

AGENDA – PBID BOARD MEETING MARCH 11, 2026

Date: Wednesday, April 8, 2026 PBID BOARD MEETING
Time: 9:00-10:30 am
Place: Municipal Building, 411 Main Street, 3rd Floor Conference Area
Chico, CA 95928

Downtown Chico PBID Board of Directors

Eric Hart, President
Greg Scott, Vice President
David Halimi, Treasurer
Chris Daniels, Secretary
Jennifer Mackall
Anika Burke Rodriguez
Mike O'Brien, Council Representative

Board Directors Advisors

Megan Kurtz, CSU Chico
Erik Gustafson, Assistant City Manager
Skyler Lipski, City Public Works
Sgt Bailey, Chico Police
Jennifer Ellingson, Attorney
Olivia Henderson, Waste Management

Copies of this agenda packet available for review at the following locations:

- Diamond W Western Wear, 181 2nd Street, Chico, Ca 95928
- www.pbid-downtownchico.com

Posted on: April 3, 2026
Prior to: 5:00 p.m.

The Downtown Chico PBID Board welcomes you to this meeting and invites you to participate in matters before the Board. Send requests to be added to a mailing list for PBID meeting to hdllcchico@gmail.com, Audrey@ChabinConcepts.com, with subject: Add to PBID Mailing List.

Information & Procedures

- All members of the public may address the board on any item listed on the agenda.
- All members of the public may address the board on non-agenda items under Public Questions/Comments of the agenda
- No action can be taken by the Board on any items brought forward at a meeting. The board may request an item to be brought back at a subsequent meeting.
- Agenda copies are available at the meeting, can be downloaded from the website.
- A special presentation may be made to the Board with prior approval and ajenized.
- Any member of the PBID may request an item to be ajenized and should be delivered to the President of the Board at least 8 days in advance of the meeting, or sooner, for copies to be included and the board has opportunity to review material in advance.





TABLE OF CONTENTS – Page # Top Right Corner

PBID Board Agenda	2
Consent Agenda	5
Item 4.1 Conflict of Interest Policy	8
Resolution No. 2026-05	14
Item 4.2 PBID Bylaws Updates	16
Resolution 2026-06	18
Item 4.5 City-PBID Parking Committee Meetings	20
Item 4.6 Letter Request from CARD	22



**Downtown Chico
Property-Based
Improvement District**
PO Box 3098
Chico, CA 95927
pbid-downtownchico.com
audrey@pbid-downtownchico.com

Board
Eric Hart, President
Greg Scott, Vice President
David Halimi, Treasurer
Chris Daniels, Secretary
Jennifer Mackall
Mike O'Brien
Anika Burke Rodriguez

Advisors
Sgt David Bailey
Jennifer Ellingson
Eric Gustafson
Olivia Henderson
Megan Kurtz
Skyler Lipski
Avery Williams

Meeting Agenda – April 8, 2026

Monthly Board Meeting Purpose: Provide oversight and direction ensuring programs and resources are managed effectively and efficiently to enhance safety, cleanliness, beautification and economic vitality for downtown.

Expected Outcomes: The goal of every PBID Board meeting is to get things done — making clear decisions that deliver visible improvements downtown, return value to property owners and advance the District Plan.

1.0 Call to Order – Eric Hart, President

- 1.1 Welcome & Introductions
- 1.2 Call to order
- 1.3 Introduction of new Ambassador Manager, Sergio Sanchez

2.0 Consent Agenda (5 minutes)

- 2.1 Approval of Minutes – March 11, 2026 meeting minutes.
- 2.2 Financial Statements – as of March 31, 2026. Report from Treasurer David Halimi.
ACTION: *President calls any questions/discussion, calls for motion to accept Minutes and Financial statements.*

3.0 Public Comments (10 minutes)

Opportunity for members of the public to address the Board on items not on the agenda, 3 minutes are allocated for each public member. No action may be taken on any item presented, but items can be agendaized for further discussion at another meeting.

4.0 Regular Agenda Items

4.1 PBID Legal Compliance Briefing – Jennifer Ellingson (5 minutes)

Jennifer Ellingson to present Conflict of Interest policy, attached, updated and presented to Board for adoption.

ACTION: *Board review, discuss and move to approve and adopt PBID Conflict of Interest Policy.*

4.2 Executive Committee Meeting. The Executive Committee held meeting on March 24 to discuss 1) changes needed in the Bylaws to accommodate appointing representative from CSU in accordance with Bylaws, 2) further clarifications in Article 5 of the Bylaws, 3) appointment of Board candidates for 2026, 4) recommending date of Annual Meeting.

