



DESTINATION MEDICAL CENTER CORPORATION (DMCC)

BOARD MEETING

9 A.M. THURSDAY, JANUARY 30, 2014

UNIVERSITY MINNESOTA ROCHESTER



**DESTINATION MEDICAL CENTER CORPORATION
BOARD OF DIRECTORS**

MINUTES

November 8, 2013

I. Call to Order. Chair Tina Smith called the meeting to order at approximately 11:00 a.m. in the University of Minnesota Rochester Auditorium located at Campus University Square, 111 South Broadway, Rochester, Minnesota.

II. Roll Call. In attendance were Chair Tina Smith, Mayor Ardell F. Brede, Commissioner Jim Bier, City Council Member Ed Hruska, Susan Park Rani and Mayor R.T. Rybak. James R. Campbell participated in the meeting via Skype.

William George participated in the meeting via Skype and telephone for part of the meeting.

Chair Smith welcomed the Board of Directors as well as the community present to the meeting of the Destination Medical Center Corporation Board (the "Board").

III. Adoption of Agenda. Commissioner Bier moved adoption of the agenda. Mayor Brede seconded.

Ayes (7), Nays (0), Motion carried.

IV. Approval of Minutes. Mayor Brede moved approval of the minutes from the meeting of September 26, 2013. Susan Park Rani seconded.

Ayes (7), Nays (0), Motion carried.

V. Chair's Report. Chair Tina Smith welcomed the community to the meeting including a specific welcome to the elected officials. State elected officials in attendance included Representative Tina Liebling, Representative Kim Norton and Senator David Senjem. In addition to DMCC Board Members, City elected officials in attendance included City Council Member Mark Hickey, City Council President Randy Staver and City Council Member Mark Bilderback. Chair Smith also thanked County Administrator Richard Devlin and City Administrator Steve Kvenvold for attending the meeting.

A. Update on Governing Documents. Chair Smith provided an update on the status of the negotiations of the DMCC Governing Documents. At last meeting, the DMCC Board approved Chair Smith and DMCC legal counsel to move forward with negotiating the documents for DMCC approval. The documents currently being negotiated include the DMCC Articles of Incorporation, DMCC Bylaws and DMCC agreements with both the EDA and the City of Rochester.

B. DMCC Web Site. Chair Smith reported that the DMCC website will be launched as of the date of this meeting (www.dmccorporation.org). The website has been designed to provide information on the mission and purpose of the DMC Corporation and information about DMC meetings and activities. It also links to the DMC website (www.DMC.MN) and the City of Rochester website (www.rochestermn.gov).

The DMCC website also contains email addresses for the public to communicate directly with the DMCC Board Members. Chair Smith indicated that the DMCC Board members should contact Lisa Clarke, the EDA Executive Director, if they have any questions on the use of the email addresses.

- C. DMCC Assistant Treasurer. In accordance with the DMC legislation, Chair Smith appointed Dale Martinson, the City of Rochester Director of Finance and Information Technology to act as Assistant Treasurer of the DMCC. Chair Smith thanked the City and Mr. Martinson for agreeing to serve in this role.
- VI. Officers. Chair Smith nominated Commissioner Bier to act as Treasurer of the DMCC Board of Directors for a one year term ending November 30, 2014 or until his successor is appointed.

Resolution No. 04-2013: Election of Jim Bier to act as Treasurer of Destination Medical Center Corporation, dated November 8, 2013, on file with the DMCC.

Chair Smith moved approval, Mayor Brede seconded.

Ayes (7), Nays (0), Motion carried.

- VII. Overview of the Enabling Legislation. Chair Smith invited Representative Norton and Senator Senjem to say a few words about the legislation. Thereafter, Kathleen Lamb of McGrann Shea Carnival Straughn & Lamb (McGrann Shea), DMCC's legal advisor, provided an overview of the DMC legislation.

Chair Smith thanked Senator Senjem for his work in the Senate, and Representative Norton for her work in the House.

Discussion ensued. Amy Supple, of Hammes Company and the Project Manager for the EDA, then addressed the practical applications of how the funding model would work.

- VIII. Economic Development Agency ("EDA") Report.

- A. Announcement of the EDA Board of Directors: Dr. Patricia Simmons, Chair of the EDA Board of Directors, provided an update on the appointments that had been made to the EDA Board. Dr. Simmons indicated that the legislation directed Mayo Clinic to appoint the Board and that Board Members had been appointed who had experience in real estate, finance, public-private partnerships, communications and marketing skills.

Dr. Simmons introduced the members of the EDA Board:

- Jerry Bell, former president, Minnesota Twins
- Lisa Clarke, Executive Director, DMC Economic Development Agency and Community Engagement Division Chair, Mayo Clinic Department of Public Affairs
- Patricia Simmons, M.D., chair of the EDA Board, DMC physician lead, Mayo Clinic

- Gary Smith, Olmsted County resident, president, Rochester Area Economic Development Inc. (RAEDI)
- Wendy Wood, Rochester resident, senior investment manager at University of Minnesota Foundation Investment Advisors
- Srilatta Zaheer, Ph.D., dean, University of Minnesota Carlson School of Management

Chair Smith congratulated Dr. Simmons on the appointments of the EDA Board and thanked the community for assisting Mayo in identifying the members.

B. Presentation of DMC Work Plan. Dr. Simmons presented the DMC Development Plan Work Plan and reviewed the goals and objectives that had been established by the DMCC Board of Directors in previous meetings.

1. Community Outreach Plan. Lisa Clarke reviewed the community outreach plan. Ms. Clarke indicated this process was set up to educate the public about the DMC, participate in the process of determining the plan and inform the public about how decisions may impact the community.

Ms. Clarke indicated that there have been more than 200 meetings and public forums, social media efforts and many other outreach efforts to date. In addition, the DMC team recruited more than 100 volunteer ambassadors who are helping with outreach in the community.

Ms. Clarke indicated the next phase of work is to pull together a broad based community group to establish a framework for planning and public outreach in 8 core areas of the project. Overall approximately 80 persons will be involved in the planning process. From this work the EDA will undertake the larger community input process which will include public forums, social media, streaming sessions and small and large meetings.

Mayor Rybak indicated support for the Community Outreach Plan. He suggested that a focus be added on nature to the Sports and Recreation section and that entertainment be added as a focus to the Arts and Culture section.

Chair Smith encouraged DMCC Board members to attend some of the community outreach sessions.

Commissioner Bier asked how the public would be notified of the meetings. Ms. Clarke indicated there would be public notices and notices through the web sites and other social media tools.

Chair Smith asked if there would be a place for people to register their interest and/or comments on the web site. Ms. Clarke indicated that the web sites provide information on meetings and a place to comment. She went on to state that if people are interested in participating they could attend the Ambassador meetings.

Ms. Park Rani asked how the information from these meetings will be integrated in planning efforts for DMC Development Plan and City Comprehensive Plan. Ms. Clarke indicated that the planners will be at the meetings and will use the feedback as part of the planning process, and that a working group has been created with the City to facilitate the coordination of the planning efforts.

2. Request for Proposal (RFP) Process. Dr. Simmons reviewed the request for proposal process. Dr. Simmons indicated the process had been developed with DMCC leadership. It requires the issuance of RFPs for the main planning areas of the DMC Development Plan. The EDA will administer the process and select planning consultants. Those RFPs that the DMCC and EDA Chairs feel are of importance to the public will come back to the DMCC Board for final approval. Dr. Simmons reviewed the schedule for the RFPs. The schedule indicates that the recommendations will return to the DMCC Board at the next meeting.

C. Action Items.

1. Resolution No. 05-2013: Approving Destination Medical Center Development Plan Process, dated November 8, 2013, on file with the DMCC.

Council Member Hruska moved approval, noting the amendments from the discussion to add the word “nature” to the Sports and Recreation section, and the word “entertainment” to the Arts and Culture section. Mayor Brede seconded.

Ayes (7), Nays (0), Motion carried.

2. Resolution No. 06-2013: Encouraging Maximum Public Engagement and Participation in the Community Outreach Plan, dated November 8, 2013 and on file with the DMCC.

Mayor Brede moved approval. Ms. Park Rani seconded.

Discussion ensued. Commissioner Bier asked for clarification on the 7 core areas in one part of document and 8 community focus areas. Ms. Supple indicated this is because transportation is added as a focus area in the community input process. However, in the Development Plan, the Master Plan contemplates the 7 core areas listed in the legislation. Transportation is its own section as part of the Development Plan.

Mayor Rybak stressed the importance of the focus on transportation. He suggested that DMCC consider Des Moines as a model for transportation. He also asked that DMCC focus on the importance of the transportation initiatives on other communities.

Councilman Hruska indicated that transportation is important because it’s the first and last impression.

Ayes (7), Nays (0), Motion carried.

3. Resolution No. 07-2013: Approving the Issuance of Reports for Proposals for Consultants, dated November 8, 2013 and on file with the DMCC.

Mayor Rybak moved approval. Council Member Hruska seconded.

Ayes (7), Nays (0), Motion carried.

IX. City of Rochester Update on Comprehensive Plan. Phil Wheeler and Mitzi Baker of the City of Rochester presented the City's process for executing the Comprehensive Plan.

Mr. Wheeler reviewed the geographic area for the plan which is coordinated with the Rochester Olmsted Council of Governments planning area. Mr. Wheeler indicated that the City has been consistently working on updating its planning documents to address demands, including: 1) In 2009 the City adopted a street policy; 2) In 2010 the City updated its long range transportation plan; 3) in 2010 the City updated the general plan for Rochester Service Area and Olmsted County; 4) in 2011 the City updated the Downtown Plan. This plan recognized the growth of employment contemplated by DMCC; 5) in 2012 the diversity in housing study was undertaken and a watershed management plan, and; 6) in 2012 several core area plans were undertaken.

Mr. Wheeler indicated the City has issued a Request for Qualifications to update the City's Comprehensive Plan. Ms. Baker reviewed the process and indicated that the RFQ's were issued in October. The City plans to select its consultants in January. The approach will include inter-agency collaboration. It will also include collaboration with DMCC and EDA, including involvement in the selection process. The schedule identified for the process assumes that options are being reviewed in the fall and approval of the plan occurs in 2nd/3rd quarter of 2014.

A. City/DEED Agreement. Gary Neumann provided an update on the City's discussions with the State and DEED. Mr. Neumann indicated that the DEED agreement provides an overview of the financial arrangements.

X. DMCC Meeting Schedule. Chair Smith requested the approval of 2014 DMCC Board Schedule. This schedule will be posted on the web site. Chair Smith noted that we indicated the meeting room would likely change on the schedule going forward.

Mayor Rybak moved approval. Commissioner Bier seconded.

Ayes (7), Nays (0), Motion carried.

