



**Mansfield Downtown Partnership
Board of Directors Meeting
May 7, 2020
By Teleconference
4:30 PM**

DRAFT Minutes

Present: Steve Bacon, John Carrington, Mario Conjura, Steve Ferrigno, Frank Gifford, Prabhas KC, Toni Moran, Kyle Muncy, Diana Pelletier, Sean Vasington, Emily Wicks, and Cara Workman

Staff: Cynthia van Zelm, Kathleen M. Paterson, Denise Kegler

1. Call to Order

President Steve Bacon called the meeting to order at 4:00 PM.

2. Opportunity for Public to Comment

There was no public comment.

3. Approval of Minutes of April 2, 2020

Cara Workman made a motion to approve the April 2, 2020 minutes. Steve Ferrigno seconded the motion. The motion was passed unanimously.

4. Approval of New Board Members and Election of Officers

Mario Conjura and Emily Wicks, who are up for appointment as new directors, introduced themselves.

Mr. Conjura is Vice President and Market Manager for Greater Hartford for People's United Bank. He has been at People's for 18 years and is a resident of Mansfield. Ms. Wicks is the Manager of Operations and Collections at the Ballard Institute and Museum of Puppetry. She has been at the Ballard for seven years.

Board members introduced themselves. Mr. Bacon also noted that Jessie Shea, the owner of The Flower Pot, is also a member of the Board. Mr. Bacon announced that Board member Bonnie Kumiega has resigned.

Mr. Bacon said the Annual Meeting is typically held in June but it was determined that given the effects of COVID-13, the Annual Meeting should be postponed. One of the key agenda items for the Annual Meeting is the election of Board members. Following the Annual Meeting, a Board meeting is held to elect officers. The Annual Meeting can be held at a later time.



Mr. Conjura and Ms. Wicks were to be put up for election at the Annual Meeting. Because there are currently vacancies on the Board of Director, Mr. Conjura and Ms. Wicks can fill vacancies in the interim until an Annual Meeting is held. The goal would be for Mr. Conjura and Ms. Wicks to be elected to three-year terms by the Partnership membership at the Annual Meeting.

With respect to the officer positions, Mr. Bacon is term limited as of June 30, 2020. Diana Pelletier has agreed to serve as President for the July 1, 2020 to June 30, 2021 term. In the absence of an Annual Meeting, and a subsequent Board meeting prior to June 30, Partnership attorney John Zaccaro prepared motions to appoint Diana Pelletier as President, Sean Vasington as Treasurer, and Frank Gifford as Secretary. Toni Moran will continue to serve as Vice President. Mr. Bacon would need to resign as President, Ms. Pelletier would need to resign as Secretary, and former Board member Mike Kirk would need to resign as Treasurer prior to June 30.

Ms. Moran moved the following resolutions. Ms. Pelletier seconded the following resolutions.

RESOLVED, Due to the public emergency that currently exists related to the COVID-19 virus, the uncertainty of the extent and duration of the public emergency, and the complexity involved in arranging for a remotely broadcast and attended annual meeting, the Annual Meeting of the Partnership previously planned for June 3, 2020 will be postponed indefinitely. It will be rescheduled by the President for a location, date and time to be determined by the President pursuant to Article IV Section 3 of the Bylaws.

RESOLVED, that because of the postponement of the Annual Meeting to an undetermined date beyond June 30, 2020, at which time the terms of two members of the Board of Directors will expire, there will be two vacancies on the Board of Directors. Therefore, pursuant to Article V Section 9, the Board appoints Mario Conjura and Emily Wicks to fill those vacancies, and Mario Conjura and Emily Wicks shall serve as Directors until the next Annual Meeting of the Members, at which time the membership shall elect Directors to fill those vacancies for the remainder of their terms.

RESOLVED, that because of the postponement of the Annual Meeting to an undetermined date beyond June 30, 2020, the meeting of the Board of Directors immediately following the Annual Meeting of the members of the Partnership, at which the officers of the Partnership shall be elected by the Directors, cannot be held. Therefore, pursuant to Article VII Section 3 of the Bylaws, the officers of the Partnership, except for the President shall remain in office until their successors shall have been elected and shall qualify.

