



A G E N D A
REGULAR MEETING OF THE SUISUN CITY HISTORIC WATERFRONT
BUSINESS IMPROVEMENT DISTRICT BOARD OF DIRECTORS
MONDAY, NOVEMBER 20, 2023
5:00 PM

701 Civic Center Blvd, City of Suisun City, CA 94585

AGENDA

REGULAR MEETING OF THE SUISUN CITY HISTORIC WATERFRONT BUSINESS
IMPROVEMENT DISTRICT BOARD OF DIRECTORS
MONDAY, NOVEMBER 20, 2023
5:00 PM

NOTICE

Pursuant to Government Code Section 54953(b) the following Suisun City Historic Waterfront Business Improvement District Board of Directors meeting includes teleconference participation by:

- Board Member John Harter, Waterfront Comics, 609 Main Street, Suisun City, CA 94585
- Board Member Megan Smith, Ironwood American Bistro, 203 Main Street, Suisun City, CA 94585
- Board Member Elaine Byers, Edward Jones, 153 Valencia Drive, Fairfield, CA 94533

MEETINGS ARE HELD IN-PERSON - PUBLIC PARTICIPATION IS ALSO AVAILABLE VIA ZOOM

Remote Public Comment is available by emailing clerk@suisun.com (prior to 4:00 pm) or via website or zoom

ZOOM MEETING INFORMATION:
WEBSITE: <https://zoom.us/join>
WEBINAR ID: 816 2478 0180
CALL IN PHONE NUMBER: (707) 438-1720

(If attending the meeting via phone press *9 to raise your hand and *6 to unmute/mute for public comment.)

- 1. Call Meeting to Order**
- 2. Introductions**
 - i. City Representatives, City of Suisun City
 - ii. Business Representatives
 - iii. Guests
- 3. Public Comment**
- 4. Board Comments**
- 5. Approval of Minutes**

Approval of Minutes of October 16, 2023 Meeting
- 6. Financial Reports**

Financial Reports: September 2023 and October 2023
- 7. Old Business**
 - A. General meeting/town hall – schedule after January 1 – need committee to work on
 - B. Newsletter – in progress – waiting on details for Holidays piggyback event
 - C. Art, Wine & Music preliminary report update – Cole-Rowe
 - D. Joint Council/BID meeting
- 8. New Business**
 - A. Appointment of Secretary for BID board – Cole-Rowe
 - B. Holiday Event “piggyback” with tree lighting – Gandy/Cole-Rowe
 - C. By-Laws updates – minor recommended changes attached – Cole-Rowe
 - D. Support Letter for fishing dock grant – Hull/Cole-Rowe
 - E. Hiring of Social Media/Website Coordinator – Cole-Rowe
 - F. Approval of BID Annual Report/2024 Budget – please be at meetings on December 5 and December 19
- 9. Next BID Meeting: Monday, December 18, 2023 - 5:00 PM**



MINUTES
SUISUN CITY HISTORIC WATERFRONT BUSINESS IMPROVEMENT DISTRICT

Monday, October 16, 2023, 5:00 PM
Suisun City Council Chambers/Virtual Zoom

Board members present: Laura Cole-Rowe, John Harter, Elaine Byers, Megan Smith, Debra Newsome, Charmaine Gandy

City Staff: Janet Hull

Public: Vince Guisande

The meeting was called to order at 5:05 pm. Laura welcomed everyone to the meeting.

No Public Comment or Board comment.

Approval of Minutes – Moved by Smith, seconded by Byers to approve September minutes. Motion carried.

Financial Reports – Moved by Harter, seconded by Byers to approve August 2023 financial report. Motion carried.

Old Business

- A. General meeting/town hall – We will try to schedule this before the end of the year.
- B. Newsletter – We need to get a newsletter out before the December event.
- C. Art, Wine & Music preliminary report; discussion of future of the event - Cole-Rowe reported that all costs and sponsorships are not yet in, so profit or loss on the event has not yet been determined. Because the weather was 99 degrees that day, attendance was way down, and she felt that there would be a loss for the event. Gandy and Newsome said it was one of their best days. Discussion ensued about the event, lack of volunteers to get the event ready, so many more events held on that day (Waterfront Festival in Vallejo, Lambtown in Dixon) that weren't held when we first started the event, and that there were so many more similar events held at the Waterfront than when the event was first started. Tamuri Richardson said she would not do the event again because of her schedule. Discussion continued to not hold the event again, and to instead concentrate on destination marketing for the area, and to possibly co-sponsor events that individual businesses hold (such as Virgil's Bass Derby). The recommendation will be in the end of the year report, and the board will examine what could be done for destination marketing (social media, print media, articles, etc.) after the first of the year.
- D. Elections – Received a new list with emails; need to start election process.
- E. By Law updates – Laura will work on this for the November meeting.
- F. Joint Council/BID meeting – Laura will check to see if this could be possible on one of the dates for the BID renewal.

New Business

- A. Sponsorship of Virgil's Bass Derby – Laura spoke with Eric at Virgil's who wanted to know if we could possibly sponsor the Bass Derby event so that the billboard could be used and the fee for using the plaza would be waived. Discussion about for future sponsorships of events of businesses.



B. Holiday Event “piggyback” with tree lighting – Laura spoke with Vince Guisande of Tri City Glass regarding the possibility of him holding a bike tour during the December 2 holiday event. Vince came to the meeting and explained his preliminary event plan. We will include this with others that will be holding an event. Gandy and Cole-Rowe will work on an event plan.

C. Annual Report for BID due – At the next meeting, the board will be approving the 2023 annual report, plans for next year and the 224 budget. There will be two city council meeting – December 5 and December 19; the board’s in-person attendance is important.

12. Next BID Meeting: Monday, November 20, 2023 – 5 PM

Suisun City Waterfront BID

Checking (7199), Period Ending 09/29/2023

RECONCILIATION REPORT

Reconciled on: 10/13/2023

Reconciled by: Kristie Shields

Any changes made to transactions after this date aren't included in this report.