XI. Adjournment. Chair Smith requested a motion to adjourn.

Commissioner Bier moved approval. Mayor Brede seconded.

Ayes (7), Nays (0), Motion carried

The meeting was adjourned.

Respectfully submitted,

Lisa Clarke

Secretary

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DMCC Bylaws

BYLAWS
OF
DESTINATION MEDICAL CENTER CORPORATION

Effective: _____

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BYLAWS
OF
DESTINATION MEDICAL CENTER CORPORATION

ARTICLE I

Offices

Section 1. Registered Office. The registered office of Destination Medical Center Corporation (the “**Corporation**”) in the State of Minnesota shall be as stated in the Articles of Incorporation of the Corporation (the “**Articles**”), or such other place within the State as the Board of Directors may designate from time to time.

Section 2. Principal Office. The principal office of the Corporation shall be at 201 4th Street Southeast, Rochester, Minnesota 55904, or at such other place as the Board of Directors shall designate from time to time. The business of the Corporation shall be transacted from the principal office, and the records of the Corporation shall be kept there.

Section 3. Other Offices. The Corporation may have such other offices within and without the State of Minnesota as the Board of Directors may determine.

ARTICLE II

Board of Directors

Section 1. General Powers. The business and affairs of the Corporation shall be managed by or under the direction of a Board of Directors. In addition to the powers conferred upon the Board of Directors by these Bylaws, the Board of Directors may exercise all powers of the Corporation and perform all acts that are not inconsistent with the provisions of Minnesota Statutes Sections 469.40 through 469.47 and not otherwise prohibited to it by law, by the Articles, or by these Bylaws, all as may be amended.

Section 2. Number and Composition. As required by the Articles of the Corporation and Minnesota Statutes Section 469.41, subdivision 2, the Board of Directors of the Corporation shall be composed of eight (8) members (each, a “**Director**”), as follows:

(a) The Mayor of the City of Rochester (the “**City**”) or the Mayor’s designee, subject to approval by the City Council;

(b) The City Council President or the President’s designee, subject to approval by the City Council;

(c) The Chair or another member of the County Board of Olmsted County (the “**County**”) appointed by the County Board;

(d) A representative of Mayo Clinic appointed by Mayo Clinic; and

(e) Four (4) Directors appointed by the Governor of Minnesota, subject to confirmation by the Minnesota Senate.

Section 3. Qualifications. Directors may only be natural persons and a majority of Directors must be adults. Each Director shall demonstrate his or her willingness to accept responsibility for governance and his or her availability to participate actively in governance activities. Except for the Director appointed by Mayo Clinic, a Director must not be a director, officer, or employee of Mayo Clinic, or any Mayo Clinic subsidiary or affiliated entity. No Director may serve as a lobbyist, as defined under Minnesota Statutes Section 10A.01, subdivision 21. No vacancy in the number of or classifications of Directors (including appointees or designees of the Mayor of the City, the City Council, the Olmsted County Board, Mayo Clinic, or the Governor of Minnesota) on the Board of Directors shall, by itself, render any Board action void or voidable.

Section 4. Appointment and Term of Office. Directors appointed pursuant to Section 2, paragraphs (a) through (c) of this Article III shall each serve for a term coterminous with the term of office of the elected official who either serves as the Director or designates the Director, as applicable. Such Directors may be reappointed. The Director appointed by Mayo Clinic pursuant to Section 2, paragraph (d) of this Article III shall serve at the pleasure of Mayo Clinic. Two (2) of the Directors first appointed by the Governor pursuant to Section 2, paragraph (e) of this Article III shall serve until the first Tuesday after the first Monday in January 2017; and two (2) of the Directors first appointed by the Governor shall serve until the first Tuesday after the first Monday in January 2020. Thereafter, the Directors appointed by the Governor shall serve six-year terms.

Section 5. Vacancy. The office of a Director shall become vacant upon a Director’s removal pursuant to Section 6 of this Article III or upon the occurrence of any of the following events before the expiration of the term of the Director’s office:

(a) the death of the Director or, as applicable, the elected official who designated the Director;

(b) the resignation of the Director or, with respect to an elected official who designated the Director or who is serving as Director, the resignation of the elected official from the office held;

(c) the removal of the Director or, with respect to an elected official who designated the Director or who is serving as Director, the removal of the elected official from the office held;

(d) with respect to an elected official who designated the Director or who is serving as Director, the elected official’s ceasing to be an inhabitant of the state, or, if the

office is local, ceasing to be an inhabitant of the district, county, or city for which the incumbent was elected or appointed, or within which the duties of the office are required to be discharged;

(e) the conviction of the Director or the elected official who designated the Director of any infamous crime or, as applicable, of any offense involving a violation of the official oath;

(f) with respect to an elected official who designated the Director or who is serving as Director, the elected official's refusal or neglect to take the oath of office, or to give or renew the official bond, or to deposit or file such oath or bond within the time prescribed;

(g) with respect to an elected official who designated the Director or who is serving as Director, the decision of a competent tribunal declaring the elected official's election or appointment void.

A vacancy in the office of a Director shall be filled by the appointing authority that appointed such Director for the balance of the term in the same manner as the regular appointment.

Section 6. Removal of Directors.

(a) By the Board of Directors. A Director of the Corporation may be removed by the Board of Directors for inefficiency, neglect of duty, or misconduct in office. A Director may be removed by the Board of Directors only after a hearing of the Board. A copy of the charges must be given to the Director at least ten (10) days before the hearing. The Director must be given an opportunity to be heard in person or through representation of counsel at the hearing. When written charges have been submitted against a Director, the Board may temporarily suspend the Director. If the Board finds that those charges have not been substantiated, the Director must be immediately reinstated. If a Director is removed, a record of the proceedings, together with the charges and findings, must be filed with the office of the appointing authority.

(b) By the Appointing Authority. A Director may be removed with or without cause by the appointing authority that appointed such Director by giving written notice of the removal to the Director being removed and to the Secretary of the Corporation. Such removal shall be effective upon delivery, unless a later date is specified in the notice.

Section 7. Resignation. Any Director may resign at any time by giving written notice of such resignation to the Secretary of the Corporation. Such resignation shall be effective upon delivery, unless a later date is specified in the notice.

Section 8. Status as Public Official. A Director of the Corporation is a public official, as defined in Minnesota Statutes Section 10A.01, subdivision 35.

Section 9. Compensation. Directors shall be compensated as provided in Minnesota Statutes Section 15.0575, subdivision 3. For the purposes of this Section 9, the Director

appointed by Mayo Clinic shall be treated as if an employee of a political subdivision. All money paid for compensation or reimbursement must be paid out of the Corporation's budget.

Section 10. Fiduciary Duties of Directors. A Director shall discharge the duties of the position of Director in good faith, in a manner the Director reasonably believes to be in the best interests of the Corporation, and with the care that an ordinarily prudent person in a like position would exercise under similar circumstances. A person who so performs those duties is not liable by reason of being or having been a Director of the Corporation.

In discharging his or her duties, a Director is entitled to rely on information, opinions, reports, or statements, including financial statements and other financial data, in each case prepared or presented by:

- (a) one or more officers, employees, or agents of the Corporation, or the Agency (defined in Article V, Section 3), whom the Director reasonably believes to be reliable and competent in the matters presented;
- (b) counsel, public accountants, or other persons as to matters that the Director reasonably believes are within the person's professional or expert competence; or
- (c) a committee of the Board upon which the Director does not serve, as to matters within its designated authority, if the Director reasonably believes the committee to merit confidence.

A Director may not rely on such information, reports, or statements if the Director has actual knowledge concerning the matter in question that makes the reliance unwarranted.

A Director is not considered to be a trustee with respect to the Corporation or with respect to property held or administered by the Corporation, including without limit, property that may be subject to restrictions imposed by the donor or transferor of the property.

ARTICLE III

Meetings of the Board of Directors

Section 1. Open Meeting Law; Data Practices. Meetings of the Board of Directors of the Corporation and any committee or subcommittee of the Board of Directors are subject to the Minnesota Open Meeting Law, Minnesota Statutes Chapter 13D. The Corporation is a government entity for purposes of the Minnesota Government Data Practices Act, Minnesota Statutes Chapter 13.

Section 2. Place and Time of Meetings. Within the limitations set forth in this Article III, the Board of Directors may hold its regular, special, and emergency meetings at such times and at such places as determined by the Chair of the Board of the Corporation, or his or her designee, unless the Board of Directors determines otherwise.

Section 3. Regular Meetings. The Board of Directors shall hold regular meetings pursuant to a schedule determined by the Chair of the Board, or his or her designee. At each regular meeting, the Board of Directors shall conduct such business as may properly come before

the Board. A schedule of the regular meetings of the Corporation shall be kept on file at its primary offices. If the Corporation decides to hold a regular meeting at a time or place different from the time or place stated in its schedule of regular meetings, it shall give the same notice of the meeting that is provided for a special meeting of the Corporation.

Section 4. Special Meetings. Special meetings of the Board of Directors may be called by: (a) the Chair of the Board, or (b) upon written request of any two (2) or more Directors of the Corporation. A person entitled to call a special meeting of the Board of Directors may make a written request to the Secretary to call the meeting. The Secretary shall give or cause to be given notice of the meeting in the manner provided in Section 6, below. If the Secretary fails to give notice of the meeting within three (3) days from the day on which the request was received by the Secretary, the person or persons who requested the special meeting may fix the time and place of meeting, and give notice thereof.

Section 5. Emergency Meetings. An “emergency” meeting is a special meeting called because of circumstances that, in the judgment of the Board of Directors, require immediate consideration by the Board. The Board of Directors may hold emergency meetings under the circumstances and in accordance with the procedures described in Minnesota Statutes Section 13D.04, subdivision 3.

Section 6. Notice of Meeting.

(a) To Directors. Not less than five (5) days’ written notice of a regular meeting and three (3) days’ written notice of a special meeting of the Board of Directors, excluding the day of the meeting, shall be given to all Directors. Notice of an emergency meeting shall be given as soon as possible. No notice of any meeting need state the purpose of the meeting except as may be specifically required by these Bylaws or otherwise required by law, including without limitation the Minnesota Open Meeting Law.

Notice shall be delivered personally, sent by facsimile communication, sent by electronic mail, posted on an electronic network together with a separate notice to the Director of the specific posting, mailed, first class, postage prepaid, or such other methods as are fair and reasonable as determined in the sole discretion of the Secretary of the Corporation. Whenever written notice to Directors provides less than five (5) days’ advance written notice of the meeting, excluding the date of the meeting, reasonable effort shall be made to notify Directors by telephone of the meeting at the time of giving written notice, but the failure to contact any Director(s) by telephone shall not affect the validity of the meeting or any action taken at such meeting.

