

Bad BIDness in the City of Angels: Business Improvement Districts, Lobbying, and Class Warfare.

July 25, 2017



Contents¹

1	What are BIDs?	3
2	What BIDs do in theory	3
3	How the City of Los Angeles relates to its BIDs	4
3.1	Before the formation of the BID	4
3.2	During the formation of the BID	4
3.3	After the formation of the BID	5
4	What BIDs do in practice	5
5	BIDs and the California Public Records Act	6
5.1	What is the CPRA?	6
5.2	Why are BIDs subject to the CPRA?	7
6	BIDs and the Skid Row Neighborhood Council	7
6.1	The specific issues addressed by the BIDs	7
6.2	BIDs and BID-associated people involved	8
6.3	Timeline of BID-related events	8
7	Exhibits	13
7.1	Exhibit 1 – January 11, 2017 – Letter from DONE approving SRNC subdivision petition	14
7.2	Exhibit 2 – January 12, 2017 – Email from Blair Besten to CD14 seeking meeting on SRNC	16
7.3	Exhibit 3 – January 12–17, 2017 – Further emails between Blair Besten and Mayra Alvarez on meeting on SRNC	18
7.4	Exhibit 4 – January 19, 2017 – Email from Blair Besten to Mayra Alvarez confirming SRNC meeting for January 27	24
7.5	Exhibit 5 – January 17, 2017 – Email from Estela Lopez to Grayce Liu at DONE making a CPRA request	26
7.6	Exhibit 6 – February 15, 2017 – Photo of Estela Lopez attending a DONE-sponsored Town Hall Meeting on the SRNC	28
7.7	Exhibit 7 – March 3, 2017 – Proof of incorporation for United Downtown LA	30
7.8	Exhibit 8 – March 14–15, 2017 – Scott Gray, Adrian Szabo, Rena Leddy, Blair Besten email re SRNC resistance	32
7.9	Exhibit 9 – March 17, 2017 – First page of Rockard Delgadillo’s letter to BONC	35
7.10	Exhibit 10 – March 20, 2017 – Rena Leddy’s appointment calendar for the week of March 20, 2017	37
7.11	Exhibit 11 – March 18, 2017 – iCalendar file for Leddy, Lopez, Delgadillo teleconference	39

¹Note that [blue text](#) indicates clickable links internal to this document whereas [green text](#) indicates clickable links to resources on the Internet.

7.12 Exhibit 12 – March 20, 2017 – Rena Leddy email to Scott Yamabe urging opposition to SRNC	41
7.13 Exhibit 13 – March 20, 2017 – Leddy email to Fashion District property owners inviting them to BONC meeting	44
7.14 Exhibit 14 – March 20, 2017 – Rena Leddy, Paola Flores speaker cards from BONC meeting	46

1 What are BIDs?

1. A business improvement district (“BID”) is a geographical area in which the commercial property owners pay extra property tax² on their parcels in order to fund various activities and improvements.³
2. The money that’s collected from a BID is controlled by a private non-profit corporation called a property owners’ association (“POA”). In most cases these are created by the City before the BID is created.⁴ Usually it’s OK to intentionally confuse the POA and the BID. For instance, the Fashion District BID is controlled by the Downtown Los Angeles Property Owners Association, but usually people just say “Fashion District” no matter which one they’re talking about. In this document I follow this convention.

2 What BIDs do in theory

3. When modern BIDs began in California in 1994, they seem to have been meant to improve economically disadvantaged business areas. They were meant to provide services and improvements to benefit the property in the district.
4. According to the State legislature in 1994 the purpose is to revitalize blighted and/or disadvantaged business districts in Cities. In particular, the PBID law at [§36601\(a-c\)](#) states:
 - (a) Businesses located and operating within business districts in some of this states communities are economically disadvantaged, are underutilized, and are unable to attract customers due to inadequate facilities, services, and activities in the business districts.
 - (b) It is in the public interest to promote the economic revitalization and physical maintenance of business districts in order to create jobs, attract new businesses, and prevent the erosion of the business districts.
 - (c) It is of particular local benefit to allow business districts to fund business related improvements, maintenance, and activities through the levy of assessments upon the businesses or real property that receive benefits from those improvements.

²Called “assessments” rather than tax by those involved with them, but for all practical purposes assessments are a kind of property tax.

³Technically a BID where property owners pay the assessments is a “property-based BID” or “PBID.” There are also BIDs where business owners rather than property owners pay the money. The City of Los Angeles, for various reasons, greatly favors PBIDs over BIDs supported by businesses. Business-based BIDs aren’t covered in this document, so when I talk about BIDs, I’m talking about PBIDs.

⁴ In some cases pre-existing non-profits play this role, e.g. the Hollywood Chamber of Commerce is the POA for the East Hollywood BID. Also note that the City generally denies that they create POAs, but the California judiciary says that the City does create them, and that’s the only opinion that matters.

3 How the City of Los Angeles relates to its BIDs

3.1 Before the formation of the BID

5. The City maintains a list of approved BID consultants who can be hired by POAs to form BIDs. They are often paid by the City for BID formation, up to \$40,000. This money is supposed to be matched by the POA, but in practice the difference can be paid by the Council District from discretionary funds.
6. City staff works extremely closely with BID consultants and POAs during the formation process to make sure that the proposed BID will go to City Council with a recommendation to approve. This process takes hundreds of hours of City staff time spread out over the 12 to 18 months that it can take to get a new BID approved. The relevant Council District is also deeply involved in this process. In at least some cases a Council staff member is assigned to work with the POA all the way through the BID formation process.⁵
7. City-owned property is eligible to be included in BIDs and pay assessments. If it is included, the City gets to vote on whether a BID should be formed. In the 1990s the City Council made voting in favor of creating a BID the default position. As the law stands the Council can direct the City Clerk to vote no, but in practice this never happens. This situation leads to the gerrymandering of City property into BID boundaries in order to create large guaranteed blocks of yes votes.⁶

3.2 During the formation of the BID

8. Formally, the state law that authorizes BIDs⁷ gives the City the power not only to create them, but also to alter their boundaries in certain ways, to lower assessments on individual properties or groups of properties,⁸ to decide what activities or improvements the BID will spend its money on, and many other similar matters. Although the law grants these powers to the City Council as a whole, in practice in Los Angeles the powers are wielded entirely by the Councilmember in whose district the BID lies.
9. Informally the City has the power to choose which group of property owners can form a POA, which property owners can be on the Board of the POA, and the structure of the POA's Board.⁹

⁵For instance, this happened with the Venice Beach BID in 2015-16. Council District 11 representative Mike Bonin assigned his staffer Debbie Dyer Harris to shepherd the BID through the approval process. She was involved enough to, e.g. suggest that there should be a Board seat reserved for a City employee. This idea was turned down by the BID experts in the Clerk's office.

⁶Recently this reached almost ludicrous proportions in the newly created Venice Beach BID, which has more than 25% City properties, including large parking lots in the median strip of Venice Boulevard, and in the newly expanded San Pedro Historic Waterfront BID, where the boundaries were stretched to include massive amounts of land belonging to the Port of Los Angeles, on which no cognizable business activity occurs.

⁷This is the [Property and Business Improvement District Act of 1994](#).