4.2.1 Bylaws Rationale & Recommendation

The Executive Committee recommends that the Board approve updates to the PBID Bylaws (Appendix Bylaw Update Article 5) to strengthen Director qualifications, clarify the role of authorized representatives, and increase the number of Directors from seven (7) to eight (8).

As a property owner-funded district responsible for managing assessment revenues in alignment with the District Management Plan, these changes are intended to ensure Board composition remains closely aligned with

property owner interests and governance needs. The recommendation also includes establishing a clear process for resolving tie votes.

Requested ACTION: Board review, discuss and motion to approve the proposed Bylaw amendments and adopt the accompanying resolution.

4.2.2 Appointment of CSU Representative to Board.

President Steve Perez has nominated Megan Kurtz to be the appointed PBID Board Director representative for Chico State.

Requested ACTION: Motion to appoint Megan Kurtz as PBID Director representing Chico State. Welcome to the Board.

4.2.3 Annual Meeting Schedule & Nominating Committee

In accordance with Bylaw Article 5, Section 4 Term, the Executive Committee set the first week of December to hold a Annual Meeting suggesting 2-3 Board members work on an Annual Meeting date/time during that first week. President appointed Vice President and Treasurer has nominating committee, slate of candidate to be submitted to Board no later than August Board Meeting.

No vote required, any volunteers for assisting with Annual Meeting should contact PBID Coordinator.

4.3 Internal Affairs Open Meeting with Downtown Businesses – Report by Director O’Brien

4.4 Council meeting action regarding Downtown Revitalization – Report by Director O’Brien. https://chico-ca.granicus.com/MetaViewer.php?view_id=2&event_id=1191&meta_id=102020

4.5 Park & Go Initiative Committee Report – Committee Meetings March 24 & March 31

4.5.1 Additional information from Brendan Ottoboni regarding the City’s further analysis, research and investigation of operationalizing PBID proposal for free parking.

4.5.2 Committee Chair David Halimi along with Anika Rodriguez, Co-Chair open discussions with Board regarding meetings, other information that has been discussed during the meeting, other conversations happening around downtown (as reported by Director O’Brien), need for long-term discussion on parking and path forward. (PBID Coordinator report enclosed in packet).

ACTION: Requires a **M/S/Vote** from Board to

- 1) submit to Council the PBID proposal as is, modified or hold,
- 2) submit consideration through Internal Affairs, request staff to agendize for PBID to present, or request staff to agendize as members of PBID and staff presents,
- 3) request long-term parking meetings/discussion continue with city resuming after budget session.

4.6 Letter Request from CARD – 4th of July Parade

CARD is requesting assistance from PBID for the 4th of July parade which coincides with the nation’s 250 Birthday. There will be lots of entries, events, music from the US Army band to celebrate. The main request is assistance from Ambassadors to help set up at the plaza – music, beer garden, barriers, no parking, etc. Also, any support for acquiring, hanging flags on light poles and/or a banner across main street.

ACTION: Motion to approve PBID assisting CARD for the 4th July parade, coordinating directly with CARD. Motion to support acquiring flags for downtown light poles and/or a main street banner promoting 4th of July, allocating a budget not to exceed (an amount Board is comfortable with) .

4.7 PBID Coordinator Report

Coordinator will provide Update on Investment Ready, Opportunity Zone application.

5.0 Partner Update (10 minutes)

- 1) City of Chico – Erik Gustafson, Asst City Manager
- 2) City of Chico – Skyler Lipski, Public Works
- 3) City of Chico PD, Downtown Target Team – Sgt. Bailey
- 4) Ambassador Program – Avery Williams / Block by Block
- 5) CSU Chico – Megan Kurtz
- 6) Waste Management – Olivia Henderson, Doug Hipche

6.0 Reports & Communications . Information only.

7.0 Other & New Business . Items may be introduced for discussion or placement on a future agenda.

8.0 Adjourn Regular Meeting. President will call for motion to adjourn.

Attached

- 1) Consent Agenda – Minutes, Financial Reports March
- 2) Conflict of Interest Policy, Resolution 2026-05, Form
- 3) Bylaw Updates, Resolution 2026-06
- 4) Parking Committee Coordinator Report
- 5) Request from CARD

CONSENT AGENDA



Downtown Chico
Property-Based Improvement District

PBID

PO Box 3098
Chico, CA 95927



Meeting Minutes – March 11, 2026

Date: March 11, 2026

Time: 9:00

Place: Municipal Building, 411 Main Street, 3rd Floor Conference Area, Chico, Ca.

