

**MANSFIELD DOWNTOWN PARTNERSHIP
BOARD OF DIRECTORS MEETING
Thursday, April 5, 2012
Mansfield Town Hall
Town Council Chambers
4 S. Eagleville Road**

4:00 PM

MINUTES

Present: Steve Bacon, Harry Birkenruth, Matthew Hart, David Lindsay, Philip Lodewick, Frank McNabb, Toni Moran, Richard Orr, Betsy Paterson, Chris Paulhus, Alex Roe, Steve Rogers, Kristin Schwab, Bill Simpson and Ted Yungclas

Staff: Cynthia van Zelm, Kathleen Paterson, John Zaccaro

Guest: Macon Toledano with LeylandAlliance

1. Call to Order

Board President Philip Lodewick called the meeting to order at 4:05 pm.

2. Opportunity for Public Comment

There was no public comment.

3. Approval of Minutes of March 1, 2012

Bill Simpson made a motion to approve the minutes of March 1, 2012. Betsy Paterson seconded the motion. The motion was approved.

4. Executive Director Report

Cynthia van Zelm said the Town budget meeting is May 8 at 7 pm at the Mansfield Middle School. She said the budget includes a \$125,000 contribution from the Town to the Mansfield Downtown Partnership. Matt Hart said there is also funding from the Storrs Center Reserve (from permit fees and net tax revenue from the project) for code enforcement and to maintain the public infrastructure.

Ms. van Zelm said the Annual Meeting is scheduled for June 14 at 6 pm at the Greek Center.

Ms. van Zelm said the Request for Qualifications for consultant to help the Board with strategic planning will go out early next week.

Kathleen Paterson, the Partnership's Special Projects Coordinator, reviewed the initial marketing plan for the businesses to open in Phase 1A this fall. She said most of the tenants who signed leases were in attendance at a meeting on March 21. Monica Quigley, Vice President for Sales and Marketing at LeylandAlliance, gave an overview at the meeting on the 21st. CT1 Media was also there to give a presentation of the target market. Finally, the Husky Bucks office at UConn gave an overview of Husky Bucks (a debit card that UConn faculty, staff, and students can use for purchases), which businesses in Storrs Center may want to implement.

Toni Moran asked if businesses will function as a unit. Ms. K. Paterson said the goal is to work with businesses on a regular basis including holding quarterly meetings with them as a group. Kristin Schwab said it will be important for the Advertising and Promotion Committee to work with the businesses.

Alex Roe made a motion to go into executive session pursuant to the applicable provisions of the Freedom of Information Act, particularly Connecticut General Statutes sections 1-200 (6) (E) and 1-210 (b) (5), to receive commercial or financial information not required by statute and given in confidence by the Storrs Center Master Developer's representatives. David Lindsay seconded the motion. The motion was approved.

5. Storrs Center Action Items

Executive Session pursuant to Connecticut General Statutes sections 1-200 (6) (E) and 1-210 (b) (5)

Present: Mr. Bacon, Mr. Birkenruth, Mr. Hart, Mr. Lodewick, Mr. Lindsay, Mr. McNabb, Ms. Moran, Mr. Orr, Ms. Paterson, Mr. Paulhus, Ms. Roe, Mr. Rogers, Ms. Schwab, Mr. Simpson and Mr. Yungclas

Also Present: Mr. Toledano, Ms. van Zelm, and Mr. Zaccaro

The Board came out of Executive Session.

Ms. van Zelm reported that Paperback Trader and the Husky Greek Shop have relocated to other areas in Mansfield. She said Leyland will move its temporary address to the Paperback Trader location until the building is torn down.

Ms. van Zelm passed out the volunteer sign-up sheet.

6. Review and Recommendation of Revisions to Bylaws

Ms. van Zelm reviewed the proposed changes to the Bylaws. She said the only change from what the Board received at the March meeting was streamlining the process for the notification of the Annual Meeting so the agenda and any proposed Bylaws could be sent to the membership at the same time. The Nominating Committee reviewed this change at its meeting on March 12 and recommended the full set of changes to the Bylaws.

Bill Simpson made a recommendation to approve the changes listed below to the Mansfield Downtown Partnership's Bylaws for consideration of the Partnership's general membership at the Partnership's annual meeting in June. Ms. Roe seconded the motion.

BYLAWS of MANSFIELD DOWNTOWN PARTNERSHIP, INC.

ARTICLE I

PRINCIPAL OFFICE AND REGISTERED AGENT

Section 1. Principal Office. The principal office of the Mansfield Downtown Partnership shall be at 4 South Eagleville Road, Town of Mansfield, Connecticut or such other location as the Board of Directors may approve from time to time. Except such books as may be kept by the Town of Mansfield at Mansfield Town Hall, books and records of the Partnership shall be accessible from the Principal Office.

