

## **SANTA FE RAILYARD COMMUNITY CORPORATION**

### **Board of Directors' Meeting**

**Tuesday, December 11<sup>th</sup>, 2018, 5:00 – 7:00pm**

**Community Room, Santa Fe Public Library (Downtown Branch), Santa Fe, NM**

**Attending:** Board Members: Steve Robinson (President), Jacques Paisner (Vice President), Lleta Scoggins (Treasurer), Ellen Bradbury (Secretary), Chris Calvert, Dave Dunmar, Bob Dunn, Ouida MacGregor, Ron Pacheco, Rosemary Romero, Patrick Varela, Dave Vlaming and Tony Sawtell (Attorney to the Board)

**Also Attending:** SFRCC: Richard Czoski (Executive Director), Sandra Brice (Events and Marketing Director), Scott Harrison (Office Manager – taking minutes) and Anita Martinez (Accountant)

**Public:** Bill Hernandez (Escape Room Santa Fe)

**Call to Order:** The meeting was called to order at approximately 5:02pm by Steve Robinson.

**Approval of Agenda:** The agenda was unanimously approved, motion by Dave Vlaming, 2<sup>nd</sup> by Chris Calvert.

**Approval of Meeting Minutes:** The Board meeting minutes of 11/13/18 were unanimously approved, motion by Ouida MacGregor 2<sup>nd</sup> by Dave Vlaming.

### **Public Comments:**

- Bill Hernandez addressed the Board
  - He asked for clarification on the Master Plan Leasing Preferences. His understanding is that the purpose is to avoid national chains.
    - Per Steve, the Master Plan Leasing Preferences do not preclude leasing to national tenant. National tenants are at the bottom of the preference list.
  - Mr. Hernandez explained his reason for addressing the Board.
    - He and his wife own a local escape room business.
    - In March/April of 2017 he approached Barker Realty with interest in subleasing space in Market Station.
    - After not receiving a response to several follow-ups, they contacted Camille King with Maestas and Ward. Richard clarified that Barker Realty was the agent of the Market Station bankruptcy trustee and not SFRCC's leasing agent. SFRCC approves subtenants but is not responsible for leasing space in the buildings to subtenants.
    - Mr. Hernandez stated that, at that time, someone from SFRCC asked him questions regarding his business, including whether he was a national retailer.
    - Mr. Hernandez did not receive a response to his agent or to their offers to sublease.
    - Ultimately, they subleased space on Cerrillos Rd.
    - He understands that another escape room business is moving into the Railyard and that it is a non-local company. Mr. Hernandez stated that this is unfair.
- The Board discussed the issue with Mr. Hernandez.
  - SFRCC did approve the escape room subtenant, Puzzah, currently moving into the Railyard.

- The Board did not agree with the assessment that Puzzah is a national chain. Puzzah has two locations in Colorado and is not a franchise.
- There are non-local businesses in the Railyard, including Violet Crown cinema which is based in Austin.
- The Board did acknowledge knowledge of one other escape room business in Santa Fe at the time of considering Puzzah for approval.
- The Board did not recall SFRCC receiving a formal subtenant proposal for Escape Room Santa Fe. SFRCC has a formal subtenant approval process in which subtenant proposals are received, considered and voted upon by the Board.
- SFRCC receives many calls and correspondence regarding leasing in the Railyard, and in this case, the inquiry was 18 months ago. SFRCC will research the question and confirm whether a formal proposal was received from Escape Room Santa Fe.
- Mr. Hernandez asked if SFRCC does background checks on potential subtenants.
  - SFRCC does research prospective subtenants; however, they are usually LLC's or organizations rather than individuals.
- Mr. Hernandez thanked the Board for their time and departed.