**Downtown Chico
Property-Based
Improvement District**
PO Box 3098
Chico, CA 95927
pbid-downtownchico.com
audrey@pbid-downtownchico.com

Board
Eric Hart, President
Greg Scott, Vice President
David Halimi, Treasurer
Chris Daniels, Secretary
Jennifer Mackall
Mike O'Brien
Anika Burke Rodriguez

Advisors
Sgt David Bailey
Jennifer Ellingson
Eric Gustafson
Olivia Henderson
Megan Kurtz
Skyler Lipski
Avery Williams

BOARD DIRECTORS IN ATTENDANCE: Eric Hart, David Halimi, Anika Burke Rodriguez, Jennifer Mackall

BOARD ADVISORS: Skyler Lipski, Chico Public Works; Olivia Henderson, Waste Management; Megan Kurtz, CSU Chico; and Jennifer Ellingson, PBID Attorney.

ABSENT DIRECTORS & ADVISORS: Chris Daniels, Mike O'Brien, Greg Scott, Erik Gustafson, Asst. City Manager, Avery Williams.

PUBLIC MEMBERS IN ATTENDANCE: Brendan Ottoboni, Linda Zorn, Val Reddemann, Celeste Cramer, Muir Hughes, John Boyd, Paul McIntyre, Jesse Horgan, Sean Hummer

1.0 Call to Order – Eric Hart, President.

President Call meeting to order at 9:00. Asked for self-introductions of Board, Advisors and guests.

2.0 Consent Agenda (5 minutes)

Treasurer David Halimi reported on the new negotiated contract with Block by Block which would allow PBID to dedicate funding to other missions PBID. Also report because of the fiscal management this past year there was no reason to extend/renew the line of credit.

Action: Moved/seconded by Anika Rodriguez/Jennifer Mackall, consent agenda approved, all in favor

3.0 Public Comments (10 minutes)

No public comments.

4.0 Regular Agenda Items

4.1 PBID Legal Compliance Briefing – Jennifer Ellingson

No report this month.

4.2 Park & Go Initiative Committee Report

David Halimi/Anika Rodriguez, Chair & Co Chair of Parking Committee provide a report on the committees meeting which included Erik Gustafson and Jesse Horgan. The committee is requesting to take to council a proposal for Pilot Program (included in agenda packet) and request \$5000 be allocated to support media. Anika clarified the pilot program was targeted at Zone A.

Robust discussion followed the Committee's report with Brendan Ottoboni, City Public Works supported the goal the Committee wanted to achieve but voiced logistical and operational concerns that need to be worked out prior to going to the council. Would like to have a working collaborative to work out details before going to Council with a proposal as there is a lot of moving

parts to implementing such a program. David Halimi voiced the urgency of helping downtown businesses

Action. Moved/Seconded by Jennifer Mackall/Anika Rodriguez that the proposal be held one month for the committee to meet with staff and work on details to present to council garnering staff support for proposal. Eric Hart added to motion that if the committee meeting ended prior to the next Board meeting, in respect of the urgency to do something downtown, the Board hold a special meeting if needed. M/S Jennifer Mackall/Anika Rodriguez that addition. Vote: Approve holding proposal for meeting with City, Eric Hart, Jennifer Mackall, Anika Rodriguez. Opposed: David Halimi.

4.3 March 17 Presentation of PBID Initiatives to City Council

Audrey Taylor presented presentation deck to Council on March 17 on PBID 2026-27 Initiatives.

4.4 Calendar Discussion for Downtown Revitalization

Request from Muir Hughes that PBID discussed Downtown Revitalization project to be discussed at the April 8 meeting.

4.5 PBID Coordinator Report

Coordinator provided Initiative with the Fresh Coat progress in both fundraising and readiness to launch.

4.6 Partner Update (10 minutes)

- 1) City of Chico – Erik Gustafson, Asst City Manager – Update on homeless. Brendan, the department had multi complaints, two only modified one 2 hr expired could not create new session.
- 2) City of Chico – Skyler Lipski, Public Works – reported on enforcement and maintenance project in plaza.
- 3) City of Chico PD, Downtown Target Team – Jeremy updated actions specific to downtown including clearing encampments, injunctions and restraining orders.
- 4) Ambassador Program – Avery Williams / Block by Block
- 5) CSU Chico – Megan Kurtz – Choose Chico a success, nearly 4,000 attended, half students and parents.....72+ student declared
- 6) Waste Management – Olivia Henderson-More activity throughout DT, gearing up for TNM.

5.0 Reports & Communications . Information only.

Brendan – Downtown Revitalization Project to be on Council Agenda April 7. Shared stickers at corners of 2nd, 3rd, 4th streets with QR code to view designs at those locations. Council will be asked to make selection.

Eric Gustafson provided Entertainment Zone clarification, SB669. Chamber led initiative. Strict rules.

6.0 Other & New Business . The Parking Committee set first meeting for March 24, 8:00.

7.0 Adjourn Regular Meeting. M/S Jennifer Mackall/Eric Hart, all in favor meeting adjourned at 10:35.

Respectfully submitted,

A handwritten signature in blue ink that reads "Audrey E. Taylor". The signature is written in a cursive style.

