**Spencer Fane Havana BID Board Call – 12.09.2021 MEETING MINUTES - DRAFT**

To be Approved on January 20, 2022

HAVANA BUSINESS IMPROVEMENT DISTRICT

BOARD OF DIRECTORS MEETING AND PUBLIC HEARING ON THE 2022 BUDGET

THURSDAY, DECEMBER 9, 2021, 10 A.M.

HOSTED VIRTUALLY VIA GO TO MEETING CONFERENCE CALL

**10am Havana Business Improvement District Virtual Meeting Details:**

**Please join our meeting from your computer, tablet, or smartphone.**[**https://www.gotomeet.me/onhavanastreet**](https://www.gotomeet.me/onhavanastreet)

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[12.09.2021 Transcripts](https://onhavanastreet-my.sharepoint.com/%3Aw%3A/p/chance/EeRzcnNC0GFCkqXJU-Kqw0cB-JkIeoAn_HH2NIZueEmZdg)

[12.09.2021 Recording](https://onhavanastreet-my.sharepoint.com/%3Av%3A/p/chance/EY6oEzYTjatPs9rJOO25WYwBDMFDq5CE5i5Bt3Umhyr34w)

**Board members present or on the call:** Garrett Walls, Yulissa Williams, John Sanchez, Donovan Welsh, Sean Choi, and Matt Rauzi. Board Members not Present: Patrick Armatas

**Others present or on the call:** Chance Horiuchi, Executive Director and Tom George, Havana BID attorney from Spencer Fane, Lori Kropp – Havco, Amanda Gildea – newly appointed BID auditor, and in-coming BID Board members Jennifer Dunn – First Bank, Alex Lee – New Gate Construction, and Kerstin Hitchcock were present for conference call.

**Call to Order:** Garrett Walls noted that a quorum was present for the purpose of conducting a meeting of the Board of Directors and called the board meeting and public hearing of the Havana Business Improvement District to order at approximately 10:00a.m.

Garrett shared an overview of how we will move through the board meeting agenda. He will do his best to expedite the meeting so that everybody can get back to work. He explained that before he progresses through the agenda by moving to approve a particular item without objection. He shared that he will be moving our resolutions and our amendments that are state filed to a consent agenda, since we do not expect any objections. He shared those resolutions in the agenda are not controversial resolutions. He also shared that this process is similar to what come other councils like the City of Aurora utilizes to approve multiple agenda items at once.

**Disclosure of potential conflicts of interest:** The Board members present noted for the record that they have financial interests in entities that own property within the boundaries of the Havana BID, are active in developing property within the boundaries of the District, or are employed by such entities, and that such interests may be affected from time to time by actions of the Havana BID's Boards of Directors. In accordance with state law, the Directors have filed written disclosures describing such potential conflicts of interest with the Secretary of State, and the Directors present verbally reaffirmed such disclosures on the record of this meeting.

**Announced the disclosure of potential conflicts of interest: None.**

**Then moved into introductions as means of establishing a quorum.**

**Introductions: 6 Board members, stakeholders, Amanda Gildea, Chance Horiuchi and Tom George introduced themselves.**

**Established a quorum:** 6 board members present, and quorum established.

Garrett shared official congratulations from the Havana BID to Sean Choi with First Bank on his promotion and new position. He shared that we are very excited for Sean and hope that he still visits us in the future. He also shared that it was an absolute honor to work with you.

Garrett noted for the minutes that the incoming board members have yet to be confirmed by City Council but were appointed by the board at our November Annual Stakeholder meeting. He also shared that any votes for the agenda items, either by unanimous consent or consent agenda items, will not include votes by our new prospective board members.

**First Order of Business: Amendment of the 2021 Budget**

Garrett Walls asked if there were any known amendments to the current year's budget, 2021 Budget? None. We will remove that agenda item since we will not be amending the 2021 budget year.

Garrett shared that he will be moving to approve the agenda items, four through seven, into a consent agenda and to be approved all at once. Seconded: Matt Rauzi.

Tom George with Spencer Fane shared that the board needs to open the floor for a public hearing first for the 2022 budget discussion. The public hearing must be declared as open, then see if there is any public comment, receive it, and then the public comment can be closed and then you can take action on your budget.

**Consent Agenda**: Garrett Walls shared that as the meeting moves the items to consent agenda, he will go through each item for comment on each one, and then we'll vote on all of them together as a consent agenda items. Garrett Walls shared that the motion has been moved and seconded that we move items 4 through 7 on the agenda to a consent agenda, is there any objection?

No objections. Items 4 thought 8 have been moved to the consent agenda.

**Certify the 2022 mill levy at 4.5 mills:** Garrett Walls announced the first item was up discussion and declared the public meeting for open for comments on the consent agenda item regarding the certification of tax levies. He shared that this agenda item “basically certifies our mill levy for this next year, 4.5 mills, which that equals approximately $510,147.88. He asked if anyone had any public comments, questions, additions, or amendments to the resolution you see before you. None.

**Agenda Item 2 – Adopt the 2022 Budget:** The meeting moved on to consent agenda item number two, which is the actual resolution to adopt the 2022 Budget. He shared that the 2022 budget was posted online, as well as sent out to all the Board of Directors. He asked if there were any comments, questions from the public or any directors on the 2022 budget resolution? None.

