

DBPA Board Meeting

January 20, 2021

In Attendance: Josh Wolsky, Margie Bolton, Chad Thompson, Cheri Qvale, Jessica Ackerman, Aaron Thompson, Sherry McGlaughlin, Rodney Wilson, Jason Bentley, Jeremy Mahaney, Ryan Ackerman, Lyndsay Ulrickson

Meeting called to order at 3:01 by President Chad Thompson.

Minutes:

President Thompson asked for any discussion or questions on the December 16, 2020 special meeting minutes. There was no discussion and no questions.

Aaron Thompson motioned to approve the meeting minutes. Sherry McGlaughlin seconded the motion. All in favor; motion carried.

Financial Report – Jason Bentley:

Connie Wilson provided the financial reports to Jason Bentley through January 20, 2021. Jason provided the numbers to the board. Cash balance as of 01/20/2021 is \$34,843. Profit/Loss for 2020 shows a profit of \$22,000.

Aaron Thompson motion to approve the financial report as presented. Jeremy Mahaney seconded. All in favor; motion carried.

Bylaws Review & Discussion – Joshua Wolsky:

Josh stated the legal review took longer than expected. He just received them back on Monday night. The link includes the comments from the Attorney, Jake Maxson. The other attorneys either did not respond to Josh's request for a review or declined due to this not being in their area of expertise. Jake was able to review the bylaws within the short timeline we had. We had questions on the 'Waiver of Notice' and 'Board Size' specifically. Jake made recommendations, and if the board approves of them, we can discuss and have a final draft ready for approval at the next meeting.

- Board size adjustment: Mr. Maxson recommended fixing the board size. Any change would require a bylaw change anyway. Josh recommends fixing the board size at 9, which is where it is at now.
- Waiver of notice: Mr. Maxson recommends dropping Article XIII and focus on the Waiver of Notice language in Article V, Section 5 notice.
- Virtual Action: We are proposing we give the Board authority to act outside of meetings. Mr. Maxson did not have a problem with granting this authority.
- We did have a question at the 12/16/2020 Special Meeting regarding Board member terms. Three year or two-year terms were discussed. Two-year terms mean we could have half of the board turning over every year.

President Thompson asked if there were questions from the Board.

Margie Bolton requested to know if discussion will happen about the number of years per board member. She noted she can see it both ways, and she acknowledged that a two-year term could create too much turnover, and that there are good people that may not want to commit to a four-year term.

Josh recommended we eliminate two-year terms. He stated that three and four-year terms are good discussion points.

Aaron is in favor of a three-year term, and Margie agreed. She stated that a four-year term is too much, and although a two-year term is appealing, a three-year term would be better for DBPA. Ryan Ackerman and Jeremy Mahaney also confirmed that three-year staggered terms is a good option.

Josh stated that a motion was not needed. He will make the change to the bylaws.

Board size adjustments: President Thompson asked the Board if we should fix the Board at nine members.

Aaron requested to know what the rationale for fixing the number. Josh stated it was based on Mr. Maxson's comment that if we adjust up or down it will require a bylaw change. The Board still has the flexibility to change it.

President Thompson asked if there was a need for more discussion.

Margie stated she is okay with fixing the number of the Board and she agrees with Josh that we should not make it easy to change it. Aaron is also in agreement. Josh confirmed that he is not hearing any opposition to fixing the number of directors at nine.

Waiver of notice: President Thompson said eliminating Article XIII and using the language in Article V, Section 5 makes sense to him. He asked if there was any other discussion. There was no further discussion.

Virtual action: This has been proposed by the board and the bylaws will reflect this.

Josh noted that in Article VIII will provide for flexibility in titling of the executive officer position. Article XI Fiscal Calendar and Records have been updated. He also updated the requirements for the new bylaws.

Josh will have a draft ready for approval at the next meeting.

