

SANTA FE RAILYARD COMMUNITY CORPORATION

Board of Directors' Meeting

Tuesday, December 12, 2023, 5:03 p.m. – 6:30 p.m.

In Person @ The Sage Hotel, 725 Cerrillos Road, Santa Fe, NM 87505

Board Members Attending in Person: Steve Robinson (President), Jacques Paisner (Vice-President), Ellen Bradbury (Secretary), Chris Calvert, Michael Chamberlain, Richard Czoski, Robert Dunn, Ron Pacheco, Rosemary Romero, Patrick Varela

Board Members Attending via Zoom: Oscar Rodriguez (Treasurer), Ouida MacGregor (partial attendance) via telephone.

Board Members Absent:

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

Public: None

Call to Order: The meeting was called to order at 5:03p.m. by Steve Robinson (President)

Approval of Agenda: The December 12, 2023, Agenda was unanimously approved with a motion by Chris Calvert, 2nd by Rosemary Romero.

Approval of Meeting Minutes: REGULAR Board meeting minutes of November 07, 2023, were unanimously approved, motion by Bob Dunn, 2nd by Richard Czoski.

Public Comments: No Public Comment

New Business: No New Business to report.

Election of Board Officers

1. Ron Pacheco nominated Richard Czoski for President.
2. Bob Dunn nominated Chris Calvert for President.
3. Richard Czoski & Chris Calvert accepted the nomination.
4. Voting results = Chris Calver as SFRCC Board President.
5. Ellen Bradbury expressed interested in being re-elected as Board Secretary
6. No other nominations for Secretary.
7. Voting results = Ellen Bradbury as SFRCC Board Secretary.

Ron Pacheco made a motion to approve Ellen Bradbury as SFRCC Board Secretary for a two-year term, motion 2nd by Bob Dunn, the motion was unanimously approved.

Election of Board Members

1. Rosemary Romero rescinded her resignation.
2. Ouida MacGregor submitted her resignation.
3. Re-election of Board Members with expiring terms:
Steve Robinson, Ellen Bradbury, Michael Chamberlain, Ron Pacheco, Rosemary Romero.

Ron Pacheco made a motion to accept the resignation of Ouida MacGregor from the SFRCC Board of Directors, motion 2nd by Bob Dunn, the motion was unanimously approved.

Ron Pacheco made a motion to accept the re-election of members with expiring terms for a two-year term: Steve Robinson, Ellen Bradbury, Michael Chamberlain, Ron Pacheco, Rosemary Romero, motion 2nd by Chris Calvert, the motion was unanimously approved.

Election of Executive Committee Members

1. The Executive Committee will consist of Chris Calvert, President; Jacques Paisner, Vice-President; Oscar Rodriguez, Treasurer; Ellen Bradbury, Secretary.
2. Nominations for Member at Large:
Richard Czoski nominated Steve Robinson & Bob Dunn self-nominated.
3. Voting results = Steve Robinson as SFRCC Board Member at Large.

Ron Pacheco made a motion to accept the following Board Members as the SFRCC Board of Directors Executive Committee: Chris Calvert, President; Jacques Paisner, Vice-President; Oscar Rodriguez, Treasurer; Ellen Bradbury, Secretary, Steve Robinson Member at Large, motion 2nd by Chris Calvert, the motion was unanimously approved.

Conflict of Interest & Whistleblower Policy

1. Both policies included in packets with no changes from previous year.
2. Board members will retain copies of each policy.
3. "*Acknowledgement of Receipt*" (included in the packet) will be signed by each board member and returned to the Executive Director

2024 Board of Directors Meeting Schedule Discussion

1. 2024 Board of Directors Meeting Schedule adjusts accordingly to several Jewish holidays that conflict with the normal 2nd Tuesday of the month schedule.

Chris Calvert made a motion to accept the 2024 Board of Directors Schedule as presents, 2nd by Ron Pacheco, the motion was unanimously approved.

Board Retreat Doodle Poll

1. Doodle poll was sent out for possible dates, estimating a 4-5 hours retreat.
2. Several board members were unable to access the poll and requested a plain text email be sent instead.
3. Christine will send out an email with several dates to choose from and will request a response by December 22, 2023.

Financial Report

Christine Robertson, Executive Director, reported on the October 31, 2023 Financial Report.

October 2023 Draft Financials

- Report from Finance Committee meeting on 12.06.2023.
- Code 1640 added to validate the new GAAP rule, note from Eun included in packet.
- Balance Sheet, Income Statement, Budget Report and Cash Flow were reviewed for October 2023.
- Financial review – No anomalies, nothing outstanding, below on expenses and exceeded income.
- Pulakos invoice was out of the budget schedule that was based on last year's invoices. Final audit invoice has been received and will be paid in December.

Audit Status

- Audit is complete and there were no anomalies.
- The only change was to accommodate the GAAP rule changes.
- Auditors are finalizing the 990.

Leasing & Architectural Design Committee Updated

- Update from the Leasing & Design update report included in the packet.
- Warehouse 21 – RFP has not been issued, NMSA may bid to rent or buy.
- Twisted Cow Lease Signed.
- City Garage Sale on hold.
- Train Platform on hold. City may include several items in grant to address safety issues.
- Ron Pacheco recommending reaching out to the new City Councilors for an introduction to SFRCC meeting.
- Christine will discuss train safety concerns with the City Manager.
- Steve Robinson suggested writing a letter to the City regarding the emergency safety issues.
- Ellen Bradbury reported that her son-in-law will make an onsite visit to recommend shade options. Brooke will email him the 3D walk about.
- Ron Pacheco will reach out to his contact at SF Awning for a quote.

Executive Director's Report

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

Events/Marketing Update:

- SFRCC Public Use (PUMP) Committee recommends approval of the new Event fee schedule.
- New fee schedule includes an “over 1,000 attendees” category.
- Schedule will be added to the new website with a timeline to complete reservation.
- PUMP Committee gave Brooke the flexibility to lower rates during the week to attract additional activity in the RY.
- SFRCC Event Fees haven't been updated in 15 years.

Ron Pacheco made a motion to approve the Event Fee as presented, motion 2nd by Richard Czoski, the motion was unanimously approved.

- Chris Calvert suggested reaching out the Film Industry to get on their location list.
- Going forward the PUMP committee will only meet as needed.
- Brooke & Christine will be meeting with the new IFAM Executive Director in January.
- 2023 had a 16% increase in event revenue over calendar year 2022.
- Website will be launched in January 2024.

STATUS OF RAILYARD PROJECTS (Christine Robertson, Executive Director)

- 2024 SFRCC Holiday Schedule included in packet.

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 taken.

Next Board Meeting: Tuesday, January 9, 2024, 5:00-7:00pm - Location: Zoom Conference Call.

Being no further requests for business Bob Dunn motioned to adjourn, 2nd by Ron Pacheco and the meeting was adjourned at approximately 6:30 p.m.

Respectfully submitted,

Valarie Lyon – Vigil, SFRCC Operations Manager

Signed by: Ellen Bradbury Reid
 Name: Ellen Bradbury Reid
 Title: SFRCC Board Secretary
 Date: Jan 9, 2024