



Agenda Item #: _____

Staff Report

City of Manhattan Beach

TO: Honorable Mayor Cohen and Members of the City Council

THROUGH: Geoff Dolan, City Manager

FROM: Bruce Moe, Finance Director

DATE: May 5, 2009

SUBJECT: Discussion Regarding Strategies to Support Small Businesses in Collaboration with the Chamber of Commerce, Downtown Business and Professional Association, the North Manhattan Beach BID and the City of Manhattan Beach

RECOMMENDATION:

Staff recommends that the City Council discuss and provide direction.

FISCAL IMPLICATION:

There are no fiscal implications associated with the recommended action.

BACKGROUND:

At the February 17, 2009 meeting, the City Council agreed to place on the agenda a discussion of methods of assisting and collaborating with business groups such as the Chamber of Commerce, the Downtown and North Manhattan Beach business districts, the Village Mall, and other business owners. The purpose would be to promote a dialog with the various groups in an effort to identify ways to work together to support business during the economic slowdown.

DISCUSSION:

While in the past, Manhattan Beach has been somewhat insulated from tough economic times, our businesses are feeling the impacts of the current recession. As a result, the City, as the local government, is also realizing reduced revenues from sales tax, hotel bed tax and all other economically sensitive revenues. In light of this, it was suggested that the City, in conjunction with the various business groups and the Chamber of Commerce, could discuss strategy on supporting businesses in weathering the downturn.

As a point of information and to facilitate discussion, staff was asked to provide downtown sales tax revenues, a copy of the bylaws for the Downtown Business and Professional Association¹ (DBPA) and the City's contract with the Chamber of Commerce (attached). Additionally, business

¹ The North Manhattan Beach BID does not have bylaws since it operates only as an advisory board to the City Council. The Downtown BID advisory board contracts with the DBPA for professional services which are paid for through the BID assessments.

license tax revenue information was requested, but we are unable to provide this year's complete revenues since the taxes are not due until April 30th, and many businesses wait until the last day to remit their taxes.

Staff recommends that the City Council discuss strategies to support small businesses and provide staff direction.

- Attachments:
- A. Downtown Sales Tax History
 - B. Downtown BID Bylaws
 - C. Chamber of Commerce Contract

Downtown Manhattan Beach Sales Tax Collections By Quarter

	January-March (Quarter 1)	Year-over-Year Change Q1	April-June (Quarter 2)	Year-over-Year Change Q2	July-September (Quarter 3)	Year-over-Year Change Q3	October-December (Quarter 4)	Year-over-Year Change - Q4	Total for Quarters 1-4	Net Change from prior year for 4 Quarters
2001	\$ 150,379		\$ 157,546		\$ 180,895		\$ 158,756		\$ 647,576	
2002	\$ 158,896	5.66%	\$ 150,997	-4.16%	\$ 189,640	4.83%	\$ 189,275	19.22%	\$ 688,808	6.37%
2003	\$ 146,658	-7.70%	\$ 183,353	21.43%	\$ 188,095	-0.81%	\$ 190,610	0.71%	\$ 708,716	2.89%
2004	\$ 166,458	13.50%	\$ 211,255	15.22%	\$ 172,077	-8.52%	\$ 209,847	10.09%	\$ 759,637	7.18%
2005	\$ 190,974	14.73%	\$ 213,984	1.29%	\$ 216,155	25.62%	\$ 201,536	-3.96%	\$ 822,649	8.30%
2006	\$ 219,546	14.96%	\$ 218,939	2.32%	\$ 245,839	13.73%	\$ 200,605	-0.46%	\$ 884,929	7.57%
2007	\$ 218,064	-0.68%	\$ 201,862	-7.80%	\$ 225,842	-8.13%	\$ 219,880	9.61%	\$ 865,648	-2.18%
2008	\$ 205,074	-5.96%	\$ 230,203	14.04%	\$ 225,687	-0.07%	\$ 216,640	-1.47%	\$ 877,604	1.38%
Sales Tax reflects 1% of taxable sales										
Excludes Metlox data										

BYLAWS OF
Downtown Manhattan Beach Business and Professional Association
A California Nonprofit Corporation

ARTICLE I
NAME, OFFICE AND PURPOSES

The name of this corporation is and shall be Downtown Manhattan Beach Business and Professional Association (hereinafter referred to as "the corporation").

The principal office of the corporation shall be located in the City and County of Manhattan Beach. The principal office and additional offices may be located in such other places as may be determined from time to time by the Board of Directors.

