

Board of Directors

Bruce Spangler, President (Oroville)
Analise Uhlig, Secretary (Chico)
Mohammad Billah, Treasurer (Chico)
Jasmin Wilson, (Oroville)
Haroon Saddique (Paradise)
Nicole Johansson, (At Large)
John Pearson, (At Large)

**Advisory Board**

Victoria Anton, Oroville
Melanie Bassett, Chico
Colette Curtis, Paradise
Sarah Boesen, Chico
Jennifer Leonard, Unincorporated
Holly Jorgensen, Oroville
Melissa Schuster, Paradise
Marci Shadd, Biggs

EXPLORE BUTTE COUNTY BOARD MEETING

November 11, 2021
Time: 12:00 – 2:00 pm

Via Zoom Meeting ONLY

<https://us02web.zoom.us/j/89223628416?pwd=a251Q1orOG0rR0tLZ2dNeXZPaHl3dz09>

Meeting ID: 892 2362 8416

Passcode: 685214

Dial by your location

669 900 9128 US (San Jose)

AGENDA

PURPOSE: The purpose of this corporation shall be to promote Butte County tourism through the development and operation of a tourism business improvement district and other programs and initiatives.

1. Call to order and roll call – virtual meeting, votes will be considered aye, unless individual members abstain or verbally vote no.

2. **CONSENT AGENDA**

2.1 Approval of Board Meeting Minutes from September 9, 2021

2.2 Approval of September and October 2021 financials

3. **PUBLIC COMMENT**

The public is invited to address the Board regarding any non-agenda items at this time. Time is limited to 3 minutes per speaker. The Board may not take any action on public comment.

4. **REGULAR AGENDA**

4.1 CONSIDERATION OF LETTER OF SUPPORT FROM EBC BOARD OF DIRECTORS TO ENCOURAGE BUTTE COUNTY BOARD OF SUPERVISORS TO EXPAND LAND USE DESIGNATION FOR MORE SPACE FOR SPORTS, RECREATION, EDUCATION, HEALTH AND WELLNESS.

Presented by board member from Everybody Healthy Body. Discussion about why there is a move to expand unincorporated Butte County land use designation and to revise zoning, including Nance Canyon, during the Butte County General Plan Update for more space for sports, recreation, education, health and wellness.

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Recommendation: To write a letter of support for the expansion of land use designation and zoning in unincorporated areas during the revision of the Butte County General Plan to make more opportunity for sports, recreation, education, health and wellness, all which will be important to growing the travel and tourism economy.

4.2 REVIEW OF THE UPDATED FORMAT OF EXPLORE BUTTE COUNTY BALANCE SHEET

Per the action of the Board during the September meeting, Denero has worked with Holly Pladson, CPA, to update the Balance Sheet to accurately reflect the projects whose funds have been reserved to be more transparent about allocated projects.

Recommendation: *No recommendation, informational purposes only.*

4.3 CONSIDERATION OF FILLING BROOKE ISENBERG'S VACATED SEAT REPRESENTING CHICO LODGING

Brooke Isenberg, Vice President of the Board, has resigned effective October 22, 2021 and will no longer be able to represent Chico lodging as a voting board member. Brooke has submitted a letter of recommendation for Tamba Sellu, Director of Market Sales, representing Marriott.

Recommendation: *To appoint Tamba Sellu to the Explore Butte County Board of Directors effective immediately to represent Chico lodging for Brooke's current term which will expire March 2022. Tamba will be eligible to vote beginning at the January 13, 2022, board meeting.*

4.4 OROVILLE TOURISM COMMITTEE UPDATE

Strategic Goal: Build Brand Momentum & Strong Local Partnerships

The Oroville Tourism Committee has been meeting monthly to work on an Oroville-specific map and a promotional video. Both will be shared with the BOD

No recommendation, reporting purposes only.

4.5 CHICO TOURISM COMMITTEE UPDATE

Chico Tourism Committee sponsored the GrowTech event by ChicoStart that focused on start up tech companies and brought a handful of speakers from out of state into Chico. \$10,000 was approved to help promote the Chico Ice Rink.

No recommendation, reporting purposes only.

4.6 CONSIDERATION OF UPDATED MISSION, VISION AND VALUES FOR EXPLORE BUTTE COUNTY

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The Marketing Committee has been working with PorterCo on a brand refresh project to better inform our users of who we are and what we represent. The first step in the process was to review our current mission and vision statements. When these were reviewed it was determined they should be revised to consider the larger scope of work EBC has since deciding to become a Destination Marketing and Management Organization (DMMO) during the renewal of the Management District Plan. The Board is being asked to consider the updated Mission, Vision, and Goals to represent the organization.

Recommendation: *To accept the Mission, Vision, and Values statements as proposed by the Marketing Committee.*

4.7 CONSIDERATION OF AMENDING EBC BYLAWS TO CREATE MORE OPPORTUNITY FOR PARTICIPATION ON THE ADVISORY BOARD WHILE CREATING A WORKING POLICY UPDATED BY THE BOD AS NECESSARY

As EBC has determined thru the renewal of the district, the next 10 years will move the organization into a leadership role for the travel and tourism industry within Butte County. There will be new opportunities for funding streams to accomplish projects that will support lodging, recreation, infrastructure and more. There will be an ebb and flow of stakeholders who will want to be involved with EBC at a variety of levels. This may be the time to consider amending the bylaws to include a less strict policy for the number of advisors per jurisdiction and create a policy that can more easily be reviewed and updated annually, in order to continue to move travel and tourism forward.

Recommendation: *To amend the bylaws as presented and to approve the EBC internal policy on best practices for filling Advisor seats.*

4.8 REPORT ON UPCOMING PROJECTS. BOARD DIRECTION SOUGHT BY STAFF.

EBC staff have been working with both Butte County and City of Chico on American Rescue Plan Act (ARPA) projects. The Chico project ends June 30, 2024, and consists of building a Chico-specific tourism brand and the corresponding assets necessary to maintain the brand and promotion; the Butte County project ends June 30, 2024 and consists of collaboration to create a countywide wayfinding master plan and dissemination of event support grants. In addition, Chico Zone Marketing is interested in a part-time contractor to help with Chico-specific marketing and promotion, and the BOD has also allocated funding to creation of a Film Commission.

Recommendation: *No recommendation. Staff is seeking direction on staffing for additional projects that have administrative funding attached to them.*

5. REPORTS AND COMMUNICATIONS

5.1 MARKETING COMMITTEE REPORT

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5.2 Q3 MARKETING UPDATE *Ashley Baer*

5.3 EXECUTIVE DIRECTOR REPORT *Carolyn Denero*

5.4 ITEMS FOR JANUARY BOARD MEETING *Board Suggestions*

6. CLOSED SESSION

6.1 CEO REVIEW PROCESS AND COMPENSATION

7. ADJOURNMENT

Next regular board meeting is scheduled for January 13, 2022.

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Bruce Spangler, President (Oroville)
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EXPLORE BUTTE COUNTY BOARD MEETING

September 9, 2021
 Time: 12:00 – 2:00 pm

Meeting via Zoom

MINUTES

1. Call to order and roll call – virtual meeting, votes will be considered aye, unless individual members abstain or verbally vote no.

Meeting was called to order at 12:01 pm by President Spangler.

Present- Directors: Spangler, Isenberg*, Uhrig, Billah, Johansson. Advisors: Anton, Bassett, Boesen, Leonard, Schuster, Shadd.

Absent – Directors: Wilson, Saddique, Pearson. Advisors: Curtis, Jorgensen

Guests – Kathryn Mathes City of Chico, Katie Simmons Butte County EOC Liaison, Jennifer Macarthy City of Chico, Shelly James PorterCo Agency, Tami Travis PorterCo Agency, Lynda Gizzi City of Chico, Pat Macias monca, Lori Porter PorterCo Agency

Staff: Denero, Baer, Salas.

*Left early

In order to have a quorum for action items agenda items were rearranged and discussed in the following order: 4.3, 4.4, 4.5, 4.6, 4.8, 4.2, 4.7, 4.1

2. **CONSENT AGENDA**

2.1 Approval of Board Meeting Minutes from July 8, 2021

2.2 Approval of July and August 2021 financials

A motion was made by Director Isenberg and seconded by Director Johansson to approve the consent agenda items.

The motion carried by the following vote:

AYES: Spangler, Isenberg, Uhrig, Billah, Johansson.

NOES: None

ABSTENTIONS: None

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3. **PUBLIC COMMENT**

The public is invited to address the Board regarding any non-agenda items at this time. Time is limited to 3 minutes per speaker. The Board may not take any action on public comment.

No public comment

4. **REGULAR AGENDA**

4.1 UPDATE ABOUT MUSEUMS, ARTS & CULTURE IN BUTTE COUNTY

Presentation about the current state of museums and cultural centers in and around Butte County.

Update given by Pat Macias from monca. She sent a survey to 22 local organizations and received 8 responses – a lot of centers are still closed. No action required.

4.2 CONSIDERATION OF FISCAL POLICY AND PROCEDURE UPDATES

The BOD was updated on financial policies and procedures that will be updated in the coming months, to include:

- Keep the financials on a calendar year; no need to transition to a July 1 fiscal year. This has been working for EBC and there have been no requests or concerns from jurisdictions.
- Prior to 2022, pay for CPA to purchase the non-profit version of Quickbooks so that the financial reports are specific to EBC as a non-profit with the correct nomenclature.
- Footnotes need to be enabled with current financials so all historic decisions can be documented and referred to.
- Addition of previous years' carry over funds to break out of budgets to see where the funds were earned and where they are spent, particularly for the item where they are spent.
- Create a policy for annual 990 review. Should be done by committee and with all information reviewed prior to final approval and submission.
- Create a reserve account for the Management District Plan required contingency.

No recommendation, informational reporting only.

4.3 CONSIDERATION OF CANCELING THE CERTIFIED TOURISM MARKETING PROGRAM

In 2018, EBC invested in the Certified Tourism Ambassador program licensed by the Tourism Ambassador Institute. It is a robust program that creates the tools to train front-line staff as the ambassadors for the destination. Fires and the pandemic have significantly hampered our ability to sell the program and it is apparent that our destination is not ready for this level of engagement yet. Our license expires in October, and we can cancel the

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program, saving near \$20,000 per year in licensing fees, rental fees and program support, not including staff time.

A motion was made by Director Johansson and seconded by Director Billah to resign from the CTA program effective immediately, leaving the option open for re-engagement at a later date.

