



Horton Plaza Theatres FOUNDATION
Nurturing Arts and Culture

AGENDA
HORTON PLAZA THEATRES FOUNDATION
ANNUAL Board of Directors Meeting

Tuesday, June 23, 2026, 3:00 p.m.
1200 Third Avenue, 14th Floor
San Diego, CA 92101

Public MS Teams Link:
[Click to Join](#)

OR
To join by Telephone:
Dial 619-737-2322 / Phone Conference ID: 983 875 98#

1. Call to Order
2. Roll Call
3. Non-Agenda Public Comment
Pursuant to the Brown Act, no discussion or action, other than a referral, shall be taken by the Board on any issue brought forth under the "Non-Agenda Public Comment."
4. Report from the Executive Director/Civic Communities

CONSENT AGENDA

5. Approval of Horton Plaza Theatres Foundation's May 26, 2026 Board of Directors Meeting Minutes
6. Horton Plaza Theatres Foundation's Unaudited Financial Statements for the Period Ending May 31, 2026 ~ Elias Ramirez

REGULAR AGENDA

7. Horton Plaza Theatres Foundation Fiscal Year 2027 Election of Officers ~ President Suzanne Varco
8. Horton Plaza Theatres Foundation Board of Directors Calendar for Fiscal Year 2027 ~ President Suzanne Varco

ORAL UPDATES

9. Civic San Diego Report
10. City of San Diego Cultural Affairs Report
11. Cushman & Wakefield Report
12. President's Report
13. Board Member Comment

URGENT NON-AGENDA ITEMS

ADJOURNMENT

REQUESTS FOR ACCESSIBILITY MODIFICATIONS OR ACCOMMODATIONS

This information will be made available in alternative formats upon request, as required by the Americans with Disabilities Act (ADA), by contacting Betty Migliaccio, 619-533-7101. Requests for disability-related modifications or accommodations required to facilitate meeting participation, including requests for alternatives to observing meetings and offering public comment as noted above, may be made by contacting Betty Migliaccio, 619-533-7101. Requests for disability-related modifications or accommodations required to facilitate meeting participation, including requests for auxiliary aids, services or interpreters, require different lead times, ranging from five business days to two weeks. Please keep this in mind and provide as much advance notice as possible in order to ensure availability. The City is committed to resolving accessibility requests swiftly in order to maximize accessibility.



Horton Plaza Theatres **FOUNDATION**

Nurturing Arts and Culture

ITEM #4

DATE ISSUED: June 18, 2026

ATTENTION: Horton Plaza Theatres Foundation
Annual Board of Directors Meeting of June 23, 2026

SUBJECT: Executive Director/Civic Communities Report

CONTACT: Betty Migliaccio, Assistant Property & Project Manager

REQUESTED ACTION: No action required (informational only).

The following are noteworthy activities completed since the last Executive Director's Report issued on May 21, 2026:

- At the Board's direction VenueTech submitted a proposal for the Development of a Business Plan for the Lyceum. The item will be presented for consideration at a future Committee meeting.
- Civic staff continue to participate in weekly construction meetings with JB Construction and Cushman & Wakefield. Current construction efforts are focused on the storm drain surrounding the Lyceum. Work on the entrance, elevator, and remaining surface-level improvements is anticipated to begin pending permit approvals.
- At Civic's direction, Sound Image Integration visited the Lyceum Theatre to train staff on the proper startup and shutdown procedures for the sound system and conducted a comprehensive walkthrough to evaluate existing audio equipment and determine which items should be retained, removed, or sold.
- A leak was discovered in the lower-level former conference room resulting in damage to certain theatre equipment. Cushman & Wakefield responded immediately to mitigate and address the leak. The exact cause of the leak remains under investigation.
- At Civic's direction, Sage Cleaners provided cleaning services for the lobby, lower lobby restrooms and lobby conference room.

