

M I N U T E S
U City Loop Special Business District Board Meeting
Blueberry Hill-Pac Man Room, 6504 Delmar Blvd.
Tues., November 12, 2019

Attending Board Members: Michael Alter, Joe Edwards, Ben Evans, Ryan Patterson, Tom Schmidt, Nakita Smith & Steve Stone

Absent Board Member: Wendy Harris

Guests: Councilmember Paulette Carr, Councilmember Tim Cusick, Mary Gorman (property owner), Libbey Tucker (Director of Economic Development), Dan Wald (property owner)

Call to Order: Joe Edwards called the meeting to order at approximately 10:10 a.m.

Approval of Minutes: A motion was made by Ben Evans and seconded by Nakita Smith to approve the minutes of the October 8, 2019 meeting. The motion was approved unanimously.

Public comments – Councilmember Paulette Carr mentioned that one of her hats was purchased at Artisans in the Loop during the recent Get Looped event and was pleased with that event and hoped it could grow or be enhanced.

Councilmember Tim Cusick noted that at last evening's council meeting, City Manager Gregory Rose gave an update on the Novus redevelopment project at I-170 and Olive and stated that it was moving along, noting that such a large project takes time. He remarked that City Council is engaging a consultant for an Economic Development Strategic Plan and noted that City Manager Rose is also supporting the LSBSD in conducting a strategic plan as well and commended him on moving those initiatives forward.

OLD BUSINESS

LSBSD Annual Election Update: Joe noted that he and Ryan Patterson stuffed and mailed the ballots for the three open board positions. Candidates submitted are: Tom Schmidt-Salt + Smoke, Dan Wald-Property Owner, Brent Roam- One Family Church, and Nikita Smith-Clarity Salon. In response to a question from Councilmember Cusick, Joe noted that Brent Roam is the pastor of One Family Church and has grown the non-denominational congregation to over 800 and occupies a half-floor of the Tivoli building.

Joe proposed making an amendment to the LSBSD By-Laws under Article 3.7 which currently defines Members at Large as any individual or entity owning property or operating a municipally licensed business within the boundaries of the District. He

recommended including not-for-profit entities and that any entity with a business license be eligible.

Ryan Patterson stated that that under the current definition, Mr. Roam may not be eligible to be a candidate for the Board position. Mr. Stone remarked that the By-Laws were crafted this way for a reason to include members who have investment in the area and a shared vision for commerce. He does not feel that churches fall into this category and is not in favor of an amendment.

Mr. Evans stated that while he is an office tenant above the Rocket Fizz location, very little of his law business conducted has to with The Loop, yet he's eligible for a business license with the City and is a board member. He does not pay for his license but does get a renewal notice under professional services.

Mr. Schmidt noted that there is more to The Loop than just property owners and that commerce at large has a right to be on the Board and feels that Mr. Evans and Mr. Roam are stakeholders.

City Attorney John Mulligan stated that the ordinance regarding the LSBDB states that City Council appoints nine members who are property owners or municipally licensed businesses. According to the ordinance, Mr. Roam is not eligible to be a board member. Further, Mr. Mulligan noted that if he does garner the votes needed, City Council may not appoint him for this reason.

He added that Missouri law dictates how businesses are licensed locally and that there's a specific list of entities such as churches, attorneys, medical providers and CPAs who are regulated by other agencies and not licensed by the municipality. He will review why the City issued a license to the church. Mr. Mulligan noted that the LSBDB Board can make the recommendation to amend the By-Laws and recommend this to City Council.

In response to a question from Mr. Evans regarding 501C3 status, Mr. Mulligan stated that Missouri Law doesn't regard 501C3 status for licensing or "carve out" a special status.

Mr. Stone noted that part of what the LSBDB Board does is make recommendations to City Council about how the funds are spent. Having people on the board making spending decisions who don't contribute to those funds doesn't make sense.

In response to a question from Councilmember Carr regarding how the votes are cast, Mr. Edwards stated that each business gets one vote and each property owner gets one vote. For instance, Mike Alter has two votes as he owns two parcels and he (Joe) owns 11 or 12 so he has that many corresponding votes.

After considerable discussion it was decided to let the results unfold regarding the board member election and let City Council make the final determination.

EDRST Funding Decisions. Libbey Tucker, Director of Economic Development for University City stated the following project requests from the LSBD were awarded funding:

- Lighting Study from Kingsland to Limit: \$19,000
- Brochures & Illuminated Directory Sign Updates: \$6,000
- STL Visitor's Guide ad and promotions: \$14,000
- Special Events: \$85,000
 - The LSBD Board is to create a detailed event budget for review by the City Manager for four major events, three of which were suggested at the joint study session with City Council on September 23, 2019 as: Loop Ice Carnival, Loop in Motion, and Taste of the Loop. The fourth event is to be determined by the LSBD.

Strategic Plan Consultant Recommendation. Joe stated that a meeting was held with Libbey Tucker and Ryan Patterson to review the responses to the RFP. Two were received: The i5 Group and Community Growth Strategies. The i5 Group is local and is also conducting the City's economic development strategic plan. They suggested moving forward with The i5 Group, per the resolution in the meeting packet.

A motion was made by Ben Evans and seconded by Steve Stone to pass the resolution to engage The i5 Group to conduct the LSBD's Strategic Plan. The motion passed unanimously. Joe will negotiate the scope and pricing with them and bring that back to the Board.

Randy Burkett Lighting Design Development Proposal. Steve Stone stated that the lighting proposal was originally \$38,000 to be shared between the LSBD and the East Loop CID (ECID). However, the ECID doesn't have as much streetscape to work with, so a revised proposal has been submitted for \$19,000 that would only encompass work only in the West Loop area.