The purposes of the Corporation shall be to improve and promote the economic well-being of downtown Manhattan Beach through the creation of a business improvement area and related activities.

ARTICLE II
DISSOLUTION

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 members 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 member thereof, 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 established its tax exempt status under section 501(c) of the Internal Revenue Code.

ARTICLE III

MEMBERS

Section 1. Membership and Voting Rights.

The corporation shall have members who are ratepayers of the BIA license fee. Each member shall be entitled to one vote. Associate non-voting members of any reputable person, business firm, association, corporation or partnership whether domiciled in the City of Manhattan Beach or elsewhere, having common interest in the above objectives, shall be eligible to apply for non-voting membership in the association.

All applications for membership shall be submitted to the Board of Directors for approval. Such applications shall be voted upon at any meeting of the Board of Directors, a majority vote being necessary to constitute acceptance.

Section 2 Dues

All business license holders, within the BIA, in good standing will be voting members of the corporation. Non-voting associate membership dues shall be at such rate or rates, schedules, formulas, policies and benefits as may be from time prescribed by the Board of Directors, payable annually in advance. Current dues rates and policies and procedures will be on file at the corporate office at all times.

ARTICLE IV

BOARD OF DIRECTORS

Section 1. General Powers.

Subject to the limitations of these Bylaws, the Articles of Incorporation, and the laws of California, the affairs of the corporation shall be managed, and all corporate powers shall be exercised by, or under the direction of, a Board of Directors.

Section 2. Number, Tenure, and Qualifications.

The corporation shall have not less than 9 nor more than 13 Directors, who shall be unrelated persons. The exact number within the specified limits, shall be fixed by the Board which shall elect or appoint all Directors. Each Director shall hold office until the second annual meeting of the corporation. The term of half of the directors each year shall be for two years, ending on July of each year. The Board may accept a resignation prior to filling that vacancy with a successor.

The directors shall include representatives of ratepayers within the Business Improvement Area (BIA) and should strive to have representation from all sections within the BIA. There shall be two non-voting ex officio members. They are the City Council, or his/her designee, and one Associate member.

A director may designate an alternate but the alternate may not vote.

Section 3. Regular Meetings.

Regular meetings of the Board shall be held monthly without other notice than these Bylaws at any place designated from time to time by resolution of the Board.

Section 4. Special Meetings.

Special meetings of the Board of Directors may be called by or at the request of the President, the Secretary, or a majority of the actual directors.

Section 5. Notice of Special Meetings.

Notice of any special meeting of the Board shall be given at least two (2) days prior thereto either personally or by telephone or facsimile or four (4) days' notice by first-class mail, subject to waiver of notice as provided in Article X of these Bylaws. All such notices shall be given or sent to the director's address or telephone number as shown on the records of the corporation. The

attendance of a director at any special meeting shall also constitute a waiver of notice of such meeting.

Section 6. Quorum.

A majority of the directors holding office at any point in time shall constitute a quorum. The directors may continue to transact business during a meeting at which a quorum is initially present, notwithstanding the withdrawal of directors, if any action is approved by at least a majority of the required quorum for that meeting.

Section 7. Manner of Acting.

Action by the Board shall be by a majority of the directors present at a meeting duly held at which a quorum has been established unless a greater number is required by law.

Section 8. Action Without a Meeting.

Any action required or permitted to be taken by the Board of Directors may be taken without a meeting if all members of the Board shall individually or collectively consent in writing or by voice confirmation to such action. Such action by consent shall have the same force and effect as a unanimous vote of the Board. Such consent or consents shall be filed with the minutes of the proceedings of the Board.

Section 9. Participation in Meetings by Means of Conference Telephone.

Members of the Board may participate in a meeting of the Board by means of a conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other, and participation by such means shall constitute presence in person at such meeting.

Section 10. Vacancies.

(a) Events causing vacancy. A vacancy or vacancies in the Board of Directors shall be deemed to exist on the occurrence of the following: (i) the death, resignation, or removal of any director; (ii) the declaration by resolution of the Board of Directors of a vacancy of the office of a director who has been declared of unsound mind by an order of court or convicted of a felony or has been found by final order of judgment of any court to have breached a duty under the California Nonprofit Corporation Law; (iii) the increase of the authorized number of directors, (iv) the failure of the members, at any meeting of members at which any director or directors are to be elected, to elect the number of directors to be elected at such meeting; (v) if a director fails to attend four consecutive regular meetings of the Board of Directors.

