Greater Downtown El Cajon Improvement Association
Annual Board of Directors Meeting
Tuesday, November 10, 2026, at 2:30pm
The Olaf Weighorst Museum (131 Rea Avenue)

AGENDA

1.	**Introductions & Call to Order / Ron Nevels, Interim President**		
2.	**Accept Interim Board of Directors**	***Action Item***	**P. 3**
3.	**Accept Interim Officers**	***Action Item***	**P. 3**
4.	**Review & Approve GDECIA Bylaws**	***Action Item***	**P. 4-31**
5.	**Review & Approve Draft FY27 (1/2 Year) Budget**	***Action Item***	**P. 32**
6.	**Review & Approve Check Signers**	***Action Item***	**P. 33-34**
7.	**Accept All Assets from Dissolution of Downtown El Cajon Business Partners (DECBP)**	***Action Item***	
8.	**Review & Approve Draft RFP** a. District Management Services	***Action Item***	**P. 35-44**
9.	**Approve Initiation of RFP Process & Post for Submissions** a. District Management Services	***Action Item***	
10.	**Authorize the Executive Committee to Finalize Agreement with El Cajon Farmers' Market Managers**	***Action Item***	
11.	**Review & Approve Cajon Cruise 2027 Schedule & Budget Allocation**	***Action Item***	
12.	**Other**		
13.	**Non-Agenda: Public Comment & Announcements (1-Min. Max Per Person)** *Please keep comments directed to non-agenda items.*		
14.	**Next Meeting: Wednesday, December 2, 2026 at Noon** **Olaf Wieghorst Museum (131 Rea Avenue)**	***Action Item***	
15.	**Adjournment**	***Action Item***	

MEETING MATERIALS (GOVERNMENT CODE §54957.5 AND AB 2647). Documents provided to members of a Brown Act body in the 72-hours before a meeting (i.e., after the agenda is typically posted) are available to the public at the same time they are provided to the board members. The agenda and supporting documents are available online at DTElCajonMeetings.com. **COMPLIANCE WITH THE AMERICANS WITH DISABILITIES ACT (US CODE TITLE 42).** If you need

accommodation to participate in the meeting, please call or email and Gabby Manocchio will coordinate arrangements: 619-334-3000 or info@DowntownElCajon.com. **PUBLIC COMMENT.** Members of the public may attend meetings in person or virtually, when available, and may provide comments during agendized items and the general non-agenda public comment period. To ensure an orderly and efficient meeting, speaker requests must be submitted in writing via approved Speaker Slip. Each speaker will be allotted up to one (1) minute to address the item under consideration or to provide non-agenda public comment. Comments must remain relevant to the topic being discussed. If a speaker strays from the agendized item or discusses agendized matters during the non-agenda public comment period, the meeting facilitator will request that the comments remain on topic. Continued off-topic remarks may result in the forfeiture of the speaker's remaining time. The Board/Committee will not engage in dialogue with speakers during public comment. No action may be taken on items raised during the non-agenda public comment period. If deemed appropriate, a matter may be placed on a future Board/Committee agenda with the approval of the Board or Committee Chair.

DOWNTOWN EL CAJON

GREATER DOWNTOWN EL CAJON IMPROVEMENT ASSOCIATION
INTERIM OFFICERS & BOARD OF DIRECTORS

INTERIM OFFICERS

President
Ron Nevels (Property Director)

Vice President
Vacant

Treasurer
Cathy Zeman (Property Director)

Secretary
Paris Landen (Property Director)

INTERMIN BOARD OF DIRECTORS

Property Directors
Steve Lockett (County of San Diego)
Lee Mench
Gabe Munch
Nate Prescott (City of El Cajon)

Community-at-Large Directors
None

BYLAWS OF GREATER DOWNTOWN EL CAJON IMPROVEMENT ASSOCIATION, A CALIFORNIA NON-PROFIT PUBLIC BENEFIT CORPORATION
Approved by Board of Directors on TBD

ARTICLE 1
OFFICES

Section 1. Name
The name of this Corporation ("Corporation") is "Greater Downtown El Cajon Improvement Association" (GDECIA), a California Nonprofit Public Benefit Corporation.

Section 2. Principal Office
The principal office of the Corporation for the transaction of its business is located in the City of El Cajon in San Diego County, California, within the boundaries of the El Cajon Community Benefit District ("the District").

Section 3. Change of Address
The Board of Directors (the "Board") may change the Principal Office of the Corporation from one location to another within the City of El Cajon. Any change of the location of the Principal Office shall be noted by the Secretary on these Bylaws opposite this Section or this Section may be amended to state the new location.

ARTICLE 2
PURPOSES

The primary objectives and purposes of this Corporation shall be:

A) To bring about the revitalization of the Downtown El Cajon District area.

B) To bring about the investment of private and public capital within the District area for public benefit and charitable purposes.

C) To bring about the increased provision of quality public improvements and educational, cultural, artistic, charitable, and social services within the District area for public benefit and charitable purposes.

D) To bring about the increased economic well-being of residents, employees, and businesses within the District.

E) To promote improvement within the District through activities which contribute to the economic and neighborhood well-being of the District area.

F) Upon the dissolution or winding up of this Corporation, its assets remaining after payment, of all debts and liabilities of this Corporation, shall be distributed to a nonprofit fund, foundation, or Corporation which is organized and operated exclusively for charitable, educational and/or religious purposes and which has established its tax-exempt status under Internal Revenue Code section 501(c)(3). Property assessments shall be distributed to any and all property owners based upon their most recent paid assessment year. The property assessments shall, at the termination of the District, be re-distributed to all property owners based upon the proportion that property owner paid into the District during its most recent assessment fiscal year.

ARTICLE 3
MEMBERSHIP

Section 1. No Members

This Corporation shall have no members, as that term is defined in Section 5056 of the California Nonprofit Corporation Law. Unless otherwise provided herein or in the California Nonprofit Corporation Law, any action which would otherwise require action or approval by a majority of all members shall require only approval of the Board of Directors. All rights which would otherwise vest in members shall vest in the Board of Directors. Nothing in these Bylaws shall be construed as limiting the right of the Corporation to refer to persons associated with it, who participate in any activities of the Corporation, as "members" even though such persons are not members, as defined in section 5056 of the California Corporations Code. Such persons shall be deemed to be affiliated persons with respect to the Corporation as that term is provided in section 5332(b) of the California Nonprofit Corporation Law, and no such reference shall constitute anyone a member of this Corporation or confer any legal rights on such persons with respect to the affairs of the Corporation.

ARTICLE 4
ELECTION OF DIRECTORS

Section 1. Nomination and Election

Not less than forty five (45) days before the date set forth for the Annual meeting of the Directors, the President shall appoint at least two (2) Directors, with at least one (1) of whom shall be Property Owner Directors, to join him/her/they as the Nominating Task Force to solicit nominees for consideration for election as Directors. The names of proposed Board members, by the Nominations Task Force, shall be presented to the Board at its Annual meeting.

The Nominations Task Force shall make available nomination applications to all eligible property owners, interested community-at-large representatives, and currently serving Directors. Details on the nomination process and how to apply shall be mailed out to all eligible property owners within the District at least thirty (30) days prior to the date set for the annual meeting. A due date of at least ten (10) days prior to the Annual meeting date shall be stated as the deadline for submitting nominations to the Nominations Task Force. The Task Force shall review the applicants for eligibility and ensure they meet the required qualifications as are defined in Article 4, Section 2 and prepare a recommended Nominations Slate for the Board to review and consider at the Annual meeting.

At the Annual meeting the Directors may vote to accept some or all of the nominees submitted by the Nominations Task Force. The election of Directors shall comply with the allocation provided in "Number and Term" section.

Nominations may not be made from the floor but only in accordance with the procedures set forth in this Section or such other procedures as may be determined by the Board. However, the Board shall have the authority to appoint any Director, who meets the qualifications of the Board at any time during the year, based upon vacancies or openings on the Board. Between Annual meetings, the Executive Committee shall be the Committee authorized to review and approve new nominees to present to the Board for final consideration.

Section 2. Qualifications
Members of the Board shall possess the following qualifications:

A) Property Owner Directors, or their designated representatives, shall be owners of real property within the boundaries of the District, who have made full payment of all District assessments due for the previous fiscal year as defined in these Bylaws.

B) Community-at-Large Directors shall be persons who (a) owns and operates a business located within a property located within the boundaries of the District, or their duly appointed authorized representative if such owner or operator, as defined in these Bylaws,; (b) community members who reside within the boundaries of the District; (c) individuals who have previously served on the Board and understand its purposes and who do not reside or operate a business or own property within the District boundaries but who show a high degree of interest and concern for the welfare of the District are deemed acceptable as Community-at-Large Board members. It is assumed that those former Board members understand the Board's connection to the community at large, and the Board believes said person may assist the Corporation to fulfill its goals as a public benefit Corporation.

C) To be eligible to serve on the Board of Directors after the first Annual Meeting in the Fall of 2026, the nominees must agree to the following conditions:

1. The nominee must agree with and support the purposes of the Corporation, as defined in Article 2.

2. The nominee must commit to attending Board meetings unless previously excused by written notification (e-mail, text or letter).

3. The nominee must continually serve on at least one (1) standing committee of the Board.

4. The nominee shall make his/her/their best efforts to raise non-assessment district revenues to aid the corporation to fund improvements and activities in the District.

D) A group of the persons set forth in "Exhibit A," attached to these Bylaws, is hereby-self-appointed upon the execution of these Bylaws as an Interim Board of Directors and established Interim Officers to oversee creation and functioning of the Corporation including the adoption of the Articles of Incorporation, the Bylaws of the Corporation,

implementation of an initial governance plan, and overseeing the election of the first Board of Directors, scheduled for the beginning of FY2027-2028.

E) The Interim Board shall serve with full authority of the permanent Board, until such time as they have elected a fully qualified Board of Directors in accordance with these Bylaws.

