



**DISCOVER SANTA CLARA®
BOARD OF DIRECTORS
SPECIAL MEETING AGENDA**

**March 6, 2025, 11:00 a.m.
Santa Clara Convention Center, Room 201
5001 Great America Parkway
Santa Clara, CA 95050**

*The public can participate remotely via Zoom: <https://us06web.zoom.us/j/84095909903>
or join via audio at Webinar ID 840 9590 9903*

CALL TO ORDER

Chair Lentz called the meeting to order at 11:04 a.m.

ROLL CALL

Present: 7 Chair Catherine Lentz, Forty-Niners Stadium Management Company
Vice-Chair Kelly Carr, OVG360
Treasurer Fullmore, Marriott Santa Clara
Member Lorne Ellison, Levy Restaurants
Member Linh Lam, City of Santa Clara
Member Erin Henry, Hyatt Santa Clara
Member Barb Granter, California's Great America (Arrived at 11:09 am)

Secretary Christine Lawson, Discover Santa Clara® (Ex-Officio)
Member Chuck Baker, City of Santa Clara (Ex-Officio) (Arrived at 11:15 a.m.)

Absent: 1 Member Billy Mendez Moreno, Delta Silicon Valley

Staff: Jiawei Tang, Discover Santa Clara®
Nancy Thome, City of Santa Clara

A quorum of 7 was met.

PUBLIC COMMENT

For public comment on items on the Agenda that are within the subject matter jurisdiction of the Board.

There were no public comments.

CONSENT AGENDA

Matters listed in the Consent Agenda section will be considered routine by the Board and will be enacted by one motion. There will be no separate discussion of the items on the Consent Calendar unless the discussion is requested by a member of the Board, staff, or public. If discussion is requested, that item will be removed from the section entitled Consent Agenda and will be considered under Consent Items Pulled for Discussion.

CONSENT ITEMS PULLED FOR DISCUSSION

PUBLIC PRESENTATIONS

This item is reserved for persons to address the Board on any matter not on the agenda that is within the subject matter jurisdiction of the Board. The law does not permit action on, or extended discussion of, any item not on the agenda except under special circumstances. The Board or staff may briefly respond to statements made or questions posed and may request staff to report back at a subsequent meeting.

There were no public presentations.

GENERAL BUSINESS – ITEMS FOR DISCUSSION

1. Update on Franchise Tax Board Status.

CEO Lawson provided an update on the DMO's Franchise Tax Board Status.

Representatives from Thoits Law and PP&Co (Accounting Firm) were also in attendance.

- The DMO recently uncovered that due to an administrative oversight during the DMO's formation process in 2019, the DMO has never been recognized as a non-profit tax-exempt organization by the FTB. This has resulted in issues regarding the DMO's 2019 tax filing and suspension by the FTB.
- In May 2022, the DMO received a request for past due 2019 tax return. There was no reply from the DMO.
- In Sept. 2022, the DMO received another notice. There was no reply from the DMO.
- Christine joined the DMO in October 2022.
- January 2024, another notice was sent to the DMO however there is no paperwork on file indicating it was received.
- April 2024, the DMO received notice it was suspended and the DMO sent the Notice of Exemption. It was discovered the staff working at the time, sent the Notice to the wrong address and was therefore not received by the FTB.
- Recently, Civitas brought up the suspended notice to the DMO after a consultation meeting.
- The DMO has since refiled the Notice of Exemption which the FTB has confirmed they received.
- The DMO conferred with legal (Terry Conner, Thoits Law) regarding the suspension language on the letter from the FTB.
- Mr. Conner reported that suspension happen more often than not and that there are six areas of suspension:
 - The business cannot sell or transfer property.
 - The business cannot file an extension for their tax returns.
 - The business cannot enforce contracts meaning a vendor can terminate the contract at any time. Mr. Conner added that he felt that there was a very low risk as currently all vendors are getting paid.
 - The business cannot initiate or defend lawsuits.
 - Others could use the Discover Santa Clara name®.