(b) Any vacancy occurring in the Board of Directors and the directorships to be filled by reason of an increase in the number of directors shall be filled by a majority of the remaining directors, though less than a quorum, or a sole remaining director. A director elected to fill a vacancy shall hold office during the unexpired term of his or her predecessor in office and until his or her successor is elected.

Section 11. Resignations.

Except as provided in this paragraph, any director may resign, which resignation shall be effective on giving written notice to the President, the Secretary, or the Board of Directors, unless the notice specifies a later time for the resignation to become effective. If the resignation of a director is effective at a future time, the Board of Directors may elect a successor to take office as of the date when the resignation becomes effective.

Section 12. Compensation.

Directors shall not receive compensation for their services as members of the Board. Nothing herein shall be construed to preclude any director from serving the corporation in any other capacity as an officer, agent, employee, or otherwise, and receiving compensation therefor or

from receiving reimbursement for reasonable expenses, as may be fixed or determined by resolution of the Board.

Section 13. No Interest in Assets.

No director shall possess any property right in or to the property of the corporation. In the event the corporation owns or holds any property upon its dissolution and winding up, after paying or adequately providing for its debts and obligations, the directors shall dispose of the remaining property in accordance with the provisions of the Articles of Incorporation and these Bylaws.

ARTICLE V

OFFICERS

Section 1. Officers.

The officers of the corporation shall be a President, a Vice President, a Secretary, a Treasurer, and such other officers as may be elected to offices created by the Board. Officers shall have powers and duties as specified herein and as may be additionally prescribed by the Board. One person may hold two or more offices, except those of President and Treasurer but no officer shall execute, acknowledge, or verify any instrument in more than one capacity, if such instrument is required to be executed, acknowledged, or verified by two or more officers.

Section 2. Election and Term of Office.

The officers of the corporation shall be elected annually by the Board of Directors at the regular annual meeting of the Board of Directors. If the election of any officer shall not be held at such meeting, such election shall be held as soon thereafter as conveniently possible. New offices may be created and filled, and vacancies may be filled, at any meeting of the Board of Directors. Each officer shall hold office until a successor shall have been elected, unless otherwise removed.

Section 3. Removal.

Subject to the rights, if any, of an officer under any contract of employment, any officer elected or appointed by the Board may be removed by the Board with or without cause, whenever in its judgment the best interests of the corporation would be served thereby.

Section 4. Resignation.

Any officer may resign at any time by giving written notice to the corporation. Any resignation shall take effect at the date of the receipt of that notice or at any later time specified in that notice; and, unless otherwise specified in that notice, the acceptance of the resignation shall not be necessary to make it effective. Any resignation is without prejudice to the rights, if any, of the corporation under any contract to which the officer is a party.

Section 5. President.

The President shall serve as the Chairperson of the Board of Directors. The President shall preside at all meetings of the corporation. He or she shall have general supervision, direction, and control of the business of the corporation.

Section 6. Vice President.

The Vice President shall serve as the Vice Chairperson of the Board of Directors. In the absence of the President, the Vice President shall preside at meetings of the corporation.

Section 7. Secretary.

The Secretary shall be the association director and be responsible for the mailing of notices and see to the proper recording of proceedings of meetings of the corporation.

Section 8. Treasurer.

The Treasurer shall be responsible for the corporation's funds and financial records. The Treasurer shall collect and report, or supervise collection and reporting, of all income and

expenditures, shall establish proper accounting procedures for the handling of the corporation's funds, and shall be responsible for the keeping of the funds in such banks as approved by the Board. The Treasurer shall report on the financial condition of the corporation at meetings of the Board and at other times when called upon by the President.

At the end of each fiscal year, the Treasurer shall prepare, or cause to be prepared, an annual report which shall, if required by the Board, be reviewed by a certified public accountant. At the expiration of the Treasurer's term of office, or upon removal, the Treasurer shall immediately deliver over to the person designated by the President all books, money and other property in his or her charge.

ARTICLE VI

COMMITTEES

Section 1. Executive Committee.

There shall be an Executive Committee comprised of the officers and one additional director elected by the Board of Directors. The Executive Committee shall exercise such of the Board's authority as delegated by the Board except for the power to fill vacancies on the Board or to amend, repeal, or adopt bylaws. The Executive Committee shall report on a regular basis to the Board of Directors.

Section 2. Other Committees.

The Board of Directors may, by resolution, establish and appoint a nominating committee or other committees as it deems necessary.

ARTICLE VII

FISCAL YEAR

The fiscal year of this corporation shall be July 1 through June 30.

