

# AGENDA

## REGULAR MEETING OF THE LOS ANGELES MEMORIAL COLISEUM COMMISSION

Thursday, September 26, 2019 at 2:30 p.m.

Coliseum Commission Board Room  
3911 South Figueroa Street, Los Angeles, CA 90037

In compliance with Government Code Section 54957.5, nonexempt writings that are distributed to all, or a majority of all, of the Coliseum Commission members by any person in connection with a matter subject to discussion or consideration at an open meeting of the Coliseum Commission, are disclosable public records under the California Public Records Act. These public records may be viewed at 3911 S. Figueroa Street, Los Angeles, CA 90037, at the web page <http://lamcc.lacounty.gov/Meetings> or at the scheduled meeting. In addition, if you would like a copy of any record related to an item on the agenda, please contact Mr. Andres Robles, [anrobles@bos.lacounty.gov](mailto:anrobles@bos.lacounty.gov), (213) 893-0202.

*(POSTED: Monday, September 23, 2019 at 2:30 p.m.)*

### MEMBERS:

County of Los Angeles

Ms. Janice Hahn, President  
Mr. Mark Ridley-Thomas  
Ms. Anita DeFrantz, Alternate

City of Los Angeles

Mr. Solomon Rivera, Vice President  
Mr. Curren D. Price, Jr.

State of California

Ms. Rosalind Wyman  
Mr. Mark E. Pulido, Alternate

State Senate

Ms. Holly J. Mitchell<sup>1</sup>

State Assembly

Mr. Reginald B. Jones-Sawyer, Sr.<sup>2</sup>

### STAFF:

Chief Administrative Officer & Secretary  
Acting Treasurer  
Acting Controller  
Co-Counsel  
Co-Counsel  
Co-Counsel

Mr. Al Naipo  
Mr. Keith Knox  
Ms. Arlene Barrera  
Ms. Noreen Vincent  
Mr. Michael Custodio  
Ms. Caitlin Taylor

At the discretion of the Los Angeles Memorial Coliseum Commission ("Commission"), all items appearing in this Agenda, whether or not expressly listed for action, may be deliberated and may be subject to action by the Commission.

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<sup>1 2</sup>Ex-officio (non-voting)

## **OPEN SESSION**

- 1. CALL TO ORDER**
- 2. ROLL CALL**
- 3. PRESIDENT'S COMMENTS**
- 4. GENERAL PUBLIC COMMENT**
- 5. APPROVAL OF MINUTES OF MEETING OF JUNE 27, 2019**
- 6. CHIEF ADMINISTRATIVE OFFICER'S REPORT** (Receive and file)
- 7. COLISEUM COMMISSION FINANCIAL REPORT** (Receive and file)
- 8. LOS ANGELES MEMORIAL COLISEUM GENERAL MANAGER'S REPORT** (Receive and file)
  - A. Event operations
  - B. Coliseum planned and in-progress projects
- 9. UPDATE FROM LOS ANGELES FOOTBALL CLUB** (Receive and file)
- 10. UPDATE ON LOS ANGELES RAIDERS COURT OF HONOR** (Discussion and possible action)
- 11. UPDATE ON LOS ANGELES MEMORIAL COLISEUM FOUNDATION**  
(Discussion and possible action)

## **CLOSED SESSION**

- CS-1 PUBLIC EMPLOYEE APPOINTMENT  
(CALIFORNIA GOVERNMENT CODE SECTION 54957)**

Title: Chief Administrative Officer

- 12. ADJOURNMENT**

**NOTICE:** All meetings of the Coliseum Commission are open to the public. A member of the public may address the Commission on any Agenda item, and a request to address the Commission must be submitted in person prior to the start of the meeting. The Commission may limit the public input on any item, based on the number of people requesting to speak and the business of the Commission. In addition, a member of the public has the right to address the Commission on items of interest which is within the subject matter jurisdiction of the Commission during the Public Comment portion of the Agenda.

As a covered entity under Title II of the Americans with Disabilities Act, the Los Angeles Memorial Coliseum Commission does not discriminate on the basis of disability and upon request, will provide reasonable accommodation to ensure equal access to its programs, services and activities. Sign language interpreters, assistive listening devices, or other auxiliary aids and/or services may be provided upon request. To ensure availability of services, please make your request at least three (3) business days prior to the meeting you wish to attend by contacting Mr. Andres Robles at (213) 893-0202.

Persons having matters before the Los Angeles Memorial Coliseum Commission should read the following notice in connection with prohibited contributions to members of this agency.

**NOTICE TO PERSONS HAVING MATTERS BEFORE THIS  
AGENCY REGARDING PROHIBITED CONTRIBUTIONS**

Any person to a proceeding before this Commission involving a license, permit, or other entitlement (including all entitlements for land use, contracts -- other than competitively bid labor or personal employment contracts -- and all franchises) must disclose on the record any contributions in excess of \$250.00 to any elected or appointed officer of the Commission, including alternates, made within the preceding 12 months by the party, or his or her agent. The California contributions limitations of Government Code Section 84308 also prohibit contributions in excess of \$250.00 for three months following the date of any final decision rendered by the Commission in such proceeding. Commissioners who have received such contributions within the past 12 months may not participate in the proceeding. Also, Commissioners may not receive such contributions while a matter affecting a contributor is pending.

Si requiere servicios de traducción, favor de notificar a la oficina 3 días de trabajo (72 horas) antes del evento. Si necesita ayuda con esta agenda, por favor llame a nuestra oficina al (213) 893-0202.

**MINUTES OF REGULAR MEETING OF  
THE LOS ANGELES MEMORIAL COLISEUM COMMISSION**

Thursday, June 27, 2019

**1. CALL TO ORDER**

The regular meeting of the Los Angeles Memorial Coliseum Commission (the "Commission") was held in the Coliseum Commission Board Room on Thursday, June 27, 2019, and was called to order at 2:48 p.m. by President **HAHN**.

**2. ROLL CALL**

PRESENT: Ms. Janice Hahn, President  
Mr. Solomon Rivera, Vice President  
Mr. Mark Ridley-Thomas  
Mr. Curren D. Price, Jr.

Four (4) and a quorum

ABSENT: Ms. Rosalind Wyman  
Mr. Mark E. Pulido (Alternate)  
Ms. Anita DeFrantz (Alternate)  
Ms. Caitlin Taylor, Co-Counsel  
Ms. Noreen Vincent, Co-Counsel  
Mr. Reginald B. Jones-Sawyer, Sr. (Non-voting)  
Ms. Holly J. Mitchell (Non-voting)

STAFF PRESENT: Mr. Al Naipo, CAO and Secretary  
Ms. Sonia Chan, Co-Counsel  
Mr. Michael Custodio, Co-Counsel

ALSO PRESENT: Mr. David Galaviz Ms. Marina Foté  
Mr. Benny Tran Ms. Jaclyn Baucum  
Mr. Mark Baucum  
Ms. Jacquelyn Horton  
Mr. Joe Furin  
Mr. Dan Stimmler  
Ms. Theordora Oyie  
Ms. Anjeanette Arakawa

3. President **HAHN** mentioned Agenda Item No. 9 and decided to immediately proceed with public comment.
4. **RECEIVED** public comment from **MR. MICHAEL PARKER** regarding sidewalk vendors in Exposition Park, asking if vendors were receiving guidance regarding new regulations to ensure compliance. He also asked about no vending zone signs situated throughout the park. **MR. PARKER** then requested that State officials provide additional mental health resources for the homeless and mentally ill individuals who often visit the park.

Commissioner **PRICE** addressed the concern of **MR. PARKER** regarding the sidewalk vendors in the park, indicating that outreach efforts are underway to inform vendors of the regulations and enforcement.

**MR. BRIAN HEYMAN**, with the American Legion, thanked the Coliseum Commission for its efforts to reach a compromise on the renaming of the Coliseum that maintained the honor of those men from Los Angeles who fought and died in World War I. and for whom the Coliseum was initially dedicated. **MR. HEYMAN** also commented that it was a pleasure to attend the D-Day ceremony.