**Agenda Item 3 – Updated Admin Matters**: Next the meeting moved on to the third consent agenda item, which is the annual administrative matters resolution. He shared that this basically covers new language allowing the BID to post online publicly and updates regarding phone/video meetings and electronic signatures on district documents to accommodate the realities of this COVID world we are living in. This also includes our online virtual meeting details, and the set meeting dates for our public monthly board meetings. He put the meeting dates up on the screen.

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**(See the 2022 Board Meeting dates below that were attached to the Admin Matters**

**Resolution)**

**2022 Havana Business Improvement District – On Havana Street Board Meeting Dates**

* [**Thursday, January 20, 2022**](https://onhavanastreet.com/events/jan-20-2022-havana-bid-board-meeting/)
* [**Thursday, February 17, 2022**](https://onhavanastreet.com/events/2172022havana-bid-board-meeting/)
* [**Thursday, March 17, 2022**](https://onhavanastreet.com/events/3172022-havana-bid-board-meeting/)
* [**Thursday, April 21, 2022**](https://onhavanastreet.com/events/4212022-havana-bid-board-meeting/)
* [**Thursday, May 19, 2022**](https://onhavanastreet.com/events/5192022-havana-bid-board-meeting/)
* [**Thursday, June 16, 2022**](https://onhavanastreet.com/events/6162022-havana-bid-board-meeting/)
* [**Thursday, July 21, 2022**](https://onhavanastreet.com/events/7212022-havana-bid-board-meeting/)
* [**Thursday, August 18, 2022**](https://onhavanastreet.com/events/8182022-havana-bid-board-meeting/)
* [**Thursday, September 15, 2022**](https://onhavanastreet.com/events/9152022-havana-bid-board-meeting/)
* [**Thursday, October 20, 2022**](https://onhavanastreet.com/events/10202022-havana-bid-board-meeting/)
* [**Thursday, November 17, 2022 – Annual Stakeholders’ Meeting**](https://onhavanastreet.com/events/nov-16-2022-havana-bid-annual-meeting/)
* [**\*Thursday, December 8, 2022 – 2023 Budget Conference Call with Spencer Fane – \*Note 2nd Thursday in December**](https://onhavanastreet.com/events/dec-8-2022-havana-bid-board-meeting/)
* **\*Thursday, December 15, 2022 – Board Marketing Meeting – Note \*not a quorum required meeting**

He asked, “Are there any public comments or questions regarding the annual administrative resolution?” None.

**2023 Exclusion of Worker’s Comp for Board**: Next, we moved on to next agenda item, which is the exclusion of Uncompensated Public Officials. Garrett Walls shared that this document basically declared to the state and the worker's compensation administration that the directors are exempt from workers compensation. Garrett Walls asked Tom George a follow up question, “Do we actually need to amend the one that's on file currently?” Garrett Walls shared that the BID understands that this document has to be filed 45 days prior to the period start date, which means that December 9th, is not 45 days prior to January 1st. Due to the renewal process in September/October annually we needed this document on file in the previous year so what the BID started to do was conduct this vote a year in advance. Garrett Walls shared that last year, we filed the exclusions for this coming year 2022 and that the exclusion presented today was for the Year 2023. He also shared with Tom George that the document currently on file with the state currently does not include our newly elected board members or incoming board members.

**No need to amend the WC exclusion on currently file:** Tom George shared that the submission should be fine because the document excludes the Board of Directors, the position of the Directors, are excluded from the workers' compensation coverage, not the individual. It is not individualized since many boards have turnover. The document exempted the positions, individuals' names can change, but those positions will remain exempt.

11:43 - 11:49: Garrett Walls, asked, “Any questions from the directors or members of the public on the Workers' Compensation Exclusion?” None. He then asked, “Is there any discussion on the items within the consent agenda, any comments from the public or any of the directors? None**.**

**Garrett Walls moved without objection that we approve consent agenda items, as listed 4-7. Seconded by Yulissa Williams. No objections. Consent Agenda items 4-7 were approved.**

**Approval of the November Minutes and Financials**

**Approval of the November 2021 Annual Stakeholder Minutes:** Garrett Walls moved to approve and accept Minutes for November 2021 pending any clerical and grammatical changes. He asked the board if there were any amendments, comments, changes, or additions to the minutes, other than administrative changes.

Board Discussion on the November 2021 Minutes: None

Garrett Walls moved to accept the November 2021 Minutes.

Seconded: Matt Rauzi, No objections. November 2021 Minutes were approved.

**Approval of the November 2021 Financials:** Garrett asked if the board members or stakeholders had any questions about the November 2021 Financials. No Discussion.

Garrett Walls moved to approve the November 2021 Financials.

Seconded: Yulissa Williams

No objections and no discussions. The November 2021 Financials were approved.

Garrett shared that the BID board will not be meeting on December 16, 2021, since the December budget and public meeting was hosted today. He also shared that the next BID Board of Director’s meeting is 10 a.m. on Thursday, January 20, 2022, on Go To Meeting.

**BID and Stakeholder announcements:**

Sean Choi shared a thank you to the board and BID. He also shared he will try his best to remain engaged and continue to support eating along On Havana Street.

Yulissa Williams reminded the board that we were having a lunch at Mariscos El Rey Dos on December 28, 2021, at 12p. Garrett extended the invite to Tom George to join the board at the lunch.

Garrett asked if there were any more announcements? No other discussions

Garrett Walls motioned to adjourn the board budget conference call.

Second: Sean Choi

Adjournment: 10:16 a.m.

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Chairperson of the Board