

**AZTEC SHOPS, Ltd.**  
**Minutes of the Meeting of the**  
**Board of Directors**  
**December 1, 2021**

Members present: Carl Winston (Chair), Agnes Wong Nickerson, Leanne Locano, Brittany Santos-Derieg, Edward Pierzak, Tyler Morgan, Austin Barber, Luke Wood, Alexia Oduro, Ashley Tejada.

Members absent: Tom Donnelly, Bianca Shaw

Others present: Todd Summer, Kathy Brown, Heather Hawkins, Paul Melchior, R.D. Williams, Jahan Jamshidi, Jennifer Larkin, Susan Hawke, Benjamin Eisenstein, Rehza Baraichi, Dawn Stoebe, Nance Lakdawala, Gina Jacobs

**I. Call to Order**

Carl Winston, Chair, called the meeting to order at 8:15 a.m. Carl welcomed everyone.

**II. Approval of the September 17, 2021 Board Meeting Minutes**

Agnes Wong Nickerson moved to approve the minutes of the Board of Directors meeting of September 17, 2021. Ed Pierzak seconded the motion and it passed unanimously (9-0-0, Ashley Tejada not yet present).

**III. Public Comment**

Carl Winston opened the meeting for public comment. Todd Summer said Aztec Shops did not receive any emails requesting internet access. There was no public comment at the meeting.

**IV. DEI Update**

Jennifer Lakin introduced Rehza Baraichi, DEI Manager, who joined Aztec Shops in October. Rehza spent the last month becoming familiar with campus, documents, and policies. He plans to join the equity council and go to all employee resource groups, having already been to some meetings. Rehza met with Aztec Shops directors and discussed DEI plan goals. He stated some goals in the plan have already been met and that some timelines for other goals need to be adjusted. He will also recommend updates to the plan, when and if needed.

**V. Articles of Incorporation**

Todd Summer introduced Gina Jacobs, Associate Vice President for SDSU Mission Valley. He also introduced Dawn Stoebe, IT Associate Director; Susan Hawke, Executive Director Food & Beverage for Aztec Stadium; Ben Eisenstein, Special Projects Executive; and noted everyone just met Rehza Baraichi, DEI Manager.

Todd coordinated with two legal professionals on an Articles update. Robert Griffin, formerly Executive Director of the SLO Foundation who currently does some legal work for AOA,

prepared analysis of the current Articles and recommended changes. The offices of Hecht Solberg, the corporate attorneys for Aztec Shops, reviewed the changes and offered some additional input. The articles needed to be restated as various items were outdated. The main changes included Article V, which deals with disbursements of the assets of the corporation if the company dissolves. The President of SDSU and the Chancellor of California State University have the authority to disperse the assets, but California code also states the Board should have authority. This article was updated to include the Board. Another significant change was Article VI, which now states provisions for the makeup of the board will be set forth in the Bylaws, thus removing those provisions from the Articles. Hecht Solberg will file with the Attorney General and Secretary of State. Luke Wood moved to approve the proposed changes, Agnes Wong Nickerson seconded and the motion passed unanimously (10-0-0).

## VI. Management Discussion

a. **Balance Sheet** – Heather Hawkins stated cash increased \$5.5M from the prior month, mostly due to the receipt of meal plan revenues. Aztec Shops is also working on the Payroll Protection Plan loan forgiveness documentation and expects to submit the application in December.

b. **Corporate Update** – Todd stated Aztec Shops was conservative in its budget, expecting fewer events on campus at the start of the term. Events and other areas have been strong and Aztec Shops is \$3M net from operations ahead of budget through October. With difficulties in hiring employees at the beginning of the fall term, Todd stated staff on-site worked harder than ever before to run things as efficiently as possible with strong success. A byproduct of this was close to \$500K in savings in labor and labor related expenses. Aztec Shops is currently much closer to full staffing levels. Todd stated he hoped Aztec Shops could stay close to or keep the \$3M positive discrepancy through the end of the fiscal year.

c. **Campus Stores** – Kathy Brown commented Campus Stores is off to a good start with sales ahead of budget by \$1.5M. The division restructured and is operating with reduced staff. Apparel sales are strong mainly due to welcome week. Computer hardware sales are good. In Spring, Campus Stores will be involved with GradFest and the NCAA men's basketball tournament at Viejas Arena.

d. **SDSU Dining** – Paul Melchior said dining has had strong sales with events and catering being the strongest. The Aztec Rocks Hunger campaign was successful. Aztec Shops beat its goal. In response to a question from Alexia Oduro, Paul said the types of meal plans changed back to traditional plans and Dining was seeing an increase in the number of upper division plans. Agnes Wong Nickerson asked how the leased operations were faring and Paul stated they are generally faring well.

e. **Business Development and Contract Housing** – R.D. said Aztec Shops is tracking ahead of budget by \$450,000 in net from operations. Some of that is timing but he feels Aztec Shops will hold strong throughout the year. Aztec Shops was able to get good occupancy at Albert's, despite it being primarily offline from Housing's inventory this year, and Fraternity Row is mostly filled. Commercial spaces are near full with the former Verizon space at South Campus Plaza still vacant. Depreciation year to date is \$1.1 M.

## VII. Stadium Update

a. **Food & Beverage** – Paul Melchior said Spectra is the contract management company selling and operating the stadium events. Aztec Shops has an exclusive contract to handle

food and beverage for those events. Susan Hawke stated Aztec Shops and Athletics introduced branding partners and held a successful media event on November 3rd. Some recent hires include the general manager of premium to oversee the clubs and higher end catering and the Executive Chef for the stadium. Ben further detailed the November 3rd event. Aztec Shops and Athletics outfitted The Garden restaurant with different food stations for the different partners. NBC, ABC, Fox, San Diego Business Journal, and Union-Tribune ran stories. Athletics and Aztec Shops also had a social media campaign to introduce the partners. Aztec Shops is working with an SDSU hospitality and tourism class to identify best practices from other venues across the country. Agnes thanked the team and said they did an outstanding job of selecting the partners, and the media event was very nice.

b. **Merchandise** – Kathy Brown is working on team store concepts and showed a picture of the main outlet. Kathy stated Aztec Shops was thinking about hiring a local artist to design a mural near the ramp to the concourse. Ashley asked about special merchandise for the stadium and Kathy responded there will be exclusive merchandise for the stadium but that nothing specific could yet be shared.

c. **POS/Mobile** - Jahan stated his department has been working on the stadium project for a year or more and wanted the best experience for customers. Dawn stated an RFP was issued for the POS/Mobile platform and Aztec Shops has selected Venue Next, a very forward thinking and customer-oriented company. Venue Next works with the 49ers and Nationals and many other venues across the country. Aztec Shops plans to have 250 POS stations which is more than the entirety of the main campus.

### **VIII. Conflict of Interest**


Todd Summer said conflict of interest is an annual item. Directors should review the form, sign, scan and send it back to Todd by December 31st.

### **IX. Closed Session**

Carl stated the education code requires auxiliary board meetings to be in open session. Discussions related to investments, litigation, a specific individual personnel matter, or collective bargaining may be held in closed session. At this time, Carl entertained a motion to move into closed session. Agnes Wong Nickerson made the motion, Austin Barber seconded and the motion passed unanimously (10-0-0).

### **X. Adjournment**

Ed Pierzak moved to adjourn the meeting, Tyler Morgan seconded and the motion passed unanimously (10-0-0). The meeting was adjourned at 9:28am.

  
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Todd Summer  
Chief Executive Officer