



Horton Plaza Theatres FOUNDATION
Nurturing Arts and Culture

AGENDA
HORTON PLAZA THEATRES FOUNDATION
ANNUAL Board of Directors Meeting

Friday, September 12, 2025
In-Person Meeting: 1:00 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 108 084 64#

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. Executive Director Report

CONSENT AGENDA

5. Approval of Horton Plaza Theatres Foundation's June 24, 2025, Board of Directors Meeting Minutes
6. Horton Plaza Theatres Foundation's Unaudited Financial Statements for the Period ending May 31, 2025, and June 30, 2025 ~ Diane Ferris

REGULAR AGENDA

7. Annual Election of Officers for Horton Plaza Theatres Foundation ~ President Varco
8. Board of Directors Dates for Fiscal Year 2026 ~ President Varco

9. Fiscal Year 2026 Proposed Operating Budget ~ Diane Ferris
10. Fiscal Year 2026 Scope of Services ~ Jeff Zinner
11. Revisions to Horton Plaza Theatres Foundation Amended and Restated Bylaws ~ Andrew Phillips
12. Designation of Civic Community Ventures, dba as Civic Communities, as an Authorizing Agent for the Horton Plaza Theatres Foundation ~ Andrew Phillips
13. Lyceum Theatre Branding Request ~ Jeff Zinner

ORAL UPDATES

14. Civic San Diego Report
15. Commission for Arts & Culture Report
16. Stockdale Report
17. President's Report
18. 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: September 9, 2025

ATTENTION: Horton Plaza Theatres Foundation
Board of Directors Meeting of September 12, 2025

SUBJECT: Executive Director/Civic Communities Report

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

REQUESTED ACTION: No action required (informational only).

The following are the noteworthy activities completed from the last Executive Director's Report issued on June 24, 2025:

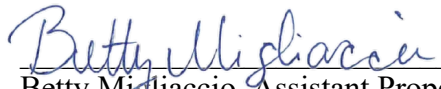
- Executed and approved Administration, Finance/Accounting, and Facility Management Services agreement between HTPF/Civic Communities.
- Successfully finalized the transfer of HPTF and Lyceum Theatre operations to Civic Communities
 - Completed document transfer to Civic Communities.
 - Completed transfer of banking, financial activities, website, and email.
- Conducted regular planning/transition meetings.
- Initiated payments to former Executive Director per Board approved Severance Agreement, executed August 12, 2025
- Presented April, May, June and July financials to Finance Committee
- Presented FY26 Budget to Finance Committee
- Weekly construction meetings with CivicSD and Bilbro Construction
- Held Finance Committee Meeting

Facilities Oversight

- Lyceum Theatrical Punchlist Walkthrough
- Lloyd Pest Control completed monthly pest control service
- Siemens conducted quarterly preventative maintenance on building controllers
- Paradigm quarterly HVAC maintenance

- *On August 27, Paradigm issued a 30-day cancellation notice as a result of the pricing established in 2020.*
- On September 11, 2025, Civic staff and representatives from a theatrical architectural firm will meet to identify/inventory various theatrical equipment, ie. lighting fixtures, bulbs, other items, in the Lyceum Theatre.

Respectfully submitted,



Betty Migliaccio, Assistant Property & Project Manager
Civic Communities



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

ITEM #5

HORTON PLAZA THEATRES FOUNDATION
MINUTES OF SPECIAL BOARD OF DIRECTORS MEETING

June 24, 2025

Item #1: Call to order: 4:11 p.m. by President Suzanne Varco at Lyceum Theatres 500 Horton #100, San Diego CA 92101

Secretary D. Candis Paule: *"I am notifying Horton Plaza Theatres Foundation that I will be attending the meeting today remotely due to just cause related to family caregiving needs. Pursuant to the Brown Act, I am disclosing that there are no individuals 18 years of age or older present in the room with me. I will update this disclosure if it changes during the course of the meeting."*

Treasurer Patrick Stewart: *"I am notifying Horton Plaza Theatres Foundation that I will be attending the meeting today remotely due to just cause related to family caregiving needs. Pursuant to the Brown Act, I am disclosing that there are no individuals 18 years of age or older present in the room with me. I will update this disclosure if it changes during the course of the meeting."*

Motion: Director Divinsky moved and Director Henslee seconded the motion to approve D. Candis Paule and Patrick Stewart to attend the meeting for just cause.

Vote: Varco, Paule, Stewart, Henslee, Kong, Divinsky, Montoya "Aye." **The motion passed.**

Item #2: Roll Call

Board Members Present: President Suzanne Varco, Treasurer Patrick Stewart (via Zoom), Secretary D. Candis Paule (via Zoom), Director Jay Henslee, Director Christie Kong, Director Leo Divinsky, Director Montoya

Excused: Vice President Jennifer Gattey

Invited Guests: Daniel Kay, Civic San Diego; Judith Barkett, Kristyn Jacobson, VenueTech (via Zoom)

Item #3: Non-Agenda Public Comment

None

Item #4: Executive Director Report

Ms. Simmons reported on noteworthy activities from the Executive Director's Report issued on May 20, 2025.

CONSENT AGENDA

Item #5: Acceptance of Horton Plaza Theatres Foundation's Unaudited Financial Statements as of April 30, 2025

Motion: Director Divinsky moved and Director Montoya seconded the motion to accept the unaudited Financial Statements of Horton Plaza Theatres Foundation as of April 30, 2025.

Vote: Varco, Stewart, Paule, Henslee, Kong, Divinsky, Montoya "Aye." The motion passed.

REGULAR AGENDA

Item #6: Approval of Horton Plaza Theatres Foundation's April 22, 2025 Board of Directors Meeting Minutes

Motion: Treasurer Stewart moved and Director Divinsky seconded the motion to approve the Horton Plaza Theatres Foundation's April 22, 2025 Board of Directors Meeting Minutes.

Vote: Varco, Stewart, Henslee, Kong, Divinsky, Montoya "Aye." The motion passed. Paule abstained.

Item #7: Acceptance of Horton Plaza Theatres Foundation's unaudited financial statements for the period ending May 31, 2025

Item pulled

ORAL UPDATES

Item #8: Civic San Diego Report

Mr. Kay reported the renovation is complete. Ms. Larson was trained on the audio/visual equipment. Stockdale will build a "bathtub" in the black box.

Item #9: Commission for Arts & Culture Report

None

Item #10: Stockdale Report

Ms. Kong reported the court appointed a receiver and work should commence.

Item #11: President's Report

None

Item #12: Board Member Comment

None

ADJOURNMENT: 4:33 p.m.



Horton Plaza Theatres FOUNDATION

Nurturing Arts and Culture

ITEM #6

DATE ISSUED: September 9, 2025

ATTENTION: Horton Plaza Theatres Foundation
Board of Directors Meeting of September 12, 2025

SUBJECT: Horton Plaza Theatres Foundation's Unaudited Financial Statements for the period ending May 31, 2025, and June 30, 2025

CONTACT: Diane Ferris, Accounting Manager, Civic Communities

REQUESTED ACTION: That the Horton Plaza Theatres Foundation (HPTF) Board of Directors accept the unaudited financial statements for the period ending May 31, 2025, and June 30, 2025.

DISCUSSION: HPTF unaudited financial statements are attached.

- A. Statement of Financial Position as of May 31, 2025, Statement of Activities and Budget to Actual – Variance Analysis July 1, 2024 – May 31, 2025
- B. Statement of Financial Position as of June 30, 2025, Statement of Activities and Budget to Actual – Variance Analysis July 1, 2024 – June 30, 2025

FISCAL CONSIDERATIONS: None

RECOMMENDATION: The Finance Committee reviewed the financial statements on August 26, 2025, and recommended that the HPTF Board of Directors accept the unaudited financial statements for the periods ending May 31, 2025, and June 30, 2025.

Respectfully submitted,

Diane Ferris, Accounting Manager
Civic Communities

Attachments:

- A – Financials for period ending May 31, 2025
- B – Financials for period ending June 30, 2025

Horton Plaza Theatres Foundation
Statement of Financial Position
As of May 31, 2025

Assets

Operating Assets

Cash and Cash Equivalents	\$ 394,558
Account Receivable (ROPS)	\$ 77,207
Prepaid Expenses	\$ -
Total Assets	\$ 471,766

Liabilities and Net Assets

Liabilities

Account Payable	\$ -
Credit Card	\$ 88
Total Liabilities	\$ 88

Net Assets

Net Assets without Restrictions	\$ 413,312
Net Asset with Restriction - PAF	\$ 88,154
Net Income	\$ (29,789)
Total Liabilities and Net Assets	\$ 471,766

Horton Plaza Theatres Foundation
Statement of Activities
as of May 31, 2025

	<u>City Budget</u>	<u>From Reserves</u>	<u>Totals</u>
Sources of Funds			
City Funding	\$ 292,500		\$ 292,500
Interest Income	\$ 7,915		\$ 7,915
Total Sources of Funds	\$ 300,415		\$ 300,415
 Expenses			
Insurance	\$ 27,671		\$ 27,671
Property Taxes	\$ 18,867		\$ 18,867
Facility	\$ 47,767		\$ 47,767
Utilities	\$ 128,168		\$ 128,168
Office Expense	\$ 3,458		\$ 3,458
Audit/Acct/Paychex	\$ 8,970		\$ 8,970
Consultant		\$ 12,600	\$ 12,600
Other: Flowers		\$ 75	\$ 75
Administration	\$ 82,627		\$ 82,627
Total Expenses	\$ 317,528	\$ 12,675	\$ 330,204
 Change in Net Assets	<u>\$ (17,113)</u>		<u>\$ (29,788)</u>

