

**MANSFIELD DOWNTOWN PARTNERSHIP
BOARD OF DIRECTORS MEETING
Thursday, March 1, 2012
Mansfield Town Hall
Town Council Chambers
4 S. Eagleville Road**

4:00 PM

MINUTES

Present: Steve Bacon, Harry Birkenruth, Matthew Hart, Paul McCarthy, Frank McNabb, Toni Moran, Richard Orr, Betsy Paterson, Chris Paulhus, Alex Roe, Steve Rogers, Kristin Schwab and Ted Yungclas

Staff: Cynthia van Zelm, John Zaccaro

1. Call to Order – Welcome new Board member Paul McCarthy

Board Vice President Steve Bacon called the meeting to order at 4:05 pm. Paul McCarthy was introduced as a new Board member, representing the University. Board members introduced themselves.

Mr. Bacon also introduced John Zaccaro with Cipparone & Zaccaro. As noted in the agenda, Mr. Zaccaro is being recommended to serve as interim counsel to the Partnership until new counsel is appointed. Former Partnership counsel Lee Cole-Chu was appointed by Governor Malloy to serve as a judge in the Connecticut Superior Court.

2. Opportunity for Public Comment

There was no public comment.

3. Approval of Minutes of January 26, 2012 and February 2, 2012

Chris Paulhus made a motion to approve the minutes of January 26, 2012. Betsy Paterson seconded the motion. The motion was approved.

Ms. Paterson made a motion to approve the minutes of February 2, 2012. Mr. Paulhus seconded the motion. The motion was approved.

4. Executive Director Report

Cynthia van Zelm reported that the Partnership had submitted two grants on behalf of the town of Mansfield. She worked with Howard Kaufman of Storrs Center Alliance on a grant through the CT Department of Economic and Community Development's Brownfield Office for remediation on three areas in Storrs Center. Matt Hart said if a grant is approved, the Town would sign a sub-recipient letter with Storrs Center Alliance to receive the funds.

The other grant request was to the National Endowment for the Arts for funding to design space for the possible location of the Ballard Museum of Puppetry in the downtown. The Town partnered with the Connecticut Guild of Puppetry.

5. Storrs Center Action Items

Ms. van Zelm reported on an update of the commercial leases signed, and she said the residences in the first two buildings are 70 percent leased.

Ms. van Zelm said she was pleased to report that all decisions on relocation have been made by the businesses affected by relocation.

Ms. van Zelm said that today she, Mr. Hart, Toni Moran, and Howard Kaufman met with some members of the University faculty about concerns about fair contracting and labor issues at Storrs Center. She said the dialogue will continue with a follow-up meeting in April.

Mr. Hart said there was also an on-going dialogue with the CT Laborers' District Council, and the New England Regional Council of Carpenters.

Mr. Bacon commended Mr. Hart for his initiative to work with the labor groups.

Mr. Hart also updated the Board on the cost over-run on the parking garage and the undetected site issues that contributed to most of the over-run. Mr. Hart said the Town is working with the development team on resources to cover the cost over-run.

6. Recommendation of Frank McNabb to serve on the Executive Committee

Ms. Paterson said it was her honor and privilege to recommend Frank McNabb to serve on the Executive Committee. She recognized his positive energy and work ethic in the approach he brings to his role as Chair of the Membership Development Committee. Alex Roe seconded the motion. The motion was approved.

7. Review and Approval of Budget for FY2012-2013

Ms. van Zelm said that she had reviewed the Partnership's Special Project Coordinator position with the assistance of the Town's Human Resources team. Ms. van Zelm noted that Ms. Kathleen Paterson's work load and responsibilities had increased significantly over the last five years. Ms. van Zelm reviewed the proposed salary and benefits change with the Finance and Administration Committee which approved the changes at its February 23, 2012 meeting, effective May 1, 2012.

Harry Birkenruth moved to approve the proposed adjustment to the FY2011-2012 budget for the Mansfield Downtown Partnership. Rich Orr seconded the motion. The motion was approved.

Ms. van Zelm reviewed the proposed FY2012-2013 budget. She said the major change was a decrease in professional technical costs for relocation as it should be concluded this summer. The Finance and Administration Committee reviewed and recommended the budget at its February 23, 2012 meeting. Mr. Birkenruth made a motion to approve the FY2012-2013 budget for the Mansfield Downtown Partnership. Mr. McNabb seconded the motion. The motion was approved.

8. Review and Approval of Strategic Planning Process and Calendar

Ms. van Zelm reviewed a proposal and calendar for the Partnership's strategic planning process, and asked for feedback.