ARTICLE 5
DIRECTORS

Section 1. Number and Term

The Corporation shall have a minimum of seven (7) and a maximum of seventeen (17) Directors and collectively they shall be known as the Board of Directors. The exact number of Directors shall be fixed from time-to-time by resolution by the Board of Directors. Subject to the foregoing provisions for changing the number of Directors, the following seats shall be allocated to the Board of Directors:

A) No less than a two-thirds (2/3) majority of the seats on the Board of Directors, at all times, shall be filled by Property Owner Directors as defined in Section 2.A of Article 4;

B) The balance of seats may be filled by Community-at-Large Directors as defined in Section 2.B of Article 4;

C) A Board Member may request a non-Board Member to serve as their alternate at Board and committee meetings when the Board Member is unable to attend. Alternates must be approved by the Board of Directors prior to acting as alternates for primary Director. An alternate's attendance at a Board or committee meetings shall be credited to the attendance of the Board Member for purposes of satisfying the Board Member's attendance requirements and have the same voting rights as the primary Director. Alternates cannot attend meetings for primary Director more than three (3) times per fiscal year.

Property Directors shall be elected for a term of three (3) years, while Community-at-large Directors (non-property owners or authorized representatives) shall be elected for one (1) year terms.

As the new Corporation establishes its regular election schedule, the Interim Board shall serve in conjunction with the implementation of staggered Director terms, beginning with the upcoming fiscal year (FY2027–2028).

Upon the Interim Board's approval of the initial slate of Directors, the terms of the Property Owner Directors shall be staggered as follows: one-third (1/3) shall serve an initial term of one (1) year, one-third (1/3) shall serve an initial term of two (2) years, and the remaining one-third (1/3) shall serve an initial term of three (3) years. All Community-at-Large Directors shall serve an initial term of one (1) year.

For the first election, Property Owner Directors shall be asked to call-out one (1), two (2), or three (3) with the selected call-out determining the length of their initial appointment. These

initial terms shall establish the Corporation's staggered election cycle and ensure that the entire Board is not subject to replacement within a single calendar year.

Thereafter, Director terms shall commence on the date of election and expire upon the election of their respective successors.

If Property Owner representation on the Board temporarily falls below two-thirds (2/3) of the total allocated Director seats, no additional Community-at-Large Directors shall be appointed until the required representation ratio is restored. Existing Community-at-Large Directors shall retain their seats for the remainder of their respective terms; however, no vacancies in Community-at-Large seats shall be filled until the required two-thirds (2/3) Property Owner representation is reestablished.

Section 2. Powers

A) General Powers. Subject to the provisions of the California Non-profit Corporation law, and any limitations in the Articles of Incorporation and Bylaws, the activities and affairs of this Corporation shall be conducted, and all corporate powers shall be exercised by or under the direction of the Board of Directors.

B) Specific Powers. Without prejudice against the general powers stated in Section 4, A, of this section, and subject to the same limitations, the Directors shall have the power to:

1. Select and remove all officers, employees and agents of this Corporation, prescribe any powers and duties for the officers, employees and agents that are consistent with law, with the Articles of Incorporation, and with these Bylaws; and fix the compensation of the employees, contractors and agents.

2. Change the Principal Executive Office or the principal business office in the State of California from one location to another within the City of El Cajon; Cause this Corporation to be qualified to do business in any other state, territory, dependency or country and conduct business within or outside the State of California for the holding of any meeting, including annual meetings.

3. Borrow money and incur indebtedness on behalf of this Corporation and cause to be executed and delivered for corporate purposes, in the corporate name, promissory notes, bonds, debentures, deeds of trust, mortgages, pledges, hypothecations, and other evidences of debt and securities.

4. Accept on behalf of this Corporation any contribution, gift, bequest or devise for general purposes or for any special purpose of this Corporation.

5. Contract for goods and/or services for this Corporation, subject to the limitations elsewhere provided in these Bylaws; Maintain and otherwise manage or cause to be managed, all other property acquired by this Corporation; Contract and pay maintenance, utilities, materials and supplies and services, relating to facilities; and employ personnel reasonably necessary for the operation of this Corporation, including lawyers and accountants where appropriate.

6. Enter into any contract or execute and deliver any instrument in the name of and on behalf of this Corporation, and such authority may be general or confined to a specific instance.

7. Adopt and publish rules and regulations governing the use of facilities of this Corporation and establish penalties for the infraction thereof.

8. Conduct, manage and control the affairs and business of this Corporation.

9. Contract and pay for the expenses of this Corporation.

10. Prescribe such rules relating to the affairs and conduct of this Corporation as in the judgment of the Board, from time-to-time, may be found necessary or proper.

11. Pay taxes and special assessments which are or would become a lien on property of this Corporation.

12. Exercise all other powers granted to the Board by the Articles of Incorporation or these Bylaws or the laws of the State of California, including, without limitation, the California Nonprofit Corporation Law.

13. Remove a Director from the Board for cause including failure of a Property Owner Director to pay assessments levied by the District in a timely manner, malfeasance, conflicts of interest or unauthorized use of the Corporation's funds and/or name for personal gain.

All checks, drafts or orders for the payment of debts, notes or other evidence of indebtedness issued in the name of this Corporation shall be signed by such officer or officers, agent or agents of this Corporation and in such manner as shall from time-to-time be determined by resolution of the Board. In the absence of such determination by the Board, such instruments shall be signed by the Treasurer and at least one other officer of the corporation.

Section 3. Duties
It shall be the duty of the Directors to:

A) Perform any and all duties imposed upon the Directors, collectively or individually, by applicable law, the Articles of Incorporation of the Corporation, or these Bylaws.

B) Review Board and/or committee meeting packets in advance and come prepared to discuss agenda items, ask questions, and take appropriate action.

C) Appoint and remove, employ and discharge, and, except as otherwise provided in these Bylaws, prescribe the duties and establish the compensation, if any, of all Officers, agents, and employees of the Corporation.

D) Supervise the Officers, agents, and employees of the Corporation to ensure that their respective duties and responsibilities are properly performed.

E) Attend meetings of the Board of Directors at such times and places as required by these Bylaws and as further outlined in the "Meetings" Article.

F) Provide and maintain a current mailing address, email address, and direct telephone number with the Secretary of the Corporation. Notices of meetings mailed, emailed, or delivered in person to the address or contact information provided to the Corporation shall constitute valid notice to the Director.

G) Comply with the attendance requirements set forth in Subsection 4 of this Article. Missed meetings, whether due to excused or unexcused absences, shall be addressed in accordance with the "Vacancies and Removal" Section of this Article.

Section 4. Vacancies and Removal

Vacancies on the Board may result from the death, removal or resignation of a Director as provided in this Section, or by a duly enacted increase in the number of authorized Board members.

Any Board member with two (2) unexcused absences from regularly scheduled Board meetings within the fiscal year period shall be automatically removed from the Board without any formal action required to be taken by the Board. Any Board member who misses four (4) regular Board meetings within the fiscal year period, based on a mix of excused or unexcused, shall be automatically removed from the Board without any formal action required to be taken by the Board, unless they are previously requested a leave of absence.

If an Alternate is present more than three (3) times at a meeting within a fiscal year, as a representative of the primary Director, the Executive Committee can request the primary Board member to step down, take a leave of absence or be removed.

The Board of Directors may remove and declare vacant the seat of a Director who has been declared of unsound mind by a final order of court, or for whom a guardian or conservator of the person has been appointed by a court, or who has been convicted of a felony, or who has been found by a final order or judgment of any court to have breached any duty under Section 5230 and following of the California Nonprofit Corporation Law.

Any Director may be removed from the Board without cause by an affirmative vote of Directors constituting at least two-thirds (2/3) of the total membership of the Board then in office. Written notice of the Board's intention to remove a Director from the Board shall be given fifteen (15) days prior to the date of the proposed removal vote. The notice shall identify the reasons for the proposed removal and shall provide an opportunity for the subject Director to appear and be heard, orally or in writing, not less than five (5) days before the removal vote. The notice shall be sent to the subject Director by first class or certified mail. Any removal vote shall be by secret written ballot. Upon an affirmative vote of removal of a Director, the removed Director's seat shall be deemed vacant.

Any Director may resign effective upon giving written notice to the President or, the Secretary of this Corporation. The effective date of the resignation shall be the effective date stated in the notice of resignation, or if no date is specified in the notice, the resignation shall be effective on the date the notice of resignation is received by the President or the Secretary. Upon the effective date of the resignation, the resigned Director's seat shall be deemed vacant,

Vacancies on the Board may be filled at any time by the affirmative vote or written consent of a majority of the Directors then in office. Vacancies and new appointments to the Board shall be filled or recommended by a written recommendation of the Executive Committee. If the number of Directors then in office is less than a quorum, the vacancy may be filled by (a) the unanimous written consent of all of the Directors then in office without a meeting, or b) the affirmative vote of a majority of the Directors then in office at a duly noticed regular or special meeting; or (c) a sole remaining Director. Persons filling a vacancy shall meet the qualifications provided in Article 4, Section 2. Any person filling a vacancy created by the death, removal or resignation of a Property Owner Director shall meet the qualifications for a Property Owner Director as provided in Article 4, Section 2. Any person filling a vacancy created by the death, removal or resignation of a Community-at-Large Director shall meet the qualifications for a Community-at-Large Director as provided in Article 4, Section 2.

A person elected to fill a vacancy as provided by this Section shall hold office until the next regular annual election of the Board of Directors or until his or her death, resignation or removal from office.

Section 5. Compensation

Directors shall serve without compensation for their service as Directors. However, a Director may be entitled to reasonable advancement or reimbursement of expenses incurred in the performance of their duties on behalf of the Corporation, subject to the requirements of Section 3 of this Article. Any such reimbursement must be authorized in advance by the Executive Committee or the President and the Treasurer of the Corporation.