ARTICLE IV

MEETINGS OF MEMBERS

Section 4. Notice of Meetings. Notice of the Annual Meeting and special meetings of the membership shall be mailed to each member, addressed to such member's residence or usual place of business, not less than twelve nor more than thirty days before the day on which the meeting is to be held, or sent by facsimile or electronic mail to such address or delivered to such member personally, not later than ten days before the day on which the meeting is to be held. Notice will

also be placed on the Partnership's website not later than twelve days before the day on which the meeting is to be held and may also be sent to a local newspaper. Each such notice shall state the purpose or purposes of the meeting, the date, time and place of such meeting, and by whose order it was called. If a Bylaw change is to be acted upon, the proposed action must be described in the notice of the meeting. Notwithstanding the foregoing, the notice of a meeting, at which a Board of Directors approved Bylaws amendment is to be acted upon, may be included with the written notice and copy of the Bylaws amendment required to be mailed to each member at least 45 days in advance of such meeting under Article XVII below, and no further notice of such meeting shall be required.

ARTICLE V

BOARD OF DIRECTORS

Section 2. Number of Directors. The Board of Directors of the Partnership shall consist of up to nineteen members as described in this section. Three directors shall be appointed by the President of the University of Connecticut. Three directors shall be appointed by the Town Council of Mansfield, Connecticut. Three directors shall be appointed by the Mansfield Business and Professional Association. Three directors shall be *ex officio* with full voting powers, the Mayor of the Town of Mansfield (or the Mayor's designee); the President of the University of Connecticut (or the President's designee in addition to the President's appointed Directors); and the Chairperson of the Mansfield Business and Professional Association Executive Committee. Six directors shall be elected by the Partnership's members. One Director shall be an enrolled student at the University of Connecticut's Storrs campus (undergraduate or graduate, full-time or part-time) nominated by the Nominating Committee (see Article VI, Sec. 3) and appointed by the Board of Directors. The Partnership may, by amendment to these bylaws, either increase or decrease the number of Directors.

Section 3. Qualifications of Directors. All Directors shall be at least 18 years old and individual members of the Partnership in good standing.

Section 4. Term of Office. Each Director's term shall be three years, except that *ex officio* Directors' terms shall only end when they leave their respective offices and the term of the University of Connecticut student Director shall be one year from the date of appointment by the Board of Directors pursuant to Section 2 of this Article V. With the exception of *ex officio* Directors and the University of Connecticut student Director, Directors' terms of office shall be staggered so that one third of the terms expire each year. In addition to any shorter terms, no Director elected by the members may serve more than two consecutive three-year terms.

ARTICLE VI

COMMITTEES

Section 1. Executive Committee.

(a) Composition. There shall be an Executive Committee of the Board of Directors, the membership of which shall not exceed eight in number. Five of the members of the Executive

Committee shall be the Partnership's President, Vice President, Treasurer and Secretary, and the Chair of the Finance and Administration Committee, *ex officio*. If the Mayor of the Town of Mansfield is not one of the five *ex officio* members of the Executive Committee, the Mayor shall be entitled to appoint one member of the Executive Committee (who may be the Mayor himself or herself) to serve at the pleasure of the Mayor. If the President of the University of Connecticut is not one of the five *ex officio* members of the Executive Committee, the President shall be entitled to appoint one member of the Executive Committee (who may be the President himself or herself) to serve at the pleasure of the President. There shall be one member-at-large, who shall be nominated by the President and approved by the Board of Directors. If at any time the foregoing provisions of this section do not fill all eight seats on the Executive Committee, any vacancy shall be filled by the Board of Directors.

EXHIBIT A

MANSFIELD DOWNTOWN PARTNERSHIP, INC. CONFLICT OF INTEREST POLICY

1. A conflict of interest may exist if a member of the Partnership's Board of Directors or of any Partnership committee, or a member of his/her immediate family, has a relationship with another person who, or organization which, does or seeks to do business with the Partnership as a developer, contractor, vendor, or otherwise; or who or which reasonably could benefit in a way different from general public benefit from a decision of, or from an action taken by, the Partnership. Partnership Board and committee members shall disclose all activities that might be reasonably seen as conflicts of interest within the meaning of the preceding sentence whenever a possible conflict appears, and annually thereafter so long as the facts creating the possible conflict exist.

