



Third Avenue Village Association – Special Board of Directors
Thursday, October 14, 2021 at 7:00am

Zoom Virtual Meeting: <https://us06web.zoom.us/j/85132486135>
or call 1-669-900-6833 / Meeting ID: 851 3248 6135 / Passcode: 1982

CLOSED SESSION TO DISCUSS LEASE NEGOTIATIONS, STAFF PERFORMANCE REVIEW, & PENDING LAWSUITS ON ITEM 4

- 1) **Introductions & Zoom Etiquette / Kendell Manion, President**
All participants will be put on mute during the topic presentation and then the moderator will unmute the microphones to take comments/feedback. Please keep comments directed to the topic being discussed.
- 2) **Public Comment (3-Minute Max Per Person)**
- 3) **Approval of October 6, 2021 Minutes** *Action Item*
- 4) **CLOSED SESSION: BOARD MEMBERS & STAFF TO GO INTO CLOSED SESSION FOR CONFERENCE WITH LEGAL COUSEL – ANICIPATED LITIGATION. GENERAL PUBLIC WILL BE EXCUSED FOR DURATION OF CLOSED SESSION. ANY DECISIONS MADE WILL BE REPORTED AFTER CLOSED SESSION.**
 - a. **Significant exposure to litigation under Government Code section 54956.9 (d)(2) – One potential case** *Action Item*
- 5) **Reopen Meeting & Report Findings/Action to Public**
- 6) **Committee Reports**
 - a. Executive Committee / Kendall Manion, Chair & Marco Li Mandri, Staff
 - i. Review & Approve TAVA Staff Reorganization *Action Item*
- 7) **Next Meeting: Tuesday, November 3, 2021 at 7:30am**
Visit: <https://us06web.zoom.us/j/85132486135>
or call 1-669-900-6833 / Meeting ID: 851 3248 6135 / Passcode: 1982
- 8) **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 353 Third Avenue, Chula Vista, CA 91910 and on the TAVA website. 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 Michelle T de Mercado at 619-422-1982 or via email at info@thirdavenuevillage.com at least 48-hours prior to the meeting. **VIRTUAL MEETING / COVID-19.** Due to precautions associated with COVID-19 and following current state law (AB 361) regarding the Brown Act, all TAVA Board and committee meetings, until further notice, will be held by teleconference only. Members of the public can listen and participate in meetings over the phone and through the internet.



Third Avenue Village Association – Board of Directors Meeting
Tuesday, October 6, 2021, at 7:30am
Zoom Virtual Meeting: <https://zoom.us/j/91763688614>
or call 1-669-900-6833 / Meeting ID: 917 6368 6814 Passcode:1682

CLOSED SESSION TO DISCUSS LEASE NEGOTIATION, STAFF PERFORMANCE REVIEW & PENDING LAWSUITS ON ITEM 10

PRESENT Kendell Manion, Kevin Lewis, Benjamin Green, Slade Fisher, Helmer Rodriguez, Joe Raso, Adam Sparks

STAFF Marco Li Mandri, Laura Li Mandri, Chris Gomez, Dominic Li Mandri, Shirley Zawadzki, Monica Montes, Dianne Serna De Leon, Michelle Thomas de Mercado

MINUTES:

<i>Item</i>	<i>Discussion</i>	<i>Action Taken?</i>
1. Introductions & Zoom Etiquette/ Kendell Manion, President	The meeting was called to order by the Kendall Manion. Chris Gomez reviewed the Zoom meeting etiquette.	1. No action taken
2. Continuing Virtual Meetings Pursuant to AB 361	2. Chris reported that we received a document from our legal counsel, Chris Cameron. In light of the pandemic and the new guidance from the Governor in reference to the Brown Act and Virtual Meetings, the Board and Committee need to ratify a vote during each meeting that states that we will continue to meet via Zoom until The Board and Committee are comfortable with resuming in-person meetings.	2. Joe Raso moved to accept the vote to continue meeting via Zoom. Adam Sparks seconded the motion. Unanimously approved.
3. Introduction of New City America, Inc. Staff	3. Marco Li Mandri introduced the New City America, Inc. staff.	3. No action taken

