

M I N U T E S  
Annual Meeting of University City  
Loop Special Business District  
Via Tele Conference  
June 26, 2020 at 10:00 a.m.

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**Attending Board Members:** Nikita Smith, Michael Alter, Joe Edwards, Wendy Harris, Ryan Patterson, Tom Schmidt, Steve Stone.

**Absent Board Members:** Ben Evans

**Others on the Call:** John Mulligan (City Attorney), Cliff Cross (Director of Planning), Jessica Bueler (Contractor)

**Call to Order:** Board Chairman Joe Edwards called the meeting to order at 10:03 a.m. and took attendance.

**Approval of the Minutes:** Nikita Smith made a motion to approve the minutes, Wendy Harris seconded the motion, the motion carries unanimously.

**Public Comments:** Dan Wald submitted a public comment on if the TDD funds could be distributed to the TDD businesses since the trolley was not operational.

Joe Edwards explained that if the trolley does not restart, the LSBSD can look at restoring the street and disbursing funds from the TDD, but he is optimistic.

Ryan Patterson asked if the \$300k bond to restore Delmar if the trolley project does not succeed is still in place. John Mulligan stated that \$300k is not enough to restore the street and asked when the bond expires. University City also has a conditional use permit that will be expiring in the near future for the trolley. Joe Edwards will look into the expiration dates and report back on July 14, 2020 at the next LSBSD meeting.

**University City Update:** Cliff Cross began discussing the formal Administration Request from stated that Section 120 of City Code states that the LSBSD needs to file an annual report, budget, and take minutes.

An example of things that could be formally requested from the city of University City is administration tasks to create the agenda, take minutes, legal assistance, and assistance from the finance department.

Joe Edward's suggestions of items to review as a board would be their current insurance policy, because the provider they are currently using will not be renewing the LSBSD's policy.

Joe Edwards would like City Hall to take the minutes, like Libbey used to do as that was very helpful and assistance from University City to help with the annual report and would like to make a formal request.

Tom Schmidt inquired to know if KEB should still do the accounting or turn it over to the city.

Michael Alter requested to circle back to the conversation about insurance and that there is a line budget for \$3k for LSBSD insurance coverage. He also asked if other commissions in University City pay for insurance.

Cliff Cross explained the LSBSD is funded by a different source than other commissions, so it's a different entity with different bylaws. The short answer is no, other commissions do not have insurance because they are not an outside taxing district.

Joe Edwards would like to formally request that the city do the accounting and financial reports, the annual report, minutes, and insurance.

John Mulligan explained that University City is going to have to determine the cost to provide these services and need to address this before making a decision. John Mulligan said he does not have the authority to do agree to this, only to pass on the recommendation.

Tom Schmit says there is a budget line item in the LSBSD budget for for \$2,400 for accounting and for the annual audit of \$600.

Michael Alter wants to know if other commissions pay their full accounting costs.

John Mulligan says the LSBSD is a separate political subdivision. Other commissions are not, with the exemption of Parkview Gardens. But he cannot think of any other commissions that are a political subdivision that are funded by taxes and other fees that are imposed on those jurisdictions. The other University City commissions are advisory and do not have their own separate budget or taxing district. That is why the other commissions are an arm of University City and fall under their umbrella, the LSBSD is separate.

Michael Alter thinks there may be inconsistency between what is being asked of the LSBSD versus other University City Commissions.

Dan Wald said the Parkview Gardens does have additional requirements than all other University City commissions because he has been the Vice President of the organization for the past 20 years. He clarified that what is being asked of the LSBSD is the same as what is expected from the Parkview Gardens Association.

John Mulligan understands the point raised by Michael Alter, but would like to make it clear when the LSBSD was created there were regulations put in place, some required under state law and some are best practices; bylaws, annual report, taking minutes, among other items are all specifically listed in the code. These requirements are not new and there's recently been questions of if these procedures have been followed. The City Manager wants to ensure that the LSBSD is following proper procedures because the University City Council has jurisdiction over the LSBSD and they want to ensure if everything is being followed.

**City Administrative Assistance Request/Needs of Board:** Tom Schmidt made a motion that insurance, taking minutes, and filing the annual report. Michael Alter seconded the motion and it passed unanimously.

**Bylaw Updates:** The discussion began regarding LSBSD Bylaws Updates. John Mulligan asked procedures of notifying LSBSD members for annual meetings and voting rights. The important item to address is that elections are held for the members.

John Mulligan explained that the University City Council passed an ordinance on March 10, 2020 that made key changes to the LSBSD board that there is an appointment process that involves any interested individual who would like to become a board member, fill out an application that is furnished by the City Clerk, and return to the City Clerk so that the filing may be made public and passed on to Councilmembers for their review before making LSBSD Board member appointments. John Mulligan clarified that the University City Council makes the appointments, not the LSBSD.

