

## **SANTA FE RAILYARD COMMUNITY CORPORATION**

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

**Tuesday, April 7<sup>th</sup>, 2020 5:00 – 7:00pm**

### **Zoom Conference Call**

**Attending:** Board Members: Jacques Paisner (Vice President), Oscar Rodriguez (Treasurer), Ellen Bradbury (Secretary), Chris Calvert, Rosemary Romero, Ouida MacGregor, Robert Dunn, Patrick Varela, Dave Dunmar, Ron Pacheco, and Chris Graeser (Attorney to the Board)

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

**Public:** John Utton of Truro Partners, LLC, Rose Starsmeare of La Puerta, LLC, and Tom Romero of El Museo Cultural

**Call to Order:** The meeting was called to order at approximately 5:05 pm by Jacques Paisner.

**Approval of Agenda:** The agenda was unanimously approved, motion by Ellen Bradbury 2<sup>nd</sup> by Rosemary Romero.

**Approval of Meeting Minutes:** The Board meeting minutes of 03/04/20 were unanimously approved, motion by Chris Calvert 2<sup>nd</sup> by Ouida MacGregor.

### **Public Comments:**

John Utton of Truro Partners joined to represent tenants with a request for rent deferral

- Expressed the concerns regarding the financial challenges for Railyard tenants due to COVID-19. Tenants will be needing as much financial relief as possible. John stated that he knew SFRCC was working with the City of Santa Fe on the possibility of rent deferral and understood that SFRCC's ability to provide rent deferral was dependent on the City's decision.
- Chris Calvert asked John if he had been applying for the available forgivable grants and loans. If tenants can obtain federal financial aid, the request we have to make to the City would be smaller and have a better chance of success.
  - John stated that he and many other tenants have been doing research regarding the available financial relief programs.
  - Ouida asked if there was a way SFRCC could encourage or connect with tenants to support them in applying for a loan?
    - Richard discussed the research and application process that he went through for a loan for SFRCC. Offered to supply records that tenants may need to complete these applications, however the process requires mostly private information specific to each individual business.

Tom Romero explained the challenges that El Museo is facing and concern for the 60 vendors that El Museo supports.

Rose Starsmeare asked if there was anything tenants can do to support SFRCC in asking the City of Santa Fe for a deferral in rent.

- Richard recommended that those with a relationship to any City Councilors could reach out and talk with them as they are the ones who will ultimately make this decision.
- Oscar Rodriguez explained the potential financial viewpoint of the City. They will not know the full potential ramifications to the GRT until after April and might be hesitant to make decisions prior to that.
- Chris Calvert talked about a discussion he had with a Railyard tenant about the concern that SFRCC might be eliminated if the rent does not get paid to the City.
- Tom Romero stated that a joined effort amongst tenants and SFRCC to work with the City early on will help everyone be best prepared for a potential economic downturn in the Railyard instead of waiting until after it happens.
- Ellen Bradbury asked if a letter from all tenants and subtenants could be sent to the Governing Board to hopefully help explain how many businesses are impacted.
  - Richard asked for some time to consider this and the potential political ramifications. While the priority is to support the tenants of the Railyard it is also important to not alienate the City.

### **Financial Report:**

#### DRAFT FEBRUARY 2020 FINANCIALS

- SFRCC's current cash position, as of April 7<sup>th</sup>, 2020: \$549,874
- The \$69K of unpaid rent and common area maintenance from Firebox was previously classified as "Bad Debt Expense", has been reclassified as "Prior Year Other Income Adjustment".
- Payment to the City of \$810K due May 2020
- Cash Report
  - Total Income is approximately \$16K above plan YTD.
    - This is primarily due to Events income which is approximately \$11.1K above plan.
  - Rental Income is below plan due to unpaid rent from 1614 Paseo de Peralta.
  - Total Expenses are approximately \$53K above plan YTD.
    - This is primarily due to the increase in the Directors and Officers Insurance premium and unanticipated maintenance expenses
  - Net Operating Income is approximately \$37K below plan YTD after debt service.

## RENT DEFERRAL PROPOSAL FOR THE CITY

- Richard has developed a second proposal to the City of Santa Fe for rent deferral in response to COVID-19 business closures. This will defer the payment owed to the City of Santa Fe from SFRCC and will then allow SFRCC to defer rent for the Railyard Tenants. Will be discussed with City staff and if agreed to, an Amendment to the Lease and Management Agreement will be brought to City Council for approval.

## LOAN APPROVAL – FEDERAL CARES ACT

- SFRCC has applied for the Federal Cares Act Loan. This loan can be used for 2 months of SFRCC's payroll, rent, and utilities. If used exclusively for these items, loan is forgivable in the future.
- Will require the Board to approve a Corporate Resolution in order to enter into this loan.

Chris Calvert made a motion to approve the Certificate of Resolution, 2<sup>nd</sup> by Ellen Bradbury. Motion was unanimously approved.

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

### EVENTS & MARKETING UPDATE – SANDY BRICE

- Sandy updated the Board on tenant closings due to the COVID-19 virus and upcoming events. All scheduled events between April and mid-June have been cancelled. The best-case scenario start of the Railyard concert and movie series would be moved from the end of May to June 19<sup>th</sup>, with fewer total concerts and most if not all local bands. That date will continue to move depending on State regulations regarding public gatherings. If open air concerts are allowed at all this summer, we are able to be more nimble than large events such as Indian and Folk Market which require months of planning with participants traveling great distances and can put a more modest program together which would still be of great benefit for the community. Movies in the Park would be easiest of all to produce if we are allowed.
- The current PSA with the City of Santa Fe for fiscal 2019-2020 will most likely roll over to 2020-2021 since we will not be using all the funds due to all the events cancellation.
- Press junket for new North Railyard businesses originally planned for April has been postponed until businesses are able to open.

### POLICIES & PROCEDURES UPDATE – SANDY BRICE

- Sandra updated the Board on the revision of the Policies and Procedures document. The map and text revisions are almost complete and will be sent to Bob Siqueiros of Public Works and the Santa Fe Conservation Trust for their comments before proceeding to relevant City of Santa Fe departments.
- Once stakeholders and City staff edits have been included, the final revised draft will be scheduled for the review of Committees and City Council for final approval before the end of this fiscal year.

### COMPLETION OF RAILYARD PROJECTS – RICHARD CZOSKI

- Richard discussed a Master Plan Amendment which would turn the one-way access from Flagman Way to Baca Street into a two way. Was proposed in 2010 and turned down by the Planning Commission. SFRCC requested that a traffic study be included in the design.

**Executive Session**

Oscar Rodriguez made a motion to enter Executive Session at 6:32pm, 2<sup>nd</sup> by Ouida MacGregor.

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 6:47pm, 2<sup>nd</sup> Rosemary Romero.

**Next Board Meeting:** Tuesday, May 12<sup>th</sup>, 2020 5:00-7:00pm - Location: TBD

Being no further requests for business, Oscar Rodriguez motioned to adjourn, 2<sup>nd</sup> by Chris Calvert and the meeting was adjourned at 6:50 pm.

Respectfully submitted,  
Sarah Taylor, Office Manager

Signed by:

Allen Bradley Reed  
Name

Secretary  
Title