A Director may not receive compensation for providing services to the Corporation in any capacity other than as a Director unless such compensation is reasonable, is for services actually rendered, and is permitted under applicable law and Article 18 of these Bylaws.

Section 6. Conflict of Interest (Restriction re: interested Directors)

Notwithstanding any other provision of these Bylaws, not more than thirty percent (30%) of the persons serving on the Board may be interested persons. For purposes of this Section, "interested persons" means either:

A) Any person currently being compensated by the Corporation for services rendered it within the previous twelve (12) months, whether as a full or part-time officer or other employee, independent contractor; or

B) Any brother, sister, ancestor, descendant, spouse, brother-in-law, sister-in-law, son-in-law, daughter-in-law, mother-in-law, or father-in-law of any such interested person.

In any and all cases, a Board member who also happens to be an "interested person" shall not move, second or vote on any contract in which they have a financial interest.

Owning real property or a business within the boundaries of the District does not render a Director an interested person.

Section 7. Non-Liability of Directors.

The Directors shall not be personally liable for the debts, liabilities, or other obligations of the Corporation.

Section 8. Indemnification of Directors.

A) Right to Indemnification. The Corporation shall indemnify any person who was or is a party to any threatened, pending or completed civil lawsuit or proceeding, whether administrative, or investigative, including all appeals (other than an action brought by or on behalf of the Corporation) by reason of the fact that that person is or was acting as a director, officer, or employee of the Corporation. Indemnification shall be against all expenses, including without limitation, attorneys' fees, court costs, expert witness fees, judgments, decrees, and fines actually paid by the person in settlement of any action, suit, or proceedings provided that the Board of Directors shall first have determined, in its sole judgment, that the person acted in good faith and in a manner that he/she/they reasonably believed to be in the best interests of the Corporation. The termination of any action, suit or proceeding by judgment, order, or settlement shall not of itself create a presumption that the person did not act in good faith.

B) Gross Negligence or Misconduct. No indemnification shall be made for any claim, issue, or matter as to which the person is finally adjudged to be liable for gross negligence or intentional misconduct in the performance of his/her/their duties as director, officer, trustee, fiduciary or employee.

C) Indemnity for Successful Defense. In spite of any limitations set forth in sub-sections A) and B) of this Section, to the extent that any person has been successful on the merits or otherwise in defense of any action, suit or proceeding referred to in those Sections, that person shall be indemnified against all expenses actually and reasonably paid by him/her/them, including, without limitation, attorneys' fees, court costs, and expert witness fees.

D) Advancement of Expenses. Expenses incurred in defending a civil action, suit, or proceeding may be paid by the Corporation in advance of the final disposition of the action, suit, or proceeding as authorized by the Board of Directors, on receipt by the Board of Directors of an undertaking by or on behalf of the director, officer, or employee involved to repay the expenses if it is ultimately determined that the person is not entitled to be indemnified by the Corporation as authorized in this Section.

E) Indemnification Not Exclusive. The indemnification provided under this Section shall not be deemed to be exclusive or any other rights to which any person indemnified may be entitled under any regulation, agreement, vote of the stockholders or disinterested directors, or otherwise. The indemnification provided under this Section shall be deemed exclusive of any other power to indemnify or right to indemnification that the Corporation or nay person referred to in this Section may have or acquire. Indemnification shall continue and inure to the benefit of the heirs, executors, and administrators of any person entitled to indemnification under this Section.

F) Liability Insurance. The Corporation shall purchase and maintain insurance on behalf of any person who is or was a director, officer, employee, or designated agent of the Corporation against any liability asserted against and incurred by that person whether or

not the Corporation would have the power to indemnify that person under the provisions of these Bylaws.

ARTICLE 6
DIRECTORS' MEETINGS

Section 1. Meetings Subject to the Brown Act.
All Regular, Annual, Special and Emergency Meetings of the Board of Directors are subject to the provisions of the Ralph M. Brown Act (Government Code Section 54950 et seq.) ("the Brown Act").

Section 2. Annual Meeting.
An Annual Meeting of the Board of Directors is for the purpose of electing members of the Board of Directors and appointing officers of the Corporation. This process shall be held annually and set by the Board of Directors sixty (60) days of said meeting, which should occur between June and September. The Annual Meeting shall be deemed a Regular Meeting for purposes of scheduling, noticing and posting of agendas.

Section 3. Regular Meetings.
Regular Meetings of the Board of Directors shall be held at the time and place as set by resolution of the Board of Directors from time-to-time. The Board has the authority to alter the time and place of the Regular Meetings upon majority vote provided reasonable notification of such change is made in compliance with the Brown Act.

Section 4. Time and Place of Regular Meetings
Regular meetings of the Board of Directors shall be held at a time and place within the City of El Cajon designated from time-to-time by resolution of the Board of Directors.

Section 5. Agendas for Regular Meetings.
At least 72-hours prior to a regular meeting, the Secretary or a member of the management team/staff shall post at a location freely available to the public at the location of the Board meeting, an agenda in compliance with the Brown Act containing a brief general description of each item to be considered at the meeting, including items to be discussed as well as items that may be acted upon by the Board.

Section 6. Special Meetings.
Other than an Emergency Meeting as hereinafter provided, any meeting of the Board of Directors held at a time or place other than the time or place specified for Regular Meetings) is designated as a Special Meeting. Special Meetings of the Board of Directors may be called by the President or by a majority of the Board.

Section 7. Time and Place of Special Meetings.
Special Meetings of the Board of Directors shall be held at the time and place within the City of El Cajon designated by the person or persons calling the Special Meeting. In the absence of such designation, the meeting shall be held at the principal office of the Corporation at a time designated by the President within fifteen (15) days of receipt of the request for the Special Meeting.

Section 8. Notice of Special Meetings.

In compliance with the Brown Act, notice of a Special Meeting shall be provided 24-hours in advance of the meeting to all of the Directors and to all media outlets who have requested notification. The notice also must be posted at least 24-hours prior to the meeting in a location freely accessible to the public, posted outside of the location of the Special meeting. The notice shall indicate that the meeting is being called a Special Meeting, and shall state the time, place of the meeting within the City of El Cajon, and business to be considered or transacted at the meeting. No other business shall be considered at the Special Meeting.

Section 9. Emergency Meetings.
Emergency Meetings of the Board of Directors may be called only upon a determination by a majority of the Board that an emergency situation exists. For the purposes of this section, "emergency" is defined as a work stoppage, crippling activity, or other situation severely impairing public health, safety or essential services, as defined in the California Government Code Section 54956.5

Section 10. Time and Place of Emergency Meetings.
Emergency Meetings shall be held at a time and place designated by the President or another officer of the Corporation, if the President is incapacitated.

Section 11. Notice of Emergency Meetings.
Upon a determination by a roll call vote of a majority of the Board that an emergency, exists as defined in this Article, Section 9, at least one (1) hour's telephonic notice of the time, place and subject of the Emergency Meeting, shall be given to all members of the Board and to all media outlets that have requested pursuant to the Brown Act that they receive notice of any Special Meetings called. At the conclusion of the Emergency Meeting, the minutes of the meeting, a list of persons who the Board notified or attempted to notify, a copy of the rollcall vote, and any actions taken at the Emergency Meeting shall be posted for a minimum of ten (10) days in a public place as soon after the Emergency Meeting as possible.

Section 12. Adjourned Meetings.
Notice of the time and place of holding an adjourned, postponed or continued meeting must be given to absent Directors if the time and place of the adjourned meeting are fixed at the meeting adjourned and if such adjourned meeting is held no more than 48-hours from the time of the original meeting. Notice shall be given of any adjourned regular or special meeting 48-hours from the time of the original meeting. So long as the time and place of the adjourned, postponed or continued meeting is publicly announced at the meeting adjourned, postponed or continued, no other notice of an adjourned, postponed or continued meeting need be given.

Section 13. Closed Sessions.
The Board may conduct closed sessions regarding the following matters:

A) The appointment, performance evaluation, discipline or dismissal of an employee.

B) Discussion with the Corporation's attorney regarding pending litigation or a significant exposure to litigation.

C) Granting authority to the Corporation's negotiator concerning the price and terms of payment in connection with the purchase, sale, lease or exchange of real property by or for the Corporation.

D) To meet and confer with the Corporation's labor negotiator concerning discussions with employee organizations and unrepresented employees regarding salaries and fringe benefits.

E) To meet with the Corporation's attorney, the chief of police, a security consultant or security operations manager, or their deputies, on matters posing a threat to the security of public buildings, or the public's right of access to essential public services or facilities.

No person shall disclose information communicated made in a closed session that is specifically related to the basis for the Board to meet in closed session ("confidential information"). Such closed sessions may be held as part of a regular meeting of the Board, or at a special meeting convened for the sole purpose of the closed session. All such closed sessions shall be conducted in accordance with the provisions of the Brown Act.

Section 14. Quorum for Meeting.
A quorum shall consist of fifty percent (50%) plus one (1) of the sitting Board of Directors. Except as otherwise provided in these Bylaws or in the Articles of Incorporation of this Corporation, or by law, no business shall be considered by the Board at any meeting at which a quorum, as hereinafter defined, is not present, and the only motion which the President or Chair shall entertain at such meeting is a motion to adjourn. However, a majority of the Directors present at such meeting may adjourn from time-to-time until the time fixed for the next regular meeting of the Board. The Directors present at a duly called and held meeting at which a quorum is initially present may continue to do business notwithstanding the loss of a quorum at the meeting due to a withdrawal of Directors from the meeting, provided that any action thereafter taken must be approved by at least a majority of the required quorum for such meeting or such greater percentage as may be required by law, or the Articles of Incorporation or Bylaws of this Corporation.

Section 15. Majority Action as a Board Action.
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 the act of the Board of Directors, unless the Articles of Incorporation or Bylaws of this Corporation, or provisions of the California Nonprofit Corporation Law.