ARTICLE VIII
INDEMNIFICATION OF DIRECTORS, OFFICERS AND
OTHER CORPORATE AGENTS

The corporation shall, subject to the provisions of this Article VIII, to the extent allowed by applicable state and federal laws, indemnify, defend, and hold harmless its officers, directors, agents, and employees from and against any and all claims, liabilities, actions, proceedings, whether threatened, pending or completed, brought by reason of their respective position with or relationships to the corporation, including, without limitation, all reasonable attorneys' fees, costs, and other expenses incurred in establishing a right to indemnification under this Article VIII.

Section 1. Definitions.

For the purposes of this Article VIII, "agent" means any person who is or was a director, officer, employee, or other agent of the corporation, or is or was serving at the request of the corporation as a director, officer, employee, or agent of another trust, or other enterprise; "proceeding" means any threatened, pending, or completed action or proceeding, whether civil, criminal, administrative, or investigative; and "expenses" includes without limitation attorneys' fees and any expenses of establishing a right to indemnification under Section 4 or 5(b) of this Article VIII.

Section 2. Indemnification in Actions by Third Parties.

The corporation shall have power to indemnify any person who was or is a party or is threatened to be made a party to any proceeding (other than an action by or in the right of the corporation to procure a judgment in its favor, an action brought under section 5233 of the California Nonprofit Public Benefit Corporation Law), by reason of the fact that such person is or was an agent of the corporation, against expenses, judgments, fines, settlements, and other amounts actually and reasonably incurred in connection with such proceeding if such person acted in good faith and in a manner such person reasonably believed to be in the best interests of the corporation and, in the

case of a criminal proceeding had no reasonable cause to believe the conduct of such person was unlawful. The termination of any proceeding by judgment, order, settlement, conviction, or upon a plea of nolo contendere or its equivalent shall not, of itself, create a presumption that the person did not act in good faith and in a manner which the person reasonably believed to be in the best interests of the corporation or that the person had reasonable cause to believe that the person's conduct was unlawful.

Section 3. Indemnification in Actions by or in the Right of the Corporation.

The corporation shall have the power to indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending, or completed action by or in the right of the corporation, or brought under section 5233 of the California Nonprofit Public Benefit Corporation Law, to procure a judgment in its favor by reason of the fact that such person is or was an agent of the corporation, against expenses actually and reasonably incurred by such person in connection with the defense or settlement of such action acted in good faith, in a manner such person believed to be in the best interests of the corporation and with such care, including reasonable inquiry, as an ordinarily prudent person in a like position would use under similar circumstances. No indemnification shall be made under this Section 3:

(a) In respect of any claim, issue, or matter as to which such person shall have been adjudged to be liable to the corporation in the performance of such person's duty to the corporation, unless and only to the extent that the court in which such proceeding is or was pending shall determine upon application that, in view of all the circumstances of the case, such person is fairly and reasonably entitled to indemnity for the expenses which such court shall determine;

(b) Of amounts paid in settling or otherwise disposing of a threatened or pending action, with or without court approval; or

(c) Of expenses incurred in defending a threatened or pending action which is settled or otherwise disposed of without court approval, unless such action concerns assets held in charitable trust and is settled with the approval of the Attorney General.

Section 4. Indemnification Against Expenses.

To the extent that an agent of the corporation has been successful on the merits in defense of any proceeding referred to in Section 2 or 3 of this Article VIII, or in defense of any claim, issue, or matter therein, the agent shall be indemnified against expenses actually and reasonably incurred by the agent in connection therewith.

Section 5. Required Determinations.

Except as provided in Section 4 of this Article VIII, any indemnification under this Article VIII shall be made by the corporation only if authorized in the specific case, upon a determination that indemnification of the agent is proper in the circumstances because the agent has met the applicable standard of conduct set forth in Section 2 or 3 of this Article VIII, by:

(a) A majority vote of a quorum consisting of directors who are not parties to such proceeding; or

(b) The court in which such proceeding is or was pending upon application made by the corporation or the agent or the attorney or other person rendering services in connection with the defense, whether or not such application by the agent, attorney, or other person is opposed by the corporation.

Section 6. Advance of Expenses.

Expenses incurred in defending any proceeding may be advanced by the corporation prior to the final disposition of such proceeding upon receipt of an undertaking by or on behalf of the agent to repay such amount unless it shall be determined ultimately that the agent is entitled to be indemnified as authorized in this Article VIII.

Section 7. Other Indemnification.