5. **APPROVED** a motion from Commissioner **RIDLEY-THOMAS**, seconded by Commissioner **PRICE**, to accept the Minutes of the Commission's Special Meeting on June 14, 2019.

**Ayes:**               **HAHN, RIDLEY-THOMAS AND PRICE**  
**Absent:**           **WYMAN AND PULIDO**  
**Abstain:**         **RIVERA**

6. **RECEIVED** and **FILED** by unanimous consent, there being no objection, the report of the Chief Administrative Officer.

The Chief Administrative Officer will provide at the next commission meeting a video of the Veterans Day/Armistice Day ceremony held at the Coliseum on November 11, 2018.

After Agenda Item No. 6, President **HAHN** called for discussion and action on Agenda Item No. 9.

9. **APPROVED** a motion from Commissioner **HAHN**, seconded by Commissioner **PRICE**, the public interest event request from the County of Los Angeles Fourth Supervisorial District, for a Veterans Day event at the Coliseum, to be held on Monday, November 11, 2019.

**Ayes:**               **HAHN, RIDLEY-THOMAS, RIVERA AND PRICE**  
**Absent:**           **WYMAN AND PULIDO**

**MS. STEPHANIE STONE**, Chief Deputy, Director of the Los Angeles County Department of Veteran Affairs, addressed the Commission regarding the coordination of the upcoming Veterans Day event at the Coliseum.

Commissioner **PRICE** requested that American Legion Benjamin J Bowie Post No. 228, Los Angeles, be included in the Veterans Day event.

Commissioner **RIDLEY-THOMAS** suggested to consider how the Expo Line can be used to enhance the event.

Commissioner **HAHN** requested that the working group work with Commissioner Curren D. Price's office and Commissioner Mark Ridley-Thomas' office to engage them in the event.

- 7. RECEIVED AND FILED** by unanimous consent, there being no objection, University of Southern California's (USC) Los Angeles Memorial Coliseum General Manager's Report.

David Galaviz will provide information to the Commission regarding USC Auxiliary Services' Department hosting a hiring event on July 9, 2019.

- 8. RECEIVED AND FILED** by unanimous consent, there being no objection, the update on the Los Angeles Football Club report for the Banc of California Stadium.

- 10. APPROVED**, by unanimous consent, there being no objection, the public interest event request from the Make-A-Wish Greater Los Angeles, for its annual Walk for Wishes fundraising event, to be held on April 4, 2020.

**Ayes:**               **HAHN, RIDLEY-THOMAS, RIVERA AND PRICE**  
**Absent:**           **WYMAN AND PULIDO**

- 11.** The public interest event request from the Los Angeles Fashion Walk of Fame Board of Directors was withdrawn by the requesting party prior to the Commission meeting.

- 12. ADJOURNED** at 3:10 p.m.

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Secretary

**COMMISSION STAFF**

AL NAIPO  
CHIEF ADMINISTRATIVE OFFICER  
SECRETARY

**EX-OFFICIO MEMBERS**

STATE SENATOR  
HOLLY J. MITCHELL  
  
ASSEMBLYMEMBER  
REGINALD JONES-SAWYER



SITE OF 1932 AND 1984  
OLYMPICS ATHLETICS COMPETITION  
OPENING & CLOSING CEREMONIES

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ROSALIND WYMAN  
SUZY SHUSTER  
MARK E. PULIDO (Alternate)

**AGENDA ITEM # 6**

**CHIEF ADMINISTRATIVE OFFICER’S REPORT**

**AL NAIPO**

Proposed Action: **RECEIVE** and **FILE** the Chief Administrative Officer’s report.

**A. Coliseum Rededication**

On August 15, 2019, the Coliseum was rededicated following a two-year renovation. Commissioners Hahn and Price attended and spoke during the brief ceremony at which time United Airlines Field at Los Angeles Memorial Coliseum was publicly unveiled.

**B. July 4 Fireworks Program**

The annual July 4 Fireworks show once again took place at the Coliseum hosted by Coliseum Commissioner and L.A. City Councilman Curren Price’s 9<sup>th</sup> District office as a Commission approved public interest event.

**C. Veterans Day 2019**

Plans are underway to recognize military veterans here at the Coliseum and at Exposition Park on Veterans Day, Monday, November 11, 2019 in a program hosted by Supervisor Hahn’s office. Specific details will be forthcoming at the next Commission meeting.

#### **D. Veterans Day 2018**

The Commission along with USC and the Rams hosted a Veterans Day/Armistice Day ceremony at the Coliseum on Nov. 11, 2018 during the Rams-Seahawks game.

The Rams recently provided the Commission with a video of that ceremony featuring a tribute to a WWI unit of the US Army's Rainbow Division, which trained in Exposition Park. Jim Davis, a WWII veteran and son of one of those local soldiers was honored at the game on the 100<sup>th</sup> anniversary of the signing of the Armistice.

#### **E. Update on Exposition Park**

The office of Exposition Park Management reports that the CHP detail in the Park has expanded to provide increased security and presence.

A Master Park Plan is also underway to better brand EXPO Park along with improvements to engage the public and promote the area with its unique mix of museums, attractions and green space.

#### **F. Margaret Farnum**

A memorial service is planned for former Coliseum Commission CAO Margaret Farnum who served in various capacities for 40 years. The service will be held on October 26, 2019 at 1pm at Westchester United Methodist Church.

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MARK E. PULIDO (Alternate)

**AGENDA ITEM #7**

**COLISEUM COMMISSION FINANCIAL REPORT**

**MELISA SALAZAR**

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Proposed Action: **RECEIVE AND FILE** the financial report for the quarter ended June 30, 2019 and FY 2018-2019 ending June 30, 2019.

- A. Statement of Receipts and Disbursements (Attachment 7.1)**
- B. Statement of Budget vs. Actual FY 2018-2019 (Attachment 7.2)**
- C. Cash Flow Forecast (Attachment 7.3)**

**LOS ANGELES MEMORIAL COLISEUM COMMISSION  
STATEMENT OF RECEIPTS AND DISBURSEMENTS  
FOR THE QUARTER ENDED JUNE 30, 2019 (With 13th Period)**

