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

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

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

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| **Agenda** | **Discussion** | **Motion** |
| Welcome and Introductions |  |  |
| Approval of Minutes | Quorum not present. Finances and minute approvals moved to March Retreat meeting. |  |
| Public Comment |  |  |
| Guest Speaker: Thomas J. Jodoin – City Attorney | * 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 |  |
| Old Business   * 1. Finance Report   2. Downtown Helena, Inc.   3. Executive Director Report   4. Organization Report   5. Promotion Report   6. Design Report   7. Economic Vitality Report | Discussion regarding separation of HPC and BID Boards.  R. Ahmann reports DHI will meet next week with the intent to approve the budget which includes the MOU and Contract for Services between DHI and BID. |  |
| New Business   1. DHI/BID MOU 2. BID Renewal 3. March 1st, Board Retreat at the Montana Club 4. Open Container Ordinance | Discussion on the open container ordinance. |  |
| Announcements | 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. |  |
| Adjourn | 5:50 p.m. |  |