

D O W N T O W N  
V E N T U R A  
P A R T N E R S



**Minutes of Boards of Directors' Meeting  
December 23, 2009  
Pacific Western Bank Conference Room**

**DVO Directors present:** Chair Dave Armstrong, Vice Chair David Comden, Secretary Jerry Breiner, Treasurer Greg Smith and directors Jim Rice, Cheryl Heitmann, Seana Marie, Doug Wood, Steve Hoganson, Michele Olsen, Jim Luttjohann, Lori Moll, Christy Weir, Lucas Johnston (absent were Jason Collis, Zoe Taylor, Clarey Rudd, Maria Fiore)

**DVP Directors present:** Chair Dave Armstrong, Vice Chair David Comden, Secretary Jerry Breiner, Treasurer Greg Smith and directors Mike Merewether, Cheryl Heitmann, Christy Weir, Jeff Smith, Ed Warren, and Mark Hartley (absent was Jeff Becker)

**Other attendees:** Executive Director Rob Edwards, Sid White, Patti Channer, Jane Lax.

**Quorums were met and the meeting was called to order at 8:35 a.m. by Chair Armstrong.**

**Introductions** – Dave asked the members of the public to introduce themselves and their affiliations.

**Old Business & Executive Committee Report | Comden** – David reminded the committee chairs that articles are due Jan 6..

**Approval of previous board minutes** – A motion was made to approve the previous DVP board minutes.. Seconded and approved with 9 in favor, no opposing, no abstention. A motion was made to approve the previous DVO board minutes. Seconded and approved with 12 in favor, no opposing, no abstention.

**ED Report | R Edwards** - Rob read a letter he authored as a response to the personnel letter given him by the DVP board the previous Saturday. Rob noted that unsavory personal conduct should apply to both board members and staff, and not just staff, as the reputation of our board meetings He feels is no longer positive. In his view, there are damaging verbal assaults made on him and other members of the community over the past two years that bear much more attention from this board. He noted that it is in our in our best interests to always insist that we as a group act as fiduciary agents of both non-profits and take responsibility for unusual financial, fundraising, and conversational moments. Rob believes we may be damaging our reputation as stewards of the downtown for overlooking several issues that have yet to be reviewed by an attorney that include his input, Rob indicated his work ethic has been overlooked and the work load is also overwhelming. "I have hit a wall. I am physically drained. And there is unnecessary hostility from a few board members." He noted that he and DVO have won multiple local, regional, state and national awards for various aspects of our marketing and economic development work. Rob also noted that He pursued and acquired a \$25,000 grant for the DVO from the Gas Co, something that was not on anyone's radar. He noted that the last four months have been very difficult for him, and he has taken responsibility for taking too much on. Rob believes strongly that his personal ethics and integrity have been challenged and the work environment is getting hostile with certain members of the board. What is missing, in the end, is authentic mutual respect and trust--something he is willing to address when he returns from a much-needed three week leave of absence for medical reasons, as prescribed by his physician.

After the letter was written and after a few moments of silence, Rob felt he had to leave the meeting and excused himself. Dave said we can't address specifics of the letter in an open, public meeting, due to the Brown Act which DVP must follow. Questions were then raised about if there is any way for DVO to address any of those issues, either to discuss them or even ask questions? IF so, what would be the venue for such questions/answers? Cheryl noted that the Brown Act is a very uncomfortable act to work with because of the privacy issues relating to personnel. She suggested if the DVO members wish to comment in this meeting, the Public Comment section is where that should happen, legally and correctly.

**DVP Action Item: Bylaws | C Heitmann** – Cheryl brought forth the final copies of the draft bylaws, having emailed them prior, for all DVP board members to review prior to approval vote. A motion was made and seconded to approve these edited versions of the bylaws by a vote of 10 in favor, 0 opposed and 0 abstentions with one absence. Dave discussed protocol, and noted that the exact job description of the committees will be worked on next, after the first of the year.

**DVP November financial report | G Smith** – Greg produced the November financials, noting we will have a shortfall between 12/31/09 and the first tranche from the county property tax receipts. There was a motion and second to approve the financials by a vote of 10 in favor, 0 opposed, 0 abstentions and one absence. Mike Merewether reiterated a suggestion he made to Greg a few weeks ago, and that is/was to reallocate the pot maintenance out of the Clean & Safe budget. Short discussion.

