

**Cheyenne Downtown Development Authority/Main Street
Board of Directors Meeting– Thursday, October 15th, 2015
7:00 A.M., 2nd Floor Asher-Wyoming Arts Center**

Call to order: Hans Seitz, *President*

Dick O’Gara, *Vice President*

Wally Erickson, *Treasurer*

Dave Ohde, *Secretary*

Buck Holmes

Pat McGee

Dave Tuebner

Charlotte Powers

Alane West

Dr. Mark Rinne

Staff:

Amy Surdam, *Executive Director*

Ginny Olsen, *Administrative Assistant*

Desirée Brothe, *Program Manager*

Guests:

Richard Johnson, Greg Smith, Lt. Hammock, Gabe Pina, Becky Orr, Greg _____, Stephanie Lowe, John Dinneen, Glenn Garrett, Megin Rux, Brian Beadles, Phil Trefren

Call to order: President Seitz called the meeting to order at 7:02am. He began by stating that Pat McGee has not been present for four consecutive meetings. He called for a recommendation to vacate this position, opening it up, and to move forward to find a new member. Ms. West made motion for recommendation to remove Pat McGee from her currently held board position. Mr. Tuebner seconded the motion; it carried. President Seitz stated that he would call the Mayor today. Also, Matt Ashby is of course departing city of Cheyenne and there is some question as to who will take his place. Ms. Surdam stated that she has spoken with the Mayor, who said that it may take several months to hire and appoint someone new. President Seitz asked if the Board felt that we should replace him at this point. Ms. Surdam commented that she has regular contact with the city and could keep on in that manner until a replacement is found. Board meeting minutes will simply be forwarded to the Mayor upon completion.

Consent Agenda:

Approval of Minutes

Treasurer’s Report, payables \$13, 188.11 and transfers of \$13,000 to Operating: \$12,000 to Payroll

E. D. Board Update

Mr. Ohde moved to approve the consent agenda in its entirety. Mr. O’Gara declared a conflict of interest and recused himself. Ms. West seconded the motion to approve the agenda. Motion carried. Mr. O’Gara returned to the meeting.

Historic Preservation—Alane West, Megin Rux

Ms. West began with an update on recent Historic Preservation (HP) Board meetings. The historic home tour was successful and funds from the tour are for the restoration of the airport fountain. The organization is also working on pursuing grants and revisiting and reviewing demolition ordinances. Moving on to the letter that was written by Wes Peterson, and presented at the September Board meeting, Ms. West requested that the Board consider writing a response letter thanking the HP Board and including an affirmation that we as DDA/Main Street would like to continue working with the HP Board in the future. There was some consideration by the DDA/Main Street Board members as to

whether this included an RFP in regard to costs of preserving the Carey Building. President Seitz stated that any costs would be known, and substantial. Dr. Rinne clarified that we are not committing to anything in the future. Mr. Tuebner asked if this letter were to include contractual requirements, and stated that he felt this premature since we do not yet own the Carey Building. Ms. West clarified that this is not contractual, but would simply state that at the appropriate time, the DDA/Main Street Board would pursue the support of the HP Board, keeping ties strong. She then moved that the board vote to write said letter of continued support and good faith. At this point, Ms. Rux rose to state that in her three years as liaison between the two Boards, she has always felt nothing but support and positive interactions between the two. She stated that they do not need a letter, and are comfortable with current communication. Instead, she said that the HP Board would only request a list of items/projects that would require additional support. President Seitz stated that we can offer a letter, but it is not binding us to anything in regards to the Carey Building. Ms. West restated her motion to move forward with a response letter. Ms. Powers spoke up to clarify that this is a letter expressing continual friendship with the HP Board. Mr. Erickson seconded the motion, then stated that if the Board must vote on every letter, it would be crazy. Without the ability to withdraw the motion at this point, the Board simply put it to a vote, and it did not carry.