- At Civic's direction, Everon conducted repairs to both the fire sprinkler and fire alarm systems to address safety deficiencies and active leaks identified during the annual inspection, including repairing and replacing leaking sprinkler piping and fittings to restore system integrity, as well as replacing a failed duct smoke detector, correcting wiring issues, and relocating a heat detector to ensure proper operation, accessibility, and compliance with life-safety requirements.
- Civic staff provided a tour of the Lyceum for approximately twenty attendees from the San Diego Architectural Foundation as a part of its "Hot Properties Tour," showcasing the facility.
- At Civic's direction, ACE Electric is upgrading all existing incandescent light fixtures to LED lighting to improve energy efficiency and reduce costs.
- At Civic's direction, HPTF will enter into an Agreement with Next Level to implement MA Engineers' recommendations to create a more functional Building Management System. The features will allow better monitoring and control of HAVC systems including fans and pumps. Schedules can be more closely monitored and changes made from remote locations. Next Level will also migrate the Siemens Desigo Optic system to a Tridium Niagara System which will be more user friendly and a non-proprietary BMS.
- Civic staff continue to conduct regular inspections of the facility.

Respectfully submitted,

Betty Migliaccio
Betty Migliaccio, Assistant Property & Project Manager
Civic Communities



Horton Plaza Theatres **FOUNDATION**
Nurturing Arts and Culture

ITEM #5

**MINUTES
HORTON PLAZA THEATRES FOUNDATION
BOARD OF DIRECTORS' MEETING
OF
TUESDAY, MAY 26, 2026**

Item #1: **Call to Order**

President Suzanne Varco called the regular Board of Directors (“Board”) Meeting of the Horton Plaza Theatres Foundation (HPTF) to order at 3:04 p.m.

Item #2: **Roll Call**

PRESENT: President Suzanne Varco, Vice President Jennifer Gattey, Treasurer Patrick Stewart and Directors George Montoya, Rachelle Martini and Megan Faircloth (via Teams)

EXCUSED: Secretary D. Candis Paule and Director Jay Henslee

Item #3: **Non-Agenda Public Comment**

None.

Item #4: **Report from the Executive Director/Civic Communities**

Civic Communities Assistant Property & Project Manager Betty Migliaccio reported that there were no additions to the written report.

CONSENT AGENDA

Item #5: **Approval of Horton Plaza Theatre Foundation’s March 24, 2026 Board of Directors Meeting Minutes**

BOARD ACTION: Motion by Vice President Jennifer Gattey and seconded by Treasurer Patrick Stewart that the HPTF Board approves the HPTF Board of Directors meeting minutes of March 24, 2026.

Passed by the following vote (5-0)

Aye: President Suzanne Varco, Vice President Jennifer Gattey,

Treasurer Patrick Stewart and Directors George Montoya and
Rachelle Martini
Nay: None
Abstain: None
Recusal: Director Megan Faircloth

Item #6: Horton Plaza Theatres Foundation's Unaudited Financial Statement for the Period Ending March 28, 2026

Item #7: Horton Plaza Theatres Foundation's Unaudited Financial Statement for the Period Ending April 30, 2026

BOARD ACTION: Motion by Vice President Jennifer Gattey and seconded by Treasurer Patrick Stewart that the HPTF Board approves:

HPTF's Unaudited Financial Statement for the Periods Ending March 28, 2026; April 30, 2026.

Passed by the following vote (5-0)

Aye: President Suzanne Varco, Vice President Jennifer Gattey,
Treasurer Patrick Stewart and Directors George Montoya and
Rachelle Martini
Nay: None
Abstain: None
Recusal: None

REGULAR AGENDA

Item #9 was heard prior to Item #8

Item #9: Horton Plaza Theatres Foundation's Fiscal Year 2027 (July 1, 2026 – June 30, 2027) Scope of Services

Civic Communities Vice President, Community Development Jeff Zinner presented the Scope of Services, highlighted collaboration with the owner's representative, utilizing ROPS to address capital improvement needs, ongoing efforts to improve utility efficiency, and potential engagement of an external provider for operational services.

Director Rachelle Martini reported that Temporary Certificate of Occupancy is expected April 2027 and that permit negotiations with the City are ongoing.

BOARD ACTION: Motion by Treasurer Patrick Stewart and seconded by Vice President Jennifer Gattey that the HPTF Board supports the HPTF's Fiscal Year 2027 (July 1, 2026 – June 30, 2027) Scope of Services and Adopts Resolution 2021-1.