The motion carried by the following vote:

AYES: Spangler, Isenberg, Billah, Johansson, Uhrig

NOES: None

ABSTENTIONS: None

4.4 CONSIDERATION OF ALLOCATING \$10,000 TO MARKETING THE CHICO ICE RINK – Presented by Jennifer Macarthy

Strategic Goal: Build Brand Momentum & Strong Local Partnerships

The City of Chico is spearheading an effort to install a temporary outdoor ice rink in the City Plaza for about 8-weeks between November – January. The City is working with the DCBA to manage the plan and the activation, and at the time of the committee meeting a marketing plan had not been developed. It was recommended that zone marketing be used to create a marketing campaign to promote the rink for the season.

A motion was made by Director Isenberg and seconded by Director Billah to assign \$10,000 to a marketing campaign to promote visitation to the Chico ice rink and the surrounding Downtown businesses, if and when the Chico City Council does approve the attraction.

The motion carried by the following vote:

AYES: Spangler, Isenberg, Billah, Johansson, Uhrig

NOES: None

ABSTENTIONS: None

4.5 CONSIDERATION OF ASSIGNING UNRESTRICTED FUNDS TO THE BRAND REFRESH PROJECT

The Explore Butte County brand, logo, marks, voice, etc., were created and launched in 2017. Since then, marketing has been deployed and analyzed and the marks and usages do not resonate with our audience the way it was anticipated it would. Anecdotally, we are consistently confused for the County of Butte not the tourism brand. The Marketing Committee has reviewed a scope of work that would allow us to use the learnings from the past few years to refresh the visitor-facing brand and develop, where applicable, a new logo, fonts, colors, tone and voice, key brand messages and a new brand style guide.

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Timing would align with the launch of the Mobile Visitor Center and updated style to the website. The project is estimated to cost \$55,000.

A motion was made by Director Johansson and seconded by Director Spangler to approve the brand refresh project to begin immediately and to not exceed the budget of \$55,000, assigned from unrestricted assets.

The motion carried by the following vote:

AYES: Spangler, Isenberg, Billah, Johansson, Uhrig

NOES: None

ABSTENTIONS: None

4.6 CONSIDERATION OF ARPA PROPOSAL DRAFTS

The American Rescue Plan Act (ARPA) is another round of federal stimulus deployed to combat the negative effects of COVID on our communities. Both the City of Chico and Butte County are entitlement zones and respectively received millions of dollars that will be allocated to various projects. ARPA specifically spells out travel and tourism as an industry that can be supported for recovery efforts and both jurisdictions have reached out to collaborate on initiatives that would support the Butte County travel economy. As the discussions evolved, both jurisdictions have pre-approval to move forward with a plan that could fund projects to be managed by EBC. This Board is being asked to consider the project proposals and discuss.

A motion was made by Director Spangler and seconded by Director Isenberg to approve the project proposals and continue to research their impacts on the travel economy, their impacts on EBC staff, and provide direction.

The motion carried by the following vote:

AYES: Spangler, Isenberg, Billah, Johansson, Uhrig

NOES: None

ABSTENTIONS: None

4.7 CONSIDERATION OF AMENDING EBC BYLAWS TO ACCOUNT FOR DMMO CHANGES

Item was tabled, no longer have a quorum.

4.8 CONSIDERATION OF NORTH TABLE MOUNTAIN ECOLOGICAL RESERVE PROJECT FOR 2022

As EBC moves into the DMMO role, opportunity for destination management is being identified. There is an opportunity to work with California Department of Fish & Wildlife to supplement work being done on Table Mountain to:

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- offer a better, more informed, visitation experience during wildflower season,
- invest in signage,
- support trash and facilities maintenance
- post the mobile visitor center at the park entrance each weekend during wildflower season, to both speak with visitors, educate them, and offer respite for the CDFW staff on site
- create and/or fund a shuttle schedule to reduce the traffic along the road to Table Mountain

Staff is seeking direction from Board on identifying this project as one to be added to the priority project list for 2022. If so, staff will work on a plan and budget to be presented at the November board meeting for approval and implementation.

A motion was made by Director Isenberg and seconded by Director Johansson to approve the further investigation of what a Table Mountain project/partnership could look like and create a project outline, timeline, and budget for review at the November board meeting.

The motion carried by the following vote:

AYES: Spangler, Isenberg, Billah, Johansson, Uhlig

NOES: None

ABSTENTIONS: None

5. **REPORTS AND COMMUNICATIONS**

5.1 **MARKETING COMMITTEE REPORT**

5.2 **EXECUTIVE DIRECTOR REPORT** *Carolyn Denero*

5.3 **ITEMS FOR NOVEMBER BOARD MEETING** *Board Suggestions*

6. **ADJOURNMENT**

Meeting was adjourned at 1:38pm

Minutes respectfully submitted by Alicia Salas.

Explore Butte County Balance Sheet As of September 30, 2021

	Sep 30, 21
ASSETS	
Current Assets	
Checking/Savings	
1000 · Tri Counties Bank	1,104,566.40
Total Checking/Savings	1,104,566.40
Total Current Assets	1,104,566.40
Fixed Assets	
1550 · Vehicle	55,572.41
1500 · Furniture and Equipment	15,393.73
1600 · Accumulated depreciation	-5,766.00
Total Fixed Assets	65,200.14
TOTAL ASSETS	1,169,766.54
LIABILITIES & EQUITY	
Liabilities	
Current Liabilities	
Credit Cards	
2100 · TCB Credit Card #1238-Carolyn D	3,347.76
2101 · Credit Card #3044-Ashley Baer	1,344.59
2102 · Credit Card #3036 -Alicia Salas	855.84
Total Credit Cards	5,548.19
Other Current Liabilities	
2400 · Payroll Liabilities	4,336.47
Total Other Current Liabilities	4,336.47
Total Current Liabilities	9,884.66
Total Liabilities	9,884.66
Equity	
3200 · Unrestricted Net Assets	1,043,439.76
3300 · Net Assets - Reserved	
3360 · Reserved - Zone Marketing	167,369.68
Total 3300 · Net Assets - Reserved	167,369.68
Net Income	-50,927.56
Total Equity	1,159,881.88
TOTAL LIABILITIES & EQUITY	1,169,766.54

Explore Butte County

Profit & Loss

September 2021

	Sep 21
Ordinary Income/Expense	
Income	
4000 · Program Income	
4300 · Chico	150,346.21
4400 · Oroville	41,359.60
Total 4000 · Program Income	191,705.81
4800 · Other Types of Income	
4810 · Interest Income	9.05
4850 · Non-Lodging Participation	637.50
Total 4800 · Other Types of Income	646.55
Total Income	192,352.36
Cost of Goods Sold	
5000 · 2% Fee	
5300 · 2% Fee - Chico	3,006.93
5400 · 2% Fee - Oroville	827.19
Total 5000 · 2% Fee	3,834.12
Total COGS	3,834.12
Gross Profit	188,518.24
Expense	
6000 · Sales and Marketing Expense	
6010 · Advertising	1,385.31
6050 · Creative Services	4,843.86
6100 · Marketing contracts	
6110 · Advertising Agencies	21,955.00
6130 · Public Relations expense	1,200.00
Total 6100 · Marketing contracts	23,155.00
6310 · Postage	1,386.34
6340 · Public Relations	454.29
6350 · Sales and Marketing Exp. -Other	327.50
6400 · Staffing - Marketing	
6410 · Staffing - Marketing payroll	11,987.07
6420 · Staffing - Payroll Taxes - Mktg	910.62
6430 · Workers comp insurance	406.82
6440 · Health insurance	1,179.01
Total 6400 · Staffing - Marketing	14,483.52
6655 · Vehicle Maintenance	35.00
6700 · Website	250.60
Total 6000 · Sales and Marketing Expense	46,321.42
6800 · Destination Management Activity	
6810 · CTA Program	960.00
Total 6800 · Destination Management Activity	960.00
6900 · Zone and Micro-Marketing	
6910 · Chico Zone	232.24
6930 · Oroville Zone	500.00
Total 6900 · Zone and Micro-Marketing	732.24
7000 · Administration Expenses	
7030 · Conference, Convention, Meeting	1,041.45
7050 · Education	1,013.24
7070 · General Administration	779.03
7200 · Meals	61.21
7300 · Office supplies	274.96
7330 · Professional fees - Accounting	750.00

Explore Butte County

Profit & Loss

September 2021

	Sep 21
7360 · Rent/ Office Space	525.00
7400 · Staffing - Admin	
7410 · Staffing - Admin Payroll	2,362.24
7420 · Payroll taxes - admin	179.45
7430 · Workers comp insurance	80.17
7440 · Health insurance	182.82
Total 7400 · Staffing - Admin	2,804.68
7500 · Subscriptions	87.70
7560 · Telephone, Telecommunications	236.22
7570 · Travel	325.34
7900 · Admin Expense- Other	53.33
Total 7000 · Administration Expenses	7,952.16
Total Expense	55,965.82
Net Ordinary Income	132,552.42
Net Income	132,552.42

Explore Butte County

Profit & Loss

January through September 2021

	Jan - Sep 21
Ordinary Income/Expense	
Income	
4000 · Program Income	
4200 · Butte County	735.58
4300 · Chico	458,507.24
4400 · Oroville	128,006.00
Total 4000 · Program Income	587,248.82
4800 · Other Types of Income	
4810 · Interest Income	78.03
4815 · CTA Registrations	348.97
4850 · Non-Lodging Participation	4,337.50
4870 · Visitor Guide Advertising	5,000.00
4820 · Miscellaneous Revenue	260.48
4825 · Credit card points (non-cash)	1,600.00
4800 · Other Types of Income - Other	894.06
Total 4800 · Other Types of Income	12,519.04
Total Income	599,767.86
Cost of Goods Sold	
5000 · 2% Fee	
5200 · 2% Fee - Butte County	14.71
5300 · 2% Fee - Chico	9,170.14
5400 · 2% Fee - Oroville	2,560.12
Total 5000 · 2% Fee	11,744.97
Total COGS	11,744.97
Gross Profit	588,022.89
Expense	
6000 · Sales and Marketing Expense	
6010 · Advertising	50,596.01
6030 · Conferences	99.00
6050 · Creative Services	57,433.97
6070 · Dues and Memberships	2,040.50
6100 · Marketing contracts	
6110 · Advertising Agencies	252,878.00
6120 · Jack Rabbit	5,947.50
6130 · Public Relations expense	7,800.00
6140 · CrowdRiff	21,157.50
Total 6100 · Marketing contracts	287,783.00
6200 · Meals	5.19
6310 · Postage	4,957.15
6320 · Printing	21,563.83
6340 · Public Relations	2,374.03
6350 · Sales and Marketing Exp. -Other	564.00
6360 · Sponsorships	5,250.00
6400 · Staffing - Marketing	
6410 · Staffing - Marketing payroll	102,361.02
6420 · Staffing - Payroll Taxes - Mktg	8,362.39
6430 · Workers comp insurance	1,783.09
6440 · Health insurance	10,584.81
Total 6400 · Staffing - Marketing	123,091.31
6655 · Vehicle Maintenance	82.32
6700 · Website	3,205.56
Total 6000 · Sales and Marketing Expense	559,045.87
6800 · Destination Management Activity	
6810 · CTA Program	1,240.11

