

IOWA CITY DOWNTOWN DISTRICT

Board of Directors Meeting Minutes June 26, 2013

Voting Members Present: Catherine Champion, Kevin Digmann, George Etre, Ritu Jain, Kent Jehle, Karen Kubby, Patty McCarthy, Bill Nusser, Joni Schrup, Naftaly Stramer, Mark Weaver.

Non-Voting Members Present: Steve Boyd, Geoff Fruin, Mark Nolte, Josh Schamberger.

Staff Present: Nancy Bird, Betsy Potter.

Voting Members Absent with Notice: Mark Ginsberg, David Kieft, Steve Pajunen.

Non-Voting Members Absent without Notice: Alec Bramel.

Members Present: Marc Moen

1. Call to Order

President Karen Kubby called the meeting to order at 3:04 p.m. at the Iowa City Public Library, Iowa City, Iowa.

A quorum of 10 of 14 voting members was present.

2. Member Open Forum

(Mark Weaver in at 3:05 p.m.)

Geoff Fruin reported that arrest and search warrants were executed at two downtown businesses earlier in the day as part of an international investigation into the source and sale of illegal synthetic drugs including marijuana and stimulants. The Iowa City Police Department has been investigating retailers and wholesalers for several months as part of a larger investigation which was coordinated by the Drug Enforcement Agency in 35 states, 49 cities, and 5 countries. The Den and In-Zone were closed, and Zombies and the Hookah Cove were warned about increased scrutiny. The investigation continues.

3. Approval of May 22, 2013 Minutes

Joni Schrup moved to approve the May 22, 2013, Board Meeting Minutes as presented. Ritu Jain seconded the motion. There was no discussion. The motion passed 11-0.

4. Approval of May 2013 Financials

Kent Jehle presented the monthly financial reports and noted that all is on track. A carryover of Income is likely at year's end which will result in funds being available for future initiatives such as the streetscape/ped mall improvements.

Bill Nusser moved to approve the May 2013 Financial Report as presented. Mark Weaver seconded the motion. There was no discussion. The motion passed 11-0.

5. Officer Election

Karen Kubby presented the FY2014 Slate of Officers for one year terms July 1, 2013-June 30, 2014:

President: Bill Nusser
President-Elect: George Etre
Treasurer: Kent Jehle
Secretary: Patty McCarthy
Past President: Karen Kubby

Kubby noted that Ritu Jain and Joni Schrup expressed interest in being nominated as officers in the future. Those present expressed gratitude to Catherine Champion for serving as Past President this year and President of the former Downtown Association, and to Karen Kubby for her leadership as this year's President and leader of the successful SSMID campaign to create the Downtown District.

Joni Schrup moved to approve the FY2014 Slate of Officers as presented. Naftaly Stramer seconded the motion. There was no discussion. The motion passed 11-0.

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5. Executive Committee Report

Bylaws Revision

Karen Kubby presented the following amendments to the ICDD Bylaws summarized in the Email notification distributed to board members on June 3, 2013 in accordance with the Bylaws. The changes focused on the chair responsibilities of the Executive Committee and allow more flexibility as to which officer chairs which committee. There is also an update to the job title from Assistant Executive Director to Operations Director. Lastly, there is clarification to the amendment section.

Kubby stated bylaw sections that replicate language included in the original SSMID levy petition have been maintained, even if the circumstances, such as elimination of Park & Shop, have changed.

Article I. Section 1.2: strike "to be determined by the initial SSMID Board of Directors"

Article III. Section 4.4.1c. strike extra "SSMID, after notice and opportunity for a hearing are afforded to member."

Article IV. Section 7.1. first sentence: strike "shall," insert "may"

Article V. Section 1.1. second line, strike "calendar," insert "fiscal"

Section 1.3. delete two additional periods at end of clause.

Section 3.2 Strike "The President-elect shall oversee all standing committee of the SSMID and shall gather reports from all standing committees for presentation at each Board of Directors Meeting." Insert 3.2 "The President-elect shall chair a minimum of one standing or special committee.

Section 4. Insert 4.5: "The past President shall chair a minimum of one standing or special committee."

Section 5. 5.1. in first sentence, strike "elected by the Board of Directors and shall serve a one(1) year term," insert "be a member in good standing of the SSMID and will be"

5.2. strike "Association," insert organization.

Add 5.5. The Treasurer shall chair the finance committee.

Section 6. 6.1. strike "elected by the Board of Directors and shall serve a one (1) year term," insert "a member in good standing of the SSMID"

6.2 strike "and Executive Committee meetings"

Add 6.5. "The Secretary shall chair a minimum of one standing or special committee."

Article VI. Section 2.1.a. first line, insert "shall be chaired by the President of the Board of Directors and"

2.3.d. Strike "Assistant Executive Director," insert "Operations Manager."

