

**SANTA FE RAILYARD COMMUNITY CORPORATION**  
**Board of Directors' Meeting**  
**Tuesday, December 10<sup>th</sup>, 2019, 5:00 – 7:00pm**  
**Community Room, Santa Fe Railyard Park, Santa Fe, NM**

**Attending:** Board Members: Steve Robinson (President), Jacques Paisner (Vice President), Ellen Bradbury (Secretary), Lleta Scoggins (Treasurer), Chris Calvert, Dave Dunmar, Bob Dunn, Ouida MacGregor, Ron Pacheco, Oscar Rodriguez, Rosemary Romero, Patrick Varela, 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 5:02pm by Steve Robinson.

**Approval of Agenda:** The agenda was amended to add updates on SFRCC's Planning for the Future and the Midtown Campus to New Business. The agenda was unanimously approved as amended, motion by Chris Calvert 2<sup>nd</sup> by Dave Vlaming.

**Approval of Meeting Minutes:** The Board meeting minutes of 11/12/19 were unanimously approved, motion by Dave Vlaming 2<sup>nd</sup> by Chris Calvert.

**Public Comments:**

- None.

**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>, 2019 six Board members' terms expire: Steve Robinson (President), Ellen Bradbury (Secretary), David Dunmar, Ouida MacGregor, Ron Pacheco, and Rosemary Romero.
    - There were no new nominations from the floor.
    - Steve Robinson, Ellen Bradbury, David Dunmar, Ouida MacGregor, Ron Pacheco, and Rosemary Romero were approved for another 2-year term by acclamation.
- Election of Officers
  - The next items to be voted on were President and Secretary of the Board. President Steve Robinson and Secretary Ellen Bradbury's officers' terms expire on December 31, 2019.
  - There were no new nominations from the floor.

- Steve Robinson was elected and President for another 2-year term and Ellen Bradbury was elected as Secretary for another 2-year term by acclamation.
- Election of Executive Committee members
  - The next items to be voted on were two At Large positions 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 on December 31, 2019.
  - There were no new nominees for At Large Executive Committee members.
  - Rosemary Romero and Ouida MacGregor were elected to 2-year terms as At Large Executive Committee members by acclamation.
- The Board unanimously approved a motion to designate Lleta Scoggins as Director Emeritus, motion by Rosemary Romero, 2<sup>nd</sup> by Chris Calvert.
- Update on SFRCC’s Planning for the Future
  - Rosemary Romero and Ouida MacGregor updated the Board on the status and provided an “Areas of Responsibility” handout for review.
  - As the Railyard buildout completes, SFRCC will transition from a development organization to a management organization.
  - The composition of the Board will shift.
    - Board member expertise may shift more toward events-related and public use expertise.
  - The Executive Director’s role will also change.
    - The scope will be more geared toward commercial retail management, upholding the Master Plan, and relationships with tenants.
  - The Events and Marketing Director’s role may need additional support, potentially with existing staff assuming more of these responsibilities.
  - The possibility of a Railyard tenants’ association was discussed.
    - This may help Railyard tenants be more involved with the future of the Railyard.
    - There could be a Tenants Liaison appointed to the Board. After some discussion, the Board agreed that, if there were a Tenants Liaison, this person would be a non-voting member of the Board.
  - Rosemary and Ouida asked the Board for their feedback on the “Areas of Responsibility.”
    - Chris Calvert recommended making “Uphold the Master Plan intent and provisions” the top priority for the Executive Director.
    - Steve Robinson recommended referencing the Lease and Management Agreement, Conservation Easement, Policies and Procedures and other documents that govern the use of the Railyard in the Executive Director’s description/responsibilities.
    - Richard Czoski recommended including that the Executive Director be an expert on all pertinent Railyard documents and leases.

- Oscar Rodriguez recommended researching other organizations and groups that have undertaken similar scope and transitions to learn from their experiences.
- Sandy stated that Mainstreet organization examples and models could be researched before the retreat. Richard stated that the scope of BID work is similar to what Oscar is describing, however the funding model would not apply SFRCC and the Santa Fe Railyard.
- There will be a Board retreat tentatively scheduled for the first quarter of 2020 to discuss SFRCC’s future and strategic planning in more detail.
- Midtown Campus Update
  - Ellen Bradbury attended a public meeting at Collected Works where Allen Affeldt presented his proposal for the Midtown Campus.
  - Mr. Affeldt stated that no other City he knows of owns as large a piece of land as the Midtown Campus. In his opinion, when the development occurs on the campus it should not be profit-driven. And there are many issues to consider, including access and egress. Any plan would require buy-in from City. He stressed that this kind of opportunity is a long-term effort.

### **Executive Session**

Dave Vlaming made a motion to enter Executive Session at 5:17pm, 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.

Dave Vlaming made a motion to return to regular session at 6:46pm, 2<sup>nd</sup> by Ouida MacGregor.

### **Return to Regular Session**

The Board unanimously approved rescinding the motion from November 12<sup>th</sup>, regarding the Warehouse 21 lease, due to a change in circumstances and given the time required to consider the facts, motion by Chris Calvert, 2<sup>nd</sup> by Dave Vlaming.

### **Financial Report:**

#### **DRAFT OCTOBER 2019 FINANCIALS**

- GRT Report
  - As of today, the City holds \$2,149,154 of unspent Railyard GRT funds. The City is proposing \$810K be allocated to various capital and deferred maintenance projects on the Railyard.
  - The Board reviewed the City memo dated November 22, 2019 and a list of capital projects.
    - If the Budget Adjustment Reallocation (BAR) is approved by City Council, SFRCC will manage approximately \$525K of construction and improvements on the Railyard.
    - The remaining GRT funds will be used to renovate the Depot.

- The BAR has been approved by Public Works and goes to City Council tomorrow evening, December 11<sup>th</sup>.
- If approved, a PSA would likely be issued in late January 2020

The draft October 2019 Financials were accepted.

**Executive Director's Report:**

**PUBLIC USE MANAGEMENT UPDATE**

- Events
  - Scott Harrison informed the Board that the Santa's Village is this Saturday, December 14<sup>th</sup>, and he provided fliers for interested Board members and staff.

**COMPLETION OF RAILYARD PROJECTS**

- Depot/Vladem Museum
  - The City will not proceed with the land deal until all the technical issues between the State and City are resolved.

**Next Board Meeting:** Tuesday, January 14<sup>th</sup>, 2020, 5:00-7:00pm - Location: TBD

Being no further requests for business, Dave Vlaming motioned to adjourn, 2<sup>nd</sup> by Chris Calvert and the meeting was adjourned at 7:00pm.

Respectfully submitted,  
Scott Harrison, Office Manager