

## **SANTA FE RAILYARD COMMUNITY CORPORATION**

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

**Tuesday December 14th, 2021 5:00 – 7:00pm**

### **Zoom Conference Call**

**Board Members Attending:** Jacques Paisner (Vice-President), Steve Robinson (President), Ouida MacGregor (Committee Chair), Oscar Rodriguez (Treasurer), Rosemary Romero, Chris Calvert, David Vlaming, Patrick Varela, Ron Pacheco, and Robert Dunn

**Board Members Absent:** Christopher Graeser (Attorney to the Board), David Dunmar, Ellen Bradbury (Secretary)

**Staff Attending:** Christine Robertson (Executive Director), Sandy Brice (Events and Marketing Director), and Brooke Czoski (Office Manager – taking minutes)

**Public:** None

**Call to Order:** The meeting was called to order at approximately 5:02pm by Jacques Paisner, Vice-President of the Board.

**Approval of Agenda:** The agenda was unanimously approved as presented, motion by Ouida MacGregor, 2nd by David Vlaming.

**Approval of Meeting Minutes:** The Board meeting minutes of 11/9/21 were unanimously approved, motion by Chris Calvert, 2nd by Ouida MacGregor.

### **Public Comments**

None.

### **New Business**

#### **Amended & Restated Bylaws**

Rosemary presented a comprehensive list of all the Amended By-Laws. She is proposing one change to the By-Laws in Section 4.01.B. This change is to remove from the By-Laws the language which states “and three (3) additional members” to keep the Executive Committee to President, Vice-President, Secretary and Treasurer. Chris Calvert suggested making the language to include one additional member to avoid an even number for voting purposes.

Rosemary Romero made a motion to change the language to read “and one (1) additional at large member”, 2<sup>nd</sup> Chris Calvert, unanimously approved.

#### **Board of Directors Members Election**

Rosemary announced to the Board that David Dunmar decided not to be re-elected to the board for another two-year term. Rosemary thanked Dave for his service. Chris suggested updating the committee list to remove David Dunmar’s name from the Leasing/Architectural Design Review Committee list.

Rosemary asked Robert Dunn if he would like to be removed from the Governance and Nominating Committee as he is already a member of three other committees. Robert decided he would prefer to stay on all committees he is currently listed on.

Rosemary noted Joan Baker who was a new member of the Public Use Management and Promotion Committee has decided to remove herself from that committee.

Rosemary announced that the Governance and Nominating Committee is bringing forward the nomination of Michael Chamberlin. Michael is newly retired and back in Santa Fe. He has a long career in working with Nonprofit organizations. He is an attorney and worked with several local organizations including Executive Director of Plaza Resolana and CFO of the NM Community Foundation before heading to CA to work with private schools developing their endowments and capital improvement projects. Both Steve and Christine noted his excitement about joining the Board.

Rosemary announced that Siena Sofia Bergt is a recent addition to the Public Use Management and Promotion Committee. Siena was recommended by Jacques Paisner and won an award from the Santa Fe Independent Film Festival for her first feature film entitled Opia. She currently works for the International Folk Art Museum and is focused on growing her career here and giving back to her community. Siena will join the PUMP Committee to learn more about the issues facing the Railyard and ideas about how to address the issues. She would like to be considered for the Board in the future.

Steve Robinson made a motion to approve the report given by Rosemary Romero, unanimously approved.

#### Executive Committee Members Election

Rosemary announced the Board members with terms ending 12/31/21 are Steve Robinson, Ellen Bradbury, Ouida MacGregor, Ron Pacheco and Rosemary Romero. All of the aforementioned Board members have agreed to stand for an additional two-year term expiring on 12/31/23. Rosemary made a motion to approve the terms of the Board members whose terms expired on 12/31/21, 2<sup>nd</sup> Patrick Varela, unanimously approved.

Steve asked if there were any nominations for the Board. Rosemary responded that Michael Chamberlin is being nominated for the Board. Rosemary Romero made a motion to nominate Michael Chamberlin to the Board for a two-year term ending 12/31/23, 2<sup>nd</sup> Jacques Paisner, unanimously approved.

Rosemary Romero made a motion to elect executive officers for an additional two-year term, Steve Robinson - President, Jacques Paisner - Vice President, Ellen Bradbury - Secretary and Oscar Rodriguez - Treasurer, unanimously approved.