Horton Plaza Theatres Foundation

Budget to Actual

as of May 31, 2025

	Current Month Actual	Monthly Budget	Current Month Variance \$	Current Month Variance %	Variance Notes	YTD Actual	YTD Budget	YTD Variance \$	YTD Variance %	Approved FY25 Budget	Variance Notes
<u>Sources of Funding</u>											
City of San Diego	\$ -	\$ 27,083	\$ (27,083)	-100%		\$ 292,500	\$ 243,750	\$ 48,750	20%	\$ 325,000	
Interest Income	\$ 686	\$ -	\$ 686	0%		\$ 7,915	\$ -	\$ 7,915	0%		
Total Sources of Funding	\$ 686	\$ 27,083	\$ (26,397)	-97%		\$ 300,415	\$ 243,750	\$ 56,665	23%	\$ 325,000	
<u>Expenses:</u>											
Insurance	\$ -	\$ 2,917	\$ 2,917	100%		\$ 27,671	\$ 32,083	\$ 4,412	14%	\$ 35,000	
Property Taxes	\$ 1,715	\$ 2,083	\$ 368	18%		\$ 18,867	\$ 22,917	\$ 4,049	18%	\$ 25,000	2
Facility	\$ 1,039	\$ 3,750	\$ 2,711	72%		\$ 47,767	\$ 41,250	\$ (6,517)	-16%	\$ 45,000	3
Utilities	\$ 17,352	\$ 9,500	\$ (7,852)	-83%	1	\$ 128,168	\$ 104,500	\$ (23,668)	-23%	\$ 114,000	4
Office Expense	\$ 258	\$ 375	\$ 117	31%		\$ 3,458	\$ 4,125	\$ 667	16%	\$ 4,500	
Audit/Acct/Paychex	\$ 908	\$ 792	\$ (116)	-15%		\$ 8,970	\$ 8,708	\$ (262)	-3%	\$ 9,500	
Consultant	\$ -	\$ -	\$ -	0%		\$ 12,600	\$ -	\$ (12,600)	100%	\$ -	5
Other: Flowers	\$ -	\$ -	\$ -	0%		\$ 75	\$ -	\$ (75)	100%		6
Administration	\$ 7,461	\$ 7,667	\$ 206	3%		\$ 82,627	\$ 84,333	\$ 1,706	2%	\$ 92,000	
Total Expenses	\$ 28,733	\$ 27,083	\$ (1,649)	-6%		\$ 330,204	\$ 297,917	\$ (32,287)	-11%	\$ 325,000	
Net Income/Deficit	\$ (28,046)	\$ -	\$ (24,748)			\$ (29,788)	\$ (54,167)	\$ 24,378			

Variance Notes:

1. Water/Sewer - Expense is estimated as City is unable to read meter (behind fencing)
2. Funds for property tax adjustment
3. Hoistway cleanout required by State \$5,805.80 1/23/25
4. Chill water motor running - October 24 \$20,501
5. Unbudgeted consultant Victoria Plettner Saunders
6. Flowers for Barbara Maisel (City funding not used)

Horton Plaza Theatres Foundation
Statement of ROPS 18 FY25 Funding
As of March 31, 2025

7/1/24	Beginning Balance	\$250,000.00
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7/26/24	Home Paint Solutions	\$ 7,777.50
8/28/24	HPS Mechanical	\$ 5,969.62
9/19/24	DFS Flooring	\$ 4,808.50
10/14/24	Paradigm Mechanical	\$ 1,510.76
10/15/24	DCJ Theatrical Lighting (Phase 2)	\$ 96,254.46
10/29/24	Paradigm Mechanical	\$ 1,940.00
10/29/24	DFS Flooring	\$ 52.50

	Total Expensed - Receipt 1/7/25	\$118,313.34	\$131,686.66
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12/13/24	AO Reed	\$ 2,516.00
12/23/24	Summit Electrical (dock lights)	\$ 1,070.00
12/23/24	AO Reed	\$ 553.00
12/23/24	AO Reed (finding gas leak)	\$ 2,713.10
1/6/25	U.S. Bank (paper towel dispensers)	\$ 1,533.40
1/23/25	Siemens	\$ 807.50
1/23/25	Siemens (boiler evaluation)	\$ 3,213.75
2/12/25	Siemens (boiler components)	\$ 13,925.00
3/11/25	Siemens (VAV)	\$ 1,013.75
3/11/25	Paradigm (replace valves boiler)	\$ 10,415.00
4/4/25	Siemens (AH trouble)	\$ 1,220.00
4/4/25	Grah Safe (4th Ave)	\$ 6,530.23
4/4/25	Sonshine Painting	\$ 545.00
4/22/25	DCJ Lighting	\$ 1,600.00
4/22/25	Everon (move computer)	\$ 690.00
4/22/25	James Rueles	\$ 275.00
5/3/25	Evan Rayder	\$ 1,812.50
4/22/25	Summit Electrical (conduit operators)	\$ 1,542.00
5/3/25	Helen Strickland	\$ 1,120.00
5/3/25	Lexi DeLeon	\$ 560.00
5/7/25	Ashley McFall	\$ 2,150.00
5/7/25	Siemens	\$ 9,951.25
5/7/25	Paradigm (AUH, etc)	\$ 2,751.75
5/7/25	Grah Safe & Lock	\$ 927.49
5/7/25	Grah Safe & Lock	\$ 1,793.61
5/7/25	Everon (fire alarm repair)	\$ 865.72
5/21/25	Siemens (actuator)	\$ 3,250.51
5/21/25	Everon	\$ 1,640.00

4/16/25	Sherwin Williams (paint for AV rm)	\$	218.73	
	Totals		\$ 77,204.29	
5/7/25	Grah Safe & Lock (addl #5234)	\$	3	\$195,520.63
	Remaining ROPS		\$ 54,479.37	

Horton Plaza Theatres Foundation
Statement of Financial Position
As of June 30, 2025

Assets

Operating Assets

Cash and Cash Equivalents	\$ 340,751
Account Receivable (ROPS)	\$ 130,956
Prepaid Expenses	\$ 11,139
Total Assets	\$ 482,846

Liabilities and Net Assets

Liabilities

Account Payable	\$ 17,885
Credit Card	\$ 391
Total Liabilities	\$ 18,275

Net Assets

Net Assets without Restrictions	\$ 413,312
Net Asset with Restriction - PAF	\$ 88,154
Net Income	\$ (36,895)
Total Liabilities and Net Assets	\$ 482,846

Horton Plaza Theatres Foundation
Statement of Activities
as of June 30, 2025

	City Budget	Operating	Totals
Sources of Funds			
City Funding	\$ 325,000		\$ 325,000
PAF Funds		\$ 2,800	\$ 2,800
Interest Income		\$ 8,550	\$ 8,550
Total Sources of Funds	\$ 325,000	\$ 11,350	\$ 336,350
Expenses			
Insurance	\$ 27,671		\$ 27,671
Property Taxes	\$ 23,071		\$ 23,071
Facility	\$ 50,332		\$ 50,332
Utilities	\$ 155,659		\$ 155,659
Office Expense	\$ 4,670		\$ 4,670
Audit/Acct/Paychex	\$ 9,078		\$ 9,078
Consultant		\$ 12,600	\$ 12,600
Other: Flowers		\$ 75	\$ 75
Administration	\$ 90,088		\$ 90,088
Total Expenses	\$ 360,569	\$ 12,675	\$ 373,245
 Change in Net Assets	 \$ (35,569)		 \$ (36,895)

Horton Plaza Theatres Foundation

Budget to Actual

as of June 30, 2025

	Current Month Actual	Monthly Budget	Current Month Variance \$	Current Month Variance %	Variance Notes	YTD Actual	YTD Budget	YTD Variance \$	YTD Variance %	Approved FY25 Budget	Variance Notes
<u>Sources of Funding</u>											
City of San Diego	\$ 32,500	\$ 27,083	\$ 5,417	500%		\$ 325,000	\$ 325,000	\$ -	0%	\$ 325,000	
PAF Funding	\$ 2,800		\$ 2,800			\$ 2,800		\$ 2,800			
Interest Income	\$ 634	\$ -	\$ 634	0%		\$ 8,550	\$ -	\$ 8,550	0%		
Total Sources of Funding	\$ 35,934	\$ 27,083	\$ 8,851	33%		\$ 336,350	\$ 325,000	\$ 11,350	3%	\$ 325,000	
<u>Expenses:</u>											
Insurance	\$ -	\$ 2,917	\$ 2,917	100%		\$ 27,671	\$ 35,000	\$ 7,329	21%	\$ 35,000	
Property Taxes	\$ 4,204	\$ 2,083	\$ (2,120)	-102%	1	\$ 23,071	\$ 25,000	\$ 1,929	8%	\$ 25,000	1
Facility	\$ 2,566	\$ 3,750	\$ 1,185	32%		\$ 50,332	\$ 45,000	\$ (5,332)	-12%	\$ 45,000	3
Utilities	\$ 27,491	\$ 9,500	\$ (17,991)	-189%	2	\$ 155,659	\$ 114,000	\$ (41,659)	-37%	\$ 114,000	2
Office Expense	\$ 1,212	\$ 375	\$ (837)	-223%		\$ 4,670	\$ 4,500	\$ (170)	-4%	\$ 4,500	
Audit/Acct/Paychex	\$ 108	\$ 792	\$ 684	86%		\$ 9,078	\$ 9,500	\$ 422	4%	\$ 9,500	
Consultant	\$ -	\$ -	\$ -	0%		\$ 12,600	\$ -	\$ (12,600)	100%	\$ -	5
Other: Flowers	\$ -	\$ -	\$ -	0%		\$ 75	\$ -	\$ (75)	100%		6
Administration	\$ 7,461	\$ 7,667	\$ 206	3%		\$ 90,088	\$ 92,000	\$ 1,912	2%	\$ 92,000	
Total Expenses	\$ 43,041	\$ 27,083	\$ (15,957)	-59%		\$ 373,244	\$ 325,000	\$ (48,244)	-15%	\$ 325,000	
Net Income/Deficit	\$ (7,106)	\$ -	\$ 24,809			\$ (36,895)	\$ -	\$ (36,895)			

Variance Notes:

1. Annual Tax Reconciliation
2. Utilities more than budgeted
2. Funds for property tax adjustment
3. Hoistway cleanout required by State \$5,805.80 1/23/25
4. Chill water motor running - October 24 \$20,501
5. Unbudgeted consultant Victoria Plettner Saunders
6. Flowers for Barbara Maisel (City funding not used)

Horton Plaza Theatres Foundation
Statement of ROPS 18 FY25 Funding
As of June 30, 2025