Section 16. Voting.
Each Director shall have one (1) vote on each matter presented to the Board of Directors for action. No Director may vote by proxy, but the Director's pre-approved alternate may vote representing the primary Director.

Section 17. Action Without Meeting by Virtual or Written Ballot
Any action that may be taken at a regular or special meeting of the Board of Directors may be taken without a meeting by means of a virtual or written ballot, to the extent permitted by applicable law and these Bylaws. If action is to be taken without a meeting, the Corporation shall distribute a virtual or written ballot to each Director entitled to vote on the matter. The ballot shall:

1. Describe the matter or topic under consideration.

2. State the proposed action.

3. Provide an opportunity for the Director to vote in favor of, against, or abstain from the proposed action.

4. Specify a reasonable period within which the ballot must be submitted to the Corporation.

Approval of an action by virtual or written ballot shall be valid only if the number of votes received within the specified voting period equals or exceeds the quorum required for a meeting of the Board of Directors at which the action could be considered, and the number of affirmative votes equals or exceeds the number of votes that would be required to approve the action at a meeting at which the total number of votes cast is equal to the total number of ballots received.

All virtual and written votes be ratified at the next scheduled Board or committee meeting. Virtual or written ballots shall be retained with the corporate records and shall be maintained in accordance with applicable law and the Corporation's record-retention policies.

Section 18. Conduct of Meetings.
Meetings of the Board of Directors shall be presided over by the President of the Board, or appointed Chairperson of the Board, or, in his or her absence, by the Vice President of the Corporation or, in the absence of each of these persons, by a Chairperson chosen by a majority of the Directors present at the meeting. The Secretary of the Corporation shall act as secretary of all meetings of the Board, provided that, in his or her absence, the presiding officer shall appoint another person to act as Secretary of the Meeting.

Meetings shall be governed by Roberts Rules of Order, as such rules may be revised from time to time, insofar as such rules are not inconsistent with or in conflict with these Bylaws, with the Articles of Incorporation of this Corporation, or with provisions of law.

Section 19. Telephonic Participation
Any Director or committee member may participate in Regular, Special or Emergency meetings by telephone conference, electronic video screen communication (i.e., Zoom, Teams, etc.), or similar communications equipment, so as long as all Directors, committee members, and members of the public, participating virtually, can hear and be heard by one another. Participating in the meeting by such means allows Directors and committee members to participate in the dialogue but does not count towards quorum and are not allowed to participate in vote.

Task Force meetings are not subject to the restrictions of this Section.

ARTICLE 7
OFFICERS

Section 1. Number of Officers

The Officers of the Corporation shall be a President, a Vice President, a Secretary, and a Chief Financial Officer, who shall be designated the Treasurer. The Corporation may also have, as determined by the Board, one or more Vice Presidents of "Said Title", Assistant Secretaries, Assistant Treasurers, or other officers. 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.

At any given time, a majority of the Officers must be property owners within the District or an approved representative of property. Residential Community-at-Large Board Members may serve as Officers of the Board, but the Community-at-Large Officer seats may never exceed 25% of the total number of Officers.

Section 2. Qualification, Election, and Term of Office

A) The President, Vice Presidents, Secretary and Chief Financial Officer/Treasurer shall be selected from the membership of the Board and shall be Board members.

B) Officers shall be nominated annually by the Board of Directors at the Annual Meeting in accordance with the Corporation's staggered officer election cycle. If an Officer position becomes vacant between Annual Meetings, nominations may be made and an election held at any regular or special meeting of the Board. Following the seating of newly elected or appointed Directors at the Annual Meeting, the nomination and election of Officers shall be the first order of business of the newly constituted Board.

    1) If more than one (1) nominee is accepted for an Officer position, each nominee shall be provided with an opportunity to present brief remarks or prepared speaking points to the Board at the following Board meeting regarding their qualifications, experience, and interest in serving in the position.

    2) Following the presentations, the Secretary, or another non-conflicted Officer designated by the President, together with a member of the Corporation's management team/staff, shall distribute secret ballots to all Directors entitled to vote. The ballots shall be collected and tallied by the designated Officer and a member of the management team/staff. The results shall be announced to the Board, and the nominee receiving a majority of the votes cast shall be elected to the Officer position.

    3) If no nominee receives a majority of the votes cast, the two (2) nominees receiving the highest number of votes shall proceed to a second round of voting. If necessary, additional rounds of voting shall be conducted until one nominee receives a majority of the votes cast.

C) Officers shall be elected for one 1) year terms and shall be voted in aat each Annual Meeting of the Board of Directors as the first order of business after the newly elected Board members have been seated on the Board. :

D) Property Owner Director Officer positions shall be elected to two (2) year terms. Each Officer shall serve for the full term for which they were elected and shall continue to serve until their successor is elected and qualified, or until their earlier resignation, removal, disqualification, or other termination of service.

E) Community-at-Large Director Officer positions shall be elected annually and shall serve one (1) year terms. Each Officer shall continue to serve until their successor is elected and qualified, or until their earlier resignation, removal, disqualification, or other termination of service.

F) A Board member shall serve two (2) full years prior to becoming eligible for nomination as an Officer, except during the first two (2) years of the existence of the Corporation.

Section 3. Duties of Officers

A) President. The President shall be the Chief Executive Officer of the Corporation and shall, subject to the control of the Board of Directors, supervise and control the affairs of the Corporation and the activities of the officers and staff. He/She/They shall perform all duties incident to his/her/their office and such other duties as may be required by law, by the Articles of Incorporation of this Corporation, or by these Bylaws, or which may be prescribed from time-to-time by the Board of Directors. He/She/They shall preside over all meetings of the Board of Directors. Except as otherwise expressly provided by law, by the Articles of Incorporation, or by these Bylaws, he/she/they shall, in the name of the Corporation, execute such deeds, mortgages, bonds, contracts, checks, or other instruments which may from time-to-time be authorized by the Board of Directors.

The District Manager, Executive Director or other contracted personnel of the Board shall, upon vote of the Board of Directors, be able to Chair and oversee the agenda of the meeting to ensure that all Board members and officers have a chance to participate in the deliberations of the full Board.

B) Vice President. In the absence of the President, or in the event of his/her/their inability or refusal to act, the Vice President shall 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 other powers and perform such other duties as may be prescribed by law, by the Articles of Incorporation, or by these Bylaws, or as may be prescribed by the Board of Directors.

C) Secretary. The Secretary shall perform the following duties or delegate them to the Executive Director or a member of the management team/staff:

1. Certify and keep at the principal office of the Corporation original or a copy of these Bylaws as amended or otherwise altered to date.

2. Keep at the principal office of the Corporation or at such other place as the Board may determine, a book of minutes of all meetings of the directors, and, if applicable, meetings of committees, recording therein the time and place of holding, whether regular or special, how called, how notice thereof was given, the names of those present or represented at the meeting, and the proceedings thereof.

3. See that all notices are duly given in accordance with the provisions of these Bylaws or as required by law.

4. Be custodian of the records and of the seal of the Corporation and see that the seal is affixed to all duly executed documents, the execution of which on behalf of the Corporation under its seal is authorized by law or these Bylaws.

5. Keep at the principal office of the Corporation a membership book containing the name and address of each and any of the Directors and committee members, and, in the case where any membership has been terminated, he/she/they shall record such fact in the membership book together with the date on which such membership ceased.

6. Exhibit at all reasonable times to any director of the Corporation or to any owner of real property within the boundaries of the District, or to the duly appointed and authorized representative of such director or owner, upon request therefore, the Bylaws, and the minutes of the proceedings of the directors of the Corporation.

7. In general, perform all duties incident to the office of Secretary and such other duties as may be required by law, by the Articles of Incorporation of this Corporation, or by these Bylaws, or which may be assigned to him/her/they from time-to-time by the Board of Directors.

D) Chief Financial Officer (Treasurer). Subject to the provisions of these Bylaws relating to the "Execution of Instruments, Deposits and Funds," the Treasurer shall perform the following duties or delegate them to the Executive or a member of the management team/staff:

1. Have charge and custody of, and be responsible for, all funds and securities of the Corporation, and deposit all such funds in the name of the Corporation in such banks, trust companies, or other depositories as shall be selected by the Board of Directors, or delegate such responsibilities to staff.

2. Receive, and give receipt for, monies due and payable to the Corporation from any source whatsoever.

3. Disburse, or cause to be disbursed, the funds of the Corporation as may be directed by the Board of Directors, taking proper vouchers for such disbursements.

4. Keep and maintain adequate and correct accounts of the Corporation's properties and business transactions, including accounts of its assets, liabilities, receipts, disbursements, gains and losses.

5. Exhibit at all reasonable times the books of account and financial records to any director of the Corporation, or to any owner of real property within the boundaries of the District, or to the duly appointed and authorized representative of such director or owner, upon request, therefore.

6. Render to the President and Directors, whenever requested, an account of any or all of his/her/their transactions as Treasurer and of the financial condition of the Corporation.

7. Prepare, or cause to be prepared, and certify, or cause to be certified, the financial statements to be included in any required reports.

8. In general, perform all duties incident to the office of Treasurer and such other duties as may be required by law, by the Articles of Incorporation of the Corporation, or by these Bylaws, or which may be assigned to him/her/they from time-to-time by the Board of Directors.

Section 4. Compensation
Officers shall serve without compensation for their service as Directors and Officers. However, an Officer or any Board member may be entitled to reasonable advancement or reimbursement of expenses incurred in the performance of their duties on behalf of the Corporation, subject to the requirements of Article 5, Section 3 or Section 3 of this Article . Any such reimbursement must be authorized in advance by the all members of the Executive Committee excluding the Officer requesting advancement or reimbursement and presented to the Board at the next scheduled meeting.

