

Woodland Park Downtown Development Authority Board of Directors

**City Hall - City Council Chambers
220 W. South Avenue, Woodland Park, CO**

REGULAR MEETING MINUTES

July 12, 2016 - 7:30 AM

CALL TO ORDER AND ROLL CALL: Merry Jo Larsen, Chair, called the meeting to order at 7:30 AM.

IN ATTENDANCE - Board of Directors: Merry Jo Larsen (Chair), Al Born (Secretary/Treasurer), Ellen, Carrick, Tanner Coy, Jon DeVaux, Jerry Good, Elijah Murphy, Jan Wilson. **Absent:** Noel Sawyer (Vice Chair). **DDA Staff:** Carol Lindholm. **Others Present:** David Buttery, Sally Riley, Suzanne Leclercq, Wallie Dingwell, Darlene Jensen, Brooke Smith, Debbie Miller, Arden Weatherford, Paul Saunier, Vera Egbert, Tim Dienst, Dale Schnitker, Rick Langenberg, Nick Pinell, Marty McKenna, David Neville, Val Carr, Tyler Lambert, Lois Sill, Judy Crummett.

ELECTION OF OFFICERS:

Chair: Merry Jo Larsen. Coy/Murphy. No other nominations or discussions.
Passed 8-0.

Vice Chair: Noel Sawyer. Wilson/Good. No other nominations or discussions.
Passed 8-0.

Secretary Treasurer: Al Born. Coy/Wilson. No other nominations or discussions
Passed 8-0.

Treasurer: Tanner Coy. Wilson/Good. No other nominations or discussions.
Passed 8-0.

BOARD WORKSHOP: Coy suggested discussing the roles of the Board of Directors during a meeting with no Executive Director or Staff present. Larsen agreed and proposed a workshop to discuss the positions and expectations of the Board, how to move forward and become a more active Board, as well as more informed. Murphy requested that they create a special meeting time and not use the regularly scheduled meeting for this discussion. After scheduling discussion a consensus was reached to hold the meeting on July 26, 2016 at 7:30 AM. Larsen requested that Born be the contact person for any questions or correspondence from interested parties until that time.

ADDITIONS, DELETIONS, OR CORRECTIONS TO THE AGENDA: Coy asked to move item #7 be moved to immediately after the Approval of Minutes due to David Neville's 9:00 AM appointment. Larsen said she received a request to move it to immediately after the Financial Report. Coy also requested to add pressure washing to the agenda if time allows. Larsen said that should work and could be added just before General Discussion.

MOTION: To approve the corrections to the agenda. Coy/Wilson. Passed 8-0.

APPROVAL OF MINUTES:

MOTION: To approve the Minutes A, B, C, and D. Wilson/Born. Passed 8-0.

FINANCE REPORT: The Board asked David Buttery to reconcile the financials. He referred to a spreadsheet Brian Fler created that looked more into the future than the present and that he

has tried to put together some information that combines the two. Spreadsheet of DDA Financials attached, Page 1 Status Quo-no refinancing of bond; Page 2 Assumes refinancing of bond.

Discussion regarding abatements and confusion regarding changing amounts.

Discussion regarding financial impact of refinancing bond and funds available for projects.

Coy asked if he has authority as Board Treasurer to thoroughly review DDA finances, ie. examine itemized transactions / receipts / deposits / expenditures. Coy asked for board approval.

MOTION: Authorize Coy to meet with Wally for access to deposits, expenditures, and DDA finances. Murphy/Wilson. David Buttery negated motion, as board is already authorized to access this information. No vote.

Board approved; Coy to report back findings.

LETTER OF ENGAGEMENT: Larsen explained how the members are responsible for the choices and actions made as a Board. Paul Benedetti, who will remain as major counsel for the DDA - handling contracts, negotiations, etc - suggested the DDA talk with David Neville and put him on retainer because he is closer and more readily available. Larsen suggested that he be put on retainer so that the Board can ask him questions as it moves forward to make sure that no lines are being crossed, taxpayers are being represented, and for the protection of constituents, businesses, and the DDA. The DDA will only be charged for what is used.

David Buttery was surprised at the idea and questioned what David Neville will provide that Paul Benedetti does not. Coy explained that Paul is in Boulder and not always available when time-sensitive issues arise. Larsen added that this agreement would only be for "small stuff" and explained that Paul currently has other clients that require a great deal of his time and he did not want the Board to be left without a resource during this time. She then asked Mr. Neville to introduce himself to the Board.

Neville explained that he has been with his firm in Colorado springs for 5 years and is also the counsel for the Colorado Springs Urban Renewal Authority. Mr. Benedetti reached out to him to assist with the Woodland Park DDA. Neville and Larsen recently met so that he could get to know about the WP DDA and agreed he should come and introduce himself to the Board and answer any questions the Board may have about him.