4. New Committee Structure & Staff Assigned to Committees	4. Marco reported on the New Committee Structure and Staff assigned to the Committees. The revised Committee Structure can be found on page 4 of the Board Committee packet.	4. No action taken
5. Public Comment (3-Minute Max Per Person)	5. There is no Public Comment.	5. No action taken
6. Approval of September 1, 2021 Minutes	6. Minutes from the September 1, 2021, Board Committee meeting were reviewed.	6. Joe Raso moved to approve the Board Minutes. Kevin Lewis seconded the motion. Unanimously approved.
<p>7. Committee Reports</p> <p>a. Executive Committee/Kendall Manion, Chair & Marco Li Mandri, Staff</p> <p>i. Review of Transition Plan & Immediate Issues</p> <p>ii. Evaluate Current Vendors / Contractors to Determine Best Fit (Insurance, Accounting, etc.)</p>	<p>7.a. Marco reported on the Executive Committee.</p> <p>7.i. Marco reviewed the Transition Plan and Immediate issues.</p> <p>7.ii. Chris Gomez reported that we will be evaluating current vendors. We can manage a WordPress site in-house, so we will be asking the Board to consider giving Bernard, who handles the website hosting and content management updates, a 60-day notice for content management, however we will ask him to continue with website hosting.</p> <p>Chris reported that we are reviewing Alternative Strategies' current contract which ends at the end of this calendar year. We are evaluating how they are providing services and how they can elevate that service. We may request an RFP in the new calendar year to look at other PR firms. We will be presenting this to the Committee for discussion.</p>	<p>7.a. No action taken</p> <p>7.i. No action taken</p> <p>7.ii. No action taken</p>

	<p>Shirley Zawadzki reported that the CPA has been charging TAVA \$11,000 a year for the audit. We are looking to get that cost reduced by about half.</p> <p>We are looking for insurance quotes and Medica/Dental insurance which we hope to have in place by November 1, 2021.</p> <p>Chris reported that we will be amending the Employee Handbook in reference to vacation and sick time.</p> <p>Chris reported that we just engaged ADP as our Payroll Provider.</p> <p>Adam Sparks asked if local business will be considered first as we are reviewing our vendors list. Marco Li Mandri stated that local businesses are always a priority.</p>	
<p>iii. Review 2021 Budget & Finances</p>	<p>7.iii. Shirley provided an update of the Budget.</p> <p>Marco stated that there is \$13,858 remaining for the rest of the year, based on a budget of \$572,000. We will need to draw from the Banner Bank fund to operate the rest of the year.</p>	<p>7.iii. No action taken</p>
<p>iv. Reformat/ Recategorize Budget Once Numbers Have Been Verified</p>	<p>7.iv. Marco reported that we will have more budget details as time goes on.</p>	<p>7.iv. No action taken</p>
<p>v. 2022 Board & Committee Preparation</p>	<p>7.v. Marco reported that each committee will be meeting in the next month and we will be working with various chairs in the committees.</p>	<p>7.v. No action taken</p>
<p>1. Setting 2022 Admin, Office & Staff Budget</p>	<p>7.1. Marco reported that after the Annual meeting we will set the official budget for next year.</p>	<p>7.1. No action taken</p>
<p>vi. Nominations Ad Hoc Committee's</p>	<p>vi. Chris reported that he met with the Ad Hoc Committee during their final meeting. You will find the current Board Roster on page 16 of the Board Packet.</p>	<p>7.vi. No action taken</p>