⁸Although not to raise assessments.

⁹E.g. how many Board members there will be, what constituencies they will represent, and so on. José

3.3 After the formation of the BID

10. Formally the City has the power to determine what the BID spends its money on from year to year¹⁰ and to withhold and even to cut off their funding for almost any reason at all. The City can even eliminate a BID at any time if they want to. Again, in practice these powers over BIDs are wielded entirely by the Councilmember in whose district the BID lies.
11. Informally the City has the power to decide which staff the POA hires,¹¹ to provide funding to BIDs in addition to their allocated assessment funds out of Councilmembers' discretionary money,¹² and probably many other matters as well.

4 What BIDs do in practice

12. Every BID in Los Angeles provides street cleaning services. Most provide security guards. These two activities account for the vast majority of BIDs' budgets.
13. BID security covers a wide range of activities across BIDs. Some restrict themselves to fairly innocuous "observe and report." Many are more involved and will, e.g. tell homeless people to move away at the request of business owners, work with LAPD to arrest or remove specific homeless people from BIDs, and so on. A very few are much more active, e.g. in the Downtown Industrial District,¹³ where BID security worked actively with the LAPD to confiscate the property of the homeless and also e.g. in the Hollywood Entertainment District, where, since 2007, BID security has made well over 10,000 actual custodial arrests with handcuffs, forced transportation, and locking of prisoners to benches.
14. A significant number of BIDs also engage in lobbying activities.¹⁴ These can range from writing position letters to City officials all the way to proposing new legislation. This is not an accident in Los Angeles. The City actively encourages BIDs to lobby them.¹⁵
15. In particular, BIDs regularly engage in lobbying campaigns, sometimes individually, sometimes in small groups, and occasionally, as with the recent street vending matter,

Huizar proved this with the reconstituted Arts District BID where, in order to settle a controversy between competing POA candidates, he forced the successful POA to dedicate a fixed number of seats on its Board of Directors for supporters of the alternative POA candidate.

¹⁰Through the fact that the City Council must approve each BID's annual planning report ("APR") in order for it to receive a given year's funding and the fact that BIDs are forbidden to spend their funds on anything that's not listed in the APR.

¹¹Again Huizar, who essentially forced the Historic Core BID to hire Blair Besten as its executive director.

¹²E.g. Mike Bonin gave the Pacific Palisades BID money in the first year of its operation.

¹³At least pre-settlement of the recent federal case.

¹⁴On both the local and state levels, but I'm concentrating on local lobbying here.

¹⁵For instance, the standard City service contract contains a clause forbidding the contractor to spend any of the funds on lobbying the City. This clause is missing from BID contracts. Also, Miranda Paster, who oversees the department of the City Clerk that's responsible for BID oversight, has stated publicly that the City considers lobbying to be one of the proper functions of BIDs.

in a City-wide coordinated effort involving most if not all of the BIDs in Los Angeles. These campaigns can involve some or all of the following elements:

- (a) Position letters from BIDs to City officials.
- (b) Coordinated public comments at City meetings by BID board members and staff, in some cases with the comments written by staff.
- (c) Private meetings between City officials and BID board members and/or staff.
- (d) Coordination between BIDs to lobby effectively.
- (e) Creating and/or influencing press coverage through interviews and/or professional PR.

5 BIDs and the California Public Records Act

5.1 What is the CPRA?

- 16. The [California Public Records Act](#) is a law allowing citizens access to almost all records generated by state and local government agencies in California.
- 17. The right to have access to this material is so important that it's enshrined in the California Constitution. In particular, [Article I, Section 3\(b\)\(1\)](#) states:

The people have the right of access to information concerning the conduct of the peoples business, and, therefore, . . . the writings of public officials and agencies shall be open to public scrutiny.

- 18. Also, [Article I, Section 7](#) states:

In order to ensure public access to . . . the writings of public officials and agencies, as specified in paragraph (1), each local agency is hereby required to comply with the California Public Records Act . . .

- 19. The law lists a number of reasons why access to records can be denied. The general idea is that unless one of those specific reasons applies the record must be made available to the public. That is, unless there's an specific reason explicitly stated by the legislature that allows the withholding of a record, the record must be made public. In practice, things are quite a bit more complicated.
- 20. Most of the exemptions are very specific and obviously necessary. For instance, library circulation records are exempt from release, as are records of the locations of Native American grave sites. A few of the exemptions are very vague, very broad, and very subject to interpretation. An explanation of these is beyond the scope of this document.

5.2 Why are BIDs subject to the CPRA?

21. The Hollywood Entertainment District BID was established by the City in 1996. One of the property owners, Aaron Epstein, was frustrated by the fact that the POA's meetings were closed not only to the general public but to property owners as well. He sued the BID and the City of Los Angeles, claiming that the POA was subject to the Brown Act, which is the state law that requires meetings of "legislative bodies" to be open to the public. His theory was based on the Brown Act at [§54952\(c\)\(1\)\(A\)](#), which makes the following types of bodies subject to the Act's requirements:

A board, commission, committee, or other multimember body that governs a private corporation, limited liability company, or other entity that ... [i]s created by the elected legislative body in order to exercise authority that may lawfully be delegated by the elected governing body to a private corporation, limited liability company, or other entity.

22. Epstein lost in superior court, but the appellate court reversed the decision and found that BIDs were legislative bodies in the meaning of the Brown Act because they were created by the City and funded with tax money to carry out municipal functions. The whole opinion is well worth reading and full of (unfortunately still relevant) incisive criticisms of the attitude of the City of Los Angeles towards its BIDs: [Epstein v. Hollywood Entertainment District II Business Improvement District](#).
23. Every legislative body that's subject to the Brown Act is also subject to the CPRA, so this decision meant that BIDs were also so subject.
24. At some point the legislature incorporated this new understanding into the Property and Business Improvement District Law itself at [§36612](#), which states in part:

... an owners' association shall comply with the Ralph M. Brown Act ... at all times when matters within the subject matter of the district are heard, discussed, or deliberated, and with the California Public Records Act ... for all records relating to activities of the district.

6 BIDs and the Skid Row Neighborhood Council

6.1 The specific issues addressed by the BIDs

25. The two main themes of public BID advocacy with respect to the Skid Row Neighborhood Council formation process were complaints about a lack of outreach by SRNC proponents and about the difficulty of opponents being able to vote in the election. Privately, in their emails about the matter, they expressed their fears that the existence of a SRNC would lower property values in Skid Row but they were savvy enough to (mostly) keep this worry among themselves.

26. BID-associated advocates universally claimed that they weren't informed of the SRNC formation election in a timely manner. They used this claim to justify their request that the election be postponed. It was not postponed.
27. They also expressed anxiety that having a single polling place, open for four hours on one day, would make it too difficult for many voters to participate. They used this claim to justify their request that online voting be allowed and that multiple polling places be allowed. Both of these requests were ultimately granted by José Huizar, and almost certainly led to the SRNC's defeat at the polls.