Façade improvement program – Joshua Wolsky:

Josh stated this has been an ongoing meeting with Mr. Rosenthal, President Thompson and Margie Bolton. Josh stated he is waiting on Mr. Rosenthal and noted that this will be going in front of the city council in February. Mr. Rosenthal requested the support of the DBPA to move this project forward. He will be requesting \$1.5-\$2 million for the façade improvement project of the businesses on Main Street. There will be a cost share by the owners of these businesses. Josh is in support of this project and is requesting a letter of support for this program.

President Thompson stated this sounds great on the surface and it will boost the esthetic of downtown. He is in favor of a letter of support and noted this will have a positive impact on the city and downtown. Aaron is also in full support.

Ryan Ackerman made a motion to sign a letter of support for the Façade Improvement Program. Jeremy Mahaney seconded.

Discussion: Ryan stated he is proposing we use this program to implement permanent festive lighting on top of the Main Street buildings. This would replace the \$4,000 annual investment in holiday lights. A permanent lighting solution can be controlled and actuated for special occasions (school colors during tournaments, Valentines Day, etc). Cost is in the neighborhood of \$100,000 for all of Main Street. There is an opportunity to be an 80/20 split between the city and the property owners. He stated that having a quasi-permanent solution that will last 10-15 years will be cost effective.

Josh affirmed that getting the cost and lighting scheme included as a part of the façade renovation, may upset Mr. Rosenthal; however, he will inject this proposal into the conversation with Mr. Rosenthal.

There was no further discussion. Voting commenced; all in favor, motion passed.

ND Hospitality Association & Outside Membership – Joshua Wolsky:

NDHA is responsible for looking after hotels, bars, and restaurants. The representative stopped in a few of the downtown businesses. NDHA was a key player at the table in November regarding COVID grants, and they are hoping to change the membership levels from Minot. President Thompson stated that we should continue trying to spread the word on what the NDHA does and the importance of the group.

Conditional Opportunities Dependent on Staffing – Jessica Ackerman:

BinaxNOW Rapid Testing for member businesses:

We have an opportunity for member businesses with more than 40 employees to offer rapid testing. This would allow the DBPA to do this for our members. Jessica stated that with numbers improving in the area, there may no longer be an interest. Jessica is recommending we table this item dependent on the staffing decisions that may be made today.

Jessica asked if there were any questions. Margie asked what it would involve for member businesses to do this or what would local biz need to do.

Jessica stated that we would need to make sure there are enough businesses that want to participate. The uplift, someone on our staffing side could assist with the administering of testing. We would set up a timeframe, and employees of member businesses can come down, get a rapid test, and have results within 15 minutes.

Downtown Minot Gift Card Program:

Jessica stated that other downtowns offer gift cards on behalf of their businesses. She has connected with a national provider that offers this service, and it seems this is the direction other downtowns are going toward. She has provided additional information in the agenda to review and digest. Jessica has spoken with Town & Country Credit Union and they are looking to see if they can assist with giving us the ability to offer this on a local level versus using a national provider.

Jessica recommends we put this on hold until we know if we have a staff member that can keep this going. President Thompson agrees with her recommendation.

Seasonal beautification plan:

Jessica stated that they have put together a plan for an entire year. Holiday Lighting is morphing into a year-round opportunity. TrimLight offers a permanent, color-change lighting that both improves downtown Holiday lighting and offers customization. The Minot rep is Wyatt Goodman, and he can put together a more specific bid. He would like to meet with a couple of the board members to have that discussion. Sherry McGlaughlin asked what needs to be done. Jessica can make the connection with board members and Wyatt Goodman. Sherry asked if we want more than one proposal from Wyatt. Jessica stated this decision needs to be made by the Board. Jessica volunteered Ryan Ackerman to meet with Wyatt, and President Thompson also volunteered. Jessica will connect Wyatt with Ryan and President Thompson.