Passed by the following vote (5-0)

Aye: President Suzanne Varco, Vice President Jennifer Gattey,
Treasurer Patrick Stewart and Directors George Montoya and
Rachelle Martini

Nay: None

Abstain: None

Recusal: None

Item #8: Horton Plaza Theatres Foundation's Fiscal Year 2027 (July 1, 2026 – June 30, 2027) Proposed Operating Budget

Civic Communities Accounting Manager Diane Ferris presented the item and reported that utility costs reflect a slight decrease.

Civic Communities Executive Vice President, Engineering and Construction Daniel Kay addressed Board inquiries regarding insurance coverage for the Lyceum Theatre, noting that the prior year's liability coverage had been overstated and that staff was presently engaged with the insurance carriers to significantly reduce the premium costs.

BOARD ACTION: Motion by Vice President Jennifer Gattey and seconded by Treasurer Patrick Stewart that the HPTF Board approves the HPTF Fiscal Year 2027 (July 1, 2026 – June 30, 2027) Proposed Operating Budget.

Passed by the following vote (5-0)

Aye: President Suzanne Varco, Vice President Jennifer Gattey,
Treasurer Patrick Stewart and Directors George Montoya and
Rachelle Martini

Nay: None

Abstain: None

Recusal: None

Item #10: First Amendment to Consulting Agreement between Civic Community Ventures, Inc. dba Civic Communities and Horton Plaza Theatres Foundation to Support Operations at the Lyceum Theatre

Civic Communities Vice President, Community Development Jeff Zinner presented the item and noted that the Amendment will extend the term for an additional year.

BOARD ACTION: Motion by Treasurer Patrick Stewart and seconded by Director George Montoya that the HPTF Board approves the First Amendment to Consulting Agreement between Civic Community Ventures, Inc. dba Civic Communities and HPTF to Support Operations at the Lyceum Theatre.

Passed by the following vote (5-0)

Aye: President Suzanne Varco, Vice President Jennifer Gattey,
Treasurer Patrick Stewart and Directors George Montoya and
Rachelle Martini
Nay: None
Abstain: None
Recusal: None

INFORMATIONAL ITEM

Item #11: Presentation by VenueTech/Discussion of Future Lyceum Theatre Operations

VenueTech President Judith Barkett introduced Vice President Kristin Jacobsen and Monica Payne and provided an overview of VenueTech's background and experience. Ms. Barkett responded to Board questions and emphasized the significant scope of work to be undertaken over the next year.

President Suzanne Varco expressed support for initiating a consultant contract to facilitate development of a business plan and budget.

Treasurer Patrick Stewart emphasized the importance of ensuring the Lyceum is actively utilized by local organizations. He recommended initiating dialogue to explore the creation of informal arrangements and a strategic plan to build out the facility's calendar.

After significant discussion, it was agreed that VenueTech will prepare a consulting proposal for consideration by the Board at its meeting on June 23.

ORAL UPDATES

Item #12: Civic San Diego Report

Civic Communities Executive Vice President, Engineering & Construction Daniel Kay reported on utilities and staff efforts to reduce overall utilities consumption.

Item #13: City of San Diego Cultural Affairs Report

In response to Treasurer Patrick Stewart's inquiry regarding the status of the FY 26 City/HPTF Agreement, Civic Communities Vice President, Community Development Jeff Zinner stated that the Agreement was signed by Suzanne Varco, and that Assistant Property & Project Manager Betty Migliaccio had submitted additional required documentation but that a fully executed Agreement from the City was still pending.

Item #14: **Cushman & Wakefield Report**

Director Rachelle Martini provided a construction update.

Item15: **President's Report**

President Suzanne Varco reported that she and Treasurer Patrick Stewart were meeting with Prebys Foundation Senior Fellow for Art & Design Jonathon Glus to initiate discussions regarding funding for continued operations.

Item #16: **Board Member Comment**

None.

URGENT NON-AGENDA ITEMS ~ None.

ADJOURNMENT ~ The meeting adjourned at 4:24 p.m.



Horton Plaza Theatres FOUNDATION

Nurturing Arts and Culture

ITEM #6

DATE ISSUED: June 18, 2026

ATTENTION: Horton Plaza Theatres Foundation
Annual Board of Directors Meeting of June 23, 2026

SUBJECT: Horton Plaza Theatres Foundation's Unaudited Financial Statements for the
Period Ending May 31, 2026

CONTACT: Elias Ramirez, Accountant, Civic Communities

REQUESTED ACTION: That the Horton Plaza Theatres Foundation (HPTF) Board of Directors
accepts the HPTF Unaudited Financial Statements for the period ending May 31, 2026.