Ms. Rux then rose to present a request for monetary support from the DDA/Main Street to aid in funding of the update of the National Historic Registry for the downtown historic district. The last one was completed in 1996, and there is a critical need to re-evaluate as well as a potential expansion of the historic district within downtown. The HP Board is applying for a CLG grant in the total amount of \$12,000.00. The HP Board is able to contribute 20% in the form of volunteer hours, but does need a 40% match in the amount of \$3,000.00. This update would include an updated inventory of buildings that are eligible and act as contributing structures. This in turn also benefits the property owners, offering a 20% tax incentive to those buildings that it applies towards, as well as more opportunities to apply for grants for improvement. Previous misconceptions of being a part of the Historic Registry were addressed. One such is that if placed on the registry you are not allowed to alter, remodel, or add to your property (this is incorrect, you may do whatever you want). It was also mentioned that if you do use federal funds to complete projects, then you must comply with the federal standards set forth.

Mr. John Dinneen rose to state that he feels that this is a good program that should be supported by the DDA/Main Street. He stated that is a simple, easy, and interesting process that is mutually beneficial for everyone involved. Mr. Brian Beadles was also present to offer advice and answer questions in regard to the benefits of this project. He reaffirmed also, that the exterior and the building in its' entirety are both considered for historical significance. Ms. West spoke up to assure the Board that she sought out any potential negatives the Board may have in supporting this financial commitment and was unable to find any. Mr. Erickson asked how the Capitol North survey was funded. Ms. Lowe stated that it was also a CLG Grant, but was a much smaller survey and was mostly achieved through in-kind donations. She reiterated that the HP Board does not have a budget, that they are purely a volunteer organization, and cannot put up cash for these types of things. Ms. Surdam stated that there is a need to update this registry and she has had to defer people in the past who have requested to be a part of the expansion. Mr. Garrett said that as a Main Street organization, it would behoove the DDA/Main Street to commit to funding this, as Main Street is a large proponent of restoring and supporting historic buildings.

Ms. West asked where the funding for the \$3,000.00 could come from. President Seitz stated that the place the funding came from could be discussed outside of the Board meeting. Ms. Rux suggested the Economic Development fund. Ms. Lowe stated that the grant deadline is November 16th, that it would take 1 year to 18 months to hire someone and complete the survey. Our funding could be distributed

whenever appropriate. Dr. Rinne then made a motion to provide the \$3,000.00 as a legal line item to the Historic Preservation Board for professional services. Ms. West seconded the motion; it carried unopposed.

Design—*Dave Ohde*

Mr. Ohde spoke on behalf of the Design committee, stating that they had met in September, however, there was not a quorum, and no action could be taken.

Promotion—*Wendy Owen not present, Ms. Brothe spoke*

Ms. Brothe reported that the event Witches Night Out had been cancelled due to no one signing up. She said that the committee was moving on to looking at a few Christmas items. Also, Ms. Owen has expressed the desire to step down from her role as committee chair, and Ms. Brothe is actively looking for someone strong to take that up, in addition to restructuring this particular committee.

Economic Restructuring—*Tara Nethercott not present, President Seitz spoke for ER*

President Seitz stated that the ER committee had met earlier in the week, but that there was no quorum. He stated that they are looking for direction and he had tasked them with aiding in the visioning process for downtown. They will also be researching and looking into the parking issues alongside the City, who is performing a study on downtown parking. Ms. Nethercott will also be looking into and researching coding ordinances with colleagues.

Organization—*Shelby LaCroix unable to be present, Ms. Brothe spoke, along with Gabriel Pina*

Ms. Brothe commented that the Org. committee would be meeting the next day, and would be working on the next goals since the mill levy election is almost complete. She also mentioned a similar desire for direction expressed by the Org. committee. She asked that the board begin to think on what this might look like. Mr. Pina spoke about the Stakeholder's meeting, the turnout, and that it was an informative event.

Other New Business

President Seitz addressed the public, asking if they had any concerns to bring forth at this time. No one responded.

Amended Bylaws

Ms. Powers spoke about the work that they Bylaws committee had completed and read aloud the new drafts of the amended bylaws:

The first amended item, Article II, Section 7:

Conflicts of interest for the Board are as set forth in W.S. 15-9-220 and City Code Chapter 2.76. No board member or employee of the board shall vote or otherwise participate in any matter in which he or she has a specific financial interest, defined as a matter in which the member or employee would receive a benefit or incur a cost substantially greater than other property owners within the district. When such interest appears, the board member or employee shall make such interest known, and refrain from voting on or otherwise participating in the particular transaction involving such interest. The minutes of each meeting wherein any matter in which a member has a specific financial interest is approved or disapproved shall reflect the member's disclosure of such interest, the lack of influence on the decision making process and the abstention from voting of such interested Board member. Willful violation of the provisions of this

section constitutes grounds for dismissal subject to the provisions of Wyo. Stat. Section 15-9-206(d).