6.2 BIDs and BID-associated people involved

28. Blair Besten is the executive director of the Historic Core BID, which is adjacent to Skid Row. Michael Delijani is a major downtown property owner, a major contributor to José Huizar, and a member of the Historic Core BID's Board of Directors. Paola Flores is a subordinate of Besten's at the Historic Core BID.
29. Rena Leddy is the executive director of the Fashion District BID, which is adjacent to Skid Row.
30. Estela Lopez is the executive director of the Downtown Industrial District BID, which is contained entirely within Skid Row.

6.3 Timeline of BID-related events

31. On January 11, 2017, the Department of Neighborhood Empowerment ("DONE") certified the Skid Row Neighborhood Council subdivision petition, deeming it sufficient to proceed to elections. See [Exhibit 1](#) on page 14.
32. On January 12, 2017, Blair Besten emailed Mayra Alvarez, who is José Huizar's scheduler, seeking a meeting between Huizar, herself, Estela Lopez, and Michael Delijani to discuss the Skid Row Neighborhood Council. See [Exhibit 2](#) on page 16.
33. After a bunch of back-and-forth (see [Exhibit 3](#) on page 18), on January 19, Besten and Alvarez confirmed the meeting between Huizar, Besten, Lopez, and Delijani for January 27, 2017. See [Exhibit 4](#) on page 24.
34. Meanwhile, on January 17, 2017 Estela Lopez made a request under CPRA¹⁶ to DONE asking for:
 - (a) A copy of the stakeholder signatures submitted in support of the proposed Skid Row Neighborhood Council.
 - (b) Documentation of the Department's verification of these signatures for their validity.

¹⁶Of course BID staff members are allowed to use CPRA to get records from other government agencies as well as being required to make their own records available to others.

- (c) The Department’s definition of “community interest.”
- (d) Procedures to be followed for this proposed new Neighborhood Council election.

See [Exhibit 5](#) on page 26.

- 35. I haven’t been able to uncover any records that show what the BIDs were up to with respect to the SRNC between January 27, when Besten, Lopez, and Delijani met with Huizar, and February 15, when Estela Lopez attended a DONE-sponsored town hall meeting about the SRNC. See [Exhibit 6](#) on page 28.
- 36. On March 3, 2017 United Downtown LA LLC was incorporated in Delaware. This anonymous corporation was used by SRNC opponents to hire lobbyists without revealing who they were. I have no evidence bearing on this corporation’s relationship with BIDs. See [Exhibit 7](#) on page 30.
- 37. On March 14, 2017 Scott Gray of Capital Foresight emailed unknown recipients, including Adrian Szabo, regarding the SRNC. Capital Foresight is a major property owner in Downtown LA and at the time of this email was represented on the Fashion District Board of Directors by Debbie Welsch. Adrian Szabo works for Essex Property Trust, also a major Downtown LA property owner.¹⁷ Gray urged recipients to organize property owners and managers against the SRNC, stating:

Common sense implies that dividing DTLA into sub-neighborhoods as proposed by the Skid Row Neighborhood Council (SRNC) Formation Committee, with the pending vote on April 6th, will have serious financial impacts to the City because of potential impacts to property values.

See [Exhibit 8](#) on page 32.

- 38. The next day, March 15, 2017, Szabo forwarded Gray’s email to Rena Leddy and Blair Besten, stating:

Hi Rena and Blair, I wanted to send this to you and find out your thoughts in regards how you think this will impact us in regards to our BIDs.

Leddy responded by asking Szabo to call her. I do not yet have Besten’s response. Again, see [Exhibit 8](#) on page 32.

- 39. On March 17, 2017 Rockard Delgadillo, hired by United Downtown LA to lobby against the SRNC, wrote a letter to the Board of Neighborhood Commissioners (“BONC”) pointing out putative deficiencies in the Formation Committee’s application and urging them to put the process on hold. I do not have direct evidence linking Delgadillo’s work with any BID. However, Delgadillo’s full submission to BONC contained some

¹⁷E.g. they own the Pacific Electric Lofts building and Santee Court, among others.

of the same materials that Estela Lopez requested from DONE in January 2017. See [Exhibit 9](#) on page 35 for the first page of Delgadillo's letter.¹⁸

40. The next day, March 18, 2017, Estela Lopez invited Rena Leddy to participate in a conference call with her and Rockard Delgadillo to discuss the SRNC. The call was to begin at 11 a.m. The story of how and what I learned about this meeting using CPRA is an interesting example of how the law works with respect to electronic records.

(a) I asked Rena Leddy for copies of the appointment calendars of everyone at the Fashion District BID from January through June 2017. Note that it's a good CPRA tactic to ask for more than you want and to ask in generic terms:

i. This keeps the requestees from knowing what you're looking for and subsequently hiding it from you. Rena Leddy complies extremely diligently with her obligations under CPRA, but a number of other BIDs are not nearly so cooperative.

ii. Often unsuspected information turns up!

(b) She supplied me with these. Her calendar for the week of March 20, 2017 appears below as [Exhibit 10](#) on page 37.

(c) The redactions are allowed, even encouraged, by CPRA if the material being redacted is exempt from disclosure. Specifically, the law says [at §6253\(a\)](#) that:

Any reasonably segregable portion of a record shall be available for inspection by any person requesting the record after deletion of the portions that are exempted by law.

The point is to prevent agencies from withholding entire documents just because one little part is exempt from release.

(d) It was evident from the printout of the calendar that it was made by a computer calendar program. These programs mostly store events as individual files in a format called ICS. The CPRA is very clear on the fact that if a record is electronic, it must be provided in any file format in which it's stored. So I asked Leddy for a copy of the underlying ICS file for the conference call. She provided it promptly, and it appears below as [Exhibit 11](#) on page 39.

(e) This turned out to be important as it revealed that:

i. The event was created on March 18, the day after Delgadillo sent his letter to BONC.

ii. The event was organized by Estela Lopez, showing that she was working with Delgadillo against the SRNC and suggesting that she was involved with United Downtown LA. This lends some plausibility to the theory that Delgadillo used the fruits of Lopez's CPRA requests to DONE in his anti-SRNC communications with the City.

¹⁸I only included the first page in order not to swell the size of this document beyond reason. A full copy of Delgadillo's letter and all the material he submitted with it, including copies of the signed petitions to DONE, also requested by Estela Lopez, is available from the City of Los Angeles in the associated Council file, [CF 15-1022-S2](#), and here is [a direct link to the file](#), but be careful, as it's a 40 MB PDF.

41. Directly after the meeting, at 11:44 a.m. and at 12:24 p.m., Rena Leddy sent out emails to property owners in the Fashion District encouraging them to oppose the SRNC. The second email informed them of a BONC meeting scheduled for the same day at 1 p.m. where online voting for neighborhood council elections was on the agenda. For instance:

Dividing DTLA into separate neighborhoods would undo all of the progress made over the past decade. The implications may not sound politically correct; however, the economic realities are obvious.

Please oppose the formation of the SRNC on April 6th

Schedule your calendar now. Please share with your residents and tenants.

See [Exhibit 12](#) and [Exhibit 13](#) on pages 41 and 44 respectively.