Summary		USD
Statement beginning balance		13,318.93
Checks and payments cleared (1)		-81.00
Deposits and other credits cleared (0)		0.00
Statement ending balance		13,237.93
Uncleared transactions as of 09/29/2023		-689.00
Register balance as of 09/29/2023		12,548.93

Details

Checks and payments cleared (1)

DATE	TYPE	REF NO.	PAYEE	AMOUNT (USD)
09/15/2023	Expense		Constant Contact	-81.00
Total				-81.00

Additional Information

Uncleared checks and payments as of 09/29/2023

DATE	TYPE	REF NO.	PAYEE	AMOUNT (USD)
02/08/2023	Bill Payment	3553	B&K Tax Service	-239.00
08/14/2023	Bill Payment	3570	B&K Tax Service	-450.00
Total				-689.00

Uncleared deposits and other credits as of 09/29/2023

DATE	TYPE	REF NO.	PAYEE	AMOUNT (USD)
09/25/2023	Bill Payment	3572	S&J Advertising Inc	0.00
Total				0.00

Item 6

Suisun City Waterfront BID

Westamerica Bank Check Detail

September 2023

DATE	TRANSACTION TYPE	NUM	NAME	MEMO/DESCRIPTION	CLR	AMOUNT
Checking (7199)						
09/15/2023	Expenditure		Constant Contact	CONSTANTCONTACT 8552295506 / LAURA COLE CONSTANTCONTACT 8552295506 / LAURA COLE	R	-81.00 81.00
09/25/2023	Bill Payment (Check)	3572	S&J Advertising Inc	Voided		0.00 0.00

Suisun City Waterfront BID
Westamerica Bank Balance
As of September 29th 2023

Checking (7199) 13,237.93

TOTAL \$ 13,237.93 \$ 0.00

Monday, Aug 07, 2023 11:09:23 AM GMT-7 - Cash Basis

Suisun Historic Waterfront BID
2023 Budget Approved

	2023 Approved Budget	CURRENT
Ordinary Income/Expense		
Income		
REVENUE		
Mothers Day Income	10000	10359
Business Assessments	13000	9,486
Art Wine Income/Other Event Income	14000	345
Total REVENUE	37000	
Transfer from reserve	6000	
Total Income	43000	20190
Expense		
Advertising Expense		
Electronic Media	500	
Print Media	500	433.19
Social Media Campaigns	600	
Marketing Program	9250	7926.74
Total Advertising Expense	10850	8359.93
Event Expenses		
Art Wine/Other Event Expenses	8,000.00	2080.8
Mothers Day Craft Faire	6,000.00	5189
Restaurant Week	2000	1653
BID Mixer/Quarterly meetings	500	
Total Event Expenses	16500	8923
Operating Expenses		
Accounting Fees	1500	1450
Bank Charges	200	101.76
Contract Labor	6,000.00	725
Insurance	2100	
Miscellaneous Expenses (banners, etc)	700	152.14
Office Supplies	600.00	70

Postage, shipping, delivery	300	501
Tax Preparation	800	597
Taxes	200.00	466
Web Hosting & Upgrades	500.00	20.17
Total Operating Expenses	<u>12900</u>	<u>4083.07</u>
Beautification - Cleanup	<u>0</u>	
Total Expense	<u>40,250.00</u>	
Net Ordinary Income	<u>2,750.00</u>	
Net Income	<u>2,750.00</u>	

Suisun City Waterfront BID

Checking (7199), Period Ending 10/31/2023

RECONCILIATION REPORT

Reconciled on: 11/15/2023

Reconciled by: Kristie Shields

Any changes made to transactions after this date aren't included in this report.

Summary	USD
Statement beginning balance	13,476.93
Checks and payments cleared (8)	-4,521.55
Deposits and other credits cleared (3)	2,873.00
Statement ending balance	11,828.38
Undeclared transactions as of 10/31/2023	-433.19
Register balance as of 10/31/2023	11,395.19

Details

Checks and payments cleared (8)

DATE	TYPE	REF NO.	PAYEE	AMOUNT (USD)
02/06/2023	Bill Payment	3553	B&K Tax Service	-239.00
08/14/2023	Bill Payment	3570	B&K Tax Service	-450.00
10/10/2023	Expense		Intuit	-5.50
10/10/2023	Expense		Intuit	-25.78
10/13/2023	Bill Payment		S&J Advertising Inc	-690.00
10/14/2023	Bill Payment	3578	Laura Cole-Rowe	-2,996.65
10/14/2023	Bill Payment	3577	State Farm Auto Insurance	-33.62
10/16/2023	Expense		Constant Contact	-81.00
Total				-4,521.55

Deposits and other credits cleared (3)

DATE	TYPE	REF NO.	PAYEE	AMOUNT (USD)
10/10/2023	Deposit			220.00
10/10/2023	Deposit			1,031.00
10/13/2023	Deposit	9		1,622.00
Total				2,873.00

Additional Information

Undeclared checks and payments as of 10/31/2023

Item 6

DATE	TYPE	REF NO.	PAYEE	AMOUNT (USD)
10/14/2023	Bill Payment	3576	Clear Image Sign Co	-433.19
Total				-433.19
Uncleared deposits and other credits as of 10/31/2023				
DATE	TYPE	REF NO.	PAYEE	AMOUNT (USD)
09/25/2023	Bill Payment	3572	S&J Advertising Inc	0.00
Total				0.00

Suisun City Waterfront BID
Westamerica Bank Bill Payment List
October 2023

DATE	NUM	VENDOR	AMOUNT
Checking (7199)			
10/14/2023	3576	Clear Image Sign Co	-433.19
10/14/2023	3577	State Farm Auto Insurance	-33.62
10/14/2023	3578	Laura Cole-Rowe	-2,996.65
10/13/2023		S&J Advertising Inc	-690.00
Total for Checking (7199)			\$ -4,153.46