		Coliseum Association Fund V86	L.A. Coliseum Fund V87	Total
<b>Beginning Cash Balance as of April 1, 2019</b>		\$ 350,633.19	\$ 911,623.11	\$ 1,262,256.30
<b>Receipts:</b>				
Interest	04/01/19	\$ 482.68	\$ 1,442.02	\$ 1,924.70
Restitution	04/12/19		\$ 250.00	\$ 250.00
Interest	05/01/19	\$ 808.69	\$ 2,323.16	\$ 3,131.85
Funds Received from USC for Operating Expenses	05/02/19		\$ 30,615.00	\$ 30,615.00
Funds Received from USC for Retiree Health	05/02/19		\$ 28,586.91	\$ 28,586.91
Funds Received from USC for Operating Expenses	05/02/19		\$ 30,615.00	\$ 30,615.00
State of California	05/03/19		\$ 2,438.00	\$ 2,438.00
Franchise Tax Board	05/03/19		\$ 10.00	\$ 10.00
Restitution	05/31/19		\$ 500.00	\$ 500.00
Interest	06/01/19	\$ 620.06	\$ 1,689.72	\$ 2,309.78
Funds Received from USC for Retiree Health	06/06/19		\$ 14,293.46	\$ 14,293.46
Funds Received from USC for Operating Expenses	06/06/19		\$ 30,615.00	\$ 30,615.00
Donation - Court of Honor	06/25/19		\$ 1,000.00	\$ 1,000.00
Restitution	06/26/19		\$ 500.00	\$ 500.00
<b>Total Beginning Cash Balance and Receipts:</b>		<u>\$ 352,544.62</u>	<u>\$ 1,056,501.38</u>	<u>\$ 1,409,046.00</u>
<b>Disbursements:</b>				
I.A.T.S.E. Local No. 33	04/17/19		\$ 4,248.58	\$ 4,248.58
I.A.T.S.E. Local No. 33	04/17/19		\$ 6,856.08	\$ 6,856.08
Legends Hospitality	04/17/19		\$ 72.38	\$ 72.38
California Public Employees Retirement System	05/06/19		\$ 14,293.47	\$ 14,293.47
California Public Employees Retirement System	05/06/19		\$ 12,662.44	\$ 12,662.44
California Public Employees Retirement System	05/06/19		\$ 12,662.44	\$ 12,662.44
Legends Hospitality	05/06/19		\$ 178.35	\$ 178.35
Board of Supervisors	05/07/19		\$ 94,672.03	\$ 94,672.03
Auditor-Controller	05/07/19		\$ 6,617.69	\$ 6,617.69
Simpson & Simpson	05/20/19		\$ 14,080.00	\$ 14,080.00
California Public Employees Retirement System	05/23/19		\$ 16.53	\$ 16.53
California Public Employees Retirement System	05/23/19		\$ 14,293.46	\$ 14,293.46
California Public Employees Retirement System	06/10/19		\$ 12,662.44	\$ 12,662.44
USC-Memorial Day Event	07/21/19*		\$ 1,551.00	\$ 1,551.00
USC-Tom Bradley Plaque Event	07/21/19*		\$ 740.88	\$ 740.88
Board of Supervisors	07/24/19*		\$ 96,105.12	\$ 96,105.12
Auditor-Controller	07/30/19*		\$ 7,110.92	\$ 7,110.92
				\$ -
<b>Total Disbursements:</b>		<u>\$ -</u>	<u>\$ 298,823.81</u>	<u>\$ 298,823.81</u>
<b>Ending Cash Balance as of June 30, 2019</b>		<u>\$ 352,544.62</u>	<u>\$ 863,185.49</u>	<u>\$ 1,215,730.11</u>
<b>Ending Cash Balance as of August 15, 2019</b>		<u>\$ 352,544.62</u>	<u>\$ 757,677.57</u>	<u>\$ 1,110,222.19</u>

**Los Angeles Memorial Coliseum Commission/Association**  
**Budget Vs. Actual for FY 2018-2019**  
**As of August 15, 2019**

Note	FY 2018-2019 Budget	Q1 FYE 2019 Actual (July 1 - Sept. 30, 2018)	Q2 FYE 2019 Actual (October 1 - Dec. 31, 2018)	Q3 FYE 2019 Actual (Jan. 1 - March 31, 2019)	Q4 FYE 2019 Actual (Apr. 1 - June 30, 2019)	FYE 2019 Actual (July 1, 2018 - June 30, 2019)	Variance From Budget
<b>Funding Sources:</b>							
USC Contract Income:							
USC-Operating Expense Budget/Trademark Allowance	\$ 367,390	\$ 61,230	\$ 61,230	\$ 153,075	\$ 91,845	\$ 367,380	\$ (10)
USC-Retiree Health Insurance Premiums	173,900	25,889	38,784	55,627	42,880	163,181	(10,719)
Interest	5,000	5,472	5,584	5,958	7,366	24,380	19,380
Restitution	333,000	3,000	334,333	500	1,250	339,083	6,083
Miscellaneous	-	29,800	-	4,809	3,448	38,057	38,057
<b>Total Funding Sources</b>	<b>\$ 879,290</b>	<b>\$ 125,392</b>	<b>\$ 439,931</b>	<b>\$ 219,969</b>	<b>\$ 146,790</b>	<b>\$ 932,081</b>	<b>\$ 52,791</b>
<b>Funding Uses:</b>							
Admin Support Services - BOS Executive Office	\$ 378,000	\$ -	\$ 72,795	\$ 75,929	\$ 190,777	\$ 339,502	\$ (38,498)
Auditor-Controller Services	38,000	-	15,882	8,200	13,729	37,811	(189)
Annual Financial Audit / Tax Services	20,000	-	3,308	-	14,080	17,388	(2,612)
Retired Employee Health Insurance	173,900	38,784	36,966	45,970	28,587	150,307	(23,593)
Retired Employee Pension	151,949	37,987	37,987	37,987	38,004	151,966	17
IATSE	65,953	20,568	20,568	13,712	11,105	65,953	0
Miscellaneous Operating Expenses	3,500	400	53	146	2,543	3,141	(359)
Legal	133,200	-	-	133,333	-	133,333	133
<b>Total Funding Uses</b>	<b>\$ 964,502</b>	<b>\$ 97,739</b>	<b>\$ 187,560</b>	<b>\$ 315,277</b>	<b>\$ 298,824</b>	<b>\$ 899,400</b>	<b>\$ (65,102)</b>
<b>Increase (decrease) in Net Assets</b>	<b>\$ (85,212)</b>	<b>\$ 27,652</b>	<b>\$ 252,371</b>	<b>\$ (95,308)</b>	<b>\$ (152,034)</b>	<b>\$ 32,681</b>	<b>\$ 117,893</b>

**Notes****(1) Miscellaneous**

Verizon Wireless	7/27/2018	\$ 10,800
Donation	8/20/2018	19,000
State of California Refund	3/18/2019	4,809
State of California Refund	5/3/2019	2,438
Franchise Tax Board	5/3/2019	10
Donation	6/25/2019	1,000
<b>Total</b>		<b>\$ 38,057</b>

**Los Angeles Memorial Coliseum Commission and Association**

## Cash Flow Forecast

For the Five Fiscal Years Ending June 30, 2024 **(2)**

	<u>FY 2020</u>	<u>FY 2021</u>	<u>FY 2022</u>	<u>FY 2023</u>	<u>FY 2024</u>
Sources of cash:					
Operating costs - USC <b>(1)</b>	\$ 378,411	\$ 389,764	\$ 389,764	\$ 389,764	\$ 389,764
Retiree health insurance	173,900	173,900	173,900	173,900	173,900
<i>Proposed settlement income</i>	333,333	333,333	500,000	-	-
Interest	5,000	-	-	-	-
<b>Total sources of cash</b>	<b>890,644</b>	<b>896,997</b>	<b>1,063,664</b>	<b>563,664</b>	<b>563,664</b>
Uses of cash:					
Administrative support services	398,000	398,000	398,000	398,000	398,000
Retiree health insurance	173,900	173,900	173,900	173,900	173,900
<i>Pension expense - CalPERS Legal fees</i>	<i>358,725</i>	<i>398,264</i>	<i>398,000</i>	<i>398,000</i>	<i>398,000</i>
Auditor-Controller services	38,000	39,900	41,895	43,990	46,189
Annual audit and tax preparation fees	20,000	20,000	20,000	20,000	20,000
Miscellaneous	3,500	3,500	3,500	3,500	3,500
<b>Total uses of cash</b>	<b>1,125,458</b>	<b>1,166,897</b>	<b>1,235,295</b>	<b>1,037,390</b>	<b>1,039,589</b>
Increase / (Decrease) in cash	(234,814)	(269,900)	(171,631)	(473,726)	(475,925)
Cash balance, beginning of year	1,110,222	875,408	605,508	433,877	(39,849)
Cash balance, end of year	\$ 875,408	\$ 605,508	\$ 433,877	\$ (39,849)	\$ (515,774)

**(1)** Amounts through FY21 agreed to by USC; future amounts to be negotiated.**(2)** All amounts are estimates based on information available as of 9/17/19.

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**AGENDA ITEM # 8**

**LOS ANGELES MEMORIAL COLISEUM GENERAL MANAGER'S REPORT**

**DAVID GALAVIZ**

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Proposed Action:

**RECEIVE** and **FILE** the Los Angeles Memorial Coliseum General Manager's Report from David Galaviz, USC Associate Vice President for Government and Community Relations.

Overview:

USC's Los Angeles Memorial Coliseum General Manager's Report was received on September 20, 2019 by the Commission's Chief Administrative Officer from Coliseum General Manager Joe Furin.

