



Horton Plaza Theatres **FOUNDATION**

Nurturing Arts and Culture

ITEM #5

MINUTES

HORTON PLAZA THEATRES FOUNDATION ANNUAL BOARD OF DIRECTORS MEETING OF FRIDAY, SEPTEMBER 12, 2025

Item #1 **Call to Order**

President Suzanne Varco called the Annual Board of Directors Meeting of the Horton Plaza Theatres Foundation to order at 1:01 p.m.

Item #2 **Roll Call**

PRESENT: President Suzanne Varco, Vice President Jennifer Gattey, Secretary D. Candis Paule, Treasurer Patrick Stewart, and Directors Jay Henslee, George Montoya and Christie Kong

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

None.

Item #4 **Executive Director Report**

Civic Communities Vice President, Community Development, Jeff Zinner thanked the Board for the opportunity for Civic to assist and represent the Horton Plaza Theatres Foundation. Mr. Zinner summarized the report and indicated that future reports would be more concise with reduced detail. He also noted that the Lyceum Theatre (“Lyceum”) will undergo rekeying of all locks.

Civic Communities Executive Vice President, Engineering & Construction, Daniel Kay discussed the inventory of various FF&E that was recently carried out at the Lyceum, staff’s initiatives to tackle elevated utility costs, starting with efforts to retain a mechanical engineer, noted a list of significant items that will be presented at an upcoming Board meeting, and that staff will be meeting with Venue Tech regarding status and future operations.

CONSENT AGENDA

Vice President Gattey announced her recusal from Item #5 noting her absence from the Board Meeting of June 24, 2025.

Item #5 Approval of Horton Plaza Theatres Foundation's June 24, 2025, Board of Directors Meeting Minutes

BOARD ACTION: Motion by Director Henslee and seconded by Secretary Paule that the Horton Plaza Theatres Foundation (HPTF) Board of Directors approves the minutes from the Special Board Meeting of June 24, 2025.

Passed by the following vote (6-0):

Aye: President Suzanne Varco, Secretary D. Candis Paule, Treasurer Patrick Stewart, and Directors Jay Henslee, George Montoya and Christie Kong
Naye: None
Abstain: None
Recusal: Vice President Jennifer Gattey

Item #6 Horton Plaza Theatres Foundation's Unaudited Financial Statements for the Period Ending May 31, 2025, and June 30, 2025

BOARD ACTION: Motion by Director Montoya and seconded by Vice President Gattey that the HPTF Board of Directors accepts the Unaudited Financial Statements for Periods Ending May 31, 2025, and June 30, 2025.

Passed by the following vote (7-0):

Aye: President Suzanne Varco, Vice President Jennifer Gattey, Secretary D. Candis Paule, Treasurer Patrick Stewart, and Directors Jay Henslee, George Montoya and Christie Kong
Naye: None
Abstain: None
Recusal: None

REGULAR AGENDA

Item #7 Annual Election of Officers for Horton Plaza Theatres Foundation

President Suzanne Varco presented the item confirming that the slate remains unchanged from the previous year.

BOARD ACTION: Motion by Director Montoya and seconded by Director Henslee that HPTF Board of Directors elects the Fiscal Year 2026 Board Officers; and adopts Resolution #2025-1.

Passed by the following vote (7-0):

Aye: President Suzanne Varco, Vice President Jennifer Gattey,
Secretary D. Candis Paule, Treasurer Patrick Stewart, and
Directors Jay Henslee, George Montoya and Christie Kong
Naye: None
Abstain: None
Recusal: None

Item #8 **Board of Directors Dates for Fiscal Year 2026**

President Suzanne Varco presented the item, noting that meetings will continue on Tuesdays at 3:00 p.m., and proposed rescheduling the November meeting to December 2, 2025, due to the Thanksgiving holiday.

BOARD ACTION: Motion by Vice President Gattey and seconded by Director Montoya that the HPTF Board of Directors approves the Fiscal Year 2026 Board of Directors meeting dates with the following correction: change the November 25 date to December 2 and adopts Resolution #2025-2.

Passed by the following vote (7-0):

Aye: President Suzanne Varco, Vice President Jennifer Gattey,
Secretary D. Candis Paule, Treasurer Patrick Stewart, and
Directors Jay Henslee, George Montoya and Christie Kong
Naye: None
Abstain: None
Recusal: None

Item #9 **Fiscal Year 2026 Proposed Operating Budget**

Civic Communities Accounting Manager Diane Ferris presented the item and reported a potential funding deficit due to high utility costs, reduced City funding, and elevated insurance premiums.

Civic Communities President and CEO Andrew Phillips indicated that the deficit was being addressed through reserves and noted staff's intent to seek lower insurance premiums.

BOARD DISCUSSION: The Board members engaged in discussion regarding possible future allocations. Staff responded to questions regarding specific line items in the budget. The Board members requested that future reports reflect details of the line items as well as page numbers.

BOARD ACTION: Motion by Director Montoya and seconded by Director Stewart that the HPTF Board of Directors approves the Fiscal Year 2026 Proposed Operating Budget.