Notwithstanding the foregoing, and except as otherwise provided by the Minnesota Open Meeting Law, no written notice of any meeting of the Board of Directors is required if the date, time, and place of the meeting was announced at a previous meeting of the Board. Any Director may waive notice of any meeting of the Board of Directors in writing before, at, or after a meeting. The attendance of a Director

at any meeting shall constitute a waiver of notice of such meeting, unless he or she objects at the beginning of the meeting to the transaction of business because the meeting is not lawfully called or convened and does not participate in the meeting. The waiver shall be filed with the person who has been designated to act as secretary of the meeting, who shall enter the waiver upon the records of the meeting. If a Director receives actual notice of a meeting of the Board of Directors at least 24 hours before the meeting, all notice requirements of this Section 6(a) are satisfied with respect to that Director, regardless of the method of receipt of notice.

(b) To the Public. A regular meeting of the Board of Directors of the Corporation held pursuant to the schedule of regular meetings kept at the primary offices of the Corporation does not require additional notice to the public; however, the Corporation shall post an agenda for all such meetings on its principal bulletin board, or if the Corporation has no principal bulletin board, on the door of its usual meeting room, prior to the regularly scheduled meeting. The failure to include an agenda item in the posted agenda shall not prevent action from being taken with respect to such item.

For a special meeting, except an emergency meeting or a special meeting for which a notice requirement is otherwise expressly established by statute, the Corporation shall post written notice of the date, time, place, and purpose of the meeting, as well as an agenda for the meeting, on the principal bulletin board of the Corporation, or if the Corporation has no principal bulletin board, on the door of its usual meeting room. The failure to include an agenda item in the posted agenda shall not prevent action from being taken with respect to such item. The notice shall also be mailed or otherwise delivered to each person who has filed a written request for notice of special meetings with the public body. This notice shall be posted and mailed or delivered at least three days before the date of the meeting. As an alternative to mailing or otherwise delivering notice to persons who have filed a written request for notice of special meetings, the Corporation may publish the notice once, at least three (3) days before the meeting, in a qualified newspaper of general circulation within the area of the Corporation's authority.

For an emergency meeting, the Corporation shall make good faith efforts to provide notice of the meeting to each news medium that has filed a written request for notice if the request includes the news medium's telephone number. Notice of the emergency meeting shall be given by telephone or by any other method used to notify the Directors of the Corporation. Notice shall include the subject of the meeting. Posted or published notice of an emergency meeting is not required.

If a person receives actual notice of a meeting of the Corporation at least 24 hours before the meeting, all notice requirements of this Section 6(b) are satisfied with respect to that person, regardless of the method of receipt of notice.

(c) Closed Meetings. The notice requirements of this Section 6 apply to closed meetings.

Section 7. Closing a Meeting. The Board may close a meeting to evaluate the performance of an individual who is subject to its authority, including but not limited to

employees of the Corporation, or as otherwise permitted by Minnesota Statutes Section 13D.05, subdivision 3. If a meeting is closed to evaluate the performance of an individual, before closing the meeting, the Chair shall identify the individual to be evaluated and at the next open meeting, the Chair shall summarize the Board's conclusions regarding the evaluation; provided, however, that the meeting must be open at the request of the individual who is the subject of the meeting. The Board shall close a meeting if expressly required by law or to discuss information that would identify alleged victims or reporters of criminal sexual conduct, domestic abuse, or maltreatment of minors or vulnerable adults, active investigation data as defined in Minnesota Statutes Section 13.82, or any other data classified as not public if required by Minnesota Statutes Section 13D.05, subdivision 2(a). The Board shall also close a meeting for preliminary consideration of allegations or charges against an individual subject to its authority; provided, however, that if the Board determines discipline may be warranted as a result of such allegations or charges, further meetings related to such allegations or charges shall be open, and all meetings related to such allegations or charges shall be open at the request of the person who is the subject of such allegations or charges. Before closing a meeting, the Board shall state on the record the specific grounds permitting the meeting to be closed and describe the subject to be discussed.

Section 8. Quorum and Voting. The presence of six (6) Directors shall constitute a quorum for the transaction of business at any meeting of the Board of Directors, but the Directors present at any meeting, although less than a quorum, may adjourn the meeting from time to time. Participation in a meeting by remote communication pursuant to Section 12 below, if permitted by the Minnesota Open Meeting Law, constitutes presence at a meeting. At any meeting of the Board of Directors, except as otherwise provided in the Articles or these Bylaws, each Director present at the meeting shall be entitled to cast one (1) vote on any question coming before the meeting. Except as otherwise provided in these Bylaws, a majority vote of the Directors present at any meeting at which a quorum is established, shall be sufficient to transact any business. Proxy voting is not permitted.

Section 9. Minutes. The minutes of meetings of the Board shall record all votes taken at the meeting. The minutes shall record the vote of each Director on appropriations of money, except for payment of judgments and amounts fixed by statute. Minutes of Board meetings shall be open to the public during all normal business hours where records of the Corporation are kept.

Section 10. Public Copies of Directors' Materials. Unless a meeting is closed pursuant to Section 7, at least one copy of any printed materials relating to the agenda items of the meeting prepared or distributed by or at the direction of the Corporation or its employees and distributed at, before or available during the meeting to all Directors shall be available in the meeting room for inspection by the public while the Board considers their subject matter. This Section 10 does not apply to materials classified by law as other than public, or to materials relating to the agenda items of a closed meeting.

Section 11. Rules of Procedure. The Board of Directors may adopt or establish rules of procedure for conducting meetings provided such rules are not inconsistent with the Articles, these Bylaws, or Minnesota law. In the absence of Board action, the meetings shall be conducted in accordance with Roberts Rules of Order, Newly Revised.

Section 12. Remote Communications for Board Meetings. If permitted by the relevant provisions of the Minnesota Open Meeting Law (Minnesota Statutes Sections 13D.015, 13D.02, 13D.021, as amended or replaced), one or more Directors may participate in a meeting of the Board of Directors by means of an interactive video conference, telephone conference, or other electronic means, in each case through which that Director, other Directors so participating, and all Directors present at the meeting can hear one another, and can hear all discussion and testimony.

ARTICLE IV

Officers

Section 1. Number and Election. The Corporation shall have the following officers: (a) a Chair of the Board; (b) a Secretary; (c) a Treasurer; and (d) an Assistant Treasurer. Subject to these Bylaws, the Board of Directors may also elect or appoint a Vice Chair, an Executive Director, and one or more additional officers or assistant officers as it may deem convenient or necessary. Except as provided in these Bylaws and consistent with Minnesota Statutes Section 469.42, the Board of Directors shall fix the powers and duties of all officers. An officer shall hold office until his or her successor shall have been elected or until his or her prior death, resignation or removal from office as hereinafter provided.

Section 2. Removal and Vacancies. Any officer appointed by the Board of Directors shall hold office at the discretion of the Board of Directors and may be removed at any time, with or without cause, by a resolution approved by the affirmative vote of a majority of the Directors present. Any vacancy in an office of the Corporation appointed by the Board of Directors shall be filled by action of the Board of Directors. Any officer appointed by the Chair of the Board shall hold office at the discretion of the Chair of the Board and may be removed at any time, with or without cause, by the Chair of the Board. Any vacancy in an office of the Corporation appointed by the Chair of the Board shall be filled by the Chair of the Board.

Section 3. Chair of the Board. The Chair of the Board shall be elected annually by the Board of Directors from among the Directors appointed by the Governor and shall hold office at the discretion of the Board. The Chair of the Board shall preside or appoint a designee to preside at meetings of the Board of Directors, and shall perform such other duties as may be prescribed by the Board of Directors from time to time. In the event of vacancy in the office of Executive Director, the Chair of the Board shall exercise the duties of the Executive Director.

Section 4. Secretary. The Secretary shall be appointed by the Chair of the Board, and shall hold office at the discretion of the Chair of the Board. The Secretary may, but need not, be a Director of the Corporation. The Secretary shall be responsible for ensuring that all actions and the minutes of all proceedings of the Board of Directors are recorded in a book to be kept for that purpose, and shall be responsible for all documents and records of the Corporation, except those connected with the office of the Treasurer. The Secretary shall give or cause to be given any required notice of meetings of the Board of Directors in accordance with law and these Bylaws, and shall mail to all Directors within thirty (30) days after each meeting copies of all said actions

and minutes of said proceedings, and shall perform such other duties and have such other powers as the Board of Directors may from time to time prescribe.

Section 5. Treasurer. The Treasurer shall be elected annually by the Board of Directors from among the Directors and shall hold office at the discretion of the Board. The Treasurer shall receive and be responsible for Corporation money; shall be responsible for the acts of the Assistant Treasurer; shall disburse Corporation money by check or electronic procedures; shall keep an account of the source of all receipts, and of the nature, purpose, and authority of all disbursements; and shall file the Corporation's detailed financial statement with its Secretary at least once a year. Further, unless provided otherwise by a resolution adopted by the Board of Directors, the Treasurer shall ensure accurate financial records for the Corporation are kept; shall ensure that all moneys, drafts, and checks in the name of and to the credit of the Corporation are deposited in such banks and depositories as the Board of Directors shall designate from time to time; shall ensure that all notes, checks, and drafts received by the Corporation as ordered by the Board of Directors, are endorsed for deposit, making proper vouchers therefore; shall oversee the disbursement of corporate funds and checks and drafts in the name of the Corporation as ordered by the Board of Directors; shall render to the Chair of the Board and the Board of Directors, whenever requested, an account of all such officer's transactions as Treasurer and of the financial condition of the Corporation; and shall perform such other duties as may be prescribed by the Board of Directors from time to time. The Board of Directors may delegate the responsibilities of the Treasurer to the Assistant Treasurer of the Corporation, provided, however, that such individual(s) shall be subject to the oversight and control of the Treasurer. The Treasurer shall at all times retain the ultimate responsibility for the financial affairs of the Corporation.

Section 6. Assistant Treasurer. The Assistant Treasurer shall be appointed by the Chair of the Board, and shall hold office at the discretion of the Chair of the Board. The Assistant Treasurer may, but need not, be a Director of the Corporation. The Assistant Treasurer has the powers and duties of the Treasurer if the Treasurer is absent or incapacitated.

Section 7. Vice Chair. The Vice Chair, if any, shall be appointed by the Board of Directors and shall hold office at the discretion of the Board. In the event that the Chair is not available, the Vice Chair shall preside at meetings of the Board of Directors, and shall perform such other duties as may be prescribed by the Board of Directors from time to time.