7/1/24	Beginning Balance	\$250,000.00
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7/26/24	Home Paint Solutions	\$ 7,777.50
8/28/24	HPS Mechanical	\$ 5,969.62
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10/29/24	Paradigm Mechanical	\$ 1,940.00
10/29/24	DFS Flooring	\$ 52.50

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12/23/24	AO Reed	\$ 553.00
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1/23/25	Siemens	\$ 807.50
1/23/25	Siemens (boiler evaluation)	\$ 3,213.75
2/12/25	Siemens (boiler components)	\$ 13,925.00
3/11/25	Siemens (VAV)	\$ 1,013.75
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4/4/25	Grah Safe (4th Ave)	\$ 6,530.23
4/4/25	Sonshine Painting	\$ 545.00
4/22/25	DCJ Lighting	\$ 1,600.00
4/22/25	Everon (move computer)	\$ 690.00
4/22/25	James Rueles	\$ 275.00
5/3/25	Evan Rayder	\$ 1,812.50
4/22/25	Summit Electrical (conduit operators)	\$ 1,542.00
5/3/25	Helen Strickland	\$ 1,120.00
5/3/25	Lexi DeLeon	\$ 560.00
5/7/25	Ashley McFall	\$ 2,150.00
5/7/25	Siemens	\$ 9,951.25
5/7/25	Paradigm (AUH, etc)	\$ 2,751.75
5/7/25	Grah Safe & Lock	\$ 927.49
5/7/25	Grah Safe & Lock	\$ 1,796.61
5/7/25	Everon (fire alarm repair)	\$ 865.72
5/21/25	Siemens (actuator)	\$ 3,250.51
5/21/25	Everon	\$ 1,640.00

4/16/25	Sherwin Williams (paint for AV rm)	\$	218.73	
	Total		\$ 77,207.29	\$ 54,479.37
6/18/25	Summit Electrical	\$	465.00	
6/24/25	Paradigm Mechanical	\$	822.00	
6/25/25	DCJ Theatrical Lighting	\$	52,461.32	
	Correction to Invoice #2-2025	\$	3.00	
	Total		\$ 53,751.32	
	Remaining ROPS			\$ 728.05



Horton Plaza Theatres FOUNDATION

Nurturing Arts and Culture

ITEM #7

DATE ISSUED: September 9, 2025

ATTENTION: Horton Plaza Theatres Foundation
Board of Directors Meeting of September 12, 2025

SUBJECT: Annual Election of Officers for Horton Plaza Theatres Foundation

CONTACT: Suzanne Varco, President

REQUESTED ACTION: That Horton Plaza Theatres Foundation (HPTF) Board of Directors elects the Fiscal Year 2026 Board Officers and adopts Resolution #2025-1.

BACKGROUND: The Amended and Restated Bylaws of Horton Plaza Theatres Foundation dated May 24, 2022, 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.

FISCAL CONSIDERATIONS: None.

Respectfully submitted,

Suzanne Varco, President

Attachments: A – Duties of Officers
B – Resolution #2025-1

ARTICLE 6 (DUTIES) OFFICERS

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 following the close of the fiscal year. The Treasurer shall have such other powers and perform such other duties as may be prescribed from time to time by the Board.

RESOLUTION NO. 2025-1

**A RESOLUTION OF THE BOARD OF DIRECTORS OF
HORTON PLAZA THEATRES FOUNDATION APPROVING THE ELECTION
OF CORPORATE OFFICERS FOR FISCAL YEAR 2026**

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 May 24, 2022, HPTF Board of Directors adopted the Amended and Restated Bylaws of Horton Plaza Theatres Foundation; and

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

WHEREAS, the Corporation desires to elect its officers for Fiscal Year 2026.

NOW, THEREFORE BE IT RESOLVED, that the Board of Directors of Horton Plaza Theatres Foundation, 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 12th day of September, 2025.

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: September 9, 2025

ATTENTION: Horton Plaza Theatres Foundation
Annual Board of Directors Meeting of September 12, 2025

SUBJECT: Board Meeting Dates for Fiscal Year 2026

CONTACT: Suzanne Varco, President

REQUESTED ACTION: That the Horton Plaza Theatres Foundation (HPTF) Board of Directors approves the Fiscal Year 2026 Board of Directors meeting dates and adopts Resolution #2025-2.

BACKGROUND: The Amended and Restated Bylaws of Horton Plaza Theatres Foundation dated May 24, 2022, 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 of Directors meetings will be held at a location to be announced on the following dates:

October 28
November 25
December – DARK
January 27
February 24
March 24
April 28
May 26
June 23

FISCAL CONSIDERATIONS: None.

Respectfully submitted,



Suzanne Varco, President

Attachment: A – Resolution #2025-2

RESOLUTION NO. 2025-2

**A RESOLUTION OF THE BOARD OF DIRECTORS OF
HORTON PLAZA THEATRES FOUNDATION ADOPTING THE FISCAL YEAR
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 May 24, 2022, 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 2026.

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:

October 28
November 25
December – DARK
January 27
February 24
March 24
April 28
May 26
June 23

PASSED, APPROVED, AND ADOPTED this 12th day of September, 2025.

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

Suzanne Varco, Board President

ATTEST:

D. Candis Paule, Board Secretary



Horton Plaza Theatres FOUNDATION

Nurturing Arts and Culture

ITEM #9

DATE ISSUED: September 9, 2025

ATTENTION: Horton Plaza Theatres Foundation
Board of Directors Meeting of September 12, 2025

SUBJECT: Fiscal Year 2026 Proposed Operating Budget

CONTACT: Diane Ferris, Accounting Manager, Civic Communities

REQUESTED ACTION: That the Horton Plaza Theatres Foundation (HPTF) Board of Directors approve the Fiscal Year 2026 Proposed Operating Budget.

BACKGROUND: HPTF is a non-profit corporation established by the City of San Diego (“City”) in 1983 to oversee the operations of the publicly leased Lyceum Theatres (“Lyceum”) and act as stewards for the Lyceum. Annually, HPTF receives funding from the City of San Diego Commission for Arts and Culture (“Commission”).

DISCUSSION: The Fiscal Year 2026 (FY26) Proposed Operating Budget (Attachment A) is \$388,000 and is categorized into six areas: administration, contractual services, facility expenses, marketing, office expenses, and other expenses (legal, audit, tax). The City has authorized \$225,000 for FY26, the additional funding for the shortfall will come from the HPTF reserve funds.

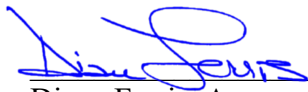
- Administration – Wages and benefits -- \$38,000
- Contractual Services – Civic Community Ventures administrative services -- \$60,000
- Facility Expenses – Insurance, CAM charges/property taxes, utilities, facility maintenance and agreements -- \$279,000
- Marketing -- None
- Office Expenses – Telephone, internet, office supplies, printing, postage, web hosting -- \$4,000
- Other Expenses – All part-time, project based, seasonal and consulting personnel (includes legal advice and CPA audit and tax preparation) -- \$7,000

FISCAL CONSIDERATIONS: An approved FY26 Operating Budget is required for the City

Funding Agreement. The FY26 Operating Budget is \$388,000. The budget is funded by \$225,000 of funding from the City, \$5,000 of estimated interest income, and \$158,000 of reserves from fund balance. Details of the sources and uses for the FY26 budget can be found in Attachment B.

RECOMMENDATION: The Finance Committee reviewed the FY26 Proposed Operating Budget on August 26, 2025. The Finance Committee requested revisions to the FY26 Proposed Operating Budget and recommends approval by the HPTF Board of Directors.

Respectfully submitted,



Diane Ferris, Accounting Manager
Civic Communities

Attachments:

- A –Fiscal Year 2026 Proposed Operating Budget
- B –Fiscal Year 2026 Budget Sources and Uses

**Horton Plaza Theatres Foundation
Fiscal Year 2026 Proposed Operating Budget**

	FY2026 Budget
<u>INCOME</u>	
Funding from City of San Diego	\$ 225,000
Interest Income	5,000
Total Income	<u>\$ 230,000</u>
<u>EXPENSES</u>	
Insurance	\$ 67,000
CAM Charges - Property Taxes	22,000
Facility Maintenance	50,000
Utilities	140,000
Office Expense	4,000
Audit/Tax	7,000
Administration	98,000
Total Expenses	<u>\$ 388,000</u>
Net Change in Fund Balance	<u><u>\$ (158,000)</u></u>

**Horton Plaza Theatres Foundation
Proposed FY2026 City Allocation Budget**

	FY2026 City Budget	FY2026 HPTF Funds	FY2026 Total Budget
<u>Sources of Funding</u>			
Funding from City of San Diego	\$ 225,000		\$ 225,000
Interest Income		\$ 5,000	5,000
HPTF Fund Balance		158,000	158,000
Total Sources of Funding	\$ 225,000	\$ 163,000	\$ 388,000
<u>Expenditures</u>			
Insurance	\$ 27,000	\$ 40,000	\$ 67,000
CAM Charges - Property Taxes	22,000		22,000
Facility Maintenance	50,000		50,000
Utilities	55,000	85,000	140,000
Office Expense	4,000		4,000
Audit/Tax	7,000		7,000
Administration	60,000	38,000	98,000
Total Expenditures	\$ 225,000	\$ 163,000	\$ 388,000



Horton Plaza Theatres **FOUNDATION**

Nurturing Arts and Culture

ITEM #10

DATE ISSUED: September 9, 2025

ATTENTION: Horton Plaza Theatres Foundation
Board of Directors Meeting of September 12, 2025

SUBJECT: Fiscal Year 2026 (July 1, 2025 – June 30, 2026) Scope of Services

CONTACT: Jeff Zinner, Vice President, Community Development, Civic Communities

REQUESTED ACTION: That the Horton Plaza Theatres Foundation (HPTF) Board of Directors support the Scope of Services for Fiscal Year 2026 (FY26) and adopt Resolution #2025-4.

BACKGROUND: HPTF is a non-profit corporation established by the City of San Diego (“City”) in 1983 to oversee the operations of the publicly leased Lyceum Theatres and act as stewards for the Lyceum. HPTF receives annual funding from the City Commission for Arts and Culture.