PBID Coordinator

Statement of Financial Position

Downtown Chico PBID, Inc.

As of Apr 2, 2026

	TOTAL
Assets	
Current Assets	
Bank Accounts	
1001 Checking Account - TCBK	\$260,943.40
1002 Cash Reserve	2,228.85
Total for 1001 Checking Account - TCBK	\$263,172.25
Total for Bank Accounts	\$263,172.25
Accounts Receivable	
Accounts Receivable (A/R)	0.00
Total for Accounts Receivable	\$0.00
Other Current Assets	
Undeposited Funds	0.00
Total for Other Current Assets	\$0.00
Total for Current Assets	\$263,172.25
Total for Assets	\$263,172.25
Liabilities and Equity	
Liabilities	
Current Liabilities	
Accounts Payable	
2000 Accounts Payable (A/P)	0.00
Total for Accounts Payable	\$0.00
Other Current Liabilities	
2310 Line of Credit	-12.50
Short Term Loan	0.00
Total for Other Current Liabilities	-\$12.50
Total for Current Liabilities	-\$12.50
Total for Liabilities	-\$12.50
Equity	
Retained Earnings	89,513.81
Net Income	173,670.94
Total for Equity	\$263,184.75
Total for Liabilities and Equity	\$263,172.25

Downtown Chico PBID, Inc.

Budget vs. Actuals: Budget_FY26_P&L - FY26 P&L

January - December 2026

	TOTAL			
	ACTUAL	BUDGET	REMAINING	% OF BUDGET
Income				
3000 General Benefits Income		21,738.00	21,738.00	
3200 County Tax Assessments	248,123.38	492,053.91	243,930.53	50.43 %
Total Income	\$248,123.38	\$513,791.91	\$265,668.53	48.29 %
GROSS PROFIT	\$248,123.38	\$513,791.91	\$265,668.53	48.29 %
Expenses				
Administration				
5100 Interest Expense		150.00	150.00	
5400 Bank Charges				
		500.00	500.00	
5510 Government Fees				
		500.00	500.00	
6320 Prof. Services - Contract Staff				
PBID Coordinator	6,815.00	25,000.00	18,185.00	27.26 %
Willdan Services		2,000.00	2,000.00	
Total 6320 Prof. Services - Contract Staff	6,815.00	27,000.00	20,185.00	25.24 %
6330 Professional Fees - Accounting				
Bookkeeper	195.00	750.00	555.00	26.00 %
CPA		2,500.00	2,500.00	
Total 6330 Professional Fees - Accounting	195.00	3,250.00	3,055.00	6.00 %
Insurance				
4800 CGL Insurance		667.00	667.00	
4830 D&O Insurance		2,407.00	2,407.00	
Crime Insurance	1,870.00	1,870.00	0.00	100.00 %
Total Insurance	1,870.00	4,944.00	3,074.00	37.82 %
Total Administration	8,880.00	36,194.00	27,314.00	24.53 %
Communations				
6105 Marketing Printing Copies Postage	468.75	5,500.00	5,031.25	8.52 %
Database Management	37.50	2,250.00	2,212.50	1.67 %
Website	6,165.43	6,500.00	334.57	94.85 %
Total Communations	6,671.68	14,250.00	7,578.32	46.82 %
Eligible Management Activities				
Beautification & Placemaking	1,406.25	25,500.00	24,093.75	5.51 %
Clean & Safe-Block by Block				
6310 Block by Block Fees	61,069.58	366,760.00	305,690.42	16.65 %
7030 Utilities -PBID Office	288.90	1,100.00	811.10	26.26 %
Computer and Internet Expense	81.00	900.00	819.00	9.00 %
Total Clean & Safe-Block by Block	61,439.48	368,760.00	307,320.52	16.66 %
Economic Vitality	2,831.25	27,500.00	24,668.75	10.30 %
Total Eligible Management Activities	65,676.98	421,760.00	356,083.02	15.57 %
Taxes Paid		150.00	150.00	
Total Expenses	\$81,228.66	\$472,504.00	\$391,275.34	17.19 %
NET OPERATING INCOME	\$166,894.72	\$41,287.91	\$ -125,606.81	404.22 %

CONFLICT OF INTEREST POLICY FOR
DOWNTOWN CHICO PBID, INC.,
A CALIFORNIA NONPROFIT MUTUAL BENEFIT CORPORATION

This conflict of interest policy is intended to protect the integrity of the decision-making process of DOWNTOWN CHICO PBID, INC., a California nonprofit mutual benefit corporation (the “Organization”), to encourage full disclosure of interests that may affect Board or committee decision-making, and to supplement applicable California law and the Organization’s governing documents.