Suisun City Waterfront BID
Westamerica Bank Balance
As of October 31st 2023

Checking (7199)

11,828.38

TOTAL

\$ 11,828.38 \$ 0.00

Monday, Aug 07, 2023 11:09:23 AM GMT-7 - Cash Basis

Suisun Historic Waterfront BID
2023 Budget Approved

	2023 Approved Budget	CURRENT
Ordinary Income/Expense		
Income		
REVENUE		
Mothers Day Income	10000	10359
Business Assessments	13000	9,486
Art Wine Income/Other Event Income	14000	3218
Total REVENUE	37000	23063
Transfer from reserve	6000	
Total Income	43000	23063
Expense		
Advertising Expense		
Electronic Media	500	
Print Media	500	1123.19
Social Media Campaigns	600	
Marketing Program	9250	7926.74
Total Advertising Expense	10850	
Event Expenses		
Art Wine/Other Event Expenses	8,000.00	5077.45
Mothers Day Craft Faire	6,000.00	5189
Restaurant Week	2000	1653

BID Mixer/Quarterly meetings	500	
Total Event Expenses	<u>16500</u>	
Operating Expenses		
Accounting Fees	1500	1450
Bank Charges	200	101.76
Contract Labor	6,000.00	725
Insurance	2100	534
Miscellaneous Expenses (banners, etc)	700	152.14
Office Supplies	600.00	70
Postage, shipping, delivery	300	501
Tax Preparation	800	597
Taxes	200.00	466
Web Hosting & Upgrades	500.00	20.17
Total Operating Expenses	<u>12900</u>	
Beautification - Cleanup	0	
Total Expense	<u>40,250.00</u>	
Net Ordinary Income	<u>2,750.00</u>	
Net Income	<u>2,750.00</u>	

SCHWBID Holiday Plan

- Send out newsletter to downtown businesses, encouraging them to be open during the city's Saturday December 2 event 2-8 pm and welcome the visitors by being open, encouraging them to come in – giveaways, hot chocolate, hot cider, candy canes, carolers, coupons, etc. Encourage to light up their storefront or window with lights
- Whatever they decide to do, please let us know and we will promote on social media
- Wreath decorating contest – businesses let us know that they will participate by decorating a wreath (Non-Lit Basic Christmas Wreath, 20 in x 20 inch \$3.48 plus tax at Walmart – we will provide). Must let us know by November 22 to order wreath. We will get the wreath to them no later than November 28.
- Wreath can be decorated to represent their business, or the holiday season – whatever is meaningful to the business. Be creative!
- To participate in the wreath decorating contest, they must bring the wreath down to Craft and Cork no later than noon on Saturday December 2. Wreaths can also be dropped off at Craft and Crock during the week, or Waterfront Comics. (Both are open different hours)
- Wreaths will be displayed in the courtyard (by the fireplace) on an easel. The public can vote on their favorite wreath by using a QR code that will be on a sign, that will bring them to a form to vote on their phone.
- Incentives – for the business – a \$50 gift certificate to a Waterfront restaurant; for the public, a \$50 gift certificate to a downtown business.

By-Laws

BY LAWS OF SUISUN CITY HISTORIC WATERFRONT DISTRICT (A California Mutual Benefit Corporation)

ARTICLE 1 ORGANIZATION AND PURPOSE

SECTION 1.1 ORGANIZATION. The name of this corporation is the Suisun City Historic Waterfront District (hereinafter referred to as the "Association"). It is a non-profit, mutual benefit and Business Improvement District Law corporation established under the California Parking and Business Improvement Area Law of 1989 and organized under the California Non-profit Mutual Benefit law.

SECTION 1.2 PURPOSE. The particular purpose for which this organization was formed is to promote and improve the common business interests of business owners and merchants in the Main Street-Waterfront area of Suisun City, California.

ARTICLE 2 OFFICES

SECTION 2.1 PRINCIPAL OFFICE. The principal office for the transaction of the activities, affairs, and business of the corporation is located within the city limits of Suisun City, Solano County, California. The Board of Directors ("Board") may change the principal office from one location to another within the Suisun City city limits. At no time shall the principal offices be moved to a location outside the Suisun City city limits. Any change of location of the principal office shall be noted by the Secretary on these BYLAWS opposite this Section, or this Section may be amended to state the new location.

ARTICLE 3 MEMBERS

SECTION 3.1 QUALIFICATIONS. The Association shall have two classes of members - regular members and associate members.

3.1.a. Regular Member. Any person owning a business (or their designated agent) in the Suisun City Business Improvement District ("BID") automatically is a regular member of the Association upon payment of benefit fee assessed.

3.1.b. Associate Member. Any other person owning a business or commercial property located within the established BID boundaries and those non-business entities within and without the BID's boundaries who wish to become members may do so by paying to the Association dues to be determined by the BID Board. Such voluntary payments to the Association must be made upon envy to the

Association and annually thereafter at the same time assessed benefit fees are due under the BID.

SECTION 3.2. RIGHTS. Regular members may serve on the Board and its committees and are entitled to vote. Associate members are not entitled to vote but may speak at meetings and may serve on committees.

SECTION 3.3 VOTING RIGHTS. All regular members in good standing shall have the right to vote, as set forth in Sec. 3.1 of these BY LAWS, on the election of Directors, on the disposition of all or substantially all of the assets of the Association, on any merger and its principal terms and any amendment of those terms, and on any election to dissolve the corporation. In addition, all members shall have all rights afforded members under the California Nonprofit Mutual Benefit Corporation Law. If the Association is dissolved, all members shall receive a pro-rata distribution of all assets, exclusive of those held in charitable trust, remaining after payment or provision for payment of the obligations and debts of the Association and provision of any other payment required under applicable law.