Section 8. Executive Director. The Executive Director, if any, shall be appointed by the Board of Directors and shall hold office at the discretion of the Board. The Executive Director shall not be a Director of the Corporation. Unless provided otherwise by a resolution adopted by the Board of Directors, the Executive Director shall have general active management of the business of the Corporation, shall see that all orders and resolutions of the Board of Directors are carried into effect, shall sign and deliver in the name of the Corporation any deeds, mortgages, bonds, contracts, or other instruments pertaining to the business of the Corporation, except in cases in which the authority to sign and deliver is required by law to be exercised by another person or is expressly delegated by the Articles, these Bylaws, or the Board of Directors to some other officer or agent of the Corporation, may maintain records of and certify proceedings of the Board of Directors, and shall perform such other duties as may from time to

time be prescribed by the Board of Directors. The Executive Director shall have the general powers and duties generally vested in the office of a president of a nonprofit corporation and shall have such other powers and perform such other duties as the Board of Directors may prescribe from time to time.

ARTICLE V

Committees

Section 1. Committees. The Board of Directors may establish one or more committees of the Board or advisory committees, as may be specified in resolutions approved by the affirmative vote of a majority of all Directors. Committees of the Board shall have the authority of the Board of Directors in the management of the business of the Corporation to the extent provided in resolutions approved by a majority of all Directors. All committees, however, shall at all times be subject to the direction and control of the Board of Directors. Committee members must be natural persons.

Section 2. Ex Officio Member. The Chair of the Board shall be an *ex officio* member, without voting rights, of each committee of the Corporation.

Section 3. Advisory Committee. The Board may appoint an advisory committee to ensure effective communication and coordination among the Board, the City, and the Destination Medical Center Economic Development Agency (as defined in Minnesota Statutes, Section 469.40, subd. 9, hereinafter referred to as the “**Agency**”) in the preparation of the development plan described in Minnesota Statutes Section 469.43; to facilitate the implementation of the goals, objectives, strategies, and projects included in the development plan; and to provide guidance and input to the Board of Directors on any such other matters as requested by the Board or Chair of the Board from time to time.

Section 4. Executive Committee. The Executive Committee shall be a committee of the Board. The Chair, the Treasurer, and such other persons, if any, elected by the Board of Directors by resolution shall constitute the Executive Committee of the Board of Directors of the Corporation. The majority of the members of the Executive Committee shall be Directors. The Executive Committee shall act only during intervals between meetings of the Board of Directors and shall at all times be subject to the control and direction of the Board of Directors. During such intervals and subject to such control and direction, the Executive Committee shall have and may exercise all of the authority and powers of the Board of Directors in the management of the affairs of the Corporation, subject to such limitations as the Board of Directors may impose. Notwithstanding the foregoing sentence, the Executive Committee may not approve: (a) amendments to the Articles or Bylaws; (b) the development plan described in Minnesota Statutes Section 469.43; (c) project proposals as provided in Minnesota Statutes Section 469.41, subdivision 13; (d) annual reports required by Minnesota Statutes Section 469.43, subdivision 8; or (e) requests for bond financing of projects pursuant to Minnesota Statutes Section 469.44, subdivision 8.

Section 5. Committee Procedures. Committees of the Board are subject to and shall comply with the Minnesota Open Meeting Law to the same extent as the Board of Directors of the Corporation, and the provisions of these Bylaws shall apply to such committees and members thereof to the same extent they apply to the Board of Directors and Directors, including, without limitation, the provisions with respect to meetings and notice thereof, and voting, except that a quorum of a committee of the Board shall be established by the presence, in person or by remote communication, of a majority of the members of the committee. Advisory committees shall adopt such procedures as deemed appropriate by each such advisory committee, except as otherwise specifically provided in these Bylaws or resolutions of the Board of Directors. Each committee shall keep regular minutes of its proceedings and report to the Board of Directors.

ARTICLE VI

Fiscal Matters

Section 1. Accounting Year. The accounting year of the Corporation shall be the calendar year.

Section 2. Annual Budget; Financial Management; Financial Statements. The Board of Directors shall cause to be prepared and shall approve an annual operating budget for each accounting year. Any amendment to the annual operating budget shall be approved by the Board of Directors in the same manner as the adoption of the annual operating budget. The Board of Directors may establish rules and procedures by resolution to be followed in handling and accounting for Corporation monies and property. At the close of each accounting year, the Corporation shall prepare or cause to be prepared financial statements containing a balance sheet and a full and correct statement of the financial affairs of the Corporation for the fiscal year, all in accordance with generally accepted accounting principles.

Section 3. Contracts. The Corporation may contract for the services of the Agency, financial advisors, other consultants, agents, public accountants, legal counsel, and other persons needed to perform its duties and exercise its powers. The Corporation may contract with the City or County to provide administrative, clerical, and accounting services to the Corporation. Financial support of the Corporation by the City as provided in Section 469.44, subdivision 2, shall be pursuant to agreement with the City.

The Corporation must contract with the Agency for the services enumerated in Minnesota Statutes Section 469.43, subdivision 6, paragraph (a). The requirement to contract with the Agency does not limit the Corporation's authority to contract with other providers for the services.

The Board of Directors may authorize such officer or officers, agent or agents, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Corporation, and such authority may be either general or confined to specific instances. Contracts and other instruments entered into in the ordinary course of business and within an approved budget may be executed by the Executive Director, if any, or, in the absence of the Executive Director or pursuant to a delegation by the Executive Director, by such officer designated to act in the place of or in the absence of the Executive Director, without specific Board of Directors authorization.

Section 4. Loans. No loans shall be contracted on behalf of the Corporation, and no evidence of indebtedness other than checks, drafts or other orders for payment of money issued in the ordinary course of business shall be issued in its name unless authorized by the Board of Directors of the Corporation. Such authorization and approval may be general or confined to specific instances.

Section 5. Checks, Drafts, Etc. All checks, drafts or other orders for the payment of money issued in the name of the Corporation shall be signed by such officer or officers, agent or agents of the Corporation and in such manner as shall be determined by the Board of Directors or by the Executive Director, if any, or Treasurer, upon delegation by the Board of Directors.

Section 6. Deposits. All funds of the Corporation not otherwise employed shall be deposited from time to time to the credit of the Corporation in such banks, trust companies or other depositories as the Board of Directors or the Executive Director, if any, or Treasurer, upon delegation by the Board of Directors, may select.

Section 7. Maintenance of Records; Audit. The Corporation shall keep at its registered office correct and complete copies of its Articles and Bylaws, books of account, voting records, and minutes of meetings of the Board of Directors, and committees having any of the authority of the Board of Directors for the last six (6) years. All such other records shall be open to inspection upon the demand of any member of the Board of Directors of the Corporation, or as otherwise required by the Minnesota Government Data Practices Act. The City, in its capacity as the member of the Corporation, shall cause the books and records of account of the Corporation to be audited by the City's auditors at such times as it may deem necessary or appropriate.

Section 8. Corporate Seal. The Corporation shall have no corporate seal.

Section 9. Immunity; Indemnification. The Corporation is subject to governmental immunity, as provided under Minnesota Statutes Section 466.01 or Minnesota Statutes Section 3.732. The Corporation shall indemnify and defend its Directors and officers against any third-party claim for damages by reason of the present or former official capacity of such person, provided that such person (a) was acting in the performance of the duties of the position; and (b) was not guilty of malfeasance in office, willful neglect of duty, or bad faith.

ARTICLE VII

Director Conflict of Interest

Members of the Board of Directors of the Corporation shall comply with Minnesota Statutes Sections 10A.07, 317A.255 and 469.41, subdivision 9, or any successor statutes, with regard to Director conflicts of interest; and shall follow such procedures with respect to conflicts of interest as are consistent with the Corporation's status as a Minnesota nonprofit corporation under Section 317A.255 and as an organization described in Code Section 501(c)(3). The Corporation may adopt a policy or policies that comply with the foregoing requirements.

ARTICLE VIII

Amendments

These Bylaws may be altered, amended or restated as set forth in the Articles.

CERTIFICATION

The undersigned, as Secretary of Destination Medical Center Corporation, a Minnesota nonprofit corporation, hereby certifies that the foregoing Bylaws of the Corporation were adopted by the City as the beneficiary organization of the corporation on the ____ day of _____, 2013 and by resolution of the Board of Directors at a meeting held on the _____ day of _____, 2013.

Secretary

GP:3438540 v7



RFP Process/ Qualification

DESTINATION MEDICAL CENTER CORPORATION

RESOLUTION NO. 12-2014

Qualifying Consultants for Selection by the EDA in Five Disciplines and Areas of Expertise

BACKGROUND RECITALS

A. Pursuant to Resolution No. 07-13, the Destination Medical Center Corporation Board (the "DMCC") approved the template for and issuance of requests for proposals in five specific disciplines and areas of expertise. The requests for proposals were to be issued and responses were to be reviewed and considered by the Destination Medical Center Non-Profit Economic Development Agency (the "EDA"). The EDA was directed to bring forward to the DMCC for approval those consultants that the EDA Board and DMCC Board Chairs agreed were of material significance or interest to the community.

B. The EDA issued the requests for proposal on November 13, 2013. The EDA held a question and answer session for interested parties, responses were received and reviewed by the EDA and interviews conducted.

C. The EDA now is making its recommendation with respect to qualified respondents in each category, and seeks the approval of the DMCC with respect to the qualifications of the respondents listed below from which the EDA intends to select the successful respondent subject to successful negotiation of terms and conditions and funding determination.

RESOLUTION

NOW, THEREFORE, BE IT RESOLVED, by the Destination Medical Center Corporation Board of Directors that it approves the following list of respondents as qualified in each of the following specific disciplines and areas of expertise:

Master Planner

- Broddus Planning, LLC, Torti Gallas and Partners, HGA Architects and Engineers
- EEK, a Perkins Eastman Company
- SmithGroupJJR

Transportation Planner

- AECOM
- Kimley Horn and Associates, Inc.
- Nelson Nygaard Consulting Associates, Inc.

Infrastructure Planner

- AECOM
- Kimley Horn and Associates, Inc.
- Short Elliott Hendrickson, Inc. (SEH)

Market Consultant

- AECOM
- HR&A Advisors, Inc.
- SB Friedman Development Advisors (a S.B. Friedman & Company)

Economic Fiscal Consultant

- AECOM
- HR&A Advisors, Inc.
- SB Friedman Development Advisors (a S.B. Friedman & Company)

BE IT FURTHER RESOLVED that the DMCC Board requests the EDA to continue to work with the City of Rochester with respect to the scope of work and relationship of the parties with respect to the transportation and infrastructure planning consultants.

BE IT FURTHER RESOLVED that the DMCC Board directs that once the EDA has fully negotiated and entered into appropriate agreements with the successful respondents, consistent with the adopted DMCC budget, and contingent upon fully executed agreements between the DMCC and EDA and between the DMCC and City, the EDA must immediately notify the DMCC and the City of Rochester of the identification of the successful respondents.



