal Revenue Code.

Section 6. Proceedings

All meetings shall be conducted in accordance with the most recently revised edition of Robert's Rules of Order. If the Bylaws are in disagreement with Robert's Rules of Order, the Bylaws shall prevail.

Section 7. Gifts

The Board of Directors and staff may accept on behalf of the Corporation any contribution, gift, bequest, or devise for the charitable or public purposes of this Corporation.

Section 8. Executive Director

The Executive Director of the Corporation, if one is retained, shall be an employee of the Corporation.

CERTIFICATE OF SECRETARY

This is to certify that the foregoing is a true and correct copy of the Bylaws of the Corporation named in the title thereto and that such Bylaws were duly adopted by the Board of said Corporation on the date set forth below.

Secretary of the Corporation

Date: December 3, 2024

Reviewed & Approved by: Gary Smith

**BYLAWS OF THE
DOWNTOWN SAN DIEGO PARKING & MOBILITY ALLIANCE, INCORPORATED**
Draft / Adoption Pending

**ARTICLE 1
MISSION STATEMENT**

The Downtown San Diego Parking & Mobility Alliance's mission is to improve the availability and supply of parking and manage in Downtown San Diego for residents, businesses and visitors, by reinvesting its portion of funds with fiscal responsibility. The Alliance will also consider traffic circulation, transit effectiveness, cycling infrastructure, and pedestrian mobility in its neighborhoods and develop creative collaborations to support a vibrant local economy.

**ARTICLE 2
RECITALS AND DEFINITIONS**

Section 1. Name of Corporation

The name of this Corporation shall be the Downtown San Diego Parking & Mobility Alliance, Incorporated, doing business as (dba) the Downtown Parking & Mobility Alliance, henceforth referred to as the "Corporation."

Section 2. Corporation Is Nonprofit

This Corporation has been formed pursuant to the California Nonprofit Public Benefit Corporation Law as a public benefit corporation. The purpose of this Corporation is to engage in any lawful act or activity for which a corporation may be organized under such law.

Section 3. Specific Purpose

The purposes for which this Corporation is formed are to research, plan, design, disseminate, develop, construct, manage and maintain public programs, buildings, works, monuments, and improvements to enhance parking and mobility programs and projects in the Downtown San Diego.

- a) The Corporation shall coordinate, manage, and resolve parking and traffic issues within the Downtown Community Parking District, thus enhancing the quality of life in the neighborhoods that make up the district, as defined by the City of San Diego under Council Policy 100-18. Those neighborhoods include, in alphabetical order: City Center, Columbia, Cortez, East Village, Gaslamp, Little Italy, and Marina.
- b) The Corporation will work collaboratively with the business and residential communities within the district, and with governmental and/or quasi-governmental entities and agencies. In no event shall the Corporation engage in activities which are not permitted to be executed by a corporation exempt under Section 501c3 of the Internal Revenue Code.
- c) All activities shall be nonpartisan and nonsectarian, and activities shall be nondiscriminatory against any person by reason of race, color, national origin, religion, age, sex, sexual orientation, marital status, genetic characteristics, or physical or mental disability.

ARTICLE 3 PRINCIPAL OFFICE

Section 1. Principal Office

The principal office for the Corporation shall be in the City of San Diego, County of San Diego, State of California as may from time-to-time be designated by the Board of Directors.

ARTICLE 4 MEMBERSHIP

Section 1. Members

The Corporation shall have no members, as that term is defined in section 5056 of the California Nonprofit Corporation Law. Unless otherwise provided herein or in the California Nonprofit Public Benefit Corporation Law, any action which would otherwise require approval by a majority of all members shall require only approval of the Board of Directors. All rights which would otherwise vest in the members shall vest in the board of Directors. Nothing in these Bylaws shall be construed as limiting the right of the Corporation to refer to persons associated with it, who participate in any activities of the Corporation, as "members" even though such persons are not members, as defined in section 5056 of the California Corporations Code. Such persons shall be deemed to be associated persons with respect to the Corporation as that term is defined in section 5332 of the California Nonprofit Public Benefit Corporation Law, and no such reference shall constitute anyone a member of this Corporation.

ARTICLE 5 BOARD OF DIRECTORS

Section 1. Powers

Subject to the provisions and limitations of the California Nonprofit Public Benefit Corporation Law, the business and affairs of the Corporation shall be vested in and exercised by the Corporation's Board of Directors. The Board may delegate the management of the activities of the Corporation to any person or persons, committee, or entity provided that notwithstanding any such delegation and activities and affairs of the Corporation shall continue to be managed and all corporate powers shall continue to be exercised under the ultimate direction of the Board. Delegated management of activities, approved by the Board, shall be limited. Any actions addressing budget review, alterations, and approvals must solely be done by the Board.

Section 2. Number of Directors

The Corporation shall have a minimum of seven (7) Directors and a max of thirteen (12) Directors and collectively they shall be known as the Board of Directors. The exact number of Directors shall be fixed from time-to-time by resolution of the Board of Directors. The number may be changed by amendment of this Bylaw, or by repeal of this Bylaw and adoption of a new Bylaw, as provided in these Bylaws.

Section 3. Alternates

Directors can nominate a non-Director to serve as their alternate at Board and committee meetings when he/she/they is/are unable to attend. Alternates absences, in

place of primary Board Member, count for or against the primary's Board and committee attendance obligation. Alternates cannot attend more than 6 times per fiscal year to meet primary's attendance requirements.

Section 4. Apportionment of Directors

- a) Interim Board shall consist of minimum of seven (7) Directors representing the neighborhoods composing the district, including Downtown resident groups, the San Diego Padres, the Downtown San Diego Partnership (Clean & Safe) until this Corporation is established.

Section 5. Term

Directors will serve office for a two (2) year term. There are no restriction on the number of terms a Director can serve.

After the first election cycle, the Secretary shall pull the Board roster and alternately assign one (1) and two (2) year terms. After the exercise, the Secretary will call out the terms and which Directors are assigned to each term. This staggering of terms will ensure that the entire Board is not replaced all at once.

Section 6. Attendance

Any Board member with three (3) unexcused absences from regularly scheduled Board meetings within the fiscal year shall be automatically removed from the Board without any formal action required to be taken by the Board. Any Board member who misses five (5) regular Board meeting within the fiscal year, based on a mix of excused or unexcused, shall be automatically removed from the Board without any formal action required to be taken by the Board, unless reviewed and waived by the Executive Committee. Upon removal of Director, the President shall request a new appointee from the body of the category seat that was removed.

Section 7. Vacancies

A vacancy on the Board of Directors shall occur upon any of the following:

- a) The death of a Director;
- b) The resignation of a Director;
- c) Automatically when a Director no longer meets the requirements of Article 6, Section 1; or
- d) When a Director is removed as prescribed in Section 14 of this Article. The election of a Director to fill the vacancy shall comply with Article 6 - Election of Directors. Should a Director be duly removed under Section 14 of this Article the Board holds authority to reject the re-election of said Director. Those elected to fill vacancies shall complete the term of the Director who created the vacancy.

Section 8. Removal of Directors

The Board of Directors shall have the power and authority to remove Directors by two-thirds (2/3) vote, for cause if he/she/they:

- a) is adjudicated to be within the purview of Section 7221 (relating to mental competency, conviction of a felony, or conduct affecting a charitable trust), or
- b) is adjudicated to have breached a duty under any law or ordinance such as, but not limited to, Sections 5230-5239 of the California Corporations Code dealing with standards of conduct for a director. Additionally, a Director shall be automatically

removed from office upon determination by a majority of the Board of Directors that said Director no longer meets the requirements as defined in Article 6, Section 1. If a Director is removed, notice shall be sent to said Director by first class certified mail.

Section 9. Trainings

Directors and Alternates will attend any City required training.

Section 10. Compensation of Directors

No compensation or salary shall be paid to any Director of the Corporation. However, Directors may be reimbursed for any expenses relating to the performance of their duties on behalf of the Corporation with the approval of the Board of Directors in open session.

ARTICLE 6 ELECTION OF DIRECTORS

Section 1. Eligibility

Those who may serve as Directors shall be:

- a) A representative, excluding paid staff or consultant, of the management corporations for the neighborhoods: City Center, Columbia, Cortez, East Village, Gaslamp, Little Italy, and Marina.
- b) A representative of a Community Residents Group.
- c) A representative of the Community Planning Group.
- d) A representative of the San Diego Padres.

Any such representative duly elected to the Corporation's Board of Directors shall immediately forfeit his/her/their directorship upon revocation of authorization by the management corporation, Community Resident Group, or the San Diego Padres.

At the request of the Executive Committee, the full Board may consider modifications to eligibility criteria.

Section 2. Nomination and Elections

The Interim Board shall be appointed by the Steering Committee and remain as the Interim Board until this Corporation is established.

Following the establishment, not less than sixty (60) days before the date set forth for the annual meeting of the Directors, the President, shall request that the Board appoint at least three (3) members as the Nominations AdHoc Committee, which shall include the President and at least two of the Directors exclusive of the Officers of the Corporation.

The Nominations AdHoc Committee will request nominees from the eligible Director categories cited in Article 5, Section 3. The Nominees which have been deemed to be qualified, consistent with Article 6, Section 1, shall be added to a slate that is presented to the Board for consideration of appoint to the Board at its annual meeting. The Board can vote to accept all or some of the nominees.

In the case of a vacancy, the Director category, cited in Article 5, Section 3, shall appoint a representative from their neighborhood or group to complete the term, or if no nomination is forth coming, the Downtown San Diego Parking & Mobility District Board may appoint a replacement.

Section 3. Cost of Elections

No matter which election method is used, the cost of the election shall be borne by the Corporation.

ARTICLE 7 OFFICERS

Section 1. Officers

The officers of this Corporation shall be the President, Vice-President, Secretary, and Treasurer. All officers must be Directors of the Corporation.

Section 2. Nominations and Elections

Officers shall be nominated at the Annual Meeting by the Board of Directors and elected at the following Board meeting.

Section 3. Term

Officers will serve for a two (2) year term. There are no restriction on the number of terms a Director can serve as an Officer.

After the first election cycle, the Secretary shall pull the Officer roster and alternately assign one (1) and two (2) year terms. After the exercise, the Secretary will call out the terms and which Officers are assigned to each term. This staggering of terms will ensure that the entire roster of Officers is not replaced all at once.

Section 4. Vacancies

A vacancy in any office may be filled by a majority vote of the Board of Directors. Each officer so elected shall hold office until the next annual election of officers.

Section 5. 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. The President shall preside at all meetings of the Directors, set agendas, and shall have the powers and duties as may be prescribed from time-to-time by the Board of Directors. The President shall function as the official representative of the Corporation and is authorized to communicate positions taken by the Corporation. No one else may represent the views of the Corporation without express authorization by the Board.

Section 6. 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 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 7. Secretary

The Secretary shall keep or cause to keep a full and complete record of the proceedings of the Board of Directors; shall keep the seal of the Corporation, shall 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; and shall supervise the keeping of the minute books in the principal office of the Corporation, which shall include these Bylaws. Meeting minutes and agendas, and financial information provided by the Treasurer shall be reproduced by the Secretary or such staff as directed by the Secretary and distributed to the Board of Directors at least 72-hours prior to each meeting. Agendas will be reproduced and distributed. The Secretary shall cause to retain, for whichever period is greater, all Corporation records for a period of seven (7) years, or for a period as determined by statute or contract.

Section 8. Treasurer

The Treasurer shall be responsible for general supervision of the financial affairs of the Corporation, shall make financial reports to the Board of Directors at the Board's monthly meetings, and shall create, or shall have created, an annual budget for presentation, revision, and adoption by the Board of Directors. The Treasurer shall comply with the requirements outlined in the Bylaws, Article 10. The Treasurer shall be an "ex officio" member of the Audit Committee and shall also perform such other duties as may be prescribed from time-to-time by the Board of Directors.

Section 9. Compensation of Officers

No compensation or salary shall be paid to any officer of the Corporation. However, officers may be reimbursed for any expenses relating to the performance of their duties on behalf of the Corporation with the approval of the Board of Directors in open session.

ARTICLE 8 COMMITTEES

Section 1. Executive Committee

The elected Officers of the Corporation are members of the Executive Committee. The Executive Committee is responsible for the organizational governance of the Corporation. The Executive Committee shall serve as the Audit & Finance Committee. The financial review, findings and recommendations will be presented to the full Board for final approval.

Section 2. Downtown Parking Management Group (PDMG)

The Board of Directors by resolution adopted by a majority of the Directors, designate the authority to DPMG, consisting of two (2) or more Directors, but not enough to create a quorum of the Board, to review, research, make recommendations, and approve special projects, requests, and plans that support parking and mobility in Downtown San Diego. The DPMG will also review annual budgets and plans and make a recommendation to the Board for final review and approval.