Larsen explained that Mr. Neville has lowered his fees in order to assist. She then asked if there were any questions. Born asked Mr. Neville if he had any experience with the differences between a DDA and URA. Mr. Neville said that he was very familiar with the differences, as well as the similarities. He explained that there are differences in processes, sources, and the use of funds and that he works closely with the Colorado Springs DDA.

Larsen reminded the Board that Mr. Neville would only be on retainer to call and ask questions if there is anything the Board feels uneasy about moving forward, saying, "We'll be learning what we should already know and moving forward in a positive way."

Larsen: Remember, this is just on retainer, only call if feel uneasy moving forward - we'll be learning what we should already know and moving forward in a positive way.

MOTION: To approve Letter of Engagement. Coy/Good. Passed 8-0.

Coy then asked if the DDA has fidelity bonds or insurance. Buttery said that they are generally covered along with the city under Colorado Intergovernmental Risk Sharing Agency (CIRSA). While he was not sure of the details of the coverage, he said to ask Suzanne specific questions and she will work with CIRSA to see if the DDA has that coverage.

EVENTS COMMITTEE: Coy had updates regarding Woodland Station and Improvement Plan. He spoke with John Schwab about the engineering plan. Revisions can be made for a cost but Coy doesn't think that needs to be done at this time. Compaction for vehicle routes would be required if we proceed with the work.

Regarding Item 2 of the Phase 1 Tasks, he spoke with Lor Pellegrino and a site plan review might be necessary. Also spoke with Sally Riley from City Planning and determined that at this time no site plan would be required. Each event would be treated as temporary or special use and would need to fill out applications and get their own permits from the city.

Regarding Competitive Bids on grading of the roads- there are only two at this point. Coy met with Rick and Anne Mallett. They submitted a bid and are very excited about the project. They indicated this was not a big project and they have the equipment and ability to get the job done and emphasized the importance of someone local getting the work. They also mentioned "grinding fines" related to a specific type of material they suggested for the pathways - a less expensive option. Their bid was \$22,304.62, and varies slightly from the Lamb's bid. Coy will be reviewing the bids very closely. He has also contacted two other excavators and has one appointment scheduled.

Regarding Item 4 - Legal Structures for the Property-No information yet.

Regarding Item 5 - Considerations for using Woodland Station for Events Coy said that per Sally there were no other requirements. Each event would be treated as temporary use.

Regarding Item 7 - Insurance: Coy has spoken with several local insurance agents and will have insurance bids soon. Still researching the coverage with the city via CIRSA. There are insurance codes such as Vacant Land Lease To Others and Park Codes that we may consider as the project moves forward. Use by the public may add risk that may not be covered by general liability or the city's insurance. He is still researching and will have bids soon.

Larsen asked if there were any questions. Wilson said she got a call from Ben Caperton from Vino & Notes regarding a grass area that was used for parking last year. He said it was mowed last year for the event and wanted to know if that could be done again. Buttery said Lamb Excavating did it last year for about \$1,000.00. Wilson stated that we need to address that.

Born asked Buttery how government immunity fits into the insurance. He said that we should get a specific question to CIRSA and they will respond quickly with the information as to limits and liability.

Larsen summarized that events committee has been on radar and people have contacted them. As we move forward, once we have site prepared people will want to use it. Response very positive on the street.

EXECUTIVE DIRECTOR David Buttery stated that the board needs to consider the process of finding an Executive Director.

David Buttery stated that 2 requests from property owners for inclusion in the DDA have been received. One request is from where the Saddle Club is now, and the mobile home park near Walmart. David Buttery will put together a staff report for consideration. Larsen indicated that Buttery should work with Born on this request, regarding inclusion, for the next meeting.

Wilson asked who the requests were from. Per Buttery, Mark Meier- mobile home park and the other is from the Saddle Club.

David Buttery will bring report to next meeting.

Larsen discussion regarding executive director, and need to decide to move forward with or without Executive Director. May want to consider calling this a Coordinator instead. What are objectives this year and need to find someone to accomplish those objectives.

DeVaux stated that small DDAs when they can't afford full time staff, will hire a consultant on a retainer basis so when the project comes forward they are available to help. This can be discussed at the planning meeting, what the role will be. This will happen at the board work session on board responsibility.

Larsen stated that we don't want to hire someone under pressure, we need someone qualified to help with the projects. Consideration of hiring on a per project basis.

Discussion regarding role of administrative paperwork handling. Buttery stated that he oversees administrative functions and that wouldn't change unless board decided to go another way, i.e. coordinator or consultant. In which case he would step away, he is doing this because he believes the board wants him to do this. Buttery explained that the paperwork flow moves through a variety of city departments, especially finance department.

