

**DOWNTOWN DEVELOPMENT AUTHORITY
BOARD OF DIRECTORS MEETING
April 27, 2011 – 7:30 a.m.
First Floor Conference Room - 301 Walnut Street
Windsor, CO 80550**

MINUTES

A. Call to Order

Temporary Chairperson Winter called the meeting to order at 7:30 a.m.

B. Roll Call

The following Board members were present:

Craig Peterson
Dan Stauss
Bob Winter
Thomas Ladd
Charlie Manweiler
Brent Phinney
Ryan Kinnison (alternate)
Kristie Melendez

Absent:

Also present:

General Counsel
Town Manager
Town Attorney
Business Development Manager
Town Clerk

Lucia Liley - Liley, Rogers & Martell
Kelly Arnold
Ian McCargar
Stacy Johnson
Patti Garcia

C. Oath of Office – Brent Phinney

Town Clerk Garcia led Mr. Phinney in the Oath of Office.

D. Review of Town of Windsor Resolution Re-Appointing the Members of the Windsor Downtown Development Authority to Conform with § 31-25-805, C.R.S., and Reaffirming the Alternate Board Member Position, subject to the Authority's Bylaws (Resolution No. 2011-14)

Lucia Liley, General Counsel, reviewed the changes in board members terms that were required in order to conform to Downtown Development Authority (DDA) statutes; particularly the removal of the four-year terms which are not provided for in boards of seven members.

Town Attorney McCargar explained the terms were shifted one year down, for example the four year terms were changed to three year terms, and so on. The Town Board member appointed to the DDA Board will be for an indefinite term as provided by the state statute. Mr. McCargar noted the bylaws will address the term of the alternate position. It was also discussed that the number of members could expand to nine if so desired at some point in time. Mr. McCargar stated he was under the impression the Town Board wanted to assure that Mr. Kinnison was included on the DDA Board in some capacity.

Town Manager Arnold explained the process the Town Board took regarding the alternates noting that the intent was to assure the qualified applicants were appointed to the DDA Board. Ms. Liley noted that a sentence would be added to the bylaws stating the alternate would serve as a voting member in the event one or more DDA members were absent at a meeting.

E. Review of Agenda by the Board and Addition of items of New Business to the Agenda for Consideration by the Board

Town Manager Arnold stated that if time permitted that the Board may want to discuss under Item J. upcoming work sessions and taking the opportunity to get out into the downtown community.

F. Approval of Minutes from the April 13, 2011 Board of Directors Meeting

**Board Member Ladd motioned to approve the Minutes as presented; Board Member Phinney seconded the motion. Roll call on the vote resulted as follows:
Yeas – Peterson, Stauss, Winter, Ladd, Manweiler, Phinney, Kinnison
Nays – None. Motion carried.**

G. Review/Adopt Downtown Development Authority Bylaws

Ms. Liley reviewed the recommended changes made to the bylaws pursuant to discussions held during the April 13 meeting. Many of the changes were administrative in nature such as changing the term “the Board” to the “DDA Board” throughout the document and Ms. Liley noted specific changes in language. Section 2.3 regarding the terms of office for DDA members was changed to reflect the terms represented in the resolution approved by the Windsor Town Board along with noting the Town Board representative who would serve at the pleasure of the Town Board. Section 2.7 was added which provides for the alternate position. Section 4.4 regarding notice of meetings was discussed with direction that language would be added to provide that DDA meeting notice would be the same as Town Board meeting notices.

The DDA Board discussed the alternate position and requested clarification of the responsibilities of the position in the bylaws particularly that the alternate is a voting member in the absence of a DDA Board member.

**Board Member Phinney motioned to approve the Bylaws as amended; Board Member Petersen seconded the motion. Roll call on the vote resulted as follows:
Yeas – Peterson, Stauss, Winter, Ladd, Manweiler, Phinney, Kinnison
Nays – None. Motion carried.**

H. Election of Officers

**Board Member Petersen motioned to nominate Bob Winter as Chairman; Board Member Phinney seconded the motion. Roll call on the vote resulted as follows:
Yeas – Peterson, Stauss, Winter, Ladd, Manweiler, Phinney, Kinnison
Nays – None. Motion carried.**

Board Member Petersen motioned to nominate Dan Stauss as Vice Chairman; Board Member Phinney seconded the motion. Roll call on the vote resulted as follows:

Yeas – Peterson, Stauss, Winter, Ladd, Manweiler, Phinney, Kinnison

Nayes – None. Motion carried.

Board Member Petersen motioned to nominate Tom Ladd as Secretary/Treasurer. Board Member Ladd motioned to nominate Craig Petersen as Secretary/Treasurer.

Roll call on the vote resulted as follows:

Petersen – Yeas – 4;

Ladd – Yeas – 2;

Craig Petersen will serve as Secretary/Treasurer.

Board Member Phinney motioned to delegate the function of Secretary to the Town of Windsor Town Clerk’s office; Board Member Manweiler seconded the motion. Roll call on the vote resulted as follows:

Yeas – Peterson, Stauss, Winter, Ladd, Manweiler, Phinney, Kinnison

Nayes – None. Motion carried.

