****

**Helena Business Improvement District**

**Board of Trustees Meeting**

**Thursday, Feb 9, 2017, 4:00 p.m.**

**Valley Bank Community Room**

**MINUTES**

**Mission Statement:** The Helena Business Improvement District is a leader, facilitator, provider and advocate for a planned, creative program that results in the continual improvement of property values and properties in downtown Helena.

Board Members present: Randy Riley, Al Roy, Mark Roylance, Rex Seeley, Judy Merickel

Board Members absent: Kathleen Harrington

Guests: Rick Ahmann, Paul Pacini, Glenn Jorgenson

Staff: Julia Walsh

1. Welcome & Introductions
2. Public Comment
3. Glenn Jorgenson, City Finance Presentation on financial reporting options 10 min

There have been changes in auditing standards and auditors must be independent. G. Jorgenson has put together options auditing for BID. One of the options is to have City staff prepare financial statements. The City currently has an RFP out for auditing, but estimate the cost to be around $3,000. One of the options is not possible as the BID staff would have to become City employees. R. Riley has seen a precedent for doing Option 2 through his research during the ED recruitment last month. A. Roy motions to select Option 2, M. Roylance seconds, all in favor, motion passes.

1. Consent Agenda 10 min
   1. Minutes from Jan 12
   2. Jan Program Coordinator’s Report
   3. ED Report for January
   4. Work Plan Progress Report
   5. Dec & January Financials & Notes

J. Merickel moves to accept consent agenda, A. Roy seconds, Motion passed.

1. Helena Citizen’s Council – Maintenance on Walking Mall (P. Pacini) 10 min

HCC will be speaking to the City regarding maintenance on the Walking Mall and would like to make sure that BID’s recommendations are heard and expressed accurately. BID sees that there is currently no one person or department accountable for maintenance on the walking mall and that it needs some sort of ownership by a person/department. The walking mall has the highest traffic as compared to other parks and needs regular attention, even on the weekends. BID would also like to see a deadline on the maintenance agreement for who does what. A. Roy requested that BID be informed of what the HCC intends to recommend to ensure that BID and HCC are presenting a unified effort.

1. Downtown Helena, Inc. – Update (R. Ahmann) 10 min

A. Nicholson spoke at this month’s DHI Board meeting regarding Central school. The DHI board fears that the school board views a vote against demolition as a vote against kids. They are also concerned about a precedent set by the school district obtaining a demolition permit and what that may mean for private entities ease in obtaining demolition permits elsewhere and what that means for the historic and unique look and feel of Helena. DHI strongly supports the bond and want to work with the school board to help get it passed.

1. Officer Elections (R Riley) 10 min
   1. Board Chair – J. Merickel motions to appoint M. Roylance, R. Riley seconds, all are in favor and motion passes. R. Ahmann expresses that he believes M. Roylance will be a good fit with his big picture perspective.
   2. Vice Chair – J. Merickel nominates A. Roy and motions to appoint, M. Roylance seconds and motion passes.

J. Merickel leaves at 4:50 PM

1. Committee Reports 30 min
   1. Executive (R. Riley & M. Roylance)
      1. Board member recruitment – R. Riley has spoke with K. Spencer from Allegra about potentially serving on the board. K. Spencer is pragmatic and would be a good fit. A. Roy expressed interest in inviting T. Lynch of Base Camp, but he has now shown strong interest in serving on the board.
      2. transition update – R. Bauer has found housing and will be moving in the middle of next week.
   2. Marketing and Communications (J. Merickel)
      1. Website – J. Merickel met again with the designer and things are going well. BID/DHI needs to decide how much of the content needs to be moved over as there is a lot on the current website.
      2. Newsletter
      3. Master Plan Marketing Campaign – R. Bauer has expressed support in a more concerted effort in marketing the master plan and getting the community excited about it.
   3. Streetscape (M. Roylance)
      1. At the Joint Meeting, A. Teagarden said that the coffins can be removed, but the water needs to remain for future trees. BID would also keep the electricity for Alive @ 5. The plan is to move them once the weather clears. R. Seeley believes that the streets department is willing or able to help move them and he will talk with R. Alles to get approval.

* 1. Downtown Master Plan (All)
     1. Public Market grant update – BID was awarded at grant for feasibility studies for Marlow Market. R. Riley has requested that staff start gathering a list of interested vendors so that may be included in the studies.
     2. Façade Improvement Grant Update – a meeting has been set for the last week of February so that R. Bauer can be included.
     3. Zoning Update
  2. Advocacy (Al & all)
     1. Central School Demolition Permit – discussed during Downtown Helena update.
     2. Way Finding – Meeting was cancelled this month. The signs are not yet financed but the committee is working towards it. The Wayfinding Committee is willing to do a presentation at the next BID Board meeting.

1. Old Business 5 min
   1. Public Art Update on Jackson
2. Updates 5min
   1. Board retreat in March, will probably be only a half day since officer elections are done.
   2. Upcycling old banners
   3. Spring Service Day with DHI will be discussed at the next board meeting
3. News & Announcements 5 min
4. Adjourn

**ADA NOTICE**

The City of Helena is committed to providing access to persons with disabilities for its meetings, in compliance with Title II of the Americans with Disabilities Act and the Montana Human Rights Act. The City will not exclude persons with disabilities from participation at its meetings or otherwise deny them the City’s services, programs, or activities. Persons with disabilities requiring accommodations to participate in the City’s meetings, services, programs, or activities should contact the City’s ADA Coordinator, Elroy Golemon, as soon as possible to allow sufficient time to arrange for the requested accommodation, at any of the following:

(406) 447- 8490 TTY Relay Service 1-800-253-4091 or 711 [citycommunitydevelopment@helenamt.gov](mailto:citycommunitydevelopment@helenamt.gov)

316 North Park, Avenue, Room 440, Helena, MT 59623

**Next BID Board Meeting – Mar 9, 2017 – 4:00 pm Chamber of Commerce, downstairs conference room**

**Election of officers Bylaws (for reference)**

**Article 3 – Officers**

**3.01 Number and Qualifications**

The HBID is not a corporate entity and therefore is not required to have those officers required of corporation. The HBID shall have two officers, chair and vice-chair who are trustees. The executive director is an officer of the HBID without voting rights.

**3.02 Election**

Officers are chosen by and serve at the pleasure of the Board. Officers shall be elected at the annual meeting of the Board. Upon approval by the Board, officers may sign all official documents on behalf of the HBID and shall have other duties as the Board directs.

**3.03 Term**

Officers shall serve one year or until their replacements are elected. Officers may not serve more than three consecutive terms.

**3.04 Chair**

The chair shall lead the Board in the performance of its duties and responsibilities, including, if present, presiding at all meetings of the Board and other duties required by these Bylaws or prescribed by the Board. The chair, along with the executive director of the HBID shall be the exclusive spokespersons for the HBID.

**3.05 Vice Chair**

The vice chair will perform all the duties and exercise all the powers of the chair when the chair is absent or otherwise unable to act. The vice chair will perform any other duties prescribed by the Board.

**3.06 Removal and Resignation**

At any regular or special meeting any officer may be removed by a majority vote of the Board for failure to carry out the duties of the office as prescribed by these Bylaws, conduct detrimental to the HBID, or lack of sympathy with the stated purpose of the HBID. Any officer proposed to be removed is entitled to five business day’s notice of the meeting at which the removal will be considered and may address the Board at such meeting. Officers may resign their office by presenting written notice to the Board. Any officer vacancy will be filled by the Board at its next regular meeting for the remaining unexpired term.