In order that each decision of the Partnership's Board and committees shall be the decision only of Board or committee members who are free of conflicts of interest pertinent to the decision, the following procedures shall be followed:

- a. Every Partnership Board or committee member, immediately upon identifying a possible conflict or having the same called to his/her attention, shall disclose to the Board or the committee, as the case may be, having responsibility for making the decision at hand all essential facts pertaining to the possible conflict. (Such disclosure shall not, *per se*, constitute an admission that a conflict exists.)
- b. Unless the remaining Board or committee members, by vote recorded in the minutes of the meeting in which the vote occurs, unanimously determine that a conflict of interest does not exist, the subject Board member shall avoid any attempt to influence other Board or committee members, or Partnership employees, directly or indirectly, with regard to the matter at hand and shall absent himself/herself from the discussion and vote on the matter.
- c. Whenever the Partnership, by its Board or any committee, officer or employee, is overseeing the construction or improvement of any Town of Mansfield facility, or otherwise acting as municipal development agency for the Town of Mansfield, each Board or committee

member, officer and employee shall comply with the Town of Mansfield Code of Ethics (Mansfield Code Ch. 25), as amended from time to time.

d. Failure to comply with the above policy shall be grounds for removal from office.

2. Every Partnership decision to enter into any contract shall be presumed to be free of influence of any conflict of interest, *i.e.*, proper and fair to the Partnership and the public interest, if it is made in the ordinary course of business on terms no less favorable to the Partnership than those offered by the contractor(s) to third parties.

Rich Orr asked for clarification of when the Town Code of Ethics applies to the Partnership's Board and committee members and staff. John Zaccaro, Partnership attorney, confirmed that the Code only applies when the Partnership is acting as the municipal development agent for the Town. His recommendation is that a decision on disclosure of a potential conflict of interest to the Town be made on a case by case base when disclosure is made to the Partnership. The Partnership's conflict of interest policy requires disclosure to the Partnership regardless of whether it is acting as the municipal development agent for the Town.

Mr. Zaccaro said that there are some activities of the Partnership such as the *Festival on the Green*, Winter Fun Day, and membership development that are likely not municipal development agency functions.

Mr. Zaccaro confirmed that the Partnership complies with the current Town Code of Ethics.

The Board agreed that it will be important for Board members to disclose any potential conflict after the Bylaws are changed at the Annual Meeting. While Board members have disclosed potential conflicts in the past, the process should be set as a regular annual calendar notification as required in the current and proposed Bylaws. Mr. Orr suggested doing this annually at the July Board meeting. Mr. Zaccaro will work with Ms. van Zelm on a template for Board members to use.

Mr. Orr offered a friendly amendment and motion to the Bylaws as follows:

b. Unless the remaining Board or committee members, by vote recorded in the minutes of the meeting in which the vote occurs, unanimously determine that a conflict of interest does not exist, the subject Board member shall avoid any attempt to influence other Board or committee members, or Partnership employees, directly or indirectly, with regard to the matter at hand and shall ~~absent himself/herself from~~ **not participate in** the discussion and vote on the matter.

Mr. Bacon agreed with the suggestion and suggested that a person could remain in the room during the discussion but if the Board or Committee went into Executive Session, that person would need to leave the room (to be reflected in the minutes).

Mr. Simpson accepted Mr. Orr's amendment. The proposed changes were approved by the Board of Directors for recommendation to the full membership at the Annual Meeting.

7. Four Corners Sewer and Water Study Advisory Committee

Ms. van Zelm said that the Four Corners Committee did not meet this past month. The Committee is waiting to receive the DRAFT Environmental Impact Evaluation.

8. Report from Committees

Advertising and Promotion

Chair Kristin Schwab said the Committee is hoping to add new members, particularly some representatives from the businesses in Storrs Center.

Business Development and Retention

Chair Steve Rogers said the Committee will meet this month.

Festival on the Green

Chair Betsy Paterson said the Committee is meeting and has a commitment from the UConn band.

Finance and Administration

Chair Harry Birkenruth said the Committee is working on benchmarks for review of the Phase Business Plan for Storrs Center.

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

He said the Committee discussed the Volunteer of the Year award and is waiting for suggestions from Committee chairs.

Membership Development

Chair Frank McNabb reported that membership renewal letters have resulted in 346 renewals and \$15,000 thus far.

He said the Partnership will have tables at the two performances of Bernadette Peters at the Jorgensen this month.

Planning and Design

Chair Steve Bacon said the Committee met with Sam Gardner, the Town's architect at Gregg Wies & Gardner, to conduct the final review of the intermodal transportation center design vis a vis the Sustainability Guidelines.

Mr. Gardner also reviewed some changes in the design of the outside of the intermodal transportation center that addresses budgetary and maintenance concerns.

9. Personnel

Mr. Lodewick passed out copies of Ms. van Zelm's evaluation which was conducted with the Executive Committee prior to the Board meeting. The Board and Ms. van Zelm discussed her evaluation.

10 . Adjourn

Mr. Paulhus made a motion to adjourn. Mr. Lindsay seconded the motion. The motion was approved and the meeting adjourned at 6:10 pm.

Minutes taken by Cynthia van Zelm