**Helena Business Improvement District**

Board of Trustees Minutes

Thursday, February 8, 2018 from 4-6 p.m.

Valley Bank – 321 Fuller Ave, Helena, MT

**Board of Trustees**

1. Mark Roylance, Chair
2. Al Roy, Vice Chair
3. Rex Seeley
4. Ryan Stavnes
5. Lee Shubert
6. Scott Deitle
7. Christopher Taleff

**Minutes**

**Board Members Present:** M. Roylance, A. Roy, R. Stavnes

**Others**: R. Ahmann, S. Pfann, T. Jodoin

**Staff**: M. Zurcher, J. Walsh

1. Welcome and Introductions – due to a couple absences for various reasons, there is no quorum.
2. Approval of Minutes – No Quorum
3. Public Comment
4. Guest Speaker: Thomas J. Jodoin – City Attorney; 4:30 p.m.

* M. Zurcher met with T. Jodoin a few weeks ago and was able to learn quite a bit, so she invited him to attend the board meeting to speak with the board directly.
* T. Jodoin does not represent the BID nor the TBID. The BID under stay law is obligated to procure its own insurance and representation as they are different legal entities and should a conflict arise between BID and the City, T. Jodoin would represent the City. While the City can make recommendations, BID is a distinct entity that can make its own decisions with its revenue. The Parking Commission is a city entity and does represent the board when they are the HPC board, but not as the BID board. T. Jodoin recommends that there be two different boards for HPC and BID. M. Roylance acknowledges the value in the BID understanding HPC, but agrees that a distinction between the two would be beneficial. The division of the boards would not happen until after the commission has had time to address and would happen in the next couple of years, likely. L. Schubert has been a great asset in getting BID’s organizational systems in order along with the effort of M. Zurcher and the insight of T. Jodoin. For example, the ADA notice on the agenda is referring to the City and the BID should provide their own contact information for accessibility to public meetings.
* BID has considered starting a 501(c)3 in order to provide the opportunity to accept donations. M. Zurcher came across a letter from 2012 from the BID to R. Alles to dissolve the BID as a 501(c)3, to eliminate the BID’s dual status as a quasi-governmental agency and a 501(c)3. R. Ahmann reports that Missoula has this organization and their 501(c)3 board is made up of people from the Missoula BID, downtown association and community members and operates as an independent entity, but board membership is reserved for members from the various boards. T. Jodoin says that this will be for council of the BID to recommend, but the City will have to review and approve the work plan, budget and assessment, if there is a financial relationship between a potential 501(c)3. There would be a separate D&O insurance policy for the potential 501(c)3.
* The TBID has already begun the renewal process to extend and renew the district ahead of time in order to plan ahead for the future, so the BID could also begin the process early. Questions arise over whether or not a response counts as a “No” vote or a supportive vote. G. Jorgenson informed M. Zurcher that the deadline for the BID renewal is August 9, 2020.
* M. Roylance raises the question about the statute or bylaws and whether or not the BID can engage in projects or services that are the City’s responsibilities. T. Jodoin has not seen that in the statutes, and neither has M. Zurcher.
* Discussion surrounding parking and updating systems so that they work for Downtown and whether the money that would go into the Parking commission could go back into downtown to improve sidewalks etc. This subject came up during creation of the Master Plan and was discussed with Robert Gibbs. T. Jodoin would want to visit with the bond council to be able to answer that question should it become a possibility down the road. There are Improvement District options available that are specific to sidewalk improvements. There used to be two separate maintenance districts for the City, one for downtown and one for the rest of the city. The commission has the authority to order in sidewalks.
* A. Roy was informed that the BID was paying the city attorney a fee to be of council, and if that is not the case would it be a possibility for consideration? T. Jodoin believes that was true if it was support for the HPC, not for the BID. But that is no longer the case as the HPC is now fully a city entity, so T. Jodoin represents HPC. He would not recommend that practice in the future due to the potential of conflict of interest. A. Roy has concerns about who would be qualified in this area to be worth keeping on retainer for the BID.
* A. Roy states that the new concrete sidewalks are not quality and there is not enough concrete powder mix to make them hard and durable to the weather (in front of the Man Store and the Hub). The city should be holding the contractors accountable. T. Jodoin reports that with respect to the sidewalk projects, they were an MDT project and the City shared some of the frustrations.
* Thank you to T. Jodoin for visiting with the board.

5:02 – T. Jodoin leaves

R. Ahmann suggests Jeff Hindouin would be a potential candidate to keep on retainer. He was the previous city attorney and is on the school board.

DHI would be in favor of separating the HPC and BID boards and sees the potential for a conflict of interest, due to the HPC not being as board driven, and would appreciate if the BID would initiate or begin the process of separating the boards. DHI has a duty to advocate on behalf of its members and the BID represents a constituency of property owners and making decisions on parking is separate from advocating about decisions on parking. It is incumbent on the BID and DHI to advocate for improving parking Downtown. The HPC needs to make revenue. M. Roylance brings up that the BID does have a vested interest in parking, and should have representation on the HPC board, but the HPC board does not have the same ability to move things along as the BID board does with BID. A. Roy expresses that the HPC board has consulting abilities only and rely on the City Manager for actions and does not see the conflict of interest. M. Roylance sees the BID board in the role of the HPC board as the best way to advocate as opposed to the HPC board being a completely separate entity with its own goals. R. Ahmann is of the opinion that if the HPC board was a separate board, it would be made up of people that are engaged in and advocates for Downtown. For example, the 3rd level of the Jacskon St and Getchell St garages are empty and instead of selling street permits on those streets, they could be sold for less on the 3rd level of those garages and these things are what the BID and DHI should be advocating for. M. Roylance can send along more information on those garages, and these conversations are being had and the HPC is looking at issues like that and the BID is in a position to keep the HPC moving along on issues that are important to downtown by also serving as the HPC board. R. Ahmann re-expresses that he sees an opportunity in there being a separate HPC board. A. Roy mentions the possibility of the HPC board potentially turning into a supervisory board in the future.

1. Old Business
   1. Finance Report
   2. Downtown Helena, Inc. – DHI will meet next week, and so there is not a lot to report. At that meeting the budget will be approved.
   3. Executive Director Report
   4. Organization Report
   5. Promotion Report
   6. Design Report
   7. Economic Vitality Report
2. New Business
   1. DHI/BID MOU
   2. BID Renewal
   3. March 1st, Board Retreat at the Montana Club – No Dietary restrictions to report from those present.
   4. Open Container Ordinance – bar owners have had questions regarding bringing outside drinks into other establishments. That is clarified in each liquor license, but would need to be policed. A. Roy has concerns about the people already in the district that need rehab that are living in the street and how will this policy affect that.
3. Announcement – R. Ahmann reports that the Friends of the Firetower will have a newly public presence starting next week through social media as there are a growing number of people in the group. At a City Commission work session, A. Teagarden made a recommendation that the City pursue a path of restoration, however, in the last couple of months there is a little concern that the Parks Department may apply for a demolition permit and dismantle the fire tower as the first next step and then test the materials to see what is viable. Friends of the Fire tower want to make it clear that there is significant community support for the fire tower.
4. Adjourn

**Next BID Board Meeting – April 12, 2018 – 4:00 pm Valley Bank Conference Room**

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