ARTICLE I
PURPOSE

This conflict of interest policy is designed to protect the interests of Downtown Chico PBID, Inc. (the “Organization”), when it is considering a transaction, arrangement, or decision that may provide a private benefit to a director, officer, committee member, manager, key employee, or a related person or entity.

This policy is intended to supplement applicable California law, including California Corporations Code sections 7230 through 7238. In the event of a conflict between this policy and applicable law, applicable law shall control.

ARTICLE II
DEFINITIONS

For purposes of this policy:

Interested Person means any of the following:

1. Each member of the Board of Directors;
2. Each officer of the Organization;
3. Each member of a Board committee;
4. Any key employee or manager of the Organization;
5. Any person who has authority to influence contracting, spending, reimbursements, enforcement decisions, vendor selection, or other material financial decisions of the Organization; or
6. Any person with responsibilities similar to those of the foregoing positions, whether or not such person holds formal office under the Organization’s bylaws or the California Corporations Code.

Interest means any direct or indirect financial, business, personal, familial, or other relationship, commitment, investment, obligation, or involvement that may impair, or reasonably appear to impair, a person’s independent judgment in the best interests of the Organization, including compensation from the Organization and any sale, loan, lease, reimbursement, service, or other transaction involving the Organization.

Conflict of Interest means an actual or potential situation in which an Interested Person has an Interest in a transaction, arrangement, or decision before the Organization that may impair, or reasonably

appear to impair, that person's ability to act in the best interests of the Organization.

Transaction means any transaction, agreement, arrangement, reimbursement, contract, grant, lease, sponsorship, service relationship, or other matter involving the Organization, whether directly with an Interested Person or with another person or entity in which an Interested Person has an Interest.

Family Member means a spouse, registered domestic partner, ancestor, sibling, child, grandchild, great-grandchild, and the spouse or registered domestic partner of any such person.

Related Entity means any corporation, partnership, limited liability company, sole proprietorship, trust, nonprofit organization, or other enterprise in which an Interested Person or Family Member has an ownership, management, compensation, or controlling interest.

Material Financial Interest means an Interest of a type described in California Corporations Code section 7233 or otherwise sufficient to require disclosure, recusal, or Board review under this policy and applicable law.

The fact that a director owns property, operates a business, pays assessments, or otherwise participates in the downtown district does not, by itself, constitute a disqualifying conflict of interest for a district-wide decision affecting similarly situated stakeholders generally. A conflict may still exist where the matter involves a distinct, personal, or entity-specific financial interest. Mere common directorship alone does not constitute a material financial interest.

ARTICLE III PROCEDURES

1. Duty to Disclose. An Interested Person shall promptly disclose to the Board, or to the relevant committee, the existence of any actual or possible Conflict of Interest and all material facts relating to the Interest, transaction, arrangement, or decision at issue. Disclosure shall be made before the matter is discussed or acted upon, and shall be updated promptly if additional material facts become known.
2. Determination Whether a Conflict Exists. After disclosure of the Interest and all material facts, and after any factual presentation requested by the Board or committee, the Interested Person shall leave the meeting while the disinterested directors or committee members determine whether a Conflict of Interest exists. The Interested Person shall not participate in that determination except to respond to factual questions if requested.
3. Procedures for Addressing a Conflict. If the Board or committee determines that a Conflict of Interest exists, the Interested Person may make a brief factual presentation if requested but shall not be present during deliberation or vote. The Board or committee shall consider such alternatives and information as it deems appropriate under the circumstances and may approve the matter only if, after full disclosure of the material facts, it determines in good faith, by a vote sufficient without counting the vote of any interested director, that the transaction or arrangement is just and reasonable to the

Organization at the time of approval. Disclosure does not automatically prohibit the transaction. Disclosure triggers the review process required by this policy.

4. Recusal. Once a Conflict of Interest has been identified, the Interested Person shall refrain from attempting to influence the deliberations or vote on the matter and shall not receive confidential materials relating to the matter beyond what is reasonably necessary for disclosure and review.

5. Quorum. Interested or common directors may be counted for purposes of determining the presence of a quorum on a matter governed by this policy, to the extent permitted by California Corporations Code section 7234.

ARTICLE IV REVIEW BY THE BOARD

The Board may request and receive information from the Interested Person and from other persons or entities relevant to the matter but shall deliberate and vote in the absence of the Interested Person. The Board shall ascertain that all material facts regarding the transaction and the Interested Person's Interest have been disclosed.

In reviewing a matter under this policy, the Board may consider comparable bids, market data, proposed contract terms, reimbursement documentation, historical pricing, independent recommendations, and such other information as it reasonably determines is necessary to evaluate the matter.