On November 8, 2013 the Destination Medical Center Corporation Board of Directors (DMCC) approved a process for the Economic Development Agency (EDA) to solicit proposals from qualified candidates to assist in the completion of the Destination Medical Center (DMC) Development Plan. A summary of the process, the key achievements and the qualified consultants follows.

Overview of RFP Process

Pursuant to the approved process, the EDA has engaged in the following activities since November:

- Issued requests for proposal (RFP) for:
 - Master Planner, Infrastructure Planner, Transportation Planner, Economic-Fiscal Analyst and Market Analyst(s) based on the approved RFP form and template
 - RFP's were posted publically on the websites of the City of Rochester, State of Minnesota, dmccorporation.org, DMC.MN, American Planning Association (APA) and the Minnesota Chapter of the APA
- Evaluated the proposals and interviewed candidates based on the following process:
 - Proposals were evaluated by the EDA Board of Directors
 - Three (3) firms in each category were short-listed for interviews
 - Interviews were conducted in Rochester. Members of the EDA Board, DMCC Board, City/County staff and EDA staff attended the interviews
 - EDA sub-committee(s) of the EDA Board attended the interviews and made recommendations to the EDA Board
 - The EDA is requesting the qualification of candidates and approval from the DMCC to move forward with the final selection and contracting process
- The schedule and key milestone dates included:
 - November 13, 2013: Requests for proposals (RFP) were issued
 - December 3, 2013: Q&A session for interested parties, more than 40 people attended
 - December 10, 2013: Responses to RFP's were received
 - December 13, 2013: EDA Board met to review proposals
 - December 18, 2013: EDA Board met to short-list candidates
 - January 6, 7, 10 and 13, 2014: Interviews with short-listed candidates held in Rochester
 - January 22, 2014: EDA Board met to review recommendations
 - January 30, 2014: EDA is requesting approval from the DMCC to qualify subconsultants and move forward with finalizing contracts

Summary of Proposals:

- A total of 25 proposals were received from 18 firms (some firms proposed in multiple disciplines), many from national/international leaders in their fields
- Proposals included excellent representation from Minnesota based companies
 - 5 of 9 short-listed firms included MN based companies; 4 of 9 have local team presence
- Proposals included MBE/WBE/SBE/DBE participation and/or promoted women & minorities as project leads:
 - 1 short-listed firm (lead consultant) is a Service Disabled Veteran Owned Business Enterprise (DBE)
 - 4 firms had targeted business firms as subconsultants on the team
 - 7 of firms have female or minority persons in lead roles on the project team; 2 of firms have female principals involved in the project
- The selection process included strong collaboration between EDA, City and County; the parties continue to coordinate on syncing planning efforts



Short-Listed / Recommended Candidates

A list of the firms that were short-listed for interviews included:

Master Planner

- Broddus Planning, LLC, Torti Gallas and Partners, HGA Architects and Engineers
- EEK, a Perkins Eastman Company
- SmithGroupJJR

Transportation Planner

- AECOM
- Kimley Horn and Associates, Inc.
- Nelson Nygaard Consulting Associates, Inc.

Infrastructure Planner

- AECOM
- Kimley Horn and Associates, Inc.
- Short Elliott Hendrickson, Inc. (SEH)

Market Consultant

- AECOM
- HR&A Advisors, Inc.
- SB Friedman Development Advisors (a S.B. Friedman & Company)

Economic Fiscal Consultant

- AECOM
- HR&A Advisors, Inc.
- SB Friedman Development Advisors (a S.B. Friedman & Company)

Requested Next Steps:

- Request the DMCC Board to qualify firms and approve the EDA to move forward with finalizing contracts based on scope and budget recommendations
- Direct the EDA to continue to work with the City and County to identify opportunities to streamline the planning process and collaborate/coordinate work to maximize efficiencies with both the City's Comprehensive Plan and regional transportation studies



MASTER PLANNER



BROADDUS PLANNING

Austin, Texas

<http://www.broaddusplanning.com/>

TORTI GALLAS & PARTNERS

Los Angeles, California

<http://www.tortigallas.com/>

HGA ARCHITECTS AND ENGINEERS

Rochester, Minnesota

<http://www.hga.com/>

Other Offices: Multiple Through Out United States

Firm Description:

Broaddus Planning is an award-winning firm recognized as one of the nation's premier campus planning, urban design and facility programming practices. The Austin, Texas-based firm has developed an expertise in delivering visionary projects for higher education, institutional, medical, research and government clients. Every Broaddus Planning project involves a collaborative process integrating sustainable planning principles and specific implementation strategies.

Project Team:

- Stephen Coulston – Broaddus Planning (25%)
- Andrew Broderick – Broaddus Planning (25%)
- Neal Payton – Torti Gallas (25%)
- Hal Henderson – HGA (25%)
- 10 Other Planners (10%-30% each)

Representative Project List:

The following is a representative list of the projects:

- MD Anderson Campus Master Plan (Broaddus) – Houston, Texas
- One Health Plus Bio Corridor Master Plan (Broaddus) – College Station, Texas
- University of Wisconsin- Milwaukee Master Plan (HGA) – Milwaukee, Wisconsin
- University Health System – San Antonio (Broaddus) – San Antonio, Texas
- Texas A&M University – Corpus Christi Master Plan (Broaddus) – Corpus Christi, Texas
- Travis County Downtown Campus Master Plan (Broaddus) – Austin, Texas



MASTER PLANNER



Representative Experience:



**MD Anderson Campus Master Plan
Houston, Texas**



**One Health Plus Bio Corridor Master Plan
College Station, Texas**



**University of Wisconsin- Milwaukee Master Plan
Milwaukee, Wisconsin**



**University Health System- San Antonio
San Antonio, Texas**



**Texas A & M- Corpus Christi Master Plan
Corpus Christi, Texas**



**Travis County Downtown Campus Master Plan
Austin, Texas**



EE&K a Perkins Eastman company

MASTER PLANNER

EE&K

Chicago, IL

<http://www.eekarchitects.com/>

Other Offices: New York, New York; Washington, DC; Los Angeles, CA; Shanghai, China

Firm Description:

EE&K-Perkins Eastman is an architecture firm internationally recognized for integrating the design of buildings and open spaces to turn projects into places. Founded in 1959, EE&K's record of bringing creative thinking and big picture perspective to design problems of all scales has created buildings of enduring memory, economic resilience and lasting value. Their design philosophy is based on the concept that when buildings are designed together with the larger environment, the whole can be greater than the sum of the parts.

EE&K merged its practice with Perkins Eastman in 2011, creating enhanced capabilities, expanded global reach, and client value. Both have a portfolio of large-scale developments that share a set of common values: the objective of creating new urban places that foster vibrant public communities. Together, the firm's expertise encompasses everything from large-scale urban redevelopment to signature campus buildings; urban waterfronts to transportation hubs; primary schools to complex mixed-use development; and major hospitals to destination hotels.

Project Team:

- Peter Cavaluzzi - Principal-In-Charge (25%)
- Hilary Kinder Bertsch - Project Director/Urban Planner (50%)
- Mathew Cotton - HC Partner (25%)
- Joe Seok Ahn - Historic Planner (15%)
- Other Staff (10% - 30%)

Representative Project List:

The following is a representative list of the projects:

- Target Field Station – Minneapolis, Minnesota
- Akron Core City Vision / Connectivity Study – Akron, Ohio
- Battery Park City – New York, New York
- East River Science Park, Biotech Laboratories – New York, New York
- Southwest Waterfront – Washington, District of Columbia



EE&K a Perkins Eastman company

MASTER PLANNER

Representative Experience:



**Battery Park City
New York, New York**



**Southwest Waterfront
Washington, DC**



**Target Field Station
Minneapolis, Minnesota**



**East River Science Park, Biotech Laboratories
New York, New York**



**Akron Core City Vision
Akron, Ohio**



**City Center
Las Vegas, Nevada**



MASTER PLANNER

SMITHGROUPJJR

Chicago, Illinois

<http://www.smithgroupjjr.com/>

Other Offices: Multiple Through Out United States

Firm Description:

SmithGroupJJR is a U.S. based, international firm specializing in the health, urban design and planning, learning, science and technology, cultural and workplace markets. Founded in 1853, SmithGroupJJR knows the meaning of longevity, integrity and adaptability. SmithGroupJJR is one of the nation's largest firms to offer integrated architecture, planning, civil and structural engineering, landscape architecture, urban design and environmental science services. SmithGroupJJR practices together in multidisciplinary teams every day out of a belief that this allows us to offer higher-quality services to our clients and produces higher-performing, environmentally sound, beautiful landscapes, places and buildings.

Project Team:

- Deb Mitchell – Principal-In-Charge (25%)
- Patrick Rowley – Project Manager (50%)
- Merrill St. Leger-Demien (25%)
- Others (10% - 15%)

Representative Project List:

The following is a representative list of the projects:

- Scotts Run Station Master Plan – Tysons Corner, Virginia
- Indiana University, Purdue University at Indianapolis, Indiana University Health System Master Plan – Indianapolis, Indiana
- DC Office of Planning, Mid City East Initiative – Washington, District of Columbia
- Cleveland Lakefront Master Plan – Cleveland, Ohio
- Reston Town Center – Reston, Virginia
- Ann Arbor Downtown Plan – Ann Arbor, Michigan



SMITHGROUP JJR

MASTER PLANNER

Representative Experience:



**Scotts Run Station
Tysons Corner, Virginia**



**Indiana University Health System Master Plan
Indianapolis, Indiana**



**DC Office of Planning, Mid City East Initiative
Washington, District of Columbia**



**Cleveland Lakefront Master Plan
Cleveland, Ohio**



**Reston Town Center
Reston, Virginia**



**Ann Arbor Downtown Plan
Ann Arbor, Michigan**



**INFRASTRUCTURE PLAN, TRANSPORTATION PLAN,
MARKET & ECONOMIC- FISCAL ANALYSTS**

AECOM

Minneapolis / Rochester, Minnesota

<http://www.aecom.com>

Other Offices: Multiple Through Out United States

Firm Description:

AECOM is a global provider of professional technical and management support services to a broad range of markets, including transportation, facilities, environmental, energy, water and government. They work at every scale, from an intimate garden, to a city block, to a national infrastructure program. With approximately 45,000 employees around the world, AECOM is a leader in the key markets that it serves. A Fortune 500 company that serves clients in more than 140 countries, AECOM is noted for working globally and delivering locally.