Ouida MacGregor nominated herself as the at large member of the Executive Committee, 2<sup>nd</sup> Jacques Paisner, unanimously approved. Rosemary volunteered to remove herself from the Executive Committee.

Sandra asked the Board if they would like her to write a press release stating the new Board and Committee members as well as the reelection of current Board members. The Board agreed that it was a great idea and to proceed.

#### Parking Garage Safety Issues Update

Christine Robertson said that the City has been swift with remedying the security/safety issues in the underground parking lot. She said the City is still working on signage for the new emergency handles. Emergency call buttons will now be answered as well as the call button on the exit gate. Market Station is awaiting the fire system materials for install in building and garage. The parking garage is under Fire Watch protocol during the hours the garage is open to the public.

## Railyard Security Discussion

An email from Bill Banowsky to the City regarding security in the Railyard was presented to the Board. The sentiment of the email was that Bill is angry with the current security company that is under City control. Allied Security (the current security company hired by the City) is having staff/scheduling issues, therefore, their presence is absent in the Railyard. Bill is asking that the current \$100K budget for security by the City be used in a more effective way.

Sam Burnett told Christine that they are trying to find new security contractors and asked if the tenants wanted to be involved. Sandra noted that tenants she has spoken to including SITE Santa Fe, Luna Capital, Farmers Market, Bill Banowsky, Barker Realty, Railyard Flats and potentially the Rail Runner would all be interested in contributing to a security contract together. Christine mentioned that SFRCC would have to handle the tenant's money as the City cannot.

Chris Calvert asked would all the tenants be required to participate or only tenants that are willing to volunteer. Christine said that tenants would have to opt-in. Rosemary said even if the smaller tenants did not contribute, they would still benefit.

Rosemary Romero made a motion to direct staff to pursue options to continue addressing security issues in the Railyard, 2<sup>nd</sup> Ouida MacGregor, unanimously approved.

## Financial Report

### October 2021 Draft Financials

Oscar announced that the Finance Committee met on December 8<sup>th</sup>, 2021. He noted that there were no receivables from tenants and \$7K worth of early rent payments.

### October 2021 Cash P&L Report

Oscar said that SFRCC is projecting to be ahead of budget on expenditures by \$20K. SFRCC's rent payments to the City are all on schedule to be paid in full. Sandra and Christine announce that the \$37K receivable from the City was deposited into SFRCC's bank account.

## Executive Director's Report

### **2021 EVENTS UPDATE – SANDY BRICE**

- Sandra reviewed events in 2021 including the Artists and Farmers Market, the Summer movie and concert series, the Santa Fe Century Bike Race, the Santa Fe Independent Film Festival, fundraisers, community service events and other private celebrations. She also noted that there are many events already booked for 2022.

### **STATUS OF RAILYARD PROJECTS – CHRISTINE ROBERTSON**

- Nuckolls's Brewery is at a standstill in their construction process.
- Altar Spirits is hoping to open in the next few weeks.
- Parcel HH is on schedule and Christine and Marc Bertram will meet after the holidays.
- Sky Railway is revisiting the West Casitas as a loading and unloading zone until the new platform on Track 4 can be built by the City. The City has said they would prefer to have a license agreement between themselves, SFRCC and Sky Railway. Currently, Sky Railway is using Track 1 to load and unload and are in operation.

- The Amended & Restated Lease & Management Agreement committee met and Richard Czoski is currently working on the second round of revisions and is hoping to give to the City for comments in early 2022.

**Executive Session**

Oscar Rodriguez made a motion to enter Executive Session at 6:29pm, 2nd by Chris Calvert.

The Board of Directors met 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.

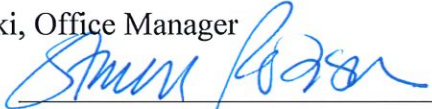
Chris Calvert made a motion to return to regular session at approximately 6:47pm, 2nd by Rosemary Romero.

**Next Board Meeting:** Tuesday, January 11<sup>th</sup>, 2022 5:00-7:00pm - Location: Zoom

Being no further requests for business, David Vlaming motioned to adjourn, 2nd by Chris Calvert and the meeting was adjourned at approximately 6:48pm.

Respectfully submitted,

Brooke Czoski, Office Manager

Signed by:  \_\_\_\_\_

Name STEVEN ROBINSON

Title President

Date 1.13.22