After exercising due diligence, which may include investigating alternatives that do not present a conflict, the Board may approve the transaction or arrangement only if it determines, in good faith and by a vote sufficient without counting any interested director, that the matter is in the best interests of the Organization and is just and reasonable to the Organization at the time of approval. Interested or common directors may be counted in determining the presence of a quorum at such meeting to the extent permitted by law.

ARTICLE V RECORDS OF PROCEEDINGS

The minutes of any meeting at which an actual or possible Conflict of Interest is discussed or acted upon shall contain sufficient detail to demonstrate compliance with this policy and applicable law. The minutes shall reflect, as applicable, the name of the Interested Person, the nature of the disclosed Interest, whether the Board or committee determined that a Conflict of Interest existed, whether and to what extent the Interested Person was excluded from deliberation and vote, any alternative transactions or arrangements considered, any comparability data, market information, bids, or other information relied upon by the Board and how such information was obtained, the result of the vote, including any abstentions, and the material terms and date of approval of any transaction or arrangement approved by the Board or committee.

ARTICLE VI ANNUAL DISCLOSURE AND COMPLIANCE STATEMENTS

Each director, officer, Board committee member, key employee, manager, and any other person designated by the Board as covered by this policy shall annually sign the statement attached as Exhibit 1, acknowledging receipt of this policy, confirming that the person has read and understands the policy and agrees to comply with it, and disclosing any financial interests, family relationships, or other matters that could give rise to an actual or possible Conflict of Interest.

**ARTICLE VII
VIOLATIONS**

If the Board or a committee has reasonable cause to believe that a person covered by this policy has failed to disclose an actual or possible Conflict of Interest, it shall inform that person of the basis for such belief and provide an opportunity to respond. After considering the response and making such further inquiry as the Board or committee deems appropriate, the Board may take corrective action if it determines that a failure to disclose occurred, including ratification review of the underlying transaction, censure, removal from committee assignment, recommendation of further Board action, or any other action permitted by law or the Organization's governing documents.

**ARTICLE VIII
ANNUAL REVIEW**

At least annually, the Board shall review the administration of this policy, including whether annual disclosure statements have been collected, whether disclosures and recusals have been properly documented in the minutes, whether transactions involving Interested Persons were reviewed in accordance with this policy, and whether amendments to this policy are advisable.

This policy is intended to supplement, and not replace, any duty imposed by applicable law, the Organization's governing documents, or any separate disclosure or recusal obligation imposed on an individual in another public, fiduciary, or professional capacity.

This Conflict of Interest Policy is hereby adopted by resolution of the Board of Directors of Downtown Chico PBID, Inc. on this _____ day of _____, 2026.

CHRISTINE DANIELS, Secretary

EXHIBIT 1

**ANNUAL ACKNOWLEDGMENT AND
FINANCIAL INTEREST DISCLOSURE STATEMENT**

DOWNTOWN CHICO PBID, INC., a California nonprofit mutual benefit corporation (the “Organization”), has adopted this Conflict of Interest Policy to protect the integrity of its decision-making process and to require disclosure of interests that may affect Board, committee, or management decisions.

PART I. ACKNOWLEDGMENT OF RECEIPT

I hereby acknowledge that I have received a copy of the Conflict of Interest Policy of DOWNTOWN CHICO PBID, INC., have read and understood it, and agree to comply with its terms.

Dated: _____

Signature

Print Name

PART II. DISCLOSURE OF FINANCIAL INTERESTS



RESOLUTION NO. 2026-05

A RESOLUTION OF THE BOARD OF DIRECTORS OF THE DOWNTOWN CHICO PROPERTY BASED IMPROVED DISTRICT ADOPTION OF CONFLICT OF INTEREST POLICY

WHEREAS, DOWNTOWN CHICO PBID, INC., is a California Nonprofit Mutual Benefit Corporation (the “Organization”); and

WHEREAS, California Corporations Code §§ 7230 through 7238 set forth standards of conduct applicable to directors and officers of nonprofit mutual benefit corporations, including provisions governing transactions in which a director may have a material financial interest, and quorum rules applicable to such matters; and

WHEREAS, the Board of Directors desires to adopt a written Conflict of Interest Policy to promote full disclosure of actual or possible conflicts of interest, to protect the integrity of the Organization’s decision-making process, and to support compliance with applicable California law and the Organization’s governing documents; and

WHEREAS, the Board of Directors has reviewed the proposed Conflict of Interest Policy presented to the Board and finds that adoption of the policy is in the best interests of the Organization;

NOW, THEREFORE, BE IT RESOLVED, that the Board of Directors hereby approves and adopts the Conflict of Interest Policy attached to this Resolution as Exhibit A, to be effective immediately upon adoption of this Resolution.

