

## **SANTA FE RAILYARD COMMUNITY CORPORATION**

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

**Tuesday, January 09, 2024, 5:01 – 5:46pm**

### **Zoom Conference Call**

**Board Members Attending:** Chris Calvert (President), Jacques Paisner (Vice-President), Oscar Rodriguez (Treasurer), Ellen Bradbury (Secretary), Michael Chamberlain, Robert Dunn, Ron Pacheco, Rosemary Romero, Patrick Varela

**Board Members Attending via Zoom:** Steve Robinson, Richard Czoski

**Board Members Absent:** None

**Staff Attending:** Christine Robertson (Executive Director), Valarie Lyon – Vigil (Operations Manager – taking Minutes)

**Public:** None

**Call to Order:** The meeting was called to order at approximately 5:01pm by Chris Calvert (President).

**Approval of Agenda:** The January 09, 2024, Agenda was unanimously approved as presented, motion by Patrick Varela, 2nd by Rosemary Romero.

**Approval of Meeting Minutes:** The REGULAR Board meeting minutes of December 12, 2023 were unanimously approved, motion by Rosemary Romero, 2nd by Ellen Bradbury.

**Public Comments:** No Public Comments.

### **New Business:**

#### **Board Committees Review**

Chris directed the Governance and Nominating and the Human Resources committees to provide the history, accomplishments, mission and work schedule for 2024. A review of the committees, understanding of each committee and the list included in the By-Laws was also discussed.

Rosemary Romero will conduct a historical review of the Committees from 2003 to include the development & purpose of the committees and provide it to the Board.

Chris directed all board members to review the committee lists and provide any membership changes will be presented to Christine.

Election of the Leasing Committee chair will be conducted at the next Leasing committee on January 17, 2024.

### **Financial Report**

- November 2023 Financials – Overview presented by Oscar Rodriguez (Treasurer) – No anomalies reported and cash balance provided indicates in line with City payments for 2024.
  - An audit was conducted with Insight and SFRCC coding, in regard to event expenses.

- Audit/990 Status - Audit will be reviewed at the next Finance Committee meeting on February 7, 2023.
  - Pulakos will present the audit in Executive Session at the February 13, 2024 Board meeting.
- Parking Garage Validation Report – The CofSF is still working with the vendor to retrieve the data.
- Bank Signatures – Valarie will work on getting the bank signature cards to remove Steve Robinson and adding Chris Calvert.
- Insight CPA – Eun will be sending out a meeting invite to Oscar, Richard and Michael for the Wednesday, January 10, 2024.

### **Leasing & Architectural Design Committee Update**

- Committee Meeting Update (included in the packet for your review).
- Train Platform/Fence – Christine will get an update from the CofSF at the January 11, 2024 meeting.
- Project Approval Process – Sent out to all tenants.

### **Executive Director's Report**

- 2024 Marketing & Events Update – Report provided in the packet for your review.
  - Brooke on leave 01/12 – 01/26/24
  - IFAM meeting to discuss legislative funding request.
- Security Update – Reports continue of homelessness in the garage and the stairwells.
- DEPP (Downtown Employer Paid Permit) – Program started on 01.09.24, 150 permits will be issued @ \$25/month.
- Retreat Discussion – Postponed until Fall 2024. Rosemary Romero stated the last retreat was held in 2016 to discuss a vision plan for the criteria of the cinema and develop an RFP.
- Ron Pacheco reported that Miguel DiSilva recommends meeting with Christine to discuss the shading options in the NRY.

### **Old Business**

- Resolution #2024-01-09, presented by Chris Calvert (President).
  - Presented to resolve issues and concerns for the Board and Staff.

Resolution #20241-01-09 was unanimously approved by a raise of hands vote, motion by Chris Calvert, 2nd by Bob Dunn.

### **Miscellaneous Comments**

- Rosemary Romero suggested defining roles and responsibilities of the Board at the retreat.
- Ellen Bradbury suggests that Board attend in person for future meetings.
- Ellen and Rosemary will come up with ideas to recognize Ouida's service on the Board.

**Executive Session**

The Board of Directors DID NOT 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.

**Next Board Meeting:** Tuesday, February 13, 2024, 5:00-7:00pm - Location: TBD or via Zoom

Being no further business, the meeting was adjourned by Chris Calvert (President) at approximately 5:46pm.

Respectfully submitted,

Valarie Lyon – Vigil, SFRCC Operations Manager

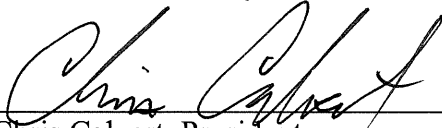
Signed by: Ellen Bradbury Reid  
Name: Ellen Bradbury Reid  
Title: SFRCC Board Secretary  
Date: Feb 14, 2024

**CERTIFICATE OF RESOLUTION**  
**Resolution #2024-01-09**

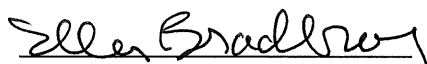
The undersigned, the President and the Secretary of the Santa Fe Railyard Community Corporation, a nonprofit corporation, certify that at a duly called meeting of the corporation's Board of Directors held on January 09, 2024, a quorum being present, by motion duly made and seconded, the following resolution was unanimously passed;

WHEREAS, the Santa Fe Community Corporation (SFRCC) Board of Directors (Board) respects and has confidence in the SFRCC staff, and whereas the Board recognizes the excellent job that staff is doing, and whereas, although the Board acknowledges its ultimate responsibility for the Railyard's success, the Board also acknowledges the Staff's responsibility for day-to-day operations.

THEREFORE, be it RESOLVED that the Board will work to improve communications with Staff and among Board Members so that we can all move forward as a Team, focused on the mission of the Railyard.

  
\_\_\_\_\_  
Chris Calvert, President

Attest:

  
\_\_\_\_\_  
Ellen Bradbury, Secretary