

**Manitou Springs Chamber of Commerce, Visitors Bureau
and Office of Economic Development (iManitou)**

Board of Directors

**Meeting Minutes
November 22, 2011**

Present: Tim Haas, Jack Johns, Marcy Morrison, David Symonds,
Matt Carpenter

Absent: Bianca Codiga, Paul York

Staff: Leslie Lewis, Roger Miller

Members/Guests: Ken Jaray, Tom Schwagart, John Webster

A regular meeting of the Manitou Springs Chamber of Commerce, Visitors Bureau & Office of Economic Development (iManitou) Board of Directors was held on Tuesday, November 22, 2011 at Manitou Springs City Hall in City Council Chambers. The meeting was called to order at 8:36 a.m. by President David Symonds.

Tom Schwagart, owner of the Inn at Cascade, was introduced. He is one of the candidates for the Board openings.

A. Action Item: Approval of Board Retreat Minutes

After discussion, Marcy Morrison made a motion to accept the Minutes of the Board Retreat held Friday, October 21, 2011 with the condition that she will work with staff to correct some grammatical errors. Jack Johns seconded the motion and it was approved.

B. Action Item: Approval of October Financials

Tim Haas stated the Financials are essentially a repeat of the previous month and that we have tried to achieve some savings on the expense side. iManitou will be working with the BID to combine efforts to put on a Holiday Advertising campaign but it will not be as large as in some previous years so we will save some money from that projection. The Balance Sheet is strong but we will need to use some of the reserves to balance the budget. While iManitou was going through transition, additional spending in some categories has been necessary. Tim expressed the need to make sure the 2012 spending stays in line with the budget. Jack made a motion to accept the October Financials as presented. Dave seconded the motion and it passed.

C. Action Item: Approval of New, Renewing, and Non-Renewing Member Applications

An Addendum containing a list of additional Renewing Member Applications as well as two additional Non-Renewing Members was provided. Twigs, listed as going to the basic listing only, will be closing at the end of the year. Olive Tree Traders will be opening in that location in February. Dave made a motion to approve the New, Renewing, and Non-Member applications, including the addendum. Tim seconded the motion and it passed.

D. Action Item: Amendment to the By-Laws Establishing Date Definition of Board Terms

After discussion, it was realized that the By-Laws don't contain definition on the ending date of Board Terms. Dave made a motion to add "(g) Board member terms shall follow the calendar year" to Section 4.3 Election, Term, and Qualifications. Tim seconded the motion and it carried. Staff will send the addition to the attorney for review prior to printing it as an Amendment to the By-Laws.

Staff has received an update from the Attorney's office stating that the IRS has determined that iManitou did not need to file a new application for 501(c)6 status because we are not "repurposing the organization". The previous IRS determination of the Manitou Springs Chamber of Commerce is valid. The funds paid to the IRS with the application will be refunded. A copy of the refund will be placed in file as evidence of the process should it be questioned in the future.

Candidates for the Board of Directors openings were given a scheduled time for their presentation at the meeting. As the meeting had run a little faster than predicted and not all of the candidates had arrived, the agenda was amended to discuss the Proposal for Services with the BID prior to the Board Member Candidates.

E. Proposal for Services IGA – BID/iManitou

Roger handed out a copy of the Central Manitou Springs Business Improvement District Proposed 2012 Operating Plan and Budget. iManitou has been approached to put together a Proposal for Services to manage the BID for 2012. Some of the services of the BID, such as Marketing, should be sharing a consistent message with iManitou. Under the accounting area, the BID monies would be run through separate books. iManitou would take over paying the monthly bills, through BID accounts, however the reporting functions will still be contracted out to Mike Baker. Marcy expressed concern about the increase of duties on iManitou staff. The BID Board would be ultimately responsible for the tax payer dollars and would make sure iManitou is doing a good job of overseeing the management of the BID to include the maintenance and marketing. Roger would put together a Maintenance Plan for the BID with Hawk and Bruno and would schedule regular meetings with them to make sure things are being done. iManitou is intending to bring Brittany on full time so additional staff will be available to take on some of the added responsibility. Bringing the BID under the umbrella of iManitou would be one more step in bringing the community together. Roger requested approval to put a Management Contract together to take over services effective the first

of the year. By consensus, direction was given to create a contract to be presented to the boards of iManitou and the BID for approval. In addition to having both boards approve the contract, it was determined that the contract should be sent to the attorney for review.

F. Board Member Candidates

There are three board openings, one is a one year appointment to fill Farley McDonough's term, and the other two are three year terms.

