

## **SANTA FE RAILYARD COMMUNITY CORPORATION**

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

**Tuesday, October 12, 2010, 5:00 – 7:00 pm**

**Conference Room, Santa Fe Railyard Community Corporation, Santa Fe, NM**

**Attending:** Board Members: Steve Robinson (President), Donald Meyer (Vice President), Dave Vlaming (Treasurer), Ellen Bradbury, Gilbert Delgado, Bob Dunn, Dave Dunmar, Stephen Easley, Devon Ross, Lleta Scoggins, and Tony Sawtell (Attorney to the Board).

**Also Attending:** SFRCC: Richard Czoski (Executive Director), Sandra Brice (Events and Marketing Director), and Scott Harrison (taking minutes).

**Public:** None.

**Call to Order:** The meeting was called to order at approximately 5:05 pm.

**Approval of Agenda:** The agenda was unanimously approved, motion by Donald Meyer, 2<sup>nd</sup> by Bob Dunn.

**Approval of Meeting Minutes:** One correction was made to the minutes by Dave Vlaming. The revised meeting minutes of 9/14/10 were unanimously approved motion by Dave Vlaming, 2<sup>nd</sup> by Stephen Easley.

### **Public Comments:**

- None

### **Financial Report:**

#### **DRAFT AUGUST, 2010 FINANCIALS**

- Dave Vlaming presented the August, 2010 Financials.
  - There is \$282K in debt service payments not reflected on the draft financials, because the two checks totaling this amount have not yet cleared the bank.
  - There are still outstanding tenant receivables.
  - Richard addressed variances:
    - 4610 - Event Income:
      - This is primarily due to late payment by the artists groups.
    - 6310 - Salaries:
      - This is due to the fact that labor costs are being incurred before reimbursement is received from the City for work performed by CSF Management, LLC.
    - 6410, 6422 – Advertising and Marketing Materials:
      - SFRCC is awaiting authorization of 2010/11 Events Management Budget by City Council.
    - \$2,500 was budgeted to re-do the floors in the SFRCC office. This work has not yet been done but is in process with Anita Martinez.
  - Richard will meet with Bob Siqueiros (City Railyard Project Administrator) tomorrow to discuss the status of the following amounts owed to SFRCC by the City:
    - \$96,000 for Archeology

- \$33,000 for 2009/10 Events
- \$67,625 for 2010/11 Events
- The City has hired a consultant to work with the City on refinancing the NMFA loans.
  - Refinancing could potentially lower SFRCC's debt service payments to the City.
- There are two upcoming SFRCC debt service payments:
  - A \$180,287 NMFA payment is due to the City on November 1<sup>st</sup>, 2010.
  - \$429,683 is due May 1<sup>st</sup>, 2011.
- SFRCC will invest in a new \$100K CD.

The August, 2010 draft financials were accepted, motion by Lleta Scoggins, 2<sup>nd</sup> by Bob Dunn.

**New Business:**

- None

**Executive Session**

Donald Meyer made a motion to enter Executive Session at 5:20pm, 2<sup>nd</sup> by Dave Vlaming.

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 5:54pm, 2<sup>nd</sup> by Stephen Easley. All approved.

**Executive Director's Report**

**PUBLIC USE MANAGEMENT UPDATE – SANDY BRICE**

- Farmers License Agreement renewal
  - Per Sandy, SFRCC will address the Farmers Market proposal for extension of the license agreement for use of the Plaza and Shade structure when Farmers Market is able to provide full year financials, likely in December, 2010.
- There was a very successful Railyard Block Party event in September which highlighted the potential of the Railyard Plaza as an urban event space.
- Private sponsors for events on the Plaza are being sought.
- Temporary ice rink for Winter Fiesta
  - Currently, there is no City funding or staffing available for the temporary ice rink, but private funding may be sought by the committee.
  - Sandy will meet with Keith Toler of the Convention and Visitors Bureau and Ike Piño, the new Public Works Department Director, on Friday, October 15<sup>th</sup> to discuss ways in which the City could help.
- The PUMP Committee approved SFRCC co-sponsoring a charitable holiday event this year.
- The Public Works Committee tabled the Plaza Roundtable recommendations of moving events from the Plaza to the Railyard.
- The Railyard website will soon include a Baca page as well as a North Railyard page.
- Construction of the West Casitas Grove is nearing completion and will be available for events next season.

- A letter was mailed to Kelley Brennan, Assistant City Attorney, asking for the City's assistance in clarifying the lines of authority and communication amongst the four entities that manage the Conservation Easement: City, SFRCC, TPL and the Railyard Park Stewards.
- The Artists Market sent Sandy a letter expressing gratitude for their new home in the Railyard Park and stating that they have made a donation to the Esperanza shelter in Allie Hannah-Rose's name.
- There is increased concern for security/public safety in the Railyard.
  - There was a stabbing fatality last week near St. Elizabeth's shelter.
  - There was another serious violent incident in August, 2010 near the Santa Fe Southern caboose, and a recent police report shows an alarming number of incidents involving homeless individuals in or near the south end of the Park in the months of August and September.