### **New Business:**

- Election of Board members:
  - Steve asked for a report from the Nominating Committee by Rosemary Romero.
  - Rosemary Romero, Chair of the Nominating Committee, addressed the Board.
    - There were no new nominees for Board members.
    - On December 31<sup>st</sup>, 2018 six Board members' terms expire (Chris Calvert, Gilbert Delgado, Bob Dunn, Jacques Paisner, Patrick Varela and David Vlaming).
    - There were no new nominations from the floor.
    - Chris Calvert, Bob Dunn, Jacques Paisner, Patrick Varela and David Vlaming were approved for another 2-year term by acclamation.
- Gilbert Delgado tendered his resignation from the Board and gave his best regards to the Board and staff.
  - The Board unanimously approved a motion to designate Gilbert Delgado as Director Emeritus, motion by Ouida MacGregor, 2<sup>nd</sup> by Rosemary Romero.
  - SFRCC will present Gilbert with a memento signed by the Board and staff in recognition and appreciation for Gilbert's many years of service on the Board.
- Election of Executive Committee members
  - The next item to be voted on was one At Large position and one Alternate position on the Executive Committee.
  - Pursuant to the Bylaws, all four officers are on the Committee. The Bylaws requires three additional "At Large" Board members be elected to the Executive Committee. Two of the current At-Large Committee members, Rosemary Romero and Ouida MacGregor, have terms expiring in December, 2019.
  - Dave Vlaming was nominated to be an At Large Executive Committee member, motion by Jacques Paisner, 2<sup>nd</sup> by Chris Calvert and was approved by acclimation.
  - Bob Dunn was nominated to remain the Alternate Executive Committee member, motion by Chris Calvert, 2<sup>nd</sup> by Ron Pacheco and was approved by acclimation.

## **Executive Session**

Dave Vlaming made a motion to enter Executive Session at 5:30pm, 2<sup>nd</sup> by Chris Calvert

The Board of Directors did meet in closed Executive Session, pursuant to exceptions to the Open Meetings Act, and nothing was discussed except possible disposition of real property, potential litigation review, and personnel matters, and no final action was taken during the Executive Session. No minutes were taken.

Ron Pacheco made a motion to return to regular session at 6:25pm, 2<sup>nd</sup> by Ouida MacGregor.

## **Financial Report:**

### DRAFT OCTOBER 2018 FINANCIALS

- SFRCC's current cash position is approximately \$562K.
- There are no substantial variances to report in the Budget to Actual.
- Cash Based Financial Report
  - Total Income is approximately \$28K below plan YTD.
  - Total Expenses are approximately \$8K below plan YTD.
  - Net Operating Income is approximately \$20K below plan YTD after debt service.
- Payments due to the City from SFRCC in FY 2018/19
  - FY 2018/19 Payments to the City
    - \$7,076.00 (Paid 9/25/18)
    - \$63,218.03 (Paid 10/25/18)
    - \$45,762.00 (Due 4/1/19)
    - \$786,393.01 (Due 5/1/19)
    - \$902,449.04 TOTAL for the FY
- Violet Crown estimated parking cumulative total as of October 31, 2018 is approximately \$719K.

The draft October, 2018 Financials were accepted.

## **Executive Director's Report:**

### PUBLIC USE

- Events
  - The Santa's Village event is this Saturday December 15<sup>th</sup>. Approximately 3,000 people are anticipated.
  - Sandy has booked all the returning events for 2019.
    - She is currently working with the Human Rights Alliance to bring Santa Fe Pride back to the Railyard in June, 2019.
    - She will be meeting with the Director of the Folk Art Market in early 2019 to discuss the possibility of bringing the Folk Art Market Opening Procession back to the Railyard.

- Amp Concerts was voted one of the top 15 cities in consideration for the Levitt Grant. A short list will be announced on December 18<sup>th</sup>.
  - Sandy is currently working with Amp Concerts on concert dates for the 2019 season.
  - The Nature Conservancy, who is moving into space on the Railyard, will be a sponsor of the concert series.
- Marketing/PR
  - The Board discussed options to highlight the positive developments and achievements of the Railyard in the community.

#### COMPLETION OF RAILYARD PROJECTS

- PNM Land Use
  - Richard met with a Baca neighborhood group to discuss the status, history and SFRCC's role (if any) going forward.
  - The group has asked if SFRCC would consider being an active party in the exploration of what might be possible with the PNM land and in initiating discussions with stakeholders.
  - Richard asked the Board, prior to the next Board meeting, to consider whether SFRCC would be willing to take on this active role or possibly participate as one of the stakeholders.
- The Leasing Committee approved Keller Gallery as a subtenant in the Market Station building. The suite is 830 square feet.

**Next Board Meeting:** Tuesday, January 15<sup>th</sup>, 2018, 5:00-7:00pm - Location: Community Room, Santa Fe Public Library, Downtown Branch, 145 Washington Ave.

Being no further requests for business, Dave Vlaming motioned to adjourn, 2<sup>nd</sup> by Ouida MacGregor and the meeting was adjourned at 6:45pm.

Respectfully submitted,  
Scott Harrison, Office Manager