Project Team:

Infrastructure Planner

- Richard Wolsfeld – Principal in Charge (20%)
- Dillon Dombrowski – Lead (70%)
- Bob Barth – Planning / Goals (25%)
- Others in Specialty Areas (30-70%)

Transportation Planner Team

- Richard Wolsfeld – Principal in Charge (20%)
- Tony Hepplemen - Lead (60%)
- Scott Marack – Senior Transportation Planner (100%)
- Rose Ryan – Senior Transportation Planner (100%)
- Others in Specialty Areas (50-70%)

Market Analyst & Economic & Fiscal Consultant Team

- Bill Andersen – Principal in Charge (35%)
- Chris Brewer – Lead - Market Analyst (40%)
- Kimberly Gestner – Lead - Economics Analyst (40%)
- Staff & Sub-Consultants (75% each)

Representative Project List:

The following is a representative list of the projects:

- Economic-Fiscal Impacts, Greater Washington Area for Johns Hopkins – Baltimore, Maryland
- Tax Increment Financing for Kentucky Cabinet of Economic Development – Various Cities, Kentucky
- Potential Impact of Real Estate Development Surrounding Sports Facilities - Nationwide
- Chrysler Economic Redevelopment Strategy – St. Louis, Missouri
- Comprehensive Economic Development Strategy – Flint, Michigan
- Airport Expansion Alternates at Minneapolis, St. Paul International Airport – Minneapolis, Minnesota



**INFRASTRUCTURE PLAN, TRANSPORTATION PLAN,
MARKET & ECONOMIC- FISCAL ANALYSTS**

Representative Experience:



**Hudson Yards (Economics/Market)
New York, New York**



**LA Live (Economics/Market)
Los Angeles, California**



**InVision Tampa Master Plan (Economics/Market)
Tampa, Florida**



**Los Angeles Streetcar (Economics)
Los Angeles, California**



**National Parks Service (Market)
US Markets**



**Assembly on the Mystic (Transit Oriented Dev)
Washington, DC**



**INFRASTRUCTURE PLAN, TRANSPORTATION PLAN,
MARKET & ECONOMIC- FISCAL ANALYSTS**

Representative Experience:



**Tax Increment Finance Analysis for Kentucky
Cabinet for Economic Development
Various Cities, Kentucky**



**St. Louis Regional Economic Adjustment Strategy
St. Louis, Missouri**



**University of Kentucky Health Care Master Plan
Lexington, Kentucky**



**Charlotte North Corridor Commuter Rail
Charlotte, North Carolina**



**University of New Mexico Hospitals Master Plan-
Phase II 2010
Albuquerque, New Mexico**



**Lake Beauty Park Redevelopment
Orlando, Florida**



INFRASTRUCTURE & TRANSPORTATION PLANNER

KIMLEY-HORN and ASSOCIATES

Minneapolis / Rochester, Minnesota

<http://www.kimley-horn.com/>

Other Offices: Multiple Throughout United States

Firm Description:

Kimley-Horn is one of the nation's most comprehensive and best respected engineering and land planning firms. With over 1,900 staff in more than 60 offices across the United States (including two in Minnesota, one of which is in Rochester) the firm offers full services in a wide range of disciplines including: aviation, the environment, intelligent transportation systems, forensic engineering, land development, landscape architecture, parking, renewable energy, transit, transportation, roads and bridges, urban redevelopment, water resources, and wireless communications.

Infrastructure Planner Project Team:

- Dan Coyle - Project Manager (50%)
- Jon Horn - Principal (45%)
- Other Staff (30% - 75%)

Transportation Planner Project Team:

- Fred Schwartz – Principal-in-Charge (80%)
- Senior Level Planners in Each Discipline (40% - 70%)

Representative Project List:

The following is a representative list of the projects:

- DMC Preliminary Infrastructure Plan – Rochester, Minnesota
- Anoka County Infrastructure Plan & Implementation – Anoka County, Minnesota
- City of Rivera Beach Community Redevelopment Plan – Rivera Beach, Florida
- Vikings/Ramsey County Stadium Risk Assessment – Minneapolis, Minnesota
- South Capital to Development District Plan / Study – Madison, Wisconsin
- Judge Doyle Square Master Plan – Madison, Wisconsin



INFRASTRUCTURE & TRANSPORTATION PLANNER

Representative Experience:



**DMC Preliminary Infrastructure Plan
Rochester, Minnesota**



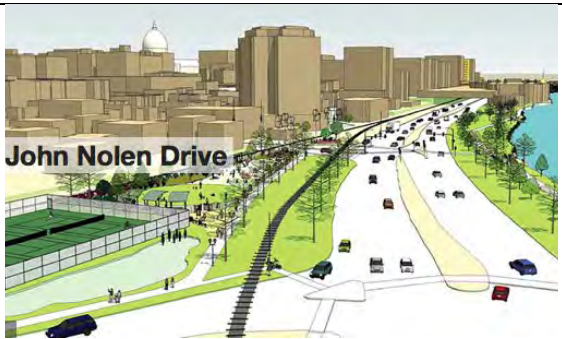
**Anoka County Infrastructure Plan
Anoka County, Minnesota**



**City of Riviera Beach
Community Redevelopment Plan
Riviera Beach, Florida**



**Vikings / Ramsey County Stadium Risk
Assessment
Minneapolis Metro Area, Minnesota**



**South Capital Transit Oriented Development
District Plan/Study
Madison, Wisconsin**



**Judge Doyle Square Master Plan
Madison, Wisconsin**



TRANSPORTATION PLANNER

NELSON NYGAARD CONSULTING ASSOCIATES

New York

<http://www.nelsonnygaard.com/>

Other Offices: San Francisco, CA; Portland, OR; Boston, MA; Seattle, WA; Washington, DC; Burlington, VT; Atlanta, GA

Firm Description:

Nelson\Nygaard Consulting Associates is an industry leader in sustainable transportation planning, committed to developing transportation systems that build vibrant communities. With a staff of over 90 planners and engineers in offices across the United States, the firm has a long track record of developing innovative plans that are grounded in reality for clients across the globe. Drawing from real world experiences, their industry specialists utilize a fully multimodal approach that balances the needs of transit, transit-oriented development, and accessibility. They also understand demand for cost effective advice that can lead to seamless implementation and their senior staff includes professionals with hands-on experience, who have stood in their clients' shoes.

Project Team:

- Dave Fields - Principal-In-Charge (50%)
- Tom Brennen - Project Manager (55%)
- Chris Yake (60%)
- Staff (40% - 80%)

Representative Project List:

The following is a representative list of the projects:

- Downtown Rochester Mobility Plan – Rochester, Minnesota
- Seattle Urban Mobility Plan – Seattle, Washington
- St. Paul Streetcar System Plan & Feasibility – St. Paul, Minnesota
- Lincoln, Nebraska Downtown Plan – Lincoln, Nebraska
- University of Wisconsin Campus Transit Evaluation – Madison, Wisconsin
- Moscow City Capital Master Plan – Moscow, Russia



TRANSPORTATION PLANNER

Representative Experience:



**Downtown Rochester Mobility Plan
Rochester, Minnesota**



**Seattle Urban Mobility Plan
Seattle, Washington**



**St. Paul Streetcar System Plan & Feasibility
St Paul, Minnesota**



**University of Wisconsin Campus Transit
Evaluation
Madison, Wisconsin**



**Moscow Capital City Master Plan
Moscow, Russia**



**MOVEPGH Transportation Master Plan
Pittsburgh, Pennsylvania**



INFRASTRUCTURE PLANNER

SHORT ELLIOTT HENDRICKSON, INC.

Minneapolis, Minnesota
<http://www.sehinc.com/>

Other Offices: Multiple Through Out United States

Firm Description:

SEH is a full-service professional services firm comprised of 550 engineers, architects, planners, and scientists located in offices across the nation. Their commitment is to increase quality of life through safer roads, bridges, parks and trails; renewable energy and sustainable design; and cleaner air, drinking water, rivers, and lakes. They design customized solutions for their clients. SEH has a demonstrated history of collaborating with multidisciplinary teams to deliver creative and innovative infrastructure solutions that address the intricate relationships of multi-modal transportation enhancements, the creation of public open spaces, and economic development opportunities and re-development in urban core environments.

Project Team:

- Mark Lobermeier – Principal-In-Charge (5%)
- Bill Lokkesmoe– Project Manager/Lead (50%)
- 10 – 11 Engineerings in Specialty Fields (10% - 30% Each)

Representative Project List:

The following is a representative list of the projects:

- Target Field Station – Minneapolis, Minnesota
- Mall of America Expansion – Bloomington, Minnesota
- University of Minnesota / TCF Bank Stadium Infrastructure Plan – Minneapolis, Minnesota
- Town Center Drive Improvements – Eagan, Minnesota
- Chicago Avenue / Guthrie Theater Plaza – Minneapolis, Minnesota
- Downtown Central Park – Valparaiso, Indiana



INFRASTRUCTURE PLANNER

Representative Experience:



**Target Field Station
Minneapolis, Minnesota**



**Mall of America Expansion
Bloomington, Minnesota**



**University of Minnesota / TCF Bank Stadium EIS
and Traffic Planning, Engineering
Minneapolis, Minnesota**



**Town Center Drive Improvements
Eagan, Minnesota**



**Chicago Avenue / Guthrie Theater Plaza
Minneapolis, Minnesota**



**Downtown Central Park
Valparaiso, Indiana**



MARKET & ECONOMIC- FISCAL ANALYSTS

HR & A ADVISORS, Inc.

New York, New York

<http://www.hraadvisors.com/>

Other Offices: Multiple Through Out United States

Firm Description:

HR&A Advisors, Inc. (HR&A) is an industry-leading real estate, economic development and energy efficiency consulting firm. HR&A has provided strategic advisory services for some of the most complex mixed-use, neighborhood, downtown, campus, and regional development projects across North America and abroad for over thirty years. HR&A understands the importance of linking private investment with public resources to support investors and communities' responsibilities and aspirations. HR&A has offices in New York, Los Angeles, and Washington D.C., a presence that allows them to serve clients all over the world. From Brooklyn to London, Cincinnati to Hong Kong, HR&A has guided hundreds of clients in transforming real estate and economic development concepts, and public infrastructure, first into actionable plans then into job-producing, community-strengthening assets. HR&A has served a diversity of clients – real estate owners and investors, hospitals and universities, cultural institutions, community development organizations and governments – since 1976.