**DVP 2010 Budget | G Smith** – Greg noted that Finance Committee had met last week and discussed the two options for our Clean & Safe budget. It is the most important aspect of the budget for many reasons. He noted we can only do a little bit, based on the dollar amounts we have to work with, and because of that Greg said the committee voted to choose the third party option from SGI. Jim Luttjohann asked what tourism interface company they used, as a previous question of his at the last board meeting was still unanswered. Greg said he would look in to it. Christy discussed some of the feedback she got from a few cities she contacted, in regards to references for SGI. All were positive reviews she said, and she went in to detail on some of them. Discussion followed on the 60-day “out” clause, if we were unhappy with their work, and we also talked about our requirement to them to hire locally only. Q: are we subject to the living wage ordinance if we go thru SGI? A: Dave said no we are not. Q: Do we have a copy of the contract we can review? A: Jeff will email out their draft to that end. Q: Jim L. asked what the scope of services is for SGI, going forward? A: Dave replied that we can’t focus on it all since we can’t afford it all and thus far have not defined the scope of services. Q: How will it blend with the existing services? A: Jerry replied that our aim will be to interface directly with the public works and parks departments of the City, as noted in a previous handout Rob and Jerry created for the self-administered Clean & Safe program. He stated that in his view, as the Clean & Safe committee chair, that it would be in the best interests of the community in general, and the board in specific, that anyone with tasks they wish to show up on the total list of activities we want to be addressed eventually, that they send those ideas to Jerry and he will keep them together for the contract negotiations. In his view, if we DON’T have something on there it won’t be addressed without paying extra for it. He mentioned that because of the City-provided list, SGI should and will be tracking the City progress on their commitment to us. We, too, should participate in keeping the City true to its word. Christy thought they interface well, according to her sources. Mike asked if there was any liquidated damages clause. Dave said that, if there wasn’t any objection, that we direct the Finance Committee to return with recommended contract at the January 13<sup>th</sup> meeting. He suggested that we have Public Works weigh on those discussions. He further suggested that the Clean & Safe Committee meet with the Public Works as well as VPD to discuss the scope of services we want, including verbiage such as “...such tasks may include from time to time, the following...” Discussion.

**Announcements** – A big thank you to the Organization Committee for last week’s Volunteer Appreciation night at Fiore. Lucas, along with Michele, Lynn and Kate all pitched in, and a big thanks as well to Maria Fiore for the use of the space. Jerry noted the kiosk panel is broken and the committee should address it, as the door now swings open for vandals to take root. Cheryl noted that the Music Festival is still taking in coats for the Winter donation, and donations can be dropped off at the Festival office or at any Four Seasons Dry Cleaners citywide. Jim Luttjohann handed out the new VVCB map brochure. Christy noted that ArtCity is part off the Stone Foundation and their annual worldwide symposium will take place in Grant Park mid January.

**Public Comments** – Patti Channer said that our collective passion for downtown really shows out in the public realm, and she acknowledged the work DVO does – but especially Rob. She noted that his workability is based in large part on trust, respect and love. Michelle noted that it is so hard to comment, but considering it is 2 days before Christmas, we need to act as human beings – and she is very impressed by what Rob has accomplished thus far, seeing the changes and progress downtown due in large part to his work. She met Rob two years ago and living downtown and on the westside, she sees Rob everywhere. Jim Luttjohann stated that we are all human beings here and that the board should give full consideration to Rob as the “face” of downtown and his commendable work to date. Other board members added additional comments, all supporting these statements, noting in all instances his dedication to the job and the passion he brings to our collective task. Jim remarked at the end that there are a rare few who have given so much above what their salary dictates. Rob is surely a prime example of just that.

**Adjourn DVO meeting**

**CLOSED DVP BOARD MEETING | Personnel Issue**

**CLOSE CLOSED SESSION**

**REOPEN OPEN SESSION** – Dave reported out that the board voted 10 in favor with no objections nor abstentions and with one absent to grant Rob immediate medical leave, subject to later review. \_

**Meeting adjourned at 11:15 a.m. | Respectfully submitted, Jerry Breiner – secretary, 2009-2010**

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