

**REGULAR MEETING OF THE
FLAGSTAFF DOWNTOWN BUSINESS IMPROVEMENT
AND REVITALIZATION DISTRICT**

**Tuesday, February 3, 2015 – 10:00 AM
Staff Conference Room – Second Floor
Flagstaff City Hall – 211 West Aspen, Flagstaff, Arizona**

M I N U T E S

1. Call to Order

Chairman VanLandingham called the meeting to order at 10:00 a.m.

2. Roll Call

Present:

Absent:

Chairman John VanLandingham
Director David Stilley

Director Antoinette Beiser

Others present: Director-Elect Karen Kinne-Herman and Director-Elect Tim Kinney; District Attorney Dana Kjellgren; District Treasurer Brandi Suda; District Clerk Elizabeth Burke; Mark Lamberson.

3. Approval of Minutes of the Board meeting of January 6, 2015.

Director Stilley moved to approve the minutes of the Board meeting of January 6, 2015; seconded; passed unanimously.

4. Review/approval of December 2014 financial report.

Director Stilley moved to approve the December 2014 financial report; seconded; passed unanimously.

5. Consideration and approval of payment of the service agreement contract amount to the Flagstaff Downtown Business Alliance in one installment.

Chairman VanLandingham said that at the end of the year the Board had discussed, after going through the Request for Proposals for a management group and eventually awarding the contract to the Flagstaff Downtown Business Alliance (FDBA), writing a check for the contract from the District to the FDBA since they will soon be incurring expenses..

Director Stilley moved to have the District write the check to the FDBA for the annual management contract amount; seconded; passed unanimously.

6. **Adoption of Resolution No. 2015-01** – A RESOLUTION OF THE DISTRICT BOARD OF THE FLAGSTAFF DOWNTOWN BUSINESS IMPROVEMENT AND REVITALIZATION DISTRICT OF FLAGSTAFF CANCELLING THE SPECIAL ELECTION OF FEBRUARY 25, 2015, AND DECLARING THE NAMES OF THE BOARD OF DIRECTORS AND RESPECTIVE TERMS

Chairman VanLandingham said that there were five candidates for the five seats on the Board, so the election was unnecessary and the resolution formally cancels the election, and declares the names of the Board of Directors and their respective terms.

Director Stilley moved to adopt Resolution No. 2015-01; seconded; passed unanimously.

7. Welcome / Introduction of Board of Directors.

Chairman VanLandingham welcomed the new Board members and introductions were made.

8. Roll Call

Present

Absent

Director John VanLandingham
Director Karen Kinne-Herman
Director Tim Kinney
Director David Stilley

Director Antoinette Beiser

9. Election of Chairman and Vice Chairman.

Director Stilley nominated John VanLandingham as Chairman; Director Kinne-Herman nominated David Stilley as Vice Chairman.

Director Kinne-Herman moved to elect John VanLandingham as Chairman and David Stilley as Vice Chairman; seconded; passed unanimously.

10. **Adoption of Resolution No. 2015-02** – A RESOLUTION OF THE DISTRICT BOARD OF THE FLAGSTAFF DOWNTOWN BUSINESS IMPROVEMENT AND REVITALIZATION DISTRICT OF FLAGSTAFF AMENDING ITS RULES OF PROCEDURE REGARDING THE FREQUENCY OF REGULAR MEETINGS

Brief discussion was held on changing the regular monthly meetings to quarterly meetings. Ms. Kjellgren said that there was nothing prohibiting them from making such a change. She reported that one of the deliverables on the IGA with the City requires the District to consider whether they want to assume the operation and/or maintenance at Heritage Square. She and her partner looked at the related documents and will be providing an opinion the Board members. She said that they may need to have a meeting to take formal action on that item.

Vice Chairman Stilley said that he believed it was premature to consider moving in that direction at this time. Chairman VanLandingham said that he would make contact with

the City to see if they needed formal action taken, and if so a special meeting would be scheduled.

Director Kinne-Herman moved to adopt Resolution No. 2015-02; seconded; passed unanimously.

11. **Adoption of Resolution No. 2015-03** - A RESOLUTION OF THE DISTRICT BOARD OF THE FLAGSTAFF DOWNTOWN BUSINESS IMPROVEMENT AND REVITALIZATION DISTRICT OF FLAGSTAFF AMENDING SECTION 3 OF RESOLUTION NO. 2014-04 ADOPTED MAY 6, 2014, WITH REGARD TO AUTHORIZED SIGNATORIES

Discussion was held on whether all members of the Board should be listed on the signature card for the District. Ms. Kjellgren said that her recommendation would be to have two or three board members, along with the District Treasurer, on the signature card.

Vice Chairman Stilley moved to adopt Resolution No. 2015-03, amended to list the names of Chairman VanLandingham and Vice Chairman Stilley as signatories, as well as the change to include Brandi Suda as District Treasurer; seconded; passed unanimously.

12. Review of Budget Calendar / Process.

Ms. Sudan briefly reviewed the budget agenda. It was clarified that although the calendar included the wording "post tax increases on web" that it also read "if needed" and that there was no increase being considered.

Chairman VanLandingham and Ms. Suda agreed to meet on a proposed budget for next year to be submitted for consideration on the April 7, 2015, Board meeting.

13. PUBLIC PARTICIATION

Public Participation enables the public to address the Board about an item that is not on the agenda. Comments relating to items that are on the agenda will be taken at the time that the item is discussed.

Mr. Lamberson, President of the Flagstaff Downtown Business Alliance, thanked the Board for funding the FDBA. He said that even though the City has timelines with the District, as President of the FDBA he would ask the District for guidance on critical deadlines that affect the management contract.

Ms. Kjellgren noted that they are all stated in the agreement. It was suggested that the new Executive Director be given a copy of the IGA so she is aware of the specifics.

Ms. Kjellgren said that she would contact Ms. Wendel with the City to see if the March deadlines in the IGA could be moved back to April.

14. Report of Board of Directors.

Chairman VanLandingham welcomed the new Board members again and said that he was happy to have them join the Board.

Director Kinne-Herman said that with the lack of election and new Board members, it would be good to notify the property owners. Brief discussion was held and staff was directed to include a one-page letter with the 2014 Annual Report that would explain that there would be no election and introduce the new board members.

Ms. Kjellgren reported that they were the first District of this type in the State and they have encountered significant inconsistencies between this and other kinds of districts. It has created a number of burdens that do not make sense and she plans to contact those that wrote the laws to try and get some clarifications made.

Ms. Burke noted that she brought Oaths of Office for each of the Directors to sign and also provided the new Board members with information on the Open Meeting, Public Records and Conflict of Interest. Ms. Kjellgren offered to meet with them separately if they had any questions.

15. Adjournment

The Regular Board Meeting of the Flagstaff Downtown Business Improvement and Revitalization District held February 3, 2015, adjourned at 10:41 a.m.

John VanLandingham, Chairman

ATTEST:

Elizabeth A. Burke, District Clerk