

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

HELD: Tuesday, April 21, 2020, at 9:00 am at the RiNo Art District offices, 3525 Walnut Street, Suite 40 and via Zoom.

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
Andy Feinstein (Co-Chair)
Anne Hayes
Sonia Danielsen (Co-Chair)
Justin Anthony
Jonathan Power (Treasurer)
Justin Croft

Also in attendance were: Tracy Weil, Alex Pangburn, Marian Pulford, John Deffenbaugh, Dori Suess, and Alye Sharp of the RiNo Art District.

CALL TO ORDER:

Director Feinstein called the meeting to order.

INTRODUCTIONS TO NEW STAFF:

Mr. Weil introduced new Development Director Marian Pulford and Finance Director Dori Suess.

APPROVAL OF MINUTES:

After review prior to the meeting via email, the Board unanimously approved the minutes from the December 17, 2019 and February 18, 2020 meetings.

FINANCIALS:

Mr. Weil and Ms. Suess reviewed the financials with the Board; Ms. Suess noted that she has been building budget tools for each of the organizations to make sure all of the spending is in the right spot, adding that the budget tools for RAD and KRW are ready and they're currently working on refining them. Mr. Weil reminded everyone that they're comping membership for

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six months during the COVID-19 crisis. Mr. Suess added that the budget tool is basically an excel spreadsheet that has actual revenue and expense for 2019. Mr. Weil also told everyone that RiNo has applied for the EIDL AND PPP federal 'loans' that would be forgiven.

Director Hayes asked if taxes have been coming in for the BID and GID, to which Mr. Weil said yes. Ms. Suess added that current income on these has been above what was budgeted so far. Director Croft said his understanding is that they'll probably get a lot more in June this year due to deferred tax payments.

Ms. Suess said that the bank balance is \$90K, with liabilities less than \$20K. She said she knocked back the accounts receivable to what was actually received in April. She noted that inventory has not been cleaned up yet, as they took on RiNo Made Store's inventory recently. Director Power asked if the assets include the CRUSH reserve funds from last year, to which Ms. Suess said there are a bunch of write-offs on the Profit and Loss statement as they haven't received a bunch of CRUSH payments that were promised, including \$39K that wasn't collected. Director Anthony said that a lot was streamlined for CRUSH last year, but the two major misses were things could have been more tightly managed on the expense and collection side. Mr. Weil said he thought that the Finance Committee should meet soon to finish fleshing this out. Director Croft said it might be worth thinking about working with a collection agency.

RiNo MADE STORE DISSOLVE:

Ms. Suess said since the store is currently an entity, they must let the state know that it no longer exists.

A motion to formally dissolve the RiNo Made Store was approved unanimously by the Board.

RiNo SUPPORT FUND UPDATE:

Mr. Weil noted that the BID voted to contribute \$200K to the support fund. So far, RiNo has received 273 applications, which was further narrowed down to 193 applications that qualify. He said that these will be scored using criteria and then the committee will take a second pass. He noted that the goal is to provide stipends by the end of this month. Director Feinstein asked what's the most anyone will get, to which Mr. Weil said the range is \$500-\$2500, with funding going out 30-40 days after notification of selection. Director Croft added that what's great about those funds is that there's no timeline or mandate on how they're spent.

Ms. Pulford added that RiNo also got a small \$10K CCI grant to use for artist supplies; that will be announced after this fund is all distributed.

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CRUSH UPDATE:

Mr. Weil said right now they're optimistic given the current global pandemic, but it's hard to tell at this point. He said the CRUSH committee has been meeting regularly and artist applications will close next week, with about 300 applications received so far. Director Danielsen said they're definitely cutting back this year since they won't be able to raise as much money with the pandemic. She said they're also thinking about events in terms of what social distancing might look like. Director Danielsen added that Two Parts already has \$40K committed so far with a goal of \$100K, but they're feeling like they might want to readjust.

FUNDRAISING STRATEGY:

Ms. Pulford gave an update on what she's been doing in her first six weeks. She said by now she was hoping she'd be taking several meetings a week, but she's hesitant right now to start a lot of zoom meetings for fear of sounding tone deaf due to the pandemic, so in general, she's mostly using this time right now to plan and getting everything in place for when the timing is right and writing a lot of grants.

Ms. Pulford then discussed the 'engagement tool' that was sent out with the board packet. She said she wants to use it to start conversations to see where potential donors' interests lie with the ArtPark. She added that she wants to set up a meeting with each board member to talk about prospects and how she intends to use the tool. She and Director Feinstein have met and talked about how they first want to target developers around the park. Ms. Pulford also noted that she's building a donor database with Membership Director Eva called Bloomerang, which she hopes will be a live database by June 1.