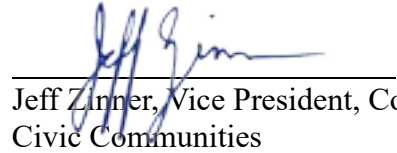
DISCUSSION: The City funding submittal requires the following:

- HPTF understands Council Policy 100-3 and will comply with guidelines, standards and procedures.
- HPTF is required to certify by resolution authorizing and empowering Civic Communities to act on behalf of HPTF as agent to conduct all negotiations, execute and submit all documents including but not limited to applications, contracts, amendments, billing statements, and so on which may be necessary to operate the aforementioned organization.
- HPTF certifies the support of the goals and objectives.

FISCAL CONSIDERATIONS: An approved Scope of Services for FY26 is required for City funding.

RECOMMENDATION: That the HPTF Board of Directors support the Scope of Services for FY26 and adopt Resolution #2025-4.

Respectfully submitted,

A handwritten signature in blue ink, appearing to read "Jeff Zinner", is written over a horizontal line.

Jeff Zinner, Vice President, Community Development
Civic Communities

Attachments: A – Scope of Services
B – Resolution 2025-4

SCOPE OF SERVICES

A. OVERVIEW

1. Administer and provide general stewardship of Lyceum Theatres Infrastructure

- (a) Collaborate with Civic Communities (acting on behalf of the City of San Diego Redevelopment Successor Agency) to complete and closeout the \$13.5 million theatres and back of house renovation of the Lyceum Theatres.
- (b) Collaborate with Stockdale, and/or Successor(s) on the installation of the passenger elevator, reconstruction of the facility entrance, and other necessary repairs that are obligations of Stockdale.
- (c) Fully utilize Recognized Obligation Payment Schedule (ROPS) funding for ordinary wear and tear and obsolescence of furniture, fixtures, and equipment; and code, life, and safety requirements by June 30, 2026.
- (d) Ensure maintenance and functionality of systems and equipment in preparation for reestablishment of full theatre operations.

2. Fully operate the Lyceum Theatres by attracting residents and visitors to Lyceum and surrounding businesses

- (a) Engage an outside entity (“new operator”) to provide daily operational and facility management activities to ensure a path to a fully utilized facility upon re-opening - pending completion of access and elevator restoration.
- (b) Seek opportunities to promote the Lyceum Theatres to maintain public awareness and continue advancing HPTF’s mission during reconstruction/restoration of access to Theatre.
- (c) Ensure a revised facility program is developed with a new operator that responds to the facility mission to provide a community cultural space that reflects the cultural and ethnic diversities of San Diego.
- (d) Ensure that the facility program includes nonprofit rates that are affordable to small and mid-sized performing arts organizations, film festivals, etc., based in the City of San Diego.
- (e) Review the production assistance fund (PAF) to ensure it is best utilized to support City of San Diego arts and culture organizations.
- (f) Ensure that HPTF and its contracted operator utilizes all efforts available to engage as many possible organizational users of the facility to ensure equitable access to the facility.
- (g) Ensure that any selected resident companies comply with industry best practices in utilization of the space and that the operator uses efficient booking methods to ensure greater use of the space than the previous operator.
- (h) Engage with local non-performance companies to operate the café, concessions, and bar; and, to provide services necessary to operate the facilities (staffing, ticketing, art gallery).

- (i) Ensure that an art gallery program is developed/conducted at the highest level of professionalism reflective of a city-owned space and in adherence with industry best practices. It is recommended that a gallery program be created in partnership with an outside partner with curatorial expertise in local visual arts.
- (j) To make all efforts to promote the newly renovated facility as a community cultural asset.

3. Participate as necessary and appropriate in the development and implementation of the proposed Downtown Arts District, and in support of the City's Arts and Culture activities.

B. SUMMARY OF EXPENSES

• Facility expenses – insurance, utilities, facility maintenance	\$154,000
• Office expenses	\$ 4,000
• Other expenses – audit, accounting	\$ 7,000
• Administration	<u>\$ 60,000</u>
	\$225,000

RESOLUTION NO. 2025-4

**A RESOLUTION OF THE BOARD OF DIRECTORS
OF HORTON PLAZA THEATRES FOUNDATION
APPROVING FUNDING FROM THE CITY OF SAN
DIEGO COMMISSION FOR ARTS AND CULTURE
FOR FISCAL YEAR 2026 IN THE AMOUNT OF \$225,000**

WHEREAS, Chapter III, Article 5, of the San Diego Municipal Code provides for the imposition of a tax on transient occupants of hotel rooms in the City of San Diego, the proceeds of which are to be used for the promoting of the City of San Diego, including cultural purposes, and for certain other purposes as the Council may direct; and

WHEREAS Council Policy 100-03 sets forth guidelines, standards and procedures for the allocation and expenditure of City funds; and

WHEREAS, Horton Plaza Theatres Foundation is a legally constituted nonprofit corporation completely directing and in control of its own affairs through its own officers or members;

NOW, THEREFORE BE IT RESOLVED, that the Board of Directors of Horton Plaza Theatres Foundation, hereby:

1. Certifies that said organization understands Council Policy 100-3 and will comply with the guidelines, standards and procedures thereof; and
2. Appoints, Civic Communities, as its agent to conduct all negotiations; execute and submit all documents including but not limited to applications, contracts, amendments, billing statements, and so on which may be necessary to operate the aforementioned organization; and
3. Certifies support of the organizational goals and objectives as outlined in the agreement.

PASSED, APPROVED, AND ADOPTED this 12th day of September 2025.

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

Suzanne Varco, Board President

ATTEST:

B. Candis Paul, Board Secretary



Horton Plaza Theatres FOUNDATION

Nurturing Arts and Culture

ITEM #11

DATE ISSUED: September 9, 2025

ATTENTION: Horton Plaza Theatres Foundation
Board of Directors Meeting of September 12, 2025

SUBJECT: Revisions to Horton Plaza Theatre Foundation's Amended and Restated Bylaws

CONTACT: Andrew Phillips, President, Civic Communities

REQUESTED ACTION: That the Horton Plaza Theatres Foundation (HPTF) Board of Directors approves the Amended and Restated Bylaws ("Bylaws").

BACKGROUND: The Amended and Restated Bylaws of HPTF, dated May 24, 2002, in Article 4, Section 4.3 provides provisions of the number, term and qualifications of directors.

More specifically, Section 4.3.a establishes the minimum number of directors at seven (7), the maximum number of directors at thirty-five (35) and the exact number of directors to be fixed at nine (9). Additionally, Section 4.3.b establishes Horton Plaza LLC as successor interest to Ernest W. Hahn, Inc., which is referenced throughout the Bylaws.


DISCUSSION: Section 4.3.a is recommended to be amended to decrease the minimum number of directors required from seven (7) to three (3), eliminate the provision that the exact number of directors to be fixed at nine (9), and the exact number of directors shall be determined by resolution.

Section 4.3.b is recommended to be amended to replace "Horton Plaza LLC" with a new "Landlord" definition as the Horton Plaza Campus, originally Ernest W. Hahn, Inc. or any successor of interest in the lease for the Lyceum Theater between the Landlord and the Redevelopment Agency of the City of San Diego. The term "Horton Plaza LLC" shall be replaced by "Landlord" throughout the Bylaws.

FISCAL CONSIDERATIONS: None.

RECOMMENDATION: That the HPTF Board of Directors approves the Amended and Restated Bylaws.

Respectfully submitted,



Andrew Phillips, President
Civic Communities

Attachments: A – Amended and Restated Bylaws Redline
B – Amended and Restated Bylaws Clean
C – Resolution 2025-05

AMENDED AND RESTATED: ~~May 24,~~
~~2022~~September 12, 2025

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**BYLAWS
OF
HORTON PLAZA THEATRES FOUNDATION**
A California Nonprofit Public Benefit Corporation

**ARTICLE 1
OFFICES**

Section 1.1 Principal Office. The Corporation's principal office shall be fixed and located at such place within the City of San Diego as the Board of Directors (herein called the "Board") shall determine. The Board is granted full power and authority to change the principal office from one location to another within the City of San Diego.

Section 1.2 Other Offices. Branch or subordinate offices may be established at any place or places by the Board at any time within the City of San Diego.

**ARTICLE 2
PURPOSE**

Section 2.1 Legitimate Theatres. The specific purpose of the Corporation is to establish, operate, and maintain one or more legitimate theatres in the City of San Diego, State of California, for the production and presentation of dramatic, musical, and artistic works and for the promotion, either alone or in cooperation with other nonprofit organizations or governmental entities, of theatre and fine arts in the City of San Diego, through educational, cultural and artistic programs.

Section 2.2 Limitations. This Corporation is a nonprofit, nonsectarian, nonracial, nonpolitical organization. The property of this Corporation is irrevocably dedicated to charitable purposes and no part of the net earnings, contributions, or assets of the Corporation shall inure to the benefit of, or be distributable to, its members, directors, trustees, officers, or other private persons, except the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in the Articles and otherwise in these Bylaws. No substantial part of the activities of this Corporation shall consist of carrying on propaganda, or otherwise attempting to influence legislation. This Corporation shall not participate or intervene in any political campaign (including the publication or distribution of statements) on behalf of any candidate for public office.

ARTICLE 3 MEMBERS

This Corporation shall have no voting members within the meaning of the Nonprofit Corporation Law ("Law"). The Corporation's Board of Directors may, in its discretion, admit individuals to one or more classes of nonvoting members; the class or classes shall have such rights and obligations as the Board finds appropriate.

ARTICLE 4 BOARD OF DIRECTORS

Section 4.1 Powers. Subject to the limitations of the Articles of Incorporation and these Bylaws, the activities and affairs of the Corporation shall be conducted and all corporate powers shall be exercised by or under the direction of the Board. The Board may delegate the management of the activities of the Corporation to any person(s), a management company or committees however composed, provided that the activities and affairs of the Corporation shall be managed and all corporate powers shall be exercised under the ultimate direction of the Board. No assignment, referral or delegation of authority by the Board or anyone else shall preclude the Board from exercising the authority required to meet its responsibility for the conduct of the activities of the Corporation and the Board shall retain the right to rescind any such delegation.

Section 4.2 Limitation of Powers. Notwithstanding the general powers set forth in Section 4.1, the Board shall not have the power to select plays to be produced and performed in the Corporation's facilities, or to make other artistic and literary decisions. The Board shall, however, be charged with the selection of theatre companies which will be permitted to stage productions in the Corporation's facilities.