Passed by the following vote (7-0):

Aye: President Suzanne Varco, Vice President Jennifer Gattey,
Secretary D. Candis Paule, Treasurer Patrick Stewart and
Directors Jay Henslee, George Montoya and Christie Kong
Naye: None
Abstain: None
Recusal: None

Item #10 **Fiscal Year 2026 Scope of Services**

Civic Communities Vice President, Community Development, Jeff Zinner referred to the revised Scope of Services, noting minor changes from prior years, and the addition of construction status.

Civic Communities President and CEO Andrew Phillips clarified that all Production Assistant Funds (PAF) are included in the reserves budget.

BOARD ACTION: Motion by Vice President Gattey and seconded by Director Kong to support the Scope of Services for Fiscal Year 2026; and adopt Resolution #2025-4.

Passed by the following vote (7-0):

Aye: President Suzanne Varco, Vice President Jennifer Gattey,
Secretary D. Candis Paule, Treasurer Patrick Stewart and
Directors Jay Henslee, George Montoya and Christie Kong
Naye: None
Abstain: None
Recusal: None

Item #11 **Revisions to Horton Plaza Theatres Foundation Amended and Restated Bylaws**

Civic Communities President and CEO Andrew Phillips presented the item summarizing two principal revisions: an adjustment to the number of directors and amended language in Section 4.3(b).

BOARD ACTION: Motion by Treasurer Stewart and seconded by Director Montoya that the HPTF Board of Directors approves the Amended and Restated Bylaws.

Passed by the following vote (7-0):

Aye: President Suzanne Varco, Vice President Jennifer Gattey,
Secretary D. Candis Paule, Treasurer Patrick Stewart and
Directors Jay Henslee, George Montoya and Christie Kong
Naye: None
Abstain: None
Recusal: None

Item #12 **Designation of Civic Community Ventures, dba as Civic Communities, as an Authorizing Agent for the Horton Plaza Theatres Foundation**

Civic Communities President and CEO Andrew Phillips presented the item, noting the need for a formal agreement and resolution, and summarized benefits of the designation.

President Suzanne Varco clarified that specific authorization was required because the bylaws only grant such authority to an Executive Director as an employee, whereas the function is now outsourced to an outside company.

BOARD ACTION: Motion by Secretary Paule and seconded by Vice President Gattey that the HPTF Board of Directors authorizes the Board President to 1) execute an Agreement 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.

Passed by the following vote (7-0):

Aye: President Suzanne Varco, Vice President Jennifer Gattey,
Secretary D. Candis Paule, Treasurer Patrick Stewart and
Directors Jay Henslee, George Montoya and Christie Kong
Naye: None
Abstain: None
Recusal: None

Item #13 **Lyceum Theatre Branding Request**

Civic Communities Vice President, Community Development, Jeff Zinner summarized the request by the City of San Diego Arts and Culture Commission to extend the Lyceum brand to future activities at Civic Center Plaza.

BOARD DISCUSSION: The Board members engaged in general discussion, noting that additional information from Arts and Culture would be required before any action could be taken. Board discussion noted potential confusion by the public if two separate locations were branded as the Lyceum, particularly while the theater

remained closed. While some members acknowledged the intent to strengthen the arts district identity and keep the Lyceum name active, others emphasized the risk to the theater's recognition.

No action was taken, and the Board agreed to table the matter until Arts and Culture staff could attend a future meeting for further discussion.

ORAL UPDATES

Item #14 **Civic San Diego Report**

Civic Communities Executive Vice President, Engineering & Construction, Daniel Kay reported that construction at the Lyceum was effectively complete, with only minor punch list items remaining, and that the project was moving into the warranty acceptance phase in the coming weeks. In response to a question on waterproofing, Mr. Kay reported that major issues have been resolved, with only a minor box office leak to be addressed by the new ownership group. He noted additional protective measures in the black box theater and stated the facility was 90–100% sealed from water intrusion.

Civic Communities President and CEO Andrew Phillips added that a pending meeting had been scheduled with the new owner and their management company representatives.

Mr. Kay confirmed that pedestrian access through E Street had reopened and confirmed that there was no recurrence of mold in the theatre. He said that mock shows would be conducted to test equipment. Mr. Kay further noted that an equipment inventory and report would be prepared for Board consideration. Mr. Kay added that a consultant was being engaged to explore a centralized building management system to improve operational efficiency and reduce expenses. He noted that staff were also reviewing service contracts to identify opportunities for cost savings.

Director Christie Kong reported that the receiver would transition into the role of asset manager on behalf of the lender, and that negotiations were underway with JB Pacific to return to the site. She said Sterling had been retained as construction manager, and interviews with several management companies were ongoing. She noted that both her and George's last day with Stockdale, including the engineering team, would be September 26, with Sterling to oversee construction going forward.

Item #15 **Commission for Arts & Culture Report**

Not present.

Item #16 **Stockdale Report**

Director Christie Kong announced her resignation to the Board, noting that this would be her final meeting.

Item #17 **President's Report**

None.

Item#18 **Board Member Comment**

Director Jay Henslee volunteered to serve on the Finance Committee. It was noted that the bylaws require committee appointments by resolution. The Board also confirmed that the current bylaws set a range of three to 35 directors without requiring a fixed number and agreed to maintain this flexibility given potential changes in membership with the new ownership.

VenueTech President Judith Barkett spoke to an upcoming meeting with Civic staff.

URGENT NON-AGENDA ITEMS ~ None.

ADJOURNMENT ~ The meeting adjourned at 1:54 p.m.