<p>Outreach & Recommendation</p>	<p>We have a vacant seat, as Greg La Marca submitted his letter resignation. The process we follow began in September, when the Board created the nominations Ad Hoc Committee that reached out to over 14 potential candidates to join the Board. We will then present a ballot to the Board for consideration of a slate of Board members. Today, we will be taking action to approve that slate so that staff can engage the balloting process and mail out the ballots to the stakeholders, both business owners and property owners. In November, we will set a due date to receive the final ballots, count them and prepare the final slate to be reviewed and approved in December. In January, we will seat the Board and swear them in according to the Bylaws.</p> <p>Adam Sparks stated that Chris did an outstanding job keeping track of everyone they reached out to. Adam agrees with Chris that midseason we need to bring in more Officers and Board Members.</p> <p>Chris announced that there will be two open seats: Secretary and Treasurer. Benjamin Green will not be renewing his seat on the Board.</p>	
<p>1. Set Annual Meeting-Jan. 5, 2022</p>	<p>7.1. Marco stated that we need to set the Annual Meeting date.</p>	<p>7.1. Kevin Lewin moved to approve the Annual Meeting for January 5, 2022. Kendall Manion seconded the motion. Unanimously approved.</p>
<p>2. Presentation of Ballot Slate to Board & Authorization for Staff to Mail-Out Ballot to Stakeholders</p>	<p>7.2. Chris reported that Slade Fisher/ Property Member (Vogue/Tecture) and Ron Richie/ Business Member (Grind House) Agreed to Another 3-Year Board Term (Jan '22 – Dec. '24)</p> <p>New Board Candidates for Consideration are Marianna Cardenas/ Business Member (The</p>	<p>7.2. Adam Sparks moved to accept the 4 candidates to the Ballot. Joe Raso seconded the motion. Unanimously.</p>

<p>3. Officer Seat Vacancies (Secretary & Treasurer)-Discuss</p> <p>vii. Consolidating Banks & Credit Card Services to One Institution</p> <p>viii. Meet with Supervisor Vargas re: Grant (Sign, Lights, Plan, etc.</p> <p>7.b. Civil Sidewalks Committee/<u>Chair Needed</u> & Dominic Li Mandri, Staff</p>	<p>Balboa South) and Tim Parker/ Business Member (Chula Vista Brewery) (Jan '22 – Dec. '24).</p> <p>3. Chris stated that we have eligible current members on the Board if they are interested, please let us know.</p> <p>vii. Shirley and Marco asked the Board to approve consolidating the Banks and credit card services to one institution.</p> <p>viii. Marco asked for support from the Board to meet with Supervisor Vargas.</p> <p>7.b. Dominic Li Mandri reported that Mauricio and Thelmo have been handling the entire district very well between the two of them. We would like to add some support to leverage their experience.</p> <p>TAVA currently pays CAM \$900 a month to maintain the median landscaping and \$7,500 per quarter for Pressure Washing. We are looking to bring these services in-house when we find the additional help.</p> <p>Dominic performed an audit of light poles, trash cans and dog bag dispensers to present to The City. We need to reorder the trashcan placement and work with The City to create some symmetry downtown.</p> <p>Dominic and Dianne Serna De León, will be updating the Employee Policy Handbook. We</p>	<p>7.3. No action taken</p> <p>7.vii. Joe Raso approved to consolidate card services. Slade Fisher seconded the motion. Unanimously approved.</p> <p>viii. Kevin Lewis moved to approved to meet with Supervisor Vargas. Joe Raso seconded the motion. Unanimously approved.</p> <p>7.b. No action taken</p>
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	want to offer benefits and a competitive package to current and new employees.	
i. Election of Civil Sidewalks Chair	7.i. Marco reported that we need a chair for Civil Sidewalks. We will bring this back to the Board in November.	7.i. No action taken
ii. Review of Maintenance Operations-Setting Routes & Schedule	7.ii. Dominic will review Maintenance Operations and set routes and schedules.	7.ii. No action taken
iii. TAVA Maintenance Employees Benefits	7.iii. Dominic, Shirley, and Dianne are working on securing employee Benefits.	7.iii. No action taken
iv. Determination of Potential Additional Equipment Needed	7.iv. Dominic will audit equipment to determine if any additional equipment is needed.	7.iv. No action taken
v. Review of PBID Plan Categories	7.v. Marco will review PBID Plan categories.	7.v. No action taken
vi. Setting 2022 Budget	7.vi. Marco reported that the official budget will be set after the Annual Meeting.	7.vi. No action taken
7.c. District Identity & Placemaking Committee/ <u>Chair Needed</u> & Chris Gomez, Staff	7.c. Chris reported on District Identity and Placemaking Committee.	7.c. No action taken
i. Election of DI&P Chair or Reaffirmation of Ron Richie	7.i. Chris reported on the Election of DI&P Chair or Reaffirmation Ron Richie.	7.i. No action taken
ii. Alternative Strategies-Update	7.ii. Chris reported that we will revisit the contract with Alternative Strategies at the end of the year.	7.ii. No action taken
iii. Setting 2022 Budget	7.iii. Chris reported that we will be setting the 2022 Budget once we get clarification on assessments.	7.iii. No action taken
iv. Events	7.iv. Chris reported on Events	7.iv. No action taken