SECTION 3.4 GOOD STANDING. Those members who have paid their assessments under the BID or the equivalent amount as provided in Section 3.1, above, and who are not suspended shall be members in good standing.

ARTICLE 4 MEETINGS OF MEMBERS

SECTION 4.1 PLACE OF MEETINGS. All meetings of members shall be held either at the principal office or at any other place within the City of Suisun City, California which may be designated either by the Board or by the written consent of all members entitled to vote at the meeting, given before or after the meeting. **Held at the Suisun City Council Chambers**

SECTION 4.2 MONTHLY MEETINGS. Monthly meetings shall be held.

SECTION 4.3 SPECIAL MEETINGS. A special meeting of the members for any lawful purpose may be called at any time by the Board.

SECTION 4.4 BROWN ACT. All meetings shall follow the requirements of the Brown Act. No business, other than the business the general nature of which was set forth in the notice of the meeting, may be transacted at a regular or special meeting.

4.4.a. MANNER OF GIVING NOTICE. Noticing shall be in accordance with the Brown Act. Regular meetings require at least 72 hours' notice, which shall be posted at the location of the meeting, on the City's website, and on the Association website. Notice shall also be sent via email to the most recent email list of members. Special meetings require at least 24 hours' notice and shall be noticed in the same manner as regular meetings.

SECTION 4.5 QUORUM. A quorum is defined as a majority of the numbers of elected Board Members.

SECTION 4.6 LOSS OF QUORUM. Subject to Section 4.9 of these BY LAWS, the Board Members present at a duly called or held meeting at which a quorum is present may continue to transact business until adjournment, even if members have withdrawn to leave less than a quorum, if any action taken (other than adjournment) is approved by at least a majority of the members required to constitute a quorum.

SECTION 4.7 MANNER OF CASTING VOTES. Voting may be by voice or ballot except that any election of Directors must be by ballot

SECTION 4.8 VOTING. Regarding the (a) voting associated with both the initial approval of the BID and (b) the annual re-approval of the BID, the voting rights of each member participating in the BID shall be commensurate with the amount of benefit fee assessed and paid on or before the delinquency date pursuant to the terms of City of Suisun City Ordinance No. 667. For example, if a business has an annual benefit fee of \$300, that business shall have 300 votes. All other votes taken by the membership, excluding those described above, will be based on one vote per participating member, regardless of amount of annual benefit fee. The voting rights of each member exempt from the benefit fee due under the BID but who voluntarily pays to the Association during each fiscal year the amount equal to the benefit fee that would be assessed if the member was not exempt from the BID benefit fee, shall be commensurate with the amount actually paid on or before the delinquency date applicable to BID participants. One vote shall be allocated to each member for each one dollar of benefit fee when voting on (a) or (b) as described above, or benefit fee equivalent contribution, so paid by such member.

SECTION 4.9 PROXIES. No member shall be entitled to vote by proxy.

ARTICLE 5 DIRECTORS

SECTION 5.1 GENERAL POWERS. Subject to the provisions and limitations of the California Nonprofit Mutual Benefit Corporation Law and any other applicable laws, and subject to any limitations in the Articles of Incorporation and BY LAWS regarding actions that require the approval of the members as to action which shall be authorized or approved by the members and subject to the duties of Directors as prescribed by the BY LAWS, all corporate powers shall be exercised by or under the authority of, and the business and affairs of the Association shall be controlled by, the Board of Directors.

SECTION 5.2 SPECIFIC POWERS. Without prejudice to the general powers set forth in Section 5 of these BY LAWS, but subject to the same limitations, the Directors shall have the power to:

5.2.a. Appoint and remove at the pleasure of the Board all the Association's officers, agents, and employees; prescribe powers and duties for them that are consistent with the law, with the Articles of Incorporation, and with these BY LAWS.

5.2.b. Insure that the principal office of the BID shall be located within the currently established BID boundaries.

5.2.c. Adopt and use a corporate seal; prescribe the forms of membership certificates consistent with the provisions of Section 7313 of the California Corporations Code; and alter the forms of the seal and certificates.

5.2.d. Appoint Committees.

5.2.e. Conduct any business legally allowed and properly agendized and noticed per the Brown Act.

SECTION 5.3 LIMITED POWERS. The Board cannot incur indebtedness on behalf of the Association, or cause to be executed and delivered for the Association's purposes, in the corporate name, promissory notes, bonds, debentures, deeds of trust, mortgages, pledges, and other evidences of debt that would exceed one year in term.

SECTION 5.4 NUMBER AND QUALIFICATION OF DIRECTORS. The authorized number of Directors of the corporate shall be seven, unless changed by amendment of these BY LAWS.

The qualification for Directors are that they must be members of the Association as provided in Section 3.1 of these BY LAWS, and in good standing.

SECTION 5.5 ELECTION AND TERM OF OFFICE. As a matter of corporate policy, the term of office of the Board of Directors shall be three years, however, during the initial election of Board members, one-third of candidates shall be elected for a one-year term, one-third of the candidates shall be elected for a two-year term and one-third shall be elected for a three-year term. For the purpose of organizational continuity, in subsequent annual elections, one-third of the Directors shall be newly elected, or re-elected, at each annual meeting of members, but if any such annual meeting is not held, or the Directors are not elected thereat, the Directors may be elected at any special meeting of members held for that purpose. All Directors, including a Director elected to fill a vacancy or elected at a special members' meeting, shall hold office until expiration of the term for which elected and until a successor has been elected.

5.5a **NOMINATING COMMITTEE** - No later than at its regular meeting in February **March** of each year, the President shall, subject to approval by the Board of Directors, appoint a Nominating Committee with no less than three members and designate the Chairperson

of the Committee. The Nominating Committee shall present to the Board of Directors, no later than at its regular meeting in March **April** of each year, a slate of candidates to replace the Directors whose terms are expiring. Each candidate must be an active member in good standing as determined under Section 3.4 of these by-laws and must have agreed to accept the responsibility of a directorship.