John Mulligan reiterates that there is nothing in the ordinance for the members-at-large to govern the operations of the LSBSD. In terms of providing some governance authority, the LSBSD does not have the ability to do so.

John Mulligan explained the elections are advisory, but in the past, whomever is elected may very-well be appointed. The LSBSD may recommend board members to be appointed by University City Council. The University City Council has discussed and concluded that they want the appointment process sanctioned by the University City Council.

Ryan Patterson says he is unsure of how to change the bylaws because he does not think that there is a system in place to make the changes.

John Mulligan said the ordinance trumps the bylaws and he would be happy to help create a draft of new bylaws for the LSBSD and could submit those to be voted on or not.

Joe Edwards noted that it's difficult to get the 10 days notice out in advance as according to LSBSD bylaws.

John Mulligan said that bylaws address in article 7 that the board is to hold at least 1 annual meeting and must give 10 days notice via fax, mail, hand-delivery. If the LSBSD would like a different form of notice, that's up to the LSBSD in terms of contacting these individuals who own property or own a business. The goal of this notice is to be transparent in that the LSBSD is inviting members to the meeting, it does not mean the LSBSD is requesting the members to vote on any agenda items. This is in addition to the sunshine laws to be a transparent entity so that all LSBSD members' voices may be heard.

Joe Edwards suggested amending the bylaws so that the notice is being sent in the monthly LSBSD newsletters. He believes this would save a lot of time and simplify the process for when he sends out the notices.

Cliff Cross explained that the bylaws cannot be inconsistent with the ordinance. The ordinance says members-at-large must be noticed, if the LSBSD would like to amend their bylaws, they have the authority to make those changes with the proper vote.

Joe Edwards expressed that he would like to change LSBSD bylaws to make it easier for him to send out the notices via the monthly newsletter, instead of mail, fax, or hand-delivery.

Ryan Patterson says the LSBSD is considering changing their bylaw language from "members-at-large" to "members of the district" so that the LSBSD does not need to be required to follow the guidelines for members at large in providing the 10-days notice for the annual meeting.

John Mulligan clarified this is that there is no members-at-large phrase in the code. In the code it says all property owners and individuals who are operating a business with a municipal license.

John Mulligan read that Code 129.50 requires the LSBSD board is to hold at least one annual meeting and members are actively encouraged to participate in the budget and in reviewing it.

Steve Stone is not sure if the LSBSD is still voting on board members, eligibility, and number of votes and if the council made a decision on this and on the bylaws.

John Mulligan said the application process in the ordinance passed in March states that no individual may be considered unless the individual has submitted an application to the city clerk. Once the application is submitted, the University City Council will consider it with any others with appointments to the board. As far as the internal election that the LSBSD holds each year, that is not addressed in the ordinance. The University City

Council is not bound by the LSBSD internal election. Although in practice, for many years, those who were elected were appointed. This, however, is not a requirement.

Steve Stone would like to ask if there is a purpose of continuing to hold elections if there is no authority granted to the LSBSD in making the appointments.

Joe Edwards explained that for the last 40 years, the University City Council has always confirmed who was chosen by the LSBSD election. The University City Council has followed the lead of the LSBSD leadership. It should be taken into account that the LSBSD self-taxed the district and therefore should have authority to appointment the LSBSD board members.

Ryan Patterson reiterated that the LSBSD has never actually had that authority to define who has to be on the board. University City has always had the authority to make the appointments, but that has only become clear to him and other board members recently.

John Mulligan explained that the amendment in March passed by University City Council stated that anyone appointed must be a business owner or property owner. So the eligibility standard has not changed in regards to being a property owner or business owner. Therefore, there will never be anyone appointed by University City Council who isn't a stakeholder.

Ryan Patterson requested clarification on if a designated employee of the business is eligible to run as an LSBSD Board Member, instead of the business owner.

Joe Edwards said a designated legal representative may be appointed by the business owner, upon the business owner's approval.

Steve Stone requested to have a conversation of the number of votes each property owner is allowed to be allocated. Some property owners have more than one vote because they own more than one property. When Steve Stone was looking at this from the CID standpoint, Joe Edwards has 10-11 votes from his properties. We need to have a conversation about this.

Joe Edwards says he is fine discussing it in the future.

Michael Alter explained that he would like to have a discussion about COVID-19, this incredibly difficult time, what can the LSBSD can do as a group and as a community to strengthen our businesses on the University City Loop. Specifically, Michael Alter would like to know, "How do we let LSBSD businesses who were not invited to this call, get involved?".

Michael Alter explained that he knows that the LSBSD bylaws are important, but there has not been any focus on how the LSBSD board is going to take action to help promote the businesses. There needs to be a meeting scheduled immediately on how a marketing plan should be created to sustain the street.

Wendy Harris agreed with Michael Alter and emphasized this topic is of the utmost importance of how the LSBDB is going to attract people back to the street.

Ryan Patterson agreed.