Project Team:

- Candace Damon – Principal-In-Charge (5%)
- Kumar Kintala – Project Manager (30-40%)
- Ryan LeVassuer – Analyst (10%)
- Aaron Kurtz – Analyst (15%)

Representative Project List:

The following is a representative list of the projects:

- Port Authority – New York, New York
- Union Depot – St. Paul, Minnesota
- NYC Health and Hospitals Corporation – New York, New York
- Reposition Brooklyn Tech Triangle – Brooklyn, New York
- Sparkling Redevelopment – Minneapolis and St. Paul, Minnesota
- Walter Reed Army Medical Center Re-Use Planning – Washington, District of Columbia



MARKET & ECONOMIC- FISCAL ANALYSTS

Representative Experience:



**Port Authority
New York, New York**



**Union Depot
St. Paul, Minnesota**



**Boston Convention Center District
Boston, Massachusetts**



**Reposition Brooklyn Tech Triangle
Brooklyn, New York**



**Sparkling Redevelopment
Minneapolis and St. Paul, Minnesota**



**Walter Reed Army Medical Center Re-Use Plan
Washington, District of Columbia**



MARKET & ECONOMIC- FISCAL ANALYSTS

SB FRIEDMAN DEVELOPMENT ADVISORS

Chicago, Illinois

<http://www.sbfriedman.com/>

Other Offices: Multiple Through Out United States

Firm Description:

SB Friedman Development Advisors is a specialized real estate and development advisory firm based in Chicago. Founded in 1990, the firm works closely with its clients to evaluate development potential and financial and business impacts; project market and financial feasibility; identify innovative public-private development solutions; and prepare implementable development strategies. We have worked on behalf of municipalities, counties, private developers, non-profits and many others, and provided strategic and tactical advice to cities as large as Chicago and Milwaukee, and as small as Scales Mound, Illinois.

Project Team:

- Stephen B. Friedman – Project Advisor (5%)
- Ranadip Bose – Senior Project Manager (30%)
- Geoff Dickinson – Senior Project Manager (30%)
- Mark Eisenberg – Project Manager (30%)

Representative Project List:

The following is a representative list of the projects:

- Medical SSMID – Cedar Rapids, Iowa
- City of Cleveland Department of Port Control – Cleveland, Ohio
- City of Chicago Department of Housing and Economic Development – Chicago, Illinois
- City of Iowa City Downtown and Riverfront Crossing Plan – Iowa City, Iowa
- University of Nebraska Medical Center (UNMC) – Omaha, Nebraska
- Mercy Hospital & Medical Center – Chicago, Illinois



MARKET & ECONOMIC- FISCAL ANALYSTS

Representative Experience:



**Medical SSMID
Cedar Rapids, Iowa**



**City of Cleveland Department of Port Control
Cleveland, Ohio**



**City of Chicago Department of Housing and
Economic Development
Chicago, Illinois**



**City of Iowa City Downtown & Riverfront Crossing
Plan
Iowa City, Iowa**



**University of Nebraska Medical Center (UNMC)
Omaha, Nebraska**



**Mercy Hospital & Medical Center
Chicago, Illinois**



DMC Budget Presentation



Destination Medical Center

Creating the World's Leading Center for
Excellence in Health, Wellness and Medical Innovation.

DMC BUDGET OVERVIEW (2014)

Presented January 30, 2014

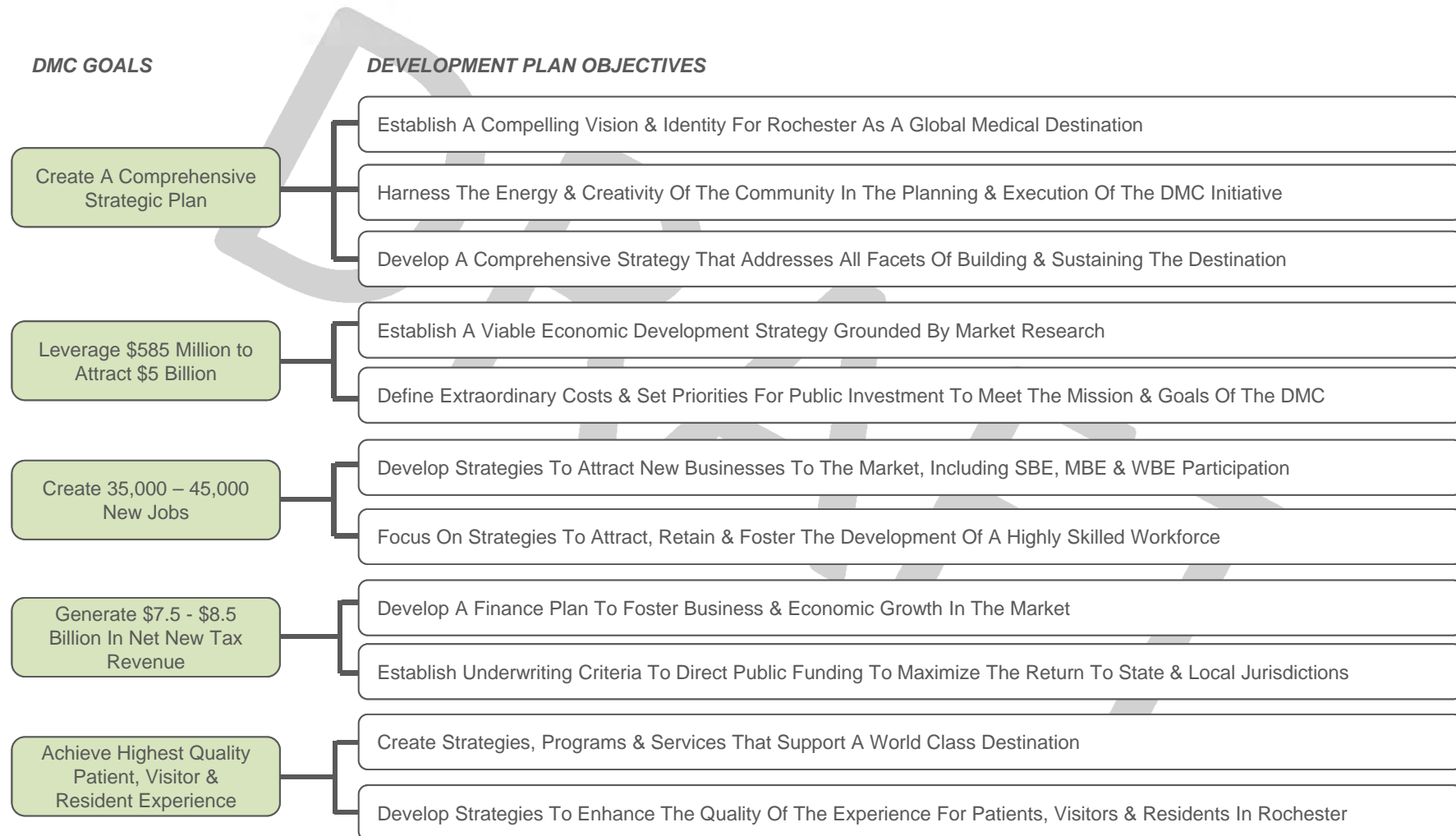


DEVELOPMENT PLAN OVERVIEW

DMCC ESTABLISHED GOALS & OBJECTIVES

DRAFT – FOR REVIEW OR COMMENT

In September, 2013 The DMCC Board established certain goals and objectives for the project and the DMC Development Plan.





DEVELOPMENT PLAN OVERVIEW

SUMMARY OF SCOPE AND CONTENT OUTLINE

DRAFT – FOR REVIEW OR COMMENT

The Development Plan will establish a comprehensive business and economic development strategy for the project. The scope and content of the plan addresses land use, transportation/infrastructure planning, market research, funding priorities, business/economic development and market strategies. The Development Plan establishes the strategic framework for the project over the next 20 years to leverage the \$585 million public investment to attract \$5 billion in investment to the market.

DEVELOPMENT PLAN – PRELIMINARY OUTLINE OF CONTENT

1.0 Introduction

2.0 Project Reports / Findings

- Current Project Status – Planned vs. Implemented
- Report on Investments, Targeted Employment & Economic-Fiscal Impacts Achieved
- Summary Report - Statement of Findings, with Evidence
 - Finding #1 - Sufficient to indicate relationship to state / local objectives
 - Finding #2 - Affords maximum opportunity for private sector investment
 - Finding #3 - Conforms to the City's general development & comprehensive plan
 - Finding #4 - Conforms to approved local / regional transportation plans
 - Finding #5 - Complementary to Mayo Clinic Strategic Plan / Master Plan

3.0 Summary of Strategic Priorities (Next 5 Years)

- Strategic Initiatives in 7 Core Focus Areas
 - Health & Wellness
 - Commercial, Research and Technology
 - Hotel and Hospitality
 - Residential / Livable City
 - Retail, Entertainment & Cultural
 - Learning Environment
 - Parks and Recreational

3.0 Summary of Strategic Priorities (Next 5 Years – Cont'd)

- Economic-Fiscal Impact Projections
- Jobs and Targeted Employment Projections
- Transformation Projects/Catalysts

4.0 Market Research

- Population and Demographic Analysis
- Visitation & Demand Analysis
- Market Research By Seven Core Focus Areas

5.0 Master Plan

- Planning Goals & Objectives
- Definition of Sub-Districts / Methodology for Selection
- Planning Criteria & Principles
- Land Use Assumptions
- Neighborhood & District Development Plans
- Environmental & Sustainability Targets
- Historic District & Preservation Planning
- Transportation & Transit Corridors
- Signage and Wayfinding Requirements
- Coordination with Infrastructure / Transit Plans



DEVELOPMENT PLAN

OUTLINE OF DEVELOPMENT PLAN DOCUMENT

DRAFT – FOR REVIEW OR COMMENT

DEVELOPMENT PLAN – PRELIMINARY OUTLINE OF CONTENT (PAGE 2 OF 2)

6.0 District Infrastructure Master Plan (Non-Transportation)

- Planning Goals & Objectives
- Priority Investment Guidelines / Target Areas for Investment
- Summary of Conformance with City Comprehensive Plan / Other
- Planned Improvements, Requirements & Guidelines
- Projected Master Project Budget, Schedule & Phasing Plan
- Projected Annual Operations & Maintenance Budgets
- Parcel Development /Criteria

7.0 Transportation Plan

- Planning Goals & Objectives, including Boundaries and Requirements
- Overview of Transportation Management System Current vs. Planned
- Demand Analysis – Regional / Local
- Regional & District Improvements, Requirements & Guidelines
- Projected Development Budget / Phasing – 5 Years
- Projected Development Schedule / Phasing – 5 Years
- Projected Annual Operations & Maintenance Budgets

8.0 Finance Plan - Development & Investment Priorities

- Public Funding Priorities and Investment Objectives
- Detailed Sources and Uses of Funds Summary
- Consolidated Project Budget (Projected) – First 5 Years
- Finance Assumptions / Bond Rating Summary
- Investment Risk Analysis
- Guidelines & Requirements for Funding Applications
- Underwriting Criteria

9.0 DMCC Business Development Priorities & Strategies

- Establish Strategies, Including Priorities, Goals and Objectives
- Establish Criteria for Targeted Business / Work Force Development

10.0 Community Outreach & Programming Priorities & Strategies

- Establish Strategies, Including Priorities, Goals and Objectives for
- Establish Criteria for Review of Outreach, Programs and Services

