



	8:00 a.m. at 13305 Penn Street, Suite 200, Whittier, CA 90602 or teleconference.	
11. Adjournment	The meeting was adjourned at approximately 9:31 a.m.	11. No Action Taken

Minutes were taken by Brent Haskell and Stephanie Shamp with GM Properties.

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minimum number of directors, or changing from a fixed to variable board or vice versa, may not be adopted, amended, or repealed except as provided in Paragraph B of this SECTION; or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.

ARTICLE 14:

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.

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 15.

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.

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 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.

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.

CERTIFICATE OF SECRETARY



UWIA Board Meeting Announcement

On September 16, 2021, Governor Newsom signed AB361, which allows board members / committee members to vote to continue to attend publicly announced meetings telephonically while California is in a declared state of emergency. Effective March 29, 2022, the Executive Committee voted to extend the provisions of AB361 for Board and committee meetings for another 30 days (extended through May 3, 2022). Please be advised that some, or all, Board members may attend this meeting telephonically.

Consistent with provisions of AB361, a physical location from which members of the public may observe the meeting or offer public comment will not be made available. Neither the Whittier Community Center nor GM Properties will be open to the public for this meeting; however public comment on the attached agenda can be provided via email at info@uwia.org.

Please submit public comments and questions at least one hour before the start of the meeting to ensure the Board members receive them in time to view them at the meeting.

**Uptown Whittier Improvement Association
Board of Directors
Whittier Community Center, 7630 Washington Avenue
HYBRID / TELECONFERENCE
Thursday, April 14, 2022, at 8:30 a.m.**

Current List of UWIA Board Members: Ginny Ball, Jim Dunkelman (Treasurer), Roland Fargo, Katie Galvin-Surbatovic (Secretary) or Ben Pongetti or Brian Saeki, David Gonzalez, Stephen Ortiz or Irene McCallister, Milt Pate, Melinda Pina (Vice President), Frank Rinaldi (President), Steven Rodriguez

AGENDA

1. **Call to Order: Frank Rinaldi, President**

2. **Roll call: Brent or Stephanie**

UPTOWN WHITTIER IMPROVEMENT ASSOCIATION

c/o GM Properties ■ 13305 Penn Street, Suite 200 ■ Whittier, CA 90602
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3. **Public Comment** - The public is invited to address the UWIA Board regarding any item of business. Speakers must limit their comments to two minutes. Pursuant to State law, the Board cannot take action or express a consensus of approval or disapproval on any oral communications which do not appear on the printed agenda.
4. **Approval of the March 10, 2022 UWIA Board meeting minutes** *Action Item*
5. **Update from District Manager RFP Task Force regarding District Manager RFP**
6. **Discuss mission statements for the UWIA and various committees**
7. **Committee tasks:**
 - a. **Executive Committee: Frank Rinaldi**
 1. Frank Rinaldi
 - Executive Committee update
 - Other
 2. Finance report – Jim Dunkelman
 - Review of financials
 - Other
 - c. **Contractor Update – If contractors / vendors are available in person or on the call they can provide any updates / revisions not included in reports or be available for questions should there be any**
 1. Edna Becerra (report attached)
 2. Coastal Landscape Services – Tyson (report attached)
 - d. **District Identity Committee: Andrew Pina**
 1. District Identity Committee update
 2. Other
 - e. **Sidewalk Operations Committee: Steven Rodriguez**
 1. Sidewalk Operations Committee update
 2. Update regarding Ambassador RFP Task Force
 3. Other

UPTOWN WHITTIER IMPROVEMENT ASSOCIATION



- f. **Land Use and Project Review Committee: Frank Rinaldi**
1. Land Use Committee update
 2. Other

8. Other Board Items

- 9. Next Regularly Scheduled UWIA Board Meeting: May 12, 2022, at 8:30 a.m., at the Whittier Community Center, 7630 Washington Ave or possibly via teleconference.**

10. Adjournment: _____

BROWN ACT:

Government Code 54950 (The Brown Act) requires that a brief description of each item to be transacted or discussed be posted at least 72 hours prior to a regular meeting. The Corporation posts all Board and Committee agendas at the Whittier Train Depot, at the office of the UWIA (GM Properties) and on their website www.uwia.org. Action may not be taken on items not identified as such and posted on the agenda. Meeting facilities may be accessible to persons with disabilities. If you require special assistance to participate in the meeting, notify Brent Haskell brent@gmpropertiesinc.com or Stephanie Shamp stephanie@gmpropertiesinc.com of GM Properties at (562) 697-5000.

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