

**AZTEC SHOPS, Ltd.**  
**Minutes of the Board of Directors**  
**September 30, 2016**  
**Board Meeting**

Members present: Megan Collins, Brie Hornig, Anthony Lee, Tom McCarron, Anthony Meadows, Jamie Miller, Dustin Pina, Okaro Shinn and Carl Winston

Members absent: Tyler Morgan, Dr. Seth Mallios and Eric Rivera

Others present: Donna Tusack, Lisa Albers, Gayle Fernandez, Jahan Jamshidi, Jennifer Lakin, Paul Melchior, Todd Summer, and RD. Williams

**I. Call to Order**

Tom McCarron, Secretary Treasurer, called the meeting to order at 12:14 p.m.

**II. Approval of the minutes of the Board of Directors Meeting of June 10, 2016**

Carl Winston moved to approve the June 10, 2016, Board Meeting minutes. Anthony Lee seconded the motion. Motion was approved 6-0-1. Bill Earley abstained.

**III. Public Comment**

Tom McCarron opened the meeting for public comment. There was no public comment at the meeting.

**IV. Election of Directors**

President Hirshman nominated Dr. Seth Mallios to serve a second three-year term on the Aztec Shops Board of Directors. Jamie Miller, Associated Students President, nominated Brie Hornig and Dustin Pina to serve three-year terms on the Aztec Shops Board of Directors. Bill Earley moved to elect Seth Mallios, Brie Hornig and Dustin Pina to serve on the board for three-year terms. Anthony Lee seconded the motion. Motion carried 7-0-0.

**V. Election of Officers**

The Board of Directors offered the following slate of officers:

Chair:	Megan Collins
Vice-Chair:	Jamie Miller
Secretary/Treasurer:	Tom McCarron

Per the bylaws, the Secretary/Treasurer position of the corporation is automatically filled by the Vice President of Business and Financial Affairs at San Diego State University. Anthony Lee

moved to approve the election of the slate of officers. Bill Earley seconded the motion. Motion carried 9-0-0.

## **VI. Management Discussion**

### **A. Corporate Update**

Tom McCarron announced Donna Tusack's scheduled retirement on December 30, 2016, and thanked her for her service to Aztec Shops and the university. Donna Tusack reported on the recruitment process. The Personnel Committee of Megan Collins, Board Chair, Jamie Miller, Board Vice-Chair, Tom McCarron, Board Secretary/Treasurer along with Jessica Rentto, SDSU Associate Vice President, Administration, will supervise the CEO search. Top candidates will be interviewed in late October and early November. A special board meeting may be called to present the final candidate to the board if a decision has not been made by the November 18, 2016, board meeting.

### **B. Campus Stores Update**

Todd Summer, Campus Stores Director, reported on fall rush. The SDSU Bookstore has again lowered prices on used books and has begun offering rental and online price comparisons from Amazon and other competitors. The in-store "Price Match Plus" program will match the price of any competitor and offer an additional 5% off. Unit sales were up 17% over last year. Todd said he expects to meet or exceed budget for the rush period.

### **C. Dining Services Update**

Paul Melchior, Dining Director, reported that academic year sales are strong, up 6% in self-operated units. The Garden at Cuicacalli, with a new name and menu offerings is a plant-forward concept that has been well received. SDSU Dining received a certificate of recognition on September 26, 2016, from the San Diego Food System Alliance 2016 Emmie Awards for exemplary food waste practices. Paul reported that SDSU Dining is participating in a \$5 million, five-year grant with the San Diego County Center for Disease Control to reduce sodium consumption.

### **D. Business Development and Contract Housing Update**

R.D. Williams, Director of Business Development and Contract Housing, reported that apartment occupancy is strong with Albert's College Apartments at 98%. Aztec Shops partnership with SDSU's Office of Housing Administration resulted in 1,000 students living in our apartments. Summer capital projects, including a new roof for one building at Albert's College Apartments and removal of the third-floor hot tub at Piedra del Sol, are completed. At South Campus Plaza signed leases now include Trader Joe's, Eureka and Broken Yolk with three more close to completion.

## **VII. Audit Committee Meeting Report**

Lisa Albers reported that the Audit Committee comprised of Megan Collins (Chair, Board Member), Seth Mallios (Board Member), Valerie Peterson and John Penrose along with management representatives Donna Tusack and Lisa Albers and university representative Lia Pierce met with Rick Wentzel and Rachel Clark of Grant Thornton to review the audited financial

statements for the year ending June 30, 2016. Grant Thornton issued an unqualified opinion finding no materials weaknesses or significant deficiencies. The committee accepted the audit for fiscal year 2015-2016. Grant Thornton's 2016 presentation to the audit committee, committee meeting minutes and the audited financials were distributed to the Board of Directors.

**VIII. 2016/2017 Capital Budget Augmentation**

Donna Tusack asked for the board approval for a capital budget augmentations totaling \$496,403. R.D. Williams reported that the bookstore needs two replacement air handlers at a cost of \$108,554 and the West Commons Bakeshop needs a brand new HVAC system at a cost of \$27,286. The second proposed expenditure was for \$360,000 in additional funds to build out the interior (architectural, engineering, mechanical, electrical, plumbing, etc.) of the new Open Air Theater Concession Stand. A detailed explanation of the expenditures was presented at the board meeting. Carl Winston moved to approve the total proposed capital budget augmentation of \$496,430. Okaro Shinn seconded the motion. Motion carried 9-0-0.

**IX. Resolution for Certificate of Corporate Authority and Signatories for Banking and Investment Transactions**

Donna Tusack explained that banks require a new resolution to remove Barbara VanMeter, who recently retired from Aztec Shops, as a corporate authority and signatory and to replace her with Donna Martens, Aztec Shops Senior Accountant.

Okaro Shinn moved to approve the resolution to authorize any of the following named persons: Tom McCarron, Secretary/Treasurer, Donna Tusack, Assistant Secretary-Treasurer (Chief Executive Officer), Lisa Albers, Director of Financial Services/Controller, and Donna Martens, Senior Accountant, as corporate authorities and signatories to establish accounts and execute banking and investment transactions on behalf of Aztec Shops. Dustin Pina seconded the motion. Motion was approved 9-0-0.

**X. CalPERS Health Benefit Employer Contribution — 1/01/17**

Jennifer Lakin reported that health insurance premiums for plans administered by CalPERS through PEMCHA will increase effective January 1, 2017. Jamie Lee moved to approve the resolution fixing the employer's contribution under the Public Employees' Medical and Hospital Care Act at a maximum of \$419.68 per month for employees or annuitants enrolled for self alone, \$839.36 per month for an employee or annuitant enrolled for self and one family member, and \$1,109.16 per month for an employee or annuitant enrolled for self and two or more family members. Tom McCarron seconded the motion. Motion carried 9-0-0.

**XI. Adjournment**

Jamie Miller moved to adjourn the meeting at 1:19 p.m. Anthony Lee seconded the motion. Motion carried 9-0-0.



Donna Tusack  
Chief Executive Officer