A motion was made by Steve Stone to engage Randy Burkett Lighting Design for the professional services for the U City/West Loop LSBD. The motion was seconded by Ryan Patterson.

After further discussion, Mr. Stone amended his motion to clarify that the contract would not exceed \$19,000. Mr. Patterson seconded the amended motion and it was unanimously passed.

Executive Director Job Description. A job description for the executive director position was provided to the LSBD Board that Libbey Tucker has prepared with input from Joe Edwards and Steve Stone. Joe stated he feels it is very comprehensive. Councilmember Carr stated that at the joint meeting of the Council and LSBD, City Council made it clear they would like for the LSBD to hire an executive director and that the Council is willing to help with the cost to fund the position. She stated the funds will come jointly from the LSBD and from the City's budget on a short-term basis. She

strongly feels an executive director is needed to promote U City's downtown and coordinate events.

Ryan Patterson made a motion to approve the job description as presented and it was seconded by Steve Stone.

Relative to a question as to whether the MOU with the E Loop CID would end, Mr. Stone stated that City Council could make that determination, although he assumes the LSBSD would no longer pay for those services from the E Loop CID and put those funds toward this position.

City Attorney John Mulligan stated that the MOU with the East Loop CID began on 12/3/2018 for \$40,000 annually. He feels there are several ambiguities around the agreement such as no term is listed and that it was only signed by Joe Edwards and not by anyone from the East Loop CID Board. He reminded them that if the LSBSD hires an executive director, they will be responsible for payroll taxes and all other compliance obligations.

Mr. Stone stated that the motion is not to terminate any agreement but noted that once the LSBSD plans to move forward with hiring someone, the \$40,000 will be needed to pay the executive director and the City has committed to supplementing the remainder.

Treasurer Tom Schmidt noted that the LSBSD is currently paying on the contract every six months. Mr. Mulligan noted that no "notice of termination" date is listed in the agreement.

A vote on the motion resulted in five yes votes and passed. Ben Evans and Tom Schmidt abstained. Joe noted that he voted "yes" on the job description only.

Mike Alter noted that Mr. Schmidt should get direction on the payment to the E Loop CID for December and January rather than paying the full six months.

Registration of Fictitious Name - "The Delmar Loop". City Attorney John Mulligan stated that he and the attorney for the East Loop CID, Rob Klahr, have discussed the matter of the fictitious name registration and the general governance of the Loop. It is his understanding that it was filed due to the MOU dated 12/3/18. The concern was that if the E CID was "doing business as" the Delmar Loop, in order to comply, it would need to register that name with the State. Councilmember Carr noted the filing was done on 11/28/2018 and that she didn't think it was necessary for them to operate.

Mr. Mulligan noted that if the MOU is terminated, then the fictitious name registration could be withdrawn. The East Loop CID operates as a Chapter 355 Corporation under MO State Statute and is a not-for-profit. The name is required to have "Community Improvement District" (CID) in it.

He continued to say that there is nothing in the fictitious name that is seriously misleading. He suggested seeing how things evolve with the hiring of the executive director and revisiting the issue with the E CID should the MOU be withdrawn. In

response to a question regarding using the Delmar Loop name in advertising or use by the businesses, he stated there's no issue with that and that no one can "claim" the geographic area of The Loop. It doesn't limit any business from stating they are located in the Delmar Loop. It is permissible to use the words in advertising.

Sidewalk Use if Sponsored by a Business. Ryan Patterson stated that the only way forward on this issue is to ask the City to pass an ordinance allowing retail businesses to use the public space in front of their stores to be able to place entertainers there as an effort to garner more business. However, he has been unable to make any progress on this. He stated he would continue to work to draft up some language to take to the City Manager for consideration and bring that back to the Board.

NEW BUSINESS

Selection of West Loop Four Major Events. It was discussed that City Council would like to see four major events occur in the West Loop. Mike Alter suggested tabling this topic as it needs more time for discussion and a thoughtful approach. Libbey Tucker suggested they at least approve the Ice Carnival as one of the events so funding could be allocated from the EDRST for this since it occurs in January.

A motion was made by Tom Schmidt and was seconded by Nakita Smith to include the Ice Carnival as a major event in the West Loop. The motion was unanimously approved.

Introduction of Term Sheet for MOU (Memorandum of Understanding) with City for Staff Support. Mr. Mulligan stated that per direction from City Council and the City Manager, various City staff are working to assist the LSBDD until an executive director can be hired. He is working to draft a MOU that outlines these parameters to include that Libbey Tucker is assisting with Board agendas and minutes and economic development efforts; the City Clerk will maintain the records; Interim Finance Director Keith Cole will assist with financial efforts and Mr. Mulligan will assist with legal matters as needed.

Introduction of By-Laws Revisions. Mr. Mulligan stated that he is working on changes to the Ordinances and By-Laws that govern the LSBDD. Per the earlier discussion, there are concerns about the members-at-large language and that there is not a clear governance structure. Mr. Mulligan noted that the weighted voting discussed earlier is not mentioned as well so the revision will outline the voting process. The changes would also include referencing officers and record keeping mechanisms. All changes are to assist the Board in running the organization more effectively. These changes will be brought forth at a future meeting.

OTHER BUSINESS

Councilmember Tim Cusick inquired as to when a treasurer's report would be provided. Joe stated that it is typically provided quarterly by the accounting firm and will be provided at that time.

The meeting was adjourned at 12:10 p.m.