

Highway 1 Tourism Alliance (H1TA) Board of Directors

Regular Meeting

Minutes | March 26, 2025 | Cambria Pines Lodge

H1TA Board Members Present: Gary Setting, Mike Hanchett, Melissa Kurry, Aaron Graves, Bram Winter

County Liaison: CAO Cheryl Cuming, Tessa Cornejo

Absent: Laila Kollmann

Guests: Emily Brown and Maddy Dechamps from Civitas (via Zoom)

Call to Order

2:37pm

Public Comment

None

Administrative Items

- Roll Call: Gary Setting, Mike Hanchett, Melissa Kurry, Bram Winter, Aaron Graves are present
- Next board meeting dates are April 23 and May 28

Discussion Items

- H1TA Updates
 - The EIN has been received and plan is to start May 1, 2025 for services provided by H1TA nonprofit, contingent on approval of agreement at Board of Supervisors meeting April 29, 2025.

Action Items (each topic will allow for Board Discussion, followed by Public Comment)

- Approval of Bylaws
 - CAO Cuming confirmed that the CBID bylaws remain in effect. Maddy walked through the details of the new H1TA bylaws. Bram asked about the local fund areas and CAO confirmed LFAs will continue under existing CBID bylaws.
 - A motion was made by Bram Winter and seconded by Mike Hanchett to approve the bylaws as presented. With no further discussion, the motion was approved by a voice vote of the Board.
- Adopt/Appoint Resolution
 - CAO Cuming presented a resolution for the appointment of the initial directors and adoption of bylaws for H1TA. Maddy did confirm that it is effective immediately.
 - A motion was made by Bram Winter and seconded by Melissa Kurry to approve the resolution as presented. With no further discussion, the motion was approved by a voice vote of the Board.
- Initial Director Terms
 - CAO Cuming reviewed current CBID Advisory member terms and noted that terms for the H1TA Directors will mirror CBID since the boards include the same members. CAO noted that both Gary and Bram are up for renewal in June 2025, so this item will be

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agenized in May 2025. Terms will be staggered initially using 2 and 4 years and aligning the term end date to April, which is noted in as the annual renewal date within the H1TA bylaws:

- Gary Setting, 4 years, June 2025 to April 2029
- Bram Winter, 4 years, June 2025 to April 2029
- Melissa Kurry, 4 years to April 2029
- Mike Hanchett, 2 years to April 2027
- Laila Kollmann, 2 years to April 2027
- Aaron Graves, 2 years April 2027
- A motion was made by Melissa Kurry and seconded by Aaron Graves to approve the initial director terms. Discussion ensued with Mike noting that Gary and Bram's term details need to be confirmed, and CAO noted item will be on addressed in May 2025. With no further discussion, the motion was approved by a voice vote of the Board.
- Board Officer Elections
 - CAO confirmed the designation of officers for a 1-year term:
 - Chair: Gary Setting
 - Vice Chair: Aaron Graves
 - Secretary | Treasurer: Mike Hanchett
 - A motion was made by Bram Winter and seconded by Melissa Kurry to approve the board officer elections. With no further discussion, the motion was approved by a voice vote of the Board.
- Request to Open New Bank Account
 - A motion was made by Aaron Graves and seconded by Bram Winter to approve opening a bank account. Bram asked which bank was being considered and CAO Cuming confirmed that Mechanics Bank was recommended by Connect Accounting. With no further discussion, the motion was approved by a voice vote of the Board.
- Agreement for Services - County and H1TA
 - Maddy (Civitas) reviewed the Contract for Special Services by Independent Contractor document. Tessa noted that there is a question on item 2 regarding payment beginning on May 1, 2025 versus July 1st. The term of the contract is through June 30, 2026 and may be extended for four additional 1-year terms. Mike asked about dissolution or disestablishment regarding distribution of remaining funds, and it was confirmed that this is accurate based on 1989 law. It was confirmed that the 'authorized county' personnel is the County CAO.
 - A motion was made by Mike Hanchett and seconded by Bram Winter to approve the agreement with an edit on page 2, item 2 to change "payment should begin May 1, 2025" rather than July 1, 2025. With no further discussion, the motion was approved by a voice vote of the Board.
- H1TA Subcontractor CAO Scope | Services - MarketCher and H1TA
 - CAO Cuming reviewed the updated scope of services between MarketCher and H1TA, to include all duties needed to properly run the new nonprofit. Cheryl confirmed that the updates to the current scope were to change the effective date to May 1, 2025 to June 30, 2026, and including tasks needed to lead the new nonprofit. It was noted that the

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new subcontractor agreement will be completed upon the Board's approval of the final document, and will be provided to the non-profit with a scope of work (exhibit A) and the

required insurance (exhibit B). Tessa reconfirmed that the county will notify MarketCher in writing 30 days prior that the current agreement will expire on April 30, 2025.

- A motion was made by Aaron Graves and seconded by Melissa Kurry to approve the scope of work as presented. With no further discussion, the motion was approved by a voice vote of the Board.
- H1TA Subcontractor Agreement and Support Services Scope
 - Maddy and Emily reviewed the subcontractor agreement for services document and exhibit B (County insurance requirements), which will be used to renew contracts with all contractors related to delivering work product for H1TA and the local fund areas.
 - Additional services expenses are estimated to be up to \$80,000 with 50% paid by CBID, and the remaining 50% paid by each local fund area based on their percentage of contribution. Services overview provided breakdown estimated at \$12,600/year for accounting (Connect), \$24,500 for tax/audit (Glenn Burdette), \$27,000 for legal (Civitas Advisors), \$15,000 for three administrative items, including support (Cheryl Rowe), office (SLO CAL) and insurance (HUB).
 - A motion was made by Aaron Graves and seconded by Bram Winter to approve the subcontractor agreement as presented, and the additional services vendors overview. With no further discussion, the motion was approved by a voice vote of the Board.
- 25 | 26 Budget
 - CAO Cuming recommended the organization budget assessments collections flat to the current FY, and Directors agreed. CAO presented the draft budget with projected expenses of \$1,317,216. Mike suggested prioritization of expense reductions. The CAO confirmed the prioritized expense savings are found within paid media's social management via SF Gate and LA Times, and asset curation delivery based on the new SLOCAL portal co-op (launch January 2026). CAO Cuming noted the recommendation to invest around 15% of the 25 | 26 carryforward in order to ensure the organization has future available funds that total more than \$225,000, which is the total set-aside for contingency (\$100,000) and reserves (\$125,000).
 - A motion was made by Bram Winter and seconded by Mike Hanchett to approve the 25 | 26 draft budget. With no further discussion, the motion was approved by a voice vote of the Board.

Future Agenda Items

Closing Comments & Adjournment

None

The meeting was adjourned at 4:10pm.

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