42. Rena Leddy did speak at the BONC meeting, which started at 1 p.m. Paola Flores from the Historic Core BID also spoke. Both asked the Commission to postpone the election due to inadequate notification.¹⁹

43. The question of whether or not to allow online voting in the SRNC election was decided two days later at a meeting of City Council’s Rules and Elections Committee. There were 44 public commenters. Of these, at least 10, about 25%, were directly BID-associated:²⁰

- (a) Steve Hirsch – Fashion District BID Board
- (b) Mark Chatoff – Fashion District BID Board
- (c) Kathleen Damani – Fashion District property owner
- (d) Elizabeth Peterson-Gower – Historic Core property owner
- (e) Suzanne Holley – Downtown Center BID staff
- (f) Jasmine Ramos – Fashion District BID staff
- (g) Ariana Gomez – Fashion District BID staff
- (h) Scott Gray – Fashion District BID owner, represented on Board by employee
- (i) Ellen Endo – Little Tokyo BID staff
- (j) Blair Besten – Historic Core BID staff

44. As is well-known by now, at this meeting, José Huizar gave the BIDs exactly what they wanted. He recommended that the committee approve online voting for the SRNC election only, the committee did what he asked without discussion, and the full City Council approved Huizar’s recommendation. He announced his decision by reading from a prepared statement, which suggests that none of the public comment affected his choice. Here’s what he said:

¹⁹Which seems implausible, especially in the case of Flores. Recall that her boss, Blair Besten, knew about the SRNC election one day after it was approved by DONE. See paragraph 32 above.

²⁰I am not including speaker cards in order to keep the size of this document manageable. They are available from the City of Los Angeles in the associated Council file, [CF 15-1022-S2](#) and here is [a direct link to the file](#), but be careful as it’s a 23 MB PDF.

OK, thank you. So with that, Mr. Chair, I think that some people here have asked that we also postpone the election but, as you've heard, we can't do that. It would just move it a couple a few days, which, I don't think you'd get the type of additional outreach that we'd like to see by moving the election just a few days. But I would ask, my recommendation would be, that the Department of Neighborhood Empowerment and the City Clerk be instructed and authorized to enable the online voting platform for the April 2017 neighborhood council subdivision election for the Downtown area. This should not change the existing suspension of online voting in any other area until we can further discuss the issues in DONE's report and the factors that led to the suspension. Two, I would further move that we continue the associated Council file and recommendations listed in DONE's report in committee for further discussion and evaluation. And three, to assist with that future discussion, I would like to instruct DONE to report to this committee with a recap of online voting for the April 2017 subdivision elections along with recommendations from that experience, if any.

7 Exhibits

7.1 Exhibit 1 – January 11, 2017 – Letter from DONE approving SRNC subdivision petition

CITY OF LOS ANGELES
CALIFORNIA

BOARD OF NEIGHBORHOOD
COMMISSIONERS

Leonard Shaffer
PRESIDENT

Joy Atkinson
VICE PRESIDENT

Maggie Daret-Quiroz
Josh LaFarga
Eli Lipmen
Eve Sinclair
Debra Wehbe



Eric Garcetti
MAYOR

DEPARTMENT OF
NEIGHBORHOOD EMPOWERMENT

20th FLOOR, CITY HALL
200 NORTH SPRING STREET
LOS ANGELES, CA 90012

TELEPHONE: (213) 978-1551
TOLL-FREE: 3-1-1
FAX: (213) 978-1751
E-MAIL: dne@lacity.org

GRAYCE LIU
GENERAL MANAGER

www.EmpowerLA.org

January 11, 2017

Sent Via Email

Re: Skid Row Neighborhood Council Subdivision Application

Dear Skid Row Neighborhood Council Formation Committee (SRNCFC):

Thank you for your submission of a subdivision petition to create a Skid Row Neighborhood Council. The Department of Neighborhood Empowerment (Department) has reviewed the attached application and documents per Section 22.819 the Los Angeles Administrative Code on Neighborhood Council Subdivision and has deemed it sufficient to proceed to the elections phase.

The proposed Skid Row Neighborhood Council must meet the components of a regular Neighborhood Council Certification Application stated in Article III, Section 2 of the Plan for a Citywide System of Neighborhood Councils (Plan), including information on boundaries, bylaws, outreach, financial accountability, and ethics.

Boundaries

Requirement - Boundaries must include a detailed written description of proposed boundaries within the City of Los Angeles, including rationale for drawing the proposed boundaries. The boundaries should be comprised of no less than 20,000 Neighborhood Council stakeholders unless exceptions apply. These exceptions are:

1. The proposed area is separated from adjacent communities by significant geographic features; or
2. The proposed area is identified by name within any of the 36 adopted Community Plan Areas of the City Planning Department; or
3. The proposed area represents a historic, identifiable neighborhood or community that is serviced by City service providers, such as a public library, park, recreation center, fire or police station, or a public school.

Determination - The boundaries submitted by the SRNCFC meet the requirement that the boundaries should comprise at least 20,000 Neighborhood Council stakeholders.

7.2 Exhibit 2 – January 12, 2017 – Email from Blair Besten to CD14 seeking meeting on SRNC

Subject: Meetings Next week

From: Blair Besten

Date: 01/12/2017 02:17 PM

To: Mayra Alvarez

I've been asked to schedule two meetings next week-

The first is more urgent regarding the Rosslyn Lofts with Ruben Islas and me. Anytime next week with Wednesday being ideal.

And the second one with Michael Delijani, Estela López, and me regarding the Skid Row Neighborhood Council formation process.

Thank you,

Blair Besten
Executive Director
Historic Core BID

Sent from my iPhone

7.3 Exhibit 3 – January 12–17, 2017 – Further emails between Blair Besten and Mayra Alvarez on meeting on SRNC

Subject: Re: Meetings Next week

From: Mayra Alvarez

Date: 01/12/2017 03:09 PM

To: Blair Besten

Hi Blair -

I'll be getting back to you shortly.

Thank you!

--

Mayra I. Álvarez
Executive Assistant
and Scheduler to



Councilmember José Huizar
14th District, City of Los Angeles
T (213) 473-7014
F (213) 847-0680
E mayra.alvarez@lacity.org
200 N. Spring Street, Suite 465
Los Angeles, CA 90012

On Thu, Jan 12, 2017 at 2:17 PM, Blair Besten <blair@historiccore.bid> wrote:

I've been asked to schedule two meetings next week-

The first is more urgent regarding the Rosslyn Lofts with Ruben Islas and me. Anytime next week with Wednesday being ideal.

And the second one with Michael Delijani, Estela López, and me regarding the Skid Row Neighborhood Council formation process.

Thank you,

Blair Besten
Executive Director
Historic Core BID

Sent from my iPhone

Subject: Re: Meetings Next week

From: Blair Besten

Date: 01/12/2017 09:15 PM

To: Mayra Alvarez

Thanks for accommodating us.



Blair Besten

Executive Director

209-211 W 5th Street
Los Angeles, California 90013

p 213.488.1901

[HistoricCore.BID](#)

FOLLOW US ON:

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24HR HOTLINE:

213/239-8336

On Thu, Jan 12, 2017 at 3:09 PM, Mayra Alvarez <mayra.alvarez@lacity.org> wrote:

Hi Blair -

I'll be getting back to you shortly.

Thank you!