Section 4.3 Number, Term and Qualifications of Directors.

- (a) The number of directors shall be not less than ~~seven (7)~~ three (3) nor more than thirty-five (35), the exact number of directors shall be set by resolution by the Board to be fixed at nine (9) until changed by resolution of the Board. At all times the authorized number of directors shall be an odd number. In no event shall the term of a director be shortened by a reduction in the size of the Board.
- (b) The City Council of the City of San Diego shall appoint fifty percent (50%) plus one (1) of the authorized number of directors, and the balance shall be appointed by the Landlord of the Horton Plaza Campus ("Landlord"), originally Horton Plaza LLC, as successor in interest to Ernest W. Hahn, Inc. or any successor of interest in the lease for the Lyceum Theater, between the Landlord and the

Redevelopment Agency of the City of San Diego.

(c) At the discretion of the Board, the Board may from time to time appoint honorary or advisory members who shall be non-voting members of the Board.

(e)

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- (d) Directors shall be appointed for a term of three (3) years, as follows:
 - (i) City Directors: Directors appointed by the City shall serve a term of three (3) years.
 - (ii) ~~Horton Plaza LLC~~Landlord Directors: All directors appointed by ~~Horton Plaza LLC~~Landlord shall serve a term of three (3) years.

Each director shall hold office until the expiration of the term for which appointed and until a successor has been appointed and qualified. Each successor director shall be appointed by the same entity appointing his or her predecessor and to the same term of years as his or her predecessor.

Each director's term shall end and his or her successor director shall take office at noon on June 7 of each year in which a successor director is appointed to such office under these Bylaws, except that in the event of a vacancy in any office, a successor director shall take office as soon as he or she is qualified and duly appointed to office.

A director appointed by the City may be appointed a second consecutive term, but may not be appointed to a third consecutive term. A partial term served by a director appointed by the City to fill a vacancy shall not be counted for purposes of the foregoing limitation. A director appointed by the City may be reappointed to the Board after a lapse of one year following completion of two consecutive terms in office.

Directors appointed by ~~Horton Plaza LLC~~Landlord shall not be subject to the foregoing limits on successive terms.

- (e) The following should be observed in the appointment of directors: experience in group decision-making; demonstrated ability to be objective and deliberative in the approach to complex multi-dimensional problems; willingness to contribute time and effort to the affairs of the Corporation; willingness to abide by resolutions dealing with conflict of interest; and representation of a cross section of the community and from a variety of career categories.
- (f) Each director shall be a resident of San Diego County, California at the time he or she takes office.

Section 4.4 Resignation and Removal. Subject to the provisions of Section 5226 of the California Nonprofit Public Benefit Corporation Law, any director may resign effective upon giving written notice to the President, the Secretary or the Board, unless the notice specifies a later time for the effectiveness of such resignation. If the resignation is effective at a future time, a

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successor may be appointed before such time, to take office when the resignation becomes effective. The City Council of the City of San Diego may remove any director appointed by the City Council. ~~Horton Plaza LLC~~Landlord may remove any director appointed by ~~Horton Plaza LLC~~Landlord.

Section 4.5 Vacancies. A vacancy or vacancies on the Board shall be deemed to exist in the case of the death, resignation or removal of any director or if the authorized number of directors is increased.

The Board may declare vacant the office of a director who has been absent from three (3) or more consecutive meetings, or has been declared of unsound mind by a final order of court, or convicted of a felony, or found by a final order or judgment of any court to have breached any duty arising under Article 3 of the California Nonprofit Public Benefit Corporation Law.

Vacancies on the Board shall be filled in the same manner as the director whose office is vacant was selected. Each director so appointed shall hold office until the expiration of the term of the replaced director and until a successor has been appointed and qualified.

Section 4.6 Rights of Inspection. Every director shall have the absolute right at any reasonable time to inspect and copy all books, records and documents of every kind and to inspect the physical properties of the Corporation.

Section 4.7 Fees and Compensation. Appointed directors shall not receive any compensation for their services; however, the Board may approve the reimbursement of a director's actual and necessary expenses incurred in the conduct of the Corporation's business.

Section 4.8 Nonliability of Directors and Certain Officers.

- (a) Volunteer Directors. Pursuant to Section 5239 of the Nonprofit Corporation Law of the State of California, there shall be no personal liability to a third party on the part of a volunteer director or volunteer officer of this Corporation caused by the director's or officer's negligent act or omission in the performance of that person's duties as a director or officer, if all the following conditions are met:
 - (i) The act or omission was within the scope of the director's or officer's duties;
 - (ii) The act or omission was performed in good faith;
 - (iii) The act or omission was not reckless, wanton, intentional, or grossly negligent;
 - (iv) The Corporation has complied with the requirements of subsection (b) below.

- (b) **Requirement to Obtain Liability Insurance.** In order to obtain the full benefit of the limitation of liability set forth in subsection (a) above, the Corporation and the directors shall make all reasonable efforts in good faith to obtain liability insurance in the form of a general liability policy for the Corporation or a director's and officer's liability policy.

Section 4.9 Indemnity for Litigation. The Corporation hereby agrees to exercise the power to indemnify any person who was or is a party or is threatened to be made a party to any proceeding by reason of the fact that such person is or was a director, officer, employee or other agent (as defined in Section 317 of the California Corporation Code) of the Corporation, to the full extent allowed under the provisions of Section 5238 of the Nonprofit Public Benefit Corporation Law of the State of California relating to the power of a Corporation to indemnify any such person. The amount of such indemnity shall be so much as the Board of Directors determines and finds to be reasonable, or, if required by said Section 5238, the amount of such indemnity shall be so much as the court determines and finds to be reasonable.

Section 4.10 Standard of Conduct. Pursuant to Section 5231 of the California Nonprofit Public Benefit Corporation Law, a director shall perform the duties of a director, including duties as a member of any committee of the Board upon which the director may serve, in good faith, in a manner such director believes to be in the best interests of the Corporation and with such care, including reasonable inquiry, as an ordinarily prudent person in a like position would use under similar circumstances. In performing the duties of a director, a director shall be entitled to rely on information, opinions, reports or statements, including financial statements and other financial data, in each case prepared or presented by:

- (a) One or more officers or employees of the Corporation whom the director believes to be reliable and competent in the matters presented;
- (b) Counsel, independent accountants or other persons as to matters which the director believes to be within such person's professional or expert competence; or
- (c) A committee of the Board upon which the director does not serve, as to matters within its designated authority, which committee the director believes to merit confidence. Provided, that in any such case, the director acts in good faith, after reasonable inquiry when the need therefore is indicated by the circumstances and without knowledge that would cause such reliance to be unwarranted.

ARTICLE 5
MEETINGS OF THE BOARD

Section 5.1 Legal Compliance. Notwithstanding any other provision in these Bylaws, all meetings of the Board shall be held in compliance with the requirements of the Brown Act and any other applicable requirements under the Law.

Section 5.2 Place of Meetings. Meetings of the Board may be held at the principal office of the Corporation or at any other place within or without the State of California which has been designated in the notice of the meeting, or if there is no notice, from time to time by resolution of the Board.

Section 5.3 Annual Meetings. The Board shall hold an annual meeting each April for the purpose of organization, selection of officers, and the transaction of other business.

Section 5.4 Regular Meetings. Regular meetings of the Board, including the annual meeting, shall be held without call or notice on such dates and at such times and places as may be from time to time fixed by the Board.

Section 5.5 Special Meetings. Special meetings of the Board for any purpose(s) may be called at any time by the President, Secretary, Executive Director, or any two directors.

Special meetings of the Board shall be held upon four (4) days notice by first class mail or forty-eight (48) hours notice given personally or by telephone, including a voice messaging system or by electronic transmission that are fixed by the Board or required by the director.

Section 5.6 Meetings by Telecommunication Equipment. Any meeting may be held by conference telephone or other communications equipment permitted by the Law and the Brown Act, as long as all directors participating in the meeting can communicate with one another and all other requirements of the Law and the Brown Act are satisfied. All such directors shall be deemed to be present in person at such meeting.

Section 5.7 Quorum. A majority of the directors then in office (excluding non-voting directors) shall constitute a quorum. Except as otherwise provided in these Bylaws or by any applicable law, every act or decision done or made by a majority of the directors present at a meeting duly held at which a quorum is present is an act of the Board. A meeting at which a quorum is initially present may continue to transact business notwithstanding the withdrawal of directors, if any action taken is approved by at least a majority of the required quorum for such meeting. Directors may not vote by proxy.

Section 5.8 Adjournment. A majority of the directors present, whether or not a quorum is present, may adjourn any directors' meeting to another time and place. If the meeting is adjourned

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 depositories 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

following the close of the fiscal year. The Treasurer shall have such other powers and perform such other duties as may be prescribed from time to time by the Board.

Section 6.11 Executive Director.

- (a) Duties. Subject to the control, advice and consent of the Board, the Executive Director shall, in general, supervise and conduct the activities and operations of the Corporation, shall keep the Board fully informed and shall freely consult with the Board concerning activities of the Corporation, and shall see that all orders and resolutions of the Board are carried into effect. The Executive Director shall be empowered to act, speak for, or otherwise represent the Corporation between meetings of the Board. The Executive Director shall be authorized to contract, receive, deposit, disburse, and account for funds of the Corporation; to keep and maintain, or cause to be kept and maintained, adequate and correct accounts of its assets and liabilities, arrange for the annual audit, and other matters customarily included in the financial statements. The Executive Director shall execute in the name of the Corporation all contracts and other documents authorized either generally or specifically by the Board to be executed by the Corporation and to negotiate all material business transactions of the Corporation. The Executive Director shall perform such other duties as may be prescribed from time to time by the Board.
- (b) Subject to the confirmation by the Board with a two-thirds (2/3) vote, the President shall appoint a qualified candidate to the position of Executive Director.
- (c) Review and Compensation. The Board shall set the compensation of the Executive Director. With the Board's input, the Executive Committee, or designee, shall perform an annual performance evaluation.
- (d) Suspension; Termination. The Board shall have the right at any time to suspend and terminate the Executive Director, with or without cause.
- (e) Vacancy. In the event of a vacancy in the office of the Executive Director, for whatever reason, or in the event the Executive Director is unable to or refuses to perform the duties set forth herein or assigned by the Board, the Board shall select a qualified director of the Corporation to serve as the interim Executive Director until Executive Director is able to return to her or his duties or a permanent replacement is selected by the Board.