ARTICLE 8
COMMITTEES

Section 1. Executive Committee.
The President, the Vice President, the Secretary and the Treasurer, and any other designated officers, shall constitute an Executive Committee. The Board of Directors shall delegate to the Executive Committee such of the powers and authority of the Board in the management of the business and affairs of the Corporation, *except* with respect to:

A) The approval of any action which, under law or the provisions of these Bylaws, requires the approval of the majority of the Board of Directors.

B) Appointing a new Board members and alternates or the filling of vacant Board seats.

C) The amendment or repeal of Bylaws or the adoption of new Bylaws.

D) The amendment or repeal or any resolution of the Board which by its express terms is not so amendable or retractable.

E) The appointment of committees of the Board or the members thereof.

F) The approval of any transaction to which this Corporation is a party and in which one or more of the Directors have a material financial interest, except as expressly provided in Section 5233(d)(3) of the California Nonprofit Corporation Law.

By a majority vote of its members then in office, the Board may at any time revoke or modify any or all of the powers or authority so delegated to the Executive Committee, increase or decrease the membership of the Executive Committee by not more than two (2) members of the Board of Directors, and fill vacancies on the Executive Committee from the members of the Board. The Executive Committee shall keep regular minutes of its proceedings, cause them to be filed with the corporate records, and report the same to the Board of Directors from time-to-time as the Board may require.

Section 2. Other Committees and Task Forces.

The Corporation shall have such other committees and task forces as may from time-to-time be designated by resolution of the Board of Directors. Members of such committees and task forces shall be appointed by the Board. Such committees and task forces shall be advisory bodies to the Board of Directors, may consist of persons who are not also members of the Board, and in no event shall the membership of such committees and task forces include members of the Board of Directors constituting a quorum of the Board of Directors. These additional committees and task forces shall act in an advisory capacity only to the Board and shall be clearly titled as "advisory" committees or task forces.

Section 3. Meetings and Actions of Committees.

A) Executive Committee. Meetings and actions of the Executive Committee and any standing committees that may be created by the Board of Directors, shall be governed by, noticed, held and conducted in accordance with the provisions of the Ralph M. Brown Act in the same manner as meetings of the Board of Directors as provided in Article 6 of these Bylaws. The time for meetings of the Executive Committee may be fixed by the Board of Directors, or the committee chair. Advisory Committees and Task Forces. Meetings and actions of advisory committees or Task Forces are not subject to the public meeting notice requirements of the Ralph M. Brown Act and may be noticed, held and conducted in accordance with rules and regulations promulgated by the Board of Directors, provided that such rules and regulations are not inconsistent with the provisions of these Bylaws.

ARTICLE 9
EXECUTION OF INSTRUMENTS, DEPOSITS and FUNDS

Section 1. Execution of Instruments

The Board of Directors, except as otherwise provided in these Bylaws, may by resolution authorize any officer or agent of the Corporation to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Corporation, and such authority may be general or confined to specific instances. Unless authorized, no officer, agent, or employee shall have any power or authority to bind the Corporation by any contract or engagement, to pledge its credit or to render it liable monetarily for any purpose or in any amount.

Section 2. Checks and Notes

Except as otherwise specifically determined by resolution of the Board of Directors, or as otherwise required by law, checks, drafts, promissory notes, orders for the payment of money, and other evidence of indebtedness of the Corporation shall be signed by at least two (2) of the Officers of the Corporation or the Executive Director and/or a member of the management team/staff that has been selected by the Executive Committee and approved by the Board of Directors. The Executive Director or the Board-approved member of the management team/staff are not authorized to sign checks payable to the District Management Firm, any of the Firm's employees, or management staff.

Section 3. Deposits

All funds of the Corporation shall be deposited from time-to-time to the credit of the Corporation in such banks, trust companies, or other depositories as the Board of Directors may select.

Section 4. Gifts
The Board of Directors may accept on behalf of the Corporation any contribution, gift, bequest, or devise for the charitable or public purposes of this Corporation.

ARTICLE 10
REPORTS

Section 1. Annual Report.
Within one-hundred and fifty (150) days after the end of the fiscal year, the Corporation shall submit an "Annual Report" to the City Manager and the Corporation stakeholders. The Annual Report will summarize the prior year's financial activities and include at the minimum, assets and liabilities of the Corporation as of the end of the fiscal year; principal changes in assets and liabilities including trust funds during the fiscal year; the revenue or receipts of the of the Corporation, both restricted and unrestricted for the fiscal year; expense or disbursements of the Corporation, for both general and restricted funds to be included in the Annual Statement of Specific Transactions to the stakeholders.

Section 2. Annual Work Plan and Budget.
A) On or before July 1st, of each year for each fiscal year for which assessments are to be levied and collected by the City or County Tax Assessor, the Corporation shall submit to the City an Annual Work Plan and Budget for the upcoming year (the "Annual Report and Budget"). The Annual Work Plan and Budget shall be prepared in accordance with Section 36622 of the Streets and Highways Code, and Article XIII.D of the California Constitution. Any District revenues necessary to cover portion of the Financial Statement shall be set aside in the Budget.

B) Assuming that no structural changes are recommended to the Engineer's Report, the Annual Work Plan and Budget will be approved each year before December 1st. If changes to the Annual Work Plan and/or Budget that require changing the Engineer's Report are requested that would require a public hearing and/or a public meeting pursuant to state law, the Community Benefit District Ordinance, or which would affect the assessment database and resulting budget of the upcoming fiscal year, then such modification shall be submitted prior to the City by July 1st of each year.

Section 3. Financial Statement.
Annually in conjunction with the Annual Report and Budget, the Corporation shall prepare financial statements that document the disposition, commitment and line-item expenditures of all District Revenues received during the previous calendar year (the "Financial Statement"). The Financial Statement shall be prepared by a Certified Public Accountant acceptable to the City and shall be delivered to the City at the same time as the Annual Report and Budget or within ninety (90) days of the completion of each fiscal year of the Corporation. Furthermore, that annual Financial Statement should be posted on the Association's website, for public review.

Section 4. Statement of Activity/Program.
A statement of activities/programs funded by District revenues, and the cost of each such activity or program shall be mailed to every property owner within one-hundred and twenty (120) days following the close of the Corporation's fiscal year (the "Activity Statement") commencing after the end of the first Fiscal Year June 30, 2026. A copy of the Activity

Statement and a list of property owner names and addresses shall be provided to the City no later than June 1st, of each year during the term of the MDA.

Section 5. Assessment Data.

A) The Corporation shall maintain a complete database for each parcel assessed within the District, containing the following information:

1. Assessor's Parcel Number(s)

2. Street Address (s)

3. Name and Address of the Owner(s) of Record

4. Amount of the Annual Assessment Levied

5. Proportionate Financial Obligation Imposed, compared to the entire District annual budget

6. Assessment Calculations, including all variables used, as per the approved Management District Plan and Assessment Engineer's report.

During the Annual Board nominations process, the Secretary shall submit a request on the nomination form to have the CBD assessed property owner submit their e-mail address and request the same from their tenants. That will facilitate rapid communication for newsletters or District updates from the Board to its constituents.

The Corporation shall make such information available to property owners within the District upon request at a time and place to be arranged in advance.

B) By June 1st of each operating year, the Corporation shall provide the City with assessment data for the subsequent tax year (July 1st – June 30th), in a format prescribed by the City. The assessment data shall include all of the information required in Sub-section A of this Section.

ARTICLE 11
CORPORATE RECORDS AND SEAL

Section 1. Maintenance of Corporate Records.

The Corporation shall maintain the following corporate records for 7 years which shall be maintained at the principal office of the Corporation as well as be posted on the Corporation website for public review. Except for records specifically exempted by law, such records shall be available for public review, and posted on the corporation's website, consistent with the provisions the Ralph M. Brown Act:

A) Minutes of all meetings of Directors, committees of the Board and all meetings of members, indicating the time and place of holding such meetings, whether regular or special, the notice given, and the names of those present and the proceedings thereof. Such meeting minutes, agendas and reports shall be available for public inspection on the District's website for a maximum of 7 years.

B) Adequate and correct books and records of accounts, including accounts of its properties and business transactions and accounts of its assets, liabilities, receipts, disbursements, gains and losses.

C) A record of its stakeholders, if any, indicating their names and addresses.

D) A copy of the Corporation's Articles of Incorporation and Bylaws as amended to date.

E) All tax filings with the Internal Revenue Services and all appropriate and applicable offices within the state of California.

Section 2. Corporate Seal
The Board of Directors may adopt, use, and at will alter, a corporate seal. Such seal shall be kept at the principal office of the Corporation. Failure to affix the seal to corporate instruments, however, shall not affect the validity of any such instrument.

Section 3. Directors' Inspection Rights.
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. The same review rights shall be held by the general public.

Section 4. Public's Inspection Rights.
A) The City, and owners of properties located within the boundaries of the District, and their duly appointed authorized representatives, shall have the absolute right at any reasonable time to inspect and copy all books, records and documents of every kind not otherwise exempted by law from public inspection. Records of the Association shall be held for a minimum of 7 years.

B) For all purposes of these Bylaws, the term "duly appointed authorized representative" shall mean a person who presents to the Secretary or the District Manager of the Corporation a written document identifying the owner of real property located within the boundaries of the District, the identity of the real property within the District owned by the owner, the identity of the representative being appointed, and the scope of the representative's authorization.

ARTICLE 12
INSURANCE

The Corporation operates on a fiscal year that begins on the January 1st and ends on December 31st of each year.

ARTICLE 13
INSURANCE

The Board of Directors shall adopt a resolution authorizing the purchase and maintenance of insurance on behalf of any agent of the Corporation (including a Directors and officers, employee or other agent of the Corporation) against any liability other than for violating provisions of law relating to self-dealing (Section 5233 of the California Nonprofit Corporation

Law) asserted against or incurred by the agent in such capacity or arising out of the agent's status as such, whether or not the Corporation would have the power to indemnify the agent against such liability under the provisions of Section 5238 of the California Nonprofit Corporation Law.