RESOLVED, that because of the postponement of the Annual Meeting to an undetermined date beyond June 30, 2020, and the Directorship held by the current President of the Partnership, Steve Bacon, expires on June 30, 2020, Steve Bacon will no longer qualify to be an Officer of the Partnership. In order to avoid the Partnership being out of compliance with the Bylaws, Steve Bacon has delivered his written resignation to the Secretary of the Partnership effective July 1, 2020, thus creating a vacancy in the office of President for the 2020-2021 term. Therefore, pursuant to Article VII Section 7, the Board appoints Diana Pelletier to fill that vacancy, and Diana Pelletier shall serve as President for the remainder of the term.



The four resolutions were approved. Ms. Moran thanked Ms. Pelletier for serving as President.

Mr. Bacon congratulated Mr. Conjura and Ms. Wicks for their appointments to the Board. There will be a report from the Board to the membership at the Annual Meeting, to recommend election of Mr. Conjura and Ms. Wicks to three-year terms.

At the time of the meeting, Mr. Kirk's letter of resignation as Treasurer had not been received. Mr. Bacon moved the following revised resolution. The resolution was seconded by Ms. Workman.

RESOLVED, that because of the postponement of the Annual Meeting to an undetermined date beyond June 30, 2020, and the Directorship previously held by the current Treasurer of the Partnership, Mike Kirk, will be vacant, Mike Kirk will no longer qualify to be an Officer of the Partnership. In order to avoid the Partnership being out of compliance with the Bylaws, pending Mike Kirk's delivery of his written resignation to the Secretary of the Partnership effective immediately, there will create a vacancy in the office of Treasurer for the remainder of the 2019-2020 term as well as the upcoming 2020-2021 term. Therefore, pursuant to Article VII Section 7, the Board appoints Sean Vasington to fill that vacancy, and Sean Vasington shall serve as Treasurer for the remainder of the term.

The motion was approved. Mr. Bacon congratulated Mr. Vasington.

Ms. Moran made a motion to approve the following resolution. Ms. Pelletier seconded the motion.

RESOLVED, that Diana Pelletier, having been appointed as President of the Partnership, has submitted her resignation as Secretary effective July 1, 2020, thus creating a vacancy in the office of Secretary for the 2020-2021 term. Therefore, pursuant to Article VII Section 7, the Board appoints Frank Gifford to fill that vacancy, and Frank Gifford shall serve as Secretary for the remainder of the term.

The motion was approved.

Mr. Bacon made a motion to reappoint Ms. Moran as Vice President. Ms. Pelletier seconded the motion. The motion was approved.

5. Review and Approval of Agreement between the Town of Mansfield and the Mansfield Downtown Partnership, Inc. for Employee Benefits, Financial Management, Information Technology, and Risk Management Services

Cynthia van Zelm said there are three agreements that are expiring on June 30, 2020. The Board approved the agreement between the Partnership and the Town for the Partnership to provide economic development services in February.

Ms. van Zelm said the Agreement between the Town of Mansfield and the Mansfield Downtown Partnership, Inc. for Employee Benefits, Financial Management, Information Technology, and Risk Management Services was not changed significantly from the current agreement except for some revisions from the Director of Human Resources.



Mr. Bacon made a motion to approve the Agreement between the Town of Mansfield and the Mansfield Downtown Partnership, Inc. for Employee Benefits, Financial Management, Information Technology, and Risk Management Services for July 1, 2020 to June 30, 2023, and forward to the Mansfield Town Council for approval. Ms. Pelletier seconded the motion. The motion was approved.

6. Review and Approval of Memorandum of Understanding between the Town of Mansfield/University of Connecticut/Mansfield Downtown Partnership, Inc. re: Operations of the Mansfield Downtown Partnership, Inc.

Ms. van Zelm said the Memorandum of Understanding between the Town of Mansfield/University of Connecticut/Mansfield Downtown Partnership, Inc. re: Operations of the Mansfield Downtown Partnership, Inc. was reviewed by UConn's counsel. In response to a question from Ms. Moran, Ms. van Zelm said the only changes were technical in nature.