Board Member Ladd motioned to delegate the function of Treasurer to the Town of Windsor Finance Department; Board Member Manweiler seconded the motion. Roll call on the vote resulted as follows:

Yeas – Peterson, Stauss, Winter, Ladd, Manweiler, Phinney, Kinnison

Nayes – None. Motion carried.

I. Discuss Downtown Development Authority Plan of Development

Ms. Liley brought forward the Plan of Development (POD) and noted the red-line version that had been distributed. The legal description of the DDA was added to the draft. Ms. Liley stated that the methods of financing had been broadened to what the statute allows; it now captures the statutory provisions.

Town Manager Arnold reviewed the April 18 memorandum that had been distributed to the DDA Board regarding the draft POD. Mr. Arnold stated the Town’s Strategic Plan should be referenced in the document as one of the goal topic areas is to promote the historic downtown and lake as a destination focal point. The recommended appendix documents will be forwarded to the DDA board for their review. Ms. Liley noted the POD can be adopted in two weeks to allow for adequate review.

Items that were discussed include:

Objectives and Purposes

- Objectives and purposes opening paragraph will be reviewed by Mr. Arnold and Ms. Liley to clarify the objective and follow it up with the list of purposes.
- Key descriptor words that are missing are “historic” and “cultural” and should be included.
- #2 – Add the term “revitalize” after “To maintain . . .”
- #4 – Add the term “public” developments as there may be public projects included.
- #15 & #20 – Do not appear to be infrastructure related but more service oriented and is more than what most typical DDA’s do. Ms. Liley stated it

could be included but may need to work on the wording such as to change to “promote and market the district”. She noted the primary mission of the DDA is not marketing and promotion but can spend some money on promotion work as a whole. The DDA discussed #15 & #20 with Chairman Winter recommending to combine #15 and #20 into one item.

- #18 – Mr. Arnold brought forward a highway and rail discussion noting the studies that have been done in the past. The study that was done about four years ago on how to develop an alternate 257/392 route around Windsor. It was determined by the Town Board that there was no good solution and there was no plan adopted. There has not been any direction from the Town Board regarding an alternative re-routing of the highway. Mr. Arnold cautioned including it as the topic as the study is not used by the Town for planning purposes or road programming. Mr. Arnold also noted a rail study had been completed and a rail plan has been put in place and that improvements on Main Street should be completed this year. The rail traffic in town is 10 mph and after the study it was found that quiet zones do not need to be implemented in Windsor. Mr. Arnold recommended that #18 address building relationships with the Colorado Department of Transportation (CDOT) and the railroad and have them part of the discussions of the DDA’s concerns as opposed to mandating what they want. Chairman Winter stated that they want to be at the table with CDOT when those conversations happen; Mr. Arnold concurred by stating that CDOT is an essential partner. Current truck routes were discussed with Mr. Arnold reporting that the Town Board endorsed making Crossroads a primary alternate route. It was brought forward that the DDA may be able to push the conversation to get Crossroads open to O Street. Ms. Liley noted transportation is a function of the Town and noted the DDA’s role in assisting the Town in developing options for transportation conflicts.

Plan of Development Projects

- Mr. Arnold provided recommendations on terminology related to current Town documents and noted his suggestion that Section D.a. not be included as a project of the DDA as it relates to traffic congestion.
- It was noted there was no clear recognition of under-utilized public space in the downtown area such as sidewalk or back alley use.

Priorities

- Mr. Arnold noted that the Windsor 2025 document is approximately six years old and particular elements of the document have been incorporated into the current strategic plan. It was recommended that there be a simple prioritization which would encompass the appendices that will be referenced in the POD and to develop an implementation plan for future use. Ms. Liley noted the planning activity should be a primary first goal to assure there are documents that allow the DDA to move forward. The priority should be using the tools that are available to develop an implementation plan. Ms. Liley noted that perhaps that the appendices be included but reword the Priorities section to note the priority of the implementation plan. The Objectives and Purposes Statement may need additional language so that the vital concepts are clarified. Mr. Arnold and Ms. Liley discussed the Strategic

Plan which is a document that would evolve over time but would provide a foundation for decisions.

Mr. Arnold reviewed documents that he recommended be included as appendices which will be forwarded to the DDA Board. He also suggested removing the State Highway 392 Alternate Review and the 1999 Transportation Study as they are not used by the Town and not relevant.

The POD will be worked on by Mr. Arnold and Ms. Liley and brought forward for consideration at the next meeting.

J. Other Business

Mr. Arnold will tentatively schedule a work session with the Town Board for June 6 to review the POD and Bylaws along with possibly outlining the planned steps for the summer. The POD has to go before the Planning Commission for recommendation and then approved by the Town Board.

Recommended future agenda items:

- Wrap up of the POD
- How you want to move forward/proceed
- Downtown walk arounds
- Work on the strategic plan
- Tabor election timeline
- Regular agenda item – Report of bills & financial report

K. Adjourn

Upon a motion duly made, the meeting was adjourned at 9:02 a.m.

Patti Garcia