

SANTA FE RAILYARD COMMUNITY CORPORATION

Board of Directors' Meeting

Tuesday, September 10th, 2019, 5:00 – 7:00pm

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

Attending: Board Members: Steve Robinson (President), Lleta Scoggins (Treasurer), Ellen Bradbury (Secretary), Chris Calvert, Bob Dunn, Ron Pacheco, Oscar Rodriguez, Rosemary Romero, Dave Vlaming and Chris Graeser (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: None

Call to Order: The meeting was called to order at approximately 5:00pm by Steve Robinson.

Approval of Agenda: The agenda was unanimously approved, motion by Chris Calvert 2nd by Dave Vlaming.

Approval of Meeting Minutes: The Board meeting minutes of 8/13/19 were unanimously approved, motion by Dave Vlaming 2nd by Chris Calvert.

Public Comments:

- None

New Business:

- Director Emeritus Definition
 - Richard Czoski presented a draft definition of the Director Emeritus.
 - Lleta Scoggins moved to approve the language as presented.
 - Chris Calvert made a friendly amendment replacing “shall not in fact be a director” with “shall be subject to the same obligations of confidentiality,”
 - 2nd by Rosemary Romero to the motion as amended and all approved.
 - This definition will be incorporated into an amendment to the Bylaws and will be noticed and voted upon at the October 8th Board meeting.
- Board Succession Plan Update.
 - Rosemary Romero and Ouida MacGregor will be continuing the process of a Board succession plan as the Railyard building construction moves toward completion and the organization moves into a new phase and focus. Rosemary, Ouida, Sandy and other interested Board members will meet to continue this process. Board and staff will be notified of the meeting date, time and place.

Executive Session

Oscar Rodriguez made a motion to enter Executive Session at 5:12pm, 2nd by Dave Vlaming.

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.

Dave Vlaming made a motion to return to regular session at 6:16pm, 2nd by Chris Calvert.

Financial Report:

DRAFT JULY 2019 FINANCIALS

- SFRCC's cash position as of September 10, 2019 is approximately \$265K.
- The Cinema Parking Fee deferral is approximately \$839K.
- Cash Based Financial Report
 - Total Income is approximately \$8K above plan.
 - Rental income is approximately \$2.6K above plan.
 - Events income is approximately \$4.5K above plan.
 - Total Expenses are approximately \$19K above plan.
 - This is primarily due to the increase of approximately \$19K in the Directors and Officers Insurance premium and the approximately \$4.6K cost for the extension of SFRCC's previous D&O policy.
 - Net Operating Income is approximately \$11K below plan YTD after debt service.
- 2019/20 Payments to the City
 - \$6,060.49 (Due 10/1/19)
 - \$41,917.60 (Due 11/1/19)
 - \$46,782.49 (Due 4/1/20)
 - \$810,481.64 (Due 5/1/20)
 - \$905,242.22 TOTAL
- Richard recently met with Bradley Fluetsch, with the City Financial Planning & Reporting Officer.
 - The City wishes to direct pay for the Depot, Cinema parcel and Market Station condo instead of taking a credit. This \$100K has not been recognized as a credit to SFRCC rent up to this point.

The draft July 2019 Financials were accepted.

Executive Director's Report:

PUBLIC USE MANAGEMENT UPDATE - SANDRA BRICE

- Events
 - The summer season is winding down.
 - The Santa Fe Mountain Fest is taking place this Friday and Saturday in the Railyard Park
 - There will be several bike rides leaving from the Railyard Community Room, along with bands on Friday and Saturday night and a beer garden.
 - The Winter Market at El Museo will open in a couple weeks and run until May.
- Sandy has been working with City Parks and Facilities to procure trash and recycling cans for the Railyard Plaza.
- Richard and Sandy continue to work toward installation of an additional pedestrian crossing on the tracks at Alcala Street at the Water Tower.
- Security issues with respect to the homeless population in the Railyard continue to be a problem and are increasing in frequency and severity.

COMPLETION OF RAILYARD PROJECTS

- Market Station
 - Demolition is underway for Opuntia Café in the second floor of the Market Station building.
- Red Engine Santa Fe
 - Construction fencing has been installed on Parcels L, P and R.
- Railyard Enterprises
 - Ultimate Fitness's purchase of a 6,000 SF condo interest in the Railyard Enterprises building was approved in a Leasing Committee meeting.
- Baca Flats
 - Gary Hall met with City Land Use staff and understands the outstanding requirements for providing a record set of the development plans.
 - Richard and Steve made three presentations this week, two for the American Planning Association and one for the Urban Land Institute

Next Board Meeting: Tuesday, October 8th, 2019, 5:00-7:00pm - Location: TBD

Being no further requests for business, Dave Vlaming motioned to adjourn, 2nd by Oscar and the meeting was adjourned at 6:56pm.

Respectfully submitted,
Scott Harrison, Office Manager