Section 3. Special Committees

The Board of Directors may, by resolution adopted by a majority of the Directors, designate one or more special committees, each consisting of two or more Directors,

but not enough to create a quorum of the Board, to serve at the pleasure of the Board of Directors. The Special Committee shall bring any recommendations to the full Board for consideration and final approval.

Section 4. AdHoc Committees or Task Forces

The Corporation shall have AdHoc committees and task forces as may from time-to-time be designated by resolution of the Board or DPMG. Such AdHoc committees and task forces may consist of people who are not also members of the Board or are committee members. These additional committees shall act in an advisory capacity only to the Board and are not subject to the Brown Act.

ARTICLE 9 MEETINGS

Section 1. Regular Directors' Meetings

Regular meetings of the Board of Directors shall be held on a preset date and time quarterly. Regular meetings shall be held in a publicly accessible venue within the boundaries of the Downtown Community Parking District.

Section 2. Annual Meeting

The Annual Meeting of the Board is for the purpose of electing Directors and nominating Officers of the Corporation. This process shall be held each year before the end of the fiscal year, except in the first year of the amendment of these bylaws in 2025. The Annual Meeting shall be deemed a Regular Meeting for purposes of scheduling, notice and posting of agendas.

Section 3. Public Notice of Meetings

In accordance with the Ralph M. Brown Act, notice shall be given, and an agenda posted at the location of the meeting that is freely accessible to the public at least 72-hours before a regular meeting of the Board or a meeting of the committee(s) and the packet with supplemental documents posted on a predesignated website that is also accessible to the public.

The agenda shall include:

- a) The date, time, and place for the regular meeting;
- b) A clear, brief, and accurate description of each agenda item;
- c) The intended action at the meeting, i.e., "Information Item," "Action Item," etc.; and
- d) How a request for accessible accommodations for disabled persons may be made.

Section 4. Public Meetings

All meetings shall be public as required under the Ralph M. Brown Act except those meetings devoted to confidential matters, such as litigation or personnel, which may be conducted in closed session in accordance with the Ralph M. Brown Act.

Section 5. Quorum

Half plus one (1) of the active Directors present shall constitute a quorum for the transaction of business. No business shall be conducted without a quorum.

Section 6. Loss of Quorum

The Directors present at a duly called or duly held meeting at which a quorum was initially present may continue to transact business until adjournment, even when the withdrawal of Directors leaves less than a quorum.

Section 7. Special Directors' Meeting

Special meetings of the Board of Directors may be called at any time by:

- a) The President; or
- b) A majority of the active Directors.

Notice for said meeting shall comply with the Ralph M. Brown Act.

Section 8. Recordings of Directors Meeting

The Corporation is not required to record regular or special meetings of the Directors, either orally or visually, but if recordings are made, they are subject to public request to inspect without charge. A cost recovery fee may be charged for copies of recordings.

Section 9. Voting

Every act or decision done or made by a majority of the Directors or committee members present at a meeting duly held at which a quorum was established shall be regarded as an official vote whether in support or opposition of the motion.

Sections 10. Absentee & Proxy Voting

There shall be no absentee and/or voting by proxy by Directors or committee members. However, a Director or committee member's pre-approved alternate may vote representing the primary Director or committee member.

ARTICLE 10 ACCOUNTING & BUDGETING

Section 1. Revenue from the City of San Diego

Should the Corporation contract with the City of San Diego to oversee the Downtown Community Parking District, as defined in City Council Policy 100-18, the Corporation shall act in an advisory capacity to the City, with the City retaining full control over revenue, as outlined in the contract.

Section 2. Grants

As a nonprofit 501c3 corporation, the Corporation is allowed to apply for grants that support the mission and projects of the Corporation.

Section 3. Revenue Allocation

For accounting purposes, revenue allocated by the City to the Corporation in accordance with City Council Policy 100-18 shall be apportioned, under subcontract agreements, to the district's neighborhoods (City Center, Columbia, Cortez, East Village, Gaslamp, Little Italy, and Marina) based on a policy established by the Board for equitable allocations. Such apportionment shall be based on information provided by the City of San Diego. Said revenue shall be separately accounted for by the Corporation as that neighborhood's share of the overall Corporation revenues. The revenue itself shall stay with and under the control of the City of San Diego.

Section 4. Dedicated Accounts

Dedicated bookkeeping accounts shall be created and maintained by the Corporation to track each neighborhood's apportioned share of the district funding and expenses. The Treasurer, as part of the monthly financial report, shall give an accounting for each neighborhood.

Section 5. Use of Revenue

It shall be the policy of the Board that money apportioned to one neighborhood shall not be budgeted or otherwise obligated to the benefit of another neighborhood without first being authorized by a majority of the Directors. Upon approval by a majority of the full Board, the reallocation shall be forwarded to the City of San Diego for action as part of its annual budget approval process.

Section 6. Additional Revenues

Should revenues be generated other than through the City of San Diego's sharing of revenue or associated program income, such revenues shall be controlled and monitored as outlined in Sections 3 through 5 above, except that the Board of Directors shall have complete control of these revenues without reference to the City of San Diego.

Section 7. Annual Budget Package

All projects for each fiscal year will be placed in a single budget package and shall be voted on in its entirety by the Board of Directors. Projects using revenue through the City of San Diego shall be forwarded to the City for review during its annual budget approval process, as required by contract. After adoption, it shall require a majority vote of seated Directors to amend the budget.

Section 8. Fees

Should the City of San Diego impose any fees on the Corporation, such fees will be apportioned to the communities in the same proportions as determined in Section 3 of this Article.

Section 9. Project Costs

Project costs shall be borne by the neighborhood in which the project activity occurs. It shall be the policy of the Board that all funded activities relating to neighborhood specific projects including contracts, agreements, and purchases must first have been discussed and endorsed by a majority of the Board.

In the event of joint projects involving more than one neighborhood, said costs will be borne on a proportional basis.

Section 10. Corporation Costs

All costs of the Corporation, including but not limited to office space, utilities, insurance, and equipment shall be borne proportionately among the neighborhoods based on the apportionment of revenue they receive through the City's sharing of revenue as determined in Section 1 of this Article.

Section 11. Staffing

- a) Executive Director. Should an Executive Director be hired, the expenses for this position shall be apportioned to the communities in the same proportions as determined in Section 1 of this Article and included as part of the separate dedicated bookkeeping account for each neighborhood.
- b) Other Staff. Should additional staff be hired, the cost shall be borne by the neighborhood in which the staff member's time is used. Staff shall be required to keep a detailed log of the time they spend on various projects to ensure proper billing to the correct neighborhood. Improper and/or incomplete record keeping shall be grounds for immediate termination. With the approval of the Board of Directors, staff time used for the mutual benefit of all communities may be proportionately allocated to all communities in the same proportions as determined in Section 1 of this Article.
- c) Consultants/Vendors/Other Professionals. Should consultants, vendors, and/or other professionals be retained, the cost shall be borne by the neighborhood in which consultant/vendor/other professionals' time is used. Each consultant/vendor/other professional shall be required to keep a detailed log of the time spent on various projects to ensure proper allocation of costs to the correct neighborhood. Improper and/or incomplete recording keeping shall be grounds for immediate termination of contract. Each and every contract for services shall incorporate language giving the Corporation, at its sole discretion, authority to immediately and without penalty terminate said contract for failure to comply with the Corporation's accounting requirements.

Section 12. Payments

Under no circumstances shall charges of any type be paid without first determining the correct allocation of costs to the appropriate neighborhood.

Section 13. Fiscal Year

For accounting purposes, the fiscal year for the Corporation is set as July 1st to June 30th.

Section 14. Financial Audits & Reviews

There shall be an annual audit or review completed by a licensed Certified Public Accountant (CPA) no later than 90-days after the end of the Corporation's fiscal year, and as required by statute and contract. The Board will select annually if the Corporation shall do an audit or review.

ARTICLE 11 CORPORATE RECORDS AND SEAL

Section 1. Maintenance of Corporate Records

The Corporation shall maintain the following corporate records which shall be maintained at the office of the Corporation. Except for records specifically exempted by law, such records shall be available for public review, and posted on the corporation's website, consistent with the provisions the Ralph M. Brown Act:

- a) Minutes of all meetings of Directors, standing committees of the Board and all meetings of members, indicating the time and place of holding such meetings,

whether regular or special, the notice given, and the names of those present and the proceedings thereof.

- b) Adequate and correct books and records of account, including accounts of its properties and business transactions and accounts of its assets, liabilities, receipts, disbursements, gains and losses.
- c) A record of its stakeholders, if any, indicating their names and addresses.
- d) A copy of the Corporation's Articles of Incorporation and Bylaws as amended to date.
- e) All tax filings with the Internal Revenue Services and all appropriate and applicable offices with the state of California.

Section 2. Corporate Seal

The Board of Directors may adopt, use, and at will alter, a corporate seal. Such seal shall be kept at the office of the Corporation. Failure to affix the seal to corporate instruments, however, shall not affect the validity of any such instrument.

Section 3. Directors' Inspection Rights

Every Director shall have the absolute right at any reasonable time to inspect and copy all books, records, and documents of every kind and to inspect the physical properties of the Corporation.

Section 4. Public's Inspection Rights

The City and members of the public, under the supervision of the Secretary or Executive Director of the Corporation, shall have the absolute right at any reasonable time to inspect and copy all books, records and documents of every kind not otherwise exempted by law from public inspection.

ARTICLE 12 INSURANCE

The Board of Directors shall adopt a resolution authorizing the purchase and maintenance of insurance on behalf of any agent of the Corporation (including a Director, officer, employee or other agent of the Corporation) against any liability other than for violating provisions of law relating to self-dealing (Section 5233 of the California Nonprofit Corporation Law) asserted against or incurred by the agent in such capacity or arising out of the agent's status as such, whether or not the Corporation would have the power to indemnify the agent against such liability under the provisions of Section 5238 of the California Nonprofit Corporation Law.

ARTICLE 13 PROHIBITED TRANSACTIONS

Section 1. Loans

Except as permitted by Section 5236 of the Code, the Corporation shall not make any loan of money or property to, or guarantee the obligation of, any Director or officer; provided, however, that the Corporation may advance money to a Director or officer of the Corporation or any subsidiary for expenses reasonably anticipated to be incurred in performance of the duties of such officer or Director so long as such individual would be entitled to be reimbursed for such expenses absent that advance.

Section 2. Self-Dealing Transactions

Except as provided in Section 3, below, the Board shall not approve or permit the Corporation to engage in any self-dealing transaction. A self-dealing transaction is a transaction to which the Corporation is a party and in which one or more of its Directors has a material financial interest, unless the transaction is described in Section 5233(b) of the California Corporations Code. Any Director who provides a service or product to the Board must recuse themselves from discussion as well as moving, seconding or voting on that particular issue in which they may have a financial interest.

Section 3. Approval

This Corporation may engage in a self-dealing transaction if the transaction is approved by a court or by the Attorney General. This Corporation also may engage in a self-dealing transaction if the Board determines, before the transaction, that:

- a) The Corporation is entering into the transaction for its own benefit;
- b) The transaction is fair and reasonable to the Corporation at the time; and
- c) After reasonable investigation, the Board determines that it could not have obtained a more advantageous arrangement with reasonable effort under the circumstances. Such determinations must be made by the Board in good faith, with knowledge of the material facts concerning the transaction and the interest of the Director or Directors in the transaction, and by a vote of a majority of the Directors then in office, without counting the vote of the interested Director or Directors.

ARTICLE 14 CONFLICT-OF-INTEREST AND COMPENSATION APPROVAL POLICIES

Section 1. Temporary Suspension of Conflict-of-Interest Policies

The conflict-of-interest policies explained in this Article are temporarily suspended as the Interim Board, that may eventually be Interested Directors, focus on establishing the new Corporation. Once the Corporation is established, a new permanent Board will be appointed allowing for Interested Directors as described in Article 15, Section 4

Section 2. Purpose of Conflict-of-Interest Policy

The purpose of this conflict of interest policy is to protect this tax-exempt Corporation's interest when it is contemplating entering into a transaction or arrangement that might benefit the private interest of an officer or Director of the Corporation or any "disqualified person" as defined in Section 4958(f)(1) of the Internal Revenue Code and as amplified by Section 53.4958-3 of the IRS Regulations and which might result in a possible "excess benefit transaction" as defined in Section 4958(c)(1)(A) of the Internal Revenue Code and as amplified by Section 53.4958 of the IRS Regulations. This policy is intended to supplement but not replace any applicable state and federal laws governing conflict of interest applicable to nonprofit and charitable organizations.