--

Mayra I. Álvarez

Executive Assistant
and Scheduler to



Councilmember José Huizar

14th District, City of Los Angeles

T [\(213\) 473-7014](tel:2134737014)

F (213) 847-0680

E mayra.alvarez@lacity.org

200 N. Spring Street, Suite 465

Los Angeles, CA 90012

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The first is more urgent regarding the Rosslyn Lofts with Ruben Islas and me. Anytime next week with Wednesday being ideal.

And the second one with Michael Delijani, Estela López, and me regarding the Skid Row Neighborhood Council formation process.

Thank you,

Blair Besten
Executive Director
Historic Core BID

Sent from my iPhone

Subject: Re: Schedule This Week?

From: Mayra Alvarez

Date: 01/17/2017 09:34 AM

To: Blair Besten

I will get back to you shortly.

--

Mayra I. Álvarez

Executive Assistant
and Scheduler to



Councilmember José Huizar
14th District, City of Los Angeles

T (213) 473-7014

F (213) 847-0680

E mayra.alvarez@lacity.org

200 N. Spring Street, Suite 465
Los Angeles, CA 90012

On Tue, Jan 17, 2017 at 9:19 AM, Blair Besten <blair@historiccore.bid> wrote:

Mayra,

Just checking in. Anything possible for a quick one Wednesday with Ruben? We could meet him close to where he is such as Council Chambers...

LMK. Hope you had a nice holiday weekend!

Kind regards,



Blair Besten

Executive Director

209-211 W 5th Street
Los Angeles, California 90013

p [213.488.1901](tel:213.488.1901)

HistoricCore.BID

FOLLOW US ON:

[facebook](#) / [twitter](#) / [instagram](#)

24HR HOTLINE:

[213/239-8336](tel:213.239.8336)

Subject: Re: Meetings Next week

From: Mayra Alvarez

Date: 01/17/2017 05:29 PM

To: Blair Besten

Hi Blair!

I have your dates:

1/20 @ 9am - City Hall (Re: Rosslyn Lofts)

1/24 @ 10:15am - City Hall (Re: Skid Row NC)

Let me know if these work.

Thank you!

--

Mayra I. Álvarez
Executive Assistant
and Scheduler to



Councilmember José Huizar
14th District, City of Los Angeles
T (213) 473-7014
F (213) 847-0680
E mayra.alvarez@lacity.org
200 N. Spring Street, Suite 465
Los Angeles, CA 90012

On Thu, Jan 12, 2017 at 9:15 PM, Blair Besten <blair@historiccore.bid> wrote:

Thanks for accommodating us.



Blair Besten

Executive Director

209-211 W 5th Street
Los Angeles, California 90013

p [213.488.1901](tel:213.488.1901)

HistoricCore.BID

FOLLOW US ON:

[facebook](#) / [twitter](#) / [instagram](#)

24HR HOTLINE:

[213/239-8336](tel:213.239.8336)

On Thu, Jan 12, 2017 at 3:09 PM, Mayra Alvarez <mayra.alvarez@lacity.org> wrote:

Hi Blair -

I'll be getting back to you shortly.

Thank you!

--

Mayra I. Álvarez
Executive Assistant
and Scheduler to



Councilmember José Huizar
14th District, City of Los Angeles
T [\(213\) 473-7014](tel:213.473.7014)
F (213) 847-0680
E mayra.alvarez@lacity.org
200 N. Spring Street, Suite 465
Los Angeles, CA 90012

On Thu, Jan 12, 2017 at 2:17 PM, Blair Besten <blair@historiccore.bid> wrote:

I've been asked to schedule two meetings next week-

The first is more urgent regarding the Rosslyn Lofts with ²²Ruben Islas and me. Anytime next week with Wednesday

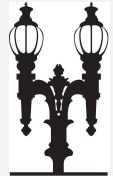
Subject: Re: Meetings Next week

From: Blair Besten

Date: 01/17/2017 05:36 PM

To: Mayra Alvarez

Yes thank you to both!



**HISTORIC
CORE
BID**
of DOWNTOWN LOS ANGELES

Blair Besten
Executive Director

209-211 W 5th Street
Los Angeles, California 90013

p [213.488.1901](tel:213.488.1901)

HistoricCore.BID

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24HR HOTLINE:
[213/239-8336](tel:213/239-8336)

On Tue, Jan 17, 2017 at 5:29 PM, Mayra Alvarez <mayra.alvarez@lacity.org> wrote:

Hi Blair!

I have your dates:

1/20 @ 9am - City Hall (Re: Rosslyn Lofts)

1/24 @ 10:15am - City Hall (Re: Skid Row NC)

Let me know if these work.

Thank you!

--

Mayra I. Álvarez
Executive Assistant
and Scheduler to



Councilmember José Huizar
14th District, City of Los Angeles

T [\(213\) 473-7014](tel:213.473.7014)

F (213) 847-0680

E mayra.alvarez@lacity.org

200 N. Spring Street, Suite 465
Los Angeles, CA 90012

On Thu, Jan 12, 2017 at 9:15 PM, Blair Besten <blair@historiccore.bid> wrote:

Thanks for accommodating us.



**HISTORIC
CORE
BID**
of DOWNTOWN LOS ANGELES

Blair Besten
Executive Director

209-211 W 5th Street
Los Angeles, California 90013

p [213.488.1901](tel:213.488.1901)

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[facebook](#) / [twitter](#) / [instagram](#)

24HR HOTLINE:
[213/239-8336](tel:213/239-8336)

On Thu, Jan 12, 2017 at 3:09 PM, Mayra Alvarez <mayra.alvarez@lacity.org> wrote:

Hi Blair -

I'll be getting back to you shortly.

7.4 Exhibit 4 – January 19, 2017 – Email from Blair Besten to Mayra Alvarez confirming SRNC meeting for January 27


Subject: thank you
From: Blair Besten
Date: 01/19/2017 07:09 PM
To: Mayra Alvarez

Mayra,

Thank you so much for being so accommodating. We will take the time slot on Tuesday (1/24) for Ruben at 10:15am and the following Friday (1/27) with Michael and Estela at 10:05am.

Let us know if there are any changes. My cell is 213.700.9829 or Diana can get ahold of me day of if he is running behind.

Kind regards,

	<p>Blair Besten <i>Executive Director</i></p> <p>209-211 W 5th Street Los Angeles, California 90013</p> <p>p 213.488.1901</p> <p>HistoricCore.BID</p> <p>FOLLOW US ON: facebook / twitter / instagram</p> <p>24HR HOTLINE: 213/239-8336</p>
---	---

7.5 Exhibit 5 – January 17, 2017 – Email from Estela Lopez to Grayce Liu at DONE making a CPRA request

From: Estela Lopez
Sent: Tuesday, January 17, 2017 5:07 PM
To: grayce.liu@lacity.org
Cc: mike.fong@lacity.org
Subject: Skid Row Neighborhood Council - Public records request

Dear Ms. Liu,

Please consider the following to be a request for public records:

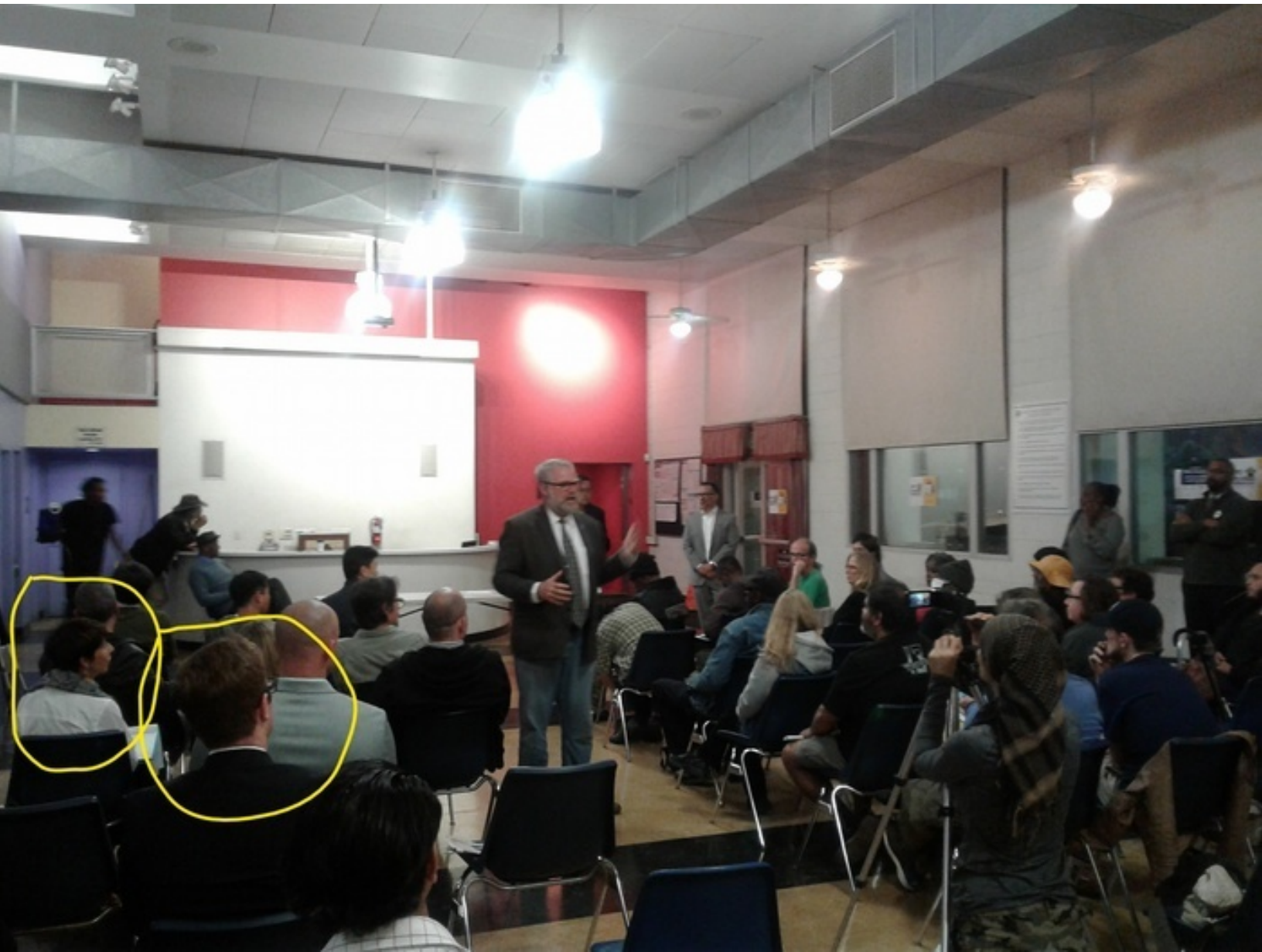
- A copy of the stakeholder signatures submitted in support of the proposed Skid Row Neighborhood Council. I understand that these must include the stakeholder's first and last name, contact email and/or phone, type of stakeholder (live, work, own real property, or community interest) and the physical address associated with their stakeholderhip.
- Documentation of the Department's verification of these signatures for their validity.
- The Department's definition of "community interest."
- Procedures to be followed for this proposed new Neighborhood Council election (online, in-person or mail ballots; polling locations; stakeholder identification/verification)

Thank you.

Cordially,

*Estela Lopez
Downtown Industrial District BID
725 Crocker St.
Los Angeles, CA 90021
213-228-8484*

7.6 Exhibit 6 – February 15, 2017 – Photo of Estela Lopez attending a DONE-sponsored Town Hall Meeting on the SRNC



**7.7 Exhibit 7 – March 3, 2017 – Proof of incorporation for United
Downtown LA**

Entity Details

THIS IS NOT A STATEMENT OF GOOD STANDING

[File Number:](#)

6334804

[Incorporation Date /
Formation Date:](#)

3/3/2017
(mm/dd/yyyy)

[Entity Name:](#)

UNITED DOWNTOWN LA, LLC

[Entity Kind:](#)

**Limited
Liability
Company**

[Entity Type:](#)

General

[Residency:](#)

Domestic

[State:](#)

DELAWARE

[REGISTERED AGENT INFORMATION](#)

[Name:](#)

DELAWARE INCORPORATORS & REGISTRATION SERVICE, LLC

[Address:](#)

301 NORTH MARKET STREET SUITE 1410, FARMERS BANK BLDG

[City:](#)

WILMINGTON

[County:](#)

New Castle

[State:](#)

DE

[Postal Code:](#)

19801

[Phone:](#)

302-472-9190

Additional Information is available for a fee. You can retrieve Status for a fee of \$10.00 or more detailed information including current franchise tax assessment, current filing history and more for a fee of \$20.00.

Would you like Status Status, Tax & History Information

7.8 Exhibit 8 – March 14–15, 2017 – Scott Gray, Adrian Szabo, Rena Leddy, Blair Besten email re SRNC resistance

the City because of potential impacts to property values. Ignoring the economic, social and political ramifications, the creation of SRNC as a separate geographic district would be short sighted.

>

> Resolving the residential, health and welfare issue of the homeless throughout Los Angeles cannot be taken lightly. The voice of the homeless should never be ignored. With all of the bond revenue being generated to create new housing opportunities in the pipeline, community input is a vital part of the development process.

>

> Dividing DTLA into separate neighborhoods would undo all of the progress made over the past decade. The implications may not sound politically correct; however, the economic realities are obvious.

>

> Please oppose the formation of the SRNC.

>

>

> James Wood Community Center

> 400 East 5th Street

> April 6, 2017

> 3pm to 7pm

>

> There is no other polling place and there are no absentee ballots. If each individual doesn't actually take time to vote, then they will actually have no say in whether or not DTLA will be divided into two separate geographic districts. If approved, people will live and work in either DTLA or Skid Row.

>

> Schedule your calendar now. Please share with your residents and tenants.

>

>

> One suggestion is to send people an invitation to the vote on April 6th...good idea to help people schedule their calendar so they don't forget.

>

> It would be helpful if you would share this with property owners and property managers that you may personally know. We have to inform everyone we can that they must actually VOTE or they will actually have no say. 20,000+ homeless people live downtown and they will be carted up to vote!