Mr. Bacon made a motion to approve the Memorandum of Understanding (MOU) between the Town of Mansfield/University of Connecticut/Mansfield Downtown Partnership, Inc. re: Operations of the Mansfield Downtown Partnership, Inc. for July 1, 2020 to June 2023 and forward to the Mansfield Town Council for approval. Ms. Workman seconded the motion. The motion was approved.

7. Executive Director Report

Ms. van Zelm referred to a draft second renewal letter to go to individuals and business members of the Partnership that the Board asked her to draft for the May meeting. Ms. van Zelm commended Event Coordinator Denise Kegler for her draft of the letter. Given the effects of COVID-19, the goal was for the Board to discuss whether a second renewal letter should be sent.

After much discussion, the Board agreed that Mr. Bacon and Ms. van Zelm would review members who has not renewed and determine who best to send the 2nd letter to given the circumstances.

Ms. van Zelm referred to an e-mail sent to Board members on the status of the Summer Concerts on the Square, Moonlight Movies, and the Celebrate Mansfield Festival.

Kathleen Paterson, Senior Communications Manager, gave an update on the Summer Concerts. She said if the concerts were scheduled for July and August, they would include local and smaller acts. Nothing has been booked yet. She said the cost to produce one concert is between \$1345 and \$1845 but this is the cost based on similar acts as previous years.

Denise Kegler, Event Coordinator, gave an update on Moonlight Movies and the Celebrate Mansfield Festival.

Ms. Kegler said it costs approximately \$990 to show one movie. The rental company, Swank, said it would keep its same cost if the Partnership decided to show less movies. With the current balance, four movies could be shown instead of five movies.

With respect to the Festival, Ms. Kegler said the Festival Committee cut back the budget significantly. A draft appeal letter has been prepared but there needs to be discussion on whether the timing is appropriate to ask for business sponsorships.



The Board discussed the need for a different set up for activity and food booths. Sanitation will be key.

Toni Moran suggested that Ms. Kegler talk to the Town emergency personnel about sanitation supplies.

Ms. van Zelm will contact the Partnership's insurance carrier to see if additional insurance will be needed for events due to COVID-19.

The Board advised holding off on any solicitation letters for the Festival until at least June.

Both Ms. Paterson and Ms. Kegler said the big unknown is whether Governor Lamont will allow larger gatherings at that point in the summer.

8. Business Outreach and Next Steps

Ms. Pelletier updated the Board with her calls to businesses. She said the businesses she spoke with had seen the Partnership's COVID-19 website, and were grateful for the outreach. Mr. Bacon said he received similar feedback.

Ms. Moran said Greg Lewis from the CT Small Business Development Center gave an update to the Town Council. Mr. Lewis said he received many inquiries on the available financial assistance but it is unclear how many businesses followed up by applying.

9. Report from Committees and Task Forces

Celebrate Mansfield Festival

In Chair Jessie Shea's absence, Ms. Kegler said Ms. Wicks will be joining the Committee. The next meeting is scheduled for May 13.

10. Appointment of Steve Bacon as Board Emeritus

Ms. Pelletier recognized retiring Board President Steve Bacon for his many accomplishments as a member of the Board of Directors since 2001 including but not limited to serving as President, Chair of the Planning and Design Committee with the task of reviewing many site plans for Storrs Center as well as spearheading the development of Sustainability Guidelines for Storrs Center, and leading the effort to create more public spaces in Storrs Center. Steve has served with distinction and dedication.

Ms. Pelletier made a motion to appoint Mr. Bacon as an emeritus Board member. Ms. Moran seconded the motion.

Mr. Bacon thanked the Board for its work and support, and said he was proud of the accomplishments of the Partnership.

Ms. Moran said she marveled at the detail Mr. Bacon devoted to the review of site plans in the Planning and Design Committee meetings, and it was one of the reasons she joined the Board.

The motion was approved with great enthusiasm! Mr. Bacon abstained.



11. Adjourn

Ms. Moran made a motion to adjourn. Ms. Pelletier seconded the motion. The meeting adjourned at 5:49 pm.

Minutes prepared by Cynthia van Zelm.