5.5b BALLOT – Upon receipt of the report of the Nominating Committee, the corporation shall send a ballot by US Mail and **OR** electronically, the names of persons nominated as candidates for directors to the members in good standing as of the record date determined under Section 3.4 of these Bylaws. The ballot shall also state the members' right of nomination by write-in ballot. Election ballots must identify (i) nominees for full terms, (ii) nominees to fill partial terms (if applicable); (iii) the members' right of nomination by write-in ballot and (iv) specify the time/day by which the ballot must be received in order to be counted. The ballots shall be marked by the members in accordance with instructions printed on the ballot and returned at least five days prior to the **April** Board of Directors meeting. Ballots shall be mailed to Suisun City Historic Waterfront BID, P.O. Box 566, Suisun City, CA **94585** or voted on electronically. The nominees who receive the most votes shall be elected as Directors of the corporation. An independent party shall oversee the counting of the ballots and shall provide the election results to the Nominating Committee and Board at its April board meeting. The Board of Directors shall, at the April board meeting, declare the election of the candidates with the greatest number of votes for the number of vacancies available and ratify the election results.

5.5c – ASSUMPTION OF DUTIES Newly elected Directors shall assume their duties at the April **May** Board of Directors meeting.

SECTION 5.6 VACANCIES. Vacancies in the Board may be temporarily filled by a vote of the majority of the Directors then in office, or by a sole remaining Director, and each Director so elected shall hold office until his successor is elected at an annual or a special meeting of the members. A vacancy or vacancies in the Board shall be deemed to exist in case of the death, resignation or removal of any Director, or if the authorized number of Directors is increased, or if the members fail at any annual or special meeting of members at which any Director or Directors are elected to elect the full authorized number of Directors to be voted at that meeting. A Director may be removed, at the discretion of the Board, if such Director is not in attendance at any three consecutive regular meetings of the Board; provided, however, that if prior to the third such meeting such absent Director delivers a written request to the Board, in care of any Director present at such meeting, that the board may then excuse such absence.

The members may elect a Director or Directors at any time to fill any vacancy or vacancies not filled by the Directors. If the Board accepts the resignation of a Director tendered to take effect at a future time, the Board or the members shall have the power to elect a successor to the office when the resignation is to become effective. No

reduction of the authorized number of Directors shall have the effect of removing any Director prior to the expiration of his term of office.

SECTION 5.7 QUORUM. A quorum shall be a simple majority of chairs filled, except to adjourn as hereinafter provided. Every action taken or decision made by a majority of the Directors present at a duly held meeting at which a quorum is present shall be the act of the Board, subject to the more stringent provisions of the California Nonprofit Mutual Benefit Corporation Law, including, without limitation, those provisions relating to (a) approval of contacts or transactions between the corporation and one or more Directors or between the Association and any entity in which a Director has a material financial interest, (b) creation of and appointments to committees of the Board, and (c) indemnification of Directors. A meeting at which a quorum is initially present may continue to transact business, despite the withdrawal of Directors, if any action taken or decision made is approved by at least a majority of the required quorum for that meeting.

SECTION 5.8 ADJOURNMENT. A quorum of the Directors may adjourn any Directors' meeting to meet again at a stated place and time. In the absence of a quorum, a majority of the Directors present at any Directors' meeting, either regular or special, may adjourn from time-to- time until the time fixed for the next regular meeting of the Board.

SECTION 5.9 FEES AND COMPENSATION. Directors may not receive compensation for their services. Directors may receive reimbursement of expenses, as may be determined by Board resolution to be just and reasonable as to the Association at the time the resolution is adopted.

SECTION 5.10 COMMITTEES OF THE BOARD. The Board, by resolution adopted by a majority of the Directors then in office, provided a quorum is present, may create one or more committees, each consisting of one or more Directors and any regular or volunteer members who are not Directors, to serve at the pleasure of the Board. Appointments to committees of the Board shall be by majority vote of the Directors then in office. The Board may appoint one or more Directors as alternate members of any such committee, who may replace any absent member at any meeting. Any such committee, to the extent provided in the Board resolution, shall have all the authority of the Board except that no committee, regardless of Board resolution, may:

- 5.10.a. Take any final action on any matter that, under the California Nonprofit Mutual Benefit Corporation Law, also requires approval of the members or approval of a majority of all members;
- 5.10.b. Fill vacancies on the Board or on any committee that has the authority of the board;
- 5.10.c. Fix compensation of the Directors for serving on the Board or on any committee;

5.10.d. Amend or repeal BY LAWS or adopt new BY LAWS;

5.10.e. Amend or repeal any Board resolution that by its express terms is not so amenable or repealable;

5.10.f. Create any other committees of the Board or appoint the members of committees of the Board;

5.10.g. Expend corporate funds to support a nominee for Director after more people have been nominated for Director than can be elected;

5.10.h. With respect to any assets held in charitable trust, approve any contact or transaction between the Association and one or more of its Directors or between the Association and an entity in which one or more of its Directors have a material financial interest, subject to the special provisions of Section 5233(d)(3) of the California Corporations Code.

SECTION 5.11 MEETINGS AND ACTION OF COMMITTEES. Meetings and action of committees of the Board shall be governed by, held, and taken in accordance with, the provisions of these BY LAWS concerning meetings and other Board actions except that the time for regular meetings of such committees and calling of special meetings of such committees may be determined either by Board resolution, or if there is none, by resolution of the committee. Minutes of each meeting of any committee of the Board shall be kept and shall be filed with the corporate records. The Board may adopt rules for the government of any committee that are consistent with these BY LAWS or, in the absence of rules adopted by the Board, the committee may adopt such rules.