>

> Regards,

>

>

>

> Scott W Gray

> Director of Operations

> Capital Foresight

> O: 310-234-9598

> C: 909-586-0000

>

> <FINAL_DRAFT-_SRNC-Bylaws-2016-3C.pdf>

> <Skid Row NC Application.pdf>

> <Skid Row Petition Ltr Final 1-11-2017.pdf>

> <Skid_Row_NC_Boundaries with Business Info.pdf>

> <SRNC-Resident_Board_Seats-1A.pdf>

> <Skid Row Neighborhood Council Community Meeting Agenda - February 15.pdf>

> <Skid Row Neighborhood Council Community Meeting Agenda - March 9.pdf>

7.9 Exhibit 9 – March 17, 2017 – First page of Rockard Delgadillo’s letter to BONC

Date: 3/22/17
Submitted in RUBS Committee
Council File No: 15-1022-52
Item No.: 1
~~RE: SRNC~~ Communication from the Public

633 W. 5th Street | 32nd Floor
Los Angeles, CA 90071.2005

213.694.3100 main
213.694.3101 fax

Rockard J. Delgadillo
310.500.3612 direct
rdelgadillo@linerlaw.com

March 17, 2017

VIA E-MAIL AND U.S. MAIL

Leonard Shaffer, President
Joy Atkinson, Vice President
Eli Lipmen, Commissioner
Josh LaFarga, Commissioner
Debbie Wehbe, Commissioner
Maggie Daret-Quiroz, Commissioner
Eve Sinclair, Commissioner
City of Los Angeles
Department of Neighborhood Empowerment
200 North Spring Street, Suite 2005
Los Angeles, California 90012

RE: Downtown Neighborhood Council Separation

Dear President Shaffer and Honorable Commissioners:

This firm represents United Downtown LA ("United Downtown"), a group founded on the principle that a united Downtown Los Angeles is fundamental to making each neighborhood stronger and improving the quality of life for all of us. United Downtown is focused on preventing the resurgence of a decades-long failed policy of community isolation in Downtown Los Angeles and ensuring high standards of integrity for the City's democratic election process. This unity is ever more important in the wake of the passage of Measures HHH and H which should provide a once-in-a-lifetime funding opportunity for generational change to benefit the residents of a united Downtown Los Angeles. In this regard, on behalf of United Downtown, we wish to bring to the attention of the Board of Neighborhood Commissioners ("Commission"), in its role as the policy-setting and oversight commission for the City's "Neighborhood Councils" and the Department of Neighborhood Empowerment ("DONE"), the submitted material deficiencies relating to the hastily produced subdivision petition and election process to form what would be a new, separate subdivision Neighborhood Council called the Skid Row Neighborhood Council ("SRNC"). These procedural defects, outlined in detail in this letter, left uncured, would result in a violation of Los Angeles Municipal Code ("LAMC") Section 22.819 and a misinformed, exclusionary and unrepresentative election for the proposed SRNC.

7.10 Exhibit 10 – March 20, 2017 – Rena Leddy’s appointment calendar for the week of March 20, 2017

March 20, 2017 - March 26, 2017

March 2017

Su	Mo	Tu	We	Th	Fr	Sa
			1	2	3	4
5	6	7	8	9	10	11
12	13	14	15	16	17	18
19	20	21	22	23	24	25
26	27	28	29	30	31	

April 2017

Su	Mo	Tu	We	Th	Fr	Sa
						1
2	3	4	5	6	7	8
9	10	11	12	13	14	15
16	17	18	19	20	21	22
23	24	25	26	27	28	29
30						

Monday, March 20

- [REDACTED]
- [REDACTED]
- 9:00am - 11:15am Updated Invitation: Hold for Rena @ Mon Mar 20, 2017 9am - 11:15am (PDT) (rena@fashiondistrict.org) - [REDACTED]
- 11:00am - 12:00pm Skid Row Neighborhood Council update call with Rocky Delgadillo (Conference Call) - Estela Lopez

Tuesday, March 21

- [REDACTED]
- 10:30am - 12:00pm Staff Meeting (Admin Offices) - Rena Leddy ☉
- 11:00am - 11:30am Mark Levy (Cognoscenti)

Wednesday, March 22

- [REDACTED]
- [REDACTED]
- 12:00pm - 1:00pm Steve Hirsh, LAPD Newton & Ari and BID (Bendix Front Door) - Rena Leddy
- 3:00pm - 4:00pm Reef with Ava

Thursday, March 23

- [REDACTED]

Friday, March 24

- 10:00am - 11:30am DTLA 2040 Working Group-Central City East & Fashion District Neighborhoods (CCA) - Marie Rumsey
- 10:00am - 11:30am Updated Invitation: Hold for Rena - Kathleen [REDACTED] @ Fri Mar 24, 2017 10am - 11:30am (PDT) (rena@fashiondistrict.org) - [REDACTED]
- 11:00am - 12:00pm IDA Prof Dev Committee meeting (1-888-875-1833 passcode [REDACTED]) - Carolyn Dellutri ☉

Saturday, March 25

- [REDACTED]

Sunday, March 26

- [REDACTED]

7.11 Exhibit 11 – March 18, 2017 – iCalendar file for Leddy, Lopez, Delgadillo teleconference

BEGIN:VCALENDAR
 PRODID:-//Microsoft Corporation//Outlook 15.0 MIMEDIR//EN
 VERSION:2.0
 METHOD:REQUEST
 X-MS-OLK-FORCEINSPECTOROPEN:TRUE
 BEGIN:VTIMEZONE
 TZID:Pacific Standard Time
 BEGIN:STANDARD
 DTSTART:16011104T020000
 RRULE:FREQ=YEARLY;BYDAY=1SU;BYMONTH=11
 TZOFFSETFROM:-0700
 TZOFFSETTO:-0800
 END:STANDARD
 BEGIN:DAYLIGHT
 DTSTART:16010311T020000
 RRULE:FREQ=YEARLY;BYDAY=2SU;BYMONTH=3
 TZOFFSETFROM:-0800
 TZOFFSETTO:-0700
 END:DAYLIGHT
 END:VTIMEZONE
 BEGIN:VEVENT
 ATTENDEE;CN="Rena Leddy";RSVP=TRUE:mailto:rena@fashiondistrict.org
 CLASS:PUBLIC
 CREATED:20170629T204620Z
 DESCRIPTION:Dial in: 310-500-3340\nParticipant code: 3463731#\n \n \n
 DTEND;TZID="Pacific Standard Time":20170320T120000
 DTSTAMP:20170318T200059Z
 DTSTART;TZID="Pacific Standard Time":20170320T110000
 LAST-MODIFIED:20170629T204620Z
 LOCATION:Conference Call
 ORGANIZER;CN="Estela Lopez":mailto:ELopez@centralcityeast.org
 PRIORITY:5
 SEQUENCE:3
 SUMMARY;LANGUAGE=en-us:Skid Row Neighborhood Council update call with Rocky
 Delgadillo
 TRANSP:OPAQUE
 UID:040000008200E00074C5B7101A82E00800000000D018225E799ED201000000000000000
 01000000076BE1E112DBB6049B5A8CD1AA47A670C
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 ntent="text/html"; charset=iso-8859-1"><meta name="Generator" content="Mic
 rosoft Exchange Server"><!-- converted from rtf --><style><!-- .EmailQuote
 { margin-left: 1pt; padding-left: 4pt; border-left: #800000 2px solid;
 } --></Style></Head><body><span style="font
 -size:14pt;"><div>Dial in: 310-500-3340
\nParticipant code: 3463731#<
 /Div><div> </D
 iv><div> </Div
 ></Body></Html>
 X-MICROSOFT-CDO-BUSYSTATUS:BUSY
 X-MICROSOFT-CDO-IMPORTANCE:1
 X-MICROSOFT-CDO-INTENDEDSTATUS:BUSY
 END:VEVENT
 END:VCALENDAR