Section 3. Definitions

- a) Interested Person. Any Director, principal officer, member of a committee with governing Board delegated powers, or any other person who is a "disqualified person" as defined in Section 4958(f)(1) of the Internal Revenue Code and as

amplified by Section 53.4958-3 of the IRS Regulations, who has a direct or indirect financial interest, as defined below, is an interested person.

- b) Financial Interest. A Director has a financial interest if the person has, directly or indirectly, through business, investment, or family:
 - i. an ownership or investment interest in any entity with which the Corporation has a transaction or arrangement, or
 - ii. a compensation arrangement with the Corporation or with any entity or individual with which the Corporation has a transaction or arrangement, or
 - iii. a potential ownership or investment interest in, or compensation arrangement with, any entity or individual with which the Corporation is negotiating a transaction or arrangement.

Compensation includes direct and indirect remuneration as well as gifts or favors that are not insubstantial.

A financial interest is not necessarily a conflict of interest. Under Section 3, sub-section b, a person who has a financial interest may have a conflict of interest only if the appropriate governing Board or committee decides that a conflict of interest exists.

Section 4. Conflict of interest Avoidance Procedures

- a) Duty to Disclose. In connection with any actual or possible conflict of interest, an interested person must disclose the existence of the financial interest and be given the opportunity to disclose all material facts to the Directors and members of committees with governing Board delegated powers considering the proposed transaction or arrangement.
- b) Determining Whether a Conflict of Interest Exists. After disclosure of the financial interest and all material facts, and after any discussion with the interested person, he/she shall leave the governing Board or committee meeting while the determination of a conflict of interest is discussed and voted upon. The remaining Board or committee members shall decide if a conflict of interest exists.
- c) Procedures for Addressing the Conflict of Interest.
 - i. An interested person may make a presentation at the governing Board or committee meeting, but after the presentation, he/she shall leave the meeting during the discussion of, and the vote on, the transaction or arrangement involving the possible conflict of interest.
 - ii. The chairperson of the governing Board or committee shall, if appropriate, appoint a disinterested person or committee to investigate alternatives to the proposed transaction or arrangement.
 - iii. After exercising due diligence, the governing Board or committee shall determine whether the Corporation can obtain with reasonable efforts a more advantageous transaction or arrangement from a person or entity that would not give rise to a conflict of interest.
 - iv. If a more advantageous transaction or arrangement is not reasonably possible under circumstances not producing a conflict of interest, the governing Board or committee shall determine by a majority vote of the disinterested Directors whether the transaction or arrangement is in the Corporation's best interest, for its own benefit, and whether it is fair and reasonable. In conformity with the above determination, it shall make its decision as to whether to enter into the transaction or arrangement.

- d) Violations of the Conflicts of Interest Policy. If the governing Board or committee has reasonable cause to believe a Director or committee member has failed to disclose actual or possible conflicts of interest, it shall inform the individual of the basis for such belief and afford the member an opportunity to explain the alleged failure to disclose.

If, after hearing the member's response and after making further investigation as warranted by the circumstances, the governing Board or committee determines the member has failed to disclose an actual or possible conflict of interest, it shall take appropriate disciplinary and corrective action.

ARTICLE 15 MISCELLANEOUS

Section 1. Rules and Regulations

The Board of Directors shall have the power to make reasonable rules and regulations consistent with these Bylaws.

Section 2. Amendment

These Bylaws may be amended or repealed, and new Bylaws adopted in accordance with the California Nonprofit Public Benefit Corporation Law by a majority vote of the total number of active Directors. Notice of proposed amendments shall be posted on the Corporation's website if one exists.

Section 3. No Personal Interest

No Director shall have any personal, proprietary, or beneficial interest in the property of the Corporation, either during its corporate existence or after the termination thereof by dissolution or otherwise.

Section 4. Conflict of Interest (Restriction re: Interested Directors)

Notwithstanding any other provision of these Bylaws, not more than thirty percent (30%) of the persons serving on the Board may be interested persons. For purposes of this Section, "interested persons" means either:

- a) Any person currently being compensated by the Corporation for services rendered it within the previous twelve (12) months, whether as a full or part-time officer or other employee, independent contractor; or
- b) Any brother, sister, ancestor, descendant, spouse, brother-in-law, sister-in-law, son-in-law, daughter-in-law, mother-in-law, or father-in-law of any such interested person.

In any and all cases, a Board member who also happens to be an "interested person" shall not move, second or vote on any contract in which they have a financial interest.

Owning a real property or a business within the boundaries of the District does not render a Director an interested person.

Section 5. Dedication of Assets

The properties and assets of this nonprofit corporation are irrevocably dedicated to charitable purposes. No part of the net earnings, properties, or assets of the

Corporation, on dissolution or otherwise, shall inure to the benefit of any private person or individual, or any director or officer of this Corporation. On liquidation or dissolution, all remaining property and assets of the Corporation shall be distributed and paid over to an organization dedicated to the charitable purposes which has established its tax-exempt status under Section 501 of the Internal Revenue Code.

Section 6. Proceedings

All meetings shall be conducted in accordance with the most recently revised edition of Robert's Rules of Order. If the Bylaws are in disagreement with Robert's Rules of Order, the Bylaws shall prevail.

Section 7. Gifts

The Board of Directors and staff may accept on behalf of the Corporation any contribution, gift, bequest, or devise for the charitable or public purposes of this Corporation.

Section 8. Executive Director

The Executive Director of the Corporation, if one is retained, shall be an employee of the Corporation.

CERTIFICATE OF SECRETARY

This is to certify that the foregoing is a true and correct copy of the Bylaws of the Corporation named in the title thereto and that such Bylaws were duly adopted by the Board of said Corporation on the date set forth below.

Secretary of the Corporation

Date: December 3, 2024

Reviewed & Approved by: Gary Smith

**THE CITY OF SAN DIEGO**

OFFICE OF THE INDEPENDENT BUDGET ANALYST REPORT

Date Issued: January 23, 2025**IBA Report Number:** 25-04**City Council Docket Date:** January 27, 2025**Item Number:** TBD

Proposed Parking Meter Fee Increase

OVERVIEW

On January 14, 2025, the City Council received an informational item concerning the City's FY 2026-2030 Five-Year Financial Outlook which projects significant deficits for the General Fund over the next five years. Among the deficit mitigation options presented by our Office that could be implemented in the current fiscal year was the implementation of parking meter rate increases. During Council's discussion, Councilmember Foster requested that our Office bring forward this action for Council consideration at the earliest opportunity. In this report we present an option to double current parking meter rates, Citywide up to a maximum of \$2.50 per hour, which would be expected to generate \$4.0 million through the remainder of FY 2025, and \$9.8 million per year thereafter. We also note that further potential amendments to the City's policies for parking meters are expected to be considered later this year.

BACKGROUND

The City of San Diego currently operates 3,811 parking meters, including single- and multi-space meters, for a total of 5,332 metered parking spaces. As reflected in the table below, 4,766, or 89% of all metered parking spaces are located in Downtown and Uptown. Under the authority of California Vehicle Code §22508, the City Council has established a range of hourly parking meter rates from \$0.25 to \$2.50, as codified San Diego Municipal Code (SDMC) §86.0123. Current hourly parking meter rates vary by location between \$0.50 to \$1.25 with a significant majority currently charging an hourly rate of \$1.25.

OFFICE OF THE INDEPENDENT BUDGET ANALYST

202 C STREET MS 3A SAN DIEGO, CA 92101

TEL (619) 236-6555 FAX (619)-236-6556

Metered Parking Spaces by Zone and Hourly Rate								
Zone	\$0.50	0.75	\$1.00	\$1.25	Sensor Courtsey	Special Event	Total	%
City	8	-	-	44	8	-	60	1%
Downtown	162	154	259	2,548	173	66	3,362	63%
Mid-City	-	-	-	287	10	-	297	6%
Pacific Beach	-	-	-	206	3	-	209	4%
Uptown	-	-	-	1,364	40	-	1,404	26%
Total	170	154	259	4,449	234	66	5,332	100%

Parking meters are generally enforced from 8 a.m. to 6 p.m. every day, except for Sundays and holidays. The City has a target utilization rate of 85% for all parking meters within the City.¹ Utilization rate is defined as the amount of time that vehicles occupy a parking meter space during the allowed hours of operation of the parking meter.

In accordance with the SDMC, parking meter rate adjustments can be implemented up to the \$2.50 per hour maximum by either the City Manager (Mayor) administratively or the City Council by resolution or ordinance.²

Council Policy 100-18: Community Parking District

[Council Policy 100-18](#), originally adopted in March 1997, and most recently amended in July 2015, is intended “to provide a mechanism whereby communities unable to meet existing parking demands may devise and implement parking management solutions to meet their specific needs and resolve undesirable parking impacts.” This is achieved through the creation of Community Parking Districts (CPDs) which are allocated 45% of total parking meter revenue generated within each CPD (less the administrative and parking meter operation costs incurred by the City). The City of San Diego currently has four active CPDs with parking meters: Downtown, Uptown, Mid-City, and Pacific Beach.³ Pursuant to Council Policy 100-18, revenue allocated to CPDs can generally be used for improvements or services that increase the availability, supply, and effective use of parking (including pedestrian and bicycle improvements, shuttle programs, lighting improvements, wayfinding, traffic calming measures, etc.). An Annual Plan and Budget identifying proposed investments and activities for each CPD must be approved by the City Council annually. The remaining 55% share of net parking meter revenue is primarily utilized to reimburse General Fund departments for eligible expenditures from the Parking Meter Operations Fund.

¹ Excluding parking meters located along North Embarcadero, Tuna Harbor, Ruocco Park, Embarcadero Marina Park North, Embarcadero Marina Park South, the Crescent area, Spanish Landing, and Shelter Island, which are operated by the Port of San Diego.

² SDMC §86.0123 states: “...The City Manager shall set the rate of a parking meter, consistent with achieving the 85 percent target utilization rate, based upon parking utilization data and community input as set forth in Council Policy No. 100-18; except that, whenever the Council of the City of San Diego, by resolution or ordinance, sets the parking meter rate, the effective rate shall be the rate set by the Council.”

³ Two CPDs – La Jolla and Old Town – currently do not having parking meters in their communities.

FISCAL/POLICY ANALYSIS

Historical Parking Meter Revenue Collection and FY 2025 Budgeted Allocations

Parking meter revenue has generally increased over the last several fiscal years, though it has not returned to pre-pandemic levels. FY 2021 represented a particular low point primarily due to the suspension of parking meter enforcement which coincided with regional stay-at-home orders that were issued by the State.

Historical Parking Meter Revenue	
Fiscal Year	Revenue
2019	\$11,645,173
2020	\$8,469,205
2021	\$6,124,078
2022	\$8,849,090
2023	\$9,545,439
2024	\$9,776,702

For FY 2025, \$9.6 million in parking meter revenue is budgeted in the Parking Meter Operations Fund. Administration of the program, including personnel expenditures for the Sustainability & Mobility (which operates the CPD Program) and City Treasurer Departments (which administers Parking Meter Operations), as well as funds to operate and maintain existing parking meters within the City is budgeted at approximately \$4.8 million. After accounting for funding necessary to administer the program, the remaining funds are split between the CPDs and the City in accordance with Council Policy 100-18, at 45% (\$2.2 million) and 55% (\$2.6 million), respectively.

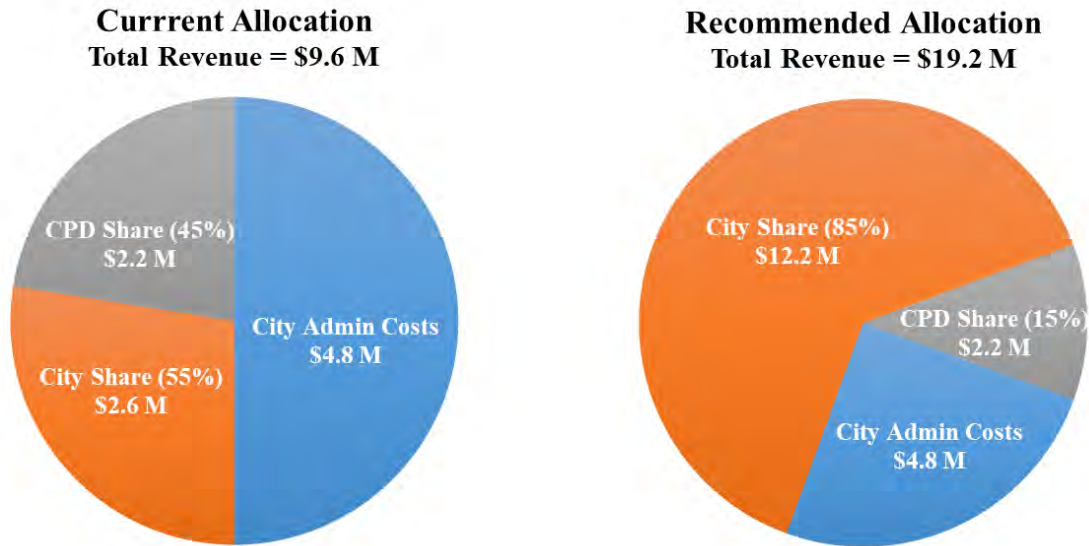
Proposed Parking Meter Fee Increase and Implementation

Under this proposal, parking meter fees would double Citywide, with most fees increasing by \$1.25 per hour to \$2.50 per hour. The City Treasurer indicated that implementing new rates on parking meters is a relatively easy process which can be effectuated quickly, within 24 hours. Our Office has also confirmed with the City Treasurer that no California Coastal Commission actions are necessary; while certain meters in Pacific Beach are located in a Coastal Commission Overlay Zone, the City is able to adjust parking meter fees in this Zone without California Coastal Commission approval.

