

**Downtown Somerville Alliance  
Minutes of the Board of Trustees Meeting  
Tuesday, February 14, 2017 - Council Chambers**

**Trustees Present:** T. Genova, P. Mannion, C. Petrosini, R. Pitts, R. St. Pierre, M. Seader, E. Staller, S. Granados, E. Michel, B. Burton, J. Kobuta

**Trustees Absent:** R. Aulenbach, L. McLachlan

**Guests Present:** None

**Call to Order:** DSA Chair, T. Genova called the meeting to order at 8:00 am

**Notice of Meeting**

Adequate notice of this meeting as required by the Open Public Meeting Act has been provided. A copy of the notice for this meeting, specifying the date, time and location was sent to the media and to the Clerk Administrator of the Borough of Somerville. If anyone present believes this meeting is being held in violation of the Open Public Meeting Act, please state your objections why this meeting is in violation. No objections were heard.

**Introduction of Resolution #17-005**

**DOWNTOWN SOMERVILLE ALLIANCE**

**RESOLUTION 17-005**

**RESOLUTION TO MOVE INTO EXECUTIVE SESSION**

**WHEREAS**, Section 8 of the Open Public Meetings Act, Chapter 231 P.L. 1975, permits the exclusion of the public from a meeting in certain circumstances; and

**WHEREAS**, the Alliance is of the opinion that such circumstances presently exist.

**NOW, THEREFORE, BE IT RESOLVED**, by the Board of Trustees of the Downtown Somerville Alliance, that the following portion of this meeting dealing with following general described shall not be open to the public:

- Personnel
- Ligation
- Contract Negotiations
- Purchase, Lease or Acquisition of Real Property

**BE IT FURTHER RESOLVED** that it is anticipated that the matters to be considered in private may be disclosed to the public upon the final decision of the Board of Trustees as to contracts, leases; the completion of the litigation or anticipated litigation, the decision of the Board of Trustees as to personnel matters if the employee requests that the matter be made public or upon completion of said matters.

T. Genova introduced the resolution to enter into executive session. P. Mannion moved to approve. C. Petrosini seconded same.

- Yea: P. Mannion, R. St. Pierre, C. Petrosini, L. McLachlan, R. Pitts, E. Staller, S. Granados, M. Seader, E. Michel, B. Burton, T. Genova
- Nay: None
- Abstain: None
- Recuse: None

### **Executive Session**

R. St. Pierre recused himself from executive session discussion of JazzFest service contract with Arts on Division and left the room.

Discussion of event contract. No actions were taken.

T. Genova asked for a motion to close executive session. P. Mannion made motion. C. Petrosini seconded same.

- Yea: P. Mannion, C. Petrosini, R. Pitts, E. Staller, S. Granados, M. Seader, E. Michel, B. Burton, T. Genova
- Nay: None
- Abstain: None
- Recuse: None

**Call to Order:** DSA Chair, T. Genova called the meeting to order at 8:39 am

**Trustees Present:** P. Mannion, R. St. Pierre, C. Petrosini, L. McLachlan, R. Pitts, E. Staller, S. Granados, M. Seader, E. Michel, B. Burton, J.Kobuta, T. Genova

**Trustees Absent:** R. Aulenbach, L. McLachlan

**Guests Present:** Kelly Vanasse, Spitball Advertising

### **Notice of Meeting**

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### **Pledge of Allegiance**

T. Genova led the Pledge of Allegiance.

\*M. Seader departed meeting

**Announcements** – T. Genova welcomed B. Burton as a new board member.

### **Approval of Minutes of the Board of Trustees Jan. 10, 2017 Meeting**

P. Mannion made a motion to approve. C. Petrosini seconded same.

- Yea: P. Mannion, C. Petrosini, R. Pitts, R. St. Pierre, E. Staller, S. Granados, E. Michel, T. Genova
- Nay: None
- Abstain: B. Burton\* (not present at prior meeting)
- Recuse: None

### **Treasurer's Report**

C. Petrosini - no report.

### **Executive Director's Report**

B. Macdonald - Business openings, closings, and news (Project P.U.B., Gimmie Gimmie Tees, Salad House, Melange), D-Biz loan update.

### **Presentations**

K. Vanesse – Public relations opportunities

Spitball Advertising, LLC. – 2016 advertising review and 2017 advertising opportunities

### **Board Chairperson Statement**

T. Genova commented on board participation, teamwork, fiduciary responsibility, inclusion, and upcoming organizational purpose focus groups, governance and strategic planning initiatives.

### **Approval of Purchase Orders**

P. Mannion made a motion to approve. R. Pitts seconded same.

- Yea: P. Mannion\*, C. Petrosini, R. Pitts, R. St. Pierre\*, E. Staller, S. Granados, E. Michel, B. Burton, T. Genova
- Nay: R. St. Pierre (328)
- Abstain: None
- Recuse: P. Mannion (308)

### **Budget Workshop Completion**

\*B. Burton departed meeting

### **New Business**

### **Introduction of Resolution #17-006**

#### **Downtown Somerville Alliance**

#### **Resolution # 17-006**

#### **APPROVING THE BUDGET FOR THE FISCAL YEAR 2017**

**WHEREAS**, it is the responsibility of the Downtown Somerville Alliance Board of Trustees to approve all budgets of the Downtown Somerville Alliance; and

**WHEREAS**, the Downtown Somerville Alliance Board of Trustees developed the budget based on the projects, expenses and operational costs for the organization; and

**WHEREAS**, the current budget consists of projected figures based on previous expenses and projected expenses and accounting statements.

