

RECORD OF PROCEEDINGS
MINUTES OF THE MEETING
OF THE BOARD OF DIRECTORS OF
RiNo ART DISTRICT (RAD)

HELD: Tuesday, November 19, 2019, at 9:00 am at the RiNo Art District offices, 3525 Walnut Street, Suite 40.

ATTENDANCE:

The meeting of the Board of Directors of the RiNo Art District was called and held as shown above with the following directors present and acting:

Jonathan Kaplan
Chandler Romeo
Andy Feinstein
Anne Hayes
Sonia Danielsen
Tracy Weil
Vicki Sterling
Justin Anthony
Justin Croft

Also in attendance were: Radhika Mahanty, John Deffenbaugh, Eva Zimmerman, and Alye Sharp of the RiNo Art District; and Kerri Drumm of Purpose Aligned Consulting.

Directors Adam Gordon, Jonathan Power, and Rex Brown were absent, absences excused.

CALL TO ORDER:

Director Danielsen called the meeting to order.

APPROVAL OF MINUTES:

After review prior to the meeting via email, the Board unanimously approved the minutes from the October meeting.

REVIEW OF FINANCIALS:

Mr. Weil informed the Board that the BID voted to pay for the rest of what was owed to Bayaud (Denver Day Works) for CRUSH and maintenance of Boxyard Park – this was one of the big debts the Art District still had. He said that the BID will also pay them to continue maintenance in Boxyard Park through the end of the year. Mr. Weil noted that the Art District is working on a

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deal with Parks and Rec to take over the park in 2020, which includes an ask to the BID to chip in for part of design to make it a “real” park, to which the BID is still considering. Mr. Weil said the \$20,000 line of credit is also paid off, noting that the RAD is still about \$30,000 in the red. However, he said they still haven’t received the second installment of the management fee from CRUSH yet, but this should be in the ballpark of about \$30K. He’s hoping by the end of the year that the RAD will be in the black. He noted that he, Director Anthony, and Director still need to finalize the CRUSH financials. Director Kaplan asked about big Accounts Receivable aging numbers, to which Mr. Weil said those are mostly CRUSH payments that are still coming in. Director Hayes asked about the line item Due To RiNo Made Store, to which Mr. Weil said that’s what the RiNo Made Store “owes” RAD; he added that it’s possible that once the CRUSH HQ gallery opens, that some of that will be paid back. Mr. Weil said at this point, it’s more of a loss, though. Mr. Weil also noted that CRUSH HQ will open on December 13. and that he still need to sit down with Robin Munro to figure out how they’ll work together next year and what RiNo’s involvement in the store will be. Director Croft said that the dollars outstanding from the store are essentially administrative, and that when the BID forgave it, technically it was paid off and should come off the books. Mr. Weil said he will talk to the accountant about this on Thursday.

Director Danielsen asked about the Finance Director job description, to which Ms. Sharp said it will be posted in many places by the end of the week. Mr. Weil said that the Art District’s current accountant will stick with us through the transition. Director Danielsen said they’ve come a very long way in a year with help from the Finance Committee. Mr. Weil said that the Finance Committee is meeting after Thanksgiving and will go through the management agreements that will be proposed to the BID/GID. He added that they’ll work on finalizing the RAD budget in December, as they had to sort out BID and GID first.

CRUSH WRAP-UP:

Mr. Weil said it was a great CRUSH and handed out an infographic report. He noted that about \$720K was raised in sponsorship and revenue this year. Director Anthony said that anecdotally, he’s heard that businesses did extremely well that week. Mr. Weil walked through the infographic, to which Director Anthony asked if there was going to be a more public-facing one. Mr. Weil said yes, there will also be one for the community and sponsors. Mr. Weil said the most important thing is that now there are a lot of processes and protocols going in to next year and everything is getting started much earlier. Mr. Weil said they’re still finalizing everything, but are expecting to be in the black by over \$100K. Director Croft asked about the checking account to which Tracy said most of the dollars are from CRUSH, but a lot of money is now earmarked and can’t be touched for other things.

OXPECKER BALL WRAP-UP:

Ms. Mahanty gave a quick overview of the Oxpecker Ball, noting that about \$135K was raised, and that there were about 725 check-ins at the event (200 were Robert DeLong only). She said

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that they raised just over \$25K in live auction portion. Net, Ms. Mahanty thinks they raised about \$150K total. Director Danielsen said this is great for a first-year event. Director Kaplan said the announcement for the live auction next year should be clearer, to which Ms. Mahanty said that a bunch of wrap-up meetings are coming, so please send any feedback to her in advance. Director Feinstein said that it was a little hard because of CRUSH just happening, but all will be discussed in meetings soon.

BOARD GOVERNANCE DISCUSSION:

Mr. Weil introduced Kerri Drumm from Purpose Aligned Consulting, who has been working on a reorganization strategy for RiNo. Mr. Weil said these conversations started with Director Anthony and Director Power of how to empower the RAD Board; the Art District is going through the process of how the organization works as a whole, including the BID, GID, and now the 501(c)(3). Mr. Weil said it's a complicated structure, as everyone knows. Mr. Drumm's been interviewing board members and stakeholders and helping with a plan for 2020.

Ms. Drumm passed around some documents, noting that she's looking at the overall structure, what everyone's getting out of board meetings, etc.

