

PLACERVILLE DOWNTOWN ASSOCIATION

Meeting Minutes – August 8, 2019

Meeting called to order by Tim 8:08AM

Board Members present: Tim Taylor(President), Brian Chase, Sheila Kelly, Jeff Meader(Treasurer), Tod Pickett, Janet Sekany, Cherie Cornelison(Secretary), Andrew Vonderschmitt(Vice President). Members absent: Tony Windle, Kristi Sorenson, Lorrene Baum-Davis. Ruth Michelson_in attendance as Chairman of Bylaws, Mark Alcorn (Attorney) in attendance

Approval of Minutes from July Meeting Ruth excused for closed session. Tim presented an addendum of minutes for July on what was stated, handout out has been recorded to be filed. July minutes approved.

Approval of Agenda for this Meeting-Added under resolution discuss and vote. Alcorn stated perhaps add BID discussion. Jeff asked to add and Tod seconded. BID was placed on agenda as item 6. Approval of agenda as revised.

Elizabeth Davis, the PDA bookkeeper is retiring. Terrie Prodhon, CPA will take over effective 9/1/19

Guessing this will increase fees to PDA

Heidi is speaking with CPA group waiting to hear back from them

Tim changed order of agenda

Membership Application: Resolution, draft application, Discuss & Vote

Preliminary Application handed out to board.

No one is a member of this association, it is an opt in membership, and it is a geographical membership
Dues will be assessed on members...Board discussed various fees and reasons or reasons not to apply dues to the current application. Ruth—discussed the 87 bylaws read dues shall be payable and stated that PDA has been a zero gain, events should be making money. Andrew—the culture has been built that dues to PDA have come from business license. Tim—irregardless we need compliance of bylaws. The application for the rest of 2019 is good with no fees. In 2020 members that want to renew their membership will need to fill out application again. Currently in need of a membership list more than collecting dues for this year. Andrew believes if fees are to be zero it should be stated on the application. Ruth read bylaws about amount of dues to be determined by resolution of the board. Brian—make changes on application to state dues of this year and then distribute application through Locable and emails. Heidi—application does not state what date. Alcorn—need to add reference 2019 membership dues zero dollars. Need to add first sentence that membership is voluntary.

Brian motioned once corrections are made on this application to send it out. Sheila seconded.

Andrew stated need to place PDA mission statement on the application. Articles of Incorporation was read by Ruth a purpose statement. Heidi read mission statement on top of agenda.

Brian ratified his motion to add mission statement to application then print and distribute. Tod Seconded.

Discussion-Tim read all that will be added to application (voluntary, date, dues, mission statement) Heidi added that the application should be annually renewed in January. Tod stated that need to vote in December on dues for the next year.

Vote—ALL in favor

PDA Director Duties handed out to board

Typos have been removed from the original handout and hours have been changed. Heidi asked to add a revised date at bottom on handout. Andrew asked is there a written contract for the board members to sign. Alcorn stated that at the beginning of each year should have a written policy adopted. Not sure there is a need to commit in writing, therefor in writing was removed from Resolution #1-2019.

Discussion of hours if needed to be more or less. The idea of hours is to make sure that the board members are making a commitment to help with PDA and not just to show up at meetings but to actively participate in events etc.

Brian motioned to strike commit in writing. Tod asked to place revised date of 8.8.2019 to bottom.

Brian motioned to strike commit in writing and add revised to bottom. Andrew seconded. All in favor

Andrew volunteered to create a committee to make a board of director's book. Tod asked to add a discussion into next agenda for welcome book under business.

Discussion of Mission Statement: Sample Mission Statement for consideration

Member meetings and board meetings discussed needs to be agendized by someone to clearly state how meeting should be held.

Need a compelling mission statement that is exciting for members to join. A task force was created to come up with a new mission statement. A written mission statement was submitted by Heidi for board to see another associations statement. Jeff, Andrew, Tod, and Brian on task force. Alcorn stated need to agendize meeting with a facilitator. Should have a special directors meeting called to work on mission statement under Roberts Rules. Heidi mentioned she knows a facilitator that can facilitate the meeting.

Discussion on BID(Business Improvement District)

Alcorn—not sure PDA is a BID assumes a BID does a lot more than PDA and believes PDA is probably just a contractor needs more information to know if PDA is actual BID or just contractor. Mark Alcorn was excused from meeting. Tim stated that the board has authorized legal fees to revise by laws, motioned that the board vote on legal assistance.

Andrew moved to hire Mark Alcorn to look into city and make an assessment.

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Andrew motioned to engage Mark Alcorn not to exceed \$5,000 to come up with a conclusion of whether or not the PDA is indeed the BID. Brian seconded. ALL in favor

Alcorn re-entered room. Board would like for him to contact city to find out if we are a private corporation that has a contract from the city to help with downtown or if we are indeed the BID.

Antique Faire updated by Janet. 102 vendors currently signed up lots of enthusiasm and activity.

Need volunteers for Winderlust!

Andrew stated he also knows a facilitator to possibly help with mission statement meeting, would like the board to be given a chance to decide who will be the facilitator.

Board Adjourned at 9:49AM.

Next PDA General Meeting Date –September 5, 2019 @ 8:30AM at the Cary House