ARTICLE 7
COMMITTEES

Section 7.1 Appointment of Committees. The Board of Directors may appoint an Executive Committee and such other committees, as the Board from time to time deems necessary or appropriate to conduct the business and further the objectives of this Corporation. The appointment by the Board of an Executive Committee and any other committee having the authority of the Board shall be by resolution adopted by a majority of directors then in office. The Executive Committee and any other committee having authority of the Board shall consist of two (2) or more directors.

Section 7.2 Powers and Authority of Committees. The Board of Directors may delegate to the Executive Committee or any other committee having the authority of the Board, any of the powers and authority of the Board of Directors in the management of the business and affairs of the Corporation, except the following:

- (a) The approval of any action for which the Nonprofit Public Benefit Corporation Law of the State of California also requires the approval of members of a Corporation, in which event the approval of the Board of Directors shall be required.
- (b) The filling of vacancies on the Board or in any committee, which has the authority of the Board.
- (c) The fixing of compensation of the directors for serving on the Board or on any committee.
- (d) The amendment or repeal of Bylaws or the adoption of new Bylaws.
- (e) The amendment or repeal of any resolution of the Board, which by its express terms is not so amendable or repealable.
- (f) The appointment of committees of the Board or the members thereof.
- (g) The expenditure of corporate funds to support a nominee for director after there are more people nominated for director than can be elected,
- (h) The approval of any self-dealing transaction.

ARTICLE 8
OTHER PROVISIONS

Section 8.1 Validity of Instruments. Subject to the provisions of applicable law, any note, mortgage, evidence of indebtedness, contract, conveyance or other instrument in writing and any assignment or endorsement thereof executed or entered into between the Corporation and any other person, when signed by the President or Vice President and the Secretary or Treasurer of the Corporation shall be valid and binding on the Corporation in the absence of actual knowledge on the part of the other person that the signing officers had no authority to execute the same. Any such instruments may be signed by any other person(s) and in such manner as from time to time shall be determined by the Board and, unless so authorized by the Board, no officer, agent or employee shall have any power or authority to bind the Corporation by any contract or engagement or to pledge its credit or to render it liable for any purpose or amount.

Section 8.2 Construction and Definitions. Unless the context otherwise requires, the general provisions, rules of construction, and definitions contained in the General Provisions of the California Nonprofit Corporation Law and in the California Nonprofit Public Benefit Corporation Law shall govern the construction of these Bylaws. Words in these Bylaws shall be read as the masculine or feminine gender and as the singular or plural, as the context requires. The captions and headings in these Bylaws are for convenience only and are not intended to limit or define the scope or effect of any provision.

Section 8.3 Fiscal Year. The fiscal year of the Corporation shall commence on July 1 and end June 30.

ARTICLE 9
AMENDMENT

Section 9.1 Bylaws. These Bylaws will be reviewed not less often than once every four (4) years and documented as to date of review. New Bylaws may be adopted or these Bylaws may be amended or repealed by two-thirds (2/3) vote of the Board, provided notice of such proposed amendment has been given to the Board at least seventy-two (72) hours in advance of the vote. New or amended Bylaws shall be filed with the City Clerk of the City of San Diego after adoption by the Board.

CERTIFICATE OF ADOPTION OF BYLAWS

I certify that I am the elected and acting Secretary of Horton Plaza Theatres Foundation, a California nonprofit public benefit Corporation, and that the foregoing Bylaws, comprising of 12 pages, constitutes the Bylaws of said Corporation as adopted at a meeting of the Board of Directors held on ~~September 12~~May 24, 2025~~2~~.

IN WITNESS WHEREOF, I have signed my name to this certificate on May/September 24, 2025.

~~D. Candis Paule~~, Secretary

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**BYLAWS
OF
HORTON PLAZA THEATRES FOUNDATION**
A California Nonprofit Public Benefit Corporation

**ARTICLE 1
OFFICES**

Section 1.1 Principal Office. The Corporation's principal office shall be fixed and located at such place within the City of San Diego as the Board of Directors (herein called the "Board") shall determine. The Board is granted full power and authority to change the principal office from one location to another within the City of San Diego.

Section 1.2 Other Offices. Branch or subordinate offices may be established at any place or places by the Board at any time within the City of San Diego.

**ARTICLE 2
PURPOSE**

Section 2.1 Legitimate Theatres. The specific purpose of the Corporation is to establish, operate, and maintain one or more legitimate theatres in the City of San Diego, State of California, for the production and presentation of dramatic, musical, and artistic works and for the promotion, either alone or in cooperation with other nonprofit organizations or governmental entities, of theatre and fine arts in the City of San Diego, through educational, cultural and artistic programs.

Section 2.2 Limitations. This Corporation is a nonprofit, nonsectarian, nonracial, nonpolitical organization. The property of this Corporation is irrevocably dedicated to charitable purposes and no part of the net earnings, contributions, or assets of the Corporation shall inure to the benefit of, or be distributable to, its members, directors, trustees, officers, or other private persons, except the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in the Articles and otherwise in these Bylaws. No substantial part of the activities of this Corporation shall consist of carrying on propaganda, or otherwise attempting to influence legislation. This Corporation shall not participate or intervene in any political campaign (including the publication or distribution of statements) on behalf of any candidate for public office.

ARTICLE 3 MEMBERS

This Corporation shall have no voting members within the meaning of the Nonprofit Corporation Law ("Law"). The Corporation's Board of Directors may, in its discretion, admit individuals to one or more classes of nonvoting members; the class or classes shall have such rights and obligations as the Board finds appropriate.

ARTICLE 4 BOARD OF DIRECTORS

Section 4.1 Powers. Subject to the limitations of the Articles of Incorporation and these Bylaws, the activities and affairs of the Corporation shall be conducted and all corporate powers shall be exercised by or under the direction of the Board. The Board may delegate the management of the activities of the Corporation to any person(s), a management company or committees however composed, provided that the activities and affairs of the Corporation shall be managed and all corporate powers shall be exercised under the ultimate direction of the Board. No assignment, referral or delegation of authority by the Board or anyone else shall preclude the Board from exercising the authority required to meet its responsibility for the conduct of the activities of the Corporation and the Board shall retain the right to rescind any such delegation.

Section 4.2 Limitation of Powers. Notwithstanding the general powers set forth in Section 4.1, the Board shall not have the power to select plays to be produced and performed in the Corporation's facilities, or to make other artistic and literary decisions. The Board shall, however, be charged with the selection of theatre companies which will be permitted to stage productions in the Corporation's facilities.

Section 4.3 Number, Term and Qualifications of Directors.

- (a) The number of directors shall be not less than three (3) nor more than thirty-five (35), the exact number of directors shall be set by resolution by the Board. At all times the authorized number of directors shall be an odd number. In no event shall the term of a director be shortened by a reduction in the size of the Board.
- (b) The City Council of the City of San Diego shall appoint fifty percent (50%) plus one (1) of the authorized number of directors, and the balance shall be appointed by the Landlord of the Horton Plaza Campus ("Landlord"), originally Ernest W. Hahn, Inc. or any successor of interest in the lease for the Lyceum Theater between the Landlord and the Redevelopment Agency of the City of San Diego.
- (c) At the discretion of the Board, the Board may from time to time appoint honorary

or advisory members who shall be non-voting members of the Board.

- (d) Directors shall be appointed for a term of three (3) years, as follows:
 - (i) City Directors: Directors appointed by the City shall serve a term of three (3) years.
 - (ii) Landlord Directors: All directors appointed by Landlord shall serve a term of three (3) years.

Each director shall hold office until the expiration of the term for which appointed and until a successor has been appointed and qualified. Each successor director shall be appointed by the same entity appointing his or her predecessor and to the same term of years as his or her predecessor.

Each director's term shall end and his or her successor director shall take office at noon on June 7 of each year in which a successor director is appointed to such office under these Bylaws, except that in the event of a vacancy in any office, a successor director shall take office as soon as he or she is qualified and duly appointed to office.

A director appointed by the City may be appointed a second consecutive term, but may not be appointed to a third consecutive term. A partial term served by a director appointed by the City to fill a vacancy shall not be counted for purposes of the foregoing limitation. A director appointed by the City may be reappointed to the Board after a lapse of one year following completion of two consecutive terms in office.

Directors appointed by Landlord shall not be subject to the foregoing limits on successive terms.

- (e) The following should be observed in the appointment of directors: experience in group decision-making; demonstrated ability to be objective and deliberative in the approach to complex multi-dimensional problems; willingness to contribute time and effort to the affairs of the Corporation; willingness to abide by resolutions dealing with conflict of interest; and representation of a cross section of the community and from a variety of career categories.
- (f) Each director shall be a resident of San Diego County, California at the time he or she takes office.

Section 4.4 Resignation and Removal. Subject to the provisions of Section 5226 of the California Nonprofit Public Benefit Corporation Law, any director may resign effective upon giving written notice to the President, the Secretary or the Board, unless the notice specifies a later time for the

effectiveness of such resignation. If the resignation is effective at a future time, a successor may be appointed before such time, to take office when the resignation becomes effective. The City Council of the City of San Diego may remove any director appointed by the City Council. Landlord may remove any director appointed by Landlord.

Section 4.5 Vacancies. A vacancy or vacancies on the Board shall be deemed to exist in the case of the death, resignation or removal of any director or if the authorized number of directors is increased.

The Board may declare vacant the office of a director who has been absent from three (3) or more consecutive meetings, or has been declared of unsound mind by a final order of court, or convicted of a felony, or found by a final order or judgment of any court to have breached any duty arising under Article 3 of the California Nonprofit Public Benefit Corporation Law.

Vacancies on the Board shall be filled in the same manner as the director whose office is vacant was selected. Each director so appointed shall hold office until the expiration of the term of the replaced director and until a successor has been appointed and qualified.