Once a year, all Board members and Board employees will sign a document confirming that they have reviewed and W.S. 15-9-220 and City Code Chapter 2.76. By signing this document, members will certify that they understand their individual responsibility under W.S. 15-9-220 and City Code Chapter 2.76 to disclose all existing or suspected conflicts of interest to the Board, and to abstain from participating in Board discussion or recuse themselves from Board action when appropriate.

In the second amended item, Article III, Section 3, regarding attendance:

If a Board member misses Three (3) consecutive regularly scheduled Board meetings or misses Four (4) regularly scheduled or special Board meetings in any consecutive twelve (12) month period, the Board will issue a recommendation to the governing body that the board member in violation of this section be dismissed from his or her appointment. Recommendation of a Board member's dismissal may be waived by the Board's affirmative vote at the meeting that constitutes the Board member's third consecutive absence or fourth absence from a regularly scheduled or special Board meeting in a consecutive twelve month period."

And finally, in Article V, Section 1, the President and Contracting Authority:

Section 1. OFFICERS

...

a. **PRESIDENT:** The President shall preside at all Board meetings and public hearings and shall conduct meetings in an orderly and efficient manner. The President shall decide all points of order or procedures and shall transmit reports and recommendations of the Board to the City Council and Mayor. The President shall also be first signature for all contracts and other binding written instruments entered by the Board.

...

Section 5. CONTRACTING AUTHORITY

Unless the Board has specifically authorized otherwise, two officers' signatures are required for all contracts or other binding written instruments the Board may enter. The first signature will be that of the President and the second signature will be provided by any of the three other Officers described in Art. V, sec. 1 of these Bylaws. The Vice President may sign as the first signature if he or she has assumed the President's duties in the President's absence. The Board may delegate contracting authority to the Executive Director subject to such limitations as are specified through adopted Board policy or resolution.

Finally, Ms. Powers also added the need to correct all places that used "board" to read with a capitol "B." Ms. Powers then moved that all the amended bylaws be adopted with current recommended changes. Ms. West seconded. Mr. O'Gara asked if the committee had defined the duties of the ED in the bylaws, asking what the listed authority was. Ms. West stated that there should be some research into other communities similar to ours to see how they have handled the authority of the ED. She also suggested a potential defined policy on a project. President Seitz stated that the board already has a policy in place that defines this, and that it can be addressed as needed. Mr. Teubner thanked the committee for their work, that he liked the changes as they sit. President Seitz then clarified that a

super majority was needed in order for the changes to be adopted, which would be 6 votes. The motion passed, 7-1.

Carey Building

Ms. Surdam gave a report on the process with the Carey Building, stating that our attorneys have been going back and forth with Azurlite's attorneys in an education process on Wyoming Business Council procedures. Azurlite is very close to accepting the Option, however, it is slow moving. Mr. Holmes asked if we could settle on one name to refer to the building as; it was agreed that it would be the "Carey Building."

Ms. West stated that she is excited that we are close and said that she thought that the board should consider some sort of 'Plan B' if the process *does not* go in our favor. Dr. Rinne spoke up and said that we should also consider a plan for our next steps if we do acquire the Carey Building. Mr. Tuebner echoed Dr. Rinne's remark, and stated that perhaps a strategic session was in order overall, to decide what DDA/Main Street's next direction will be moving forward. He also cited the process of building acquisition as being a new business model, and that we might address that as well. President Seitz agreed with a strategic session approach, and said that we should try to schedule this prior to the holidays.

Ms. Surdam spoke up, reiterating the same sentiments, and asked: Where do we want the downtown to go? How do we want it to look? This may be in the form of a rendering, but also look at infrastructure, potential pedestrian give-back, etc. She would like to bring in a facilitator to go over plans like the West Edge Project, the 17th Street Project and the Historic Place making study. All of these items combined into a strategic session would help to give the staff and committees a clear direction to head towards.

Closing

Finally, President Seitz asked if one more and final editorial could be written to be published prior to the upcoming mill levy election. Mr. Tuebner volunteered to submit.

Meeting adjourned at 8:22 am.