

SANTA FE RAILYARD COMMUNITY CORPORATION

Board of Directors' Meeting

Tuesday, February 07, 2023, 5:02 p.m. – 6:27 p.m.

Zoom Conference Call

Board Members Attending: Steve Robinson (President), Jacques Paisner (Vice-President), Oscar Rodriguez (Treasurer), Ellen Bradbury (Secretary), Rosemary Romero, Chris Calvert, Ron Pacheco, Michael Chamberlain, Ouida MacGregor, Richard Czoski, Patrick Varela

Board Members Absent: Robert Dunn,

Staff Attending: Christine Robertson (Executive Director), Brooke Czoski (Director of Events & Marketing, Valarie Lyon-Vigil (Taking Minutes)

Public: No

Call to Order: The meeting was called to order at approximately 5:02 p.m. by Steve Robinson, President of the Board.

Approval of Agenda: The agenda was unanimously approved, with the following change:

Move Executive Session after Public Comments and before New Business, motion by Ron Pacheco, 2nd by Oscar Rodriguez.

Approval of Meeting Minutes: The Board meeting minutes of January 10, 2023, were unanimously approved, motion by Chris Calvert, 2nd by Patrick Varela.

Public Comments: No Public Comment

Executive Session

Rosemary Romero made a motion to ENTER Executive Session at 5:04 p.m., 2nd by Patrick Varela.

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 taken.

Ron Pacheco made a motion to EXIT Executive Session at 5:38 p.m., 2nd by Chris Calvert.

New Business

2023 Conflict of Interest & Whistleblower Policies

Christine reported there are no regulations in New Mexico for Whistleblower Policy. Through Christine's conversation with Peter Dwyer, his recommendation is if a claim is filed against a member of the Finance Committee, that member would need to recuse themselves. He also confirmed the Finance Committee Members also serve as the Audit Committee.

The only change in the Whistleblower policy is "Reporting Responsibility" section. The policy will be added to the Employee Handbook and presented to the Governance Committee for review prior to presenting it to the Board of Directors.

Christine will edit the Whistleblower Policy to direct employees to file complaints with the Executive Committee.

Conflict of Interest Policy

It's the same policy as last year, will be sent out via Adobe for signature. Ellen will be out of town so the policy will be sent out for signature after she returns and reviews the policy.

Richard joining Leasing & Architectural Design and Finance Committees

Christine reported that Richard Czoski will serve on the Leasing & Architectural Design and Finance Committees.

Financial Report

Oscar Rodriguez, Treasurer, reported on the December 2022 Financial Report.

December 2022 Draft Financials

- Cash balance increase due to COVID budget decreases, Audit costs decreased, personnel changes.
- 2% CPI Increase was assumed for the budget, however the CPI #'s were greater than expected.
- Deferrals from the City of SF, Sale of SF Clay Building, Depot & WH21 deferrals all
- SFRCC's cash position is very strong, there are no anomalies in the financial statements.
- SFRCC is ahead of the budget in both revenue and expenditure.

Audit Status

- SFRCC has provided Pulakos with requested items, most remaining items are being provided by Insight CPA.
- Pulakos anticipates the audit to be completed by February 2023.

Corporate Resolution

- The Corporate Resolution has been applied to the New Mexico Bank & Trust account, so checks under \$5,000.00 only need one signature and over \$5,000.00 will require two signatures.

2023-2024 Budget

- Draft Budget will be presented at the March 2023 Board Meeting.

Executive Director's Report

2022 - 2023 EVENTS UPDATE (Provided by Brooke Scarborough, Director of Marketing & Events)

- Railyard Train Platform Update: Designs in progress, at this time no meetings scheduled.
- Santa Fe Southern Railways: If Sky Rail, will be using the West Casitas so Brooke will work on a license agreement. Once their schedule is received and if using the West Casitas, the fee will be based on how many times they'll be using the space.
- Train Safety Course: Operation Life Saver, Inc. Christine & Brooke will be attending the course.
- Farmers Market License Agreement: Public Use Committee is requesting the Farmers Market to pay a site fee. The Farmers Market is requesting a decrease on Tuesday booth fees due to less foot traffic. Brooke will add language into the License Agreement and reducing the booth fees in the future will not be considered. Rosemary Romero made a motion to charge a nominal site fee of \$5.00 per event, 2nd by Chris Calvert.

- Artists Market Agreement: The two (2) year agreement has been finalized and will be signed this week.

STATUS OF RAILYARD PROJECTS (Christine Robertson, Executive Director)

1. Market Station Update: Tim Thompson, Market Station Owner purchased Outside Magazine building & will be turning it into a 20 room 5-star hotel. He's looking for a 5-star restaurant and upscale bakery to fill the two open spaces in Market Station.
2. Railyard Flats Update: Capacity is at about a third full.
3. ArtYard Update: CDLFB negotiating with Doug Lander to expand Railyard Fitness.
4. Nuckolls Update: Waiting for final outstanding items. Will provide renderings for temporary restaurant space on Parcel R.
5. Trailhead Park Lofts Update: Designs elements were approved contingent upon City approval and any on any lot splits or consolidations.
6. 821 Baca Street Update: Conditional letter of approval is currently in the Land Use department for review. When SFRCC receives final approval, the letter will be sent out to Northway. The License Agreement is in process.
7. B1 Design Status Update: Designs will need to be presented by July.
8. Altar Addition: Moving ahead with the addition. Designs will be presented to the Leasing/ADR Committee when they are received.

SECURITY UPDATE (Christine Robertson, Executive Director)

- Creeper has been taking pictures & staring at patrons near Restoration and Violet Crown. Security confronted the individual who appears to be mentally challenged.
- Increase in incidents related to drug use.
- Threat in the tunnel, individual had a gun. Police were called.
- Incidents have decreased based on daily reports.

CITY MANAGER MEETING RECAP (Christine Robertson, Executive Director)

- Discussed IFAM status.
- Baca Tenants utility transfer issues. The City Manager will address again.

AMENDMENT 11 UPDATE (Christine Robertson, Executive Director)

- Passed three committees, EDAC, Public Works & Finance. Wednesday the Amendment will be presented to the Governing Body.

SECOND AMENDED & RESTATED LEASE & MANAGEMENT AGREEMENT UPDATE (Christine Robertson, Executive Director)

- The City will work on the 2nd Amended & Restated Lease & management Agreement after Amendment 11 is approved.

Next Board Meeting: Tuesday, March 07, 2023, 5:00-7:00pm - Location: Zoom or 332 Read Street

Being no further requests for business Oscar Rodriguez motioned to adjourn, 2nd by Ron Pacheco and the meeting was adjourned at approximately 6:27 p.m.

Respectfully submitted,

Valarie Lyon – Vigil, SFRCC Operations Manager

Signed by: Ellen Bradbury Reid

Name: Ellen Bradbury Reid

Title: SFRCC Board Secretary

Date: 3/16/23