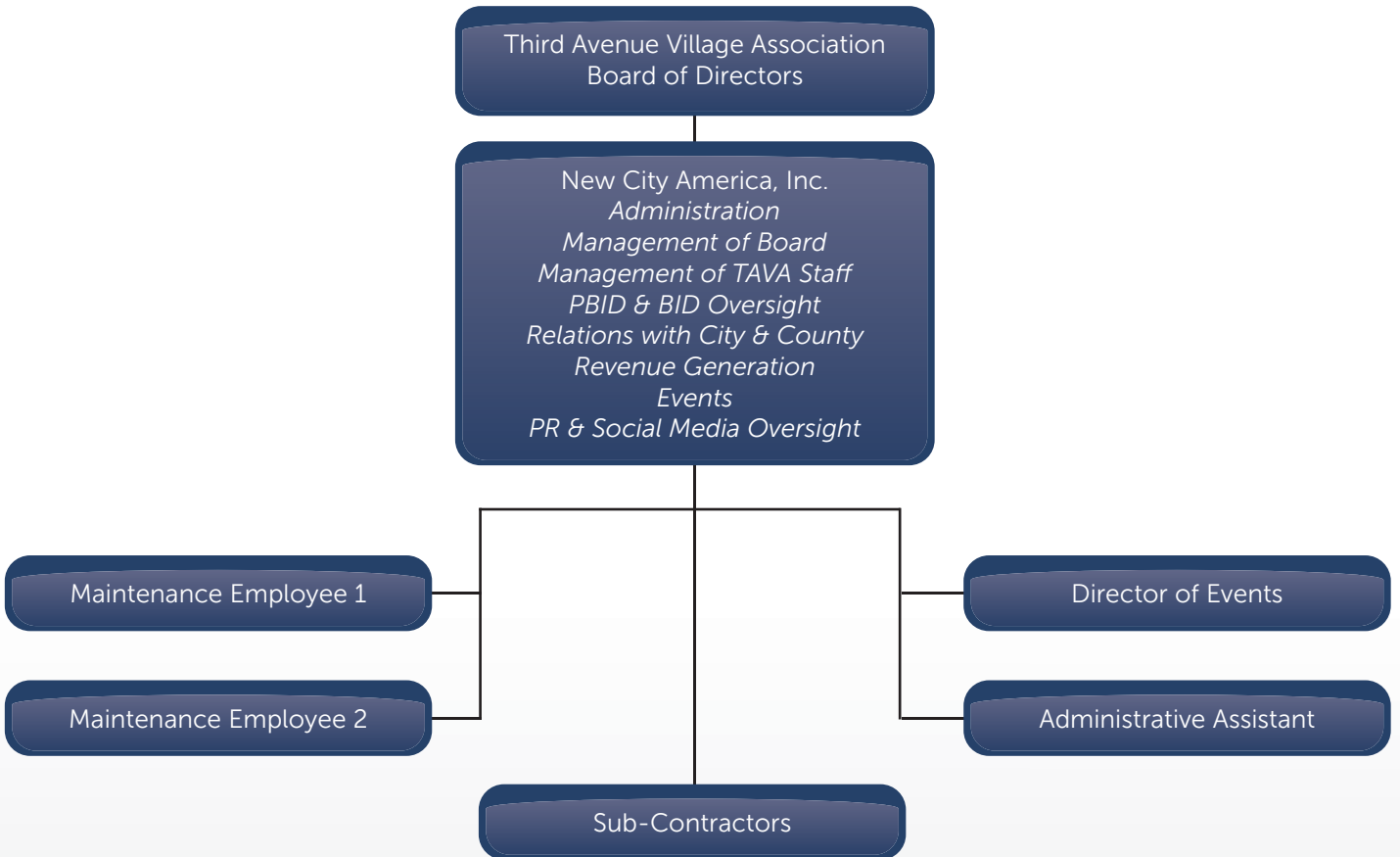
<p>1. Villains in the Village; 10/23</p>	<p>7.1. Chris reported on Villains in the Village. At this point we will need to decrease the budget for this event from \$16,000 to \$5,000 or consider canceling the event.</p> <p>Upon further discussion, we would like to move forward and scale down the event not to exceed \$5,000.</p>	<p>7.1. Joe Raso moved to cancel the event. Helmer Rodriguez seconded the motion. Kevin Lewis, Slade Fisher, Ben Green and Kendal Manion opposed.</p> <p>Kendal Manion moved proceed with the event, not to exceed \$5K for the event. Slade Fisher seconded the motion. Motion passes. Helmer Rodriguez abstained.</p>
<p>2. Beer Walk: 11/6-15</p>	<p>7.2. Chris reported on the Beer Walk 11/6-11/15/2021. It will be a promotional PR push.</p>	<p>7.2. No action taken</p>
<p>3. Small Business Season</p>	<p>7.3. Chris reported that Small Business Season will kick-off on 11/27/21</p>	<p>7.3. No action taken</p>
<p>4. Starlight Parade & Holiday in the Village</p>	<p>7.4. Chris reported that we will continue discussion about the Starlight Parade and Holiday in the Village.</p>	<p>7.4. No action taken</p>
<p>d. Land-Use & Project Review Committee/ <u>Chair Needed</u> & Marco LI Mandri, Staff</p>	<p>7.d. Marco stated that a chair is needed for the Land-Use and Project Review Committee.</p>	<p>7.d. No action taken</p>
<p>i. Election of Land-use & Project Review Chair</p>	<p>7.i. Marco stated that we will revisit the Land-Use Election and Project Review Chair.</p>	<p>7.i. No action taken</p>
<p>ii. Review of new Projects / Developments in The Village</p>	<p>7.ii. Marco stated that we will revisit the review of new projects and Developments in the Village.</p>	<p>7.ii. No action taken</p>