Were the Council to approve the proposed parking meter fee increase effective February 1, 2025, \$4.0 million in new revenue could be collected through the remainder of FY 2025, and at least \$9.6 million annually beginning in FY 2026. Given that the City's program administration costs should not be impacted by this action, 100% of all new parking meter revenue would be available for use, subject to the current allocation share under Council Policy 100-18. Absent council action to waive or amend the Council Policy, the City's portion of new revenue (55%) would amount to \$2.2 million over the remainder of FY 2025 and \$5.3 million in FY 2026. That said, our Office also recommends waiving Council Policy 100-18 so that the current CPD funding level is maintained on a dollar basis while the City is allocated 100% of the increase for FY 2025.

The Mayor's Office indicates that staff expect to bring a comprehensive package of Parking District reforms for Council consideration later this fiscal year, which is anticipated to include adjustments to Council Policy 100-18 which would apply to subsequent fiscal years, as well as other potential adjustments to enhance parking related revenues and services. Nevertheless, our Office believes it is prudent to implement the proposed fee increase now so that the City can benefit from the enhanced revenue generation while still allowing sufficient time for all other parking management policy considerations to be more carefully considered by staff before they are brought

for Council consideration. Should the Mayor's comprehensive package of amendments be delayed beyond June 2025, the Council will still have the opportunity to waive or amend Council Policy 100-18 and implement our Office's recommended revenue reallocation, as reflected in the figure below, when it considers the CPDs' FY 2026 Annual Plans and Budgets in June.



Benchmarking

The following table summarizes parking meter rates charged by other comparable jurisdictions, including the Port of San Diego which operates parking meters on tidelands located within the City of San Diego.

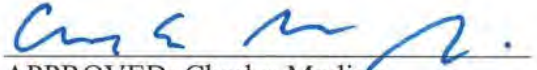
Jurisdictions	Parking Meter Hourly Rates	Notes
Los Angeles	\$0.50 - \$6.00	Demand-responsive pricing
San Francisco	\$0.50 - \$11.00	Demand-responsive pricing
San Jose	Most parking meters charge \$2.00 per hour	Special event rates can vary between \$0 and \$25 depending upon the event.
Sacramento	\$2.00 - \$4.50 based on tired pricing	A flat rate of \$20 is charged during certain special events.
Oakland	\$1.00 - \$4.00	Most meters charge \$3.00 per hour.
Port of San Diego	\$1.00 - \$2.50 depending on the specific location	All meters are located in Downtown San Diego.

CONCLUSION

Our Office recommends Council approve the proposed parking meter fee increase on January 27th. This proposal is estimated to generate \$4.0 million in new parking meter revenue through the remainder of FY 2025, and at least \$9.6 million annually beginning in FY 2026. As is discussed above, Council should also consider waiving Council Policy 100-18 so that this additional revenue can be used for eligible costs currently borne by the General Fund. The Council will have the opportunity to take any additional or subsequent action before the end of FY 2025 when the Mayor brings forward his proposed package of parking district reforms, and/or when the Council considers the CPDs' FY 2026 Annual Plans and Budgets in June.



Baku Patel
Senior Fiscal and Policy Analyst



APPROVED: Charles Modica
Independent Budget Analyst



January 27, 2025

Honorable Mayor Todd Gloria
City of San Diego
202 C Street
San Diego, CA 92101

Re: Parking Meter Rate Increase, FY26 Parking Budgets & CP 100-18 Amendments

Dear Mayor Gloria,

On behalf of our 700+ businesses, 7,500+ residents, and the hundreds of thousands who visit San Diego's Little Italy annually, we are writing to express our position regarding the Independent Budget Analyst's recommendation to increase parking meter rates from \$1.25 to \$2.50 per hour. We understand that this item will be reviewed and considered by the City Council this afternoon.

While the Little Italy Association (LIA) is not eager about the rate increase, we support the proposal under the condition that community parking districts are represented in the upcoming budget and included in discussions regarding changes to Council Policy 100-18.

We recognize the intent of this rate increase—to benefit neighborhoods and businesses by enhancing meter utilization and incorporating demand-based pricing to ensure sufficient turnover. While we understand these changes are not solely aimed at generating additional revenue, we acknowledge the indirect benefits such revenue provides by supporting current and future parking and mobility projects, programs, and infrastructure.

We are also aware of the plan being developed for Active Transportation & Infrastructure (ATI) to consider revisions to Council Policy 100-18 and reevaluate funding for community parking districts. As you know, the Little Italy Association was the first contracted parking management organization to administer a section of the Downtown Community Parking District (DCPD).

Since 2008, the LIA has worked closely with Civic San Diego (formerly the Centre City Development Corporation) and the City of San Diego to design and implement innovative and fast-acting, neighborhood-level projects addressing parking demand, mobility, and public safety. Examples of our accomplishments include:

1. **Enhanced freeway underpass lighting** – Increasing visibility and accessibility under the three bridges connecting Little Italy to Bankers Hill/Middletown.
2. **Vacated driveway conversions** – Adding six new parallel parking spaces by repurposing vacated driveways.
3. **Pop-out installation at India & W. Cedar** – A traffic-calming measure to slow traffic and improve pedestrian visibility.
4. **Pedestrian barrier planters** – Installing 20+ planters to protect pedestrians on corners from vehicles.
5. **Enhanced security & public order program** – Partnering with San Diego Rescue Mission to bolster public safety and order, partially funded by parking meter revenues.

LITTLE ITALY ASSOCIATION OF SAN DIEGO

2210 Columbia Street ■ San Diego, CA 92101 ■ 619-233-3898 ■ mail@LittleItalySD.com ■ LittleItalySD.com
Facebook / Instagram / X / LinkedIn: @LittleItalySD ■ TikTok: LittleItaly.SD ■ #LittleItalySD

6. **Universal neighborhood valet program** – Addressing the lack of parking structures by creating an inhouse neighborhood-wide valet service.
7. **Bike rack installations** – Installing 40 minimal-footprint bike racks in the city right-of-way.
8. **Comprehensive parking conversion** – Adding 120+ parking spaces through diagonal and head-in conversions on Little Italy's surface streets.

These projects demonstrate the tangible benefits of allocating parking meter revenues to community parking district management organizations like the DCPD and its subrecipients, such as the LIA.

As the plan for ATI to review and consider, we urge the City to:

1. **Ensure that funds are allocated to community parking districts—including Downtown, Uptown, Mid-City, and Pacific Beach—consistent with FY25 funding levels.**
2. **Encumber any cost savings, revenue share, and advertising revenue from FY25 Circuit (formerly FRED) shuttle operations for the FY26 DCPD budget.**
3. **Encumber funds reserved as security for bond payments on Civic-managed parking garages for the FY26 DCPD budget.**

In FY25, the DCPD allocated \$600,000 to partially fund the Circuit shuttle service, despite concerns about its effectiveness. For FY26, the new Downtown parking management corporation, Downtown San Diego Parking & Mobility Alliance, will evaluate participation in funding either the current or a new shuttle service.

In closing, we urge the City to bring all stakeholders to the table to collaboratively develop a new Council Policy (replacing 100-18) that supports parking and mobility projects at both City and neighborhood levels. Additionally, we encourage the City to explore opportunities to expand parking meters and districts in partnership with other communities and community organizations to maximize meter utilization and generate benefits for parking and mobility projects.

We appreciate your attention to this important matter and look forward to working together to ensure the success of our neighborhoods and businesses.

Thank you,



Steven J. Galasso
President
Little Italy Association of San Diego



Christopher M. Gomez
Chief Executive Administrator
Little Italy Association of San Diego

Cc: Council President Joe LaCava
Councilmember Stephen Whitburn
Councilmember Jennifer Campbell
Councilmember Henry Foster III
Councilmember Marni von Wilpert
Councilmember Kent Lee
Councilmember Raul Campillo
Councilmember Vivian Moreno
Councilmember Sean Elo-Rivera
Little Italy Association Board of Directors

CP 100-18 Cost & Share Analysis
2/10/2025

Drafted by C. Gomez, LIA

Current CP 100-18 (FY24)		
City Admin Costs	\$4,800,000	
City Share (55%)	\$2,600,000	Net
CPD Share (45%)	\$2,200,000	Net
\$9,600,000		

Current CP 100-18 (FY24 Amended 2/1/25)		
City Admin Costs	\$4,800,000	
City Share (85%)	\$12,200,000	Net
CPD Share (15%)	\$2,200,000	Net
\$19,200,000		

FY26 PMR Projections	\$19,200,000
-----------------------------	---------------------

Proposed % Discussion	% Options	Allocation
CPD Share*	15%	\$2,880,000
	25%	\$4,800,000
	35%	\$6,720,000
City Admin	25%	\$4,800,000
City Share	60%	\$11,520,000
	50%	\$9,600,000
	40%	\$7,680,000

* % off Gross PMRs

** If allocation, cash wise, stayed the same the CPDs would be receiving just less than 12%.

Locations	# of Meters	% of Meters	15%	25%	35%
City	60	1%	\$32,408	\$54,014	\$75,619
Downtown	3,362	63%	\$1,815,934	\$3,026,557	\$4,237,179
Mid-City	297	6%	\$160,420	\$267,367	\$374,314
Pacific Beach	209	4%	\$112,888	\$188,147	\$263,406
Uptown	1,404	26%	\$758,350	\$1,263,916	\$1,769,482
	5,332		\$2,880,000	\$4,800,000	\$6,720,000

Historical PMRs		City Admin	CPD Share (45%)	City Share (55%)
FY19	\$11,645,173	\$4,800,000	\$3,080,328	\$3,764,845
FY20	\$8,469,205	\$4,800,000	\$1,651,142	\$2,018,063
FY21	\$6,124,078	\$4,800,000	\$595,835	\$728,243
FY22	\$8,849,090	\$4,800,000	\$1,822,091	\$2,227,000
FY23	\$9,545,439	\$4,800,000	\$2,135,448	\$2,609,991
FY24	\$9,776,702	\$4,800,000	\$2,239,516	\$2,737,186



Downtown Parking & Mobility Alliance – Board of Directors’ Meeting
Thursday, March 13, 2025 at 10:30am
Little Italy Association's Office - Conference Room (2210 Columbia Street)

AGENDA

- 1) Introductions / Chris Gomez, President**
- 2) Non-Agenda Public Comment & Announcements (3-Min. Max Per Person)**
Please keep comments directed to non-agenda items.
- 3) Minutes from February 25, 2025 Meeting / Chris** *Action Item* **P. 2-3**
- 4) Review & Approve DPMA Subrecipient Boundaries / Chris** *Action Item* **P. 4**
- 5) Review & Approve Draft DSDPMA Bylaws / Chris** *Action Item* **P. 5-20**
- 6) Nomination of New Board Members / Chris** *Action Item*
- 7) FY26 DCPD Budget Preparation / Chris** **P. 21-25**
- 8) Transition of DPMG Under DPMA / Chris**
- 9) New Parttime Executive Director Discussion / Chris**
- 10) Council Policy 100-18 Updates & PMR Percentage Update / Chris** **P. 26**
- 11) Next Meeting: To Be Determined** *Action Item*
- 12) Adjournment** *Action Item*

BROWN ACT. Government Code 54950 (The Brown Act) requires that a brief description of each item be transacted or discussed be posted at least 72-hours prior to a regular meeting. The Corporation posts all Board and Committee agendas at 2210 Columbia Street, San Diego, CA 92101 and at DSDPMA.com. Action may not be taken on items not identified as such and posted on the agenda. Meeting facilities may be accessible to persons with disabilities. If you require special assistance to participate in the meeting, notify Chris Gomez at 619-233-3898 or via email at chris@littleitalysd.com at least 48-hours prior to the meeting. **VIRTUAL MEETING PARTICIPATION.** Under current guidance by the State of California, meetings can be supported with a virtual option, but the participants attending virtually are only permitted to provide comments regarding items agendaized and do not count towards Board or committee quorum or are allowed to vote.