Summer hanging pots/Planted beds:

Jessica stated that January is when the Park District makes decisions on staffing. She requested to know who normally coordinates the hanging flower pots and planter beds. Margie stated she is the person that coordinates. Margie stated that once the remodel happened and we put in extra planters and pots, the Park District did not have anyone to take of them. The first year we spent roughly \$8,000. When James Lowe was alive, he helped us on a very discounted basis and did all the ground bed for \$1,500. The first two years we had volunteers to do the planting. The third year, Phil Lowe discussed having the Park District do it. Per Jason, we paid \$2,480 to Lowe's for the flowers this year. Lowe's supplies the city with a lot of flowers. President Thompson asked Margie if she would be willing to take it on again. Margie agreed to coordinate with Lowe's. Rodney requested to know if we were able to get the water issue figured out from last year. Margie confirmed that thanks to Jessica and Ryan it has been remedied.

Light Post banners/One Brand Coordination:

Jessica had a discussion with Odney and Visit Minot about the banners. We could have applied for some additional funding, but after talking to Tourism, the grant application would not have fit. She stated this information is on hold. Jessica stated that the cost to install additional light post banners will be \$2,500. She will stay in discussion with Visit Minot for the one brand efforts.

Grant opportunities to explore:

Jessica stated there are larger grants available the DBPA can look at and apply for, but this may have to be put on hold until we know where we are going with staffing. For example, with the Bush Grant, we need to explain the person and outline their role. Jessica stated that Strengthen ND is the premiere organization to work with for grant writing, and they are willing to provide services in-kind and at a regular rate to assist us. Jessica stated she had some good news. We have been awarded a \$1,500 Community Vibrancy Grant. We will use this money to add to the geo-caching network by adding 12 caches. We do need to spend the dollars by the end of June. There is also a dollar match requirement, and we have half of that amount covered by Visit Minot. Jessica has a call into SRT for the other half. She noted we will get started on this immediately.

Downtown Matters:

Josh stated that we have a local podcast production company in Minot. He recommends we keep them in mind in how we reach out to people and go about getting our message out there.

Staffing Discussion-Lyndsay Ulrickson:

Lyndsay stated that the document she shared has two separate proposal items in it and they kind of go hand in hand.

Proposal #1:

Extend the AmeriCorps position (Jessica's term of service) to a 900-hour member or to July 31, 2021 (or August), if Jess is willing. This allows Jess to really focus on what is important to us. Lyndsay stated that for her, the important items are the membership plan and fundraising in order to keep moving forward. Jess and Josh are putting in more hours than what they agreed to in their term, and we do not want to put that expectation on them either. The cost to extend the hours is \$2,900 from DBPA and it would be the same cost if we extend Jessica's term of service or if we were to do a new AmeriCorps member.

Proposal #2:

Lyndsay stated she has gone back and forth on this proposal with Ryan and President Thompson. This was discussed two years ago, and funds were not available. This proposal is a service agreement with SBPC to provide services. We would outline the scope of work, hire an individual because SBPC does not have anyone to absorb the work. This employee would be put on a 1-year contract with the intent this person could set up the organization to have an Executive Director after the one year, or they could become an employee of SBPC. Lyndsay stated this individual would handle the Social Media, newsletters, fundraising, helping with meetings, and getting the organization set up with staffing again.

Lyndsay noted that SBPC has set a little bit of funding aside to assist the DBPA with some technical items. She stated we need to hire someone that is passionate about downtown, someone willing to do the work, and someone that is okay working for less than what they are worth. SBPC has allotted \$25,000 for this type of contract work, and the DBPA would need to contribute \$32,000 in order to offer a \$45,000 annual salary plus fringe benefits.

Discussion:

President Thompson stated that the momentum we have seen needs to keep going. He posed the question of, 'how do we get there?'

Aaron agrees with what Lyndsay has proposed and that this is the direction we need to go in. Ryan is also in agreement.