The report summarizes event operations and planned and in-progress projects (for the General Manager's Report (**Attachment 8.1**)).

LOS ANGELES MEMORIAL  
**COLISEUM**

**University of Southern California  
Coliseum Management Report  
June 15, - Sept. 15, 2019**

**1. EVENT OPERATIONS**

A. Completed Coliseum Events

- i. CHLA Walk and Play Event, June 22
- ii. 4<sup>th</sup> of July Celebration in Exposition Park, July 4
- iii. Coliseum Restoration Ribbon Cutting Celebration, Aug. 15
- iv. LA Rams vs Denver Broncos, Aug. 24
- v. USC Football vs Fresno State, Aug. 31
- vi. Intl Soccer: Argentine vs Chile, Sept 5,
- vii. USC Football vs Stanford, Sept. 7
- viii. Intl Soccer: Brazil vs Peru, Sept. 10,
- ix. LA Rams vs New Orleans Saints, Sept. 15

B. Upcoming Large Events

- i. USC Football vs Utah, Sept. 20
- ii. LA Rams vs Tampa Bay Buccaneers, Sept. 29
- iii. LA Rams vs San Francisco 49ers, Oct. 13
- iv. USC Football vs Arizona, Oct. 19
- v. USC Football vs Oregon, Nov. 2
- vi. LA Rams vs Chicago Bears, Nov. 17
- vii. USC Football vs UCLA, Nov. 23
- viii. LA Rams vs Baltimore Ravens, Nov. 25 (Monday night)
- ix. LA Rams vs Seattle Seahawks, Dec. 8
- x. LA Rams vs Arizona Cardinals, Dec. 29

**2. COLISEUM PROJECTS**

A. Coliseum Renovation Project

- i. Construction/Labor Report - Please See Exhibit A

B. Site Upgrades and Improvements

- i. Refresh of Coliseum Concession Stands – ongoing
- ii. Playing field restoration - ongoing

C. Infrastructure and Maintenance Projects

- i. Football Season equipment cleaning and prep

Note: A complete, itemized list of capital improvement items and associated costs for the fiscal year will be provided in the Annual Report due September 30, 2019.

**3. OTHER ITEMS**

**END OF REPORT**

# ATTACHMENT A

## Coliseum Renovation Project Update

September 26, 2019



# PROJECT SUMMARY

- Renovation Project approved by the Commission July 28, 2016
- Work commenced – January 8, 2018
  - Project Duration – 19 Months
  - Anticipated Completion Date – August 21, 2019
- During construction, the Coliseum will host football games and other events on a limited basis, including the eight Commission designated Public Interest Events
- A community hotline number (213-798-4828) has been established for local residents to express concerns or questions
- Architect – DLR Group
- General Contractor – Hathaway Dinwiddie AECOM Hunt

# CONSTRUCTION UPDATE

## Milestones:

Tower enclosed - completed.

Replacement of all seats – over 70,000 installed.

Mural restoration completed.

Stadium WiFi installed.

Bowl repairs, including painting, completed.

Basement, Concessions, Founders level & Press Boxes - completed



# LABOR UPDATE

Total Labor Force to Date –	3,297
Total Labor Hours to Date –	1,000,498
Subcontractors Hired to Date –	60
Subcontractors On Site Currently –	4
Local Hire Goal –	30%
Local Hire Goal Cumulative Achieved to Date -	71%
Local Hire Within 5 Mile Radius –	449 (21%)
Local Hire Within L.A. County –	2,066 (70.75%)
Local Hire Minus 5 Mile Radius –	436 (14%)
Disadvantaged Local Workers – Goal is 10%	385 (21%)

Note – Percentages reflect cumulative for Project, Hrs. Worked Onsite

# LOCAL HIRE COMMUNITY PARTNERS

- Ongoing engagement with community-based organizations:
  - Anti Recidivism Coalition (ARC)...
  - LA Trade Tech College
  - 2<sup>nd</sup> Call
  - My Brother's Keeper
  - Various WorkSource Centers
  - LA Rescue Mission
  - LA Urban League
  - WINTER
  - LA County Dept. of Probations
  - Flintridge Center
  - South LA Clergy / Churches

To date - **971** Local Apprentices have been sponsored into local unions/ work onsite.

Hathatway Dinwiddie awarded 2 scholarships of \$5,000 each to Anti Recidivism Coalition and 2<sup>nd</sup> Call to assist with local workers identification, boots & hard hat purchases, plus union registration fees



# 2<sup>ND</sup> TIER DIVERSE BUSINESS PARTICIPATION

2nd Tier Activity				
Standard Drywall				
	Perez Construction	2,048,919	MBE	Framing/Finishes - Drywall
	Manutec Ventures	100,000	MBE	Equipment Rental
Calex Engineering				
	Trucking	531,892	MBE	Hauling
Coreslab				
	Regal Industries	66,690	SBE	Precast - Joint Caulking
Iwin Seating				
	Gymtek	2,626,942	WBE	Seats Installation
Southland Industries				
	G&C Equipment	225,810	MBE	Equipment Rental
	Total: =	\$5,600,253		

# 60 SUBCONTRACTORS HAVE WORKED ONSITE

- Angelus Waterproofing
- Borbon Painting
- Calex Engineering
- Cell Crete
- Conco Companies
- Continental Tile & Marble
- Corradini Corp
- Cosco Fire
- CSI Electrical
- Mike Payne & Associates
- Pacific Arch. Millwork
- Doortek
- DV Constructors
- Frank Smith Masonry
- Washington Iron
- GGG Demolition
- Giroux
- Gymtek
- Karcher Insulation
- Kone
- Letner Roofing
- Vomar Signage
- Martinez Steel
- Murray Company
- Perez Construction
- Performance Contracting Inc.
- Regal Industries
- Rosendin Electric
- Southwest Steel

# COMMUNITY DIVERSE BUSINESS PARTNERS



LA Latino Chamber of Commerce

National Assoc. of Minority Contractors in LA

City Councilman Curren Price and  
County Supervisor Mark Ridley-Thomas

Latin Business Association

City of LA Business Assistance Virtual Network

Women Business Enterprise Network

USC Small Business Diversity Office

So. Calif. Minority Supplier Diversity Council

LA Trade Tech Work Source Center

Transportation Business Advisory Council

US Veteran Business Alliance

LA Business Council



**COMMISSION STAFF**

AL NAIPO  
CHIEF ADMINISTRATIVE OFFICER  
SECRETARY

**EX-OFFICIO MEMBERS**

STATE SENATOR  
HOLLY J. MITCHELL  
  
ASSEMBLYMEMBER  
REGINALD JONES-SAWYER



**SITE OF 1932 AND 1984  
OLYMPICS ATHLETICS COMPETITION  
OPENING & CLOSING CEREMONIES**

**LOS ANGELES MEMORIAL COLISEUM COMMISSION**

3911 South Figueroa Street, Los Angeles, CA 90037

**COMMISSION MEMBERS**

**COUNTY OF LOS ANGELES**

JANICE HAHN  
PRESIDENT

MARK RIDLEY-THOMAS

ANITA L. DEFRANTZ (Alternate)

**CITY OF LOS ANGELES**

SOLOMON RIVERA  
VICE PRESIDENT

CURREN D. PRICE, JR.

**STATE OF CALIFORNIA**

ROSALIND WYMAN  
SUZY SHUSTER

MARK E. PULIDO (Alternate)

**AGENDA ITEM # 09**

**UPDATE FROM LOS ANGELES FOOTBALL CLUB**

**BENNY TRAN**

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Proposed Action:

**RECEIVE** and **FILE** the Los Angeles Football Club report for the Banc of California Stadium presented by LAFC Sr. VP Benny Tran.