Downtown Parking & Mobility Alliance – Board of Directors’ Meeting
Tuesday, February 25, 2025 at 10:00am
Little Italy Association Office – Conference Room (2210 Columbia Street)

PRESENT Chris Gomez, Dominic Li Mandri, Gary Smith, Nancy Wilson-Ramon, Joel Hermosillo, Nathan Bishop, John Paul Schwarz, Manny Rodriguez

VIRTUAL Michael Trimble

RECORDER Dianne T. Serna

MINUTES:

Item	Discussion	Action Taken?
1. Introductions / Chris Gomez, President	The meeting was called to order by the President, Chris Gomez at 10:00am.	<i>No action taken</i>
2. Non-Agenda: Public Comments & Announcements	2. Nothing to report.	<i>2. No action taken</i>
3. Minutes from November 22, 2024, Meeting/ Chris	3. The minutes from the November 22, 2024 meeting were reviewed.	<i>3. Joel Hermosillo moved to approve the minutes as presented. Gary Smith seconded the motion. Unanimously approved.</i>
4. Ratify Virtual Vote: Approval of DSDPMA Bylaws	4. Chris and the committee reviewed the New Corporation Bylaws on pages 4-19.	<i>4. Gary Smith moved to approve the Bylaws as presented. Nancy Wilson-Ramon seconded the motion. Unanimously approved</i>
5. Review & Amend New Draft DSDPMA Bylaws / Chris	5. Chris shared the Draft DSDPMA Bylaws on pages 20-34. The Board Composition has been set: 3- Subrecipients 3- DPMG Non-Subrecipients 1- Member of the Public	<i>5. No action taken</i>

DOWNTOWN SAN DIEGO PARKING & MOBILITY ALLIANCE, INC.

2210 Columbia Street ■ San Diego, CA 92101 ■ DSDPMA.com

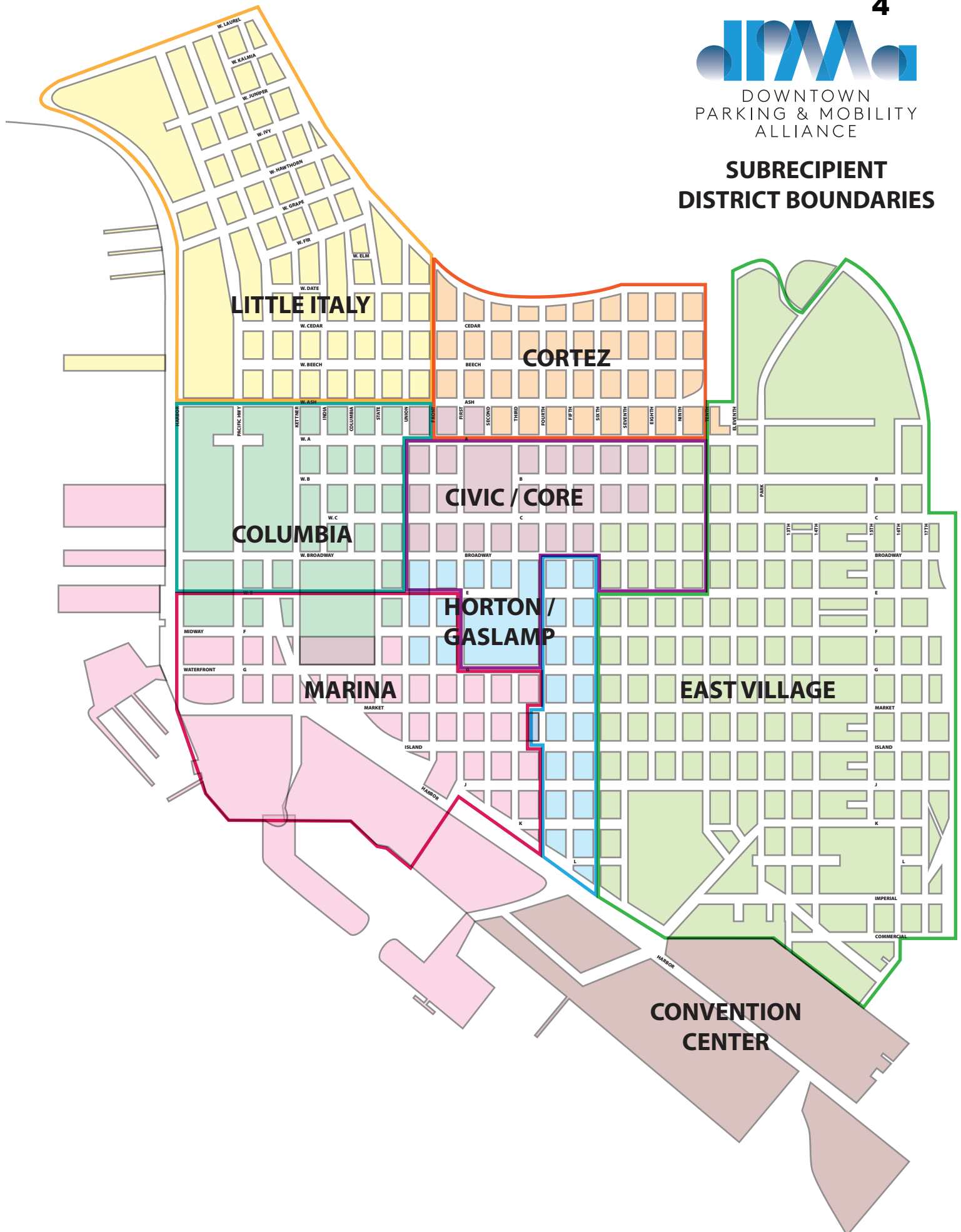
	Chris will update the Bylaws and send them to the committee so final edits can be made and sent to the Board.	
6. Recommendations for New Board Meeting/ Chris	6. Chris suggested that a subrecipient should be one representative recommended by Michael Trimble, one from New City America and one from Downtown Partnership.	<i>6. This item was tabled</i>
7. Council Policy 100-18 Updates & PMR Percentage Discussion/ Chris	7. Chris shared the Council Policy 100-18 & PMR Percentage on pages 35-42 of the packet.	<i>7. No action taken</i>
8. Establish New Contract with City of San Diego to Manage DCPC / Chris	8. Chris asked for a motion to establish a new contract with City of San Diego to Manage DCPC.	<i>8. Dominic LiMandri moved to approve the new contract contingent on the revisions to the Bylaws. Gary Smith seconded the motion. Unanimously approved.</i>
9. FY26 DCPD Budget Preparation / Chris	9. Chris stated that the committee will need to begin the FY26 DCPC Budget preparations.	<i>9. No action taken</i>
10. New Parttime Executive Director Discussion/ Chris	10. Chris stated that the committee will need a new part-time Executive Director to draft and post agendas as well as complete meeting minutes. Please let Chris know if you have anyone in mind.	<i>10. No action taken</i>
11. Next Meeting:	11. The next meeting will take place on Thursday, March 13, 2025, at 10:00am Location TBD	<i>11. No action taken</i>
12. Adjournment	12. Meeting Adjourned.	<i>12. Meeting adjourned by consensus.</i>

Minutes taken by: Dianne T. Serna, LIA Staff



DOWNTOWN
PARKING & MOBILITY
ALLIANCE

SUBRECIPIENT DISTRICT BOUNDARIES



**BYLAWS OF THE
DOWNTOWN SAN DIEGO PARKING & MOBILITY ALLIANCE, INCORPORATED**
Approved December 3, 2024

**ARTICLE 1
MISSION STATEMENT**

The Downtown San Diego Parking & Mobility Alliance's mission is to improve the availability and supply of parking and manage in Downtown San Diego for residents, businesses and visitors, by reinvesting its portion of funds with fiscal responsibility. The Alliance will also consider traffic circulation, transit effectiveness, cycling infrastructure, and pedestrian mobility in its neighborhoods and develop creative collaborations to support a vibrant local economy.

**ARTICLE 2
RECITALS AND DEFINITIONS**

Section 1. Name of Corporation

The name of this Corporation shall be the Downtown San Diego Parking & Mobility Alliance, Incorporated, doing business as (dba) the Downtown Parking & Mobility Alliance, henceforth referred to as the "Corporation."

Section 2. Corporation Is Nonprofit

This Corporation has been formed pursuant to the California Nonprofit Public Benefit Corporation Law as a public benefit corporation. The purpose of this Corporation is to engage in any lawful act or activity for which a corporation may be organized under such law.

Section 3. Specific Purpose

The purposes for which this Corporation is formed are to research, plan, design, disseminate, develop, construct, manage and maintain public programs, buildings, works, monuments, and improvements to enhance parking and mobility programs and projects in the Downtown San Diego.

- a) The Corporation shall coordinate, manage, and resolve parking and traffic issues within the Downtown Community Parking District, thus enhancing the quality of life in the neighborhoods that make up the district, as defined by the City of San Diego under Council Policy 100-18. Those neighborhoods include, in alphabetical order: ~~City Center~~, Columbia, Cortez, ~~Civic/Core~~, East Village, Gaslamp, Little Italy, and Marina.
- b) The Corporation will work collaboratively with the business and residential communities within the district, and with governmental and/or quasi-governmental entities and agencies. In no event shall the Corporation engage in activities which are not permitted to be executed by a corporation exempt under Section 501c3 of the Internal Revenue Code.
- c) All activities shall be nonpartisan and nonsectarian, and activities shall be nondiscriminatory against any person by reason of race, color, national origin,

religion, age, sex, sexual orientation, marital status, genetic characteristics, or physical or mental disability.

ARTICLE 3 PRINCIPAL OFFICE

Section 1. Principal Office

The principal office for the Corporation shall be in the City of San Diego, County of San Diego, State of California as may from time-to-time be designated by the Board of Directors.

ARTICLE 4 MEMBERSHIP

Section 1. Members

The Corporation shall have no members, as that term is defined in section 5056 of the California Nonprofit Corporation Law. Unless otherwise provided herein or in the California Nonprofit Public Benefit Corporation Law, any action which would otherwise require approval by a majority of all members shall require only approval of the Board of Directors. All rights which would otherwise vest in the members shall vest in the board of Directors. Nothing in these Bylaws shall be construed as limiting the right of the Corporation to refer to persons associated with it, who participate in any activities of the Corporation, as "members" even though such persons are not members, as defined in section 5056 of the California Corporations Code. Such persons shall be deemed to be associated persons with respect to the Corporation as that term is defined in section 5332 of the California Nonprofit Public Benefit Corporation Law, and no such reference shall constitute anyone a member of this Corporation.

ARTICLE 5 BOARD OF DIRECTORS

Section 1. Powers

Subject to the provisions and limitations of the California Nonprofit Public Benefit Corporation Law, the business and affairs of the Corporation shall be vested in and exercised by the Corporation's Board of Directors. The Board may delegate the management of the activities of the Corporation to any person or persons, committee, or entity provided that notwithstanding any such delegation and activities and affairs of the Corporation shall continue to be managed and all corporate powers shall continue to be exercised under the ultimate direction of the Board. Delegated management of activities, approved by the Board, shall be limited. ~~Any actions addressing budget review, alterations, and approvals must solely be done by the Board.~~

Section 2. Duties

The Board is required to meet to accept the City mandated quarterly updates from the Subrecipient entities.

The Board is also required to receive, review, and approve or deny annual Subrecipient budgets reviewed and approved by DPMG. If budgets are not accepted by the Board,

DPMG and the Subrecipients must rework and resubmit modified budgets to the Board for final consideration before being submitted to the City of San Diego.

Section 2. Number of Directors

The Corporation shall have a minimum of seven (7) Directors and a max of thirteen (13~~2~~) Directors and collectively they shall be known as the Board of Directors. The exact number of Directors shall be fixed from time-to-time by resolution of the Board of Directors. The number may be changed by amendment of this Bylaw, or by repeal of this Bylaw and adoption of a new Bylaw, as provided in these Bylaws.

The minimum Board composition must be made up of three (3) DPMG Non-Subrecipient members, three (3) Subrecipient Members that are not interested parties, and one (1) member from the public that has background in urban planning, parking, and or development in Downtown San Diego.

Section 3. Alternates

Directors can nominate a non-Director to serve as their alternate at Board and committee meetings when he/she/they is/are unable to attend. Alternates absences, in place of primary Board Member, count for or against the primary's Board and committee attendance obligation. Alternates cannot attend more than 6 times per fiscal year to meet primary's attendance requirements.