No provision made by the corporation to indemnify its directors or officers for the defense of any proceeding, whether contained in the Articles, Bylaws, a resolution of the directors, an agreement, or otherwise, shall be valid unless consistent with this Article VIII. Nothing

contained in this Article VIII shall affect any right to indemnification to which persons other than such directors and officers may be entitled by contract or otherwise.

Section 8. Forms of Indemnification Not Permitted.

No indemnification or advance shall be made under this Article VIII, except as provided in Section 4 or 5(b), in any circumstances where it appears:

(a) That it would be inconsistent with a provision of the Articles, these Bylaws, a resolution of the directors, or an agreement in effect at the time of accrual of the alleged cause of action asserted in the proceeding in which the expenses were incurred or other amounts were paid, which prohibits or otherwise limits indemnification; or

(b) That it would be inconsistent with any condition expressly imposed by a court in approving a settlement.

Section 9. Insurance.

The corporation shall have power to purchase and maintain insurance on behalf of any agent of the corporation against any liability asserted against or incurred by the agent in such capacity or arising out of the agent's status as such whether or not the corporation would have the power to indemnify the agent against such liability under the provisions of this Article VIII.

ARTICLE IX

BOOKS AND RECORDS

The corporation shall keep at its principal office correct and complete books and records of account, written minutes of the proceedings of its meetings, the original or a copy of the Articles and Bylaws as amended to date, and a record giving the names and addresses of all members.

ARTICLE X

WAIVER OF NOTICE

Whenever any notice is required to be given under the provisions of the California Nonprofit Corporation Law or under the provisions of the Articles of Incorporation or by the Bylaws of the corporation, a written waiver thereof, signed by the person or persons entitled to such notice, whether before or after the time stated therein, which is made a part of the minutes, shall be deemed equivalent to the giving of such notice.

ARTICLE XI

ANNUAL REPORTS

Not later than one hundred twenty (120) days after the close of the corporation's fiscal year, the Board shall cause to be sent to the members an annual report and an annual statement of transactions and indemnifications in accordance with applicable state law.

ARTICLE XII

RULES OF ORDER

The rules contained in Robert's Rules of Order Newly Revised or as may be amended from time to time, shall govern the corporation in all cases in which they are applicable, and in which they are not inconsistent with these Bylaws, the Articles of Incorporation, or then existing law.

ARTICLE XIII

AMENDMENTS TO BYLAWS

New bylaws may be adopted, or these bylaws may be amended or repealed, by an affirmative majority vote of the Board of Directors at which a quorum is present. A copy of the proposed amendment or new bylaws shall be included in the notice of meeting given to each member of the Board of Directors.

CERTIFICATE

I, Julie Hantzarides, hereby certify:

That I am the duly elected and acting Secretary of the Downtown Manhattan Beach Business and Professional Association, a California Nonprofit Corporation; and

That the foregoing Bylaws, consisting of 14 pages, including this one, constitute the Bylaws of said corporation, as duly adopted by the Board of Directors at a meeting held on _____.

IN WITNESS WHEREOF, I have hereunto set my hand this 18th day of November.

SECRETARY

AMENDED AGREEMENT TO PERFORM SERVICES
AS INDEPENDENT OPERATOR

CHAMBER OF COMMERCE

THIS AGREEMENT is made and entered into this 1st day of August, 1989, which supersedes that agreement dated July 1, 1989, by and between the CITY OF MANHATTAN BEACH, hereinafter referred to as "CITY," and the MANHATTAN BEACH CHAMBER OF COMMERCE, hereinafter referred to as "CHAMBER," both of whom understand as follows:

RECITALS:

The City Council is of the opinion that proper promotion of trade, commerce, and industry within the City is a desirable objective.

The City Council is further of the opinion that establishment of a good public relations program providing methods of communication between the City government and citizens of the City and providing more adequate promotion of the City's affairs and projects are vitally needed to induce better public understanding.

Chamber has at various times in the past acted as the advertising and promotional operator for the City and desires to renew its agreement with the City to render public relations and promotional services for the City.

AGREEMENT:

1. Duties of Chamber

Chamber shall:

- a. Agree to indemnify and hold harmless, the City of Manhattan Beach, its officials, officers, and employees from any and all liability arising out of its operation; and funds disbursed and received in the manner herein stated do not indicate any contractual or employment arrangement other than as stated herein.
- b. Conference area in the annex building, located at 425-15th Street, shall be available to City groups when not needed by Chamber. The conference area must be scheduled with the Chamber when needed.