Explore Butte County

Profit & Loss

January through September 2021

	Jan - Sep 21
Total 6800 · Destination Management Activity	1,240.11
6900 · Zone and Micro-Marketing	
6910 · Chico Zone	18,947.24
6930 · Oroville Zone	3,599.20
Total 6900 · Zone and Micro-Marketing	22,546.44
7000 · Administration Expenses	
7020 · Bank fees	1.00
7025 · Credit card fees	3.20
7030 · Conference, Convention, Meeting	1,350.41
7050 · Education	2,055.31
7070 · General Administration	1,250.17
7100 · Insurance	4,707.76
7200 · Meals	67.21
7210 · Membership dues	400.00
7300 · Office supplies	1,425.62
7310 · Postage	163.99
7320 · Printing and Copying	118.97
7330 · Professional fees - Accounting	8,750.24
7360 · Rent/ Office Space	4,890.00
7400 · Staffing - Admin	
7410 · Staffing - Admin Payroll	21,222.75
7420 · Payroll taxes - admin	1,740.62
7430 · Workers comp insurance	366.18
7440 · Health insurance	1,763.75
Total 7400 · Staffing - Admin	25,093.30
7500 · Subscriptions	1,303.32
7560 · Telephone, Telecommunications	2,610.34
7570 · Travel	1,612.97
7900 · Admin Expense- Other	58.22
Total 7000 · Administration Expenses	55,862.03
Total Expense	638,694.45
Net Ordinary Income	-50,671.56
Other Income/Expense	
Other Expense	
9500 · COVID-19	256.00
Total Other Expense	256.00
Net Other Income	-256.00
Net Income	-50,927.56

11:49 AM

10/19/21

Accrual Basis

Explore Butte County Profit & Loss Budget Overview

January through September 2021

	Jan - Sep 21	Budget	\$ Over Budget
Ordinary Income/Expense			
Income			
4000 · Program Income			
4200 · Butte County	735.58	5,245.00	-4,509.42
4300 · Chico	458,507.24	435,000.00	23,507.24
4350 · Gridley	0.00	5,245.00	-5,245.00
4400 · Oroville	128,006.00	138,750.00	-10,744.00
4500 · Paradise	0.00	7,867.00	-7,867.00
Total 4000 · Program Income	587,248.82	592,107.00	-4,858.18
4800 · Other Types of Income			
4810 · Interest Income	78.03		
4815 · CTA Registrations	348.97	3,750.00	-3,401.03
4816 · CTA Renewal Fees	0.00	337.00	-337.00
4850 · Non-Lodging Participation	4,337.50	3,750.00	587.50
4870 · Visitor Guide Advertising	5,000.00	7,500.00	-2,500.00
4885 · Unspent Income from Previous Yr	0.00	232,500.00	-232,500.00
4890 · Zone Marketing from Previous Yr	0.00	151,500.00	-151,500.00
4820 · Miscellaneous Revenue	260.48		
4825 · Credit card points (non-cash)	1,600.00		
4800 · Other Types of Income - Other	894.06		
Total 4800 · Other Types of Income	12,519.04	399,337.00	-386,817.96
Total Income	599,767.86	991,444.00	-391,676.14
Cost of Goods Sold			
5000 · 2% Fee			
5200 · 2% Fee - Butte County	14.71	105.00	-90.29
5300 · 2% Fee - Chico	9,170.14	8,877.00	293.14
5350 · 2% Fee - Gridley	0.00	104.00	-104.00
5400 · 2% Fee - Oroville	2,560.12	2,830.00	-269.88
5500 · 2% Fee - Paradise	0.00	157.00	-157.00
5618 · CTA Renewal paid to Mickey	0.00	225.00	-225.00
Total 5000 · 2% Fee	11,744.97	12,298.00	-553.03
Total COGS	11,744.97	12,298.00	-553.03
Gross Profit	588,022.89	979,146.00	-391,123.11
Expense			
6000 · Sales and Marketing Expense			
6010 · Advertising	50,596.01	75,000.00	-24,403.99
6020 · Capital Display	0.00	1,125.00	-1,125.00
6030 · Conferences	99.00	3,750.00	-3,651.00
6050 · Creative Services	57,433.97	75,000.00	-17,566.03
6070 · Dues and Memberships	2,040.50	3,000.00	-959.50
6100 · Marketing contracts			
6110 · Advertising Agencies	252,878.00	215,545.00	37,333.00
6120 · Jack Rabbit	5,947.50		
6130 · Public Relations expense	7,800.00	13,500.00	-5,700.00
6140 · CrowdRiff	21,157.50	10,237.00	10,920.50
6150 · Bandwango	0.00	10,875.00	-10,875.00
Total 6100 · Marketing contracts	287,783.00	250,157.00	37,626.00
6200 · Meals	5.19	750.00	-744.81
6310 · Postage	4,957.15	3,000.00	1,957.15
6320 · Printing	21,563.83	16,500.00	5,063.83
6340 · Public Relations	2,374.03	27,000.00	-24,625.97
6350 · Sales and Marketing Exp. -Other	564.00	4,500.00	-3,936.00
6360 · Sponsorships	5,250.00	4,500.00	750.00
6400 · Staffing - Marketing			
6410 · Staffing - Marketing payroll	102,361.02	115,781.00	-13,419.98
6420 · Staffing - Payroll Taxes - Mktg	8,362.39	11,250.00	-2,887.61
6430 · Workers comp insurance	1,783.09	1,350.00	433.09
6440 · Health insurance	10,584.81	11,700.00	-1,115.19
6450 · Commission CTA Program	0.00	150.00	-150.00
Total 6400 · Staffing - Marketing	123,091.31	140,231.00	-17,139.69
6655 · Vehicle Maintenance	82.32	3,750.00	-3,667.68
6700 · Website	3,205.56	18,000.00	-14,794.44
Total 6000 · Sales and Marketing Expense	559,045.87	626,263.00	-67,217.13
6800 · Destination Management Activity			
6810 · CTA Program	1,240.11	14,962.00	-13,721.89
6820 · Film Commission	0.00	51,375.00	-51,375.00

No assurance is provided on these financial statements.

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10/19/21

Accrual Basis

Explore Butte County

Profit & Loss Budget Overview

January through September 2021

	Jan - Sep 21	Budget	\$ Over Budget
6830 · See Source	0.00	20,625.00	-20,625.00
6840 · Wayfinding Signage	0.00	51,375.00	-51,375.00
Total 6800 · Destination Management Activity	1,240.11	138,337.00	-137,096.89
6900 · Zone and Micro-Marketing			
6910 · Chico Zone	18,947.24	39,000.00	-20,052.76
6930 · Oroville Zone	3,599.20	9,750.00	-6,150.80
Total 6900 · Zone and Micro-Marketing	22,546.44	48,750.00	-26,203.56
7000 · Administration Expenses			
7010 · Advertising	0.00	562.00	-562.00
7020 · Bank fees	1.00	75.00	-74.00
7025 · Credit card fees	3.20		
7030 · Conference, Convention, Meeting	1,350.41	3,750.00	-2,399.59
7050 · Education	2,055.31	3,750.00	-1,694.69
7060 · Filing fees/ taxes	0.00	75.00	-75.00
7070 · General Administration	1,250.17	7,500.00	-6,249.83
7100 · Insurance	4,707.76	4,500.00	207.76
7200 · Meals	67.21	937.00	-869.79
7210 · Membership dues	400.00	1,875.00	-1,475.00
7300 · Office supplies	1,425.62	1,800.00	-374.38
7310 · Postage	163.99	375.00	-211.01
7320 · Printing and Copying	118.97	750.00	-631.03
7330 · Professional fees - Accounting	8,750.24	13,500.00	-4,749.76
7340 · Professional fees - Legal	0.00	2,599.00	-2,599.00
7350 · Promotion	0.00	75.00	-75.00
7360 · Rent/ Office Space	4,890.00	6,300.00	-1,410.00
7400 · Staffing - Admin			
7410 · Staffing - Admin Payroll	21,222.75	16,084.00	5,138.75
7420 · Payroll taxes - admin	1,740.62	2,100.00	-359.38
7430 · Workers comp insurance	366.18	225.00	141.18
7440 · Health insurance	1,763.75	1,800.00	-36.25
Total 7400 · Staffing - Admin	25,093.30	20,209.00	4,884.30
7500 · Subscriptions	1,303.32	8,250.00	-6,946.68
7560 · Telephone, Telecommunications	2,610.34	2,745.00	-134.66
7570 · Travel	1,612.97	4,688.00	-3,075.03
7900 · Admin Expense- Other	58.22	4,500.00	-4,441.78
Total 7000 · Administration Expenses	55,862.03	88,815.00	-32,952.97
Total Expense	638,694.45	902,165.00	-263,470.55
Net Ordinary Income	-50,671.56	76,981.00	-127,652.56
Other Income/Expense			
Other Expense			
9500 · COVID-19	256.00		
Total Other Expense	256.00		
Net Other Income	-256.00	0.00	-256.00
Net Income	-50,927.56	76,981.00	-127,908.56

Explore Butte County Balance Sheet As of October 31, 2021

	Oct 31, 21
ASSETS	
Current Assets	
Checking/Savings	
1000 · Tri Counties Bank	1,044,915.72
Total Checking/Savings	1,044,915.72
Total Current Assets	1,044,915.72
Fixed Assets	
1550 · Vehicle	60,097.41
1500 · Furniture and Equipment	15,393.73
1600 · Accumulated depreciation	-5,766.00
Total Fixed Assets	69,725.14
TOTAL ASSETS	1,114,640.86
LIABILITIES & EQUITY	
Liabilities	
Current Liabilities	
Credit Cards	
2100 · TCB Credit Card #1238-Carolyn D	7,167.07
2101 · Credit Card #3044-Ashley Baer	1,199.74
2102 · Credit Card #3036 -Alicia Salas	1,999.30
Total Credit Cards	10,366.11
Other Current Liabilities	
2400 · Payroll Liabilities	4,417.57
Total Other Current Liabilities	4,417.57
Total Current Liabilities	14,783.68
Total Liabilities	14,783.68
Equity	
3200 · Unrestricted Net Assets	531,419.43
3300 · Net Assets - Reserved	
3305 · Reserved - Zone Marketing	83,854.09
3310 · Reserved - 3% Contingency	118,127.40
3315 · Reserved - Recovery Campaign	136,000.00
3320 · Reserved - Film Commission	68,204.26
3325 · Reserved - Wayfinding Signage	68,204.26
3330 · Reserved - Mobile Visitor Cente	150,000.00
3335 · Reserved - Rebranding Project	55,000.00
Total 3300 · Net Assets - Reserved	679,390.01
Net Income	-110,952.26
Total Equity	1,099,857.18
TOTAL LIABILITIES & EQUITY	1,114,640.86

