SANTA FE RAILYARD COMMUNITY CORPORATION
Board of Directors' Meeting
Tuesday, April 12th, 2016, 5:00 – 6:45pm
Sunrise Room, Sage Inn & Suites, Santa Fe, NM

Attending: Board Members: Steve Robinson (President), Donald Meyer (Vice President), Dave Vlaming (Treasurer), Ellen Bradbury (Secretary), Dave Dunmar, Bob Dunn, Ouida MacGregor, Ron Pacheco, Jacques Paisner, Devon Ross, Lleta Scoggins, Patrick Varela and Tony Sawtell (Attorney to the Board)

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

Public: None

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

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

Approval of Meeting Minutes: The Board meeting minutes of 3/1/16 were unanimously approved, motion by Dave Vlaming 2nd by Ouida MacGregor.

Public Comments:

- None.

New Business:

- SFRCC sent a letter to Rick Martinez thanking him for his contribution to the Railyard, with his initiative to paint the caboose at St. Francis and Cerrillos and to preserve its current location.
- The New Mexico School for the Arts (NMSA) Special Use Permit approval was appealed by Guadalupe neighbor Nicoletta Munroe.
  - City Council will hear the appeal tomorrow and a decision will be made.
  - She also wrote a letter expressing concern about the Railyard Flats project.
    - She recommended opening up design of the building to an international competition.
    - Richard wrote her a response letter.
- Richard, Sandy, Steve and Bob Siqueiros will meet with Councilor Renee Villarreal tomorrow.
  - They will also meet with Councilor Mike Harris at another date.
  - Councilor Villarreal voted in favor of Lease and Management Agreement Amendment #7 which includes the City's agreement to pay the impact fees for the Railyard Flats building in exchange for Peter Aberg contracting 15% of the design and construction work and materials purchases with local businesses.
- Richard will make a presentation to the Rotary on Thursday at 11:30am.

Executive Session

Devon Ross made a motion to enter Executive Session at 5:13pm, 2nd 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.

Dave Vlaming made a motion to return to regular session at 6:17pm, 2nd by Donald Meyer. All approved.

Return to Regular Session

The Board unanimously approved a motion to approve Wise Pies and Vernon Steakhouse as subtenants for Market Station, motion by Bob Dunn, 2nd by Ouida MacGregor.

Financial Report:

DRAFT FEBRUARY, 2016 FINANCIALS

- Dave Vlaming presented the draft February, 2016 Financials.
  - SFRCC's cash position at the end of February was approximately $611K.
  - On an accrual basis, the financials reflect a loss of approximately $52K for February, 2016 and approximately $209K YTD.
  - However on a cash basis, SFRCC is approximately $17K above budget for the month of February and approximately $4.5K under budget YTD.
- Budget to Actual
  - Snow Removal on the North Railyard and Baca is approximately $22K over budget YTD due to the increased snowfall this winter in comparison with recent years.
  - Also legal and professional expenses are above budget; however, some of these variances are due to timing.
- Debt Service Payments to the City:

  March Payment: $43,045 (Paid March 30)
  April Payment $634,974 (April 30)
  Payment Total $678,019
  - Based on SFRCC's current cash position, there are sufficient funds for the April debt service payment.
    - Following the April debt service payment, SFRCC's cash position will likely be below $50K.
    - However, if Rose Utton pays prepaid reappraisal rent on Little Blue, assuming sale of the building, SFRCC's cash position would be approximately $70K after the April debt service payment.

The draft February, 2016 Financials were accepted.

Executive Director's Report:

PUBLIC USE MANAGEMENT UPDATE - SANDRA BRICE

- There was not a Public Use Management and Promotion Committee meeting last month.
- Events
  - Indigenous Fine Art Market (IFAM)
    - SFRCC has received a check from IFAM to pay the outstanding balance (over $6K) from last summer's event.
    - Sandy hopes the event will continue this coming summer.
    - Sandy has informed last year's IFAM Board of criteria that SFRCC requires be met by May 1st, including proof of sufficient staffing with contact information for the event and a date certain for advance payments.
  - Sandy had her annual City Staff meeting to discuss the upcoming event season.
    - City staff received the Railyard event schedule through October, 2016.
    - Sandy will update City staff on events each week during the event season.