Section 4. Apportionment of Directors

a) ~~Interim~~ Board shall consist of minimum of seven (7) Directors representing the neighborhoods composing the district, including Downtown resident groups, the San Diego Padres, the Downtown San Diego Partnership (Clean & Safe) ~~until this Corporation is established,~~ and the City recognized community planning group.

Section 5. Term

Directors will serve office for a two (2) year term. There are no restriction on the number of terms a Director can serve.

After the first election cycle, the Secretary shall pull the Board roster and alternately assign one (1) and two (2) year terms. After the exercise, the Secretary will call out the terms and which Directors are assigned to each term. This staggering of terms will ensure that the entire Board is not replaced all at once.

Section 6. Attendance

Any Board member with three (3) unexcused absences from regularly scheduled Board meetings within the fiscal year shall be automatically removed from the Board without any formal action required to be taken by the Board, unless reviewed and waived by the Executive Committee. ~~shall be automatically removed from the Board without any formal action required to be taken by the Board.~~ Any Board member who misses five (5) regular Board meetings within the fiscal year, based on a mix of excused or unexcused, shall be automatically removed from the Board without any formal action required to be taken by the Board, unless reviewed and waived by the Executive Committee. Upon removal of Director, the President shall request a new appointee from the body of the category seat that was removed.

Section 7. Vacancies

A vacancy on the Board of Directors shall occur upon any of the following:

- a) The death of a Director;
- b) The resignation of a Director;
- c) Automatically when a Director no longer meets the requirements of Article 6, Section 1; or
- d) When a Director is removed as prescribed in Section ~~814~~ of this Article. The election of a Director to fill the vacancy shall comply with Article 6 - Election of Directors. Should a Director be duly removed under Section ~~148~~ of this Article the Board holds authority to reject the re-election of said Director. Those elected to fill vacancies shall complete the term of the Director who created the vacancy.

Section 8. Removal of Directors

The Board of Directors shall have the power and authority to remove Directors by two-thirds (2/3) vote, for cause if he/she/they:

- a) is adjudicated to be within the purview of Section 7221 (relating to mental competency, conviction of a felony, or conduct affecting a charitable trust), or
- b) is adjudicated to have breached a duty under any law or ordinance such as, but not limited to, Sections 5230-5239 of the California Corporations Code dealing with standards of conduct for a director.

~~b)~~ Additionally, a Director shall be automatically removed from office upon determination by a majority of the Board of Directors that said Director no longer meets the requirements as defined in Article 6, Section 1. If a Director is removed, notice shall be sent to said Director by email and first class certified mail.

Section 9. Trainings

Directors and Alternates ~~will are required to complete attend~~ any City required trainings.

Section 10. Compensation of Directors

No compensation or salary shall be paid to any Director of the Corporation. However, Directors may be reimbursed for any expenses relating to the performance of their duties on behalf of the Corporation with the approval of the Board of Directors in open session.

ARTICLE 6 ELECTION OF DIRECTORS

Section 1. Eligibility

Those who may serve as Directors shall be:

- a) A representative, excluding paid staff or consultant, of the management corporations for the neighborhoods: ~~City Center~~, Columbia, Cortez, Civic/Core, East Village, Gaslamp, Little Italy, and Marina.
- b) A representative of a community residents group.
- c) A representative of the City recognized community planning group.
- d) A representative of the San Diego Padres.

Any such representative duly elected to the Corporation's Board of Directors shall immediately forfeit his/her/their directorship upon revocation of authorization by the

management corporation, community resident group, ~~or the San Diego Padres,~~ City recognized community planning group.

At the request of the Executive Committee, the full Board may consider modifications to eligibility criteria.

Section 2. Nomination and Elections

~~The Interim Board shall be appointed by the Steering Committee and remain as the Interim Board until this Corporation is established.~~

~~Following the establishment, n~~Not less than sixty (60) days before the date set forth for the annual meeting of the Directors, the President, shall request that the Board appoint at least three (3) members as the Nominations AdHoc Committee, which shall include the President and at least two of the Directors exclusive of the Officers of the Corporation.

The Nominations AdHoc Committee will request nominees from the eligible Director categories cited in Article 5, Section ~~32~~. The Nominees which have been deemed to be qualified, consistent with Article 6, Section 1, shall be added to a slate that is presented to the Board for consideration of appoint to the Board at its annual meeting. The Board can vote to accept all or some of the nominees.

In the case of a vacancy, the Director category, cited in Article 5, Section ~~32~~, shall appoint a representative from their neighborhood or group to complete the term, or if no nomination is forth coming, the ~~Downtown San Diego Parking & Mobility District~~Corporation Board may appoint a replacement.

Section 3. Cost of Elections

No matter which election method is used, the cost of the election shall be borne by the Corporation.

ARTICLE 7 OFFICERS

Section 1. Officers

The officers of this Corporation shall be the President, Vice-~~President~~, Secretary, and Treasurer. All officers must be Directors of the Corporation.

Section 2. Nominations and Elections

Officers shall be nominated at the Annual Meeting by the Board of Directors and elected at the following Board meeting.

Section 3. Term

Officers will serve for a two (2) year term. There are no restriction on the number of terms a Director can serve as an Officer.

After the first election cycle, the Secretary shall pull the Officer roster and alternately assign one (1) and two (2) year terms. After the exercise, the Secretary will call out the

terms and which Officers are assigned to each term. This staggering of terms will ensure that the entire roster of Officers is not replaced all at once.

Section 4. Vacancies

A vacancy in any office may be filled by a majority vote of the Board of Directors. Each officer so elected shall hold office until the next annual election of officers.

Section 5. 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. The President shall preside at all meetings of the Directors, set agendas, and shall have the powers and duties as may be prescribed from time-to-time by the Board of Directors. The President shall function as the official representative of the Corporation and is authorized to communicate positions taken by the Corporation. No one else may represent the views of the Corporation without express authorization by the Board.

Section 6. 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 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 7. Secretary

The Secretary shall keep or cause to keep a full and complete record of the proceedings of the Board of Directors, shall keep the seal of the Corporation, shall 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, and shall supervise the keeping of the minute books in the principal office of the Corporation, which shall include these Bylaws. Meeting minutes and agendas, and financial information provided by the Treasurer shall be reproduced by the Secretary or such staff as directed by the Secretary and distributed to the Board of Directors at least 72-hours prior to each meeting. Agendas will be reproduced and distributed. The Secretary shall cause to retain, for whichever period is greater, all Corporation records for a period of seven (7) years, or for a period as determined by statute or contract.

Section 8. Treasurer

The Treasurer shall be responsible for general supervision of the financial affairs of the Corporation, shall make financial reports to the Board of Directors at the Board's monthly meetings, and shall create, or shall have created, an annual budget for presentation, revision, and adoption by the Board of Directors. The Treasurer shall comply with the requirements outlined in the Bylaws, Article 10. The Treasurer shall be an "ex officio" member of the Audit AdHoc Committee and shall also perform such other duties as may be prescribed from time-to-time by the Board of Directors.

Section 9. Compensation of Officers

No compensation or salary shall be paid to any officer of the Corporation. However, officers may be reimbursed for any expenses relating to the performance of their duties

on behalf of the Corporation with the approval of the Board of Directors in open session.

ARTICLE 8 COMMITTEES

Section 1. Executive Committee

The elected Officers of the Corporation are members of the Executive Committee. The Executive Committee is responsible for the organizational governance of the Corporation. The Executive Committee shall serve as the Audit & Finance Committee. The financial review, findings and recommendations will be presented to the full Board for final approval.

Section 2. Downtown Parking Management Group (PDMG)

The Board of Directors by resolution adopted by a majority of the Directors, designate the authority to DPMG, consisting of two (32) or more Directors, but not enough to create a quorum of the Board, to review, research, make recommendations, and approve special projects, requests, and plans that support parking and mobility in Downtown San Diego. The DPMG will also review annual budgets and plans and make a recommendation to the Board for ~~final review~~consideration and approval.

Section 3. Special Committees

The Board of Directors may, by resolution adopted by a majority of the Directors, designate one or more special committees, each consisting of ~~two~~two (2) or more Directors, but not enough to create a quorum of the Board, to serve at the pleasure of the Board of Directors. The Special Committee shall bring any recommendations to the full Board for consideration and final approval.

Section 4. AdHoc Committees or Task Forces

The Corporation shall have AdHoc committees and task forces as may from time-to-time be designated by resolution of the Board or DPMG. Such AdHoc committees and task forces may consist of people who are not also members of the Board or are committee members. These additional committees shall act in an advisory capacity only to the Board and are not subject to the Brown Act.

ARTICLE 9 MEETINGS

Section 1. Regular Directors' Meetings

Regular meetings of the Board of Directors shall be held ~~at a minimum quarterly, but additional meetings can be set to address pressing business on a preset date and time~~quarterly. Regular meetings shall be held in a publicly accessible venue within the boundaries of the Downtown Community Parking District.

Section 2. Annual Meeting

The Annual Meeting of the Board is for the purpose of electing Directors and nominating Officers of the Corporation. This process shall be held each year before the end of the fiscal year, ~~except in the first year of the amendment of these bylaws in~~

~~2025.~~ The Annual Meeting shall be deemed a Regular Meeting for purposes of scheduling, ~~notice~~noticing and posting of agendas.

Section 3. Public Notice of Meetings

In accordance with the Ralph M. Brown Act, notice shall be given, and an agenda posted at the location of the meeting that is freely accessible to the public at least 72-hours before a regular meeting of the Board or a meeting of the committee(s) and the packet with supplemental documents posted on a predesignated website that is also accessible to the public.

The agenda shall include:

- a) The date, time, and place for the regular meeting;
- b) A clear, brief, and accurate description of each agenda item;
- c) The intended action at the meeting, i.e., "Information Item," "Action Item," etc.; and
- d) How a request for accessible accommodations for disabled persons may be made.

Section 4. Public Meetings

All meetings shall be public as required under the Ralph M. Brown Act except those meetings devoted to confidential matters, such as litigation or personnel, which may be conducted in closed session in accordance with the Ralph M. Brown Act.

Section 5. Quorum

Half plus one (1) of the active Directors present shall constitute a quorum for the transaction of business. No business shall be conducted without a quorum.

Section 6. Loss of Quorum

The Directors present at a duly called or duly held meeting at which a quorum was initially present may continue to transact business until adjournment, even when the withdrawal of Directors leaves less than a quorum.

Section 7. Special Directors' Meeting

Special meetings of the Board of Directors may be called at any time by:

- a) The President; or
- b) A majority of the active Directors.

Notice for said meeting shall comply with the Ralph M. Brown Act.

Section 8. Recordings of Directors Meeting

The Corporation is not required to record regular or special meetings of the Directors, either orally or visually, but if recordings are made, they are subject to public request to inspect without charge. A cost recovery fee may be charged for copies of recordings.

Section 9. Voting

Every act or decision done or made by a majority of the Directors or committee members present at a meeting duly held at which a quorum was established shall be regarded as an official vote whether in support or opposition of the motion.

Sections 10. Absentee & Proxy Voting

There shall be no absentee and/or voting by proxy by Directors or committee members. However, a Director or committee member's pre-approved alternate may vote representing the primary Director or committee member.

ARTICLE 10 ACCOUNTING & BUDGETING

Section 1. Revenue from the City of San Diego

Should the Corporation contract with the City of San Diego to oversee the Downtown Community Parking District, as defined in City Council Policy 100-18, the Corporation shall act ~~in an advisory capacity to the City, with the City retaining full control over revenue, as outlined in the contract,~~ be the primary body to receive funds and expend funds based on fiscal year budget approved by City Council.

Section 2. Grants

As a nonprofit 501c3 corporation, the Corporation is allowed to apply for grants that support the mission and projects of the Corporation.

Any revenues collected from grants shall be held by the Corporation to support one (1) or all Subrecipients. DMPG shall draft a budget, based on the grant funds, for the Board to consider and approve. DPMG may use the block face methodology to disperse funds.

Section 3. Revenue Allocation

~~For accounting purposes, revenue allocated by the City to the Corporation in accordance with City Council Policy 100-18 shall be apportioned, under subcontract agreements, to the district's neighborhoods (City Center, Columbia, Cortez, East Village, Gaslamp, Little Italy, and Marina) based on a policy established by the Board for equitable allocations. Such apportionment shall be based on information provided by the City of San Diego. Said revenue shall be separately accounted for by the Corporation as that neighborhood's share of the overall Corporation revenues. The revenue itself shall stay with and under the control of the City of San Diego.~~
Revenue received from the City of San Diego in accordance with Council Policy 100-18 shall be apportioned in the following manner:

- a) Operational expenses approved by Board during budget cycle to be taken off the top.
- b) A base of \$50,000 to be allocated to each of the seven (7) district neighborhoods (Columbia, Cortez, Civic/Core, East Village, Gaslamp, Little Italy, and Marina) via a Subrecipient Agreement.
- c) The net will be then allocated based on percentage of block faces based on map in Exhibit A.
- d) Group projects/programs that all district neighborhoods participate in will have their allocation reduced and said projects/programs contracts will be entered into by the Corporation and administered by the Executive Director.

