SANTA FE RAILYARD COMMUNITY CORPORATION
Board of Directors' Meeting
Tuesday, May 10th, 2016, 5:00 – 6:45pm
Sunrise Room, Sage Inn & Suites, Santa Fe, NM

Attending: Board Members: Steve Robinson (President), Dave Vlaming (Treasurer), Ellen Bradbury (Secretary), Chris Calvert, Dave Dunmar, Bob Dunn, Ouida MacGregor, Ron Pacheco, Jacques Paisner, Devon Ross and Tony Sawtell (Attorney to the Board)

Also Attending: SFRCC: Richard Czoski (Executive Director) and Anita Martinez (Accountant),

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 Dave Vlaming 2nd by Ouida MacGregor.

Approval of Meeting Minutes: The Board meeting minutes of 4/12/16 were unanimously approved, motion by Dave Vlaming 2nd by Ouida MacGregor.

Public Comments:

- None.

New Business:

- There was an article in the Santa Fe New Mexican on Friday, May 6th, on Indigenous Fine Art Market Director John Torrez Nez, regarding charges of embezzlement when he was involved with SWAIA and the traditional Indian Market.
  - John Torrez Nez has been indicted by a Santa Fe grand jury.
  - Allegedly there is approximately $37,000 unaccounted for which was raised by Native American artists to benefit victims of a 2011 tsunami in Japan.
  - SFRCC has been paid the outstanding balance from IFAM for last year's event.
    - It is uncertain as to how many of the outstanding balances due to other entities from last year's event have been paid.
  - Per Richard, IFAM is planning on holding the event again this summer and John Torrez Nez sent in the application timely.
    - SFRCC has not received the deposit yet; however, it is not due until 30 days before the event, or July 17th.
  - John Torrez Nez still owes SFRCC a list of his local staff for the event.
  - Per Steve, this latest development puts in question whether or not the IFAM event will happen again this year.
    - Per Steve, Sandy's understanding is that John Torrez Nez has already received vendor deposits from artists for this summer's event.
  - Sandy is back in the office this Thursday, and she is formulating a strategy for moving forward.
    - She will be discussing the issue with Tony Sawtell and the Public Use Management and Promotion Committee.
- Copies of SFRCC's tax returns (Form 990) were distributed to the Board members per auditor requirements

  - Board members who did not attend the Board meeting will be mailed a copy.
- Per Ron, the proposed underpass at St. Francis and Cerrillos is moving forward.
  - The project has been approved by Public Works and still needs to go before Finance and City Council, per Richard.

Executive Session

Bob Dunn made a motion to enter Executive Session at 5:10pm, 2nd by Jacques Paisner.

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 6:05pm, 2nd by Dave Dunmar

Financial Report:

DRAFT MARCH, 2016 FINANCIALS

- Dave Vlaming presented the draft March, 2016 Financials.
  - SFRCC's cash position at the end of March was approximately $622K.
  - There was a $634,974 debt service payment made on April 30th.
  - The cash position as of May 10th is approximately $158K.
  - Little Blue, LLC paid SFRCC $38,000 which represents prepaid reappraisal rent.
  - The financials reflect a loss for the month of March of approximately $15K on an accrual basis.
- Receivables
  - Warehouse 21 owes approximately $7,500 in past due rent.
- Cash Basis Summary
  - Net operating income after debt service is approximately $11,700 above budget on a cash basis

The draft March, 2016 Financials were accepted.

Executive Director's Report:

LEASING REPORT

- Lease and Management Agreement Amendment #7
  - This amendment was approved by City Council on April 27, 2016.
  - The amendment revises lease parcel A-2 boundaries.
  - The amendment also obligates the City to pay $140K approximately in impact fees for a residential development on parcel A-2
    - The obligation goes with the land.
    - Per Richard, this is a vote of confidence from the City that they consider residential on that parcel to be a priority.
  - Steve stated that when Railyard Flats goes before City Council, there is a possibility that City payment of the impact fees could be an issue.
    - Some neighbors or small or family businesses could find City payment of these fees for an out-of-town developer objectionable.
- Tomorrow the Leasing Committee will discuss a Letter of Intent (LOI) for Parcel BB in the Baca Railyard.
  - This is a proposed 4-unit residential (free-standing homes) project.

- SFRCC has received a counter offer on the LOI.
- The parcel is approximately 12K SF.
- The developer is familiar with the Baca Railyard.

- The sale of the Little Red and Little Blue buildings to Thoma Family Investments closed.
  - Mr. Thoma is a new SITE Santa Fe board member and also made a contribution to this summer's "Currents" production.

COMPLETION OF RAILYARD PROJECTS

- SITE Santa Fe expansion
  - Bids are due next week
    - Currently, they have received bids from two local contractors, Lockwood and Sarcon, and one Albuquerque contractor, Klinger.
  - Construction is targeted to commence in August, 2016 after the potential IFAM event.
  - Construction will start on the south side and will add just under 10K SF to that side of the building.
  - Construction on the north side is targeted for February, 2017.
  - Target completion is June or July, 2017.
  - The SITE staff moves out of the building from January, 2017 until completion.
  - There will be an amendment to SITE's lease to address a couple of issues with the expansion.
  - A signage and lighting package will be submitted to the Architectural Design Review Committee for approval.

Next Board Meeting: Tuesday, June 7th, 2016, 5:00-7:00pm - Location: Community Room, Santa Fe Public Library, 145 Washington Ave.

Being no further requests for business, Dave Vlaming motioned to adjourn, 2nd by Dave Dunmar and the meeting was adjourned at 6:25pm.

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