ARTICLE 14
AMENDMENT OF BYLAWS

Section 1. Amendment of Bylaws
Subject to any provision of law applicable to the amendment of Bylaws of public benefit nonprofit corporations, these Bylaws, or any of them, may be altered, amended, or repealed and new Bylaws adopted as follows:

A) Subject to the power of members, if any, to change or repeal these Bylaws under Section 5150 of the Corporations Code, by approval of the Board of Directors unless the Bylaw amendment would materially and adversely affect the rights of members, if any, as to voting or transfer, provided, however, if this Corporation has admitted any members, then a Bylaw specifying or changing the fixed number of directors of the Corporation, the maximum or minimum number of directors, or changing from a fixed to variable board or vice versa, may not be adopted, amended, or repealed except as provided in Paragraph B of this SECTION; or

B) By approval of the majority action of the sitting Board of Directors.

The Executive Committee shall review the Corporation's Bylaws annually and recommend any proposed amendments to the Board of Directors. If no amendments are deemed necessary, the Executive Committee shall recommend that the existing Bylaws remain unchanged.

ARTICLE 15
AMENDMENT OF ARTICLES

Section 1. Amendment of Articles Before Admission of Members
Before any members have been admitted to the Corporation, any amendment of the Articles of Incorporation may be adopted by approval of the Board.

Section 2. Amendment of Articles After Admission of Members
After members, if any, have been admitted to the Corporation, amendment of the Articles of Incorporation may be adopted by the approval of the Board and by the approval of the members of this Corporation.

Section 3. Certain Amendment
Notwithstanding the above sections of this Article, this Corporation shall not amend its Articles of Incorporation to alter any statement which appears in the original Articles of Incorporation of the names and addresses of the first Directors of this Corporation nor the name and address of its initial agent, except to correct an error in such statement or to delete either statement after the Corporation has filed a "Statement by a Domestic Non-Profit Corporation" pursuant to Section 6210 of the California Nonprofit Corporation Law.

ARTICLE 16
PROHIBITION AGAINST SHARING CORPORATE PROFITS AND ASSETS

Section 1. Prohibition Against Sharing Corporate Profits and Assets
No member, Director, Officer, employee, or other person connected with this Corporation, or any private individual, shall receive at any time any of the net earnings or pecuniary profit from the operations of the Corporation, provided, however, that this provision shall not prevent payment to any such person of reasonable compensation for services performed for the Corporation in effecting any of its public or charitable purposes, provided that such compensation is otherwise permitted by these Bylaws and is fixed by resolution of the Board; and no such person or persons shall be entitled to share in the distribution of, and shall not receive, any of the corporate assets on dissolution of the Corporation. All members, if any, of the Corporation shall be deemed to have expressly consented and agreed that on such dissolution or winding up of the affairs of the Corporation, whether voluntarily or involuntarily, the assets of the Corporation, after all debts have been satisfied, shall be distributed as required by the Articles of Incorporation of this Corporation and not otherwise.

ARTICLE 17
PROHIBITED TRANSACTIONS

Section 1. Loans
Except as permitted by Section 5236 of the Code, the Corporation shall not make any loan of money or property to, or guarantee the obligation of, any Director or officer; provided, however, that the Corporation may advance money to a Director or officer of the Corporation or any subsidiary for expenses reasonably anticipated to be incurred in performance of the duties of such officer or Director so long as such individual would be entitled to be reimbursed for such expenses absent that advance.

Section 2. Self-Dealing Transactions
Except as provided in Section 3, below, the Board shall not approve or permit the Corporation to engage in any self-dealing transaction. A self-dealing transaction is a transaction to which the Corporation is a party and in which one or more of its Directors has a material financial interest, unless the transaction is described in Section 5233(b) of the California Corporations Code. Any Board member who provides a service or product to the Board must recuse themselves from discussion as well as moving, seconding or voting on that particular issue in which they may have a financial interest.

Section 3. Approval
This Corporation may engage in a self-dealing transaction if the transaction is approved by a court or by the Attorney General. This Corporation also may engage in a self-dealing transaction if the Board determines, before the transaction, that (1) the Corporation is entering into the transaction for its own benefit; (2) the transaction is fair and reasonable to the Corporation at the time; and (3) after reasonable investigation, the Board determines that it could not have obtained a more advantageous arrangement with reasonable effort under the circumstances. Such determinations must be made by the Board in good faith, with knowledge of the material facts concerning the transaction and the interest of the Director or

Directors in the transaction, and by a vote of a majority of the Directors then in office, without counting the vote of the interested Director or Directors.

ARTICLE 18
CONFLICT OF INTEREST AND COMPENSATION APPROVAL POLICIES

Section 1. Purpose of Conflict-of-Interest Policy

The purpose of this conflict of interest policy is to protect this tax-exempt Corporation's interest when it is contemplating entering into a transaction or arrangement that might benefit the private interest of an officer or Director of the Corporation or any "disqualified person" as defined in Section 4958(f)(1) of the Internal Revenue Code and as amplified by Section 53.4958-3 of the IRS Regulations and which might result in a possible "excess benefit transaction" as defined in Section 4958(c)(1)(A) of the Internal Revenue Code and as amplified by Section 53.4958 of the IRS Regulations. This policy is intended to supplement but not replace any applicable state and federal laws governing conflict of interest applicable to nonprofit and charitable organizations.

Section 2. Definitions

A) Interested Person. Any Director, principal officer, member of a committee with governing Board delegated powers, or any other person who is a "disqualified person" as defined in Section 4958(f)(1) of the Internal Revenue Code and as amplified by Section 53.4958-3 of the IRS Regulations, who has a direct or indirect financial interest, as defined below, is an interested person.

B) Financial Interest. A Director has a financial interest if the person has, directly or indirectly, through business, investment, or family:

1. an ownership or investment interest in any entity with which the Corporation has a transaction or arrangement, or

2. a compensation arrangement with the Corporation or with any entity or individual with which the Corporation has a transaction or arrangement, or

3. a potential ownership or investment interest in, or compensation arrangement with, any entity or individual with which the Corporation is negotiating a transaction or arrangement. Compensation includes direct and indirect remuneration as well as gifts or favors that are not insubstantial.

A financial interest is not necessarily a conflict of interest. Under Section 3, Paragraph B, a person who has a financial interest may have a conflict of interest only if the appropriate governing Board or committee decides that a conflict of interest exists or if such a financial interest constitutes a conflict of interest pursuant to the Conflict-of-Interest provisions of the California Political Reform Act (Gov. Code § 87100 et seq.) or Government Code section 1090 et seq.

Section 3. Conflict of Interest Avoidance Procedures

A) Duty to Disclose. In connection with any actual or possible conflict of interest, an interested person must, at the earliest opportunity, disclose the existence of the financial interest and be given the opportunity to disclose all material facts to the Directors and members of committees with governing Board delegated powers considering the proposed transaction or arrangement.

B) Determining Whether a Conflict of Interest Exists. After disclosure of the financial interest and all material facts, and after any discussion with the interested person, he/she shall leave the governing Board or committee meeting while the determination of a conflict of interest is discussed and voted upon. The remaining Board or committee members shall decide if a conflict of interest exists. However, if a conflict of interest under either the Political Reform Act or Government Code section 1090, et seq, exists, the Board shall not make such a determination, the interested Board member may not participate, and legal counsel shall be engaged to determine whether the transaction is permissible under Government Code section 1090 et seq.

C) Procedures for Addressing the Conflict of Interest.

1. An interested person may make a presentation at the governing Board or committee meeting, but after the presentation, he/she shall leave the meeting during the discussion of, and the vote on, the transaction or arrangement involving the possible conflict of interest.

2. The chairperson of the governing Board or committee shall, if appropriate, appoint a disinterested person or committee to investigate alternatives to the proposed transaction or arrangement.

3. After exercising due diligence, the governing Board or committee shall determine whether the Corporation can obtain with reasonable efforts a more advantageous transaction or arrangement from a person or entity that would not give rise to a conflict of interest.

4. If a more advantageous transaction or arrangement is not reasonably possible under circumstances not producing a conflict of interest, the governing Board or committee shall determine by a majority vote of the disinterested Directors whether the transaction or arrangement is in the Corporation's best interest, for its own benefit, and whether it is fair and reasonable. In conformity with the above determination, it shall make its decision as to whether to enter into the transaction or arrangement.

D) Violations of the Conflicts of Interest Policy. If the governing Board or committee has reasonable cause to believe a Director or committee member has failed to disclose actual or possible conflicts of interest, it shall inform the individual of the basis for such belief and afford the member an opportunity to explain the alleged failure to disclose.

If, after hearing the member's response and after making further investigation as warranted by the circumstances, the governing Board or committee determines the member has failed to disclose an actual or possible conflict of interest, it shall take appropriate disciplinary and corrective action.

ARTICLE 19
BOARD POLICIES

Section 1. Whistle Blower Policy

The Corporation encourages directors, officers, employees, volunteers, and contractors to report suspected misconduct, unethical behavior, violations of law or policy, fraud, misuse of resources, conflicts of interest, unsafe practices, harassment, discrimination, abuse, or gross mismanagement. Reports should be made in writing to the Executive Director, Board President, or a member of the Executive Committee. Allegations involving the Executive Director or a Board Member should be directed to the Board President or an independent Board Member. Reports may be submitted anonymously, although anonymity may limit the Corporation's ability to conduct a thorough investigation.

The Corporation prohibits retaliation against any individual who makes a good-faith report and will take appropriate disciplinary action against anyone who retaliates or knowingly submits a false or malicious report. Reports and related investigations will be kept confidential to the extent reasonably possible, consistent with conducting an appropriate investigation. All reports will be promptly acknowledged, investigated, documented, and addressed, with legal counsel or outside experts engaged when appropriate. Individuals making reports must have a good-faith and reasonable basis for believing misconduct has occurred. The policy shall be provided to directors, officers, employees, and volunteers and made available upon request to contractors and vendors.