ARTICLE 6. OFFICERS

SECTION 6.1 OFFICERS. The officers of the corporation shall be a President, a first Vice President, a Secretary, and a Treasurer and such other Officers as may be appointed in accordance with the provisions of Section 6.3 of this article.

SECTION 6.2 ELECTION. The officers of the Association, except such officers as may be appointed in accordance with the provisions of Section 6.3 or Section 6.5 of this article, shall be chosen annually, in accordance with Section 5.5 herein, by the Board and shall serve at the pleasure of the Board, subject to the rights, if any of any officer under any contract of employment. Each officer shall hold office until he or she shall resign or shall be removed or otherwise disqualified to serve, or his or her successor shall be elected and qualified.

SECTION 6.3 OTHER OFFICERS. The Board may appoint such other officers as the business of the Association may require, each of whom shall hold office for such period, have such authority and perform such duties as are provided in the BY LAWS or as the Board may from time-to-time determine.

SECTION 6.4 REMOVAL AND RESIGNATION. Without prejudice to any rights of an officer under any contract of employment, an officer may be removed, either with or without cause, by a majority of the Directors present at any regular or special meeting of the Board, or in the case of an officer not chosen by the Board, by an officer upon whom such power of removal may be conferred by the Board. Any officer may resign at any time by giving written notice to the Association. The resignation shall take effect as of the date the notice is received or at any later time specified in the notice and, unless otherwise specified in the notice, the resignation need not be accepted to be effective. Any resignation shall be without prejudice to the rights, if any, of the Association under any contract to which the officer is a party.

SECTION 6.5 VACANCIES. A vacancy in any office because of death, resignation, removal, disqualification, or any other cause shall be filled in the same manner prescribed in these BY LAWS for regular appointments to that office, provided, however, that vacancies need not be filled on an annual basis.

SECTION 6.6 PRESIDENT. The President shall be the general manager of the Association and shall, subject to the control of the Board, supervise, direct and control the Association's activities, affairs and officers. The President shall preside at all Board meetings. He shall be ex-officio member of all the standing Committees, including the Executive Committee, if any, and shall have the general powers and duties of management usually vested in the office of President of a corporation and shall have such other powers Board or the BY LAWS and duties as may be prescribed by the BY LAWS.

SECTION 6.7 VICE PRESIDENT. In the absence or disability of the President, the Vice Presidents, if any, in order of their rank as fixed by the Board, or if not ranked, the VicePresident designated by the Board, shall perform all the duties of the President, and when so acting shall have all the powers of, and be subject to all the restrictions upon, the President. The Vice Presidents shall have such other powers and perform such other duties as, from time-to-time, may be prescribed for them respectively by the Board or the BY LAWS.

SECTION 6.8 SECRETARY. The Secretary shall keep, or cause to be kept, a book of minutes at the principal office or such other place as the Board may direct, of all meetings, proceedings, and actions of the Board, of committees of the Board, and of members' meetings. The minutes of meetings shall include the time and place of holding, whether the meeting was regular or special, and if special, how authorized, the notice given, the names of those present at Board and committee meetings, and the

number of members present. The Secretary shall give, or cause to be given, notice of all the meetings of the members and of the Board required by the BY LAWS or by law to be given, and shall keep the seal of the corporation in safe custody, and shall have such other powers and perform such other duties as may be prescribed by the Board or the BY LAWS. The Secretary shall keep, or cause to be kept, at the principal office in California, a copy of the Articles of Incorporation and BY LAWS, as amended to date.

SECTION 6.9 TREASURER. The Treasurer shall keep and maintain, or cause to be kept and maintained, adequate and correct books and accounts of the properties and business transactions of the Association, including accounts of its assets, liabilities, receipts, disbursements, gains, losses, capital, surplus, and shares. Any surplus, including earned surplus, paid-in surplus, and surplus arising from a reduction of stated capital, shall be classified according to the source and shown in a separate account. The books shall at all reasonable times be open to inspection by any Director. The Treasurer shall deposit all moneys and other valuables in the name and to the credit of the Association with such depositories as may be designated by the Board. He or she shall disburse the funds of the Association as may be ordered by the Board, shall render to the President and Directors, whenever they request it, an account of all transactions as Treasurer and of the financial condition of the Association, and shall have such other powers and perform such other duties as may be prescribed by the Board or the BY LAWS.

ARTICLE 7 MISCELLANEOUS

SECTION 7.1 INSPECTION OF CORPORATE RECORDS. The books of account, and minutes of proceedings of the members and the Board and of Executive Committees of Directors shall be open to inspection upon the written demand of any member at any reasonable time, and for a purpose reasonably related to his or her interest and shall be exhibited at any time when required by the demand at any members' meeting of ten percent (10%) of the shares represented at the meeting. Such inspection may be made in person or by an agent or attorney, and shall include the right to make extracts. Demand of inspection other than at a members' meeting shall be made in writing upon the President or Secretary of the corporation.

SECTION 7.2 CHECKS, DRAFTS. All checks, drafts, or other orders for payment of money, notes, or other evidences of indebtedness, issued in the name of, or payable to the Association, shall be signed or endorsed by two members of the Board.

SECTION 7.3 ANNUAL REPORT. The Board shall cause an annual report to be sent to the members by October 31 **November 21** of each year and shall present the annual report to the City Council.

SECTION 7.4 EXECUTION OF CONTRACTS. No contract may be entered into and no instrument may be executed in the name of, and on behalf of, the Association without the approval of a majority of the Board. Subject to the foregoing, and except as in the BY

LAWS otherwise provided, the Board may authorize any officer or officers, agent or agents, to enter into a contract or execute any instrument in the name of and on behalf of the Association, and such authority may be general or confined to specific instances; and unless so authorized by the Board, no officer, agent, or employee shall have any power or authority to bind the Association by any contract or engagement or to pledge its credit to render it liable for any purpose or to any amount.

