

CTM Meeting Minutes  
DECEMBER 7, 2009  
Clifton Recreation Center

Trustees in attendance: Dick Druffel, Linda Goldenhar, John Berten, George Bishop, Ron Becker, Bill Fant, Karen Imbus, Steve Slack, Mike Elovitz, Malcolm Montgomery, Mike Willing

Regular Reports:

Fire Report (Capt. Campbel). 146 responses. 106 EMS responses. 26 non-fired, 14 fires, 1 extra alarm fire (on Ridgeway Ave.). Recommended those interested in the fate of the firehouse in the context of the budget situation should listen to the news, since he doesn't know anything more himself. Welcomes everyone to stop by the firehouse.

Police report: Lisa Johnson (District 5). Had some updates on arrests for several thefts. Reminded everyone to leave nothing in cars in order to reduce risk of auto break-ins. The police are trying to get rid of panhandlers. Dick Druffel asked how the police deal with panhandlers. Her response: they can be cited for solicitation. When asked about how the citizens on patrol program is doing, she stated the Clifton group does very well, providing useful reports.

To report suspicious behavior: 567-8507. Lisa Johnson.

Clifton Rec Center: Tom. A renovated parking lot will be open in the next month. Clifton pottery class extended into 10-week session next year. After-school day camp will have a holiday mini-camp later in December. Children in after school camp made a thank you card for CTM for the support CTM provided to the program. Asked for Clifton advocates to attend various upcoming city budget meetings (on Dec 9 at 7 pm and Tuesday Dec 15) to voice support for Clifton as city decides budgeting. Announced that the Center would lose a full time staff member in the new year. Hours of the center will be cut again in 2010.

Betty Hull: Wanted to inform community that in January, there will be a series of public meetings to gather citizen input for how to integrate a new exit/interchange from 71 at MLK. Although outside Clifton, the project is nearby and Clifton voices will be included in the process.

Keara Schwartz: Told community about ShareSomeSugar.com website that enables you to borrow something you need rather than go out and buy it. The site also includes a neighborhood forum and a form of community-based free-cycle.

George Roden: Holidays on Ludlow. Had great success last with hundreds of Cliftonites enjoying a night in the business district. This year it is expanded with more business give-aways, a roving Santa, music (bell choir, children's choir); a warming hut and refreshments at Clifton Players; and carriage riders. Encouraged everyone to attend this Friday between 6 and 9. Asked for volunteers for carriage ride support/cue-management. Two community members kindly volunteered.

Clifton Plaza Update: Progress has been made, pouring steps to the merchant lot in the rear. The back section is complete and side walls have been formed. The contract for completion is for 12/31. If weather holds, there's a chance they will meet the date. The project is currently coming in at or under budget, allowing them to put back in the seating along east side and a second faucet in the rear. Two other items were also put back in because of external support (landscaping...from Uptown) and (furniture...from an anonymous donor).

Art Carpets: Met with City and Artworks and are rethinking the rfp—the process, plan, and concept. It hasn't died and things seem to be moving in a positive direction. Will probably have an update on effort early next year.

New Trustee Orientation: CTM board plans to have an informational introductory meeting for incoming trustees to help get them up-to-speed on processes, acronyms, etc.

January Meeting: we will replace the standard agenda with the yearly business plan work—including priorities and budgeting.

LLC Addendum to the Operating agreement. D. Druffel gave background/history of the Clifton Community LLC (which includes CBPA and CTM as sole members). There is a sense that as the plaza is about to be finished, certain LLC documents/agreements need to be updated to reflect new situations. The executive committees of CTM and CBPA met last week to discuss those issues. At that meeting, a number of general issues were raised: 1. The need for quarterly LLC meetings; 2. The possibility of a Plaza management committee to provide oversight for Plaza operations; 3. The need for insurance; 4. That CBPA would provide regular cleaning and maintenance of plaza; 5. CBPA would be responsible for the accounting needs which would be presented at the yearly meeting.

D. Druffel introduced a resolution that CTM approve a draft of an addendum to the LLC Operating Agreement (see below). L. Goldenhar moved approval. Becker seconded. In the subsequent discussion, Montgomery asked for further explanation for the justification of the need to give the CTM Pres. authority to sign an agreement. After further discussion, B Fant stated that a 2004 resolution already gave the president the authority to sign such issues in consultation with the executive committee. R Becker moved to amend the resolution by replacing the final paragraph and adding: “as per the 2004 CTM resolution, the executive committee is empowered to negotiate on behalf of CTM for the LLC amendment.”

