SANTA FE RAILYARD COMMUNITY CORPORATION
Board of Directors' Meeting
Tuesday, February 7th, 2017, 5:00 – 7:00pm
Sunrise Room, Sage Inn and Suites, Santa Fe, NM

Attending: Board Members: Steve Robinson (President), Donald Meyer (Vice President), Lleta Scoggins (Treasurer), Chris Calvert, Bob Dunn, Ouida MacGregor, Ron Pacheco, Jacques Paisner, Rosemary Romero, Dave Vlaming and Tony Sawtell (Attorney to the Board)

Also Attending: SFRCC: Richard Czoski (Executive Director), Sandra Brice (Events and Marketing Director) and Anita Martinez (Accountant)

Public: Anne Wrinkle (SITE Santa Fe), Charlotte Jackson (Charlotte Jackson Gallery), Katherine Erikson (Evoke Contemporary) and Margo Thoma (TAI Modern)

Call to Order: The meeting was called to order at approximately 5:02pm by Steve Robinson.

Approval of Agenda: The agenda was unanimously approved, motion by Chris Calvert, 2nd by Dave Vlaming

Approval of Meeting Minutes: The Board meeting minutes of 1/10/17 were unanimously approved, motion by Donald Meyer 2nd by Chris Calvert.

Public Comments:

- After introductions, representatives from the Railyard Arts District (RAD) addressed the Board.
  - Charlotte Jackson spoke first.
    - She stated that representatives from RAD hope to attend some of the future SFRCC meetings and be more a part of the Railyard.
    - RAD is in the process of forming a 501(c)(6). One of the reasons for doing this is that they have been doing some joint advertising.
    - She passed out recent RAD marketing materials, including a brochure and also rack cards which are distributed throughout the state.
    - The brochure was put together in December, sent to the New York Times and distributed by the New York Times regionally in the Sunday papers in Dallas, Houston, Austin, Denver and New Mexico. The brochure promotes New Mexico in addition to RAD. The brochure will be distributed four times per year.
    - They also have a website and are in the process of hiring a branding company.
    - Their intention in coming to the meeting was to let SFRCC know what RAD is doing and wanting to be a working part of the Railyard community.
  - Katherine Erikson discussed the RAD initiatives with respect to social media.
    - They used social media (Instagram, Facebook) this past summer to promote the Wednesday nights in the Railyard as part of the special Wednesday Night Farmers Market.
    - Sandy stated that she is meeting with the Farmers Market next week, will learn more about future plans for the Wednesday Market, and follow up with RAD on what she learns. Alex Kalangis, formerly the Manager of the Farmers Market who initiated the new Wednesday Night Farmers Market, will remain on their Board.
    - Per Katherine, a kickoff event for the Wednesday Night Market might be helpful.

- Anne Wrinkle addressed the Board
    - The SITE renovation and expansion is in mid construction with a target completion of Fall, 2017.
    - RAD is coalescing and formalizing relationships with galleries and other potential cultural partners, including New Mexico School for the Arts (NMSA). They are a marketing association.
    - They have talked in the past about wayfinding and signage on the Railyard and would like to revisit this.
    - Sandy stated that is was a year to 18 months since representatives from RAD addressed the Board regarding signage and wayfinding. At that time, a meeting with SFRCC and RAD was discussed but never initiated by RAD. Sandy is available anytime RAD would like to meet to discuss this issue further.
    - Anne agreed that SFRCC and RAD need to work together to combine efforts to have mutually agreeable objectives.
    - Charlotte Jackson stated that they will contact Sandy to schedule a time to meet.
- The RAD representatives invited questions from the Board/staff.
    - Sandy asked a question regarding the recent spread that was in Trend magazine with the section on the Railyard.
        - She is unclear about how Trend put the spread together. Some of it was clearly paid advertising by RAD. But there were also several pages associated with the Railyard and a graphic that, in addition to depicting the Railyard, depicted other contiguous businesses and organizations.
        - Per the RAD representatives, individual galleries bought advertising and, with that, were provided a free ad for RAD that incorporated the Railyard area.
        - Sandy stated that her only concern is that there was specific branding of the Railyard in the graphic with a lot of other businesses and organizations that are outside of the Railyard and not part of RAD.
        - Per the RAD representatives, the publisher of Trend created the graphic.
        - RAD has discovered that often if individual galleries within RAD buy advertising, they often are provided some free editorial.
- Steve thanked RAD on behalf of the Board and staff and stated that SFRCC is happy to help in any way they can.
    - Per Charlotte, they felt it was important that they come and introduce themselves and get an understanding of what SFRCC is doing as well.
- After the RAD representatives departed, the Board discussed potential collaborative opportunities.

New Business:

- Ouida stated that she had heard anecdotally of security concerns within the underground parking garage.
    - A woman recently spoke with her who stated that women are afraid to park in the garage.
    - Ouida suggested that there might be options to mitigate the dark, drab and gray appearance of the underground parking garage.
    - Ouida stated that a possibility might be to facilitate New Mexico School for the Arts (NMSA) students painting murals inside the parking area that bright and cheerful to mitigate the dark and drab appearance. This could be a great project for the NMSA students, with some guidelines.