SECTION 7.5 INSPECTION OF BY LAWS. The Association shall keep in its principal office for the transaction of business the original or a copy of the Articles of Incorporation and BY LAWS as amended or otherwise altered to date, certified by the Secretary, which shall be open to inspection by the members at all reasonable times during office hours.

SECTION 7.6 CONSTRUCTION AND DEFINITIONS. Unless the context otherwise requires, the general provisions, rules of construction, and definitions contained in the California Nonprofit Mutual Benefit Corporation Law shall govern the construction of these BY LAWS. Without limiting the generality of the foregoing the masculine gender included the feminine and neuter, the singular number includes the plural and the plural number includes the singular, and the term "person" includes both a legal entity and a natural person.

ARTICLE 8 AMENDMENTS

SECTION 8.1 AMENDMENTS. These BY LAWS may be amended by a two-thirds vote of board members present and voting at any board meeting of the Association, provided that the proposed amendment shall have been included in the notice of the meeting.

SECTION 8.2 PARLIAMENTARY AUTHORITY. The Rules in Robert's Rules of Order, newly revised, shall be the parliamentary authority governing the meetings of the Association, Directors, and all committees, subject to the laws of the state, the Articles of incorporation, these BY LAWS, and any special rules of order adopted by the Association.

AMENDED BY BOARD ON SEPTEMBER 9, 2010.

AMENDED BY BOARD OF DIRECTORS ON FEBRUARY 11, 2014

AMENDED BY BOARD OF DIRECTORS ON AUGUST 20, 2020



November 20, 2023

Sacramento-San Joaquin Delta Conservancy

1450 Halyard Drive, Suite 6

West Sacramento, CA 95691

RE: Letter of Support for Suisun City Public Fishing Dock Planning Project

To Whom It May Concern:

On behalf of the Suisun City Historic Waterfront Business Improvement District, I want to express our support for the City of Suisun City's application for funding under the Delta Conservancy's Community and Economic Enhancement Grant program.

There is no centrally located fishing dock in downtown Suisun City, causing those that want to fish to do so in the promenade and common areas. For our downtown businesses, this creates an uninviting look and creates a hurdle for our businesses to succeed.

The fishing dock planning project will be the first giant step in creating a beautiful, unique centerpiece of Suisun City that will attract visitors from around the region and will ultimately help downtown Suisun City businesses be successful. Furthermore, the project will highlight the unique backdrop of Suisun City, and will help to educate the area on its natural beauty and ecosystem.

Suisun City's proposed project will not only create a new outdoor recreation area that will look beautiful and drive more business, but will also respect and raise awareness of the area's natural beauty. It is our pleasure to express support for the project, and it is our hope that the Delta Conservancy strongly considers Suisun City's project for funding.

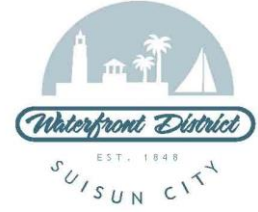
Sincerely,



Laura Cole Rowe

President

Suisun City Historic Waterfront Business Improvement District



SUISUN CITY HISTORIC WATERFRONT BUSINESS IMPROVEMENT DISTRICT 2023 ANNUAL REPORT TO THE CITY COUNCIL

(Submitted to City of Suisun City staff on 11-21-23)

Greetings Mayor, Suisun City Council Members and City Staff:

The Suisun City Historic Waterfront Business Improvement District (SCHWBID) is pleased to submit the attached annual report to the City Council. The report includes the following:

- **SCHWBID End of Year Report 2023** – Recaps our activities for 2023.
- **Media and Marketing Plan**
- **SCHWBID Proposed Program of Work for 2024 – Future plans for 2024**
- **2023 Profit and Loss Statement (Income and Expenditures) vs. 2023 Budget**
- **Proposed 2024 SCHWBID Budget**

SCHWBID End of the Year Report 2023

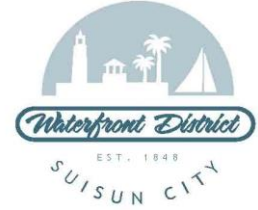
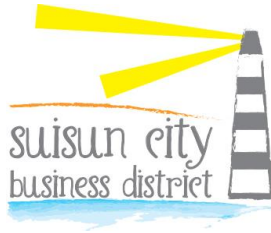
SCHWBID has continued to go back to “normal” since the COVID-19 pandemic. We continued holding both of our large annual events, became a sponsor of Cinco de Mayo this year, and have continued progress in getting the district back on track by doing the following:

- Continued updating the SCHWBID website with new members and events for both the city and the BID.
- Monthly Meetings – Held meetings each month with the BID Board of Directors with a quorum each month. With the assistance of the City Manager’s office, meeting notifications to all BID members are being sent; the city has hosted these meetings and they are recorded on Zoom. The board meeting is attended by one department heads/city staff as liaison, and other city staff.
- Worked with a hired an administrative coordinator to help with day-to-day tasks.
- More social media presence.

Summary and Highlights of 2023 Activities

Overview Status of 2023 Budget

BID fees, Mothers’ Day Artisan Faire and Art, Wine and Music income was received for 2023 as of October 31, 2023. The balance in all checking and savings accounts as of October 31, 2023 is \$13,012.68. We have a few more expenses to be paid for the Art, Wine and Music event and sponsorship monies that have not yet come in as well as other expenses until the end of 2023.



2023 Achievements

Special Events

Our most visible activities are our special events. We were fortunate to be able to reinstate the Mother's Day Artisan Fair, as well as holding Restaurant Week in January, Art, Wine and Music (Waterfront Festival) in October and encouraged members to participate in holiday event in conjunction with the city. This year we sponsored the first annual Cinco de Mayo event as well.