Explore Butte County

Profit & Loss

October 2021

	Oct 21
Ordinary Income/Expense	
Income	
4000 · Program Income	
4200 · Butte County	1,609.37
4300 · Chico	35,571.28
	<hr/>
Total 4000 · Program Income	37,180.65
4800 · Other Types of Income	
4810 · Interest Income	8.75
	<hr/>
Total 4800 · Other Types of Income	8.75
	<hr/>
Total Income	37,189.40
Cost of Goods Sold	
5000 · 2% Fee	
5200 · 2% Fee - Butte County	32.19
5300 · 2% Fee - Chico	711.43
	<hr/>
Total 5000 · 2% Fee	743.62
	<hr/>
Total COGS	743.62
	<hr/>
Gross Profit	36,445.78
Expense	
6000 · Sales and Marketing Expense	
6010 · Advertising	4,528.16
6050 · Creative Services	5,868.99
6060 · CTA Program	0.00
6070 · Dues and Memberships	160.00
6100 · Marketing contracts	
6110 · Advertising Agencies	57,104.10
6130 · Public Relations expense	1,200.00
	<hr/>
Total 6100 · Marketing contracts	58,304.10
6310 · Postage	547.99
6340 · Public Relations	614.10
6350 · Sales and Marketing Exp. -Other	4,869.44
6400 · Staffing - Marketing	
6410 · Staffing - Marketing payroll	12,195.93
6420 · Staffing - Payroll Taxes - Mktg	926.60
6430 · Workers comp insurance	42.52
6440 · Health insurance	1,179.01
	<hr/>
Total 6400 · Staffing - Marketing	14,344.06
6700 · Website	250.60
	<hr/>
Total 6000 · Sales and Marketing Expense	89,487.44
6900 · Zone and Micro-Marketing	
6930 · Oroville Zone	2,000.00
	<hr/>
Total 6900 · Zone and Micro-Marketing	2,000.00
7000 · Administration Expenses	
7300 · Office supplies	0.00
7310 · Postage	192.38
7360 · Rent/ Office Space	525.00
7400 · Staffing - Admin	
7410 · Staffing - Admin Payroll	2,381.04
7420 · Payroll taxes - admin	180.90
7430 · Workers comp insurance	8.30
7440 · Health insurance	282.82
7400 · Staffing - Admin - Other	-100.00
	<hr/>
Total 7400 · Staffing - Admin	2,753.06

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Accrual Basis

Explore Butte County

Profit & Loss

October 2021

	Oct 21
7500 · Subscriptions	437.69
7560 · Telephone, Telecommunications	255.46
7570 · Travel	195.46
7900 · Admin Expense- Other	173.99
Total 7000 · Administration Expenses	4,533.04
Total Expense	96,020.48
Net Ordinary Income	-59,574.70
Net Income	-59,574.70

Explore Butte County Profit & Loss January through October 2021

	Jan - Oct 21
Ordinary Income/Expense	
Income	
4000 · Program Income	
4200 · Butte County	2,344.95
4300 · Chico	493,619.33
4400 · Oroville	128,006.00
Total 4000 · Program Income	623,970.28
4800 · Other Types of Income	
4810 · Interest Income	86.78
4815 · CTA Registrations	348.97
4850 · Non-Lodging Participation	4,337.50
4870 · Visitor Guide Advertising	5,000.00
4820 · Miscellaneous Revenue	260.48
4825 · Credit card points (non-cash)	1,600.00
4800 · Other Types of Income - Other	894.06
Total 4800 · Other Types of Income	12,527.79
Total Income	636,498.07
Cost of Goods Sold	
5000 · 2% Fee	
5200 · 2% Fee - Butte County	46.90
5300 · 2% Fee - Chico	9,872.38
5400 · 2% Fee - Oroville	2,560.12
Total 5000 · 2% Fee	12,479.40
Total COGS	12,479.40
Gross Profit	624,018.67
Expense	
6000 · Sales and Marketing Expense	
6010 · Advertising	55,124.17
6030 · Conferences	99.00
6050 · Creative Services	63,302.96
6060 · CTA Program	0.00
6070 · Dues and Memberships	2,200.50
6100 · Marketing contracts	
6110 · Advertising Agencies	309,982.10
6120 · Jack Rabbit	5,947.50
6130 · Public Relations expense	9,000.00
6140 · CrowdRiff	21,157.50
Total 6100 · Marketing contracts	346,087.10
6200 · Meals	5.19
6310 · Postage	5,505.14
6320 · Printing	21,563.83
6340 · Public Relations	2,988.13
6350 · Sales and Marketing Exp. -Other	5,433.44
6360 · Sponsorships	5,250.00
6400 · Staffing - Marketing	
6410 · Staffing - Marketing payroll	114,556.95
6420 · Staffing - Payroll Taxes - Mktg	9,288.99
6430 · Workers comp insurance	1,825.61
6440 · Health insurance	11,763.82
Total 6400 · Staffing - Marketing	137,435.37
6655 · Vehicle Maintenance	82.32
6700 · Website	3,456.16
Total 6000 · Sales and Marketing Expense	648,533.31
6800 · Destination Management Activity	

Explore Butte County

Profit & Loss

January through October 2021

	Jan - Oct 21
6810 · CTA Program	1,240.11
Total 6800 · Destination Management Activity	1,240.11
6900 · Zone and Micro-Marketing	
6910 · Chico Zone	18,947.24
6930 · Oroville Zone	5,599.20
Total 6900 · Zone and Micro-Marketing	24,546.44
7000 · Administration Expenses	
7020 · Bank fees	1.00
7025 · Credit card fees	3.20
7030 · Conference, Convention, Meeting	1,350.41
7050 · Education	2,055.31
7070 · General Administration	1,250.17
7100 · Insurance	4,707.76
7200 · Meals	67.21
7210 · Membership dues	400.00
7300 · Office supplies	1,425.62
7310 · Postage	356.37
7320 · Printing and Copying	118.97
7330 · Professional fees - Accounting	8,750.24
7360 · Rent/ Office Space	5,415.00
7400 · Staffing - Admin	
7410 · Staffing - Admin Payroll	23,603.79
7420 · Payroll taxes - admin	1,921.52
7430 · Workers comp insurance	374.48
7440 · Health insurance	2,046.57
7400 · Staffing - Admin - Other	-100.00
Total 7400 · Staffing - Admin	27,846.36
7500 · Subscriptions	1,741.01
7560 · Telephone, Telecommunications	2,865.80
7570 · Travel	1,808.43
7900 · Admin Expense- Other	232.21
Total 7000 · Administration Expenses	60,395.07
Total Expense	734,714.93
Net Ordinary Income	-110,696.26
Other Income/Expense	
Other Expense	
9500 · COVID-19	256.00
Total Other Expense	256.00
Net Other Income	-256.00
Net Income	-110,952.26

Explore Butte County

Profit & Loss Budget Overview

January through October 2021

	Jan - Oct 21	Budget	\$ Over Budget
Ordinary Income/Expense			
Income			
4000 · Program Income			
4200 · Butte County	2,344.95	5,828.00	-3,483.05
4300 · Chico	493,619.33	483,333.00	10,286.33
4350 · Gridley	0.00	5,828.00	-5,828.00
4400 · Oroville	128,006.00	154,167.00	-26,161.00
4500 · Paradise	0.00	8,741.00	-8,741.00
Total 4000 · Program Income	623,970.28	657,897.00	-33,926.72
4800 · Other Types of Income			
4810 · Interest Income	86.78		
4815 · CTA Registrations	348.97	4,167.00	-3,818.03
4816 · CTA Renewal Fees	0.00	375.00	-375.00
4850 · Non-Lodging Participation	4,337.50	4,167.00	170.50
4870 · Visitor Guide Advertising	5,000.00	8,333.00	-3,333.00
4885 · Unspent Income from Previous Yr	0.00	258,333.00	-258,333.00
4890 · Zone Marketing from Previous Yr	0.00	168,333.00	-168,333.00
4820 · Miscellaneous Revenue	260.48		
4825 · Credit card points (non-cash)	1,600.00		
4800 · Other Types of Income - Other	894.06		
Total 4800 · Other Types of Income	12,527.79	443,708.00	-431,180.21
Total Income	636,498.07	1,101,605.00	-465,106.93
Cost of Goods Sold			
5000 · 2% Fee			
5200 · 2% Fee - Butte County	46.90	117.00	-70.10
5300 · 2% Fee - Chico	9,872.38	9,863.00	9.38
5350 · 2% Fee - Gridley	0.00	116.00	-116.00
5400 · 2% Fee - Oroville	2,560.12	3,145.00	-584.88
5500 · 2% Fee - Paradise	0.00	175.00	-175.00
5618 · CTA Renewal paid to Mickey	0.00	250.00	-250.00
Total 5000 · 2% Fee	12,479.40	13,666.00	-1,186.60
Total COGS	12,479.40	13,666.00	-1,186.60
Gross Profit	624,018.67	1,087,939.00	-463,920.33
Expense			
6000 · Sales and Marketing Expense			
6010 · Advertising	55,124.17	83,333.00	-28,208.83
6020 · Capital Display	0.00	1,250.00	-1,250.00
6030 · Conferences	99.00	4,167.00	-4,068.00
6050 · Creative Services	63,302.96	83,333.00	-20,030.04
6060 · CTA Program	0.00		
6070 · Dues and Memberships	2,200.50	3,333.00	-1,132.50
6100 · Marketing contracts			
6110 · Advertising Agencies	309,982.10	239,495.00	70,487.10
6120 · Jack Rabbit	5,947.50		
6130 · Public Relations expense	9,000.00	15,000.00	-6,000.00
6140 · CrowdRiff	21,157.50	11,375.00	9,782.50
6150 · Bandwango	0.00	12,083.00	-12,083.00
Total 6100 · Marketing contracts	346,087.10	277,953.00	68,134.10
6200 · Meals	5.19	833.00	-827.81
6310 · Postage	5,505.14	3,333.00	2,172.14
6320 · Printing	21,563.83	18,333.00	3,230.83
6340 · Public Relations	2,988.13	30,000.00	-27,011.87
6350 · Sales and Marketing Exp. -Other	5,433.44	5,000.00	433.44
6360 · Sponsorships	5,250.00	5,000.00	250.00
6400 · Staffing - Marketing			
6410 · Staffing - Marketing payroll	114,556.95	128,645.00	-14,088.05
6420 · Staffing - Payroll Taxes - Mktg	9,288.99	12,500.00	-3,211.01
6430 · Workers comp insurance	1,825.61	1,500.00	325.61
6440 · Health insurance	11,763.82	13,000.00	-1,236.18
6450 · Commission CTA Program	0.00	167.00	-167.00
Total 6400 · Staffing - Marketing	137,435.37	155,812.00	-18,376.63
6655 · Vehicle Maintenance	82.32	4,167.00	-4,084.68
6700 · Website	3,456.16	20,000.00	-16,543.84
Total 6000 · Sales and Marketing Expense	648,533.31	695,847.00	-47,313.69
6800 · Destination Management Activity			
6810 · CTA Program	1,240.11	16,625.00	-15,384.89

No assurance is provided on these financial statements.