        - Dave Vlaming stressed that clear guidelines would be crucial if this type of mural project were undertaken.
    - Sandy stated that City Asset Manager Matt O'Reilly has discussed colorful signage in the underground parking garage directing patrons to the theater, REI, etc. But she is unaware of the current status. The underground parking garage is owned and managed by the City.
- Steve expressed gratitude on behalf of the Board and staff for attorney Tony Sawtell's years of pro bono work and service for SFRCC. Tony has contributed both in a formal capacity for the past 15 years, since the beginning of the Lease and Management Agreement, and for years before that in helping SFRCC become the non-profit that would ultimately manage the Railyard.
    - Tony's expertise and the work he does for SFRCC every day, are extraordinary and beyond any compensation SFRCC could provide.

Executive Session

Dave Vlaming made a motion to enter Executive Session at 5:41pm, 2nd by Rosemary Romero.

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.

Donald Meyer made a motion to return to regular session at 6:25pm, 2nd by Chris Calvert.

Return to Regular Session

Chris Calvert made a motion that, with respect to the ArtYard easement, SFRCC pursue title insurance with Prima Title in the short term and pursue City condemnation of the ArtYard easement in the long term. 2nd by Ron Pacheco. The Board unanimously approved the motion.

Ron Pacheco made a motion that SFRCC approve the extension to Executive Director Richard Czoski's contract. 2nd by Rosemary Romero. The Board unanimously approved the motion.

Financial Report:

DRAFT DECEMBER 2016 FINANCIALS

- Lleta Scoggins presented the draft December, 2016 Financials.
- SFRCC's cash position as of December 31st, 2016 was $520,377.
- There are no outstanding receivables.
- Next Debt Service Payments to the City:
    - $43,897.64 due 4/1/17
    - $454,527.88 due 5/1/17
    - $498,425.52 TOTAL
    - SFRCC is in a financial position to meet both of those obligations.
- The bad debt allowance has been reduced to $5,000 based on the recommendation of SFRCC's CPA Eun Hong and the auditor, Barraclough and Associates.
- Liabilities and Net Assets
    - #2112 (Deferred Rent)
        - The increase from last fiscal year is due to unbudgeted WSB Management LLC, Trailhead Design Source LLC and Thull Railyard LLC advanced rent.
    - # 2824 (Cinema Parking Fee Deferral)

        - This amount (approximately $225,555K) does not include December, 2016 numbers from the City, which have not been received.
    - There were no substantial variances to report with respect to the Budget to Actuals.
    - The Board reviewed the draft 2015/16 Audit
        - Per Richard, there were no audit exceptions.
        - Based on the recommendation of the Finance Committee, which reviewed the audit at the January 25th, 2017 Finance Committee meeting, the audit was unanimously approved, motion by Dave Vlaming, 2nd by Donald Meyer.

The draft December, 2016 Financials were accepted.

Executive Director's Report:

PUBLIC USE MANAGEMENT UPDATE - SANDRA BRICE

- Markets
    - Sandy met with the Artists Market to extend their 2-year license.
    - She will be working with the Farmers Market to expand on the Wednesday Night Market that started last summer.
        - They will be working to add more food and music to the evenings and more involvement from the larger Railyard community.
- City alcohol ordinance regarding City-owned properties.
    - There is a pending change to the ordinance which has been sponsored by Councilor Dominguez
    - The proposed change would simplify the process for organizations to request to serve alcohol in City parks and also provide more specifics for best practices about serving sizes, etc. It would also specify the amount of security and police that would be required, based on the size of the event.
    - Event organizers would no longer need to go through the lengthy process of requesting an amendment to the ordinance. They would, however, need a resolution with Council sponsorship. But as Councilor Dominquez explained it to Sandy, the idea is to make it such that the resolution can go through very easily unless event organizers are proposing something that is different from what is in the ordinance. 60 days' notice of a resolution in advance of an event will be required.
    - Alcohol still forbidden on downtown Plaza and the potential change likely won't impact neighborhood parks substantially due to fencing and security costs; so Sandy expects SFRCC will get more requests for alcohol at events in the Railyard Park.
    - The PUMP Committee recommended taking each request on a case-by-case basis.
- Events
    - The Bike and Brew will return to the Railyard in May, 2017.
        - There is a narrow window for them to submit their resolution to serve alcohol. The new ordinance will not be approved until mid-March and resolutions require a 60-day notice to Council.
        - If necessary, due to scheduling requirements and deadlines, the Bike and Brew could get grandfathered as part of the existing ordinance.
        - The City Attorney's office is working with Sandy on this issue.

COMPLETION OF RAILYARD PROJECTS

- The City received comments from NM DOT on the Alcaldesa Street crossing.

- Per Sandy, the potential agreement includes all future potential crossings in the Railyard.

Next Board Meeting: Tuesday, March 7th, 2017, 5:00-7:00pm - Location: TBD

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

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