Approved by Chamber

- c. Answer promptly all correspondence and personal inquiries relative to the business, industrial, residential, educational, cultural and recreational advantages and opportunities in the City, and disseminate information by correspondence, newspaper publicity, special leaflets and reports, and personal contacts favorably promoting such advantages and opportunities.
- d. Make available City promotional items such as maps, booklets, etc.
- e. Actively promote the establishment and retention of business and industry within the City with the objectives of increasing and improving the scope of products and services available to the community and improving the City's tax base and sales tax revenue.
- f. Promote trade and business meetings and activities of business and professional association in order to create a better business climate within the City.
- g. Initiate and promote such public events and community activities as may seem desirable to improve the total community. Chamber shall sponsor, participate, and provide coordination for programs and activities such as:

(1) Christmas Decorations	(6) Mixers
(2) Business Seminars	(7) Santa Float
(3) Surf Festival	(8) Golf Tournament
(4) Mayor's Meeting	(9) Other Community
(5) Ribbon Cuttings	Events Requested by the City Council
- h. Study and work to secure the public improvement needs of the community.
- i. Review and make reports upon such matters and subjects related to the promotion of the City as may be referred to the Chamber by the City.
- j. Promote and establish channels of communication and other methods of public relations to provide information and better understanding between the citizenry, the business community, and the City government.
- k. Promote business, industrial, and residential development as may be requested by the City.

1. Consult with and assist City departments in implementing ordinances and resolutions specifically related to the business community.
- m. Other promotional programs mutually agreed upon by the City and the Chamber.

2. Duties of City

- a. City shall provide office space consisting of Executive Director's and Administrative Assistant's office and Board meeting room.

3. City Control Procedures

- a. No Chamber funds may be expended for endorsement or support of political candidates for local, County, State, or Federal office, but the Chamber shall not be restricted from endorsing or opposing any City, County, State, or Federal legislation it feels is beneficial to its membership and the City at large, or inimical to the best interests of its membership or to the citizenry at large. No Chamber funds shall be expended for private purposes.
- b. The Chamber shall provide a copy of its approved budget of its revenues and expenditures to the City Council for the period covered by this agreement.
- c. The Chamber will present a full report of its expenditures to the City within ninety (90) days of the close of each fiscal year.
- d. The City may transfer funds to the Chamber only in accordance with this agreement.
- e. The Chamber shall make a written report to the City Council within fifteen (15) days after the end of each quarter indicating its activities, accomplishments, and services rendered during the preceding quarter.

4. Payment by City

The annual payment will be calculated by the Finance Director and reviewed by the City Manager prior to July 1 of each fiscal year. Payment to the Chamber will be on a monthly basis for each fiscal year.

5. Term

This agreement shall be effective the first day of July, 1989, and shall continue in effect until amended or terminated by provisions in the agreement.

6. Unilateral Termination

The Chamber recognizes the City's financial position may be tenuous and the funding of Public Safety services is a paramount consideration by the City, therefore, this agreement may be terminated by either party by giving thirty (30) days written notice to the other, and this agreement shall terminate forthwith thirty (30) days following the date of written notice.

7. Amendment

Amendments to this agreement may be submitted by either party no later than thirty (30) days prior to June 30 of each year. Proposals shall be submitted in writing. Changes in the agreement shall be incorporated in the agreement for the succeeding year and shall become effective on the 1st day of July, upon approval of City Council.

8. Assignment

This agreement shall not be assigned by the Chamber without written consent of the City.

9. Notices

All notices herein required shall be in writing and delivered in person or sent by registered mail, postage prepaid.

Notices required to be given to City shall be addressed as follows:

City Manager
City of Manhattan Beach
1400 Highland Avenue
Manhattan Beach, California 90266

Notices required to be given to the Chamber shall be addressed as follows:

Manhattan Beach Chamber of Commerce
P. O. Box 3007
Manhattan Beach, California 90266

Provided either party may change such address by notice in writing to the other party and thereafter notices shall be addressed and transmitted to the new address.

IN WITNESS WHEREOF, the parties hereto have caused this agreement to be executed by their officers thereunto duly authorized the day and year first above written.

MANHATTAN BEACH CHAMBER OF COMMERCE

By *[Signature]*
President

ATTEST:

[Signature]
Executive Director

CITY OF MANHATTAN BEACH

[Signature]
City Manager 8-2-89

ATTEST:

[Signature]
City Clerk

APPROVED AS TO FORM:

[Signature]
City Attorney