Section 2. Document Retention Policy

The Corporation established guidelines for retaining and securely disposing of Corporation records in compliance with applicable laws, regulations, and nonprofit best practices. It applies to all employees, Board members, contractors, and volunteers who manage or maintain organizational records.

Unless a longer period is required by law or due to litigation, audits, or other special circumstances, corporate documents and records shall generally be retained for seven (7) years, payroll and employment records for three (3) years, and maintenance and landscaping records for two (2) years. Records that have reached the end of their required retention period and are no longer needed shall be securely destroyed, including shredding physical records and permanently deleting electronic records.

Document destruction must be immediately suspended when litigation, an audit, investigation, or other legal matter is pending or reasonably anticipated, and shall remain suspended until the matter is resolved and clearance is provided. The Executive Director, or designee, is responsible for implementing and enforcing the policy, monitoring retention requirements, and overseeing document destruction. The policy shall be periodically reviewed and may be amended by the Board as necessary to remain compliant with applicable laws and organizational needs.

Section 3. Confidentiality Policy

Board members, contractors and volunteers shall maintain the confidentiality of the Corporation's confidential, proprietary, and non-public information, except as disclosure is required or permitted by the Brown Act or applicable law. Confidential information may not

be used or disclosed to any unauthorized person or entity during or after a Board member's, contractor's, or volunteer's service with the Corporation.

Confidential information may be shared when reasonably necessary with authorized Board members, staff, accountants, auditors, insurance carriers, attorneys, or other professional advisors who have a legitimate need to receive such information. Nothing in this policy prohibits a member from disclosing information when required by law, regulation, or a lawful court order.

CERTIFICATE OF SECRETARY

I, the undersigned, certify that I am the currently elected and acting Interim Secretary of the Greater Downtown El Cajon Improvement Association, a California Non-profit Public Benefit Corporation, and the above Bylaws, consisting of 28 pages, are the Bylaws of the Corporation as adopted at a meeting of the Board held on TBD.

Dated

Executed at El Cajon, California

_____

Paris Landen
Interim Secretary
Greater Downtown El Cajon Improvement Association

EXHIBIT A
CORPORATION INTERIM OFFICERS & BOARD OF DIRECTORS

INTERIM OFFICERS

President
Ron Nevels (Property Director)

Vice President
Vacant

Treasurer
Cathy Zeman (Property Director)

Secretary
Paris Landen (Property Director)

INTERIM BOARD OF DIRECTORS

Property Directors

Steve Lockett (County of San Diego)
Lee Mench
Gabe Munch
Nate Prescott (City of El Cajon)

Community-at-Large Directors
None

11:06 AM
10/29/26
Accrual Basis

Downtown El Cajon Association
Profit & Loss Budget Overview
January through June 2027

	Jan - Jun 27	
Ordinary Income/Expense		
Income		
Assessment Revenue		353,837.25
Total Income		353,837.25
Expense		
ADMINISTRATION / MANAGEMENT		
Admin. Contract Services	95,000.00	
Insurance - Liability, D and O	20,000.00	
Legal Fees	2,000.00	
Rent	14,000.00	
Total ADMINISTRATION / MANAGEMENT		131,000.00
CIVIL SIDEWALKS/ENV ENHANCEMENT		
Maintenance Supplies	20,000.00	
Payroll Expenses		
Compensation & Benefits	160,000.00	
Total Payroll Expenses	160,000.00	
Total CIVIL SIDEWALKS/ENV ENHANCEMENT		180,000.00
Contingency		7,837.25
DIP/ ECON ENHANCEMENT		
Public Relations	35,000.00	
Total DIP/ ECON ENHANCEMENT		35,000.00
Total Expense		353,837.25
Net Ordinary Income		0.00
Net Income		**0.00**

Greater Downtown El Cajon Improvement Association
Approved Check Signer Policy
Adopted: DRAFT

Purpose

This policy establishes the authorized individuals permitted to sign checks on behalf of the Greater Downtown El Cajon Improvement Association (GDECIA) and outlines basic procedures to ensure appropriate financial oversight and accountability.

1. Authorized Signers

The following Officers are authorized to sign on behalf of GDECIA:

- President
- Vice President
- Treasurer
- Secretary

2. Authorized Signers for Operational Purposes

The following employees of New City America, Inc. ("NCA") are authorized to sign on behalf of GDECIA:

- Marco Li Mandri (Executive Director)
- Dominic Li Mandri (District Manager)

Note: The authorized signers from NCA may sign checks unless the check is made payable to NCA, themselves, or any of its employees.

3. Approval and Documentation

The President's approval must be obtained and documented via email for checks involving payments to NCA employees. Such approvals must be retained with the corresponding financial records.

4. Reporting and Oversight

NCA shall provide the GDECIA Board of Directors with regular reports identifying checks signed by NCA employees on behalf of GDECIA. Reports shall include the check date, payee, amount, and name of the NCA employee who signed the check.

5. Conflict of Interest

All authorized check signers must disclose any actual or potential conflicts of interest involving GDECIA and NCA. No individual may approve or sign a check involving a payment to themselves or an entity in which they have a financial or personal interest.

Payments to NCA or its employees must be reviewed and approved by an authorized GDECIA Officer who does not have a conflict of interest.

6. Amendments

This policy may be amended by a majority vote of the GDECIA Board of Directors. Any changes will be documented and communicated to all relevant parties.

REQUEST FOR PROPOSALS (RFP)

Executive Director or District Management Company

Downtown El Cajon Community Benefit District

RFP Issue Date: Dec. 1, 2026
Proposal Submission Deadline: 5 p.m. Dec. 31, 2026
Anticipated Commencement Date:

Introduction and Purpose

The Downtown El Cajon Community Benefit District (hereinafter referred to as the "CBD" or "District"), administered by the Downtown El Cajon Association (DECA), is seeking qualified applicants to serve as its Executive Director or District Management Company.

The selected individual or company will be responsible for the overall administration, management, coordination, and oversight of the special benefit services and programs funded by the newly approved Downtown El Cajon Community Benefit District.

The successful candidate will work under the direction and supervision of the DECA Board of Directors and will be responsible for ensuring that the District's programs, services, and operations are effectively implemented and maintained.

Qualified individuals, district management companies, business improvement district (BID) management organizations, and other entities with relevant experience are encouraged to submit proposals.

Background

The Greater Downtown El Cajon Improvement Association, doing business as the Downtown El Cajon Association (DECA), is a California nonprofit public benefit corporation established to administer and manage the Downtown El Cajon Community Benefit District.

The Downtown El Cajon CBD was approved by a vote of the affected property owners and authorized by the El Cajon City Council through a Resolution of Formation in September 2026.

DECA will enter into an agreement with the City of El Cajon to administer the revenues collected through the District's property assessments.

For Fiscal Year 2026–2027, the CBD is anticipated to generate approximately $786,305 in assessment revenue.

The CBD provides supplemental special benefit services and improvements that are above and beyond the services currently provided by the City of El Cajon. These services are funded through a mandatory property-based assessment imposed on properties within the established District boundaries.

The special benefit services and activities funded by the CBD include, but are not limited to:

- Maintaining cleanliness, safety, and order within the public rights-of-way.
- Attracting new businesses and supporting existing businesses in Downtown El Cajon.
- Developing and promoting a recognizable District identity and positive public image.
- Managing and maintaining the District website, social media platforms, and public communications.
- Planning, coordinating, and managing District events and promotional activities.
- Managing public spaces, amenities, and related improvement projects.
- Providing administrative and organizational support to DECA.
- Advocating on behalf of District property owners, business owners, residents, and other stakeholders.
- Coordinating with City staff, elected officials, community organizations, and other public and private partners.

The CBD's broader mission is to enhance the overall appearance, economic vitality, and attractiveness of Downtown El Cajon, including its office, retail, restaurant, bar, service, and other commercial uses, as well as its public spaces and pedestrian environment.

The District includes all assessed properties located within the boundaries identified on the accompanying District map.

Qualifications and Experience Required

The ideal Executive Director or District Management Company will demonstrate the knowledge, experience, and organizational skills necessary to effectively manage a community benefit district.

Applicants should demonstrate experience or the ability to perform the following:

- Effectively communicate and promote the benefits of the CBD to assessed property owners.
- Work collaboratively with the Board of Directors of a non-profit corporation.
- Understand assessment district laws, including Proposition 218 and its special benefit requirements.
- Demonstrate knowledge of the structure, operations, and management of a Business Improvement District or Community Benefit District.
- Work independently and exercise sound judgment with minimal direct supervision.

- Communicate effectively with property owners, business owners, residents, City staff, elected officials, and other stakeholders.
- Prepare professional written communications, reports, proposals, and other organizational documents.
- Maintain accurate corporate, financial, and administrative records.
- Identify and pursue grants, sponsorships, donations, and other funding opportunities outside of assessment revenues.
- Demonstrated familiarity with the City of El Cajon, its administrative structure, and relevant County of San Diego agencies and officials.
- Demonstrated experience in business attraction, business retention, and commercial district development.
- Understand basic accounting, budgeting, and financial reporting principles.
- Understand property management and maintenance of public rights-of-way.
- Hire, manage, supervise, and evaluate employees, vendors, contractors, subcontractors, and consultants.
- Develop and implement effective fundraising, sponsorship, and donation programs.
- Demonstrated proficiency in standard computer applications, email, and digital communications.
- Recruit and supervise the staff necessary to carry out the District's programs and responsibilities.
- Demonstrated ability to establish and implement the operational systems, programs, and procedures necessary for the successful administration of the CBD.