She overviewed the process to date, highlighting:

Document review, what's happening in the board meetings, budgets, management agreements, foundational documents, and more. She said that RiNo is pretty unique, which can feel hard sometimes because things are being invented as everything moves along. Ms. Drumm said that they're going to look at what the bylaws and articles of incorporation actually say, so that there's more structure of what the RAD is doing.

Ms. Drumm also added that here's been a bunch of input-gathering, to which she's generally found that:

- Board members are generally unsure of their roles
- Board members are somewhat unsure of the overall purpose
- The meeting frequency is a lot and that meetings can be inefficient
- Uncertainty around the Executive Committee and their purpose and "where it lives"

Ms. Drumm said that the original intent was to keep artists at the helm of decision-making and in power in RiNo, and people still feel that's important.

She noted that preliminary recommendations and possible steps forward include making the 501(c)(3) board more of a fundraising board, embedding the Executive Committee in the RAD Board since they all already sit on the Board anyway, and then do Board recruitment to get outside folks on the new (c)(3) board.

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Director Anthony asked if she's going to cover why they shouldn't just roll the c3 Board into the RAD Board, just to not add another Board, to which Ms. Drumm said that the c6 can do advocacy, but that you have to be careful with the c3 – only public-serving projects. She also noted that the c3 Board should have some fundraising folks so that they're not relying on artists to do the fundraising on the c6.

Director Anthony said that the overarching theme is, forget about whatever entity is at the top, but unifying mission and vision so that all legs of the stool are feeding up to that.

Ms. Drumm said what she wants to talk about today is that the problem is not so much the structure, but how the structure is being executed and that she will be focusing on improving processes, including aligning project and budget requests.

After her summary, Ms. Drumm asked everyone to take a quick look at the organizational structure document, with Mr. Weil reviewing the committee list and why there is a need.

The Board discussed and added feedback to the overview that Ms. Drumm presented, including discussing the benefit of having the c3 over the c6 as the main entity. Ms. Drumm said they would have to get rid of member benefits if they did this. She then asked the Board to review the foundational documents, starting with Articles of Incorporation, noting that she wants to hear one thing the RAD is doing right and one thing that's not working.

Director Croft said that the RAD should be making requests to the BID such as they did for the Artist Support fund. Ms. Drumm said this is part of what they want to implement in terms of timing for requests and what that protocol is. Director Sterling asked if the BID and GID do anything that are separate from the RAD Board and how do they all work together for decision-making? The Board did an activity defining what's working and what could be better to be more efficient.

Mr. Weil then passed around the staff's first stab at mission and values, noting that he'd like to finalize this as soon as possible as part of this process.

RECYCLING + LANDFULL PROGRAM UPDATE:

Mr. Deffenbaugh said there were a few delays at the factory, but the trash and recycling cans will be rolled out starting on the 2nd of December, one week past the original date. He said they've done outreach to the district outlining the program and have gotten a lot of positive feedback. There will be a two-week installation period, and the district will receive a few extra trash cans to place later as compensation for them being late.

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OTHER BUSINESS:

Director Feinstein asked about the holiday market plan, to which Mr. Weil said that CRUSH HQ will open on the 13th of December and that there will be a RiNo Made artist market at Bigsby's Folly on November 30th.

Director Feinstein asked about next Board meeting on December 17th, and the board agreed to keep it.

Mr. Weil said the Annual Meeting will be on the 28th January and that Ms. Sharp has sent Save the Dates.

Mr. Weil said that he and Mr. Deffenbaugh had a call with Artspace yesterday and that they said they've been getting some developers in RiNo contacting them. Since there are a lot of parameters, he said they still need to follow up with Director Hayes and others before they see what might work.

Director Kaplan said with the Vib Hotel going in, he thinks RiNo needs to do outreach to them and get us on helping them with art curation since they said they want to do art as a big part of it, to which Mr. Weil said they've been working on this with them and other developments coming to RiNo.

Director Croft said going forward that there should be quick updates to RAD from the BID and GID chairs.

Director Croft informed the Board that the BID just finished their CRUSH wrap-up, and recently discussed Boxyard Park and Side Stories, adding that going forward he thinks that Side Stories should come to this Board to make a request for support.

Director Danielsen said that Xcel was at the most recent RiNo Talks and the community asked them questions about timing for the Blake Street Natural Gas Project coming soon.

Director Hayes gave a brief update on the GID, noting that the big focus now is getting ready to take over Brighton Blvd. to make sure what they inherit is in good working order. She said they're also focused on the park buildings and getting the "loan"/line of credit in order. Other projects include working on 30% design on side streets as an overall streetscape design - as they come in, developers would then take the 30% design to full construction documents.

Director Romeo asked about the fundraising status for the park buildings, to which Mr. Deffenbaugh said the goal is currently \$2.8M. He said they need all the money in place before they can break ground, which is why they're looking at the financing option. Director Feinstein said they're meeting with McWhinney on Thursday and should draw a map of the closer you are to the park, the more money you should be giving toward the park.

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ADJOURNMENT:

There being no further business to come before the Board and upon motion duly made, seconded and unanimously carried, the meeting was adjourned.

The foregoing minutes constitutes a true and correct copy of the minutes of the above-reference meeting and was approved by the Board of Directors of the RiNo Art District.

Secretary to the Board