John Webster is the CFO at The Bank at Broadmoor. He has been with the bank for over 20 years. John and his wife are residents of Manitou Springs. John has been involved with nonprofit agencies and has worked with fund raising. He currently sits on the Colorado Springs Chamber Military Affairs Council. John felt the consolidation was a good idea, but doesn't know a lot about it. He would like to learn more. He wanted to become part of the board because he is part of the community, supports local business and would like to work more closely with the businesses.

Ken Jaray is an attorney who practices law and mediation and has been in the area for 32 years. He has been involved in the Mineral Springs Foundation, Manitou Springs Forward, and the Education Foundation, just to mention some of his Manitou Springs affiliations. Ken has built many relationships with members of the community, and the board, and would like to develop additional working relationships with the board members. Ken feels they have a shared vision. He would like to help make the vision a reality. For sustainability, some of the work that he has been involved with needs a home and would do well under the umbrella of iManitou. He has had the opportunity to review the Strategic Plan being developed for iManitou and would like to help move it forward. He believes iManitou has positioned itself as a strategic partner in the City, will be an organization that can get things done, and he would like to be part of that effort. He felt the merger of the organizations was a great idea. When asked what connections Ken could bring to the group he stated he had been working on the community kiosk and could bring the software development connection as well as grant connections in the health and wellness areas. He believes it is connections that allow people to get things done. Ken did not see any conflicts of interest in serving on the board.

Tom Schwagart has been in Colorado for 20 years and in Cascade for 9 years. He has over 20 years of direct experience in tourism. He worked for United Airlines for 14 years and moved from Denver to Cascade to open a bed & breakfast. Two years ago, he and Sheri purchased a second property in Cascade that has become a vacation rental. Tom worked for the Colorado Springs Convention & Visitors Bureau for a year and a half as the Membership Sales and Events Manager. Tom would like to add his experience and knowledge to the board. He understands that tourism is critical to the city. He would be interested in getting involved with the event planning. Tom knows a lot of the business owners and thinks he would connect well with them. He left the CVB because the demands of his business grew. Tom was asked if he was interested in being involved outside the board meetings. He feels part of the job of a board member goes beyond

the meetings to help with events, including recruiting sponsors, and new members. He would like to help the community, business members and the board move forward.

Tim Haas stated that one of the goals of the organization in the consolidation was to be able to attract new board members of the caliber of the candidates. He was encourage that the organization is moving in the right direction, as evidenced by the applicants, and he expressed appreciation for their interest and desire to serve on the board.

Jay Rohrer is also a candidate for the board openings. Jay and his wife Karen own Victoria's Keep and he currently serves as the vice chair of the Parking Authority Board. Leslie sent an email through the Victoria's Keep email account asking him if he was available for the meeting however did not receive a response and did not follow-up with a phone call.

Sally Thurston, Blue Skies Inn, submitted an application as well but the application was turned in yesterday (the deadline was November 15). An email was sent thanking Sally for her interest and explaining the application was received too late for consideration.

The applicants were told they would be notified on the outcome of the vote of the Board.

After a lengthy discussion of all candidates and the expertise they would bring to the board, ballots for the one year appointment were handed out. By unanimous vote, Ken was appointed to fill the seat vacated by Farley McDonough's resignation from the board.

After additional discussion, ballots for the two three year terms were handed out. Tim Haas and John Webster were elected to the board by majority vote. It was proposed that Roger contact Tom Schwagart and ask if he is willing to assist iManitou with membership and events.

G. BID Update

The BID information was covered in the discussion of the Proposal for Services contract.

H. City Update

Matt Carpenter reported that in the October 25 work session there were budget changes and errors were found. The City was behind in some accounts because of the errors. On November 1, final approval of The Cliff House passed on the Consent Calendar. There were two non-smoking tobacco ordinances approved. The City also approved a Finance package that will allow them to do on-line billing and self-collection of taxes. Council approved a conditional use permit for a new chainsaw carving business, which went much smoother because of the laws in place. In the November 8 work session, money was found in the budget. Mike Leslie resigned from the City. Council denied Victoria's Keeps' appeal for a parking variance but did approve their conditional use permit and the major development at 935 Manitou Avenue (European Café). The European Cafe will be adding a second floor and increasing the size of the

restaurant. City Council gave unanimous approval, on first reading, of the BID Ordinance Update removing the sunset date.