Explore Butte County Profit & Loss Budget Overview

January through October 2021

	Jan - Oct 21	Budget	\$ Over Budget
6820 · Film Commission	0.00	57,083.00	-57,083.00
6830 · See Source	0.00	22,917.00	-22,917.00
6840 · Wayfinding Signage	0.00	57,083.00	-57,083.00
Total 6800 · Destination Management Activity	1,240.11	153,708.00	-152,467.89
6900 · Zone and Micro-Marketing			
6910 · Chico Zone	18,947.24	43,333.00	-24,385.76
6930 · Oroville Zone	5,599.20	10,833.00	-5,233.80
Total 6900 · Zone and Micro-Marketing	24,546.44	54,166.00	-29,619.56
7000 · Administration Expenses			
7010 · Advertising	0.00	625.00	-625.00
7020 · Bank fees	1.00	83.00	-82.00
7025 · Credit card fees	3.20		
7030 · Conference, Convention, Meeting	1,350.41	4,167.00	-2,816.59
7050 · Education	2,055.31	4,167.00	-2,111.69
7060 · Filing fees/ taxes	0.00	83.00	-83.00
7070 · General Administration	1,250.17	8,333.00	-7,082.83
7100 · Insurance	4,707.76	5,000.00	-292.24
7200 · Meals	67.21	1,041.00	-973.79
7210 · Membership dues	400.00	2,083.00	-1,683.00
7300 · Office supplies	1,425.62	2,000.00	-574.38
7310 · Postage	356.37	417.00	-60.63
7320 · Printing and Copying	118.97	833.00	-714.03
7330 · Professional fees - Accounting	8,750.24	15,000.00	-6,249.76
7340 · Professional fees - Legal	0.00	2,888.00	-2,888.00
7350 · Promotion	0.00	83.00	-83.00
7360 · Rent/ Office Space	5,415.00	7,000.00	-1,585.00
7400 · Staffing - Admin			
7410 · Staffing - Admin Payroll	23,603.79	17,871.00	5,732.79
7420 · Payroll taxes - admin	1,921.52	2,333.00	-411.48
7430 · Workers comp insurance	374.48	250.00	124.48
7440 · Health insurance	2,046.57	2,000.00	46.57
7400 · Staffing - Admin - Other	-100.00		
Total 7400 · Staffing - Admin	27,846.36	22,454.00	5,392.36
7500 · Subscriptions	1,741.01	9,167.00	-7,425.99
7560 · Telephone, Telecommunications	2,865.80	3,050.00	-184.20
7570 · Travel	1,808.43	5,208.00	-3,399.57
7900 · Admin Expense- Other	232.21	5,000.00	-4,767.79
Total 7000 · Administration Expenses	60,395.07	98,682.00	-38,286.93
Total Expense	734,714.93	1,002,403.00	-267,688.07
Net Ordinary Income	-110,696.26	85,536.00	-196,232.26
Other Income/Expense			
Other Expense			
9500 · COVID-19	256.00		
Total Other Expense	256.00		
Net Other Income	-256.00	0.00	-256.00
Net Income	-110,952.26	85,536.00	-196,488.26

Everybody desires a healthy life filled with activities shared and enjoyed by family and friends.

Unfortunately, in Butte County we are currently unable to deliver the space, the facilities and the programs needed to achieve that goal. As a group of volunteers, we recognized the need to create awareness and collaboration surrounding health, wellness, education and sports and advocate to secure space for the future - *where these activities can be accommodated creating a healthy community for all.*

We need your help to change Butte County's Land Use Designation for recreation, health, education, and sports – Why?

- **Current land use designations** in Butte County do not encourage public-private investment in recreation, health & wellness, education, and sports facilities as in other communities.
- **Recreation infrastructure** needs to be an essential component of creating a safe and resilient Butte County. Promoting physical activity is part of the *Environmental Justice Element (GP Update)*.
- **Health impacts**, Butte County continues to have high rates of obesity, low levels of physical activity as well as one of the highest rates in the country for Adverse Childhood Experiences (ACE's).
- **Supply and demand**, EBHB Feasibility Study, prior to Camp Fire, documented insufficient space and facilities for current sports (outdoor and indoor fields) for all ages and socioeconomic populations.
- **Economic impact and job creation**, if we were able to add the space and sports facilities need it would create 200-400 jobs and an economic impact of \$18 - \$34 million annually.

How can you help?

The County is updating the General Plan providing an opportunity to request more recreation land use designations county-wide as well as zoning language update.

We need letters from organizations and individuals supporting the goal to have more space for recreation, education, health and wellness and sports. Attached is a sample letter you can fill in return to us to have your voice heard about adding more recreational land in unincorporated Butte County.

About EBHB

EBHB is a volunteer non-profit dedicated to creating healthy communities through physical activity, health & wellness programs, and education. EBHB with North Valley Foundation launched a Healthy Communities Task Force and implemented a recreation voucher program for youth to attend sports and buy equipment. EBHB is also working with entities to rebuild spaces in the burn scar areas, sponsoring Ability First events for physically disabled and coordinating efforts with all Recreation Districts.

EBHB's vision is to see the 264 acres located between Hwy 99 and the Skyway, originally part of the Nance Canyon, become a sports-recreation-education-health and wellness campus providing space for new facilities and future generations.



Explore Butte County
P.O. Box 2154
Chico, CA 95927

ExploreButteCounty.com

Board of Directors

Analise Uhlig
Chico - Secretary

Bruce Spangler
Oroville - President

Haroon Saddique
Paradise

Jasmin Wilson
Oroville

John Pearson
At Large

Mohammad Billah
Chico - Treasurer

Nicole Johansson
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Advisors to the Board

Colette Curtis
Paradise

Heather Ugie
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Holly Jorgensen
Oroville

Jennifer Leonard
Unincorporated

Marci Shadd
Biggs

Melanie Bassett
Chico

Melissa Schuster
Paradise

Victoria Anton
Oroville

November 11, 2021

Butte County Board of Supervisors
25 County Center Drive, Suite 200
Oroville, CA 95965

Re: General Plan – Recreation, Physical Activity and Educational Land Use Designations

Honorable Supervisors,

Explore Butte County has been involved in marketing the entire county as a tourism destination since 2017. More recently, our Board of Directors updated the Management District Plan to include destination management as an integral part of the organization's mission. This means we would like to see tourism and recreation infrastructure have an avenue for both private and public investment and physical growth in order to elevate our area as a recreation and tourism must-visit destination.

Butte County, particularly the unincorporated areas of Butte County have insufficient, virtually non-existent, land designations to accommodate a mix of recreation, education, physical activities and health and wellness uses for current and future generations.

The General Plan update is an opportune time to expand the "Sports and Entertainment" land use designation to include recreation, education, sports, health and wellness to more areas in Butte County and revise the current zoning language to ensure any of the above uses could be accommodated throughout the county as in other counties.

Thank you for your consideration,

Bruce Spangler, President
On behalf of the Explore Butte County Board of Directors

Explore Butte County Balance Sheet As of October 31, 2021

	Oct 31, 21
ASSETS	
Current Assets	
Checking/Savings	
1000 · Tri Counties Bank	1,044,915.72
Total Checking/Savings	1,044,915.72
Total Current Assets	1,044,915.72
Fixed Assets	
1550 · Vehicle	60,097.41
1500 · Furniture and Equipment	15,393.73
1600 · Accumulated depreciation	-5,766.00
Total Fixed Assets	69,725.14
TOTAL ASSETS	1,114,640.86
LIABILITIES & EQUITY	
Liabilities	
Current Liabilities	
Credit Cards	
2100 · TCB Credit Card #1238-Carolyn D	7,167.07
2101 · Credit Card #3044-Ashley Baer	1,199.74
2102 · Credit Card #3036 -Alicia Salas	1,999.30
Total Credit Cards	10,366.11
Other Current Liabilities	
2400 · Payroll Liabilities	4,417.57
Total Other Current Liabilities	4,417.57
Total Current Liabilities	14,783.68
Total Liabilities	14,783.68
Equity	
3200 · Unrestricted Net Assets	531,419.43
3300 · Net Assets - Reserved	
3305 · Reserved - Zone Marketing	83,854.09
3310 · Reserved - 3% Contingency	118,127.40
3315 · Reserved - Recovery Campaign	136,000.00
3320 · Reserved - Film Commission	68,204.26
3325 · Reserved - Wayfinding Signage	68,204.26
3330 · Reserved - Mobile Visitor Cente	150,000.00
3335 · Reserved - Rebranding Project	55,000.00
Total 3300 · Net Assets - Reserved	679,390.01
Net Income	-110,952.26
Total Equity	1,099,857.18
TOTAL LIABILITIES & EQUITY	1,114,640.86

10/20/21

The following items should be added to the Balance Sheet as Reserved.