Nakita Smith thanks everyone for these comments and expressed her desire to get involved in helping create a group to focus on marketing.

Joe Edwards requested the conversation return to the bylaws and then schedule another meeting at a later day to address marketing.

Joe Edward said LSBDB businesses need to take all of the plywood down from businesses to increase sales. He explained that Blueberry Hill's business picked up immediately once the boards were removed and others should do the same.

Michael Alter says one thing he would like to suggest is that the LSBDB reconvenes on what we can do for marketing, events, and promotions. The LSBDB needs to be highly creative and energetic right now in their approach to marketing. As early as next week would be wonderful for scheduling a meeting.

**Reports:** Joe Edwards requested from Cliff Cross if he may be provided with a report of the results of the survey of how COVID-19 has affected University City businesses.

Cliff Cross confirmed that he would follow up on this request for the next meeting.

**Development Plan:** Dan Wald explained that Mayor Terry Crow suggested Delmar Blvd be a big event that included music, food on the street, kid activities and sending the message to customers and residents that the University City Loop is open.

Nikita Smith said she supports the idea wholeheartedly and wants to create a "Love in The Loop" event or something similar.

Michael Alter explained that most bigger cities are setting up through fares to attract people back to other business districts.

Wendy Harris, Nikita Smith, and Dan Wald all agreed that they want to work with Michael Alter with marketing.

Dan Wald suggested the group create a plan to share with University City the benefits of shutting the street down and he would like to include city staff, such as Jenny Wendt who could help execute the plan.

A marketing committee was formed with the Nikita Smith, Michael Alter, Dan Wald, Wendy Harris, and Ryan Patterson that will schedule a time to meet next week.

**Review & Approval of FY21 LSBDB Budget:** Joe Edwards asked if anyone wanted to make a motion to approve the budget. Wendy Harris made a motion to approve budget, Tom Schmidt seconded the motion, and it was approved.

**Annual Report:** Joe Edwards announced he put together the annual report and would be able to read to everyone outline. Cliff Cross asked what the status was with the development plan.

Joe Edwards explained it was on hold for right now.

Cliff Cross inquired who was the coordinator of the plan.

Joe Edwards said he is waiting for the firm they hired to reach back out to finish the plan.

Joe Edwards requested that everyone on the call please send him business openings and closing, and contact information of new businesses including address, phone number, website, hours, etc. for the new directories that would be going to print next Monday.

Cliff Cross explained that when finalizing the LSBSD budget, something to consider is how that budget is going to rotate around administration costs.

Joe Edwards said a proposal was sent to University City by the East Loop CID that had a \$20,000 cost for administration costs that has not been approved.

John Mulligan asked with respect to the annual report that Joe Edwards read out loud during this call, has this been voted on by the board and it has been approved.

Joe Edwards said he tried to cover all of the points in the annual report, it had not been voted on by the board, and he asked if the LSBSD would like to vote on the annual report now.

Steve Stone said he would be happy to vote on it, but the LSBSD Board members who are voting on the report would need to read first before voting on the annual report. Steve Stone expressed his appreciation to Joe Edwards for working on the plan and would like to have the board members read it before voting on it.

John Mulligan said that if COVID-19 is a factor in this annual report being delayed, the LSBSD may want to think about requesting an extension. He explained that it may be more important to file an accurate report, rather than a quickly-generated report. John Mulligan said If the intention of the board is that they want to review the annual report first, there would not be a motion at this point and the annual report should be placed on the following meeting agenda.

Joe Edwards asked for someone to make a motion to approve the annual report.

Steve Stone made a motion to approve the annual report with addition of a supplement being submitted. Ryan Patterson seconded the motion. The motion was approved.

Tom Schmidt asked if there was any way to redirect EDRST funds to LSBSD businesses.

Cliff Cross said the best answer at this time is that U City has a forgivable loan program with phases I and II already rolled out. Now there is a phase III being discussed with specific criteria that will open it up to more businesses.

Joe Edwards wanted to know if EDRST money that was pre-approved for an event, could be reallocated to the LSBSD.

Cliff Cross says he understands the question, but if funds were approved by EDRST, no one cannot reallocate the funds without going back to the EDRST for approval.

Tom Schmidt explained that the Central West End bought \$100k of gift certificates for local businesses and used this as a marketing tool. Would it be possible for the the LSBSD to do the same.

Ryan Patterson asked if buying gift certificates from businesses could be reallocated from an EDRST funded event that didn't happen.

Cliff Cross says that request would have to be sent to EDRST.

Steve Stone wanted to know if the annual report could be emailed this afternoon so that it can be read by the board members.

Joe Edwards committed to sending the annual report to everyone this afternoon or evening.

**Adjournment:** Ryan Patterson made a motion to adjourn. Tom Schmidt seconded the motion and the meeting was adjourned.

The meeting was adjourned at 11:47 a.m.