The Gazette had an article on the term limit issues. The writer had numerous errors, stating that both Donna Ford and Nancy Barnes were affected and that their terms ended in 2008. Matt clarified terms should run from election to election or the time a person takes office to the time that person takes office. He also stated Donna's term ended in 2010. Donna is changing from a "ward" seat to an "general" seat. He also stated term limits in Colorado are clear that there needs to be a full term between the times a person serves. Manitou City Council terms are 4 years. The question comes in to the definition of the office and whether there is a difference in the "ward" seats and "general" seats. The Attorney General had the opinion they are the same, however, that was only an opinion and City Council cannot act on that. When someone applies to run for Council, the City Clerk is only allowed to ask if the applicant is over 18, if they live in the ward they say they live in and if they are eligible to vote. Additional questions, would be considered infringing on the applicants constitutional rights to run for office. City Council learned of the Attorney General's opinion after Donna filed her application because it was in the Colorado Municipal League newsletter. City Council had their attorney draft a letter to Donna explaining the situation and opinion and let her know she needed to make the decision as to what to do. She decided to continue. Marcy asked if someone has a situation before Council, and Donna casts the deciding vote, if Council's decision could then be challenged. Matt said that Council believes that could happen, though it is rare that votes are that close. A citizen needs to raise the issue of Donna Ford's eligibility to serve before any additional action can be taken by City Council.

I. COO Report

Roger introduced his idea of creating a "Manitou Card" which he hopes will reduce the amount of requests the businesses receive for sponsorship. The card looks like a credit card and can be used for shopping, dining or lodging (we could have 3 separate cards). We could sell the card as a fundraiser for iManitou or sell it to community groups that could sell it as a fundraiser. You can have a \$10 card that contains 15 businesses or a \$20 card that represents 20 businesses. The businesses could all be one type or a mix of business type. The cost for creating the card is a 50/50 split and minimum order of 300 cards. If we pay for the cards in advance we will receive a discount on the cost. With the number of visitors that would potentially buy the card, there is opportunity to make a significant amount of money. It takes 2 – 4 weeks, after the advertisers are lined up, to have the cards complete. Dave asked why we would not just create a card on our own, why use a company that is going to take 50%. While iManitou would provide a list of potential advertisers, the company would do the work on lining up the discounts and producing the cards. Roger had discussed the idea with the school and they would be interested in getting the cards from iManitou and selling through the school groups. The board discussed the possibility of having two different cards, one that would be sold to visitors, and another to sell to residents. The board discussed lodging and if a card would benefit them. It was determined that a lodging card didn't make sense but the properties might be interested in selling the cards and sharing in the profit from the sales. The board requested other options for creating the card be explored to reduce

the cost and increase the profit. Staff will look at creating a card in-house and printing on card stock instead of having a plastic card.

Roger and the Mayor will be meeting with Debbie Chandler, with Colorado Springs Health Partners, to determine their intentions in looking for a location in Manitou Springs.

Brittany is making good progress on putting together a Convention Services brochure.

Roger met with Sally Thurston on the Mineral Springs pool potential and has received an email from the group she is working with on the possibility of the soaking pools in the old Buffalo Bill's Wax Museum building. The City Council has not yet received information on potential development.

Rachel is working on putting information into the iManitou.com web site. Roger is hoping for a December launch. Brittany will be working on banner sales for that site. Jack expressed interest in having a banner. Roger thought those sales would hopefully begin by the end of the month.

Roger was in a meeting with the Mayor and following the meeting they discussed the building. Mayor Snyder expressed that his interpretation of our interest in staying in our current location was an opening to entertain the possibility of selling the land to iManitou vs renewing the lease. Matt clarified that that was the Mayor's opinion and had not come through City Council. The City would then have money and look at partnering with iManitou on the Tajine Alami building. iManitou has sent a letter to the City requesting an extension on the lease for the land. Matt asked for input from the Board, as the Liaison, in case the lease comes up for council discussion. The Board gave input on the advantages of staying in the current situation and having an investment in the Tajine Alami project if it goes forward so iManitou does have a seat at the table in discussions. The Mayor asked if iManitou would be willing to share the cost of an appraisal on 354 Manitou Avenue. By consensus, it was determined that the board would be willing share in this cost to include appraisal of both the land and the building.

Marcy asked if a discussion of some of the items on Roger's Report could be placed on the December agenda.

J. Unscheduled Appearances

The fourth Thursday of the month in December is the 22nd. Staff suggested that the meeting be moved to the week prior. The Board discussed other days of the week to meet going forward. Staff will check availability of City Council Chambers for Wednesday, December 14. Roger will plan to hand out the final budget for 2012 at the December meeting. Tim requested a Special Events discussion also be placed on the December agenda. Marcy will begin providing reports on the URA to the board. Having no other business before the board, the meeting adjourned at 11:09 a.m.