Reserved – Zone Marketing	\$83,854.09	As per Management District Plan
Reserved – 3% Contingency	\$118,127.40	As per Management District Plan
Reserved – Recovery Campaign	\$136,000	Board Action Date 05/14/2020
Reserved – Film Commission	\$68,204.26	Board Action Date 11/12/2020
Reserved – Wayfinding Signage	\$68,204.26	Board Action Date 11/12/2020
Reserved – Mobile Visitor Center	\$150,000	Board Action Date 1/14/2021
Reserved – Rebranding Project	\$55,000	Board Action Date 9/9/21

Zone Marketing Backup

The Board took action to move earned, unspent zone marketing prior to 2020 into Wayfinding Signage and Film Commission. The current Zone Marketing amount includes:

- \$59,912.79 – Chico
- \$20,356.43 – Oroville
- \$2,429.76 – Paradise
- \$1,155.11 – Unincorporated

Chico, Oroville, and Paradise were all earned in 2020, while the Unincorporated includes zone marketing earned in the previous year.

3% Contingency Backup

The Management District Plan requires that 3% of program earnings be set aside in contingency. The contingency has not been reserved, though it is earned each year. Based on the 990s it has been determined that 3% of all previous years' earnings should be \$118,127.40 based on:

- \$626,469.00 – 2016
- \$801,129.00 – 2017
- \$808,946.00 – 2018
- \$886,035.00 – 2019
- \$815,001.00 – 2020

Those earnings were added and multiplied by 3%. This Board should create a policy that caps the contingency and sets use cases for future years.

Recovery Campaign Backup & Discussion

On May 14, 2020 the Board allocated \$300,000 for recovery campaigns due to the unknown effects of COVID on the economy. The reserved funds would set money aside for short, mid, and long term recovery strategy and messaging. During the September 10, 2020 the Board approved the allocation of \$136,000 of the \$300,000 to be used specifically for the Hike Butte Pass promotion through December 31, 2021. Because Butte lodging did not see the negative impact to lodging expected, I would recommend that we only reserve the \$136,000 for Hike Butte, which has already been spent in 2021.

Wayfinding Signage & Film Commission Backup

During the November 12, 2020 meeting, the Board approved reserving earned, unspent zone marketing from Chico and Oroville into two projects, wayfinding signage and starting a film commission. The balance from Chico and Oroville through the end of 2019 was added up and divided equally between the two projects.

Mobile Visitor Center

The Board allocated \$150,000 to the purchase of a vehicle and subsequent outfitting of the van to create a mobile visitor center during the January 14, 2021 board meeting.

Rebranding Project

The Marketing Committee made a recommendation at the Sept. 9, 2021 board meeting to reserve \$55,000 for an unfunded Explore Butte County rebrand project. The board approved this recommendation.



October 22, 2021

Dear Carolyn, Bruce and Explore Butte County Board,

I write all of you today with some sadness. I am leaving the Marriott properties and I will need to resign my position from the board and as Vice President. I am very grateful for the opportunity to have served the last several years and for my experience on this board. I have enjoyed my time helping create EBC and watching it grow. I know that everyone on this board will continue to strive to help make tourism better in Butte County. I have full confidence in this group and I am so proud of everything that has transpired the past 6 years.

I would like to recommend that Tamba Sellu take over my board position. Tamba has extensive tourism knowledge and worked for the Tourism Board in Sierra Leone before he moved to the United States. His work for Sierra Leone focused on domestic and international travel. I think his knowledge from his previous experience and his current experience as Director of Sales for our two Marriott properties would bring a new perspective to the group.

I cannot wait to see how Explore Butte County grows and continues to improve our county. I will miss seeing everyone but will continue to support as best as I can. Thank you for everything.

Brooke Isenberg

General Manager

Courtyard Chico

Statement	Definition	Current Statement	Proposed Statement for BOD approval 11.11.21
MISSION	A mission reflects the organization's past and present by stating why the organization exists and what role it plays in society.	To promote Butte County as a visitor destination through a variety of marketing programs that generate room nights, hotel revenues and transient occupancy tax (TOT) for the properties participating in the TBID	Explore Butte County inspires people to visit Butte County, creates tourism opportunities that contribute to economic vitality, and builds community through partnerships.
VISION	A vision states what the organization aspires to become in the future.	To develop and implement county-wide tourism programs that position Butte County as a year-round travel destination that provides a quality visitor experience while working in harmony with the values of the community.	<p>V1: Butte County is a must-visit Northstate destination with a flourishing and diverse tourism economy.</p> <p>V2: Explore Butte County is the utmost trusted authority at the center of the flourishing and diverse tourism economy in the Northstate.</p> <p>V3: Explore Butte County is at the center of growing and sustaining a flourishing and diverse tourism economy making Butte County THE must-visit destination in the Northstate.</p>
VALUES	The boundaries within which the organization will operate in pursuit of its vision.	Not articulated.	<p>Authenticity We stay true to our region's communities, cultures, and traditions</p> <p>Innovation We work on innovative solutions for tomorrow's challenges</p> <p>Exploration We encourage all to responsibly explore our destination</p> <p>Stewardship We respect our natural resources and work to ensure they are maintained for all to enjoy</p> <p>Equity We recognize a variety of abilities and want to create opportunities for all</p> <p>Inclusion We deliberately engage with a variety of people and perspectives</p> <p>Fun We love where we live and work and want everyone to feel the same</p>

**Bylaws of
Explore Butte County
A California Nonprofit Mutual Benefit Corporation**

ARTICLE I

NAME AND PRINCIPAL OFFICE

The name of the corporation is Explore Butte County ("Corporation"). The principal office for the transaction of the affairs and activities of this corporation shall be located in the County of Butte. The Board of Directors may change the location of the principal office.

ARTICLE II

PURPOSE

The purpose of this corporation shall be to promote Butte County tourism through the development and operation of a tourism business improvement district and other programs and initiatives.

ARTICLE III

LIMITATIONS

Section 1: Assets. This Corporation is not organized, nor shall it be operated, for pecuniary gain or profit, and it does not contemplate the distribution of gains, profits or dividends of its Directors and is organized solely for nonprofit purposes. No part of the profits or net income of this Corporation shall ever inure to the benefit of any Director, officer or to any individual.

Upon the dissolution or winding up of the Corporation, after payment of, or provision for payment of, all debts and liabilities of this Corporation, the remaining assets shall be distributed to a nonprofit fund, foundation or corporation which has been formed to provide benefits or services for Butte County and which has established its tax exempt status under §501(c) of the Internal Revenue Code. If no such corporation as described above is in existence at the time of dissolution, then the remaining assets shall be distributed to a nonprofit fund, foundation or corporation, which has established its tax-exempt status under §501(c) of the Internal Revenue Code.

Section 2: Construction. Unless the context requires otherwise, the general provisions, rules of construction, and definitions in the California Nonprofit Corporation Law shall govern the construction of these Bylaws. Without limiting the generality of the preceding sentence, the masculine gender includes feminine and neuter, the singular includes the plural, the plural includes the singular, and the term "person" includes both a legal entity and a natural person.

ARTICLE IV

MEMBERS

Section 1: Definitions. This corporation shall have no members within the meaning of the California Nonprofit Corporation Law, pursuant to Corporation Code §7332(a).

Section 2: Non-Voting Members. The Corporation's Board of Directors may, in its discretion, admit individuals to one or more classes of non-voting members; the class or classes shall have such rights and obligations as the Board finds appropriate.

ARTICLE V

DIRECTORS

Section 1: Number. The corporation shall have nine (9) Directors. Each Director shall have one vote. A reduction in the number of Directors shall not result in any Director's being removed before his or her term of office expires.

Section 2: Tenure. Each Director of the corporation shall serve for a term of two years.

Section 3: Initial Appointment. The initial members of the Board of Directors shall be appointed by the incorporator of the corporation. The initial Directors shall serve for staggered terms of one or two years. At the first duly constituted meeting of the Board of Directors, the initial Board members shall draw lots to determine their individual terms.

Section 4: Criteria. An owner or management group which owns or manages multiple lodging businesses in Butte County may only have one (1) representative on the Board of Directors.

Among the nine (9) Directors:

- A. Three (3) Directors shall be representatives of businesses paying the Butte County Tourism Business Improvement District ("BCTBID") assessment within the City of Chico;
- B. Two (2) Directors shall be representatives of businesses paying the BCTBID assessment within the City of Oroville;
- C. One (1) Director shall be a representative of a business paying the BCTBID assessment within the Town of Paradise;
- D. One (1) Director shall be a representative of a business paying the BCTBID assessment within the unincorporated area of the County of Butte, the City of Gridley, or the City of Biggs; and
- E. Two (2) Directors shall be representatives of the community at large with an interest in Butte County's travel and tourism industry.

Section 5: Annual Election. Election of Directors shall take place at the annual meeting of the corporation. A call for nominations shall be sent to lodging businesses paying the BCTBID assessment. A nomination committee shall seek nominees and confirm their eligibility.

Directors shall be elected by the Board.

Section 6: Powers. Subject to the provisions and limitations of the California Nonprofit Mutual Benefit Corporation law, the provisions of the BCTBID Management District Plan, and any other applicable laws, and subject to any limitations of the Articles of Incorporation and these Bylaws, the corporation's activities and affairs shall be managed, and all corporate powers shall be exercised by, or under the direction of, the Board.

Section 7: Specific Powers. Without prejudice to the general powers set forth in Article V, Section 6 of these Bylaws, but subject to the same limitations, the Board shall have the power to do the following:

- A. Appoint and remove, at the pleasure of the Board, all corporate officers, agents, and employees; prescribe powers and duties for them as are consistent with the law, the Articles of Incorporation, and these Bylaws; fix their compensation; and require from them security for faithful service.
- B. Change the principal office or the principal business office in the County of Butte from one location to another; cause the corporation to be qualified to conduct its activities in any other state, territory, dependency, or country; conduct its activities in or outside California; and designate a place in the County of Butte for holding any meeting of the Board.
- C. Borrow money and incur indebtedness on the corporation's behalf and cause to be executed and delivered for the corporation's purposes, in the corporate name, promissory notes, bonds, debentures, deeds of trust, mortgages, pledges, hypothecations, and other evidence of debt and securities.

Section 8: Occurrence of Vacancies. A vacancy or vacancies on the Board shall occur in the event of:

- A. The death, removal or resignation of any Director; or
- B. The declaration by resolution of the Board of a vacancy in the office of a Director who has been convicted of a felony, declared of unsound mind by a court order, or found by final order or judgment of any court to have breached a duty arising under Corporations Code §7238, the BCTBID Management District Plan, or other applicable laws; or
- C. An increase in the authorized number of Directors; or
- D. The failure of an election to elect the number of Directors required to be elected in that election; or
- E. A Director missing three regular meetings in a row and an affirmative vote by the remaining Directors to remove the absent Director; or
- F. A Director no longer meeting the criteria in Section 4 of this Article.