Hours and Availability

The Executive Director or District Management Company shall provide sufficient staffing and availability to properly perform all duties and responsibilities associated with the position.

A minimum commitment of 40 hours per week is required, normally Monday through Friday, from 9:00 a.m. to 5:00 p.m. Additional availability may be required for evening meetings, special events, community activities, and weekend operations.

For a District Management Company, the 40-hour weekly requirement may be satisfied through the combined work of multiple employees or representatives assigned to the District.

The selected individual or company must ensure consistent availability, responsiveness, and on-site presence as necessary to meet the operational needs of the CBD.

Term and Duration of Agreement

The anticipated commencement date for the Executive Director's employment or District Management Company's services shall be on or about January 2027, subject to approval and agreement by the DECA Board of Directors.

The employment or service agreement shall remain in effect until terminated by the Board of Directors.

The Board reserves the right to terminate the employment relationship or management services agreement at any time, with cause, upon providing 30 days' written notice.

Compensation

Compensation will be negotiated based on the applicant's qualifications, experience, proposed staffing structure, and the scope of services provided.

Applicants must include their proposed compensation or management fee, along with an explanation of the proposed fee structure.

Applicants should also provide information regarding comparable positions or contracts previously held, including relevant compensation ranges or management fees for similar work.

Employment and Contractual Status

DECA is accepting proposals from qualified individuals seeking employment as Executive Director, as well as companies or organizations interested in providing professional district management services through a contractual agreement.

The selected individual will be employed as an at-will employee, subject to the terms and conditions established by DECA.

A selected management company or other qualified entity will enter into a professional services agreement with DECA. Such agreement will include a 30-day written termination provision, with cause.

The Board of Directors will determine the appropriate employment or contractual arrangement based on the qualifications of the applicant and the operational needs of the District.

Scope of Services and Responsibilities

The responsibilities of the Executive Director or District Management Company will include, but are not limited to, the following:

Implementation and Oversight of District Services

The Executive Director or District Management Company shall be responsible for ensuring the effective implementation and oversight of the services and programs established in the CBD Management District Plan.

Responsibilities include:

- Thoroughly reviewing and understanding the Management District Plan, including the scope, purpose, and limitations of the special benefit services approved by the affected property owners.
- Understanding the requirements and limitations of special benefit assessments under Article XIII D of the California Constitution.
- Overseeing internal staff and contracted service providers responsible for security, landscaping, sidewalk maintenance, cleanliness, and other District services.
- Ensuring that all services are delivered at a consistently high level for the benefit of District property owners, businesses, residents, employees, and visitors.
- Maintaining regular communication with property owners, residents, business owners, visitors, and City officials regarding District operations and service delivery.
- Conducting regular field inspections and walking the District with the Operations Director, contractors, and their respective employees to evaluate service quality and identify maintenance or operational concerns.
- Ensuring that the Operations Director promptly reports hazardous conditions in the public rights-of-way to the appropriate City department.
- Frequently monitoring conditions within the public rights-of-way and addressing recurring maintenance, cleanliness, and operational issues.
- Responding promptly and professionally to constituent concerns, including in-person meetings when appropriate.
- Responding to emails, telephone calls, and other inquiries from Board members and District constituents in a timely manner.
- Advising Board committees on programs and strategies that support the interests and well-being of District property owners, residents, businesses, employees, and community members.
- Developing and overseeing new programs, initiatives, and improvement projects as approved by the Board.

- Developing and implementing strategies to attract new businesses and encourage existing businesses to remain and expand within the District.

Corporate and Organizational Support

The Executive Director or District Management Company shall provide comprehensive administrative, organizational, and operational support to DECA and its Board of Directors.

Board and Committee Meetings

Responsibilities include:

- Attending all regular and special meetings of the Board of Directors and Executive Committee.
- Preparing and distributing complete Board meeting agendas and supporting materials in advance of meetings.
- Preparing and distributing materials for Board committees and task forces.
- Working closely with the Board President and committee chairs to develop meeting agendas and coordinate meeting preparation.
- Attending all Board standing committee and task force meetings.
- Providing organizational support to facilitate productive Board and committee discussions.
- Preparing, reviewing, and maintaining accurate meeting minutes.
- Maintaining corporate meeting records in accordance with applicable Brown Act requirements, California Public Records Act requirements, DECA bylaws, and other applicable laws and regulations.
- Coordinating and overseeing the annual election of Board members.
- Maintaining accurate Board member attendance records and monitoring compliance with applicable attendance requirements established in the bylaws.

Organizational Development and Funding

Additional responsibilities include:

- Identifying and pursuing grants, sponsorships, donations, and other non-assessment revenue sources to supplement District programs and services.
- Developing relationships with public agencies, private organizations, foundations, businesses, and community partners.
- Preparing and submitting required annual reports to the El Cajon City Council each spring.

- Providing general organizational support to ensure DECA meets its corporate and administrative responsibilities.

General Administration

Fiscal and Financial Management

The Executive Director or District Management Company shall oversee the financial administration of DECA and the CBD, including:

- Monitoring committee budgets, expenditures, and financial forecasts to ensure alignment with approved budgets and projections.
- Preparing financial statements and coordinating the issuance of checks and other authorized payments.
- Monitoring assessment revenue and compliance reports provided by the City.
- Preparing and monitoring annual budgets and financial reports.
- Coordinating with the organization's accountant and auditor regarding annual financial statements, tax filings, IRS Form 990, and required City audits or reporting.
- Preparing and presenting monthly financial reports to the Board of Directors.
- Ensuring appropriate financial controls, recordkeeping, and budget oversight.

Personnel and Supervisory Responsibilities

Responsibilities include:

- Overseeing the Operations Director and all maintenance employees or contracted service providers.
- Supervising administrative assistants, consultants, interns, and other personnel as needed.
- Recruiting, hiring, training, managing, and evaluating employees and contractors as appropriate.
- Ensuring that staffing levels and personnel assignments are sufficient to meet District operational requirements.

Office and Corporate Administration

Responsibilities include:

- Managing office equipment, acquisition, maintenance, and replacement, as necessary.
- Overseeing general office maintenance, cleanliness, and organization.
- Managing the District office, rental arrangements, and related corporate assets.
- Maintaining accurate and organized corporate files and records.

- Ensuring public access to records and meeting minutes in accordance with applicable legal requirements.

Additional Responsibilities and Special Projects

The Executive Director or District Management Company shall perform additional duties and responsibilities as assigned or prioritized by the Board of Directors.

Additional desirable knowledge and experience include:

- Familiarity with land-use planning, commercial development, and urban zoning issues.
- Knowledge of District branding, identity development, marketing, and public relations strategies.
- Familiarity with the International Downtown Association (IDA) and other relevant professional organizations and trade associations.
- The ability to identify and implement innovative programs, services, and initiatives that support the District's mission and objectives.
- The ability to develop new ideas and make recommendations to the Board regarding opportunities to improve Downtown El Cajon.

Proposal Submission Requirements

Interested individuals and companies must submit a proposal or professional resume demonstrating their qualifications and ability to perform the services outlined in this RFP.

Submissions should include:

1. A professional resume or company profile outlining relevant experience and qualifications.
2. A description of previous experience managing Community Benefit Districts, Business Improvement Districts, nonprofit organizations, or comparable organizations.
3. A description of the proposed approach to managing and administering the Downtown El Cajon CBD.
4. A proposed staffing structure, including the anticipated allocation of personnel and weekly hours.
5. A proposed compensation or management fee structure.
6. Examples of comparable positions or management contracts, including relevant compensation or fee information.
7. Three professional references familiar with the applicant's relevant experience.

Applicants are encouraged to include any additional information, qualifications, or examples of successful projects that demonstrate their ability to manage and improve the Downtown El Cajon CBD.

Selection Process and Reservation of Rights

The DECA Board of Directors reserves the right to accept, reject, negotiate, or request modifications to any proposal or resume submitted in response to this RFP.

The selection process will consider, among other factors:

- Relevant experience in managing Community Benefit Districts, Business Improvement Districts, or similar organizations.
- Knowledge of applicable assessment district laws and special benefit requirements.
- Experience working with non-profit Boards of Directors.
- Basic knowledge of municipal government operations and the City of El Cajon administrative structure.
- Demonstrated administrative, financial, operational, and management capabilities.
- The applicant's proposed approach, staffing structure, and compensation.

DECA reserves the right to reject any or all proposals, waive informalities, negotiate with one or more applicants, or determine that filling the position or entering into a management agreement is not in the best interest of the organization.

Submission of a proposal does not guarantee an interview, selection, employment, or contract award.

Questions and Communications

All questions regarding this RFP must be submitted by email to:

Paris Landen
Board Member
Downtown El Cajon Association
Email: parislanden@livenation.com

To ensure a fair and consistent process for all applicants, communications will be limited to questions seeking clarification of the RFP.

No additional information, guidance, or preferential assistance will be provided to individual applicants. Any substantive clarification or amendment to this RFP will be communicated equally to all interested applicants.

Proposal Submission Instructions

Proposals and resumes must be submitted to:

Downtown El Cajon Community Benefit District
Attn: Paris Landen, Board Member
270 E. Douglas Avenue, Suite 100E
El Cajon, CA 92020

Email Submissions:
parislanden@livenation.com

Proposal Deadline: 5 p.m. on Dec. 31, 2026

Applicants may submit their proposals electronically by email or deliver a printed copy to the mailing address listed above.

Please ensure that all required information, references, and letters of recommendation are included in the submission.

Equal Employment Opportunity

The Downtown El Cajon Association is an affirmative action and equal opportunity employer. DECA does not discriminate against employees or applicants on the basis of race, religion, creed, color, national origin, ancestry, physical disability, mental disability, medical condition, genetic information, marital status, sex, gender, gender identity, gender expression, age, sexual orientation, or any other characteristic protected by applicable state or federal law.

DECA is committed to providing equal employment and contracting opportunities to qualified applicants.