Jason asked how hard it will be to find the right person. Lyndsay stated this is the million-dollar question. We need to try to hire a person that cares, and a person that is passionate about the work. She noted this person needs to hit the ground running, and they need experience, confidence, and drive. She does think there are people out there and we can try to recruit some. Lyndsay noted that Lutheran Social Services (LSS) of ND announced they are closing their doors in ND and they will have over 200 people without jobs. There are people out there that

we can find. We do need to find someone as quickly as possible, but we also need to be patient to ensure we get the right person, not just the most available person.

Aaron asked if we have any money set aside for the job search. Lyndsay stated that when we hire at SBPC, we do not utilize paid job searches. We put the job listing on JobsND, our website, and Social Media. We can use those media outlets that are available to us and the Visit Minot website. We have not set aside funds for recruitment.

Rodney circled back to Proposal #1 and asked Jess if she has thought about this proposal. Jess stated she is willing to hang a bit through the processes we have in place. She does feel the need for the Proposal #1 depends on Proposal #2. She noted that if DBPA finds someone that will need help and needs to make connections, Jess can help.

Rodney noted that there is no blueprint to work with. This is a key position, and it is going to take someone that is not directly out of college. He does feel that this is not a hands-off position once they are hired, and we will need to give them some direction and a blueprint. As a Board, we need to outline what we would like to see at the end of this.

President Thompson stated Josh has expressed an interest. Josh stated he did share his interest in this position with Lyndsay and President Thompson. He noted he is not interested in continuing in a VISTA role due to the restrictions that come with the position and the financial consideration too. He is interested in the position presented in Proposal #2, and if the opportunity fits for both DBPA and Josh, he would like to be considered.

President Thompson stated that moving forward, he is hearing that all agree we need to have someone engaged and keep the ball rolling. Lyndsay noted that the only time sensitive thing is extending Jess's AmeriCorps contract. She stated we will need to draw up a contract with SBPC and DBPA outlining the scope of work, create a job description, and hire someone. This means that the DBPA would be working with SBPC. This employee would be an employee of SBPC, and they will perform the work outlined in the contract and follow it to the letter. Any changes would have to be made contractually via amendments. Lyndsay stated we need to determine if this is the route the Board would like to go. If it is, then we can take action and start discussions on the contract.

Aaron motion to extend Jess's term as presented in Proposal #1. Sherry McGlaughlin seconded. Discussion:

Jessica asked if a situation arises that the AmeriCorps role is no longer needed, what would it look like? Lyndsay stated she would have to discuss this scenario with Briselda. SBPC has not had that situation come up yet. Jess reiterated that StrengthenND has the most expertise when applying for grant funding and utilizing them is also cost effective. President Thompson asked how they are paid. Jessica stated we can set up an hourly arrangement; however, Megan Laudenschlager said she could help with some grant writing outside of the hourly rate.

Voting commenced on Proposal #1: All in favor; motion passed.

President Thompson asked what else is needed from Lyndsay to write up the contract with SBPC. Jason Bentley asked Lyndsay if she has a standard contract for this type of situation or if this is a one-off scenario. Lyndsay stated that she does have a standard contract to start with. Jason requested to know if the standard contract could be reviewed first. Lyndsay stated that first, we need to develop the scope of work, and expectations for the 12-month contract as it is

the meat and potatoes of the contract. President Thompson stated we need to put this together and get the process going. Aaron stated that if Lyndsay will take it on, he will join any group that will help lay out the expectations. Lyndsay will get this started and then give people a couple of days to look at it, absorb it and then go over it. She provided some bullet point items of what this person could potentially be responsible for in the document. Rod stated that in the past we discussed a possible internship position, but in the past there wasn't one available. If the college has one, do we want to pursue it? President Thompson stated we might be able to revisit it when we have someone in charge. Lyndsay agreed that we need someone in place that can manage these decisions instead of the Board.

Josh asked Jason what the terms of the contract was for the storage unit. Josh stated he is two truckloads from being fully moved out of it. Jason will call the property management company. He believes we are on a month-to-month lease and may have to give a 30-day notice. Josh stated he will call them.

4:20pm meeting adjourned.