Dedicated bookkeeping accounts shall be created and maintained by Subrecipients for the allocation that are dispersed to them from the Corporation based on the Board approved fiscal year budgets. Subrecipients are required to submit reimbursement

packets on a monthly basis, no later than the 10th of the month, to the Executive Director.

Section 4. Dedicated Accounts

Dedicated bookkeeping accounts shall be created and maintained by the Corporation to track ~~each neighborhood's apportioned share of the district funding~~income and expenses. The Treasurer, as part of the ~~monthly~~quarterly financial report, shall give an accounting ~~for each neighborhood to the Board.~~

~~Section 5. Use of Revenue~~

~~It shall be the policy of the Board that money apportioned to one neighborhood shall not be budgeted or otherwise obligated to the benefit of another neighborhood without first being authorized by a majority of the Directors. Upon approval by a majority of the full Board, the reallocation shall be forwarded to the City of San Diego for action as part of its annual budget approval process.~~

~~Section 6. Additional Revenues~~

~~Should revenues be generated other than through the City of San Diego's sharing of revenue or associated program income, such revenues shall be controlled and monitored as outlined in Sections 3 through 5 above, except that the Board of Directors shall have complete control of these revenues without reference to the City of San Diego.~~

Section 75. Annual Budget Package

All projects and programs, for each fiscal year, will be collected from the Subrecipients, presented to DMPG for initial approval, and placed in a single budget package ~~and shall be voted on in its entirety for review and approval~~ by the Board of Directors. Projects Board approved budgets using parking revenue meter revenue through issued by the City of San Diego, as defined in Council Policy 100-18, shall be forwarded to the City for review during its annual budget approval process, as required by contract. ~~After adoption, it shall require a majority vote of seated Directors to amend the budget.~~

Section 86. Fees

Should the City of San Diego impose any fees on the Corporation, such fees will be apportioned to the communities in the same proportions as determined in Section 3 of this Article.

Section 97. Project Costs

Program and project costs within the scope of Board approved Subrecipient budgets shall be borne by the district neighborhood in which the project activity occurs. It shall be the policy of the Board that all funded activities relating to district neighborhood specific projects including contracts, agreements, liability, and purchases must be paid and managed by the Subrecipient ~~first have been discussed and endorsed by a majority of the Board.~~

In the event of joint projects involving more than one neighborhood, said costs will be borne on a proportional basis based on Section 3 of this Article.

Section 108. Corporation Costs

All costs of the Corporation, including but not limited to office space, utilities, insurance, and equipment shall be borne proportionately among the district neighborhoods ~~based on the apportionment of revenue they receive through the City's sharing of revenue~~ as determined in Section ~~1-3~~ of this Article.

Section 119. Staffing

a) Executive Director. Should an Executive Director be hired, the expenses for this position shall be apportioned to the communities in the same proportions as determined in Section ~~1-3~~ of this Article. ~~and included as part of the separate dedicated bookkeeping account for each neighborhood.~~

~~b) Other Staff. Should additional staff be hired, the cost shall be borne by the neighborhood in which the staff member's time is used. Staff shall be required to keep a detailed log of the time they spend on various projects to ensure proper billing to the correct neighborhood. Improper and/or incomplete record keeping shall be grounds for immediate termination. With the approval of the Board of Directors, staff time used for the mutual benefit of all communities may be proportionately allocated to all communities in the same proportions as determined in Section 1 of this Article.~~

~~c) Consultants/Vendors/Other Professionals. Should consultants, vendors, and/or other professionals be retained, the cost shall be borne by the district neighborhood in which consultant/vendor/other professionals' time is used. Each consultant/vendor/other professional shall be required to provide a scope of work with breakout on district neighborhood costs and be reviewed and recommended to the Board for consideration and approval by DPMG. ~~keep a detailed log of the time spent on various projects to ensure proper allocation of costs to the correct neighborhood. Improper and/or incomplete recording keeping shall be grounds for immediate termination of contract.~~ Each and every contract for services shall incorporate language giving the Corporation, at its sole discretion, authority to immediately and without penalty terminate said contract for failure to comply with the Corporation's ~~accounting~~ requirements.~~

Section 1210. Payments

Under no circumstances shall charges of any type be paid without first determining the correct allocation of costs to the appropriate district neighborhood.

Section 1311. Fiscal Year

For accounting purposes, the fiscal year for the Corporation is set as July 1st to June 30th.

Section 1412. Financial Audits & Reviews

There shall be an annual audit or review completed by a licensed Certified Public Accountant (CPA) no later than 90-days after the end of the Corporation's fiscal year, and as required by statute and contract. The Board will select annually if the Corporation shall do an audit or review.

ARTICLE 11

CORPORATE RECORDS AND SEAL

Section 1. Maintenance of Corporate Records

The Corporation shall maintain the following corporate records which shall be maintained at the office of the Corporation. Except for records specifically exempted by law, such records shall be available for public review, and posted on the corporation's website, consistent with the provisions the Ralph M. Brown Act:

- a) Minutes of all meetings of Directors, standing committees of the Board and all meetings of members, indicating the time and place of holding such meetings, whether regular or special, the notice given, and the names of those present and the proceedings thereof.
- b) Adequate and correct books and records of account, including accounts of its properties and business transactions and accounts of its assets, liabilities, receipts, disbursements, gains and losses.
- c) A record of its stakeholders, if any, indicating their names and addresses.
- d) A copy of the Corporation's Articles of Incorporation and Bylaws as amended to date.
- e) All tax filings with the Internal Revenue Services and all appropriate and applicable offices with the state of California.

Section 2. Corporate Seal

The Board of Directors may adopt, use, and at will alter, a corporate seal. Such seal shall be kept at the office of the Corporation. Failure to affix the seal to corporate instruments, however, shall not affect the validity of any such instrument.

Section 3. Directors' Inspection Rights

Every Director shall have the absolute right at any reasonable time to inspect and copy all books, records, and documents of every kind and to inspect the physical properties of the Corporation.

Section 4. Public's Inspection Rights

The City and members of the public, under the supervision of the Secretary or Executive Director of the Corporation, shall have the absolute right at any reasonable time to inspect and copy all books, records and documents of every kind not otherwise exempted by law from public inspection.

ARTICLE 12 INSURANCE

The Board of Directors shall adopt a resolution authorizing the purchase and maintenance of insurance on behalf of any agent of the Corporation (including a Director, officer, employee or other agent of the Corporation) against any liability other than for violating provisions of law relating to self-dealing (Section 5233 of the California Nonprofit Corporation Law) asserted against or incurred by the agent in such capacity or arising out of the agent's status as such, whether or not the Corporation would have the power to indemnify the agent against such liability under the provisions of Section 5238 of the California Nonprofit Corporation Law.

ARTICLE 13 PROHIBITED TRANSACTIONS

Section 1. Loans

Except as permitted by Section 5236 of the Code, the Corporation shall not make any loan of money or property to, or guarantee the obligation of, any Director or officer; provided, however, that the Corporation may advance money to a Director or officer of the Corporation or any subsidiary for expenses reasonably anticipated to be incurred in performance of the duties of such officer or Director so long as such individual would be entitled to be reimbursed for such expenses absent that advance.

Section 2. Self-Dealing Transactions

Except as provided in Section 3, below, the Board shall not approve or permit the Corporation to engage in any self-dealing transaction. A self-dealing transaction is a transaction to which the Corporation is a party and in which one or more of its Directors has a material financial interest, unless the transaction is described in Section 5233(b) of the California Corporations Code. Any Director who provides a service or product to the Board must recuse themselves from discussion as well as moving, seconding or voting on that particular issue in which they may have a financial interest.

Section 3. Approval

This Corporation may engage in a self-dealing transaction if the transaction is approved by a court or by the Attorney General. This Corporation also may engage in a self-dealing transaction if the Board determines, before the transaction, that:

- a) The Corporation is entering into the transaction for its own benefit;
- b) The transaction is fair and reasonable to the Corporation at the time; and
- c) After reasonable investigation, the Board determines that it could not have obtained a more advantageous arrangement with reasonable effort under the circumstances. Such determinations must be made by the Board in good faith, with knowledge of the material facts concerning the transaction and the interest of the Director or Directors in the transaction, and by a vote of a majority of the Directors then in office, without counting the vote of the interested Director or Directors.

ARTICLE 14 CONFLICT-OF-INTEREST AND COMPENSATION APPROVAL POLICIES

~~**Section 1. Temporary Suspension of Conflict-of-Interest Policies**~~

~~The conflict-of-interest policies explained in this Article are temporarily suspended as the Interim Board, that may eventually be Interested Directors, focus on establishing the new Corporation. Once the Corporation is established, a new permanent Board will be appointed allowing for Interested Directors as described in Article 15, Section 4~~

Section 21. Purpose of Conflict-of-Interest Policy

The purpose of this conflict of interest policy is to protect this tax-exempt Corporation's interest when it is contemplating entering into a transaction or arrangement that might benefit the private interest of an officer or Director of the Corporation or any "disqualified person" as defined in Section 4958(f)(1) of the Internal Revenue Code and as amplified by Section 53.4958-3 of the IRS Regulations and which might result in a possible "excess benefit transaction" as defined in Section 4958(c)(1)(A) of the Internal Revenue Code and as amplified by Section 53.4958 of the IRS Regulations. This policy

is intended to supplement but not replace any applicable state and federal laws governing conflict of interest applicable to nonprofit and charitable organizations.

Section 32. Definitions

- a) Interested Person. Any Director, principal officer, member of a committee with governing Board delegated powers, or any other person who is a "disqualified person" as defined in Section 4958(f)(1) of the Internal Revenue Code and as amplified by Section 53.4958-3 of the IRS Regulations, who has a direct or indirect financial interest, as defined below, is an interested person.
- b) Financial Interest. A Director has a financial interest if the person has, directly or indirectly, through business, investment, or family:
 - i. an ownership or investment interest in any entity with which the Corporation has a transaction or arrangement, or
 - ii. a compensation arrangement with the Corporation or with any entity or individual with which the Corporation has a transaction or arrangement, or
 - iii. a potential ownership or investment interest in, or compensation arrangement with, any entity or individual with which the Corporation is negotiating a transaction or arrangement.

Compensation includes direct and indirect remuneration as well as gifts or favors that are not insubstantial.

A financial interest is not necessarily a conflict of interest. Under Section 3, sub-section b, a person who has a financial interest may have a conflict of interest only if the appropriate governing Board or committee decides that a conflict of interest exists.

Section 43. Conflict of interest Avoidance Procedures

- a) Duty to Disclose. In connection with any actual or possible conflict of interest, an interested person must disclose the existence of the financial interest and be given the opportunity to disclose all material facts to the Directors and members of committees with governing Board delegated powers considering the proposed transaction or arrangement.
- b) Determining Whether a Conflict of Interest Exists. After disclosure of the financial interest and all material facts, and after any discussion with the interested person, he/she shall leave the governing Board or committee meeting while the determination of a conflict of interest is discussed and voted upon. The remaining Board or committee members shall decide if a conflict of interest exists.
- c) Procedures for Addressing the Conflict of Interest.
 - i. An interested person may make a presentation at the governing Board or committee meeting, but after the presentation, he/she shall leave the meeting during the discussion of, and the vote on, the transaction or arrangement involving the possible conflict of interest.
 - ii. The chairperson of the governing Board or committee shall, if appropriate, appoint a disinterested person or committee to investigate alternatives to the proposed transaction or arrangement.
 - iii. After exercising due diligence, the governing Board or committee shall determine whether the Corporation can obtain with reasonable efforts a more advantageous transaction or arrangement from a person or entity that would not give rise to a conflict of interest.

- iv. If a more advantageous transaction or arrangement is not reasonably possible under circumstances not producing a conflict of interest, the governing Board or committee shall determine by a majority vote of the disinterested Directors whether the transaction or arrangement is in the Corporation's best interest, for its own benefit, and whether it is fair and reasonable. In conformity with the above determination, it shall make its decision as to whether to enter into the transaction or arrangement.
- d) Violations of the Conflicts of Interest Policy. If the governing Board or committee has reasonable cause to believe a Director or committee member has failed to disclose actual or possible conflicts of interest, it shall inform the individual of the basis for such belief and afford the member an opportunity to explain the alleged failure to disclose.

If, after hearing the member's response and after making further investigation as warranted by the circumstances, the governing Board or committee determines the member has failed to disclose an actual or possible conflict of interest, it shall take appropriate disciplinary and corrective action.