Ms. Paterson said it will be important for a third-party professional (not internal staff) to be responsible for putting the plan together. Steve Rogers agreed and noted that there are many questions to be addressed including funding, the Partnership's role at Four Corners and King Hill Road, event planning responsibilities, etc.

Mr. Birkenruth said it will be important for the Board to know what direction it wants to go; Mr. Hart said a professional will be able to help the Board facilitate that discussion.

Mr. Paulhus made a motion to approve the development of a three year Organizational Strategic Plan for the Mansfield Downtown Partnership. Mr. Rogers seconded the motion. The Board discussed the motion and Mr. Rogers offered an amended motion: Motion to authorize the Executive Director to issue a Request for Qualifications to seek professional assistance in development of the Partnership's three year Organizational Strategic Plan. Mr. Hart made the motion and it was seconded by Mr. Paulhus. The motion was approved.

9. Review and Recommendation on Revision to Bylaws

On behalf of the Nominating Committee, Mr. Bacon said the Committee met and recommended some changes to the Bylaws. Former attorney Lee Cole-Chu reviewed the Bylaws and made some recommendations, particularly in the area of the conflict of interest policy.

Mr. Bacon pointed out that most of other the changes were minor edits.

Mr. Bacon said the Board makes a recommendation to the full membership where a vote is held at the Annual Meeting. A 45 day requirement of changes to the Bylaws is required.

Mr. Bacon noted that the proposed changes to the Town's Code of Ethics adds the Partnership as a "public official" when acting as the Town's municipal development agency. The proposed changes to the Partnership's Bylaws makes it clear that the Partnership's Board and Committee members, and staff would be subject to the Town's Code of Ethics.

Mr. Hart asked Mr. Zaccaro for help to clarify when the Partnership is acting as the Town's municipal development agency. Mr. Zaccaro said he will follow-up and noted that the proposed change to the Partnership's conflict of interest policy is actually broader than the proposed changes to the Code of Ethics.

A motion on a recommendation to a change in the Bylaws was deferred to the April meeting after the Nominating Committee reviews the Bylaws with Mr. Zaccaro's research.

10. Approval of Acting General Counsel – Cipparone & Zaccaro, PC

Toni Moran made a motion to recommend that Cipparone & Zaccaro, under the leadership of John Zaccaro, serve as Acting General Counsel to the Mansfield Downtown Partnership, Inc. Mr. Orr seconded the motion.

Mr. Bacon said the Nominating Committee had discussed a similar process to choose an attorney as was done when Mr. Cole-Chu was chosen. An ad-hoc committee has been formed which includes Mr. Bacon, Mr. Orr, and Partnership member and Finance and Administration Committee member Tom Callahan to review candidates. In the meantime, the Nominating Committee recommended that Mr. Zaccaro serve in an interim capacity.

The motion was approved.

11. Four Corners Sewer and Water Study Advisory Committee

Mr. Hart reported that the Committee is still waiting on the DRAFT Environmental Impact Evaluation to be completed for the Committee's review.

The pump station is still being designed.

12. Report from Committees

Advertising and Promotion

Chair Kristin Schwab said the Partnership held a volunteer orientation last week and that the request for volunteers will go out on a monthly basis.

Ms. Schwab said she is advocating for some future Storrs Center tenants to become members of the Committee.

Business Development and Retention

Chair Steve Rogers said the Committee met on February 16. He said the Committee was satisfied with its work on relocation and felt its focus would turn mainly to business development.

Festival on the Green

Chair Betsy Paterson said the Committee will meet on Monday, March 5.

Finance and Administration

Chair Harry Birkenruth reiterated that the Committee reviewed the Special Projects Coordinator's position.

Mr. Birkenruth said the Committee will be asking for and reviewing Storrs Center Alliance's next Phase Business Plan when it is ready.

Mr. Birkenruth said the Committee will continue to review the directors and officers liability insurance limits.

Membership Development

Chair Frank McNabb reported that membership renewal letters have resulted in 257 renewals and \$14,500 thus far.

He said the Partnership will participate in UConn's Alumni Weekend in June with a bus tour of Storrs Center.

Planning and Design

Chair Steve Bacon said the Committee met with Recycling Coordinator Ginny Walton and Geoff Fitzgerald with BL Companies to review the proposed trash and recycling receptacles for Storrs Road and the Village Street. There may be an alternative which encourages recycling.

Mr. Fitzgerald also reviewed the Village Street plans against the Partnership's Sustainability Guidelines checklist.

13. Adjourn

Mr. Paulhus made a motion to adjourn. David Lindsay seconded the motion. The motion was approved and the meeting adjourned at 6:15 pm.

Minutes taken by Cynthia van Zelm