Vote: For: 10; No: 0; Abstain: 1.

Resolution 1) CTM supports an addendum to the LLC Operating Agreement to promote the effective and cooperative management of the Clifton Plaza with CBPA including:

LLC Meetings - The LLC will meet quarterly. At all meetings the operating issues, events and plans of the Clifton Plaza will be discussed. Also current year and planned expenditures will be recapped, compared with the forecast and discussed. The December meeting will also be the Annual Meeting. At the Annual Meeting a balance sheet, income statement and recap of expenditures will be presented. Also a forecast of the financials for the next calendar year will be presented.

Management Committee – Annually each member (CTM &CBPA) will appoint two representatives from their respective organization to form the Plaza Management Committee. The president of the committee will be appointed by CTM in even years and CBPA in odd years. The Management Committee will set policies, schedule events and provide operating oversight for the Clifton Plaza.

Insurance- Liability insurance will be maintained at all times for the Plaza property.

Plaza Operations – CBPA will be responsible for the day to day operations of the Plaza including cleaning, maintenance and set up/organization for plaza events.

Accounting – CBPA will continue to maintain The Company’s books and records in accordance with generally accepted accounting principles consistently applied. CBPA will maintain the checking account and make payments for the LLC.

The president of CTM is empowered to negotiate the terms of this agreement with CBPA as long as it is in keeping with the general intent and purposes outlined above. He is also empowered to sign this agreement on behalf of CTM.

For: 10, Abstain: 1 (Slack).

Resolution 2:

Resolution 2) CTM resolves to split the following costs 50/50 with CBPA for the Clifton Plaza for the 2010 calendar year: Property Taxes, Liability Insurance, Water and Electric and approved miscellaneous expenses. The total for calendar year 2010 will not exceed \$4,500.

D. Druffel introduced resolution #2 and explained the history of the issue. The resolution was moved (Montgomery) and seconded (Bishop). In the subsequent discussion, a question was raised about the efforts to get the valuation and thus the taxes reduced. CPBA was charged with leading the efforts to get the taxes reduced. A needed appraisal that CPBA was supposed to acquire was not submitted. As a result, the request was denied. We can not appeal again for 3 years. A question was asked whether this resolution might not set a precedent that CTM will be expected to share the tax burden in subsequent years. Druffel acknowledged that that was an issue, but stressed the importance of CTM and CBPA representatives meeting regularly to keep an open dialogue on this issue so expectations can be communicated. A question was asked about where the \$4,500 figure came from. Druffel explained it included: \$2,100 for taxes, \$500 for insurance; \$1300 for utilities; \$500 for miscellaneous numbers. Bill Fant recommended removing the final line from the resolution and include it in the 2010 budget. And add "...up to \$500". Montgomery encouraged that the agreement be clear that the taxes CTM agrees to share in the cost of were for the tax bills received in 2010 and D. Druffel agreed.

Resolution 2) CTM resolves to split the following costs 50/50 with CBPA for the Clifton Plaza for the 2010 calendar year only: Property Taxes, Liability Insurance, Water and Electric and approved miscellaneous expenses up to \$500. Per the Oct 27 2008 LLC Agreement, CPBA will pay all the expenses incurred in 2011 forward, including any property taxes that come due after Dec. 31, 2010.

Vote: Unanimous approval.

Resolution 3) CTM resolves to spend up to \$1,000 in legal fees to review and help craft a legal document to amend the LLC Operating Agreement.

D Druffel explained the need to amend the original LLC documents so they are appropriate for the current situation and the need to hire a lawyer to review those documents and agreements. A question clarified that the lawyer would represent CTM. Motion moved (Montgomery) and seconded (Goldenhar). Vote: for: 10 for; 1 abstention (Karen Imbus)

Minutes:

Move (Becker) and seconded (Berten) to approve Sept, Oct, and Nov. minutes. For: 9; Abstain: 2 (Elovitz, Montgomery).

Treasurer's report: Bill Fant summarized the budget from Sept-Nov. Income higher than expected and costs lower. Moved approval (Fant) and seconded (Becker). Vote: for: 10; abstain: 1. (Imbus).

CTM 2010 Budget proposal discussed. Motion to approve (Fant) and seconded (Becker). Montgomery asked for clarity of the budget approval process. Slack asked if the estimated budget for the Chronicle seemed reasonable and Tom Lohre said yes. Vote: 10 yes; 1 abstention (Willing).

Motion to approve \$750 for carriage ride expense. Approved unanimously.