DISCUSSION: The following HPTF Unaudited Financial Statements are attached:

A. Statement of Financial Position as of May 31, 2026, Statement of Activities and Budget to
Actual – Variance Analysis May 1, 2026 – May 31, 2026.

FISCAL CONSIDERATIONS: None

OTHER RECOMMENDATIONS: On June 16, 2026, the HPTF Finance Committee voted 3 to 0
in favor of the HPTF Unaudited Financial Statements.

RECOMMENDATION: That the HPTF Board accepts the Unaudited Financial Statements for the
period ending May 31, 2026.

Respectfully submitted,

Elias Ramirez, Accountant
Civic Communities

Attachments:

A – Unaudited Financial Statements for period ending May 31, 2026

ATTACHMENT A

Horton Plaza Theatres Foundation
Statement of Financial Position
As of May 31, 2026
(UNAUDITED)

Assets

Operating Assets

Cash and Cash Equivalents	\$ 114,402
Account Receivable (ROPS)	20,491
Account Receivable (CITY)	229,167
Prepaid Expenses	6,376
Total Assets	\$ 370,436

Liabilities and Net Assets

Liabilities

Account Payable	\$ 12,266
Credit Card	0
Total Liabilities	12,266

Net Assets

Net Assets without Restrictions	376,417
Net Asset with Restrictions	88,154
Net Income (Loss)	(106,401)
Total Liabilities and Net Assets	\$ 370,436

Horton Plaza Theatres Foundation
Statement of Revenues and Expenses
As of May 31, 2026
(UNAUDITED)

Revenue

City of San Diego	\$ 229,167
SD Foundation Grant	10,000
Equipment Sales	4,800
Interest Income	4,652
Refund of Prior Year Expenses	10,572
Total Revenue	<u>259,191</u>

Expenses

Administration	89,348
Audit/Tax/Paychex	956
CAM Charges - Property Taxes	15,703
Facility Maintenance	31,242
Insurance	63,756
Marketing	2,000
Office Expense	3,968
Utilities	158,619
Total Expenses	<u>365,592</u>

Change in Net Assets	<u><u>\$ (106,401)</u></u>
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Horton Plaza Theatres Foundation
Statement of Revenues and Expenses
As of May 31, 2026
(UNAUDITED)

	Current Month Actual	Monthly Budget	Current Month Variance \$	Current Month Variance %	YTD Actual	YTD Budget	YTD Variance \$	YTD Variance %	FY26 Amended Budget
<u>Revenue</u>									
City of San Diego	\$ 20,834	\$ 20,833	\$ 1	0%	\$ 229,167	\$ 208,333	\$ 20,834	10%	\$ 250,000
SD Foundation Grant	0	0	0		10,000	0	10,000		
Equipment Sales	0	0	0		4,800	0	4,800		
Interest Income	169	417	(248)	-59%	4,652	4,167	485	12%	5,000
Refund of Prior Year Expenses	0	0	0		10,572	0	10,572		
Total Revenue	21,003	21,250	(247)	-1%	259,191	212,500	46,691	22%	\$ 255,000
<u>Expenses</u>									
Administration	4,022	8,167	4,145	51%	89,348	81,667	(7,681)	-9%	98,000
Audit/Tax/Paychex	0	583	583	100%	956	5,833	4,877	84%	7,000
CAM Charges - Property Taxes	13,945	1,833	(12,112)	-661%	15,703	18,333	2,630	14%	22,000
Facility Maintenance	1,092	4,167	3,075	74%	31,242	41,667	10,425	25%	50,000
Insurance	5,728	5,583	(145)	-3%	63,756	55,833	(7,923)	-14%	67,000
Marketing	0	0	0	0%	2,000	0	(2,000)		
Office Expense	190	333	143	43%	3,968	3,333	(635)	-19%	4,000
Utilities A.	13,021	11,667	(1,354)	-12%	158,619	116,667	(41,952)	-36%	140,000
Total Expenses	37,998	32,333	(5,665)	-18%	365,592	323,333	(42,259)	-13%	388,000
Net Income/Deficit	\$ (16,995)	\$ (11,083)	\$ (5,912)		\$ (106,401)	\$ (110,833)	\$ 4,432		\$ (133,000)