Section 9: Filling Vacancies. Vacancies on the Board may be filled by approval of the Board, or if the number of Directors then in office is less than a quorum, by either:

- A. The affirmative vote of a majority of Directors then in office at a meeting held according to the notice provisions of these Bylaws and the Ralph M. Brown Act; or
- B. A sole remaining Director.

Section 10: Resignation of Directors. Any Director may resign by giving written notice to the chair of the Board, if any, or to the President or the 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 Directors' resignation is effective at a later time, the Board may elect a successor to take office as of the date when the resignation becomes effective.

Section 11: Removal of Directors. Any Director may be removed, with or without cause, by the vote of the majority of the entire Board of Directors at a special meeting called for that purpose, or at a regular meeting, provided that notice of that meeting and of the removal questions are given as provided in Article VI.

Section 12: Compensation and Reimbursement. Directors shall serve as volunteers and shall not be compensated. Directors may be reimbursed for expenses, as the Board may establish by resolution to be just and reasonable to the corporation at the time that the resolution is adopted.

Section 13: Advisors. The Board may designate individuals to serve as advisors to the Board. Advisors will receive notice of meetings in the same manner as Directors but will not be considered Directors for any purpose including voting.

Advisors shall serve for a term of one (1) year and may be removed by the Board at any time. Advisors shall be voted on by the Board of Directors at the annual meeting. Advisors will be a representative from their place of business' location or from their service area. Advisors shall be removed from their position by missing three (3) consecutive regular meeting; they can send a representative in their stead. There shall be no more than two (2) times the total number of voting Board members serving as Advisors to the Board. The Nominating Committee will have the power to review nominees annually and ensure there is reasonable representation from the participating jurisdictions. two (2) Advisors per TBID member jurisdiction from Oroville, Chico, and Paradise, and no more than one (1) Advisor per TBID member jurisdictions from Biggs, Gridley, and Unincorporated Butte County.

Advisors can join any one of the Advisory Board Committees unless expressly disallowed. As a member of a committee they will have the right to vote, at the committee level, on the recommendation of the committee.

Advisors may be called upon if a vacancy occurs on the Board of Directors.

ARTICLE VI

MEETINGS

Section 1: Annual Meeting. The annual meeting of the corporation shall be held at such time in March as the Board may fix from time to time. At the annual meeting, Directors shall be elected and other business may be transacted, subject to the provisions of these Bylaws. Notice of the annual meeting shall be posted at least seventy-two hours prior to the meeting in a publicly accessible location and on the Corporation's website, in accordance with the requirements of the Ralph M. Brown Act. Each notice shall state the general business to be transacted, and the day, time and place of the meeting.

Section 2: Board of Directors Regular Meetings. The Board shall meet quarterly on dates agreed upon by the Board. Notice of regular meetings shall be posted at least seventy-two hours prior to the meeting in a publicly accessible location, and on the corporation's website, if any, in accordance with the requirements of the Ralph M. Brown Act. Each such notice shall state the general business to be transacted, and the day, time and place of the meeting. Business may be transacted at any regular meeting of the Board in accordance with the requirements of the Ralph M. Brown Act.

Section 3: Board of Directors Special Meetings. Special meetings of the Board may be called by the President or any three Directors. Notice of special meetings shall be given to each Director stating the time, place, and business to be discussed at least twenty -four hours before the time of the meeting specified in the notice. Notice shall be delivered to the Board personally or by any other means pursuant to Government Code §54956. Notice shall also be posted at least twenty-four hours prior to the meeting in a publicly accessible location, and on the corporation's website, if any, in accordance with the requirements of the Ralph M. Brown Act.

Section 4: Notice of Meetings. Notice of all meetings will be given in accordance with the provisions of the Ralph M. Brown Act, Government Code §54950 et. seq. The noticing provisions in these Bylaws shall be subject to any amendments of the Ralph M. Brown Act.

Section 5: Place of Meetings. All meetings of the corporation shall be held at such location in the County of Butte as may be determined by the Board.

Section 6: Telephonic Appearance. Teleconferencing, as authorized by §54953 of the Ralph M. Brown Act may be used for all purposes in connection with meetings. All requests for a telephonic appearance must be made to the President of the Board at least 72 hours in advance. Board Advisors can make the same request of the President. All votes taken during a teleconferenced meeting shall be by roll call. If teleconferencing is used, the Board shall post the agenda at all teleconference locations and conduct teleconference meetings in a manner that protects the statutory and constitutional rights of the parties or the public appearing before the Board. Each teleconference location shall be identified in the notice and agenda of the meeting, and each teleconference location shall be accessible to the public. During the teleconference, at least a quorum of the members of the Board shall participate from locations within the boundaries of Butte County. The agenda shall provide an opportunity for members of the public to address the legislative body directly pursuant to §54954.3 at each teleconference location.

Section 7: Quorum. At any meeting of the Board, five (5) of the Directors of the Board shall constitute a quorum. If less than a quorum is present at a meeting, a majority of the Directors present may adjourn the meeting from time to time without further notice other than announcement at the meeting, until a quorum shall be present. There shall be no voting by proxies or voting by absentia.

ARTICLE VII

OFFICERS

Section 1: Offices Held. The officers of the corporation shall be a President, a Vice President, a Secretary, a Treasurer, and such other officers as the Board may from time to time designate. All officers shall be Directors. Any number of offices may be held by the same person, except that the Secretary and the Treasurer may not serve concurrently as the President.

Section 2: Election of Officers. The officers of this corporation shall be chosen annually by the Board and shall serve at the pleasure of the Board, subject to the rights of any officer under any employment contract.

Section 3: Term. The President and Vice President shall be elected for a term of one (1) year or until their successors are elected and qualified. The Secretary and Treasurer shall be elected for a term of two (2) years or until their successors are elected and qualified.

Section 4: Removal of Officers. Without prejudice to the rights of any officer under an employment contract, the Board may remove any officer with or without cause.

Section 5: Resignation of Officers. Any officer may resign at any time by giving written notice to the Board. The resignation shall take effect on the date the notice is received or at any later time specified in the notice. Unless otherwise specified in the notice, the resignation need not be accepted to be effective. Any resignation shall be without prejudice to any rights of the corporation under any contract to which the officer is a party.

Section 6: Vacancies in Office. A vacancy in any office because of death, resignation, removal, disqualification, or any other cause shall be filled in the manner prescribed by these Bylaws for normal appointments to that office. However, vacancies need not be filled on an annual basis.

Section 7: Responsibilities of President. Subject to the control of the Board, the President shall be the executive officer of the Corporation and shall supervise, direct, and control the Corporation's activities, affairs, officers, and staff. The President shall preside at all meetings of the Board. The President shall have such other powers and duties as the board or the bylaws may require. Additionally, the President shall be authorized to sign checks, drafts, endorsements, notes and evidence of indebtedness of the Corporation issued by the Corporation.

Section 8: Responsibilities of Vice President. If the President is absent or disabled, the Vice President, if any, shall perform all duties of the President. When so acting, the Vice President shall have all powers of and be subject to all restrictions on the President. The Vice President shall have such other powers and duties as the board or the bylaws may require.

Section 9: Responsibilities of Secretary. The Secretary of the corporation shall have the following responsibilities:

- A. The Secretary shall keep or cause to be kept, at the corporation's principal office or such other place as the Board may direct, a book of minutes of all meetings, proceedings, and actions of the Board, and of committees of the Board. The minutes of meetings shall include the time and place that the meeting was held; whether the meeting was annual, general, or special, and if special, how authorized; the notice given; the names of persons present at Board and committee meetings; and any action taken and the vote or abstention on that action of each Director present for the action.
- B. The Secretary shall keep or cause to be kept, at the corporation's principal office, a copy of the Articles of Incorporation and Bylaws, as amended to date.
- C. The Secretary shall keep or cause to be kept, at the corporation's principal office or at a place determined by resolution of the Board, a record of the Corporation's Directors, showing each Director's name, address, and business represented.
- D. The Secretary shall give, or cause to be given, notice of all meetings that these Bylaws require to be given. The Secretary shall keep the corporate seal, if any, in safe custody and shall have such other powers and perform such other duties as the Board or the Bylaws may require.

- E. The Secretary shall maintain, or cause to be maintained, the corporation's records in accordance with the requirements of the California Public Records Act, Government Code §6250 et seq.

Section 10: Responsibilities of Treasurer. The Treasurer of the corporation shall have the following responsibilities:

- A. The Treasurer shall keep and maintain, or cause to be kept and maintained, adequate and correct books and accounts of the corporation's properties and transactions. 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, by the BCTBID Management District Plan, or by the Board. The books of account shall be open to inspection by any Director at all reasonable times.
- B. The Treasurer shall deposit, or cause to be deposited, all money and other valuables in the name and to the credit of the corporation with such depositories as the Board may designate; shall disburse the corporation's funds as the Board may order; shall render to the President and the Board, when requested, an account of all transactions as Treasurer and of the financial condition of the corporation; and have such other powers and perform such other duties as the Board or these Bylaws may require.

Section 11: Contracts with Directors. A mere common Directorship does not constitute a material financial interest within the meaning of this Section. No contract or other transaction between the Corporation and one or more of its Directors, or between the Corporation and any domestic or foreign corporation, firm or association in which one or more of the Corporation's Directors has a material financial interest, is either void or voidable because such Director or Directors or such other corporation, business corporation, firm or association are parties or because such Director or Directors are present at the meeting of the Board or a Committee thereof which authorizes, approves or ratifies the contract or transaction if:

- A. The material facts as to the transaction and as to such Director's interest are fully disclosed or known to the Board of Directors and such contract or transaction is approved by the Board of Directors in good faith, with any membership owned by any interested Director not being entitled to vote thereon;
- B. The material facts as to the transaction and as to such Director's interest are fully disclosed or known to the Board or Committee, and the Board or Committee authorizes, approves, or ratifies the contract or transaction in good faith by a vote sufficient without counting the vote of the interested Director or Directors and the contract or transaction is just and reasonable as to the Corporation at the time it is authorized, approved or ratified; or
- C. As to contracts or transactions not approved as provided in A or B above, the person asserting the validity of the contract or transaction sustains the burden of proving that the contract or transaction was just and reasonable as to the Corporation at the time it was authorized, approved, or ratified.

Section 12: Loans. The corporation shall not loan any money or property to, or guarantee the obligation of, any Director or officer of the corporation. The corporation may advance money to a Director or officer for reasonable business expenses, provided that the Director or officer is entitled to reimbursement.