2.4.a. Strike "be chaired by the past-President and shall"

2.5.a. Strike in entirety. b becomes a, c becomes b, d becomes e.

Article VII. Section 3.1. first line, strike "a," insert "the next fiscal year's." Second line, strike "beginning," insert "near the end."

Article VIII. Section 1.1.a.i. Insert "The Executive Director's job description shall be determined and approved by the Board of Directors. The Board of Directors shall hire, supervise and annually evaluate the Executive Director.

ii. The Executive Director shall give a bond for the faithful discharge of his or her duties in the sum and with the surety determined by the Board of Directors.

Section 1.1.b. Strike "Assistant Executive Director," insert "Operations Director"

1.1.b.i. Insert "The Operations Director's job description shall be determined by the Executive Director."

1.1.b.ii. Delete "Initial job descriptions shall be determined and approved by the Board of Directors. The Board of Directors shall hire, supervise and annually evaluate the Executive Director," insert "The Operations Director shall be hired, supervised, and annually evaluated by the Executive Director."

Article XI. Section 1.1. second line, insert "provided a quorum is met and fourteen (14) calendar days notice has been provided to the Board of Directors."

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Kent Jehle moved to approve the Bylaws changes as presented. The motion was seconded by Bill Nusser. There was no discussion. The motion passed 11-0.

Articles of Incorporation Revision

Kubby summarized the proposed changes to update the office address, name of registered agent, and clarification on amendment procedures. If approved, the amendments must be filed with the Secretary of State which includes a \$5 filing fee.

Article IV. Registered Agent. Strike "325 East Washington Street, Suite 100," and insert "14 ½ S. Clinton Street." Strike "Nicholas S. Arnold," insert "Nancy Bird."

Article IX. Second paragraph, second sentence, line five, insert "or member"

Signer on page 5: strike "Catherine Champion," insert "Karen Kubby, President"

Ritu Jain moved to approve the Articles of Incorporation changes as presented. The motion was seconded by Patty McCarthy. There was no discussion. The motion passed 11-0.

Sales Tax Reduction

Kubby reminded all the rate will be reduced from 7% to 6% because the 1% local sales tax enacted following the 2008 flood expires at midnight June 30, 2013.

ICDD Committee Members

With the beginning of the new fiscal year, contact Nancy Bird, as well as the Chairperson of all committees you are interested in joining or dropping.

Role for ICDD in 21 Ordinance

News reports indicate petitions have been submitted to seek another election to overturn the ban requiring age 21 and older in bars after 10 p.m. Fruin reported the City Council could consider the issue at its July 23rd meeting. The process of developing a process to seek input and determine a possible response from ICDD will be explored by an ad-committee of George Etre, David Kieft, Patty McCarthy, Bill Nusser, Josh Schamberger, and possibly Alec Bramel. Nancy will coordinate a meeting.

(Mark Weaver left the meeting at 3:45 p.m.)

8. Executive Director's Report

In addition to her written report, Bird led discussion of the Annual Meeting. Consensus was that it successfully attracted business owners and other stakeholders including new owners. The handout will be a strong marketing tool.

(Josh Schamberger left the meeting at 4:07 p.m.)

The Streetscape/Ped Mall update team conducted a well attended meeting with ICDD members this morning. The public meeting is tonight.

9. Ex Officio Updates

Nancy Bird, on behalf of David Kieft, University of Iowa, stated information will be distributed soon related to the Art Museum.

And, on behalf of Josh Schamberger, Iowa City Coralville Convention & Visitors Bureau, Nancy stated the Festival Economic Impact Survey will be conducted during the Summer of the Arts Jazz Festival in July in Iowa City.

Mark Nolte, Iowa City Area Development, stated ICDD is asked to join the Iowa City Area Chamber of Commerce, Convention & Visitors Bureau, and City Managers, in a letter to the Iowa City Community School District (ICCS) Board to express support for the community engagement process used by ICCSD to address increases in the number of students in the district.

(Kent Jehle left the meeting at 4:20 p.m.)

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There was consensus that Nancy Bird will sign the letter which will not endorse a scenario but will focus on the link between community economic development and strong schools.

Nolte also stated ICAD is exploring needs related to being able to provide gigabit internet Service.

Steve Boyd, Iowa City Area Chamber of Commerce: None.

Geoff Fruin, City of Iowa City: The new on-street parking meters were installed over the weekend and first-hour free in most of the parking ramps is now in effect.

Visit inspiredowntownic.com to share big ideas about downtown with the project developers, and read about other big ideas.

10. Conflict of Interest Forms

Those present handed in signed Conflict of Interest forms to Nancy Bird.

11. Adjourn

Catherine Champion moved to adjourn the meeting at 4:30 p.m.

Minutes respectfully submitted by Patty McCarthy, Secretary