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SUZY SHUSTER  
  
MARK E. PULIDO (Alternate)

**AGENDA ITEM # 10**

**UPDATE ON LOS ANGELES RAIDERS COURT OF HONOR PLAQUES**

**TOM LABONGE**

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Proposed Action: **DISCUSSION** and **POSSIBLE ACTION**

Overview:

The Los Angeles Memorial Coliseum Commission granted approval for inclusion into the Los Angeles Memorial Coliseum Court of Honor, the 1984 Los Angeles Raiders and former Raiders players Marcus Allen, Rod Martin, and Mike Haynes for their contributions to the success and legacy of the Los Angeles Memorial Coliseum.

The approval was contingent upon private entities securing all necessary funds for the production and installation of four (4) bronze plaques estimated at \$20,000 each.

At the January 24, 2019 Commission meeting, the Commission granted a six-month extension for private parties to secure all of the funding for the plaques. To date, full funding for the plaques has not been achieved.

Tom LaBonge will provide an update to the Commission regarding funding to determine what action, if any, the Commission may take to possibly provide a further extension or modify its original approval.

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**AGENDA ITEM # 11**

**UPDATE ON LOS ANGELES MEMORIAL COLISEUM FOUNDATION**

**AL NAIPO**

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Proposed Action: (Discussion and possible action)

Overview

At its meeting on January 24, 2019, the Commission approved the Articles of Incorporation (**Attachment 11.1**) for the Los Angeles Memorial Coliseum Foundation. Commissioners Wyman, Rivera and Price were appointed to serve as the initial directors with Al Naipo serving as Executive Director.

To date, the state has approved the request to create the Foundation and staff has subsequently submitted the required Statement of Information to the state.

Staff was also directed to inquire about Directors & Officers insurance and is working to secure a quote for the Foundation.

Additional federal and state filings for the Foundation are required and staff is in the process of completing the documentation.

Staff is recommending that the Commission direct the appointed Foundation members to meet for the first time for the purpose of devising and approving Foundation bylaws (**Attachment 11.2**) and to elect officers pursuant to the bylaws.

**ARTICLES OF INCORPORATION**  
**OF**  
**LOS ANGELES MEMORIAL COLISEUM FOUNDATION**  
**(A California Nonprofit Public Benefit Corporation)**

**ARTICLE I**

The name of the corporation is Los Angeles Memorial Coliseum Foundation (hereinafter referred to as the "Foundation").

**ARTICLE II**

- A. This corporation is a nonprofit public benefit corporation and is not organized for the private gain of any person. It is organized under the Nonprofit Public Benefit Corporation Law (*California Corporations Code* §5110 *et. seq.*) for public and charitable purposes.
- B. This corporation is organized and operated exclusively for charitable purposes under section 501(c)(3) of Internal Revenue Code, or any corresponding section of any future corresponding federal tax code.
- C. The specific public purposes and functions of the Foundation are as follows:
  - a. To preserve and promote the Los Angeles Memorial Coliseum by engaging the public, Exposition Park stakeholders, civic leaders and others to ensure its historic legacy for future generations.
  - b. To encourage public participation at the Los Angeles Memorial Coliseum by hosting to the greatest extent possible, an array of on-site public interest events year-round which are open and free to the public for purposes of education and enjoyment.
  - c. To preserve and publicly display the historical artifacts and memorabilia of the Los Angeles Memorial Coliseum and Sports Arena properties detailing the history of these iconic facilities.
  - d. To provide support to the Coliseum Commission, a joint exercise of powers agency and public instrumentality organized under the laws of the State of California to exercise essential public functions (the "Coliseum Commission"), including financial assistance for the continued administration and operational expenses of the Coliseum Commission.

- D. In furtherance of its specific purposes set forth above, the Foundation shall have the following general purposes and powers:
- a. To purchase or otherwise acquire, lease, own, hold, use, and to sell or otherwise dispose, exchange, assign, convey, lease, and to mortgage or otherwise encumber real and personal property of any kind, including, but not limited to, licenses and other intangibles;
  - b. To assign, transfer, mortgage, convey in trust, pledge, or hypothecate any of its assets or property, including but not limited to gifts, grants, or loans to the Coliseum Commission;
  - c. To engage in fundraising activities such as solicitations, fundraising events, and unrelated trade and business, to raise funds to finance the specific public purpose and functions of the Foundation as set forth in this Article II; and
  - d. To exercise all the rights and powers which a corporation organized under the Nonprofit Public Benefit Corporation Law of the State of California may now or hereafter exercise.

### **ARTICLE III**

The principal office for the transaction of the business of the Foundation is to be located at Kenneth Hahn Hall of Administration, 500 West Temple Street, Room 383, Los Angeles, CA 90012.

### **ARTICLE IV**

- A. No part of the net earnings of the corporation shall inure to the benefit of, or be distributed to its members, trustees, officers, or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article II hereof.
- B. No substantial part of the activities of this corporation shall consist of carrying on propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate or intervene in any political campaign (including the publishing or distribution of statements) on behalf of any candidate for public office.
- C. Notwithstanding any other provisions of these articles, the corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from federal income tax pursuant to section 501(c)(3) of the Internal Revenue Code, or any corresponding section of any future federal tax code, or (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code, or any corresponding section of any future federal tax code.

### **Article V**

- A. All activities of the Foundation shall be controlled by the board of directors, and no other person or entity shall control the Foundation directly or indirectly. The number of directors of the Foundation shall be fixed by the Bylaws. The provisions governing the election and removal of the directors shall also be set forth in the Bylaws, subject to the requirements of paragraph C of this Article V.
- B. The persons who are directors of the Foundation from time to time shall be its only members, and upon ceasing to be a director of the Foundation, any such person shall cease to be a member hereof. The members of the Foundation shall have no liability for dues or assessments.
- C. The Foundation shall have independent responsibility for the development of policies, programs, and activities of the Foundation. Although directors of the Foundation may be members of the Coliseum Commission or shall be appointed or elected by the Coliseum Commission, the directors of the Foundation shall independently authorize, conduct, manage, and control the business affairs and activities of the Foundation.

### **ARTICLE VI**

The name and address of the Foundation's initial agent for service of process is:

Al Naipo  
 Chief Administrative Officer and Secretary  
 Los Angeles Memorial Coliseum Commission  
 Kenneth Hahn Hall of Administration  
 500 West Temple Street, Room 383  
 Los Angeles, CA 90012

### **ARTICLE VII**

Upon the dissolution or winding down of the corporation, its assets remaining after payment, or provision for payment of all debts and liabilities of this corporation shall be distributed to the Coliseum Commission for a public or charitable purposes, or to such entity designated by the governing board of the Coliseum Commission, or to any nonprofit; provided, however that any such entity so designated is organized and operated exclusively for charitable purposes and has established its tax exempt status under Internal Revenue code section 501(c)(3), or any corresponding section of the federal tax code.

**IN WITNESS WHEREOF**, the undersigned has executed these Articles of Incorporation, this 26th day of February, 2019.

\_\_\_\_\_  
 Al Naipo, Incorporator

BYLAWS OF  
LOS ANGELES MEMORIAL COLISEUM FOUNDATION  
(A California Nonprofit Public Benefit Corporation)

ARTICLE I: NAME

The name of this corporation shall be Los Angeles Memorial Coliseum Foundation (hereinafter referred to as the "Foundation").

ARTICLE II: OFFICES

The principal office for the transaction of the activities and affairs of the Foundation shall be located at Kenneth Hahn Hall of Administration, 500 West Temple Street, Room 383 Los Angeles, CA 90012. The Board of Directors has all authority to change the principal office from one location to another within the County of Los Angeles. Any change of location of the principal office shall be noted by the secretary on these Bylaws opposite this Article or this Article may be amended to state the new location.

ARTICLE III: PURPOSE

Section 3.01. The charitable and public purposes of the Foundation are as set forth in the Articles of Incorporation of the Foundation.

Section 3.02. This Foundation is a non-profit public benefit corporation organized under the Non-Profit Public Benefit Corporation Law of the State of California and is not organized for the private gain of any person.

Section 3.03. No substantial part of the activities of this corporation shall consist of carrying on propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate or intervene in any political campaign (including the publishing or distribution of statements) on behalf of any candidate for public office.