iii. PBID Plan Review	7.iii. Marco stated that we will revisit the PBID Plan Review.	7.iii. No action taken
8. Community Report	8.a. There were no community members present; nothing to report.	8.a. No action taken
9. Executive Director's Report	9.a. Marco stated that there is nothing more to report.	9.a. No action taken
10. Closed Session a. Significant exposure to litigation under Government Code section 54956.9 (d)(2)-One Potential case	10. CLOSED SESSION: BOARD MEMEBERS & STAFF TO GO INTO CLOSED SESSION FOR CONFERENCE WITH LEGAL COUNSEL- ANTICIPATED LITIGATION. GENERAL PUBLIC WILL BE EXCUSED FOR DURATION OF CLOSED SESSION.	10. No action taken
11. Reopen Meeting & Report Findings /Action to Public	11. Marco reopened the meeting. Chris Gomez stated that there is nothing to report.	11. No action taken
12. Next Meeting:	12. Next Meeting: Tuesday, November 3, 2021, at 7:30am Visit: https://zoom.us/j/91763686814 or Call: 1-669-900-6833 / Meeting ID: 917 6368 6814	12. No action taken
13. Adjournment	13.Meeting Adjourned at	13. No action taken

Minutes taken by: Dianne T. Serna De León, Staff.

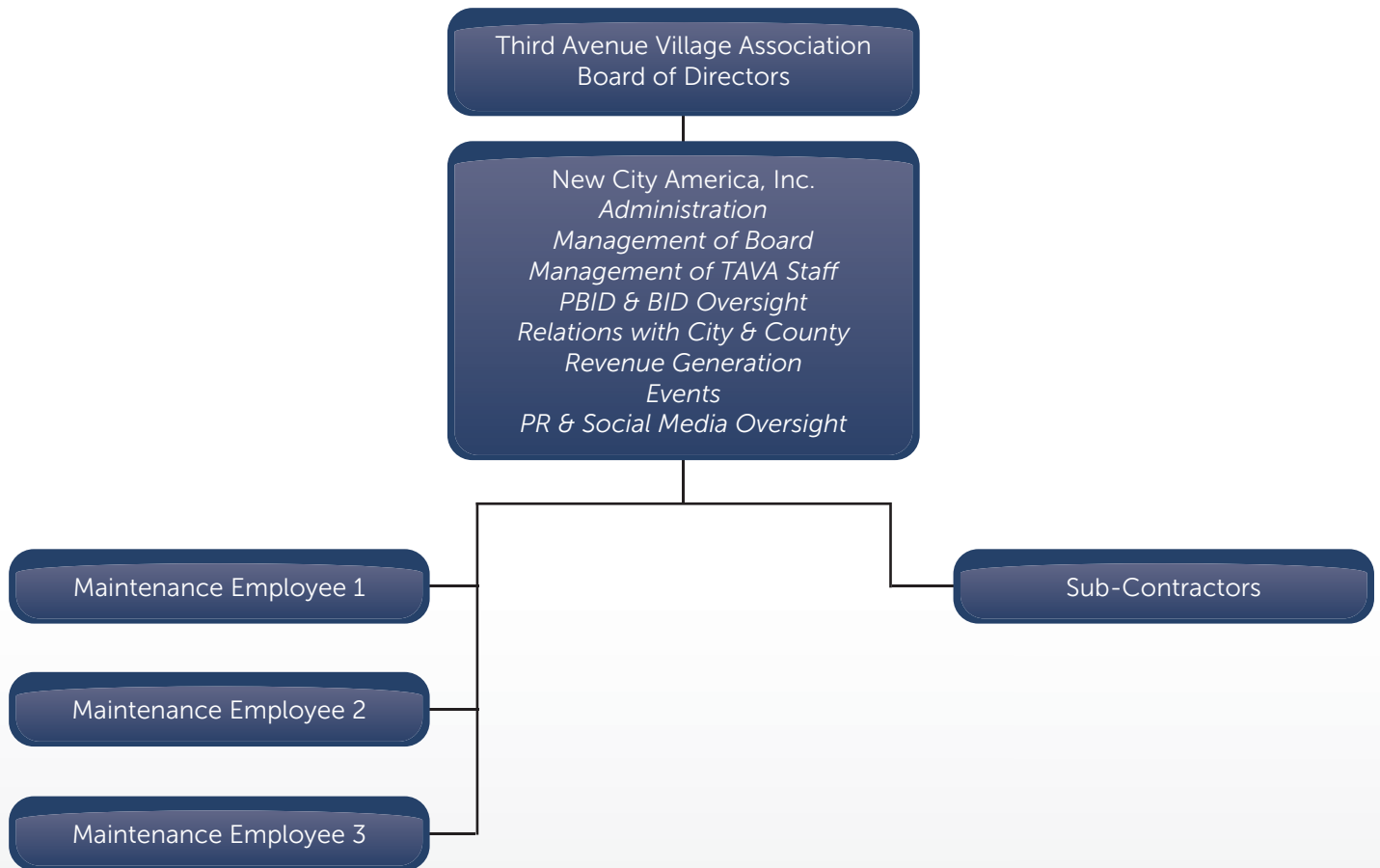


THIRD AVENUE VILLAGE ASSOCIATION,
A NON-PROFIT 501(C)(6),
CURRENT ORGANIZATIONAL CHART





**THIRD AVENUE VILLAGE ASSOCIATION,
A NON-PROFIT 501(C)(6),
RESTRUCTURING ORGANIZATIONAL CHART
OCTOBER 14, 2021**



Estimated cost savings due to reorganization through December 31, 2021 (11 weeks):
 Director of Events: \$9,337
 Administrative Assistant: \$8,870

Estimated cost for additional maintenance employee through December 31, 2021 (11 weeks):
 Maintenance Employee 3 (40 hours): \$9,011