ARTICLE VIII

COMMITTEES

Section 1: Establishment. The Board, by resolution adopted by a majority of the Directors then in office, may create one or more committees, each consisting of two or more Directors, to serve at the pleasure of the Board. Appointments to committees of the Board shall be by majority vote of the Directors then in office. The Board may appoint one or more Directors as alternate members of such committee, who may replace any absent member at any meeting. Any such committee shall have all the authority of the Board, to the extent provided in the Board resolution, except that no committee may do the following:

- A. Fill vacancies on the Board or any committee of the Board;
- B. Fix compensation of the Directors for serving on the Board or any committee;
- C. Amend or repeal Bylaws or adopt new Bylaws;
- D. Amend or repeal any resolution of the Board that by its express terms is not so amendable or repealable;
- E. Create any other committees of the Board or appoint the members of committees of the Board; or
- F. Expend corporate funds to support a nominee for Director if more people have been nominated for Director than can be elected; or
- G. With respect to any assets held in charitable trust, approve any contract or transaction between this corporation and one or more of its Directors or between this corporation and an entity in which one or more of its Directors have a material financial interest, subject to the approval provisions of Corporations Code §5233(d)(3).

Section 2: Meetings and Actions of Committees. Meetings and actions of committees shall be governed by, held, and taken under the provisions of these Bylaws concerning meetings and other Board actions, except that the time for general meetings of committees and calling of special meetings of committees may be set either by Board resolution, or if none, by resolution of the committee. Notice of committee meetings will be given in accordance with the provisions of the Ralph M. Brown Act. Minutes of each meeting shall be kept and shall be filed with the corporate records, and in accordance with the provisions of the California Public Records Act.

The Board may adopt rules for governance of any committee as long as the rules are consistent with these Bylaws. If the Board has not adopted rules, the committee may do so.

Section 3: Ad Hoc Nominations Committee. Each year the Board may appoint a Nominations Committee composed of at least three (3) Directors. Nominations for Directors shall be submitted in writing to the Nominations Committee not less than 60 days prior to the Annual Meeting. The recommendations of the Nominations Committee shall be submitted to the Board at least 30 days prior to the Annual Meeting, which recommendations will ensure compliance with Article V, Section 4. Election of Directors shall be conducted at the Annual Meeting.

Section 4: Advisory Committees. The Board may establish one or more advisory committees. The members of any advisory committee may consist of directors or advisors. Advisory committees may not exercise the authority of the Board to make decisions on behalf of the corporation, but shall be limited to making recommendations to the Board or the Board's authorized representatives and to implementing Board decisions and policies. Advisory committees shall be subject to the supervision and control of the Board.

ARTICLE IX

INDEMNIFICATION AND INSURANCE

Section 1: Indemnification.

- A. To the fullest extent permitted by law, this corporation shall indemnify its Directors and officers, and may indemnify employees and other persons described in the Corporations Code, including persons formerly occupying such positions, against all expenses, judgments, fines, settlements and other amounts actually and reasonably incurred by them in connection with any "proceeding," as that term is used in the Corporations Code, and including an action by or in the right of the corporation, by reason of the fact that the person is or was a person described in the Corporations Code. "Expenses," as used in these Bylaws, shall have the same meaning as in the Corporations Code.
- B. On written request to the Board by any person seeking indemnification under the Corporations Code, the Board shall promptly decide under that code whether the applicable standard of conduct set forth has been met, and if so the Board shall authorize indemnification.
- C. To the fullest extent permitted by law and except as otherwise determined by the Board in a specific instance, expenses incurred by a person seeking indemnification under these Bylaws in defending any proceeding covered by these Bylaws shall be advanced by the corporation before final disposition of the proceeding, on receipt by the corporation of an undertaking by or on behalf of that person that the advance will be repaid unless it is ultimately found that the person is entitled to be indemnified by the corporation for those expenses.

Section 2: Insurance. This corporation shall have the right, and shall use its best efforts, to purchase and maintain insurance to the full extent permitted by law on behalf of its officers, Directors, employees and other agents, to cover any liability asserted against or incurred by any officer, Director, employee, or agent in such capacity or arising from the officer's, Director's, employee's, or agent's status as such.

ARTICLE X

RECORDS

Section 1: Maintenance. This corporation shall keep all of the following records, either in written form or in any other form capable of being converted into clearly legible tangible form or in any combination of the two:

- A. Adequate and correct books and records of account; and
- B. Minutes of the proceedings of its Board and committees.

Section 2: Inspection by Directors. Every Director shall have the absolute right, at any reasonable time, to inspect the corporation's books, records, and documents of every kind, and to inspect the physical properties of the corporation. The inspection may be made in person or by the Director's agent or attorney. The right of inspection includes the right to copy and make extracts of books, records, and documents of every kind.

Section 3: Articles and Bylaws. This Corporation shall keep, at its principal office, the original or a copy of the Articles of Incorporation and Bylaws, as amended to the current date, that shall be open to inspection by Directors at all reasonable times during office hours.

Section 4: Annual Reports. The Treasurer of the corporation shall prepare and submit, or cause to be prepared and submitted, the following annual reports. The Treasurer shall keep, or cause to be kept, copies of all annual reports with the corporation's records. The two reports may be combined into one all-inclusive document.

- A. BCTBID Annual Report. The BCTBID annual report will be prepared and submitted in accordance with the provisions of Streets and Highways Code §36650 and the BCTBID Management District Plan.
- B. Corporation Annual Report. The Corporation annual report shall be prepared within 120 days after the end of the corporation's fiscal year. This section shall not apply if the corporation receives less than \$10,000 in gross revenues or receipts during the fiscal year. The report shall contain the following information in appropriate detail:
 1. A balance sheet as of the end of the fiscal year, an income statement, and statement of cashflows for the fiscal year, accompanied by an independent accountant's report, or if none, by the certificate of an authorized officer of the corporation that they were prepared without audit from the corporation's books and records;
 2. A statement of the place where the names and addresses of current Directors are located; and
 3. Any other information required by these Bylaws or the Board.

Section 5: Annual Statement. As part of the annual report, or as a separate document if no annual report is issued, the corporation shall annually prepare and mail, deliver or send by electronic transmission to its Directors a statement of any transaction or indemnification of the kinds in subparagraph B below within 120 days after the end of the corporation's fiscal year.

- A. The statement shall include:
 1. A brief description of the transaction;
 2. The names of interested persons involved and their relationship to the corporation;
 3. The nature of interested persons in the transaction;
 4. The amount of the interested persons' interest, except that in a partnership in which such person is a partner, only the partnership interest need be stated.
- B. Transactions included in the statement shall be those transactions:
 1. To which the corporation or its subsidiary was a party;
 2. Which involved more than \$50,000 or was one of a number of such transactions with the same person involving, in the aggregate, more than \$50,000; and
 3. In which either of the following interested persons had a direct or indirect material financial interest (a mere common Directorship is not a material financial interest):
 - a. Any Director or officer of the corporation;
 - b. Any holder of more than 10 percent of the voting power of the corporation.

ARTICLE XI

OPERATIONS AND ADMINISTRATION

Section 1: Fiscal Year. The fiscal year of the corporation shall begin on January 1 and end on December 31 of each year.

Section 2: Funds. All funds of the corporation shall be deposited in such banks, trust companies, or other reliable depositories as the Board from time to time may determine. All checks, drafts, endorsements, notes and evidence of indebtedness of the corporation shall be signed by such officers or agents of the corporation and in such manner as the Board may determine from time to time. Endorsements for deposits to the credit of the corporation shall be made in such manner as the Board may determine from time to time.

Section 3: Contracts. The President or any other officer or agent specifically authorized by the Board may, in the name of and on behalf of the corporation, enter into those contracts or execute and deliver those instruments that are specifically authorized by the Board. Without the express and specific authorization of the Board, no officer or agent may enter into any contract or execution or deliver any instrument in the name of or on behalf of the corporation.

Section 4: Brown Act Compliance. To the extent that the Corporation is subject to the open meeting requirements of the Ralph M. Brown Act, then the Board will comply with the provisions of Government Code §54950 through and including §54961. Accordingly, the Owner's Association shall publicly report any action taken and the vote or abstention on that action of each Director present for the action. To the extent that any provisions of these Bylaws are inconsistent with the Ralph M. Brown Act, the provisions of said Act shall prevail. In the event the Corporation is not required to comply with the Brown Act, then the Board will not endeavor to meet the requirements of the Brown Act.

ARTICLE XII

AMENDMENT

Except as otherwise provided herein, and subject to the power of Directors to amend or repeal the Bylaws, these Bylaws may be altered, amended or repealed and new Bylaws may be adopted by an affirmative vote of a majority of the Directors present at any regular or special meeting, a quorum being assembled, provided that written notice of such meeting, setting forth in detail the proposed revision(s) and explanation(s) therefore, be given not less than 7 days prior to such meeting.

CERTIFICATE OF SECRETARY

I, ~~Brooke Isenberg~~Analise Uhlrig, certify as follows:

1. I am the duly elected and acting Vice President (in lieu of Secretary) of Explore Butte County, a California Nonprofit Mutual Benefit Corporation;
2. That these Bylaws, consisting of 12 pages, inclusive, are the Bylaws of the corporation as adopted by the Board of Directors on January 14, 2021;
3. That these Bylaws have not been amended or modified since that date.

_____, ~~Vice~~
~~President~~Secretary (in lieu of Secretary) of the Board

Nominating Committee – Policy for Advisors to the Board

Article V, Section 13: Advisors

The Board may designate individuals to serve as advisors to the Board. Advisors will receive notice of meetings in the same manner as Directors but will not be considered Directors for any purpose including voting.

Advisors shall serve for a term of one (1) year and may be removed by the Board at any time. Advisors shall be voted on by the Board of Directors at the annual meeting. Advisors will be a representative from their place of business' location or from their service area. Advisors shall be removed from their position by missing three (3) consecutive regular meetings; they can send a representative in their stead. There shall be no more than two (2) times the total number of voting Board members serving as Advisors to the Board. The Nominating Committee will have the power to review nominees annually and ensure there is a reasonable representation from the participating jurisdictions.

Policy for selecting Advisors

The Nominating Committee has the power to determine how to fill the Advisory board positions ensuring there is reasonable representation from participating jurisdictions.

As of December 1, 2020 the following jurisdictions are included in the Butte County Tourism Business Improvement District (BCTBID):

- City of Chico
- City of Oroville
- Town of Paradise
- Butte County – unincorporated areas
- City of Gridley
- City of Biggs (currently not paying any assessment as there are no short-term rentals within the city limits to assess)

Reasonable representation should take into account the strategic priorities, current projects, and partnerships that Explore Butte County is invested in keeping and or growing.