Section 4.6 Rights of Inspection. Every director shall have the absolute right at any reasonable time to inspect and copy all books, records and documents of every kind and to inspect the physical properties of the Corporation.

Section 4.7 Fees and Compensation. Appointed directors shall not receive any compensation for their services; however, the Board may approve the reimbursement of a director's actual and necessary expenses incurred in the conduct of the Corporation's business.

Section 4.8 Nonliability of Directors and Certain Officers.

- (a) Volunteer Directors. Pursuant to Section 5239 of the Nonprofit Corporation Law of the State of California, there shall be no personal liability to a third party on the part of a volunteer director or volunteer officer of this Corporation caused by the director's or officer's negligent act or omission in the performance of that person's duties as a director or officer, if all the following conditions are met:
 - (i) The act or omission was within the scope of the director's or officer's duties;
 - (ii) The act or omission was performed in good faith;
 - (iii) The act or omission was not reckless, wanton, intentional, or grossly negligent;
 - (iv) The Corporation has complied with the requirements of subsection (b) below.

- (b) Requirement to Obtain Liability Insurance. In order to obtain the full benefit of the limitation of liability set forth in subsection (a) above, the Corporation and the directors shall make all reasonable efforts in good faith to obtain liability insurance in the form of a general liability policy for the Corporation or a director's and officer's liability policy.

Section 4.9 Indemnity for Litigation. The Corporation hereby agrees to exercise the power to indemnify any person who was or is a party or is threatened to be made a party to any proceeding by reason of the fact that such person is or was a director, officer, employee or other agent (as defined in Section 317 of the California Corporation Code) of the Corporation, to the full extent allowed under the provisions of Section 5238 of the Nonprofit Public Benefit Corporation Law of the State of California relating to the power of a Corporation to indemnify any such person. The amount of such indemnity shall be so much as the Board of Directors determines and finds to be reasonable, or, if required by said Section 5238, the amount of such indemnity shall be so much as the court determines and finds to be reasonable.

Section 4.10 Standard of Conduct. Pursuant to Section 5231 of the California Nonprofit Public Benefit Corporation Law, a director shall perform the duties of a director, including duties as a member of any committee of the Board upon which the director may serve, in good faith, in a manner such director believes to be in the best interests of the Corporation and with such care, including reasonable inquiry, as an ordinarily prudent person in a like position would use under similar circumstances. In performing the duties of a director, a director shall be entitled to rely on information, opinions, reports or statements, including financial statements and other financial data, in each case prepared or presented by:

- (a) One or more officers or employees of the Corporation whom the director believes to be reliable and competent in the matters presented;
- (b) Counsel, independent accountants or other persons as to matters which the director believes to be within such person's professional or expert competence; or
- (c) A committee of the Board upon which the director does not serve, as to matters within its designated authority, which committee the director believes to merit confidence. Provided, that in any such case, the director acts in good faith, after reasonable inquiry when the need therefore is indicated by the circumstances and without knowledge that would cause such reliance to be unwarranted.

ARTICLE 5 MEETINGS OF THE BOARD

Section 5.1 Legal Compliance. Notwithstanding any other provision in these Bylaws, all meetings of the Board shall be held in compliance with the requirements of the Brown Act and any other applicable requirements under the Law.

Section 5.2 Place of Meetings. Meetings of the Board may be held at the principal office of the Corporation or at any other place within or without the State of California which has been designated in the notice of the meeting, or if there is no notice, from time to time by resolution of the Board.

Section 5.3 Annual Meetings. The Board shall hold an annual meeting each April for the purpose of organization, selection of officers, and the transaction of other business.

Section 5.4 Regular Meetings. Regular meetings of the Board, including the annual meeting, shall be held without call or notice on such dates and at such times and places as may be from time to time fixed by the Board.

Section 5.5 Special Meetings. Special meetings of the Board for any purpose(s) may be called at any time by the President, Secretary, Executive Director, or any two directors.

Special meetings of the Board shall be held upon four (4) days notice by first class mail or forty-eight (48) hours notice given personally or by telephone, including a voice messaging system or by electronic transmission that are fixed by the Board or required by the director.

Section 5.6 Meetings by Telecommunication Equipment. Any meeting may be held by conference telephone or other communications equipment permitted by the Law and the Brown Act, as long as all directors participating in the meeting can communicate with one another and all other requirements of the Law and the Brown Act are satisfied. All such directors shall be deemed to be present in person at such meeting.

Section 5.7 Quorum. A majority of the directors then in office (excluding non-voting directors) shall constitute a quorum. Except as otherwise provided in these Bylaws or by any applicable law, every act or decision done or made by a majority of the directors present at a meeting duly held at which a quorum is present is an act of the Board. A meeting at which a quorum is initially present may continue to transact business notwithstanding the withdrawal of directors, if any action taken is approved by at least a majority of the required quorum for such meeting. Directors may not vote by proxy.

Section 5.8 Adjournment. A majority of the directors present, whether or not a quorum is present, may adjourn any directors' meeting to another time and place. If the meeting is adjourned

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

following the close of the fiscal year. The Treasurer shall have such other powers and perform such other duties as may be prescribed from time to time by the Board.

Section 6.11 Executive Director.

- (a) Duties. Subject to the control, advice and consent of the Board, the Executive Director shall, in general, supervise and conduct the activities and operations of the Corporation, shall keep the Board fully informed and shall freely consult with the Board concerning activities of the Corporation, and shall see that all orders and resolutions of the Board are carried into effect. The Executive Director shall be empowered to act, speak for, or otherwise represent the Corporation between meetings of the Board. The Executive Director shall be authorized to contract, receive, deposit, disburse, and account for funds of the Corporation; to keep and maintain, or cause to be kept and maintained, adequate and correct accounts of its assets and liabilities, arrange for the annual audit, and other matters customarily included in the financial statements. The Executive Director shall execute in the name of the Corporation all contracts and other documents authorized either generally or specifically by the Board to be executed by the Corporation and to negotiate all material business transactions of the Corporation. The Executive Director shall perform such other duties as may be prescribed from time to time by the Board.
- (b) Subject to the confirmation by the Board with a two-thirds (2/3) vote, the President shall appoint a qualified candidate to the position of Executive Director.
- (c) Review and Compensation. The Board shall set the compensation of the Executive Director. With the Board's input, the Executive Committee, or designee, shall perform an annual performance evaluation.
- (d) Suspension; Termination. The Board shall have the right at any time to suspend and terminate the Executive Director, with or without cause.
- (e) Vacancy. In the event of a vacancy in the office of the Executive Director, for whatever reason, or in the event the Executive Director is unable to or refuses to perform the duties set forth herein or assigned by the Board, the Board shall select a qualified director of the Corporation to serve as the interim Executive Director until Executive Director is able to return to her or his duties or a permanent replacement is selected by the Board.

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Section 7.2 Powers and Authority of Committees. The Board of Directors may delegate to the Executive Committee or any other committee having the authority of the Board, any of the powers and authority of the Board of Directors in the management of the business and affairs of the Corporation, except the following:

- (a) The approval of any action for which the Nonprofit Public Benefit Corporation Law of the State of California also requires the approval of members of a Corporation, in which event the approval of the Board of Directors shall be required.
- (b) The filling of vacancies on the Board or in any committee, which has the authority of the Board.
- (c) The fixing of compensation of the directors for serving on the Board or on any committee.
- (d) The amendment or repeal of Bylaws or the adoption of new Bylaws.
- (e) The amendment or repeal of any resolution of the Board, which by its express terms is not so amendable or repealable.
- (f) The appointment of committees of the Board or the members thereof.
- (g) The expenditure of corporate funds to support a nominee for director after there are more people nominated for director than can be elected,
- (h) The approval of any self-dealing transaction.

ARTICLE 8 OTHER PROVISIONS

Section 8.1 Validity of Instruments. Subject to the provisions of applicable law, any note, mortgage, evidence of indebtedness, contract, conveyance or other instrument in writing and any assignment or endorsement thereof executed or entered into between the Corporation and any other person, when signed by the President or Vice President and the Secretary or Treasurer of the Corporation shall be valid and binding on the Corporation in the absence of actual knowledge on the part of the other person that the signing officers had no authority to execute the same. Any such instruments may be signed by any other person(s) and in such manner as from time to time shall be determined by the Board and, unless so authorized by the Board, no officer, agent or employee shall have any power or authority to bind the Corporation by any contract or engagement or to pledge its credit or to render it liable for any purpose or amount.

Section 8.2 Construction and Definitions. Unless the context otherwise requires, the general provisions, rules of construction, and definitions contained in the General Provisions of the California Nonprofit Corporation Law and in the California Nonprofit Public Benefit Corporation Law shall govern the construction of these Bylaws. Words in these Bylaws shall be read as the masculine or feminine gender and as the singular or plural, as the context requires. The captions and headings in these Bylaws are for convenience only and are not intended to limit or define the scope or effect of any provision.

Section 8.3 Fiscal Year. The fiscal year of the Corporation shall commence on July 1 and end June 30.

ARTICLE 9 AMENDMENT

Section 9.1 Bylaws. These Bylaws will be reviewed not less often than once every four (4) years and documented as to date of review. New Bylaws may be adopted or these Bylaws may be amended or repealed by two-thirds (2/3) vote of the Board, provided notice of such proposed amendment has been given to the Board at least seventy-two (72) hours in advance of the vote. New or amended Bylaws shall be filed with the City Clerk of the City of San Diego after adoption by the Board.

CERTIFICATE OF ADOPTION OF BYLAWS

I certify that I am the elected and acting Secretary of Horton Plaza Theatres Foundation, a California nonprofit public benefit Corporation, and that the foregoing Bylaws, comprising of 12 pages, constitutes the Bylaws of said Corporation as adopted at a meeting of the Board of Directors held on September 12, 2025.

IN WITNESS WHEREOF, I have signed my name to this certificate on September ___, 2025.