A. Utilities Detail	July 2025	Aug 2025	Sept 2025	Oct 2025	Nov 2025	Dec 2025	Jan 2026	Feb 2026	Mar 2026	Apr 2026	May 2026	YTD Total
Gas & Electric	9,225	8,894	0	19,583	9,245	0	7,967	7,767	7,661	7,047	6,988	84,377
Chilled Water/HVAC	0	8,982	22,433	6,728	3,041	1,666	3,147	5,181	7,667	5,901	5,253	69,999
Water & Sewer	651	0	651	664	0	732	0	765	0	0	780	4,243
Total	9,876	17,876	23,084	26,975	12,286	2,398	11,114	13,713	15,328	12,948	13,021	158,619

Horton Plaza Theatres Foundation
Statement of ROPS 19 FY26 Funding
As of May 31, 2026
(UNAUDITED)

7/1/2025	Beginning Balance			\$ 250,000.00
7/2/2025	Ashley McFall	Inventory List	\$ 50.00	
7/2/2025	DCJ Theatrical	Lighting Replacements	23,402.17	
7/2/2025	Siemens	Design HVAC software	4,107.50	
Reimbursement #1-2026 - Received 8/01/2025			27,559.67	
12/16/2025	San Diego Refrigeration	Plumbing Leak Repairs	\$ 335.00	
12/16/2025	San Diego Refrigeration	Power Issues	205.00	
3/24/2026	MA Engineers	HVAC System Review	15,500.00	
3/26/2026	HPS Mechanical	Plumbing Leak Repairs	96.00	
4/23/2026	Siemens	HVAC Assessment	1,000.00	
4/24/2026	Kone	Elevator Test & Inspections	2,802.00	
5/22/2026	Grah Locks	Locks repairs	552.61	
Reimbursement #2-2026			\$ 20,490.61	201,949.72
Remaining ROPS				\$ 201,949.72



Horton Plaza Theatres FOUNDATION

Nurturing Arts and Culture

ITEM #7

DATE ISSUED: June 18, 2026

ATTENTION: Horton Plaza Theatres Foundation
Annual Board of Directors Meeting of June 23, 2026

SUBJECT: Horton Plaza Theatres Foundation Fiscal Year 2027 Election of Officers

CONTACT: Suzanne Varco, President

REQUESTED ACTION: That the Horton Plaza Theatres Foundation (HPTF) Board of Directors (“Board”) elects the HPTF Fiscal Year 2027 (FY27) Board Officers and adopts Resolution 2026-2.

BACKGROUND: The Amended and Restated Bylaws of HPTF dated September 25, 2025, Article 6, Section 6.2, states that the Board shall meet annually to elect Board Officers. In accordance with Article 6, Section 6.1 of the Bylaws, the positions to be filled are President, Vice President, Secretary and Treasurer. The powers and duties of these positions are set forth in Article 6, Section 6.7 (President), 6.8 (Vice President), 6.9 (Secretary), and 6.10 (Treasurer).

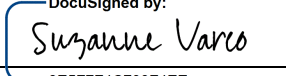
DISCUSSION: It is recommended that the following slate of Board officers be approved:

President:	Suzanne Varco
Vice President:	Jennifer Gattey
Secretary:	D. Candis Paule
Treasurer:	Patrick Stewart

An opportunity will be provided to make other nominations. The nominations for, and election of, each officer will be considered separately.

RECOMMENDATION: That the HPTF Board approves the FY27 Board Officers and adopts Resolution 2026-2.

Respectfully submitted,

DocuSigned by:

Suzanne Varco, President

Attachments: A – Duties of Officers
B – Resolution 2026-2

ATTACHMENT A

for more than 24 hours, notice of any adjournment to another time or place shall be given prior to the time of the adjourned meeting to the directors who were not present at the time of the adjournment.

Section 5.9 No Action Without a Meeting. The Board may not take any action by unanimous written consent without a meeting and without prior notice as required by this Article 5 under any circumstances. Any such action by the unanimous written consent of the Board shall be invalid.