## LEASING REPORT

- ArtYard
  - ArtYard has not yet signed the lease terminations for Parcels A-2 and B-1.
- Masque
  - Master Plan Amendment #10, "To exceed a height of 26 feet and to allow a height of 34 feet for a flat roof within in-between North Railyard area for lease Parcel A-2.", goes to City Council on 10/27/10.
  - The proposed post production building for Parcel A-2 goes before BCD-DRC on 11/16.
- Richard Brandt has proposed on cinema on Parcels F-1 and G.
  - Richard Czoski informed Richard Brandt that Parcel G is leased to Railyard Company, LLC (RyCoLLC). He also informed RyCoLLC of Brandt's inquiries.
  - Richard Czoski sent Brandt a proposal of the financial terms, but with a contingency that the current tenants, RyCoLLC and Santa Fe Clay, would have to terminate their leases. He also recommended that Brandt contact Rick Jaramillo of RyCoLLC. Brandt has not yet contacted Rick Jaramillo.
  - RyCoLLC will be issuing a "Cease and Desist" letter to the City, SFRCC and Brandt – requiring an end to communication with Brandt regarding Parcel G.
  - The October 13<sup>th</sup> Leasing Committee Meeting with Brandt has been cancelled.
- Richard Czoski presented two proposed lease amendments to the Board for their approval:
  - Farmers Market requested 75 square feet be added to their lease parcel for service ingress/egress on the east side of the Premises.
    - The lease amendment was unanimously approved, motion by Stephen Easley, 2<sup>nd</sup> by Donald Meyer.
  - La Puerta requested extending their Right of First Refusal on Parcel PP to October 31, 2011.
    - The lease amendment was unanimously approved, motion by Dave Vlaming, 2<sup>nd</sup> by Lleta Scoggins.
- Santa Fe Southern (SFSR)
  - The City is drafting a resolution directing City staff to enter into negotiations with SFRCC and SFSR, regarding the City leasing the Depot from SFRCC and subleasing a portion of it to SFSR.
  - The City would establish a Visitors Center at the depot which would be open 7 days a week.

- Steve Robinson set up a meeting with Mayor Coss on Friday morning October 15<sup>th</sup> to discuss the situation. Robert Romero, the City Manager, will also attend the meeting.
  - One of the items to be discussed will be the condition of the depot with respect to hazardous materials and code compliance. Steve Robinson referenced Mac Watson's 2009 Assessment Report.

#### RENEWAL OF LEASE AND MANAGEMENT AGREEMENT

- The Lease and Management Renewal Committee reviewed the draft of the new agreement – their comments have been submitted to Tony Sawtell.
- The goal is to have an acceptable agreement submitted to the City staff by year-end, 2010 and to bring the agreement before City Council in January, 2011.
- The proposed new agreement would expire June 30, 2022.
- An increase in debt service deferrals of \$50K-\$60K per year for Events Management, in lieu of annual funding requests, would be proposed.
- The new agreement would also attempt to clarify property taxes and remove any SFRCC lien exposure.

#### COMPLETION OF RAILYARD PROJECTS

- Per Richard, the City is applying for a \$2 million ARRA grant which could be used to fund outstanding projects in the Railyard.
- Richard presented a list of priority projects to the Board.
- The grant proposal is due at end of October, with a decision likely by end of November.

#### INFRASTRUCTURE STATUS

- There is only minor work on the access road remaining at Baca.
- Completion of easements and surveys for Baca and the North Railyard is also pending.

#### SANTA FE UNIVERSITY OF ART AND DESIGN UPDATE

- The barracks are to be demolished by the State
  - CSFM is working with State to separate barracks utilities infrastructure from that of the University.
- The sale of the barracks to the State should close in early December, 2010.
- Work is underway to separate the Santa Fe Arts Institute utilities from University utilities.
- Per Richard, the expenditure of deferred maintenance should be more organized in 2011.
- The Cafeteria construction should be completed soon.
- There is no further progress between the Alumni Association and the University on issue of the Alumni Association's terminated lease.
- Per Richard, there are several new players at the University including President John Gordon. A new Laureate Project Manager will replace Scott Brody. CSFM has been working with Laureate's International Real Estate manager in the interim.
  - John Gordon and Cabinet Secretary Art Jaramillo cannot attend the October CSFM Board meeting, but they are hoping to come to the November meeting.

**Next Board Meeting:** Tuesday, November 2<sup>nd</sup>, 2010, 5:00-7:00pm – Southwest Conference Room at Christus St. Vincent's Medical Center

Being no further requests for business, Donald Meyer motioned to adjourn, 2<sup>nd</sup> by Stephen Easley, and the meeting was adjourned at 6:57pm.

Respectfully submitted,  
Scott Harrison, Office Manager