Secretary

RESOLUTION NO. 2025-5

A RESOLUTION OF HORTON PLAZA THEATRES FOUNDATION TO UPDATE THE AMENDED AND RESTATED BYLAWS

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 Theatre ("Theatre") and to act as the steward of the Theatre; and

WHEREAS, on May 24, 2025, HPTF Board of Directors adopted the Amended and Restated Bylaws of Horton Plaza Theatres Foundation; and

WHEREAS, Article 4, Section 4.3.b. of the Amended and Restated Bylaws establishes the number of directors shall be not less than seven nor more than thirty-five and the exact number to be fixed at nine until changed by resolution; and

WHEREAS, at all times the authorized number of directors shall be an odd number; and

WHEREAS, The City Council of the City of San Diego shall appoint fifty percent plus one of the authorized number of directors, and the balance shall be appointed by Horton Plaza LLC;

WHEREAS, the Board wishes to amend Article 4, Sections 4.3.a and 4.3.b. of the Amended and Restated Bylaws

NOW THEREFORE, BE IT RESOLVED, by the Board of Directors of Horton Plaza Theatres Foundation, amends the Bylaws as follows:

1. Reduces the minimum number of Directors from seven (7) to three (3), and;
2. Eliminates the provision that the exact number of Directors to be fixed at nine, and;
3. The exact number of Directors to be established by resolution, and;
4. Defines the Landlord as the Horton Plaza Campus, originally Ernest W. Hahn, Inc. or any successor of interest in the lease for the Lyceum Theater between the Landlord and the Redevelopment Agency of the City of San Diego, and;
5. Adopts Amended and Restated Bylaws of the HPTF

PASSED, APPROVED, AND ADOPTED this 12th day of September 2025.

AYES: _____

NOES: _____

ABSTAIN: _____

ABSENT: _____

Suzanne Varco, Board President

ATTEST:

D. Candis Paule, Board Secretary



Horton Plaza Theatres FOUNDATION

Nurturing Arts and Culture

ITEM #12

DATE ISSUED: September 9, 2025

ATTENTION: Horton Plaza Theatres Foundation
Board of Directors Meeting of September 12, 2025

SUBJECT: Designation of Civic Community Ventures, dba as Civic Communities, as
an Authorizing Agent for the Horton Plaza Theatres Foundation

CONTACT: Andrew Phillips, President, Civic Communities

REQUESTED ACTION: That the Horton Plaza Theatres Foundation (HPTF) Board of Directors authorizes the Board President: 1) to execute an Agency Agreement (Attachment A) designating Civic Communities (“Civic”) to serve as an Authorizing Agent for HPTF; and 2) take any further actions necessary to ensure that Civic is able to perform the services for which it has been retained.

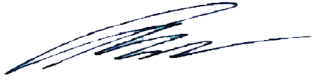
BACKGROUND: On July 2, 2025, HPTF and Civic entered into a contract for Civic to perform administrative, financial, accounting, and facilities management services in support of HPTF operations. Civic’s responsibility includes providing support and overall day-to-day management and operations, as well as be responsible for the HPTF records and recordkeeping; process, reconcile and manage HPTF’s financial transactions; grant compliance and operating budget; and manage day-to-day operating needs of the Lyceum Theatre with and through contracted service providers suppliers.

DISCUSSION: This action would allow Civic to access all HPTF physical and electronic records; assist in HPTF legal matters; serve as a liaison to the City of San Diego; access HPTF bank accounts and other accounts necessary to perform required services; work directly with HPTF accountants and auditors; manage, solicit, and coordinate all HPTF contractual agreements related to the operation of the Lyceum Theatre; and take all other actions necessary to perform the required services under the Agreement.

FISCAL CONSIDERATIONS: None.

RECOMMENDATION: That the HPTF Board of Directors authorizes the Board President: 1) to execute an Agency Agreement (Attachment A) designating Civic Communities ("Civic") to serve as an Authorizing Agent for HPTF; and, 2) take any further action necessary to ensure that Civic is able to perform the services for which it has been retained.

Respectfully submitted,



Andrew T. Phillips, President
Civic Communities

Attachments: A – Agency Agreement
B – Resolution 2025-3

AGENCY AGREEMENT

THIS AGENCY AGREEMENT authorizes CIVIC COMMUNITY VENTURES, INC. dba CIVIC COMMUNITIES, a California corporation, with its principal place of business at 8989 Rio San Diego Drive, Suite 100, San Diego, California, 92108 (“Civic”) to act on behalf of the HORTON PLAZA THEATRE FOUNDATION, a California nonprofit public benefit corporation created by the City Council of the City of San Diego (“HPTF”), for the reasons and in the capacities specified herein as of _____, 2025.

RECITALS

WHEREAS, HPTF has selected Civic to provide and perform administrative, financial, accounting, and facilities management services in support of HPTF operations pursuant to the terms of a letter agreement dated June 23, 2025 and signed by HPTF on July 2, 2025 (Agreement).

WHEREAS, the Agreement provides that Civic will, among other things, organize, coordinate and manage HPTF’s day-to-day operations; be responsible for HPTF records and recordkeeping; process, reconcile and manage HPTF’s financial transactions, grant compliance and operating budget; and manage day-to-day operating needs of the Lyceum Theatre with and through contracted service providers suppliers.

WHEREAS, it is in the interests of HPTF and Civic that Civic is able to exercise the authority it was selected to provide and HPTF hereby agrees to appoint Civic as its agent for such purposes.

AUTHORIZATION

NOW, THEREFORE, in consideration of the mutual covenants between the parties and for other valuable consideration, the parties agree as follows:

Section 1. Appointment of Civic. HPTF hereby appoints Civic as its agent to carry out the agreed upon roles and responsibilities in the name of HPTF.

Section 2. Authority. Civic, as agent of HPTF, may access all HPTF physical and electronic records; assist in HPTF legal matters; serve as a liaison to the City of San Diego; access HPTF bank accounts and other accounts necessary to perform required services; work directly with HPTF accountants and auditors; manage, solicit, and coordinate all HPTF contractual agreements related to the operation of the Lyceum Theatre; and take all other actions necessary to perform the required services under the Agreement.

Section 3. Effect. All acts and decisions made by Civic within the scope of this authority shall be binding upon HPTF as if made by the entity itself. This Agreement shall inure to the benefit of and shall be binding upon HPTF, Civic and their respective successors and assigns.

Section 4. Indemnification. HPTF will indemnify, defend (with counsel of Civic's choosing), and hold Civic and its officials, officers, employees, volunteers, and agents free and harmless from any and all claims, demands, causes of action, costs, expenses, liability, loss, damage or injury of any kind, in law or equity, to property or persons, including wrongful death, in any manner arising out of, pertaining to, or incident to any and all acts, errors, or omissions of Civic, its officials, officers, employees, subcontractors, consultants or agents in connection with Civic's exercise of the authority granted herein, including without limitation the payment of all damages, expert witness fees and attorney's fees and other related costs and expenses, except such loss or damage caused by the sole negligence or willful misconduct of Civic. HPTF's obligation to indemnify will survive expiration or termination of the Agreement and expiration or revocation of the authority granted herein and will not be restricted to insurance proceeds, if any, received by HPTF, Civic, or its officials, officers, employees, agents, or volunteers.

Section 5. Revocation. HPTF may revoke the authority granted herein at any time upon written notice to Civic in the manner provided in the Agreement.

Section 6. Termination. Civic's authority to act as HPTF's agent will terminate immediately upon the expiration or termination of the Agreement or upon receipt of notice of revocation from HPTF.

HORTON PLAZA THEATRE FOUNDATION

By: _____

Its: _____

CIVIC COMMUNITY VENTURES, INC.

By: _____

Its: _____

RESOLUTION NO. 2025-3

**A RESOLUTION OF THE BOARD OF DIRECTORS OF
HORTON PLAZA THEATRES FOUNDATION DESIGNATING
CIVIC COMMUNITY VENTURES, INC., dba as CIVIC COMMUNITIES
AS AN AUTHORIZING AGENT**

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, effective July 1, 2025, Civic Community Ventures, Inc., dba Civic Communities (“Civic”) entered into an agreement with HPTF for Administrative, Finance/Accounting and Facility Management Services for HPTF to support its operations at the Lyceum Theatre; and

WHEREAS, the HPTF Board desires to designate Civic as an Authorizing Agent for HPTF for the purposes of effectiveness and efficiency for establishing administrative accounts.

NOW, THEREFORE BE IT RESOLVED, that the Board of Directors of Horton Plaza Theatres Foundation, hereby:

Section 1. Authorizes the Board President to execute the attached Agency Agreement.

Section 2. Authorizes the Board President to take any further action necessary to ensure that Civic is able to perform the services for which it has been retained.

PASSED, APPROVED, AND ADOPTED this _____ day of _____.

AYES: _____

NOES: _____

ABSTAIN: _____

ABSENT: _____

Suzanne Varco, Board President

ATTEST:

D. Candis Paule, Board Secretary



Horton Plaza Theatres FOUNDATION

Nurturing Arts and Culture

ITEM #13

DATE ISSUED: September 9, 2025

ATTENTION: Horton Plaza Theatres Foundation
Board of Directors Meeting of September 12, 2025

SUBJECT: Lyceum Theatre Branding Request

STAFF CONTACT: Jeff Zinner, Vice President, Community Development, Civic Communities

REQUESTED ACTION: That the Horton Plaza Theatres Foundation (HPTF) Board of Directors receive, discuss, and take possible action regarding a request from the City of San Diego Arts and Culture Commission (“Commission”) regarding extending the “Lyceum” brand to future activities planned by the Commission.

BACKGROUND: HPTF is a non-profit corporation established by the City of San Diego (“City”) in 1983 to oversee the operations of the publicly leased Lyceum Theatres and act as stewards for the Lyceum. HPTF receives annual funding from the City Commission for Arts and Culture.

DISCUSSION: The Commission has indicated that it seeks to enhance and activate the Civic Center Plaza with physical improvements to include a stage, lighting, furniture, plants, etc. to support various live performances. The Commission has requested that HPTF support these activities, in part, by authorizing use of the Lyceum name to brand the stage “Lyceum on the Plaza.” Commission staff have been invited to provide the Board with an update on its plans and details regarding its request to the next Board meeting.

FISCAL CONSIDERATIONS: To be determined.

RECOMMENDTION: That the HPTF Board of Directors receive, discuss, and take possible action regarding a request from the City Commission regarding extending the “Lyceum” brand to future activities planned by the Commission.

Respectfully submitted,

Jeff Zinner, Vice President, Community Development
Civic Communities