- At the meeting, Park staff informed Sandy that they do not have sufficient funds in the Parks budget to guarantee enough toilet paper and cleaning supplies for the Railyard Park public bathrooms throughout the season. They requested that SFRCC fund toilet paper and cleaning supplies for the Railyard Park public bathrooms during the event season.
    - Per Sandy, extra event-related costs are part of the Parks budget, as well as other City departments, for the Downtown Plaza but not for the Railyard.
    - This issue opens up a larger conversation regarding maintenance issues on the Railyard.
    - The City simply does not have the funds right now to adequately stock the Railyard Park restrooms. They can provide the labor but not sufficient supplies.
    - If there are not adequate supplies in the restrooms the restrooms cannot be opened, and the public's perception of the Railyard could be negatively impacted.
    - SFRCC could consider purchasing the materials between May and October and storing them in the Railyard Community Room.
    - Ron and Sandy expressed concern that this could cause a dangerous precedent.
    - Steve asked if it were possible to get a credit on the rent due to the City for the amount spent.
    - Sandy asked about the possibility of using Railyard GRT for the expense. Richard did not think that this funding source would be a possibility.
    - Dave Dunmar expressed concern as to how SFRCC would ensure that the purchased supplies would be allocated to the Railyard bathrooms.
    - Dave Vlaming recommended SFRCC pay for the supplies (with a limit of $2,000) to ensure the bathrooms clean and well stocked for patrons during the event season.
    - The Board consensus was that SFRCC pay for toilet paper and cleaning materials for the Railyard Park bathrooms for the coming event season.
    - Lleta recommended keeping records of all expenditures.
- The 1-year anniversary of the opening of Violet Crown is May 1st.
    - Violet Crown will donate a percentage of the proceeds on that date to Adelante Development Center, a nonprofit agency that provides individualized support services for over 1,000 New Mexicans with mental, physical, and developmental disabilities, as well as disabled veterans and the elderly.

- Marketing
    - KOAT broadcast a story on the Channel 7 News last week about the trustee being appointed to manage Market Station. The story was broadcast the day after the story was reported in the Santa Fe New Mexican.
        - The KOAT story had many factual errors and gave the impression that a trustee had been appointed to manage the entire Railyard, not just Market Station.
        - Sandy called the KOAT News Director who was very apologetic and asked what KOAT could to do to rectify the situation.
        - A retraction was initially proposed; however, he ultimately offered to do a more accurate piece on the Railyard.
        - Sandy, Steve and Richard recommend timing the story with a large Railyard event early in the season. Sandy will suggest that representatives from SFRCC be interviewed to provide clarification on SFRCC's responsibilities to the City as well as SFRCC's role in event management. The possibility of requesting that the Mayor be interviewed was suggested.
        - Richard thanked Sandy for her efforts in effective addressing the situation and the story's misrepresentations.

- Planning Commission
  - Planning Commission is April 21st at 6pm.
  - Richard and Steve encouraged as much Board attendance as possible.
  - Sandy is reaching out to supporters of the project in the community and requesting that they attend.

AMENDMENT 7 TO LEASE AND MANAGEMENT AGREEMENT

- Approval Schedule:
  - Public Works Approved 4/11/16
  - Finance 4/18/16
  - City Council 4/27/16

LEASING REPORT

- Richard has been receiving a lot of residential interest in the Baca portion of the Railyard.
  - SFRCC has a signed Letter of Intent on Parcel BB for a proposed 4-unit residential project.
  - Richard has shown the Milestone Parcel (Parcel FF) to interested developers for patio home type uses.
- The unsightly appearance of the PNM land adjacent to the Baca Railyard is a concern.
  - Richard will look at alternatives to screen the Baca Railyard from the PNM land after the apartment project goes through the approval process.
- Sale of Little Red and Little Blue buildings
  - Rose Utton should close on the sales this week or next week.
  - Capital from the sales could then be put toward construction of the two new buildings on Parcels P and R.
    - Parcel P will be multi-tenant retail and Parcel R will be a restaurant.
  - Ground rent on Parcels P and R commences May 1, 2016.
  - Subtenants for these two buildings have not yet been announced.

COMPLETION OF RAILYARD PROJECTS

- There is approximately $14,800 in funding available for completion of the pedestrian crossing at Alcaldesa Street, but conflict between the City and the State over contractual issues has stalled the project.
- Steve asked about the status of the underpass at Cerrillos and St. Francis.
  - Per Richard, the construction contract is currently out for bid.

Next Board Meeting: Tuesday, May 10th, 2016, 5:00-7:00pm - Location: Sage Inn and Suites, 725 Cerrillos Rd.

Being no further requests for business, Dave Vlaming motioned to adjourn, 2nd by Lleta Scoggins and the meeting was adjourned at 6:45pm.

Respectfully submitted,
Scott Harrison, Office Manager (taking minutes)