



**Minutes of a Meeting of the
Downtown Bryan Association Board of Trustees
Thursday, November, 2020 11:00am
ZOOM Call - Bryan, Texas**

TRUSTEES PRESENT

Matthew Faulkner, Chairman
Brent Hairston, Vice-Chair
Buck Buchanan, Treasurer
Tamara Garza, Secretary
Bobby Gutierrez
Ryan King
Debbie Montalbano
Cindy Roberts
Ben Hardeman
Reuben Marin
Randy Haynes (ex officio)
Kim Fox (ex officio)
Katelyn Brown, Interim Executive Director (ex-officio)

TRUSTEES NOT PRESENT

Chris Lawrence
Brett Brewer
Richie Hale
Greta Watkins
Andrew Nelson (ex officio)

CITIZENS PRESENT

None

Matthew Faulkner called the meeting to order at 11:08 am. A quorum of Trustees was present.

Consent Agenda

Ben Hardeman made a motion, seconded by Bobby Gutierrez, to approve the September 2020 minutes. The motion passed unanimously.

Ben Hardeman made a motion, seconded by Brent Hairston, to approve the September 2020 financial reports. The motion passed unanimously.

Items Discussed

Conveyance of Queen Theatre

Matt Faulkner gave an update on the process of conveying the Queen Theatre to the City of Bryan. The proposal letter regarding the conveyance of the Queen property from DBA to the City of Bryan was received by Council and considered during executive session at the last council meeting. Joey Dunn sent a letter to the board on behalf of City Council in response to the proposal letter.

Ben Hardeman made the motion to agree to the following terms:

1. Conveyance to the City of Bryan, ownership of the Queen Theatre property and improvements located at 110 S. Main Street, for the current mortgage balance of approximately \$451,403.86 (pay-off estimate as of Sept. 4, 2020), plus applicable closing costs
2. Conveyance to the City of Bryan all furniture, fixtures, and equipment associated solely with the operation of the theater space, including but not limited to: projector, a/v equipment, theater screen, movable furniture in lobby and outside restrooms, equipment for the operations of concessions, and merchandise associated with the Queen
3. 3. Ownership of all other physical assets, furniture, fixtures and equipment shall be retained by the Downtown Bryan Association

With regard to restrictive covenants, the DBA agrees to the following:

1. Five (5) years from the date of the conveyance of the property, the Downtown Bryan Association shall be granted a non-assignable Right of First Refusal, should the then current Mayor and City Council for the City of Bryan determine it is no longer in the best interest of the citizens of Bryan for the City to retain ownership of the property. At that time, the sales price under the Right of First Refusal granted to the Downtown Bryan Association shall be for an amount equal to or no greater than the amount of this conveyance agreement (to wit, actual amount paid by City based on mortgage payoff plus applicable closing costs).
2. The Right of First Refusal must be exercised no later than the expiration of 180 days following notice from the City of Bryan of its intent to sell the property, and such Right shall terminate upon expiration of the 180 days without the Right being exercised.
3. If the Downtown Bryan Association chooses not to exercise its Right to purchase

the Queen Theater back from the City of Bryan, and the then current Mayor and City Council find it in the best interest of the City of Bryan and its citizens, the property may then be sold to a third-party at fair market value.

Inasmuch as the Queen Theater is designated as a historic site, the City Council would not decide to relinquish ownership, protection and preservation of it without notice and a public hearing in accordance with Chapter 26 of the Texas Parks & Wildlife Code to allow public discussion with community citizens prior to the decision.

Matt asked if the board felt that five years was a long enough period for the First Right or Refusal. Both Brent Hairston and Bobby Gutierrez said that we should agree to what the City of Bryan has proposed. Randy Haynes stated that all the concerns that were voiced were similar to the concerns when the Queen Restoration process first began several years ago and that everyone wants the Queen to be properly preserved. There was general discussion regarding having faith in the City to maintain the iconic building and no further restrictions should be added.

The motion was seconded by Tamara Garza. The motion passed unanimously.

Board Reconfiguration Process and Timeline

Matt Faulkner provided some clarification regarding the City of Bryan board appointees. He said a City appointee takes a position on a board subject to the by-laws of that board. DBA by-laws define a 3-year term for board members. Therefore, as of this week, it has been clarified that City appointees should still be considered active board members. This is different from what was discussed at the September Board Meeting. All city appointees should still consider themselves active members of the board of trustees.

Matt informed the board that Greta Watkins contacted him and said that now that she has officially retired, she decided to resign from her position on the board.

Matt explained that the next steps are to determine the reconfiguration process of the board. There was general discussion regarding the number of board members and board member qualifications. Ryan King brought up the perspectives and connections he has as a current Texas A&M student. It was discussed that the board should continue to have representation from the student population by having ex officio board members from Texas A&M and/or Blinn. Bobby Gutierrez spoke to the importance of determining the new mission and vision of the organization as an essential part of the board reconfiguration. Matt said Destination Bryan needs to be included in those conversations so none of the responsibilities for downtown fall through the cracks. Matt stated that more action on this topic will be made at the next board meeting.

Downtown Bryan Relief Fund Raised by Dustin Batson

Matt explained that Bobby Gutierrez, Katelyn Brown, and himself met with Dustin Batson a few weeks ago to discuss the Downtown Bryan Relief Fund. Dustin requested that DBA accept the approximately \$10,000 that he raised for the Downtown Bryan Relief Fund to support downtown businesses. There was general discussion about how the money could be spent. Matt appointed a committee consisting of Brent Hairston, Ryan King, and Katelyn Brown to determine an application process to distribute the funds fairly to business owners.

Reports

Interim Executive Director Report

Katelyn Brown informed the board that the Quarterly Reports for Q4 FY2020 were submitted to the City of Bryan on 10/31/2020. Katelyn explained that the audit being conducted by Ingram, Wallis & Co. is underway and she is continuing to manage bills and other administrative tasks.

Katelyn provided an update regarding the PPP loan that DBA received in April. The loan has been paid by the SBA with the exception of the EIDL advance (\$7,000.00) and the interest associated with it. Options are to pay it off now, or the loan can be amortized. Matt Faulkner explained that they want to move forward with amortization.

Hear Citizens

None.

The Board went into Executive Session at 12:43 pm.

The meeting was adjourned at 1:01pm.

Director

Katelyn Brown, DBA Interim Executive