RESOLVED FURTHER, that the officers of the Organization are authorized and directed to maintain the adopted Conflict of Interest Policy in the Organization’s corporate records and to distribute the policy to all persons covered by its terms.

RESOLVED FURTHER, that the Board directs that each director, officer, Board committee member, key employee, manager, and any other person designated by the Board as covered by the policy shall be provided with a copy of the Conflict of Interest Policy and shall be required to complete and sign the annual acknowledgment and financial interest disclosure statement attached to the policy as Exhibit 1.

RESOLVED FURTHER, that the officers and authorized representatives of the Organization are authorized and directed to take any further actions reasonably necessary to implement and administer the Conflict of Interest Policy, including collection and retention of annual disclosure statements and inclusion of appropriate disclosures, recusals, and approvals in the Board’s minutes.

RESOLVED FURTHER, that any prior Conflict of Interest Policy, resolution, practice, or form of the Organization inconsistent with the Conflict of Interest Policy adopted by this Resolution is hereby superseded as of the effective date of this Resolution, except to the extent any prior disclosure statements or records should be retained as part of the Organization’s corporate records.

CERTIFICATION OF SECRETARY OF CORPORATION

I, CHRISTINE DANIELS, the undersigned, certify that I am the duly appointed Secretary of the Downtown Chico PBID, Inc., and that the above is a true and correct copy of a resolution duly adopted at a meeting of the directors thereof, convened and held in accordance with law and the bylaws of said Organization on _____, 2026, at which a quorum was present and acting throughout, and that such resolution is now in full force and effect.

IN WITNESS THEREOF, I have affixed my name as Secretary of Downtown Chico PBID, Inc.

Dated: _____

CHRISTINE DANIELS, Secretary

PBID Bylaws Updates

ARTICLE 5 DIRECTORS

1. Recommended changes to Article 5, Section 2 Number.

The corporation shall have no less than five (5) nor more than eleven (11) Directors. The exact number of Directors shall be fixed, within these limits by resolution adopted by the Board of Directors. Each Director shall have one vote. A reduction in the number of Directors shall not result in the removal of any Director before his or her term of office expires.

In the event of a tie vote of the Board of Directors, the tie shall be resolved by a majority vote of the Executive Committee, consisting of the President and two of the following officers: Vice President, Secretary, or Treasurer, as designated by the Board. The Executive Committee's decision shall be final for purposes of the matter under consideration.

Subject to the foregoing provisions for changing the number of Directors, the following seats shall be allocated to the Board of Directors:

- a. No less than three-fourths (3/4) majority of the seats on the Board of Directors at all times shall be filled by Property Owner Directors (as defined below). Each property within the district boundaries, based upon legal status of ownership, is entitled to appoint only one representative to serve on the Board of Directors.
- b. One director position shall be reserved for appointment by the City of Chico.
- c. The balance of the seats shall be filled by Community at Large Directors as defined below.
 - i. One Community at Large Director position shall be reserved for a representative of California State University, Chico.

2. Recommended changes to Article 5, Section 3 Qualifications

Intent of Board Composition

The PBID is a property owner-funded district established to manage and invest assessment revenues in programs, services, and improvements that benefit the properties within the district as outlined in the District Management Plan. Accordingly, it is the intent of the Corporation that the Board of Directors be composed primarily of property owners, or their authorized representatives who are actively engaged in the management of properties within the district, to ensure that governance, decision-making, and resource allocation remain closely aligned with the interests of the assessed property owners.

Directors shall possess the following qualifications:

- a. Property Owner Directors. Shall be owners of real property within the boundaries of the PBID who have made full payment of all PBID assessments due for the previous and current fiscal years, or the duly appointed authorized representative of such owner, ***provided that such representative is***

actively engaged in the management of property within the PBID on behalf of the owner and is approved by the Board of Directors.

b. Community at Large Directors. Shall be persons who:

- 1) own and operate a business located on property within the boundaries of the PBID, or the duly appointed authorized representative of such owner and operator, ***provided that such representative is actively engaged in the management of property within the PBID on behalf of the property owner and is approved by the Board of Directors;***
- 2) are community members who reside within the boundaries of the PBID;
- 3) are individuals who do not reside or operate a business within the PBID boundaries but who show a high degree of interest and concern for the welfare of the PBID and who understand its connection to the community at large, and who the Board believes may assist the Corporation to fulfill its goals as a public benefit Corporation, ***provided that all Community at Large Directors are subject to approval by the Board of Directors.***



RESOLUTION NO. 2026-06

A RESOLUTION OF THE BOARD OF DIRECTORS OF THE DOWNTOWN CHICO PROPERTY BASED IMPROVED DISTRICT TO INCREASE THE NUMBER OF DIRECTORS