- The business cannot receive any tax refunds.
 - Once the suspension is lifted, FTB would recognize the DMO's non-profit status retroactively to 2019.
 - The DMO's previous tax return submissions were completed and are up to date, with the current year (filed by Fiscal Year) in progress.
 - The DMO is officially recognized as a non-profit tax-exempt organization at both the Federal level (IRS) and by the California Secretary of State (SOS).
 - CEO Lawson indicated that the report form 3500A is filed with the FTB and they will follow up on a weekly basis. It could possibly take up to eight months however Scott with PP&Co feels that is an extended amount of time and it should be resolved prior to eight months. Form 3500A should be enough. If it is not, the DMO would then have to file a form of revivorship. CEO Lawson indicated she will keep the Board, and the City updated.
2. Action on an Agreement with Madden Preprint Media LLC dba Madden Media for Agency of Record Services and Appropriation of Funds for Super Bowl LX (SBLX) and FIFA World Cup 2026 (FWC26) Related Activities.

Recommendation(s):

- 1) Approve and authorize the Chief Executive Officer to execute an agreement with Madden Preprint Media LLC dba Madden Media for AOR services for an initial three-year term beginning March 10, 2025, and ending March 19, 2025, for a total maximum amount not-to-exceed \$1,200,352, subject to the appropriation of funds.
- 2) Authorize the Chief Executive Officer to execute any minor or administrative amendments to the agreement which do not increase the compensation for the agreement;
- 3) Authorize the Chief Executive Officer to execute up to two one-year options to extend the term of the agreement after the initial term through March 30, 2030, subject to the appropriation of funds; and
- 4) Appropriate \$455,000 to a project budget for SBLX / FWX26 activities.

CEO Lawson reported that they would like to move forward with the AOR contract as Terry Conner felt it was a low risk. Katelyn Studebaker provided an overview of the staff report.

Chair Lentz identified corrections to recommendations 1 and 3 as follows:

1. Recommendation 1 should read:

"Approve and authorize the Chief Executive Officer to execute an agreement with Madden Preprint Media LLC dba Madden Media for AOR services for an initial three-year term beginning March 10, 2025, and ending March 9, 2028, for a total maximum amount not-to-exceed \$1,200,352, subject to the appropriation of funds."

2. Recommendation 3 should read:

"Authorize the Chief Executive Officer to execute up to two one-year options to extend the

term of the agreement after the initial term through March 9, 2030, subject to the appropriation of funds."

A motion was made by Member Henry, seconded by Member Ellison, to approve

- 1) Approve and authorize the Chief Executive Officer to execute an agreement with Madden Preprint Media LLC dba Madden Media for AOR services for an initial three-year term beginning March 10, 2025, and ending March 9, 2028, for a total maximum amount not-to-exceed \$1,200,352, subject to the appropriation of funds.
- 2) Authorize the Chief Executive Officer to execute any minor or administrative amendments to the agreement which do not increase the compensation for the agreement;
- 3) Authorize the Chief Executive Officer to execute up to two one-year options to extend the term of the agreement after the initial term through March 9, 2030, subject to the appropriation of funds; and
- 4) Appropriate \$455,000 to a project budget for SBLX / FWX26 activities.

Ayes: 7 Chair Lentz, Vice-Chair Carr, Treasurer Fullmore, Member Ellison, Member Henry, Member Lam, Member Granter

Absent: 1 Member Mendez Moreno

COMMITTEE UPDATES

BOARD MEMBER OPEN FORUM

This item is reserved for Board Members to present additional Agenda items for future discussion.

GENERAL ANNOUNCEMENTS

ADJOURNMENT

The meeting adjourned at 12:13 p.m. The meeting on **March 20, 2025**, is cancelled. The next regularly scheduled meeting is on **April 17, 2025**.