Section 3.04. Notwithstanding any other provisions of these Bylaws, the corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from federal income tax pursuant to section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future corresponding federal tax code.

ARTICLE IV: BOARD OF DIRECTORS

Section 4.01. Subject to the limitations of the California Nonprofit Public Benefit Corporation Law, and subject to the provisions and limitations of the Articles of Incorporation ("Articles") and these Bylaws, the activities and affairs of the Foundation shall be conducted and all corporate powers shall be exercised, by or under the direction of the Board of Directors. The Board may delegate the management of the activities of the Foundation to any person or persons, a management company or committees however composed, provided that the activities and

affairs of the Foundation shall be conducted and all corporate powers shall be exercised under the ultimate direction of the Board.

Without prejudice to such general powers, but subject to the same limitations, it is hereby expressly declared that the Board shall have the following powers in addition to the other powers enumerated in these Bylaws:

1. To select and remove any or all the other officers, agents and employees of the Foundation, prescribe powers and duties for them not inconsistent with law, the Articles or these Bylaws, fix their compensation and require from them security for faithful service.
2. To conduct, manage and control the affairs and activities of the Foundation and to make such rules and regulations for the Foundation not inconsistent with law, the Articles or these Bylaws, as they may deem to be in the best interest of the Foundation.
3. To approve all contracts in the name of the Foundation, except for those contracts necessary for the day-to-day operation of the Foundation whose authorization and payment are the responsibility of the Executive Director under guidelines established by the Board.
4. To adopt, make and use a corporate seal and to alter the form of such seal from time to time as they may deem to be in the best interest of the Foundation.
5. To open bank accounts, borrow money and incur indebtedness for the purpose of the Foundation, and to cause to be executed and delivered in the corporate name of the Foundation, promissory notes, bonds, debenture, deeds of trusts, mortgages, pledges, hypothecations, or other evidence of debt and securities.
6. To do all things necessary, expedient, or appropriate to the accomplishment of any of the objects or purposes for which this Foundation is formed.

**Section 4.02. Composition of the Board.** The Board shall consist of at least three directors unless changed by amendment of these Bylaws. The Los Angeles Memorial Coliseum Commission (the "Commission") is a joint exercise of power agency created by agreement among the City of Los Angeles, the County of Los Angeles and the Sixth District Agricultural Association (also known as the California Science Center), each hereinafter referred to as a "Contracting Party." It is the custom and practice of the Commission to rotate the presidency of the Commission, such that the President, the Vice President and the immediate past President of the Commission is an appointee of a different contracting Party. The initial Directors shall be appointed by the Commission, and shall be succeeded at any time, and from time to time by way of appointment by each "Contracting Party" appointing a director to represent each entity.

Section 4.03. Term of Office. Except as otherwise provided in Section 4.02, each Director shall hold office ex officio for such time as he or she holds the office which constitutes the qualification for such Director as set forth in Section 4.02 of this Article IV.

Section 4.04. Place of Meeting. Meetings of the Board of Directors shall be held at the offices of the Los Angeles Memorial Coliseum Commission, or at any other place within the State of California that has been designated by resolution of the Board or in the notice of the meeting.

Section 4.05. Annual Meetings. The Board shall hold an annual meeting for purposes of organization, nomination and election or appointment of officers, and transaction of other business. The Board shall hold the Annual Meeting as soon as possible after January 1<sup>st</sup>.

Section 4.06. Regular Meetings. Regular meetings of the Board shall be held without call or notice of such dates and at such times as may be fixed by the Board. The Board, however, shall meet at least once annually.

Section 4.07. Special Meetings. Special meetings of the Board may be called for any purpose and at any time by the President, Secretary, or any two, (2) directors. Special Meetings of the Board shall be held upon ten (10) days' notice by first class mail or 24 hours' notice given personally or by telephone, telegraph, telex, facsimile transmission, electronic mail or other similar means of communication. Any such notice shall be addressed or delivered to each director at such director's address as it is shown upon the records of the Foundation or as otherwise given by the director for purposes of notice. Notice shall be deemed to have been given at the time of dispatch, either by deposit in the mails or other common carrier or at the point of transmission or verbal communication. The notice shall state the time of the meeting, and the place if the place is other than the principal office of the Foundation.

Section 4.08. Quorum. A majority of the authorized number of Directors shall constitute a quorum for the transaction of business. Resolutions made by a majority of directors present at a duly held meeting at which a quorum is present shall constitute an act of the Board.

Section 4.09. Voting. Unless otherwise specified, all actions of the Board and of the membership shall be taken by majority vote. Voting may be by voice or ballot.

Section 4.10. Election; Alternates.

1. The initial Directors shall be designated by the Los Angeles Memorial Coliseum Commission. Thereafter, each successor Director shall be deemed elected upon meeting the applicable criterion as provided in Section 4.02 of this Article IV. Persons elected as Directors shall take office as Director immediately upon election and shall serve ex officio.
2. Any Director elected to fill a vacancy shall hold office only until his or her successor shall have been identified as meeting the applicable criterion as provided in Section 4.02 of this Article IV.

3. Upon approval of the Board, each nominating and appointing entity may appoint an alternate director who may serve in place of the director with the same privileges and obligations of the director, at any meeting or for any action of the Board, in the director's absence. Alternate directors may attend an annual, regular, or special meeting of the Board, regardless of whether or not for whom the alternate serves is present; however for whom the alternate serves is present, the attendance of the alternate shall not be counted towards a quorum and the alternate shall not have the right to vote on Board actions. Any Director who shall have appointed an Alternate may rescind such designation, or designate a new Alternate at any time or from time to time subject to approval of the Board.

Section 4.11. Vacancies.

1. A vacancy or vacancies in the Board shall be deemed to exist in the case of death, resignation, or removal of any director, or if the authorized number of directors is increased. The Board may declare vacant the office of a director who has been declared of unsound mind by a final order of court, or convicted of a felony, or found by a final order of judgment of any court to have breached any duty under the California Nonprofit Public Benefit Corporation Law.
2. In order to provide for equitable representation of each Contracting Party on the Foundation's Board, during any period in which the office of a Director is vacant, an interim Director shall be elected by a committee of the Commission consisting of those members of the Commission appointed by the respective Contracting Party not represented by the other Directors. Any interim Director so elected shall serve until a successor is qualified and deemed appointed as provided in Section 2 of this Article IV.

Section 4.12. Resignation and Removal. Subject to Section 5226 of the California Nonprofit Public Benefit Corporation Law, any Director may resign by giving written notice to the President or Secretary of the Board. The resignation shall be effective when the notice is given unless it specifies a later time for the resignation to become effective. If a Director's resignation is effective at a later time, a successor may be elected to take office as of the date when the resignation becomes effective.

Section 4.13. Committees.

Section 4.13.01. The Board may appoint one or more committees, each consisting of two or more Directors, and delegate to such committees any of the authority of the Board except with respect to:

1. The approval of any action for which the California Nonprofit Public Benefit Corporation Law also requires approval of the members or approval of a majority of all members (such limitation of committee action shall apply whether or not the Foundation has members);
2. The filling of vacancies in any committee;
3. The amendment or repeal of Bylaws or the adoption of new Bylaws;

4. The amendment or repeal of any resolution of the Board of Directors which by its express terms is not so amendable or repealable; or
5. The appointment of other committees of the Board or the members thereof.

Section 4.13.02. Any such committee must be created, and the members thereof appointed, by resolution adopted by a majority of all the Directors, and any such committee may be designated an Executive Committee or by such other name as the Board of Directors shall specify. The Board of Directors may appoint, in the same manner, alternate members of any committee who may replace any absent member at any meeting of the committee.

Section 4.13.03. The Board shall have the power to prescribe the manner in which proceedings of any such committee shall be conducted. In the absence of any such prescription, such committee shall have the power to prescribe the manner in which its proceedings shall be conducted. Unless the Board or such committee shall otherwise provide, the regular and special meetings and other actions of any such committee shall be governed by the provisions of this Article IV applicable to meetings and actions of the Board of Directors. Minutes shall be kept of each meeting of each committee.

Section 4.14. Rights of Inspection. Every Director shall have the absolute right at any reasonable time to inspect and copy all books, records and documents of every kind and to inspect the physical properties of the Foundation.

Section 4.15. Fees and Compensation. Directors and members of committees shall serve without compensation for their services; provided, however, such Directors and members of committees may be reimbursed for reasonable expenses incurred in carrying out their respective duties in the discretion of the Board.

Section 4.16. Execution of Contracts and Instruments. The Board, except as in these Bylaws otherwise provided, may authorize any officer or officers, agent or agents, to enter into any contract or execute any instrument in the name and on behalf of the Foundation, and such authority may be general or confined to specific instances; and unless so authorized by the Board, no officer, agent or employee shall have any power or authority to bind the Foundation by any contract or engagement or to pledge its credit or to render it liable for any purpose or in any amount.

Section 4.17. Limitation of Liability. No Director of the Foundation now or hereafter elected shall be personally liable to the Foundation's creditors for any indebtedness or liability, and any and all creditors shall look only to the assets of the Foundation for payment.

Section 4.18. Notices. All notices required by this Article may be delivered by electronic mail with the prior written consent of the director to whom the notice is directed.

## ARTICLE V: OFFICERS

Section 5.01. Officers. Officers of the Foundation shall be the President, Vice-President, and Treasurer. The Executive Director shall serve as Secretary.

Section 5.02. Election. The President, Vice President and Treasurer shall be chosen annually by the Board from amongst the Directors, and shall serve at the pleasure of the Board. Said officers shall hold their respective offices until their resignation, removal, or other disqualification from service, or until their respective successors shall be elected. Any number of offices may be held by the same person except as provided in the Articles or in these Bylaws, and except that the President of the Board may not serve concurrently as the Vice President of the Board.

Section 5.03. Removal and Resignation. Any officer may resign at any time by giving written notice to the Foundation. The resignation shall take effect as of the date the notice is received or at any later time specified in the notice and, unless otherwise specified in the notice, the resignation need not be accepted to be effective. Any officer may be removed, either with or without cause, by the Board, at any time. Any such removal shall be without prejudice to the rights, if any, of the officer under any contract of employment of the officers. A vacancy in any office because of death, resignation, removal, disqualification or any other cause, shall be filled by the Board of Directors; provided that such vacancies shall be filled as they occur and not on an annual basis.

Section 5.04. Subordinate Officers. The Board of Directors may elect, and may empower the President to appoint, such other officers, who need not be Directors of the Foundation, as the business of the Foundation may require, each of whom shall hold office for such period, have such authority and perform such duties as are provided in these Bylaws or as the Board may from time to time determine.

Section 5.05. President. The President shall preside at meetings of the Board and shall exercise and perform such powers and duties as the Board may assign from time to time. The President also shall be the chief executive officer and shall have the powers and duties which would normally be carried out by a president of a corporation.

Section 5.06. Vice President. In the absence or disability of the President, 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 upon, the President. The Vice President shall have such other powers and perform such other duties as from time to time may be prescribed by the Board of Directors.

Section 5.07. Secretary. The Secretary Position shall be filled by the Executive Director of the Foundation. Until the Executive Director is hired, the Board may elect a director to be the acting Secretary. The Secretary shall have the following duties:

1. The Secretary shall keep or cause to be kept, at the Foundation's principal office or at such other place as the Board may direct, a book of minutes of all meetings, proceedings, and actions of the Board of Directors, and its committees. The minutes of meetings shall include the time and place that the meeting was held, whether the meeting was annual, regular or special and, if special, how authorized, the notice given, and the names of those present at Board of Directors and committee meetings.

2. The Secretary shall keep or cause to be kept, at the principal office, a copy of the Articles of Incorporation and Bylaws, as amended to date.
3. The Secretary shall keep or cause to be kept, at the Foundation's principal office or at a place determined by resolution of the Board of Directors, a record of the Foundation's Directors, showing each Director's name and address.
4. The Secretary shall give, or cause to be given, notice of all meetings of the Board of Directors and of its committees required by these Bylaws to be given.
5. The Secretary shall keep the corporate seal in safe custody and shall have such other powers and perform such other duties as the Board or the Bylaws may prescribe.

Section 5.08. Treasurer. The Treasurer shall be the chief financial officer of the Foundation and shall work with the Executive Director, accountant and/or bookkeeper to direct and control the maintenance of the books and accounts of the Foundation. The Treasurer shall send, or cause to be given to the Directors, such financial statements and reports as are required to be given by law, by these Bylaws, or by the Board. The books and accounts shall be open to inspection by any Director at all reasonable times. The Treasurer shall deposit, or cause to be deposited, all money and other valuables in the name and to the credit of the Foundation with such depositories as the Board may designate, shall disburse the Foundation's funds as the Board may order, shall render to the Board and its President, when requested, an account of all transactions and of the financial condition of the Foundation, and shall have such other powers and perform such other duties as the Board of Directors or these Bylaws may prescribe.

#### ARTICLE VI: EXECUTIVE DIRECTOR

Section 6.01. Executive Director. The Foundation shall be administered by an executive director who shall be an employee or independent contractor of the Foundation and shall serve at the pleasure of the Board. The Executive Director shall be a business or public administration, management, finance, accounting, or economics professional with such other qualifications as determined by the Executive Committee.

Section 6.02. Duties. The Executive Director shall be the primary administrator of the day-to-day operations of the Foundation. The Executive Director shall report to, and receive overall guidance from the Board. The Executive Director shall serve as the Secretary of the Foundation and shall prepare and implement the Foundation's annual report and annual budget, subject to review and approval by the Board. The Executive Director shall perform other such duties as the Board deems to be in the best interest of the Foundation, consistent with the Articles and these Bylaws.

Section 6.03. Salary and Benefits. If the Executive Director is an employee of the Foundation, the salary and benefits of the Executive Director shall be determined by the Board. Said salary and benefits should be based on industry standards for a director of a nonprofit foundation of similar size.

## ARTICLE VII: FINANCES AND RECORDS

Section 7.01. Maintenance of Records. The Foundation shall keep: (1) adequate books and records of accounts; (2) written minutes of the proceedings of the Board of Directors and its committees; and (3) a record of the names and addresses of each Director, officer and agent of the Foundation. The Foundation shall keep at its principal office the original or a copy of the Articles of Incorporation and Bylaws, as amended to date, which shall be open to inspection by any person at all reasonable times during office hours.

Section 7.02. Inspection. On written demand of the Foundation, any Director may inspect, copy and make extracts of the accounting books and records and the minutes of the proceedings of the Board of Directors and its committees at any reasonable time for a purpose reasonably related to the Director's interest as a Director. Any such inspection and copying may be made in person or by a Director's agent or attorney.

Section 7.03. Fiscal Year. The fiscal year of the Foundation shall be July 1 to June 30.

Section 7.04 Budget. The Executive Director shall be responsible for preparation and implementation of a balanced operating budget covering all activities of the Foundation, subject to the approval of the Board. Said budget shall be prepared no later than thirty (30) days before the beginning of the Foundation's fiscal year. Any amendments or changes to the budget during the fiscal year shall be subject to approval of the Board. It shall be the goal of the Foundation to operate each year on a total balanced budget so that projected expenses do not exceed projected revenues.

Section 7.05. Quarterly Report The Board of Directors shall cause a financial and activity report of the Foundation to be prepared by the Treasurer no later than sixty (60) days after the end of each calendar quarter. That report shall contain the following information, in appropriate detail, for the quarter:

1. The assets and liabilities, including the trust funds, of the Foundation as of the end of the quarter.
2. The principal changes in assets and liabilities, including trust funds.
3. The revenue or receipts of the Foundation, both unrestricted and restricted, to particular purposes.
4. The expenses or disbursements of the Foundation for both general and restricted purposes.
5. A brief description of the major activities of the Foundation.
6. A summary of benefits received by the Los Angeles Memorial Coliseum Commission from the Foundation.
7. A summary of cash, goods and services received from the Los Angeles Memorial Coliseum Commission.
8. All financial statements submitted as part of a quarterly report shall be accompanied by an auditor's report (if audited) or, if there is no such report, by the certificate of an

authorized officer of the Foundation that such statements were prepared without audit from the Foundation's books and records.

Section 7.06. Annual Auditor's Review. The accounts of the Foundation shall be audited annually by a licensed Certified Public Accounting firm, which shall prepare an audited financial statement.

Section 7.07. Disbursements. All disbursement shall be made by check signed by the Executive Director for amounts up to and including one thousand dollars (\$1,000). Checks for amounts over \$1,000 shall be signed by two (2) of the following: the Executive Director and either the President, Vice President, or Treasurer. The Board may raise or lower these disbursement limits when it is in the best interest of the Foundation to do so. All disbursements shall be in conformance with the Foundation's operating budget.

#### ARTICLE VIII: INDEMNIFICATION

Section 8.01. Definitions. For purposes of this Article VIII, the term "agent" is used as defined in Section 5238 of the California Corporations Code (or any successor statute); the term "proceeding" means any threatened, pending or completed action or proceeding, whether civil, criminal, administrative or investigative; and the term "expenses" includes but is not limited to attorneys' fees and any expenses of establishing indemnification under this Section.

Section 8.02. Indemnification.

To the full extent permitted by applicable law, the Foundation shall defend, reimburse, indemnify and hold harmless each agent, who is or has been a party or is threatened to be made a party to any proceeding, by reason of the fact that such person is or has been an agent of the Foundation, against all expenses, judgments, fines, settlements, costs, damages and other amounts actually and reasonably incurred in connection with such proceeding, if such person acted in good faith and in a manner such person reasonably believed to be in the best interests of the Foundation and if, in the case of a criminal proceeding, such person had no reasonable cause to believe his or her conduct to be unlawful. The termination of any proceeding by judgment, order, settlement, conviction, or upon a plea of nolo contendere or its equivalent shall not, in and of itself, create a presumption that the person did not act in good faith and in a manner which the person reasonably believed to be in the best interests of the Foundation or that the person had reasonable cause to believe that his or her conduct was unlawful. Indemnification as provided above shall be made by the Foundation only if authorized in a specific case, upon a determination that indemnification of the agent is proper in the circumstances because the agent has met the applicable standard of conduct set forth herein, or in applicable law, by a majority vote of a quorum consisting of Directors who are not parties to such proceeding, or by the court in which such proceeding is or was pending upon application made by the Foundation or the agent or the attorney or other person rendering services in connection with the defense, whether or not such application by the agent, attorney or other person is opposed by the Foundation.

Notwithstanding the foregoing, no indemnification shall be made under this Section in respect of any claim, issue or matter as to which the person seeking indemnity shall have been adjudged to

be liable to the Foundation in the performance of such person's duty to the Foundation, unless and only to the extent that the court in which such proceeding is or was pending shall determine upon application that, in view of all the circumstances of the case, such person is fairly and reasonably entitled to indemnity for such expenses as the court shall determine.

To the extent that an agent of the Foundation has been successful on the merits in defense of any proceeding referred to above, or in defense of any claim, issue or matter therein, the agent shall be indemnified against costs and expenses actually and reasonably incurred by the agent in connection therewith. Expenses incurred in defending any proceeding may be advanced by the Foundation prior to the final disposition of such proceeding upon receipt of an undertaking by or on behalf of the agent to repay such amount unless it shall be determined ultimately that the agent is entitled to be indemnified as authorized in this Section or by applicable law.

No indemnification or advance shall be made under this Section 8 in any circumstances where (1) it appears that indemnity would be inconsistent with a provision of the Articles, these Bylaws, or any agreement in effect at the time of the accrual of the alleged cause of action asserted in the proceeding in which the expenses were incurred or other amounts were paid, which prohibits or otherwise limits indemnification, or (2) it would be inconsistent with any conditions expressly imposed by a court in approving a settlement.

The right of indemnification provided in this Section shall inure to the benefit of each person referred to in this Section, whether or not the claim asserted against such person is based on matters which arose in whole or in part prior to the adoption of this Section and in the event of such person's death, shall extend to such person's legal representatives. The right of indemnification provided in this Section shall not be exclusive of any other rights to which such person, or any other individual, may be entitled as a matter of law (including, without limitation, such person's rights under Section 5238 of the California Corporations Code), or under any agreement, vote of Directors or otherwise.

This Section 8 does not apply to any proceeding against any trustee, investment manager or other fiduciary of any employee benefit plan in such person's capacity as such, even though such person may be an agent of the Foundation (as defined in subsection (a) above).

#### ARTICLE IX: INSURANCE

Except as prohibited by law, the Foundation shall have the right to purchase and maintain insurance to the fullest extent permitted by law on behalf of its officers, directors, employees, members, and other agents against any liability asserted against or incurred by any officer, director, employee, member, or agent in such capacity or arising out of the officer's, director's, employee's, member's, or agent's, status as such, whether or not the Foundation would have the power to indemnify the agent against such liability under the provisions of Article VIII.

#### ARTICLE XI: CONSTRUCTION, DEFINITION, AMENDMENTS

Section 11.01. Construction and Definitions. Unless the context requires otherwise, the general provisions, rules of construction and definitions in the California Nonprofit Public Benefit

Corporation Law shall govern the construction of these Bylaws. Without limiting the generality of the preceding sentence, the masculine gender includes the feminine and neuter, the singular includes the plural, the plural includes the singular, and the term "person" includes both a legal entity and natural person.

Section 11.02. Amendment. Amendment, revision, or repeal of any part of all of these Bylaws may be made by a two-thirds approval of the Board.

## ARTICLE XII: MISCELLANEOUS PROVISIONS

Section 12.01. Ralph M. Brown Act. At any time that (1) the Board of Directors includes a Director who is also a member of the governing board of the Los Angeles Memorial Coliseum Commission, or (2) the Foundation receives funds from a Local Agency (as defined in section 54951 of the California Government Code) and the Board of Directors includes a Director who is also a member of the governing board of such Local Agency, then meetings of the Board of Directors and any committee thereof shall be called, noticed, held and conducted in accordance with the provisions of the Ralph M. Brown Act (commencing with Section 54950 of the California Government Code).

Section 12.02. Conflict With Applicable Law. Any provision of these Bylaws which conflicts with or constitutes a violation of any applicable law of the State of California, including, without limitation, the California Nonprofit Public Benefit Corporation Law, shall be deemed severable from the remainder of these Bylaws and shall be of no force or effect.

Section 12.03. Preservation of Tax-Exempt Status. No Director, officer, agent or employee of the Foundation shall (a) take any action which would jeopardize the Foundation's status as an exempt corporation under Section 501(c)(3) of the Internal Revenue Code and Section 23701d of the California Revenue and Taxation Code (or any successor statutes), or (b) omit to take any action on behalf of the Foundation known to be required to preserve such tax-exempt status.

## ARTICLE X: DISSOLUTION

The Foundation shall use its funds only to accomplish the objectives and purposes specified in the Articles and these Bylaws. No part of the Foundation's net earnings shall inure to the benefit of any private person or individual, or any director of this Foundation. Upon dissolution of the Foundation, any assets remaining after the payment or provisions for payments of the obligations and debts of the Foundation, and provision for any other payment required under applicable law, shall be distributed in the following manner: (1) to the Los Angeles Memorial Coliseum Commission for public or charitable purposes; (2) to the federal government, or to a state or local government for public purposes; or (2) to any nonprofit; provided, however that any such entity so designated is organized and operated exclusively for charitable purposes and has established its tax exempt status under Internal Revenue Code Section 501(c)(3), or any corresponding section of any future federal tax code.