Director Hayes asked about the McWhinney group, to which Ms. Pulford said they sent out an email that the first meeting will be put on hold for now.

PARK BUILDINGS UPDATE:

Partner tenant update:

Mr. Deffenbaugh said they've now issued draft leases to Denver Public Library and Focus Points and still awaiting further discussion with RedLine before they send theirs. Mr. Deffenbaugh said he'll be chatting through the Focus Points lease (included in the board packet) as an example. He noted these leases are focused around helping these organizations to be more successful. Director Croft asked how recent these discussions are, to which Mr. Deffenbaugh said they're all still very onboard given the current state of affairs.

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Construction RFP and Financing Terms Review:

Mr. Deffenbaugh said they're waiting on feedback from the City on this document and right now they're under agreement that it will be called an 'assignment' while RiNo manages construction, after which the formal lease will go active. Mr. Deffenbaugh said he would prefer the lease go into effect prior to start of construction, to which RiNo's attorney Tom at Spencer Fane is working with the City on. Mr. Deffenbaugh said he thinks construction of the RiNo Park is about at 90% now and that as of right now, the buildings are locked up enough if they need to sit a bit longer. Director Croft added that there were a lot of bond projects that will be difficult for the City to fund going forward, but asked if John anticipated that this would affect anything for this project, to which John said no.

Mr. Deffenbaugh walked through the rest of the draft RFP with the Board, noting that he anticipates this won't go out for another month or so. Director Croft said they're anticipating that in the construction market he thinks pricing will come down significantly in the next six months and that they should weigh the pros and cons of waiting this out a bit. Director Hayes said she doesn't want to put a hold on anything and they have good general contractors (GCs) in line that she thinks will adjust their costs immediately to be competitive since they're going to want this project. Director Croft said at least have the conversation with these GCs to see what they're seeing in the submarket.

Mr. Deffenbaugh said they're proceeding based on the assumption that the upfront funding will be covered by the bank loan, which he is very positive about.

Interorganizational Agreement:

Mr. Deffenbaugh noted that this was subject to final City approval, but will demonstrate ongoing support of the BID and GID. Mr. Deffenbaugh said he's circulated this before without figures, but now has added in figures. He noted that this document seeks to formalize what's already been approved for 2020 in the BID and GID budgets, and then beyond that, having the BID and GID support in good faith. This document came from the bank for comfort that the BID and GID will stand behind the RAD for this project while the loan/revolving line of credit is open, reminding the Board that these are 'good faith' so non-committal. Mr. Deffenbaugh said it would be great to have the RAD Board support on this document, noting that these were circulated a couple of weeks ago. Director Croft said he thought the board chairs should be familiar from top to bottom before voting, to which Director Feinstein said that he and Director Danielsen could do a call with Mr. Deffenbaugh to review in detail and then get an email board vote prior to the weekend.

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BOARD RECRUITMENT:

Mr. Weil informed the board that he sent out Tatiana Hernandez's resume via email. He noted that they need new board members as there are only seven currently. Ms. Sharp said they got 42 applications in this cycle. Mr. Weil added that Tatiana Hernandez has already applied, and that she helped start Wynwood in Miami, lives in Globeville, and is President of the foundation for Emily Griffith School. Mr. Weil would like to vote to add her to the Board today.

Director Croft noted that she has a lot of great relationships with foundations both locally and nationally and has been into the arts her whole life. Director Feinstein said he thinks she's terrific and has a lot of great thoughts on how to activate cultural communities, etc.

There Board voted unanimously to add Ms. Hernandez to the Board.

Mr. Weil said Robin Munro, CRUSH founder, has also been hoping to be added to the Board, as they've discussed previously. Mr. Weil added that one of the pieces of his contract is that he has a seat at the table, or more specifically a seat at the board and that the CRUSH committee is proposing that he's added to the board today via vote. The Board said they were unsure about this since he's an independent contractor. Director Anthony explained further, noting that Robin has played a key role in how the neighborhood has been developed. The Board agreed to table this until RAD can lay this out as accepted practice. Director Croft said they should have Spencer Fane weigh in on this.

MISSION STATEMENT + POLICIES:

Mr. Weil noted that the Board have seen these many times, and is hoping they can just vote for all of these things at once. Director Power moved to vote to approve the mission statement and policies presented in the board packet. Director Hayes moved that they change the word 'business' to 'commerce' in the mission statement. With that change, the mission statement and policies were adopted by unanimous vote.

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.

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Secretary to the Board