7.12 Exhibit 12 – March 20, 2017 – Rena Leddy email to Scott Yamabe urging opposition to SRNC

From: [Rena Leddy](#)
To: [Scott Yamabe](#)
Subject: Skid Row Neighborhood Council
Date: Monday, March 20, 2017 11:44:00 AM
Attachments: [FINAL_DRAFT- SRNC-Bylaws-2016-3C.pdf](#)
[Skid Row NC Application.pdf](#)
[Skid Row Petition Ltr Final 1-11-2017.pdf](#)
[Skid Row NC Boundaries with Business Info.pdf](#)
[SRNC-Resident Board Seats-1A.pdf](#)
[Skid Row Neighborhood Council Community Meeting Agenda - February 15.pdf](#)
[Skid Row Neighborhood Council Community Meeting Agenda - March 9.pdf](#)
Importance: High

Give me a call when you get a minute!

While the homeless issues are vital to the economy of DTLA and the entire City of Los Angeles, the pending proposal to divide Downtown Los Angeles into separate districts will have significant fiscal and economic impacts. Common sense implies that dividing DTLA into sub-neighborhoods as proposed by the Skid Row Neighborhood Council (SRNC) Formation Committee, with the pending vote on April 6th, will have serious financial impacts to the City because of potential impacts to property values. Ignoring the economic, social and political ramifications, the creation of SRNC as a separate geographic district would be short sighted.

Resolving the residential, health and welfare issue of the homeless throughout Los Angeles cannot be taken lightly. The voice of the homeless should never be ignored. With all of the bond revenue being generated to create new housing opportunities in the pipeline, community input is a vital part of the development process.

Dividing DTLA into separate neighborhoods would undo all of the progress made over the past decade. The implications may not sound politically correct; however, the economic realities are obvious.

Please **oppose** the formation of the SRNC on April 6th

James Wood Community Center
400 East 5th Street
April 6, 2017
3pm to 7pm

There is no other polling place and there are no absentee ballots. If each individual doesn't actually take time to vote, then they will actually have no say in whether or not DTLA will be divided into two separate geographic districts. If approved, people will live and work in either DTLA or Skid Row.

Schedule your calendar now. Please share with your residents and tenants.

Rena Masten Leddy, Executive Director
LA Fashion District
110 E 9th Street Suite A 1175
Los Angeles, CA 90079

tel: 213-488-1153 x 712

fax: 213-488-5159

cell: 310-600-3247

www.fashiondistrict.org

7.13 Exhibit 13 – March 20, 2017 – Leddy email to Fashion District property owners inviting them to BONC meeting

From: [Rena Leddy](#)
To: [Ronny Bensimon](#); [Bradley A. Luster](#); [Jim Mellano](#); [Mark Chatoff \(mark@californiaflowermall.com\)](mailto:mark@californiaflowermall.com); [John Van Den Akker](#); [Scott Yamabe](#); "Darrin Olson"; "Dean Nucich"; [Adrian Szabo](#); [Joshua Foley \(JFoley@essex.com\)](mailto:JFoley@essex.com)
Subject: Your property & Skid Row Neighborhood Council
Date: Monday, March 20, 2017 12:24:00 PM
Attachments: [Letter to DONE31717.pdf](#)

Dear Fashion District Stakeholder,

A group of stakeholders in Skid Row is trying to create a Neighborhood Council which would splinter from the Downtown Neighborhood Council (DLANC). There will be an election April 6th. The boundaries are 3rd to 7th and Main to Alameda. (It is unclear if it is both sides of Main and 7th.)

Attached is a letter sent by attorney Rocky Delgadillo on behalf of property owners in the proposed new neighborhood council who are petitioning that the City postpone the election, now scheduled for April 6. These owners have formed an entity that engaged Rocky for this effort. The group is called United Downtown LA LLC. This proposal to create a new, separate neighborhood council between Main/Alameda/3rd/7th was approved by the City and will have an election on April 6 unless the group is successful in obtaining a postponement. Rocky has documented the many deficiencies in the application. There was absolutely no outreach to the businesses and property owners who would be affected.

The Department of Neighborhood Empowerment is the City department that oversees neighborhood councils. **Rocky will attend a meeting today at 1 p.m. and will testify.** I will be there also.

Additionally, there will be another meeting on Wednesday that I will forward you that information. I encourage you to call Councilmember Huizar.

Please call me if you need additional information. I can be reached on my cell phone if I'm not in the office.

Rena Masten Leddy, Executive Director

LA Fashion District
110 E 9th Street Suite A 1175
Los Angeles, CA 90079

tel: 213-488-1153 x 712

fax: 213-488-5159

cell: 310-600-3247

www.fashiondistrict.org

7.14 Exhibit 14 – March 20, 2017 – Rena Leddy, Paola Flores
speaker cards from BONC meeting

BOARD OF NEIGHBORHOOD COMMISSIONERS

NOTE: THIS IS A PUBLIC DOCUMENT SUBJECT TO POSTING ON THE CITY'S WEBSITE. YOU ARE NOT REQUIRED TO PROVIDE PERSONAL INFORMATION IN ORDER TO SPEAK, EXCEPT TO THE EXTENT NECESSARY FOR THE PRESIDING OFFICER TO CALL UPON YOU.

Date: 3/20/2017

SPEAKER CARD

Agenda Item Number 11

I wish to provide GENERAL COMMENTS regarding this agenda item

I do *NOT* wish to speak, but want to be recorded as: FOR this item AGAINST this item

Name: Rena Uddy

Business or Organization Affiliation: Fashion District BID

Address: [REDACTED]
City State Zip

Business Phone: [REDACTED] Representing: _____ Email: _____

CHECK HERE IF YOU ARE A PAID SPEAKER AND PROVIDE CLIENT INFORMATION BELOW:

BOARD OF NEIGHBORHOOD COMMISSIONERS

NOTE: THIS IS A PUBLIC DOCUMENT SUBJECT TO POSTING ON THE CITY'S WEBSITE. YOU ARE NOT REQUIRED TO PROVIDE PERSONAL INFORMATION IN ORDER TO SPEAK, EXCEPT TO THE EXTENT NECESSARY FOR THE PRESIDING OFFICER TO CALL UPON YOU.

Date
3/20/2017

SPEAKER CARD

Agenda Item Number
11

I wish to provide GENERAL COMMENTS regarding this agenda item

I do NOT wish to speak, but want to be recorded as: FOR this item AGAINST this item

Name: Paola Flores

Business or Organization Affiliation:

Address: [REDACTED]

Business Phone: [REDACTED] Email:

CHECK HERE IF YOU ARE A PAID SPEAKER AND PROVIDE CLIENT INFORMATION BELOW: