



ANNUAL BUSINESS MEETING

October 7th – 8th 2019

Quail Lodge Resort & Golf Club
8205 Valley Greens Drive
Carmel, California 93923
(866) 675-1101 ext. 7



SCHEDULE OF EVENTS

Quail Lodge Resort & Golf Club
8205 Valley Greens Drive
Carmel, California 93923
(866) 675-1101 ext. 7

Monday, October 7, 2019 – CSOAA Annual Meeting and Dinner

- 12:45 pm Meeting Room Opens
Please join us for Coffee & Light Snacks
Valley Room
Thank you to our snack break sponsor:
- 1:00 – 4:30 pm CSOAA Annual Meeting – **Prompt start at 1:00pm**
- 6:00 – 7:00 pm Cocktail Reception
Lodge Putting Greens
Thank you to our cocktail reception sponsor:
- 7:00pm CSOAA Annual Dinner
Valley Room



Tuesday, October 8, 2018 – CSOAA Golf Tournament

- 7:00 am *Coffee & boxed hot breakfasts available for Golfers at the Starter Shack*
- 7:30 am First Tee Time at Quail Lodge Golf Club for those registered to play
Quail Lodge Golf Club
8000 Valley Greens Drive
Carmel, California 93923

Thank you to our additional conference sponsors:



California State Outdoor Advertising Association
Annual Membership Meeting – October 7, 2019 - 1:00pm – 4:30pm

Quail Lodge & Golf Club
8205 Valley Greens Drive
Carmel, California 93923
(866) 675-1101 ext. 7

1. Call to Order - **Prompt start at 1:00pm**
2. Anti-Trust Policy
3. Welcome & Introductory Remarks
 - Ray Baker, CSOAA President
4. Approval of Previous Meeting Minutes
5. Legal Update – San Francisco Sugar Sweetened Beverage Litigation (Joining Call at 1:30pm)
 - Joshua Dick, Gibson Dunn
6. OAAA Update – (Joining call at 2:00pm)
 - Kerry Yoakum, Vice President of Government Affairs, OAAA
7. CSOAA Governance Items:
 - Bylaws – Signatures
 - Election of Officers (4) & Directors (6)
 - Applicant for Admission to Active Membership – Mahlmann Media
 - PSA Program Update
 - Financial Update
 - 2020 Proposed Expenses
 - Dues Structure
 - 2020 Annual Meeting Location & Date – Poll Results
8. Legislative Update – 2018
 - Meghan Loper, Dennis Loper & David Creager, CSOAA Legislative Advocates & Ron Beals, CSOAA Counsel
9. Update from Office of Outdoor Advertising, Caltrans (Calling in at 3:30pm)
 - Velessata Kelly, Office Chief
10. For the Good of the Order & Closing Remarks
11. Adjournment

BRIEF CSOAA BOARD OF DIRECTORS MEETING UPON ADJOURNMENT

Please join us at 6:00pm at the Lodge Putting Greens for cocktails followed by Dinner in the Valley Room beginning at 7:00pm

ANTITRUST COMPLIANCE PROGRAM OF THE CALIFORNIA STATE OUTDOOR ADVERTISING ASSOCIATION

It is the policy of California State Outdoor Advertising Association (CSOAA) to fully comply with the antitrust laws of the United States and the State of California. In order to assure full compliance, the following policies and procedures are to be followed by all employees, agents and members of CSOAA and by representatives of any members of the association.

At any meeting of the membership of the association or any committees of the association, or any meeting where any employee or agent of the association is present or where the association is in anyway involved, there shall be no discussion of the following:

- Any aspect of pricing, such as maximum prices, minimum prices, discounts, or credit and payment terms;
- Any other terms of sale;
- Divisions of markets by geographic area or types of customers served;
- Decisions not to compete on bids or the details of any bids submitted;
- Refusals to deal with a supplier who sells to a competitor or who cuts prices, or otherwise aggressively solicits customers;
- Refusals to deal with a customer who aggressively seeks lower prices or better services;
- Any practices or conduct which could be construed to constitute a boycott or an attempt to exclude competition.

It is the intention of this program to preclude any discussion whatsoever at any meeting of CSOAA, or any meeting where association personnel are present, of any matter related to prices, rates, discounts or particular competitive practices of the members of the association. The antitrust statement shall be reviewed at each meeting of CSOAA membership or of its committees. Those present shall adhere to the association's antitrust policies both in the formal meetings and in any informal discussions before, after or during the meetings.

Copies of this Antitrust Compliance Program shall be distributed annually by the President to each member of CSOAA. The President shall periodically review the Antitrust Compliance Program with CSOAA's Board of Directors.



**THANK YOU TO OUR ANNUAL
MEETING SPONSORS:**



California State Outdoor Advertising Association
Annual Membership Meeting – October 8, 2018 - 1:00pm – 4:30pm

The Ritz Carlton Bacara, Santa Barbara
8301 Hollister Avenue
Santa Barbara, California 93117
(805) 968-0100

MINUTES

1. Call to Order - *Prompt start at 1:06pm*

Meeting called to order at 1:06pm.

Attendees:

<i>Ray Baker, Lamar</i>	<i>Dave McWalters, Clear Channel</i>
<i>Phil Cherry, Lamar</i>	<i>Layne Lawson, Clear Channel</i>
<i>Chris Prickett, Lamar</i>	<i>Katrin De Marneffee, Clear Channel</i>
<i>Hal Kilshaw, Lamar</i>	<i>Brian Canley, Outfront</i>
<i>Vanessa Moorman, Lamar</i>	<i>Jim Johnsen, Johnsen, Fretty & Company, LLC</i>
<i>Todd Porter, Lamar</i>	<i>Meghan Loper, CSOAA Advocate</i>
<i>Ted Stream, Stream, Kim, Hicks & Wrage & Alfaro, PC</i>	<i>Marvin Pineda, CSOAA Advocate</i>
<i>Brian Smith, Lamar</i>	<i>Ron Beals, CSOAA Counsel</i>
<i>Billy Wynn III, General Outdoor</i>	<i>Myron Laible, OAAA (via teleconference)</i>
<i>Bill Wynn, Jr., General Outdoor</i>	<i>Joshua Dick, Gibson Dunn (via teleconference for SSB presentation only)</i>
<i>Mark Kudler Bulletin Displays</i>	
<i>Al Martini, United</i>	
<i>Stacy Miller, Stacy Miller Public Affairs</i>	
<i>Tim Fox, Outfront</i>	
<i>Jeannie Carbajal, Independent's</i>	
<i>Tim Lynch, General Outdoor</i>	
<i>Greg Redeker, Stott</i>	
<i>Jason Ripp, Stott</i>	
<i>Mike Zukin, Meadow Outdoor</i>	
<i>Dustin Snyder, Daktronics</i>	
<i>Bill Ripp, Lamar</i>	
<i>Josh Haygood, Watchfire Signs</i>	
<i>Michael Wright, Attorney at Law</i>	
<i>Bob Meyer, RMG Outdoor</i>	
<i>Jared Johnson, Samsung</i>	
<i>Marnie Cody, Hamlin + Cody</i>	
<i>Ken Person, YESCO</i>	
<i>Bobby Tatman, Formetco</i>	
<i>Peter Raulli, POP! Outdoor Media</i>	

2. Anti- Trust Policy

Members invited to review antitrust policy.

3. Welcome & Introductory Remarks
 - Billy Wynn III, CSOAA President

Mr. Wynn invited self-introductions from those in attendance. He extended thanks to the sponsors – RMG Outdoor, Lamar, Bulletin Displays and YESCO.

4. Update from the Bureau of Cannabis Control, California
 - Presentation by Lori Ajax, Chief (joining via teleconference at 1:15pm)

Mr. Wynn offered a brief introduction of Ms. Ajax. She opened her remarks commenting that the Bureau is starting to several questions and complaints related to advertising. She acknowledged that they are working on further changes to regulations based on the comments submitted by CSOAA. Goal in early December. Based on changes a 15- day comment period will be happening very soon. Suspect there may be changes even after the final regulations. SB 1459 just signed. Temporary licenses issued – have issued over 1,000 temporary licenses. Have not issued any annual licenses yet. After December 31st can no longer issue a temporary license. A lot of the issues getting an annual license has to do with delays at the local level. SB 1459 allows for provisional licenses through 2019.

Related to advertising. Receive a lot of complaints about unlicensed advertising and online advertising. Got complaints about newspaper advertising. Led to more education for print advertisers. Still making some changes, understand they need to be clearer, in some cases the statute isn't as clear as regulators would like it to be. Age verification – because billboards are not directed at a specific audience don't consider us needing age verification.

License search database expected to be up in the next two weeks. Folks that do not have a license are trying to partner with existing licensees – so be careful. There will be more enforcement on that.

Al Martini – Q: cannabis advertisers in Vegas looking at I-15 – A: most likely cannot advertise. If they are licensed in NV, they have to follow CA rules.

Mr. Wynn – Summarized much of what had been discussed -- all advertisers must be licensed in CA. Should avoid advertisements that interstates that cross in to another state. Currently looking at a proximity standard. As of right now avoid cross interstate. Who is the regulator? A: going to depend on the circumstance of the case.

Ray Baker, Lamar – question regarding spacing. How is that being enforced? Ultimately falls on the Bureau, but the locals may be doing some as well. CA is humongous, most coming in through complaints. In the future will there be a notice to comply? Usually that is how we

would go – but if there are minors in the ads or something more egregious may look for more immediate action.

Have not had any communication with federal regulators.

General consensus was this is an item to continue to monitor.

5. Approval of Previous Meeting Minutes & Financial Update
 - Jim Moravec, CSOAA Secretary

In Mr. Moravec's absence, Mr. Wynn offered a brief summary.

Motion to approve Minutes and Financial, update approved.

6. PSA Program Update
 - Stacy Miller, Stacy Miller Public Affairs

Quick update. 5 campaigns, more than 300 boards committed. 2 campaigns on the horizon. Bonnie Lung, and Latino coalition coming Q1. New printing company Independent – thank you Jeanie. Review of fee structure for discussion. Catholic Charities – Rise together. Vote Health just came in had to print a lot of product for the deadlines.

Mr. Wynn asked a question about how to forecast for inventory? Ms. Miller answered: For campaigns for next year - Goal two early, one mid, 2 late.

Recessed meeting at 2:22pm.

Reconvened at 2:50pm.

7. Legislative Update – 2017
 - Meghan Loper & Marvin Pineda, CSOAA Legislative Advocates & Ron Beals, CSOAA Counsel

The Association was very successful in defeating two measures related to exemptions to the outdoor advertising act: SB 744 (Hueso) and SB 405 (Mendoza). Additionally, CSOAA and its members were able to work with Assemblymember Rubio on amendments suggested by the association. With the amendments negotiated, CSOAA supported her bill AB 3168 which was signed in to law by Governor Brown.

8. Bylaws & Governance Discussion
 - Billy Wynn, CSOAA President
 - Election of Officers & Board of Directors

Mr. Wynn explained proposed bylaws.

Mr. Beals provided historical background and summarized the status of the conversations to date. He highlighted some of the outstanding issues:

- 1. Size of Board of Directors*
- 2. Minimum check authorization for executive director to sign checks without having to seek board approval*
- 3. Voting*

Mr. Wynn encouraged members to provide final comments, with the goal of having a version ready for adoption by mid-November.

Mr. Lynch made a motion to carry the final vote via email. The motion was amended to also ratify POP! Media's (Peter Raulli) application for membership at the time the new bylaws are approved. Mr. McWalters seconded the motion.

Members discussed that moving forward all new members should be ratified at the annual meeting.

Mr. Wynn proposed the following slate of officers to begin as of January 1, 2019.

Ray Baker – President

Tom Veale – VP

Mary Valencia – Secretary

Al Martini – Treasurer

A motion to accept the slate as proposed was made by Mr. Lynch, second by Mr. Kudler.

- 9. Legal Update – San Francisco Sugar Sweetened Beverage Litigation*
 - Joshua Dick, Gibson Dunn (joining via teleconference at Josh is available at 3:15pm)*

Joined via conference call. Gave summary and referenced written summary in the packet. On September 25, 2018, the case was argued before the en banc panel in Pasadena. Highlighted that one of the judges on the en banc panel noted that type I diabetes is genetic and not caused by SSBs. While we await the en banc panel's decision the Ordinance continues to be without any force.

- 10. Update from Office of Outdoor Advertising, Caltrans*
 - Velessata Kelly, Office Chief (joining via conference call at 3:30pm)*

George Anzo filling in for Velessata. Four topics:

- 1. Interim solution had been operating on Lotus notes. Interim solution now up and running, but do not have an online web portal. Currently internal only.*
- 2. Updating of operating manual and procedures. Working on updating field manual to make consistent between northern and southern California.*

3. *Working on more transparent organization and performance metrics within the industry. Must survey 300 miles within every 30-day period. Response to applications within 50 or 60 days.*
4. *AB 3168 –goes in to effect on January 1, 2019.*

Question from Stott – regarding supplemental materials. Can we start to provide those to help to expedite approval?

A: Inspection has to be done by a representative to the state. Would be happy to welcome materials, but ultimately, ODA has to make the inspection. Handcuffed by the statute. Cannot formerly or informally ask for more materials.

Tim Lynch – question on violations, we try to be helpful on reporting. A: The priority for performance targets: applications, permits then violations. Have to execute in that order. Provide as much to the ODA inbox as possible. On premise display violations popping up as well.

11. OAAA Update
 - Myron Laible (joining via teleconference at 4:15pm)

Briefed group on a Tennessee case where TN ODA held unconstitutional (further proceedings expected) and a legal challenge to a Cincinnati advertising tax. He also updated FHWA matters: the New York tourism signs that had been removed and a project to show relocation is more effective than removal/compensation: Florida and North Carolina involved. Finally, Scenic America continues efforts to ban billboards; latest effect is a “scenic highway program.”

12. For the Good of the Order & Closing Remarks
13. Adjournment: *Motion to adjourn approved at 4:33.*

Privileged & Confidential:
Attorney-Client Communication
Attorney Work Product

On July 24, 2015, the American Beverage Association (“ABA”), California Retailers Association (“CRA”), and CSOAA (collectively “Plaintiffs”) filed a lawsuit against the City of San Francisco, alleging that a San Francisco Ordinance that required Plaintiffs to include a health warning on sugar-sweetened beverage (“SSB”) ads violated their First Amendment rights. The ordinance would, in part, require the warning to be placed on all outdoor advertising in San Francisco. Plaintiffs asked the district court to preliminarily enjoin enforcement of the Ordinance, pending a final determination of its constitutionality. On May 17, 2016, the district court denied our motion for a preliminary injunction, concluding that Plaintiffs were unlikely to prevail on their First Amendment claims. The court found that San Francisco’s Ordinance required Plaintiffs to convey a fact, as opposed to an opinion, and that the Warning was not misleading. The court, however, enjoined enforcement of the Ordinance pending any appeal by Plaintiffs.

Plaintiffs thereafter appealed the district court’s ruling to the United States Court of Appeals for the Ninth Circuit (“Ninth Circuit”). Gibson Dunn submitted opening and reply briefs on behalf of CSOAA, arguing that San Francisco’s warning requirement violated CSOAA’s members’ First Amendment rights by forcing them to include a warning on their advertisements that they would prefer not to provide. San Francisco filed a brief in response arguing that its warning requirement is constitutional because it only requires Plaintiffs to convey factual and accurate information. The Ninth Circuit held oral argument on April 17, 2017.

On September 19, 2017, the Ninth Circuit reversed the district court’s decision, concluding that the Ordinance was unconstitutional because it was not purely factual and uncontroversial, but instead conveyed to consumers that there is something “inherently” harmful about SSBs, which is contrary to the FDA’s conclusions that such beverages are safe when consumed in moderation. The panel also concluded that the warning, which would have covered 20% of any outdoor advertisement, was unduly burdensome.

On October 17, 2017, San Francisco filed a petition for the panel or en banc rehearing. On October 11, 2017, the panel “directed” appellants to file a response to appellee’s petition for

panel rehearing or rehearing en banc, which ABA timely filed on behalf of both itself and CSOAA on November 21, 2017.

On September 25, 2018 the case was argued and submitted to the en banc panel (Judges Hurwitz, Christen, Ikuta, Fletcher, W. Nelson, Thomas (presiding), Graber, Berzon, Murguia, Nguyen, and Owens) at oral argument in Pasadena, California. Richard Bress of Latham and Watkins LLP argued on behalf of ABA, CSOAA and CRA. Jeremy M. Goldman, a city attorney, represented the City.

On January 31, 2019, the Ninth Circuit issued its en banc opinion holding that the district court abused its discretion in denying Plaintiffs' motion for a preliminary injunction. The en banc court was unanimous in ruling in Plaintiffs' favor, though there were three separate concurrences from judges who agreed with the majority's ultimate conclusion but disagreed with its reasoning. The majority opinion held that the *Zauderer* standard applied to the City's Warning, even though it was not intended to cure otherwise misleading advertisements. The majority concluded that the City failed to satisfy the *Zauderer* standard because it failed to show that the Warning's 20% size requirement was not "unjustified or unduly burdensome" in light of similar warnings that occupied a smaller space. Thus, the majority did not consider whether the Warning met the separate requirements under *Zauderer* of being "purely factual and uncontroversial." Because Plaintiffs had shown that they are likely to succeed on the merits of their First Amendment claim, the majority further ruled that the remaining factors for an injunction—irreparable harm, the balance of interests, and the public interest—also weighed in Plaintiffs' favor. In one of the concurrences, two judges would have held that the Warning was not "purely factual and uncontroversial" and would have decided the issue on that basis instead of addressing the size requirement. Two other judges, each writing separately, would have held that the City's Warning was subject to a more rigorous standard of review—under strict or heightened scrutiny—and that the City failed to satisfy that standard.

Following the en banc decision, the case was remanded back to the district court for further proceedings. Although the litigation to date had all been at the stage of a preliminary injunction pending review on the merits, as a practical matter, it would have been very difficult for San Francisco to prevail on the merits in light of the Ninth Circuit's ruling. Plaintiffs' counsel attempted to settle the case by offering not to seek attorney's fees from the City if the City would agree not to try to adopt a revised ordinance. But the City ultimately declined to

settle and indicated that it plans to pass an amended ordinance this year. The trial judge decided to give the City additional time to amend the ordinance rather than proceed to the summary judgment stage with regard to the existing (and likely unenforceable) Ordinance.

San Francisco recently outlined a new proposed ordinance that, according to the City, “would amend the Sugar-Sweetened Beverage Advertising Warning Ordinance in several ways. First, it updates the ordinance’s statement of findings and purpose with more recent information about the U.S. Department of Agriculture’s Dietary Guidelines and patterns of consumption. Second, it amends the definition of ‘advertiser’ to include persons in the business of manufacturing, selling, or promoting SSBs or their agents or contractors, but to exclude persons generally in the business of placing, installing, or providing space for display of advertisements. Third, it reduces the size of the required warning from 20% to 10% of the total area of the ad. Fourth, it modifies the text of the required warning to: ‘SAN FRANCISCO GOVERNMENT WARNING: Drinking beverages with added sugar(s) may contribute to obesity, type 2 diabetes, and tooth decay.’ These modifications reduce the number of words in the required warning, and make the additional changes in light of the concurring opinion referred to above. And fifth, it revises the ordinance’s enforcement provisions, charging the Director of the Department of Public Health with issuing administrative notices, conducting hearings, and ordering administrative penalties. The revised enforcement provisions would also permit the City Attorney’s Office to pursue civil enforcement. These proposed amendments would become operative one year from the ordinance’s effective date.”

We are currently evaluating the possibility of challenging the new ordinance. Importantly, if the proposed ordinance does exclude “persons generally in the business of placing, installing, or providing space for display of advertisements,” CSOAA’s members may not face liability under the new scheme. It is unclear, however, what the exact language of the amended ordinance will be and whether it will ultimately be adopted.

**BYLAWS OF
CALIFORNIA STATE OUTDOOR ADVERTISING ASSOCIATION**

**ARTICLE I
Name**

SECTION 1. This organization shall be known as the CALIFORNIA STATE OUTDOOR ADVERTISING ASSOCIATION, a non-profit California mutual benefit corporation. Its principal place of business shall be 1215 K Street, Suite 1500, Sacramento, California 95814 unless otherwise designated by the Board of Directors.

**ARTICLE II
Objects**

SECTION 1. To foster the interests of those persons, firms or corporations engaged in the business of out of home advertising.

To exchange information that will benefit the persons and organizations engaged in this industry.

To foster ethical and fair business practices in the industry and advance the industry in all respects, including adoption of appropriate standards of business practice.

To promote better public relations among the various organizations within the industry.

To inform the general public about issues affecting the industry, and to foster a favorable image of the industry, through effective relations with the press.

To establish a governmental relations program that will protect the interests of the industry. The program will advance legislation helpful to the industry, and oppose governmental action deleterious to its interests.

**ARTICLE III
Classes of Membership**

SECTION 1. The association will have two (2) classes of membership: (a) Active Membership
(b) Associate Membership

SECTION 2. The Active Membership of this Association shall consist of persons, firms or corporations actively engaged in the business of traditional outdoor advertising, such as owning and operating bulletins and poster panels (including those with changeable technology, such as LEDs, and have a state outdoor advertising license. Active Members shall have the right to vote, as set forth in these bylaws, on the election of Officers and Directors, on the disposition of all or substantially all of the assets of the Association, on any merger and its principal terms and any amendment of those terms, on any election to dissolve the Association, and on any other matter on which the members may be legally entitled to vote. Each Active Member shall pay dues and assessments to be determined from time to time by the Board of Directors. If the Association is dissolved, Active Members shall receive a pro rata distribution of all assets, exclusive of those held in charitable trust, remaining after payment or provision for payment of the obligations and debts of the association and provision for any other payment required under applicable law. Such distribution shall be computed by reference to the average proportional dues paid by each Active Member during the three fiscal years preceding the year in which dissolution occurs.

SECTION 3. Associate Memberships shall consist of those persons, firms or corporations not actively engaged in out of home advertising who are interested in the welfare of the industry.

SECTION 4. The Association may refer to Associate Members or other persons or entities as "members" even though such persons or entities are not voting members as set forth in Section 2 above. No such reference shall constitute anyone a member within the meaning of Section 5056 of the California Corporations Code unless that person or entity shall have qualified for such voting membership under Section 2 above. By amendment of its articles of incorporation or of these bylaws, the Association may grant some or all of the rights of a member of any class, as set forth in these bylaws, to any person or entity that does not have the right to vote, but no such person or entity shall be a member within the meaning of Section 5056 of the California Corporations Code.

ARTICLE IV Voting Power

SECTION 1. The voting power of the Association shall be vested in the Active Members. The voting power may be exercised at a regular meeting of the Association, upon the call of the President or the Board of Directors in the absence of a regular meeting, or by written ballot filed with the Secretary of the Association. In each case, each Active Member shall have a number of votes based on the number of panels it operates. Each companies' dues and assessments shall be based on the percentage proportion of its votes to the total number of votes for that year:

<u>Panel numbers</u>	<u>Votes</u>
<u>1-10</u>	<u>1</u>
<u>11-50</u>	<u>2</u>
<u>51-100</u>	<u>4</u>
<u>101-200</u>	<u>6</u>
<u>201-399</u>	<u>8</u>
<u>400-699</u>	<u>10</u>
<u>700-999</u>	<u>12</u>
<u>1000-1499</u>	<u>14</u>
<u>1500-1999</u>	<u>16</u>
<u>2000-2999</u>	<u>18</u>
<u>3000-6999</u>	<u>20</u>
<u>7000-9999</u>	<u>22</u>
<u>10,000 or above</u>	<u>36</u>

SECTION 2. The majority of the voting power present in person at any regular meeting of the Association, or in the absence of a regular meeting, written ballots representing a majority of the total voting power of the Association, shall be sufficient to authorize or approve any action taken or to be taken by or on behalf of the Association. Members may authorize another member of their company to act by proxy with respect to such voting.

SECTION 3. At any meeting of the Board of Directors each member of the Board shall have one (1) vote. The use of proxies is not permitted at a meeting of the Board of Directors, except any member may give his/her proxy to another member of his/her company.

ARTICLE V
Admission to Membership

SECTION 1. Active Members admitted after the adoption of these amended bylaws shall be admitted to membership as follows:

- (a) Any firm or corporation eligible for membership in this Association may make written application on a form provided by the Association.
- (b) Each application for membership shall be investigated by the Board of Directors or its designated representative.
- (c) Members shall be elected by a majority vote of the entire active membership
- (d). Existing members shall reapply for membership if 50% or more of the ownership of that member's company is sold or transferred; this requirement shall not apply to companies that are sold or transferred to another existing member.

SECTION 2. Associate Members shall be elected in the same manner as Active Members.

ARTICLE VI
Membership Discipline & Termination

SECTION 1. Any member may be reprimanded, suspended or expelled by the Board of Directors for conduct inconsistent with the Code of Ethics of the Outdoor Advertising Association of America ("OAAA"), or any additions to that Code adopted by this Association, after a hearing has been held by the Board of Directors and a determination made by a majority vote of the entire Board of Directors.

SECTION 2. Any charge against a member of this Association must be in writing, and the President or Executive Director of the Association shall notify the member of the charge, its substance, and the reasons for the proposed discipline or termination at least thirty (30) days prior to the hearing to be held by the Board of Directors. Notice shall be given by registered first class mail sent to the member's last address as shown on the Association's records. At the hearing, the member may be present and represented by counsel if desired, and the hearing shall be held in accordance with rules and regulations as determined by the Board of Directors, with rules and regulations as determined by the Board of Directors. The hearing shall be held at least five days before the Board's decision on the charge. The decision of the Board shall be made in good faith and shall be final. Any action challenging the Board's decision, including a claim alleging defective notice, must be commenced within one year of the date of the decision.

SECTION 3. Should a member wish to resign from the California State Outdoor Advertising Association for any reason whatsoever, a resignation shall be sent to the Association office by registered mail.

SECTION 4. In accepting membership in the Association all members agree to and shall be bound under the Bylaws of this Association and agree, as a consideration of membership, to pay the Association's court costs and attorney's fees should action become necessary to collect dues or assessments. All membership dues must be paid in full by the 10th of the month in which due. Any member who fails to pay dues or assessments within sixty (60) days of the due date automatically, and without notice, loses all rights and privileges of membership. Dues and assessments must be paid in full before membership may be reinstated by the Board

of Directors. Membership must be reinstated by the Board of Directors before the rights and privileges of membership may be restored.

ARTICLE VII Officers

SECTION 1. The Officers of this Association shall consist of a President, a Vice President, a Secretary, and a Treasurer, elected by the active members of the Association. All Officers shall serve without compensation.

SECTION 2. Each Officer shall be a representative of an Active Member in good standing.

SECTION 3. All Officers of this Association shall be elected for a term of two (2) years, beginning with the 2019 calendar year, and shall serve from January 1 to December 31 in the manner hereinafter provided. In the event the election of Officers does not occur before January 1, the incumbent Officers shall serve until the next election is held and new Officers elected.

SECTION 4. The duties of the Officers shall be as follows:

(a) President: The President shall preside over all meetings of the Association or meetings of the Board of Directors; the President shall sign all contracts, leases and other documents, which shall first have been approved by the Board of Directors, except in those cases approval is required by the active membership. The President shall sign all certificates of membership. The President shall call the Directors together whenever the President deems necessary, and discharge such other duties as are necessary to the office of the President of the Association.

(b) Vice President: In the absence of the President the Vice President shall preside at all meetings of the Association or meetings of the Board of Directors. The Vice President shall also perform such other duties as usually pertain to that office or as may be assigned by the President or the Board of Directors. In the event the President and Vice President for any cause whatsoever shall be unable to act, the Board of Directors shall appoint a member of the Board to so act, in whom shall be vested for the time so acting all the duties and functions of the office of President.

(c) Secretary: The Secretary shall be responsible for keeping a complete and full record of the proceedings of the meetings of the Association and the Board of Directors and its Committees, if any. The Secretary shall keep a registry of members of the Association and shall keep a registry of members of the Association and shall carry out the other duties provided in these Bylaws.

(d) Treasurer: The Treasurer shall supervise the keeping of the books and accounting of the Association. The Treasurer shall oversee the deposits of all funds of the Association and may countersign all checks with the President or those other persons authorized by the Board. The Treasurer shall present an annual budget and fiscal report to the membership at the annual meeting of the Association and shall carry out the other duties provided by these Bylaws. Due to the geographical distance between members, the active membership may authorize the Executive Director and a member of the Executive Director's firm to sign checks and deposits upon approval of any two of the Officers and/or other members so designated; the Executive Director is authorized to sign checks up to \$1000 without Board member approval.

(e) Director: The duties of each Director are set forth in ARTICLE VIII of these Bylaws.

SECTION 5. In case of a vacancy in the office of the President, the Vice President shall succeed to the office of the President. In case of a vacancy in any other office, that vacancy shall be filled by the active membership.

SECTION 6. Each Officer shall turn over all documents and property to the successor at the time of succession.

ARTICLE VIII Directors

SECTION 1. The Board of Directors shall consist of ten (10) members elected by the membership based on their allocated votes. The Board of Directors shall consist of the officers of the Association (President, Vice President, Secretary and Treasurer) and six at-large Directors. All Directors shall serve without compensation.

SECTION 2. Beginning with the calendar year 2019, the Directors shall be elected for a term of two (2) years and shall serve from January 1 to December 31 in the manner hereinafter provided. In the event the election of Directors does not occur prior to January 1, the incumbent Directors shall serve until the next election is held and the new Directors elected.

SECTION 3. Vacancies on the Board of Directors shall be filled by the election of a Director by the active membership. Such Director shall serve for the unexpired term of the Director replaced.

SECTION 4. In the event that any Director shall be absent from three (3) consecutive meetings of the Board of Directors, without cause and without being excused, that office may be declared vacant by the Board of Directors, and the Board of Directors may forthwith proceed to fill the vacancy.

SECTION 5. The Board of Directors shall have authority to incur indebtedness for taxes, rent, office expense, utilities, insurance and such other necessary expenses as shall reasonably be incurred in the course of the operation of the Association, its office and the conduct of its business. No person, acting as an individual, can obligate the Association financially or otherwise. Except as may be hereinafter limited by these Bylaws, the Board of Directors shall have the authority to conduct, manage, and control the assets and business practices of the Association, adopt working rules and regulations not inconsistent with the statutes of the State of California, or these Bylaws, for the guidance of its membership, officers, and management, and otherwise to do such acts as are necessary and expedient to promote and protect the purposes and property of this Association. Such working rules may be repealed, modified or amended at any time by a majority vote of the members of this Association.

SECTION 6. Any Officer or Director who violates any working rule of the Association, or who commits any act or suffers the commission of any act which in the opinion of the Association is detrimental to its business interests, may be removed from office. Removal proceedings shall be initiated by the filing of a written complaint with the Secretary. Such complaint shall set forth a statement of the act or acts which are in violation of the working rules or contrary to the interests of the Association. The Officer or Director subject to the complaint shall be provided notice of the complaint, and a copy thereof, 30 days before the Association meeting at which it is to be considered. Such notice shall be given by first class registered mail at the last mailing

address contained in the Association's records. Such complaint shall be read at the next regular or special meeting of the Association and shall constitute in its reading a motion for the removal of such Officer or Director. The Officer or Director shall be granted a reasonable time to be heard at the meeting. Upon proper second, the motion shall be submitted to the membership present and such Officer or Director shall be removed upon a two-thirds (2/3) affirmative vote of the voting power present.

SECTION 7. The Board of Directors may, from time to time, enter into contracts appropriate to the proper conduct of the business of the Association.

ARTICLE IX Nomination and Election of Officers and Board of Directors

SECTION 1. The Association's Officers and Directors shall be elected at the Association's Annual Meeting, to be held within the last quarter in each even-numbered year. The term of each Officer and Director shall be held until the term expires and until a successor has been designated and qualified.

SECTION 2. At least 60 days prior to the Association's annual membership meeting in each even-numbered year, the President shall appoint a committee to nominate the next Officers and Directors of the Association.

SECTION 3. At least 30 days prior to the annual membership meeting of the Association the Secretary shall distribute to the members of the Association the committee nominees for Officers and Directors. The membership shall elect Officers and Directors at the annual meeting.

SECTION 4. Any member may propose another member representative as a substitute for any committee nominee. Selection between the committee nominee and the proposed substitute shall be decided by secret ballot. Only Active Members in good standing may vote.

ARTICLE X Committees

SECTION 1. There may be an Executive Committee to transact business on behalf of the Board of Directors. Actions taken by the Executive Committee shall be subject to the limitations on its authority contained in the California Corporations Code and shall be further subject to approval by the Board of Directors; except that the Board may authorize the Executive Committee to take final action on behalf of the Board on matters specified by the Board of Directors. The number constituting the Executive Committee shall be fixed by the Board of Directors; the President shall appoint the members of the Executive Committee from among the members of the Board of Directors.

SECTION 2. The Board may establish or discontinue committees and shall assign the powers and duties of such committees. The President, with approval of the Board of Directors, shall appoint the members of such committees and designate the Chairperson thereof. Action taken by each such committee shall be subject to the limitations on authority contained in the California Corporations Code and shall be further subject to approval by the Board of Directors. All members of committees appointed by the President shall serve at the pleasure of the President who appointed them only while that President holds office.

SECTION 3. Only representatives of Active Members of the Association may serve on committees of the Association.

ARTICLE XI Meetings

SECTION 1. The Association shall hold an annual membership meeting to transact the business affairs of the Association. The Board of Directors shall determine the time and place for such membership meetings. Notice of such meetings shall be sent to the entire membership of the Association at least fifteen (15) but not more than ninety (90) days before the meeting date. Notice shall be by first class mail to the address appearing on the books of the Association, or to the email address given by the member to the Association for purposes of notice. Special meetings may be held upon the call of the President or any three (3) members of the Board of Directors, with notice to members not less than ten (10) nor more than ninety (90) days before the meeting. At the annual meeting each member shall confirm its current panel count to establish its votes and pro rata share of dues and assessments. This count shall be used for the subsequent year; a company that changes its panel count that affects its voting category may ask that its votes and pro rata share be adjusted.

SECTION 2. At any regular or special meeting of the Association, a quorum shall consist of 70 percent or more of the voting power of the Association, including proxies. The members present at a duly called or held meeting at which a quorum is present may continue to transact business until adjournment, even if enough members have withdrawn to leave less than a quorum, including proxies, if any action taken (other than adjournment) is approved by at least a majority of the voting power required to constitute a quorum.

SECTION 3. The Board of Directors shall hold an annual meeting coincident with the Association's annual meeting, or at such other time as the President shall determine. No notice of this meeting is required as long as it is held coincident with the annual membership meeting. The President or any three (3) Directors may call special meetings of the Board of Directors. At least one day's notice shall be required for any special meeting of the Board of Directors. A quorum of Directors shall consist of not less than seven (7) members (including proxies assigned to a member of the same company as the Director issuing the proxy).

SECTION 4. In lieu of a regular or special meeting of the Board of Directors or membership of the Association, the approval of the Board of Directors or the membership may be obtained by written ratification in the same voting percentage required by these Bylaws for the proposed action.

ARTICLE XII Dues and Assessments

SECTION 1. Dues shall be payable to this Association in the following manner:

- (a) Active Members: determined by its pro rata share of the total votes.
- (b) Associate Members: The active membership shall fix the amount of these dues.

SECTION 2. Other assessments of the membership may be voted by the active membership of the Association, as necessary.

ARTICLE XIII Finance

SECTION 1. The fiscal year of the Association shall begin on the first (1st) day of January of each year.

SECTION 2. The Directors may appoint an accountant to compile, review or audit the books and records of the Association. Copies of any accountant's report shall be made available to each member of the Board of Directors. The Treasurer shall have prepared an annual financial statement, in the form required by the California Corporations Code, which shall be mailed to each member of the Board of Directors and all Active Members.

SECTION 3. The Board of Directors shall determine the depository or depositories in which the funds of the Association shall be deposited. All checks for the withdrawal of funds or the payment of money shall be signed by not less than two (2) of the persons designated by the Board of Directors.

ARTICLE XIV Indemnification

SECTION 1. To the extent permitted by law, this Association may indemnify its directors, officers, employees, and other persons described in Section 7237(a) of the California Corporations Code, including persons formerly occupying any such position, against all expenses, judgments, fines, settlements, and other amounts actually and reasonably incurred by them in connection with any "proceeding," as that term is used in that Section, and including an action by or in the right of the Association, by reason of the fact that the person is or was a person described in that Section. The Association shall grant indemnification to the extent required under Section 7237(d) of Section 7237(e)(3) of the California Corporations Code. "Expenses," as used in this bylaw, shall have the same meaning as in Section 7237(a) of the Corporations Code.

SECTION 2. No person seeking indemnification under Section 7237(b) or Section 7237(c) of the California Corporations Code shall be indemnified unless the Board of Directors has determined under Section 7237(e) of the Code whether the applicable standard of conduct set forth in Section 7237(b) or Section 7237(c) has been met. If the Board cannot authorize indemnification because the number of directors who are parties to the proceeding with respect to which indemnification is sought prevents the formation of a quorum of directors who are not parties to that proceeding, the Board shall call a meeting of members. At that meeting, the members shall determine under Section 7237(e) whether the applicable standard of conduct set forth in Section 7237(b) or Section 7237(c) has been met and, if so, the members present at the meeting in person or by proxy may authorize indemnification.

SECTION 3. To the extent permitted by law, expenses incurred by a person seeking indemnification under this Article in defending any proceeding covered by this Article may be advanced by the Association before final disposition of the proceeding, on receipt by the Association of an undertaking by or on behalf of that person that the advance will be repaid unless it is ultimately determined that the person is entitled to be indemnified by the corporation for those expenses.

ARTICLE XV
Insurance

The Association shall have the right but not the duty to purchase and maintain insurance to the full extent permitted by law on behalf of its directors, officers, employees, and other agents, against any liability asserted against or incurred by any officer, director, employee, or agent in such capacity or arising out of the officer's, director's employee's, or agent's status as such.

ARTICLE XVI
Amendments

SECTION 1. The Bylaws may be amended by a 70 percent vote of the voting power of the membership.

ARTICLE XVII
Miscellaneous

SECTION 1. This Association is a non-profit corporation and does not contemplate a pecuniary gain or profit to the members thereof by virtue of their memberships. The members thereof shall not at any time have any right to any share of the assets which this Association at any time receives or shall be entitled or have the right to claim, to any dividend or income from any of the assets of this Association, or to any distribution of any portion of the assets thereof. Any and all assets which this Association shall acquire from time to time shall be used solely for the purpose of advancing the purposes and best interests of this Association.

SECTION 2. Attorneys shall be retained to supervise the legal affairs of the Association whenever deemed necessary by the Board of Directors. Their compensation shall be fixed by mutual agreement.

ARTICLE XVIII
Seal

SECTION 1. This Association shall use the Seal heretofore adopted by the California State Outdoor Advertising Association.

ARTICLE XIX
Rules of Procedure

SECTION 1. Roberts Rules of Order shall be the parliamentary authority for all matters of procedure not specifically covered by these Bylaws. Under Roberts Rules of Order, abstaining or absent votes will not be counted in any vote count.

I certify that I am the duly elected and acting Secretary of the California State Outdoor Advertising Association, a California nonprofit public benefit corporation; that these Bylaws, consisting of 10 pages, including this page and the Members' Certification Page, are the Bylaws of this Corporation as adopted by the membership of the Association ; and that these Bylaws have not been amended or modified since that date.

Executed on _____ at _____ , California.

Secretary

MEMBERS CERTIFICATION OF ADOPTION

The undersigned certify that the entity they represent consents to the adoption of the attached By-laws of the California State Outdoor Advertising, and undersigned is legally authorized to sign this certification of behalf of his/her entity.

This document may be signed in counter-parts.


ARCTURUS ADVERTISING CO., INC.

OUTDOOR SIGN SYSTEMS

BULLETIN DISPLAY

OUTFRONT MEDIA

CLEAR CHANNEL OUTDOOR

POP MEDIA GROUP

FOSTER MEDIA

SILICON VIEW

FOXPOINT MEDIA

STOTT OUTDOOR ADVERTISING

GENERAL OUTDOOR

SUN OUTDOOR ADVERTISING, LLC

LAMAR ADVERTISING COMPANY

UNITED OUTDOOR ADVERTISING

MARIN VENTURES LLC

VEALE OUTDOOR ADVERTISING

MEADOW OUTDOOR ADVERTISING

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OUTDOOR SIGN SYSTEMS

BULLETIN DISPLAY

OUTFRONT MEDIA

CLEAR CHANNEL OUTDOOR

POP MEDIA GROUP

FOSTER MEDIA

SILICON VIEW

FOXPOINT MEDIA

STOTT OUTDOOR ADVERTISING

GENERAL OUTDOOR

SUN OUTDOOR ADVERTISING, LLC

LAMAR ADVERTISING COMPANY

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OUTDOOR SIGN SYSTEMS


BULLETIN DISPLAY, LLC

OUTFRONT MEDIA

CLEAR CHANNEL OUTDOOR

POP MEDIA GROUP

FOSTER MEDIA

SILICON VIEW

FOXPOINT MEDIA

STOTT OUTDOOR ADVERTISING

GENERAL OUTDOOR

SUN OUTDOOR ADVERTISING, LLC

LAMAR ADVERTISING COMPANY

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BULLETIN DISPLAY

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CLEAR CHANNEL OUTDOOR

POP MEDIA GROUP

FOSTER MEDIA

SILICON VIEW

FOXPOINT MEDIA

STOTT OUTDOOR ADVERTISING

GENERAL OUTDOOR

SUN OUTDOOR ADVERTISING, LLC

LAMAR ADVERTISING COMPANY

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OUTDOOR SIGN SYSTEMS

BULLETIN DISPLAY

OUTFRONT MEDIA



CLEAR CHANNEL OUTDOOR

POP MEDIA GROUP

FOSTER MEDIA

SILICON VIEW

FOXPOINT MEDIA

STOTT OUTDOOR ADVERTISING

GENERAL OUTDOOR

SUN OUTDOOR ADVERTISING, LLC

LAMAR ADVERTISING COMPANY

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OUTDOOR SIGN SYSTEMS

BULLETIN DISPLAYS

OUTFRONT MEDIA

CLEAR CHANNEL OUTDOOR

POP MEDIA GROUP Outdoor Media

FOSTER MEDIA

SILICON VIEW

FOXPOINT MEDIA

STOTT OUTDOOR ADVERTISING

GENERAL OUTDOOR

SUN OUTDOOR ADVERTISING, LLC

LAMAR ADVERTISING COMPANY

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OUTDOOR SIGN SYSTEMS

BULLETIN DISPLAY

OUTFRONT MEDIA

CLEAR CHANNEL OUTDOOR

POP MEDIA GROUP

 FOSTER INTERSTATE MEDIA, INC.

SILICON VIEW

FOXPOINT MEDIA

STOTT OUTDOOR ADVERTISING

GENERAL OUTDOOR

SUN OUTDOOR ADVERTISING, LLC

LAMAR ADVERTISING COMPANY

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OUTDOOR SIGN SYSTEMS

BULLETIN DISPLAY

OUTFRONT MEDIA

CLEAR CHANNEL OUTDOOR

POP MEDIA GROUP

FOSTER MEDIA

SILICON VIEW

FOXPOINT MEDIA


JIM MOERAVAC
STOTT OUTDOOR ADVERTISING

GENERAL OUTDOOR

SUN OUTDOOR ADVERTISING, LLC

LAMAR ADVERTISING COMPANY

UNITED OUTDOOR ADVERTISING

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VEALE OUTDOOR ADVERTISING

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BULLETIN DISPLAY

OUTFRONT MEDIA

CLEAR CHANNEL OUTDOOR

POP MEDIA GROUP

FOSTER MEDIA

SILICON VIEW

FOXPOINT MEDIA

STOTT OUTDOOR ADVERTISING



GENERAL OUTDOOR

SUN OUTDOOR ADVERTISING, LLC

LAMAR ADVERTISING COMPANY

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OUTDOOR SIGN SYSTEMS

BULLETIN DISPLAY

OUTFRONT MEDIA

CLEAR CHANNEL OUTDOOR

POP MEDIA GROUP

FOSTER MEDIA

SILICON VIEW

FOXPOINT MEDIA

STOTT OUTDOOR ADVERTISING

GENERAL OUTDOOR

 Tadel Hanson
Gm 5/29/15
SUN OUTDOOR ADVERTISING, LLC

LAMAR ADVERTISING COMPANY

UNITED OUTDOOR ADVERTISING

MARIN VENTURES LLC

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OUTDOOR SIGN SYSTEMS

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POP MEDIA GROUP

FOSTER MEDIA

SILICON VIEW

FOXPOINT MEDIA

STOTT OUTDOOR ADVERTISING

GENERAL OUTDOOR

SUN OUTDOOR ADVERTISING, LLC

 3/17/19

LAMAR ADVERTISING COMPANY

UNITED OUTDOOR ADVERTISING

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SILICON VIEW

FOXPOINT MEDIA

STOTT OUTDOOR ADVERTISING

GENERAL OUTDOOR

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FOSTER MEDIA

SILICON VIEW

FOXPOINT MEDIA

STOTT OUTDOOR ADVERTISING

GENERAL OUTDOOR

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ARCTURUS ADVERTISING CO., INC.


BULLETIN DISPLAYS, LLC

OUTDOOR SIGN SYSTEMS

OUTFRONT MEDIA

CLEAR CHANNEL OUTDOOR

POP MEDIA GROUP

FOSTER MEDIA

SILICON VIEW

FOXPOINT MEDIA

STOTT OUTDOOR ADVERTISING

GENERAL OUTDOOR

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OUTDOOR SIGN SYSTEMS

BULLETIN DISPLAY

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POP MEDIA GROUP

FOSTER MEDIA

SILICON VIEW

FOXPOINT MEDIA

STOTT OUTDOOR ADVERTISING

GENERAL OUTDOOR

SUN OUTDOOR ADVERTISING, LLC


LAMAR ADVERTISING COMPANY 3/19/19

UNITED OUTDOOR ADVERTISING

MARIN VENTURES LLC

VEALE OUTDOOR ADVERTISING


MEADOW OUTDOOR ADVERTISING 5/14/19

Proposed Officers and Directors (2-year terms)
2019 – 2020
2020 – 2021

President: Ray Baker, Lamar

Vice President: Tom Jackson, Veale Outdoor

Secretary: Mary Valencia, Outfront

Treasurer: Al Martini, United Outdoor

Directors at Large (6):

- (1) Jim Moravec, Stott
- (2) Ryan “RB” Brooks, Outfront
- (3) David McWalters, Clear Channel
- (4) Mark Kudler, Bulletin Displays
- (5) Layne Lawson, Clear Channel
- (6) Billy Wynn III, General Outdoor, Immediate Past President

The History of Mahlmann Media

Mahlmann Media is a boutique out-of-home media sales and consulting organization headquartered in Pasadena, California. Established in 1989 by Richard Mahlmann, the company remains a family business offering a wealth of industry knowledge to assist in delivering solutions to our clients.

Our mantra is client service and responsiveness. We are not the biggest so we have to be the smartest and quickest in providing information on the markets where we operate. Advertisers demand quick turnaround on requests; we strive to be the first one in the door with the right answer.

The Mahlmann team's out-of-home experience allows us to develop high-quality inventory across the country. We are not presenting signs but well positioned outdoor assets that work within your overall marketing plans.



**California State Outdoor Advertising Association
Public Service Advertising - Payments to Vendors
January 1, 2019 to August 31, 2019**

Clear Channel Outdoor	\$800.00
Lamar Companies	\$2,400.00
Stacy Miller Public Affairs	\$1,653.75
Sign Language	\$364.09
Independent's Service Company	<u>\$1,907.10</u>
TOTAL	\$7,124.94

**California State Outdoor Advertising Association
Public Service Advertising - Income
January 1, 2019 to August 31, 2019**

March 27, 2019 - Santa Clarita Valley Economic Development Corp.	\$2,900.00
April 9, 2019 - Union Mission Rescue	\$2,550.00
June 5, 2019 - Union Mission Rescue	<u>\$2,550.00</u>
TOTAL INCOME	\$8,000.00

PSA 2019 Net Income

Total income	\$8,000.00
Less payments to vendors	<u>\$7,124.94</u>
	\$875.06

California State Outdoor Advertising Association
Statement of Income
January 1, 2018 to December 31, 2018

INCOME:

2018 Conference Income	\$19,400.00
Public Service Advertising Income	\$205,150.00
Interest Income	\$248.90
Credit Rent Overpayment	<u>\$1,000.00</u>

TOTAL INCOME: **\$225,798.90**

OPERATING EXPENSES:

Accounting Expense	\$3,910.39
Legal Expense	\$70,526.00
Management Expense	\$99,999.96
PSA - Commission	\$35,647.50
PSA - Posting	\$77,001.18
PSA - Printing	\$20,095.62
Office Expense	\$324.18
Contributions	\$1,500.00
Outside Services	\$969.00
Dues & Subscriptions	\$500.00
Rent - Office	\$13,000.00
Telephone	\$41.27
Travel & Hotel	\$504.91
Taxes	\$10.00
Conference Expense	<u>\$37,468.98</u>

TOTAL OPERATING EXPENSES: **\$361,498.99**

TOTAL OPERATING PROFIT/LOSS: **-\$135,700.09**

California State Outdoor Advertising Association
Statement of Income
January 1, 2019 to August 31, 2019

INCOME:

2019 Conference Income	\$450.00
Public Service Advertising Income	\$8,000.00
Interest Income	<u>\$109.16</u>
TOTAL INCOME:	\$8,559.16

OPERATING EXPENSES:

Accounting Expense	\$4,799.60
Legal Expense	\$35,000.00
Management Expense	\$66,666.64
PSA - Commission	\$1,653.75
PSA - Posting	\$3,200.00
PSA - Printing	\$2,271.19
Office Expense	\$560.86
Contributions	\$2,500.00
Outside Services	\$178.00
Dues & Subscriptions	\$520.00
Rent - Office	\$8,000.00
Telephone	\$0.00
Travel & Hotel	\$0.00
Taxes	\$10.00
Conference Expense	<u>\$2,514.17</u>
TOTAL OPERATING EXPENSES:	\$127,874.21

TOTAL OPERATING PROFIT/LOSS: **-\$119,315.05**

**California State Outdoor Advertising Association
2020 Proposed Expenses**

OPERATING EXPENSES:

Accounting Expense	\$4,500.00
Legal Expense	\$60,000.00
Management Expense	\$100,000.00
PSA - Commission	
PSA - Posting	
PSA - Printing	
Office Expense	\$500.00
Contributions	\$1,500.00
Outside Services	\$1,000.00
Dues & Subscriptions	\$500.00
Rent - Office	\$12,000.00
Telephone	
Travel & Hotel	\$500.00
Taxes	\$10.00
Conference Expense	<u>\$37,500.00</u>

TOTAL: \$218,010.00

NOTES:

Includes Lockwood & Associates, tax prep and Eichmann for PAC administration
Ron Beals retainer = \$5K per month
CSG retainer = \$8,333.33 per month

Annual donation to the Foundation for Outdoor Advertising Research (FOARE)
Website - MCC Designs
Membership to OAAA

Reimbursement for consultant travel (Ron Beals) to annual meeting

CSOAA Membership Categories for Voting & OLD Dues

Category (*1)	# Members	Panels	Votes (*3)	OLD Dues
1	4	1 - 10	1	\$350.00
2	5	11 - 50	2	\$675.00
3	2	51 - 100	4	\$935.00
4		101 - 200	6	\$1,265.00
5		201 - 399	8	\$1,980.00
6		400 - 699	10	\$2,640.00
7	1	700 - 999	12	\$3,300.00
8		1000 - 1499	14	\$5,500.00
9		1500 - 1999	16	\$8,800.00
10		2000 - 2999	18	\$12,650.00
11		3000 - 6999	20	\$16,500.00
12		7000 - 9999	22	\$23,100.00
13	3	10,000+	36	\$29,700.00
A (#)	23	Associates	0	\$250.00

Considerations:

(*1) A 13th category has been added. Category 1 is now for 1 to 10 panels and one vote.

Category 2 is now 11 to 50 panels

(*3) Category 13 votes have been increased from 24 to 36

(#) Associate Roster lists 23 entities, of those 9 have actively participated in meetings in the last 3 years

Voting Breakdown By Category Using Current Member Roster

Category	# of Members	Members
1	4	Marin Ven, OSS, Foster, Sun (Prior count was 6, but Foxpoint and Silicon View never signed the revised bylaws)
2	10	POP Media, United, Arcturus, Veale, Meadow
3	8	Bulletin, General
4		
5		
6		
7	12	Stott
8		
9		
10		
11		
12		
13	108	Lamar, Outfront, Clearchannel
<hr/>		
	142	Total Votes Based On Current Membership

<u>Based On Current Votes</u>	
72	Votes To Carry A Majority
94	Votes To Carry A Super Majority

PROPOSED DUES SCENARIOS FOR DISCUSSION

Scenario 1: 2020 proposed expenses, plus a 5% reserve; No forecasted PSA revenue

Membership Category	# of Votes	# of Members in Category	Total Votes Per Category	NEW Proposed Dues Per Member	NEW Rounded Dues Per Member	Totals
1	1	4	4	\$1,612.05	\$1,700.00	\$6,800.00
2	2	5	10	\$3,224.10	\$3,300.00	\$16,500.00
3	4	2	8	\$6,448.20	\$6,500.00	\$13,000.00
4						
5						
6						
7	12	1	12	\$19,344.59	\$19,400.00	\$19,400.00
8						
9						
10						
11						
12						
13	36	3	108	\$58,033.77	\$58,100.00	\$174,300.00
Votes	55		142			
						\$230,000.00 (5.3% reserve)
Budget With 5% Reserve	\$228,911	Dues Per Vote	\$1,612.05			
Total Budget =	\$ 218,010.00					
With 5% Reserve =	\$228,911					

** Revenue from Associate members is not factored in to scenarios, given the projected revenue at current level and participation rate is de minimis. Associate revenue would be added to potential "reserves."

PROPOSED DUES SCENARIOS FOR DISCUSSION

Scenario 2: 2020 proposed expenses, plus a 10% reserve; No forecasted PSA revenue

Membership Category	# of Votes	# of Members in Category	Total Votes Per Category	NEW Proposed Dues Per Member	NEW Rounded Dues Per Member	Total by Category
1	1	4	4	\$1,688.81	\$1,700.00	\$6,800.00
2	2	5	10	\$3,377.62	\$3,400.00	\$17,000.00
3	4	2	8	\$6,755.24	\$6,800.00	\$13,600.00
4						
5						
6						
7	12	1	12	\$20,265.72	\$20,300.00	\$20,300.00
8						
9						
10						
11						
12						
13	36	3	108	\$60,797.15	\$60,800.00	\$182,400.00
Votes	55		142			
						\$240,100.00 (9.9% reserve)
Budget With 10% Reserve	\$239,811	Dues Per Vote	\$1,688.81			
Total Budget =	\$ 218,010.00					
With 10% Reserve =	\$239,811					

** Revenue from Associate members is not factored in to scenarios, given the projected revenue at current level and participation rate is de minimis. Associate revenue would be added to potential "reserves."

2020 Annual Meeting Location & Date

- DATE?
 - Go back to Columbus Day? – Monday, October 12, 2020 – Tuesday, October 13, 2020
- Survey Results for the Next Annual Meeting:



Past Conference Locations

2019 – Quail Lodge & Golf Club, Carmel, CA	2007 – Ritz Carlton, Half Moon Bay, CA
2018 – Ritz Carlton Bacara, Santa Barbara, CA	2006 – Indian Wells Resort, Indian Wells, CA
2017 – Monterey Plaza Hotel, Monterey, CA	2005 – Mandalay Bay, Las Vegas NV
2016 – Ritz Carlton Dana Point, Laguna Niguel, CA	2004 – Embarcadero Marriott, San Francisco, CA
2015 – Meritage, Napa, CA	2003 – Hilton, Torrey Pines, CA
2014 – Hyatt Grand Champions, Indian Wells, CA	
2013 – Hilton, Torrey Pines, CA	
2012 – Cache Creek, Brooks, CA	
2011 – Hotel Del Coronado, Coronado, CA	
2010 – Green Valley Ranch, Henderson, NV	
2009 – Monterey Plaza Hotel, Monterey, CA	
2008 – Hotel La Costa, La Costa, CA	2007

CSOAA Legislative Summary October 7, 2019

2019: Legislative Year in Review

All things considered, 2019 was a highly successful year for the outdoor advertising industry and for business interests in general. The legislature's makeup changed dramatically in the last political election cycle. Prior to the 2016 election cycle Republicans in California had managed to deny Democrats the 2/3 super majority in the legislature. However, 2016 came with additional electoral wins for Democrats resulting in the votes necessary to pass any tax increases or place measures on the ballot without the need for bipartisan votes. This trend continued with the 2018 election cycle. Democrats picked up multiple seats in both houses and further cemented their super majorities and strengthened progressive politics in both houses. With 61 out of 80 Assembly seats, and 29 out of 40 Senate seats, along with every statewide constitutional officer it seemed that 2019 could be a difficult year for business interests. However, it appears Democrats been more measured than some predicted in their approach to one-party rule during this first year in a two-year legislative calendar.

Some pundits wondered what the historic supermajorities that Democrats hold in both houses would mean for the business community. The California Chamber of Commerce released the final results of their "Job Killer" list, their bills that are the most egregious examples of anti-business legislation. At the final tally only 2 of the 31 job killer bills are reaching the governor's desk, and Governor Newsom has already vetoed one bill: SB 1.

AB 1687 (Jones-Sawyer) – Outdoor Advertising Displays: Exemptions

For CSOAA the particularly targeted legislation was AB 1687 by Assemblymember Reggie Jones-Sawyer. The bill was a late-in-the-process gut and amend that was an attempt to jam the policy through. The bill sought to amend the current "arena exceptions" in Business and Professions code section 5272, which otherwise defines the difference between on-site and off-site outdoor advertising displays. The bill proposed to extend the current sunset provisions by seven years and liberalize the "sponsorship marketing plan" provisions. Marketing plans serve to create some parameters to level the playing field offering a recognition that arena signs receive treatment as "on-site signs" even though they may be miles off site. The legislation was being driven by the LA Football Club who reside in the Assemblymember's region.

The original "Arena Bill" broadened the types of products that could be advertised on stadium and arenas, including free-standing signs many miles from the arena on freeway exits leading to the arena. However, that bill had some meaningful limitations to require the advertising of products not directly related to the stadium to enter "marketing plans" of at least one year -- the marketing plans were generally just in-the-stadium advertising. It also had a sunset that expired in 2019, which the legislature extended to 2021 at the request the same LA Football Club proponents to insure there would be time to complete their stadium. (CSOAA elected not to take a position on the 1-year sunset extension during the 2017 legislative session.)

The CSOAA lobbying team along with lobbyists for working on behalf of several of our member companies, aggressively lobbied the bill successfully forcing the author and advocates to shelve the bill for the year. Holding the bill for the year was an important step in forcing the advocates to the table to deal with CSOAA advocates. We fully expect the bill to be an ongoing negotiation.

In the process of lobbying AB 1687 bill our team determined that there currently is no official process for state oversight on the stadium billboard regulations. Some stadiums proactively have shared their plans, but others have not. Any limits on behaviors have been self-policing to date. This raises serious concerns since lack of oversight could put federal transportation funds at risk. Furthermore, this may provide CSOAA an opportunity to build legislative support for mandated oversight and funding for oversight within the Department of Transportation.

Other “Big” Bills – 2019

In all the legislature sent 1,037 bills to the Governor’s desk. In the week following the legislative deadline, the count stood at 740 measures requiring action by the Governor before the constitutional deadline. Out of those hundreds of bills there was landmark legislation that will, or in the case of the failed bills, would have, affected every Californian, and every business, at some level.

- **[AB 5](#) (Gonzalez) Worker status: employees and independent contractors.** This bill codified the Superior Court case against Dynamex Operations West, Inc. The ruling, and subsequently this law, codified a new test for how an employer can determine whether or not a worker can be considered a contractor or an employee. Dozens of industries lobbied for exemptions including those in the gig economy, independent owner-operator truckers, and medical professionals, to name a few. A few exemptions were made, but most were left in the bill. Passed both houses and is before the governor for signature or veto. Governor Newsom signed AB 5.

- **[AB 1080](#) / [SB 54](#) (Gonzalez and Allen): Solid waste: packaging and products.** These twin bills were some of the most hotly contested of the year. The bills contained new requirements on manufacturers of single use containers in order to try to create a circular economy where recycled materials would have domestic markets for re-use. The bill was never taken up for a final vote and is now a two-year bill that can be acted upon starting in January when the legislature returns.

- **[SB 1](#) (Atkins): California Environmental, Public Health, and Workers Defense Act of 2019.** This bill would have codified federal environmental, labor laws, and regulations as they existed in January of 2017. The bill would mean that any laws or regulations rolled back by the current administration would remain intact in California. As the new administration sees more and more industries, including the outdoor advertising industry as one with environmental concerns bills like these are important since draconian environmental laws could potentially cause major expenses for our industry. The Governor has vetoed the bill.

2019 was a year dominated by data privacy issues. Right up until the final days attempts to fix last year’s landmark California Consumer Privacy Act (CCPA) were being worked on. These bills affect the overwhelming majority of businesses in California. Recently privacy advocates led by a wealthy individual, Alastair Mactaggart, expressed frustration that the legislature wasn’t strong enough in maintaining the CCPA from fixes advocated by the business community. Mactaggart has now

announced that he will place a privacy measure on the ballot in 2020. That will need to be monitored closely because if it qualifies it will surely be incredibly punitive to business.

- **[AB 25 \(Chau\)](#) California Consumer Privacy Act of 2018.** Includes multiple fixes to the CCPA. Employee data is exempted for 1 year in order to give business advocates more time to work with labor and privacy advocates a chance to work out a long-term deal. Passed both houses and is before the governor for signature or veto. Employees of a company under the CCPA prior to this fix could have potentially forced a business to delete their information, even if they were fired for cause.

