

SANTA FE RAILYARD COMMUNITY CORPORATION

Board of Directors' Meeting

Tuesday, May 14th, 2019, 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, Ouida MacGregor, Oscar Rodriguez, Rosemary Romero, Devon Ross and Patrick Varela.

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

Public: Jennifer Jenkins (JenkinsGavin, Inc. on behalf of 500 Market LLC), Kristopher Axtell (500 Market LLC)

Call to Order: The meeting was called to order at approximately 5:05pm by Steve Robinson.

Approval of Agenda: Ouida MacGregor made a motion to approve the agenda. Chris Calvert made a friendly amendment to exclude the Executive Directors Report and seconded the motion. The amended agenda was unanimously approved.

Approval of Meeting Minutes: The Board meeting minutes of 4/9/19 were unanimously approved, motion by Chris Calvert 2nd by Ellen Bradbury.

Public Comments:

- After introductions, Jennifer Jenkins and Kristopher Axtell of 500 Market LLC addressed the Board.
 - 500 Market LLC is planning to purchase the Market Station building.
 - Per Jennifer Jenkins, Luna Capital Advisors (500 Market, LLC) is a local company, there are potential tenants, pending approval, for several of the vacant spaces, and they hope to commence as soon as possible with leasing the spaces and increasing the activity in the Market Station building. She and Kristopher stated they were happy to answer any questions the Board or staff might have about the ownership group.
 - Kristopher Axtell addressed the composition of the new ownership group.
 - Kristopher is a commercial lender who moved to Santa Fe in 2009.
 - He started his own business, Luna Capital Advisors. They represent hundreds of small businesses within the state consulting with them on acquisitions, expansions, etc.
 - They have investor partners.
 - Kristopher will be acting as an asset manager. Their first goal is to stabilize the Market Station building.
 - The ownership group will be doing the leasing, they have not had to hire a brokerage firm.
 - Steve asked Kristopher to discuss the preferences for prospective tenants and leasing.
 - Per Kristopher, all the prospective tenants are viable, community-oriented businesses.

New Business:

- The appreciation event for Tony Sawtell will on June 15, 2019 at 4:00pm.
- Scott asked for suggestions for possible Board meeting venues in the event that the library is not available.

Executive Session

Chris Calvert made a motion to enter Executive Session at 5:15pm, 2nd by Rosemary Romero.

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.

Chris Calvert made a motion to return to regular session at 5:36pm, 2nd by Rosemary Romero.

Return to Regular Session

Chris Calvert made a motion to approve the assignment of the Market Station ground lease from WPOI III, LLC (Thorofare) to 500 Market LLC, 2nd by Rosemary Romero. The motion was unanimously approved.

Chris Calvert made a motion to approve the assignment of the ground lease with Railyard Flats, LLC to WW Olympus Railyard Flats LLC, 2nd by Oscar Rodriguez. The motion was unanimously approved.

Chris Calvert made a motion to approve the Santa Fe Art Auction as a subtenant in the 932 Railfan building in the Baca portion of the Railyard, 2nd by Rosemary Romero. The motion was unanimously approved.

Financial Report:

DRAFT MARCH 2019 FINANCIALS

- SFRCC's cash position as of May 14, 2019 is approximately \$54K.
- The cumulative Cinema Parking Fee Deferral per the March 2019 Financials is \$769,310.
- Cash Based February Financial Report
 - Total Income is approximately \$85K below plan YTD.
 - Rental income is approximately \$91K below plan YTD; however, SFRCC received approximately \$35K in prepaid rent from Baca Flats, LLC, which is not reflected on the Cash Report.
 - Events income is approximately \$16K above plan.
 - Total Expenses are approximately \$20K below plan YTD.
 - NRY Properties is above plan due to the increased snow removal last winter.
 - Net Operating Income is approximately \$65K below plan YTD after debt service.

- FY 2018/19 Payments to the City
 - \$7,076.00 (Paid 9/25/18)
 - \$63,218.03 (Paid 10/25/18)
 - \$45,762.00 (Paid 3/29/19)
 - \$786,393.01 (Paid 5/13/19)
 - \$902,449.04 TOTAL
- Per Richard, All Aboard Dining declined to proceed on Parcel B-1.
- Richard will present the FY19/20 Budget at the May 29th Finance Committee meeting.

The draft March 2019 Financials were accepted.

Other Items:

- Sandy distributed a packet of information on the upcoming events season, some positive publicity the Railyard has recently received and some of the feedback from followers of the Railyard Facebook page.
- The Board and staff viewed a portion of a video of the City of Santa Fe Finance Budget Hearings, held on April 30, 2019, which was published on the City of Santa Fe YouTube page. The specific portion of the video was a discussion of the Santa Fe Railyard.
 - An Executive Committee meeting will be scheduled in the next 10 days to two weeks, open to all Board members, to discuss a response to some of the items discussed at the City Budget Hearing.

Next Board Meeting: Tuesday, June 4th, 2019, 5:00-7:00pm - Location: TBD

Being no further requests for business, Chris Calvert motioned to adjourn, 2nd by Oscar Rodriguez and the meeting was adjourned at 7:03pm.

Respectfully submitted,
 Scott Harrison, Office Manager