Section 5.10 Conduct of Meetings. Meetings of the Board shall be presided over by the President, or in her or his absence, by the Vice President, or in the absence of the President and Vice President, by a person chosen by the majority of directors present at the meeting.

ARTICLE 6
OFFICERS

Section 6.1 Officers. The officers of the Board shall be a President, Vice President, Secretary, and Treasurer. All officers except those elected or appointed under Section 4.3 must be directors. Any number of offices may be held by the same person, except that neither the Secretary nor the Treasurer may serve concurrently as the President. The officer of the Corporation shall be the Executive Director and shall be an employee of the Corporation.

Section 6.2 Election. The officers of the Board, except such officers as may be elected or appointed in accordance with the provisions of Section 6.3 or Section 6.6, shall be chosen at the annual meeting by and shall serve at the pleasure of the Board, and shall hold their respective offices until their resignation, removal or other disqualification from service, or until their respective successors shall be elected.

Section 6.3 Subordinate Officers. The Board may elect, and may empower the President to appoint, such other officers as the business of the Board or Corporation may require, each of whom shall hold office for such period, have such authority, and perform such duties as are provided in these Bylaws or as the Board may from time to time determine.

Section 6.4 Removal. Any officer may be removed, either with or without cause, by the vote of a majority of the Board at any regular or special meeting. Any such removal shall be without prejudice to the rights, if any, of an officer under any contract of employment.

Section 6.5 Resignation. Any officer may resign at any time by giving written notice to the Board, or to the President, or the Secretary of the Board, but without prejudice to the rights, if any, of the Corporation under any contract to which the officer is a party. Any such resignation shall take effect at the date of the receipt of such notice or at a later time specified therein and, unless

otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

Section 6.6 Vacancy. A vacancy in any office because of death, resignation, removal, disqualification or any other cause shall be filled in the manner prescribed in these Bylaws for regular election or appointment to such office, provided that such vacancies shall be filled as they occur and not on an annual basis.

Section 6.7 President. The President shall, when present, preside at all meetings of the Board and Executive Committee. The President is authorized to execute in the name of the Corporation all the contracts and other documents authorized either generally or specifically by the Board to be executed by the Corporation, except when by law the signature of the Executive Director is required. The President shall have such other powers and perform such other duties as may be prescribed from time to time by the Board.

Section 6.8 Vice President. The Vice President shall, in the absence of the President, or in the event of her or his inability or refusal to act, perform all the duties of the President, and when so acting shall have all the powers of, and be subject to all the restrictions on, the President. The Vice President shall have such other powers and perform such other duties as may be prescribed from time to time by the Board.

Section 6.9 Secretary. The Secretary, or her or his designee, shall be custodian of all records and documents of the Corporation which are to be kept at the principal office of the Corporation, shall act as Secretary of all the meetings of the Board, and shall keep the minutes of such meetings in books proposed for that purpose. The Secretary, or her or his designee, shall attend to the giving and serving of all notices of the Corporation. The Secretary shall have such other powers and perform such other duties as may be prescribed from time to time by the Board.

Section 6.10 Treasurer. The Treasurer of the Corporation shall keep and maintain, or cause to be kept and maintained, adequate and correct accounts of the properties and business transactions of the Corporation, including accounts of its assets, liabilities, receipts and disbursements.

The Treasurer shall deposit all moneys and other valuables in the name and to the credit of the Corporation with such depositaries as may be designated from time to time by the Board. The Treasurer shall disburse the funds of the Corporation as may be ordered by the Board, and shall render to the President and directors, upon request, an account of all transactions as Treasurer and of the financial condition of the Corporation. The Treasurer shall present to the Board at all regular meetings an operating statement and report since the last preceding regular meeting of the Board. The Treasurer shall cause the books of account to be audited each year by a certified public accountant and a report of such audit shall be presented to the Board not later than the fourth month

ATTACHMENT B

RESOLUTION NO. 2026-2

**A RESOLUTION OF THE BOARD OF DIRECTORS OF
HORTON PLAZA THEATRES FOUNDATION APPROVING THE ELECTION
OF CORPORATE OFFICERS FOR FISCAL YEAR 2027**

WHEREAS, Horton Plaza Theatres Foundation (HPTF) is a nonprofit organization created by the City Council of the City of San Diego in 1983 to oversee the operations and management of the publicly-leased Lyceum Theatres (“Theatre”) to act as the steward of the Theatre; and

WHEREAS, on September 12, 2025, the HPTF Board of Directors adopted the Amended and Restated Bylaws of HPTF; and

WHEREAS, Article 6, Section 6.1 of the Amended and Restated Bylaws establish certain officers of the Corporation; and

WHEREAS, the Corporation desires to elect its officers for Fiscal Year 2027.