ARTICLE 15 MISCELLANEOUS

Section 1. Rules and Regulations

The Board of Directors shall have the power to make reasonable rules and regulations consistent with these Bylaws.

Section 2. Amendment

These Bylaws may be amended or repealed, and new Bylaws adopted in accordance with the California Nonprofit Public Benefit Corporation Law by a majority vote of the total number of active Directors. Notice of proposed amendments shall be posted on the Corporation's website if one exists.

Section 3. No Personal Interest

No Director shall have any personal, proprietary, or beneficial interest in the property of the Corporation, either during its corporate existence or after the termination thereof by dissolution or otherwise.

Section 4. Conflict of Interest (Restriction re: Interested Directors)

Notwithstanding any other provision of these Bylaws, not more than thirty percent (30%) of the persons serving on the Board may be interested persons. For purposes of this Section, "interested persons" means either:

- a) Any person currently being compensated by the Corporation for services rendered it within the previous twelve (12) months, whether as a full or part-time officer or other employee, independent contractor; or
- b) Any brother, sister, ancestor, descendant, spouse, brother-in-law, sister-in-law, son-in-law, daughter-in-law, mother-in-law, or father-in-law of any such interested person.

In any and all cases, a Board member who also happens to be an "interested person" shall not move, second or vote on any contract in which they have a financial interest.

Owning a real property or a business within the boundaries of the District does not render a Director an interested person.

Section 5. Dedication of Assets

The properties and assets of this nonprofit corporation are irrevocably dedicated to charitable purposes. No part of the net earnings, properties, or assets of the Corporation, on dissolution or otherwise, shall inure to the benefit of any private person or individual, or any director or officer of this Corporation. On liquidation or dissolution, all remaining property and assets of the Corporation shall be distributed and paid over to an organization dedicated to the charitable purposes which has established its tax-exempt status under Section 501 of the Internal Revenue Code.

Section 6. Proceedings

All meetings shall be conducted in accordance with the most recently revised edition of Robert's Rules of Order. If the Bylaws are in disagreement with Robert's Rules of Order, the Bylaws shall prevail.

Section 7. Gifts

The Board of Directors and staff may accept on behalf of the Corporation any contribution, gift, bequest, or devise for the charitable or public purposes of this Corporation.

Section 8. Executive Director

The Executive Director of the Corporation, if one is retained, shall be an employee of the Corporation.

CERTIFICATE OF SECRETARY

This is to certify that the foregoing is a true and correct copy of the Bylaws of the Corporation named in the title thereto and that such Bylaws were duly adopted by the Board of said Corporation on the date set forth below.

Secretary of the Corporation

Date: ~~December 3, 2024~~ March 13, 2025

Reviewed & Approved by: Gary Smith

DPMA Operational Expenses**Expenses**

GENERAL OPERATING	Jul. 25 - Jun. 26
Accounting	\$ 4,000
Legal	\$ 1,000
Insurance	
GL & DO	\$ 15,000
Worker's Comp	\$ 5,000
Payroll Services	\$ 4,000
Bank Fees	\$ 500
Website	\$ 500

Total GENERAL OPERATING	\$ 30,000
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NON-PROFIT ADMIN

Office/Operational	
Computer Software & Service	\$ 4,500
Office Supplies	\$ 4,000
Postage	\$ 300
Phone Stipend	\$ 900
Rent	\$ 5,000

Total Office/Operational	\$ 14,700
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Executive Director	
Salary Expense	\$ 55,000
Taxes	\$ 4,200
Medical	\$ 6,600

Total Executive Director	\$ 65,800
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Total Expenses	\$ 110,500
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Contingency (10%)	\$ 11,050
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TOTAL	\$ 121,550
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DPMA Budget Allocations

FY26 PMRs	\$1,300,000	
Admin & Overhead	\$100,000	
E. Ped. Ltg. Serv. Contract*	\$208,725	
Base Allocation	\$350,000	
Variance	\$641,275	\$991,275

District	Block Faces	Block %	Block Face Alloc.	Base Alloc.	FY26 Total Alloc.	E. Ped. Ltg. Cont.
Little Italy	215	16%	\$102,356	\$50,000	\$152,356	\$47,300
Cortez	159	12%	\$75,696	\$50,000	\$125,696	\$15,400
Columbia	90	7%	\$42,847	\$50,000	\$92,847	\$35,200
Civic/Core	157	12%	\$74,744	\$50,000	\$124,744	\$17,600
East Village	491	36%	\$233,754	\$50,000	\$283,754	\$33,000
Marina	164	12%	\$78,077	\$50,000	\$128,077	\$15,400
Horton/Gaslamp	71	5%	\$33,801	\$50,000	\$83,801	\$17,600
	1,347	100%	\$641,275	\$350,000	\$991,275	\$181,500

* Service contract includes 15% contingency (\$27,225.00)

DPMA Block Face Breakdown

2 Sides		3 Sides		4 Sides		5 Sides		6 Sides	
	0	1	3	53	212		0		0
	0	1	3	39	156		0		0
	0	2	6	21	84		0		0
	0	1	3	37	148		0	1	6
	0	1	3	17	68		0		0
	0	4	12	109	436	5	25	3	18
1	2	12	36	30	120		0	1	6

TOTAL
215
159
90
157
71
491
164
1,347

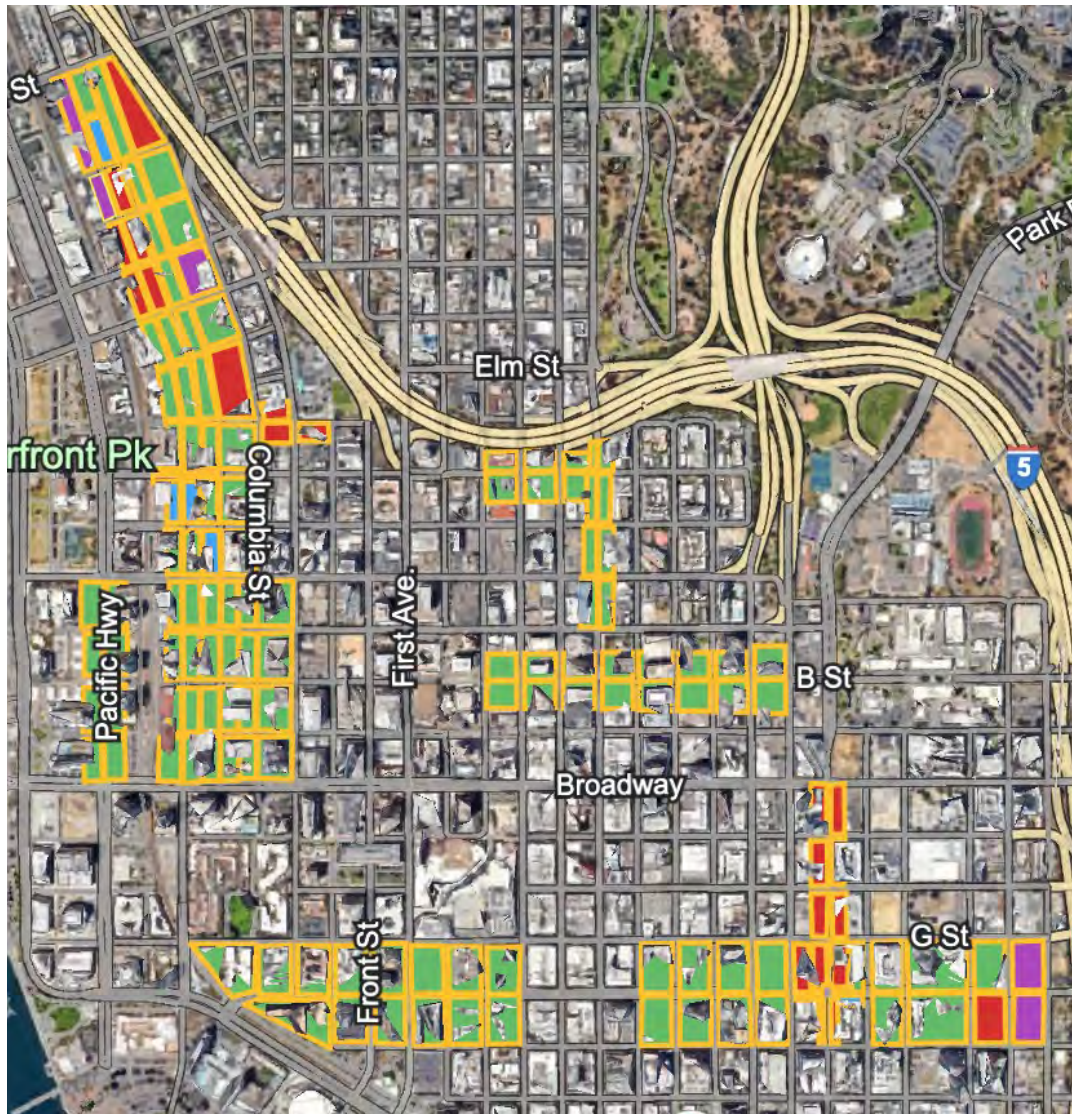
District
Little Italy
Cortez
Columbia
Civic/Core
Horton/Gaslamp
East Village
Marina

Hope all is well. Please see budgets below. Let me know if you have any questions.

Entity	Loc 1	Loc 2	# of Blocks	Per Side Block \$	Ext
Downtown San Diego Partnership	Marina	4th to Harbor	14	\$ 1,100.00	\$ 15,400.00
Downtown San Diego Partnership	Cortez	Cedar (3rd to 6th)	6	\$ 1,100.00	\$ 6,600.00
Downtown San Diego Partnership	Cortez	6th (I-5 to A)	8	\$ 1,100.00	\$ 8,800.00
Downtown San Diego Partnership	Columbia	Columbia (Ash to Broadway)	8	\$ 1,100.00	\$ 8,800.00
Downtown San Diego Partnership	Columbia	India (Ash to Broadway)	8	\$ 1,100.00	\$ 8,800.00
Downtown San Diego Partnership	Columbia	Kettner (Ash to Broadway)	8	\$ 1,100.00	\$ 8,800.00
Downtown San Diego Partnership	Columbia	PCH (Ash to Broadway)	8	\$ 1,100.00	\$ 8,800.00
Downtown San Diego Partnership	City Center	B (11th to 3rd)	16	\$ 1,100.00	\$ 17,600.00
East Village Association	Market	7th to 17th	20	\$ 1,100.00	\$ 22,000.00
East Village Association	Park	Broadway to Island	10	\$ 1,100.00	\$ 11,000.00
Gaslamp Quarter Association	5th	Broadway to L	16	\$ 1,100.00	\$ 17,600.00
Little Italy Association	India	Ash to Laurel	18	\$ 1,100.00	\$ 19,800.00
Little Italy Association	Kettner	Ash to Laurel	19	\$ 1,100.00	\$ 20,900.00
Little Italy Association	Date	Columbia to State	2	\$ 1,100.00	\$ 2,200.00
Little Italy Association	Cedar	PCH to India	4	\$ 1,100.00	\$ 4,400.00
Contingency (15%)					\$ 27,225.00

*Gaslamp not shown on image above

\$ 208,725.00



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CP 100-18 Cost & Share Analysis

2/10/2025

Current CP 100-18 (FY24)		
City Admin Costs	\$4,800,000	
City Share (55%)	\$2,600,000	<i>Net</i>
CPD Share (45%)	\$2,200,000	<i>Net</i>
\$9,600,000		

Current CP 100-18 (FY24 Amended 2/1/25)		
City Admin Costs	\$4,800,000	
City Share (85%)	\$12,200,000	<i>Net</i>
CPD Share (15%)	\$2,200,000	<i>Net</i>
\$19,200,000		

FY26 PMR Projections	\$19,200,000
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Locations	# of Meters	% of Meters	25%
City	60	1%	\$54,014
Downtown	3,362	63%	\$3,026,557
Mid-City	297	6%	\$267,367
Pacific Beach	209	4%	\$188,147
Uptown	1,404	26%	\$1,263,916
5,332			\$4,800,000

Historical PMRs		City Admin	CPD Share (45%)	City Share (55%)
FY19	\$11,645,173	\$4,800,000	\$3,080,328	\$3,764,845
FY20	\$8,469,205	\$4,800,000	\$1,651,142	\$2,018,063
FY21	\$6,124,078	\$4,800,000	\$595,835	\$728,243
FY22	\$8,849,090	\$4,800,000	\$1,822,091	\$2,227,000
FY23	\$9,545,439	\$4,800,000	\$2,135,448	\$2,609,991
FY24	\$9,776,702	\$4,800,000	\$2,239,516	\$2,737,186