Murphy asked where the duties and responsibilities of the Executive Director are spelled out. David Buttery responded that Colorado statutes describe responsibilities of the Executive Director, also a job description, not sure if up to date; also, that the Board governs, dictates and directs the Executive Director and that the Board sets the policy and the staff member executes. Larsen stated that this will be addressed when we have our workshop.

Coy stated that David Buttery is acting as Interim Director, and Buttery stated that should the board wish something else, he would comply. Think we should discuss this. Larsen agreed.

Coy stated we should not have an Interim Executive Director at this time. Larsen agreed and that this would be discussed at the workshop.

Jon DeVaux-we do need interaction with staff, don't want to turn that loose, and City has worked with us since 2001, don't want to change this.

Born- Board is policy setting actions, be careful not to be micro-managing. Give them direction and let them do it.

Larsen -would like to move forward without interim executive director before workshop; until retreat move forward without the executive director.

Ellen Carrick-so no interim executive director, no David Buttery; no longer doing functions for next 2 weeks or interim amount of time.

Larsen-no director, not Buttery, but still interact with City.

David Buttery-Either I am here or I am not; If I am not here, then I am not bringing these letters to Born, he brings them to you. You need to decide.

Coy suggest consider direction to Carol Lindholm and how to proceed with it.

Coy-David has been acting as Executive Director will not be moving forward. Has been acting as interim director but with no proper appointment as such. Minutes, records no indication of Buttery as executive director.

Buttery-at June 6 meeting, question posed, I asked Board if continue in that capacity, they responded yes. He is not here to argue the process. If the Board has no desire for me to continue as staff lead, I will walk away.

Coy-for the record, it was not the June 6 meeting, it was the June 20 meeting, this was in Executive Session. Your words during executive session, your language -I offered to serve as executive director role until one is appointed- and I believe you accepted, upon that there were nods of heads. Coy states that is not a proper appointment of an individual, and in an executive session, the board cannot legitimately vest the authority of it into an individual. I don't see where the authority was given to David Buttery. So though he may have been acting as interim executive director I don't know that it was within the authority at this point.

Born-do not like moving forward without the counsel and work the interim director would provide to us until we define something different in the future. Therefore I move to vest the appropriate authority into David Buttery as the acting interim director until further notice.

Larsen- do we already have a motion on the floor? Coy-don't believe I made a motion, just a discussion. Larsen-So Born you are making a motion, Born agrees, DeVaux seconds.

Motion: David Buttery as acting interim executive director until further notice. Born/DeVaux

Ayes: Carrick, Born, DeVaux; Nays: Coy, Good, Wilson, Larsen, Murphy

Born-with this vote, Buttery & I cannot work on anything now until after the 26th.

Larsen that is not necessarily true. He is no longer executive director, but he is city staff. And if we have things coming before the city, for property pertaining to the dda, we still work with city staff.

David Buttery - that is not correct, I will absolutely fulfill my role as city manager, I don't have a role, not been appointed now, do you need a vote to remove me, But I clearly understand there is not a desire from the majority of the board for me to serve as the acting interim director I will not do that.; I will serve as the city manager and I will process staff action as though we always do. Communications will have to come to someone within the board and I will certainly continue to serve as the city manager, and assist the DDA as I can in the City Manager role, but not in the Executive Director role.

Born-how do the finances now work

David Buttery-Wally will still be, the finance director still serves as the finance director for the DDA.

Coy-per the bylaws, vouchers for payments authorized by the chair or the vice chair and one other officer of the board, In order to ensure that those things continue to happen without any issues, we need to vest the authority to sign voucher payments or authorize those vouchers for

payments into either the secretary or treasurer. As of right now the chair and vice chair are authorized

Discussion regarding payment approval process, payment voucher process, and transitioning from city staff.

David Buttery leaves.

MOTION: Request Carol Lindholm to continue her role as administrative assistant with no changes except to direct all DDA related correspondence directly immediately and only to members of the DDA board of directors. Essentially treating this board as she was formerly treating the executive director. Coy/Wilson. Passed 8/0

Lindholm in response to will that work for you: probably not. Get back to you on that.

Discussion regarding need for executive session.

MOTION: Executive Session Monday 7/18. Murphy / Carrick. Passed 8/0

Power Washing: Discussion of pressure washing storefronts, sidewalks.

MOTION: To fund Main St. up to \$5,000.00 for purpose of executing pressure washing bid by Top Gun. Coy/Murphy Passed 8/0

Audience Participation

Lois Sill - representing Farmers Market: Letter submitted withdrawing from the Woodland Station location.

General Discussion

Murphy: DDA Website, discussion, consensus for Murphy to research

MOTION: to adjourn. Devaux/Murphy. Passed 8/0

Meeting adjourned 9:10

Recorded by: Murphy DeLarson

Transcribed by: Elyzabeth J. J. J.

APPROVED THIS 9th DAY OF August, 2016

Al Born

Al Born, Secretary/Treasurer