NOW, THEREFORE BE RESOLVED, that the Board of Directors of HPTF, hereby:

1. Elects Suzanne Varco as President, Jennifer Gattey as Vice President, D. Candis Paule as Secretary, and Patrick Stewart as Treasurer.

PASSED, APPROVED, AND ADOPTED this 23rd day of June 2026.

AYES: _____

NOES: _____

ABSTAIN: _____

ABSENT: _____

Suzanne Varco, Board President

ATTEST:

D. Candis Paule, Board Secretary



Horton Plaza Theatres FOUNDATION

Nurturing Arts and Culture

ITEM #8

DATE ISSUED: June 18, 2026

ATTENTION: Horton Plaza Theatres Foundation
Annual Board of Directors Meeting of June 23, 2026

SUBJECT: Horton Plaza Theatres Foundation's Fiscal Year 2027 Board of Directors
Meeting Dates

CONTACT: Suzanne Varco, President

REQUESTED ACTION: That the Horton Plaza Theatres Foundation (HPTF) Board of Directors ("Board") approves the HPTF Fiscal Year 2027 (FY27) Board Meeting dates and adopts Resolution 2026-3.

BACKGROUND: The Amended and Restated Bylaws of HPTF dated September 12, 2025, Article 5, Section 5.4, states regular meetings of the Board, including the annual meeting, shall be held without call or notice on such dates and at such times as fixed by the Board.

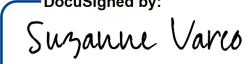
DISCUSSION: Unless otherwise noticed, the HPTF Board meetings will be held at 1200 Third Avenue, 14th Floor, San Diego, CA 92101 on the following dates:

July 28
August 25
September 22
October 27
November- DARK
December 8
January 26
February 23
March 23
April 27
May 25
June 22

Horton Plaza Theatres Foundation
Annual Board of Directors Meeting of June 23, 2026
Page 2

RECOMMENDATION: That the HPTF Board approves the FY27 Board Meeting dates and Adopts Resolution 2026-3.

Respectfully submitted,

DocuSigned by:

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Suzanne Varco, President

Attachment: A – Resolution 2026-3

ATTACHMENT A

RESOLUTION NO. 2026-3

**A RESOLUTION OF THE BOARD OF DIRECTORS OF
HORTON PLAZA THEATRES FOUNDATION ADOPTING THE FISCAL
YEAR 2027 BOARD OF DIRECTORS MEETING DATES**

WHEREAS, Horton Plaza Theatres Foundation (HPTF) is a nonprofit organization created by the City Council of the City of San Diego in 1983 to oversee the operations and management of the publicly leased Lyceum Theatres (“Theatre”) and to act as the steward of the Theatre; and

WHEREAS, on September 12, 2025, HPTF Board of Directors adopted the Amended and Restated Bylaws of Horton Plaza Theatres Foundation; and

WHEREAS, Article 5, Section 5.4 states regular meetings of the Board, including the annual meeting, shall be held without call or notice on such dates and at such times as fixed by the board; and,

WHEREAS, the Corporation desires to set the dates of the Board of Directors meetings for Fiscal Year 2027.

NOW, THEREFORE BE IT RESOLVED, that the Board of Directors meeting dates for Fiscal Year 2026 shall be at 3:00 p.m. on the following dates:

July 28
August 25
September 22
October 27
November-DARK
December 8
January 26
February 23
March 23
April 27
May 25
June 22

PASSED, APPROVED AND ADOPTED THIS 23rd day of June 2026.

AYES: _____
NOES: _____
ABSTAIN: _____
ABSENT: _____

Suzanne Varco, Board President

ATTEST:

D. Candis Paule, Board Secretary