Media and Marketing

Our Media and Marketing Plan (updated in 2022) is being implemented; including the following items:

- Waterfront District Business Directory postcards, which includes a QR code to direct customers and visitors to our newly updated website. These postcards are distributed to waterfront businesses and public places.
- The suisunwaterfront.com website is updated regularly.
- Miscellaneous Opportunity Marketing in local media channels such as the Daily Republic and Your Town magazine.
- Regular social media postings of events and businesses. Our Facebook followers has grown to more than 5,300 and we have connected with other countywide nonprofit groups to spread the word about events.
- New Business Orientation Program/Welcome Packages are being distributed to new and existing members through personal contact with board members and administrative coordinator.

Administrative Coordinator

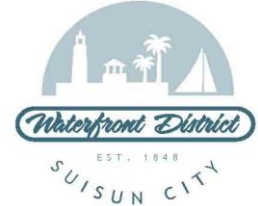
We have had the good fortune of having hired Tamuri Richardson, a well-known local entrepreneur, public speaker, author and business coach, who did outreach to businesses. Tamuri also coordinated the vendors for both Art, wine & Music and the Cinco de Mayo event.

2024 Proposed Budget

The Board of Directors approved the budget at its November 20, 2023 meeting.

2023 Proposed Program of Work

- **Special Events** – We have re-evaluated SCHWBID's special events this year. Our vendor coordinator has indicated that she will not continue with the Art, Wine and Music event in 2024. Because of the increased expenses/volunteer time prior to the event (and reduced profit), we have decided not to continue the event in 2024. The reasons we decided not to continue the event after 18 years is 1) the volume of work prior to the event has burnt out many volunteers; 2) the reduced profit/loss on the event due to many more events held on that day in the region (Waterfront Festival in Vallejo, Lambtown in Dixon) that weren't held when we first started the event; 3) unpredictable weather (99 degrees in 2023 that kept attendance down; it rained the Saturday before the event); and 4) that there are so many more similar events held at the Waterfront than when the event was first started 18 years ago, and this event has become repetitive and not unique. We will continue



Restaurant Week and Mothers' Day Artisan Fair in 2024, and are looking instead to concentrate on destination marketing for the area, and to possibly co-sponsor events that individual Waterfront businesses hold as well as other events we can work on such as Cinco de Mayo and Art with Heart.

- We will continue Restaurant Week and Mothers' Day Artisan Fair, and encourage businesses to participate in seasonal holiday events.

- **Media and Marketing** – Because we will not be holding a larger event this year, our Media and Marketing Plan will expand. We will continue the following.
 - Distribution of the Waterfront District Business Directory postcards, which includes a QR code to direct customers and visitors to our website.
 - Continued updating and marketing of the suisunwaterfront.com website
 - Miscellaneous Opportunity Marketing in local channels
 - E-Newsletters – To the public and the membership
 - Regular social media postings of events and businesses
 - New Business Orientation Program/Welcome Packages to new and existing members through personal contact with board members.
 - We are looking to hire a Social Media/Website Coordinator to expand outreach in the area; the board will be updating its Media and Marketing Plan in January for new ideas for destination marketing.

The Board of Directors wants the Waterfront District and its businesses to succeed, increase the economic vitality of the area, be a clean and safe place for residents and visitors, and have a vibrant downtown area to replace with empty buildings and empty lots with new buildings and businesses.

With a very small budget, limited volunteer participation by district members (their #1 priority is to keep their businesses viable), we can only do a limited amount of what we would like to do. We hope to do more outreach, fundraising, business coaching, and encourage participation and helping each other during this next year.

We look forward to working with the City of Suisun City in the coming year, provide input for future projects, and hope the city will help us help businesses. The Waterfront District in Suisun City is a special place in the Suisun City community and hopes to remain economically viable in years to come. SCHWBID looks forward to continuing its efforts to enhance it to the benefit of all involved.

Suisun Historic Waterfront BID							
2024 Budget DRAFT							
					2023 Adopted Budget	Actual 1-1-23/ 10-31-23	2024 Proposed Budget
Ordinary Income/Expense							
Income							
REVENUE							
Mothers Day Income					10,000.00	10,359.00	10,000.00
Business Assessments					13,000.00	9,486.00	11,000.00
Art Wine Income/Other Event Income					14,000.00	3,218.00	2,500.00
Total REVENUE					37,000.00	23,063.00	23,500.00
Transfer from reserve					6,000.00	6,000.00	5,000.00
Total Income					43,000.00	29,063.00	28,500.00
Expense							
Advertising Expense							
Electronic Media					500.00	0.00	500.00
Print Media					500.00	1,123.19	1,200.00
Social Media Campaigns					600.00	0.00	1,000.00
Marketing Program					11,250.00	7,926.74	8,000.00
Total Advertising Expense					12,850.00	9,049.93	10,700.00
Event Expenses							
Art Wine/Other Event Expenses					8,000.00	5,077.45	0.00
Mothers Day Craft Faire					6,000.00	5,189.00	6,000.00
Restaurant Week (under marketing)					2,000.00	1,653.00	2,000.00
BID Mixer/Quarterly meetings					500.00	0.00	500.00
Total Event Expenses					16,500.00	11,919.45	8,500.00
Operating Expenses							
Accounting Fees					1,500.00	1,450.00	1,500.00
Bank Charges					200.00	101.76	150.00
Contract Labor					6,000.00	725.00	3,000.00
Insurance					2,100.00	534.00	2,100.00
Miscellaneous Expenses (banners, etc)					700.00	152.14	500.00
Office Supplies					600.00	70.00	300.00
Postage, shipping, delivery					300.00	501.00	300.00
Tax Preparation					800.00	597.00	800.00
Taxes					200.00	466.00	500.00
Web Hosting & Upgrades					500.00	20.17	150.00
Total Operating Expenses					12,900.00	4,617.07	9,300.00
Beautification - Cleanup					0.00	0.00	0.00
Total Expense					42,250.00	25,586.45	28,500.00
Net Ordinary Income					750.00	3,476.55	0.00