WHEREAS, the Bylaws of the Corporation provide that the number of Directors shall be no less than five (5) nor more than eleven (11), with the exact number to be fixed by resolution of the Board of Directors; and

WHEREAS, the Board of Directors has previously established the number of Directors at seven (7); and

WHEREAS, the Board of Directors has determined that increasing the number of Directors will enhance representation, strengthen governance, and support the effective operation of the Corporation with a Community-at-Larger representation from California State University;

WHEREAS, the Board recognizes that an even number of Directors may result in tie votes and desires to provide a clear process for resolving such occurrences;

NOW, THEREFORE, BE IT RESOLVED, that the Board of Directors hereby approves increasing the authorized number of Directors from seven (7) to eight (8), effective immediately upon adoption of this resolution; and

BE IT FURTHER RESOLVED, that in the event of a tie vote of the Board of Directors, the Board supports the establishment of a tie-breaking mechanism to be incorporated into the Bylaws, providing that the Executive Committee shall resolve such tie by majority vote; and

BE IT FURTHER RESOLVED, that the officers of the Corporation are hereby authorized and directed to take any and all actions necessary to implement this change and update official records accordingly.

PASSED AND ADOPTED by the Board of Directors of the Downtown Chico Property-Based Improvement District on this ___ day of _____, 2026, by the following vote:

AYES:

NOES:

ABSENT:

ABSTAIN:

SIGNATURES

President
Downtown Chico Property-Based Improvement District

Secretary
Downtown Chico Property-Based Improvement District



PBID Coordinator Report

City-PBID Parking Committee Meetings

The City-PBID held two Parking Committee meetings on March 24 and March 31 which were well attended by DCBA and downtown businesses and interested parties.

The meeting agendas were focused on PBID's proposal for a Pilot Program and longer-term discussions on parking downtown in general. The Pilot Program proposed was a short-term, 3-month program as a "shot in the arm" for downtown businesses and a way to starting changing the narrative about downtown. The proposal suggested a summer holiday program, when student were mainly out, with 3 options for considerations by the city:

1. Free Parking – downtown
2. 2 hr Free Parking – with no interface with Kiosk
3. 2 hr Free Parking – with interface

Meetings

The first meeting was exploratory with discussions ranging from – the three options, parking fund deficit (loss revenue), operational logistics, messaging, experience, homeless, suggestions of Senior Passes (which passes can be bought online but difficult to access), first level parking garage change to two hours from 10-hours. Ending with city staff to review last year's parking revenue for summer months and additional investigation of logistics of a 2-hour program, no interface, with enforcement.

The second meeting city staff presented 2024-25 summer revenue for Kiosk and app (passport) revenue for on-street parking only which was \$85,000+ Jun-Aug. Challenge is the parking fund is currently operating in a deficit. There were many questions regarding the revenue and expenses which were tabled/move to be discussed with in the longer-term discussion on parking. An additional challenge is the enforcement. Staff have been investigating how enforcement could occur with only two enforcement officers. They are also reaching out to Napa and Ashland to gather understanding of their programs. It is estimated that the cost to host such a program would be closer to \$100-\$125,000 (lost of revenue, on-going expenses and signage expenses). Discussion was held regarding timeline and process to bring before the Council.

These meetings have been robust and indicate that further understanding of the full program and long-term discussions are needs surrounding parking.

PBID Board Next Steps

1. Brenda Ottoboni and his staff may have additional information they have been researching to discuss at the April 8 Board meeting.
2. **Board Discussion Items to consider before Action vote:**
 - a. As fiduciary stewards of public funds, staff will need to present the full financial picture to the Council the estimated lost to Parking Fund (which is already in a deficit) \$150,000+ without evidence or guarantee that there would be offsetting increases in foot traffic and sales generation to increase sales tax to buffer that loss.



CARD

Chico Area Recreation & Park District

Dear PBID Board Members,

On behalf of the Chico Area Recreation and Park District (CARD), we would like to express our interest in partnering with PBID to help create the best possible Fourth of July event and customer experience for our community.

After meeting with Audrey and Avery, we discussed opportunities for PBID to have a strong presence before, during, and after the parade, particularly around City Plaza during the post-parade celebration. Potential areas of collaboration include assistance with beer garden setup and breakdown, plaza clean-up and maintenance during the event, and support through PBID's Clean and Safe Program, including help with de-escalation or guest concerns if needed.

We believe that by working together we can create a vibrant downtown celebration that supports local businesses and enhances the overall experience for attendees.

Thank you for your consideration, and we look forward to the opportunity to collaborate.

Sincerely,

Lindsey Barrett

Public Outreach Specialist

Chico Area Recreation & Park District