- **[AB 874 \(Irwin\)](#) California Consumer Privacy Act of 2018.** Fixes the definition of what constitutes “publicly available information.” Most importantly adds the word “reasonably” before “capable of being associated with” when describing personal information. Before this fix then if there is any possible chance data could be reidentified with an individual then a business must do that in order to comply with the law. Now if that process is not reasonable it is exempted. Passed both houses and is before the governor for signature or veto at the time this was written.

- **[AB 1130 \(Levine\)](#) Personal information: data breaches.** This bill would require businesses to notify consumers of compromised government-issued IDs and biometric information after a breach. It would also assign CCPA private right of action (PRA) liability in the wake of any breach of these categories of data. The business coalition opposed this bill because biometric data should not be considered equally exposing as government ID. Passed both houses and is before the governor for signature or veto at the time this was written.

- **[AB 1355 \(Chau\)](#) Personal information.** This bill creates a business to business exemption with a 1-year sunset, includes clarifying language to the CCPA, fixes CCPA to ensure encrypted or redacted information is exempted from the CCPA’s private right of action provisions, and ensures that deidentified or aggregated information is not considered personal information. This is important to every company because it protects from frivolous lawsuits when data is stolen that couldn’t have been used to damage an individual. Passed both houses and is before the governor for signature or veto at the time this was written.

Final action will take place by the governor on all bills the legislature has passed by October 13th. Any bills that have not been signed or vetoed after midnight will be automatically enacted without signature.

Elections and Electoral Changes

The 2018 elections created a few vacancies when incumbent members won election to other elected offices outside of the Legislature. In the far north state, Republican Ted Gaines left his safe Republican Senate seat to run for Board of Equalization. Gaines was successful and it created an empty seat in the 1st senate district. Incumbent Republican Assembly Members Brian Dahle and Kevin Kiley ran against each other, and Brian Dahle pulled out the victory. That special election prompted another special election to elect a replacement to Senator Dahle in his old Assembly seat. A few candidates filed for the seat, but Megan Dahle, wife to the former Assemblymember, made it into the runoff with a Democrat. This seat is considered a safe Republican seat, so Dahle is expected to win. Mr. Dahle has been a friend to our industry, and we hope Megan Dahle will continue that approach.

Meanwhile, in the 33rd Senate district, Ricardo Lara, won a statewide election to become Insurance commissioner in the 2018 election. His departure also prompted a special election. Multiple candidates filed, however, Lena Gonzalez made it to a runoff and won the runoff in convincing fashion to become the newest Democratic Senator.

The special elections did not cause a shift in the makeup of the legislature, as both seats stayed in the hands of the party that held them previously, however, the new members returned the senate to full ranks, and when Megan Dahle's expected victory comes soon the Assembly will be returned to a full voting contingent of 80 members.

A Record of Success

In reviewing the last 3 years' legislative histories, it is clear that our industry has been effective in defeating legislation deemed to be harmful to the industry, passing legislation viewed a positive and negotiating amendments to neutralize potential threats. This record is important because as a highly regulated industry we are constantly at risk of being harmed by bad legislation and regulation. The coming years are sure to bring increased risk with one-party control of all levels of government bad ideas can often gain a foothold as colleagues are unwilling to attack bills from other members that share their partisan affiliation. Our past informs our future and it is important that we continue to build on past success moving forward.

2019

AB 1687 (Jones-Sawyer) - Outdoor Advertising Displays: Exemptions

Status: 7/10/19 – Failed Deadline. Last location was Senate Transportation. May be acted upon January 2020. (See discussion above)

2018

SB 405 (Mendoza) – Outdoor advertising displays: exemptions: City of Artesia.

CSOAA Position: OPPOSED

Status: DEAD - 6/29/18 - Failed Deadline pursuant to Rule 61(b)(13).

SB 459 (Portantino) - ~~Outdoor advertising displays: City of Upland.~~ Public employee retirement systems: prohibited investments: retailers and wholesalers of banned weapons

CSOAA Position: No longer of interest with January 2018 amendments.

Status: Amended in early January to a different subject matter. **No longer of interest to CSOAA.**

SB 744 (Hueso) - Outdoor advertising: exemption.

CSOAA Position: OPPOSED

Status: DEAD - 6/29/18 - Failed Deadline pursuant to Rule 61(b)(13)

AB 3168 (Rubio) – Outdoor Advertising Displays: publicly owned property.

CSOAA Position: SUPPORT

Status: 9/29/18 Approved by the Governor. Chaptered by Secretary of State - Chapter 926, Statutes of 2018.

2017

SB 405 (Mendoza) – Outdoor advertising displays: exemptions: City of Artesia.

CSOAA Position: OPPOSED

Status: 7/14/17 - Stalled in Assembly Governmental Organization due to lobbying pressure. 2-year bill. Eligible in January 2018.

SB 744 (Hueso) - Outdoor advertising: exemption.

CSOAA Position: OPPOSED

Status: 7/14/17 – Bill hear in Assembly Governmental Organization. Author was advised by chair not to call the vote but to instead make a 2-year bill. Bill eligible in January 2018.

SB 459 (Portantino) - Outdoor advertising displays: City of Upland.

Status: 4/28/17 – Author elected not to move legislation as a result of advocacy efforts from CSOAA.

2016

AB 1381 (Weber) - Professions and vocations: real estate appraisers: real estate brokers.

CSOAA Position: SUPPORT

Status: Signed by the Governor. 9/30/2016-Chaptered by Secretary of State - Chapter 854, Statutes of 2016. Passed with support from CSOAA advocacy staff.

AB 1373 (Santiago) - Outdoor advertising: City of Los Angeles.

CSOAA Position: NO POSITION

Status: Signed by the Governor. 9/30/16 - Chaptered by Secretary of State - Chapter 853, Statutes of 2016. Amendments forced in Senate Transportation were viewed favorably by the CSOAA board and Legislative committee, since they require that a determination is made prior to the sign being placed, rather than waiting for a display to be found in violation and then undertaking the lengthy process to have illegal signs removed. The board and Legislative committee agreed it was not necessary to take a formal position on the bill moving forward.

SB 1199 (Hall) - Advertising displays: City of Inglewood

Status: Signed by the Governor. 9/30/2016-Chaptered by Secretary of State. Chapter 869, Statutes of 2016. The bill amended and described by the author as a narrowly focused “district bill.” As a result of the focus on defeating CMS, at the direction of the board, the association did not take an active role during the second half of the session. CSOAA engaged to ensure that the legislature was aware that further emulation of this bill would be unacceptable. That pressure has resulted in a lack of copycat legislation.

SB 1397 (Huff) - Highway safety and information program.

Status: FAILED. Failed passage on Senate Floor on June 2, 2016. Reconsideration granted. Moved to inactive file 6/2/15. Bill failed due to intense CSOAA lobbying pressure.

Update from the Office of Outdoor Advertising Biographies on Governor Newsom's New Appointees

David S. Kim, CalSTA Secretary

David S. Kim became the third Secretary of the California State Transportation Agency (CalSTA) on July 1, 2019 following his appointment by Governor Newsom in April 2019. In this role, David is responsible for oversight of 40,000 employees across eight departments, boards and commissions whose mission is to advance a safe, environmentally sustainable transportation system that maximizes mobility for all Californians.

A longtime transportation leader with experience in the private sector as well as all three levels of government, David served as Vice President, Government Affairs for Hyundai Motor Company from 2017-2019. Prior to this assignment, David spent nearly eight years in senior level roles at the U.S. Department of Transportation. He served as Deputy Administrator of the Federal Highway Administration (FHWA), the number two position in the agency. Additionally, he was FHWA's Associate Administrator for Policy and Governmental Affairs and before that, spent two years as Deputy Assistant Secretary for Governmental Affairs in the Office of the Secretary of Transportation.

At the Los Angeles County Metropolitan Transportation Authority, David led federal, state and local government affairs from 2004-2009 as Deputy Executive Officer for Federal Advocacy and Government Relations. Additionally, he served in the administration of Governor Gray Davis from 1999-2003 where he represented the State of California's interests before Congress and the executive branch on transportation, water, energy and environmental priorities. From 1998 to 1999, David worked in the Office of the U.S. Trade Representative as Deputy Assistant U.S. Trade Representative for Congressional Affairs. He also spent three years as a Washington representative for the City of Los Angeles.

For a decade, David served on the staff of numerous elected officials in Los Angeles, Sacramento and Washington. He spent five years working in various capacities with Xavier Becerra, during his time in both the California State Assembly and Congress. Kim began his public service career as a field representative and administrative assistant to State Senator David Roberti.

A native of Davis, California, David earned a B.A. in Political Science from Occidental College and a Master of Public Administration from the University of Southern California.

September 3, 2019

SACRAMENTO – Governor Gavin Newsom today announced the following appointment:

Toks Omishakin, 43, of Nashville, TN, has been appointed director of the California Department of Transportation. Omishakin has been deputy commissioner for environment and planning at the Tennessee Department of Transportation since 2011. He was director of Healthy Living Initiatives in the Nashville Mayor's Office from 2008 to 2011. Omishakin earned a Master of Arts degree in urban and regional planning from Jackson State University. This position requires Senate confirmation and the compensation is \$200,000. Omishakin is registered without party preference.