**NOW THEREFORE BE IT RESOLVED**, that the Board of Trustees of the Downtown Somerville Alliance (DSA) of Somerville Borough hereby approve, adopt and authorize the Downtown Somerville Alliance budget for the 2017 fiscal year in the amount of \$552,200.

Pursuant to N.J.S.A. 40:56-65 et seq. and Somerville Borough municipal ordinance # 1198, upon adoption by the DSA, the 2017 budget shall be scheduled for presentation to Borough Council for public hearing at the earliest available opportunity.

T. Genova introduced the resolution. P. Mannion moved to approve. C. Petrosini seconded same.

- Yea: P. Mannion, R. St. Pierre, C. Petrosini, L. McLachlan, R. Pitts, E. Staller, S. Granados, E. Michel, T. Genova
- Nay: None
- Abstain: None
- Recuse: None

### **Introduction of Resolution #17-007**

#### **Downtown Somerville Alliance**

#### **RESOLUTION 17-007**

#### **RESOLUTION OF THE DOWNTOWN SOMERVILLE ALLIANCE TO RETAIN A PROFESSIONAL CONSULTANT**

**WHEREAS**, The Downtown Somerville Alliance desires to focus on strategy, growth and innovation to help lead and manage Downtown Somerville as effectively as possible; and

**WHEREAS**, governance helps to clarify leadership, determine organizational priorities, and plans for the future; and

**WHEREAS**, the Downtown Somerville Alliance requires professional assistance in the area of governance,

**NOW, THEREFORE BE IT RESOLVED**, by the Board of Trustees of the Downtown Somerville Alliance authorizes the Chairperson to execute an agreement between the Downtown Somerville Alliance and the Support Center as a professional consultant for the above-stated purposes.

T. Genova introduced the resolution to enter into executive session. P. Mannion moved to approve. S. Granados seconded same.

- Yea: P. Mannion, R. St. Pierre, C. Petrosini, L. McLachlan, R. Pitts, E. Staller, S. Granados, E. Michel, T. Genova
- Nay: None
- Abstain: None
- Recuse: None

**Introduction of Resolution #17-008**

**Downtown Somerville Alliance**

**RESOLUTION 17-008**

**RESOLUTION OF THE DOWNTOWN SOMERVILLE ALLIANCE TO RETAIN AN AGENCY OF RECORD**

**WHEREAS**, The Downtown Somerville Alliance recognizes the importance of the planning, development and implementation of the Organization’s marketing strategies; and

**WHEREAS**, a comprehensive marketing program will enhance Downtown Somerville’s position within the marketplace and the general public; and

**WHEREAS**, the Downtown Somerville Alliance requires professional assistance in the area of marketing,

**NOW, THEREFORE, BE IT RESOLVED**, by the Board of Trustees of the Downtown Somerville Alliance that the firm of Spitball LLC, of Red Bank, NJ is hereby designated and appointed to act as Agency of Record for the year 2017.

T. Genova introduced the resolution. P. Mannion moved to approve. R. St. Pierre seconded same.

- Yea: P. Mannion, R. St. Pierre, C. Petrosini, L. McLachlan, R. Pitts, E. Staller, S. Granados, E. Michel, T. Genova
- Nay: None
- Abstain: None
- Recuse: None

**Introduction of Resolution #17-009**

**Downtown Somerville Alliance**

**RESOLUTION 17-009**

**AUTHORIZING THE EXECUTION OF A CONTRACT BETWEEN THE DOWNTOWN SOMERVILLE ALLIANCE AND THE ARTS ON DIVISION FOR PERFORMANCE OF CULTURAL ACTIVITIES AS PART OF THE JAZZ FEST EVENT FOR YEAR 2017 AND 2018**

**WHEREAS**, the Downtown Somerville Alliance has determined that cultural activities plays a role in accomplishing the mission of the Downtown Somerville Alliance; and

**WHEREAS**, The Downtown Somerville Alliance has created, facilitated and funded the Somerville Jazz Fest Event held on Main Street since its inception in 2009; and

**WHEREAS**, Arts on Division will be contracted for the Jazz Fest events for 2017 and 2018; and

**WHEREAS**, the Downtown Somerville Alliance will provide funds to the Arts on Division in the amount of \$13,500 for 2017 and \$10,000 2018; and

**NOW, THEREFORE, BE IT RESOLVED**, by the Board of Trustees of the Downtown Somerville Alliance authorize the Chairperson to execute an agreement between the Downtown Somerville Alliance and the Arts on Division for performance of cultural activities as part of Jazz Fest for years 2017 and

2018 in the amount of \$13,000 and \$10,000 respectively.

T. Genova introduced the resolution. R. Pitts moved to approve. P. Mannion seconded same.

- Yea: P. Mannion, C. Petrosini, L. McLachlan, R. Pitts, E. Staller, S. Granados, E. Michel, T. Genova
- Nay: None
- Abstain: None
- Recuse: R. St. Pierre

### **Communications**

None

### **Open Public Session**

None heard

### **Adjournment**

R. Pitts motioned to adjourn the meeting and C. St. Petrosini seconded same.

- Yea: P. Mannion, R. St. Pierre, C. Petrosini, L. McLachlan, R. Pitts, E. Staller, S. Granados, E. Michel, T. Genova
- Nay: None
- Abstain: None
- Recuse: None

**Prepared by:** C. Blockus

**Dated:** March 10, 2017