11.0 Marketing & Communication Priorities & Strategies

- Establish Marketing Strategy, Including Priorities, Goals and Objectives
- Communications and PR Strategy, Including Priorities, Goals and Objectives
- Criteria for Evaluating Marketing Proposals

12.0 DMCC Operations Plan – 5 Years

- Operating Plan Summary
- Operating Budget & Reporting - 5 Years

13.0 Exhibits

- Evidence for Findings
- Form(s) and Procedures for Funding Applications
- Forms of Development and/or Grant Agreement for Project Funding
- Form(s) of Forgivable/Low-Interest Loan Agreement



PROPOSED DMC BUDGET (2014)



PROPOSED DMC BUDGET (2014)

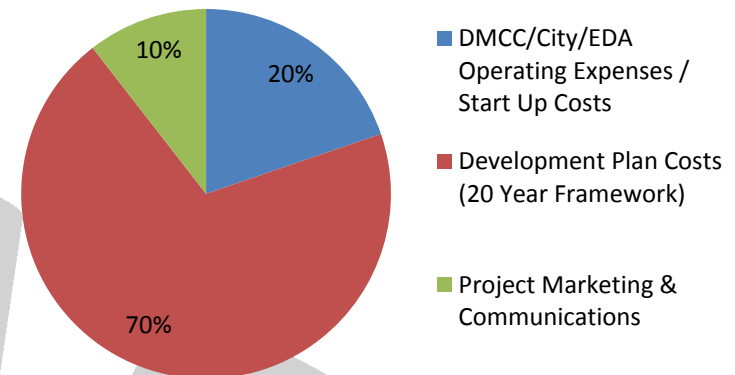
BUDGET OVERVIEW – KEY DRIVERS

DRAFT – FOR REVIEW OR COMMENT

BUDGET OVERVIEW – KEY DRIVERS

- The 2014 budget is approximately \$8 million
- This budget is higher in this first year because it includes the costs associated with:
 - Initiating the project / finalizing structures
 - Costs to complete the Development Plan
 - Comprehensive strategic business plan
 - 20-year planning framework
 - A \$5 billion economic development strategy
 - Identify projects / funding priorities to achieve near-term and short-term goals
 - Costs to develop brand, marketing & communications strategies to:
 - Attract private investment in the market
 - Retain and grow new business/companies
 - Focus on growing opportunities for targeted business
- The operating budget for future years will be established as part of the Development Plan.

Budget Overview (2014)





PROPOSED DMC BUDEGT BUDGET

DRAFT – FOR REVIEW OR COMMENT

The following includes the proposed budget for the completion of work in the 2014 calendar year.

ORGANIZATIONAL EXPENSES	BUDGET YE 2014
Destination Medical Center Corporation	
General Expenses (Board Per Diem, Reimbursable, etc.)	\$146,000
Professional Services	\$400,000
City Expenses	\$340,000
Economic Development Agency	
Payroll, Staff, Administration & Benefits	\$460,000
General Expenses	\$382,000
Subtotal Organizational Expenses	\$1,728,000
THIRD PARTY COSTS (RELATED TO DEVELOPMENT PLAN AND PROJECT START UP)	BUDGET YE 2014
Planning Services, Architecture, Engineering	\$2,431,000
Development & Legal Services	\$2,100,000
Financial, Accounting & Investment Services	\$675,000
Economic Analysis, Market Research, Reports	\$351,000
Communications, Marketing & PR	\$545,000
Public Relations & Communications	\$245,000
Other Professional Services & Project Costs	\$100,000
Reimbursable Expenses	\$30,000
Subtotal Third Party Costs & Reimbursable	\$6,477,000
TOTAL BUDGET	\$8,205,000



BUDGET OVERSIGHT AND PAYMENT PROCESS:

The oversight and management of the DMC budget will be coordinated between the DMCC, City of Rochester and EDA. The process will include:

- The EDA will manage its operations and the Development Plan consultants. Budget oversight includes:
 - The EDA will not have direct access to DMC funds or financing accounts
 - The EDA will be required to provide detailed monthly progress reports and payment applications to the DMCC Treasurer and City of Rochester
 - The EDA will be required to provide updates on the project and budgetary process to DMCC Board
- The DMCC and City will manage / oversee other funding / financings in an approved process:
 - DMCC/City budgets and payments will be managed by the DMCC Treasurer and City
 - Project financings will be managed by the City and DMCC Treasurer (and others if required)
- During implementation, the EDA, City and County will continue to coordinate work.



COMMUNITY INPUT PROCESS



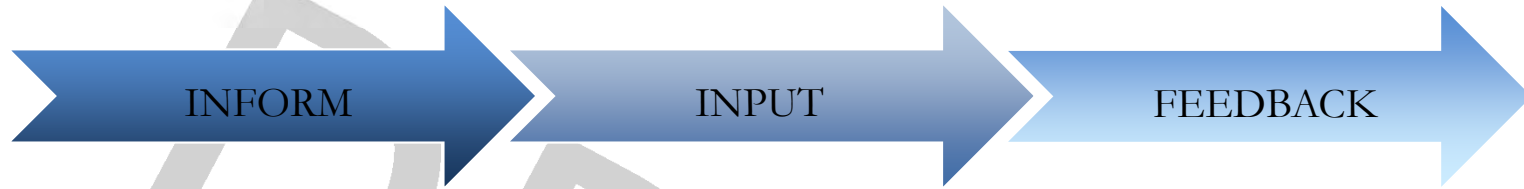


COMMUNITY INPUT PROCESS

PROCESS OVERVIEW

DRAFT – FOR REVIEW OR COMMENT

Ensure all community members have the opportunity to contribute and give input



Drive participation across all eight core focus areas



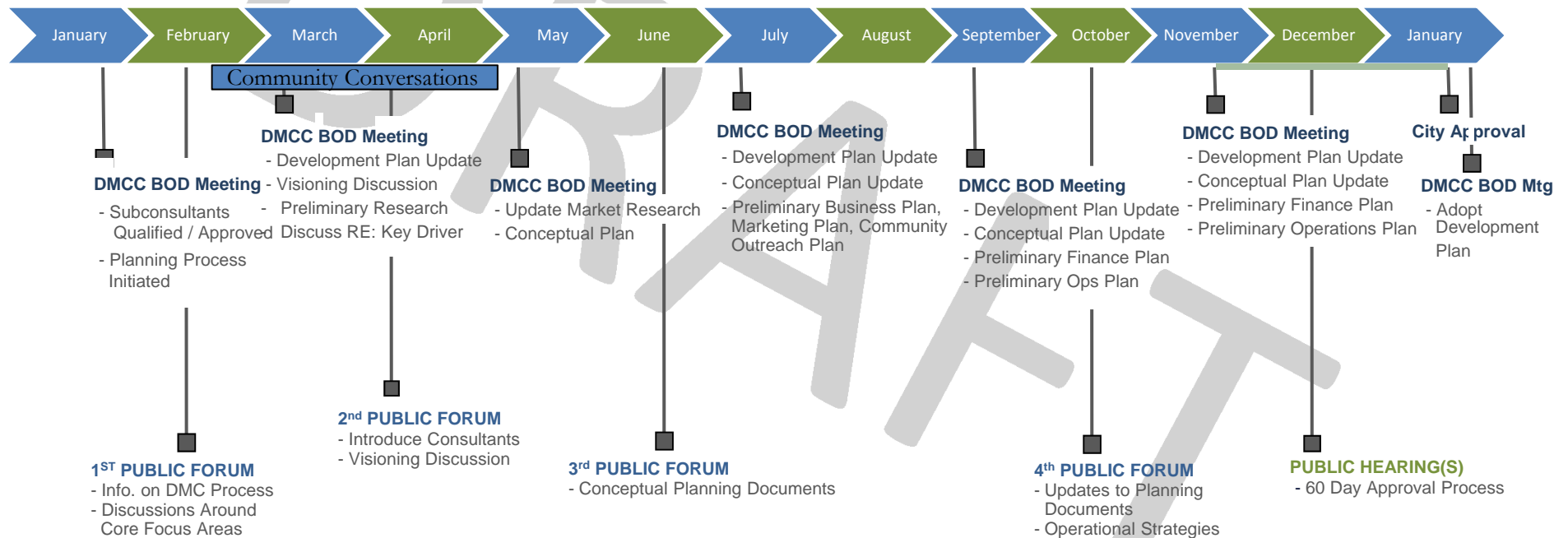


COMMUNITY INPUT PROCESS

PRELIMINARY SCHEDULE AND TIMING

DRAFT – FOR REVIEW OR COMMENT

The following provides a preliminary schedule for the project, outlining the progress and reports to DMCC Board members and the process to gain public input on the process. Included with this schedule is an outline of the primary planning phases for the project. Please note, the information included herein is preliminary in nature and is subject to change as new information becomes available.



* Assumes the EDA initiates project planning and retains consultants in early February



COMMUNITY INPUT PROCESS SOCIAL MEDIA COMMUNICATIONS

OR COMMENT

DMC
A Global Contributor
for Health & Living

Community input process flow:
 1. Landing Phase
 2. Approval Phase
 3. Community input phase
 4. Distribution phase

Community Input Events

Since its inception the Development Medical Center has been grounded in trust and support from the local community. Under this vision, the DMC is committed to providing a safe and secure environment for its residents and staff. The DMC is committed to providing a safe and secure environment for its residents and staff. The DMC is committed to providing a safe and secure environment for its residents and staff.

LIVABLE CITY RETAIL/DINING	SPORTS & RECREATION	HOSPITALITY & CONVENTION	TECHNOLOGY & INNOVATION
HEALTH AND WELLNESS	LEARNING AND EDUCATION	ARTS & CULTURE	TRANSPORTATION

Opportunities for input:

Starting in January, residents will be invited to share their ideas - big and small - in each of these areas for DMC as it relates to the urban framework of our Rochester community. Input will be gathered in: community conversational sessions, public forums and social media for input to inform the DMC development plan.

- Ambassador meetings:** Join the conversations at the twice monthly ambassador meetings to learn about DMC updates, share thoughts and ideas.
- Join a conversation group:** Email info@dmc.com for information on how to participate. Requests must be received by Dec. 1, 2014.
- Social media:** Join conversations at DMC.MH

Learn more about the community input process at dmccommunityinput.com

DMC
A Global Contributor
for Health & Living

LIVABLE CITY RETAIL/DINING

3. **What makes a livable city?**

Learn how your ideas can make a difference in the development of the DMC. Join us for a community input session on the topic of Livable City Retail/Dining. This session will focus on the development of the DMC and how your ideas can make a difference. Join us for a community input session on the topic of Livable City Retail/Dining. This session will focus on the development of the DMC and how your ideas can make a difference.

4. **Community input session**

5. **Join a conversation group**

6. **Social media**

Upcoming Events

Past Events

Last Meeting recap: See 1 & 2 - Top 20 items



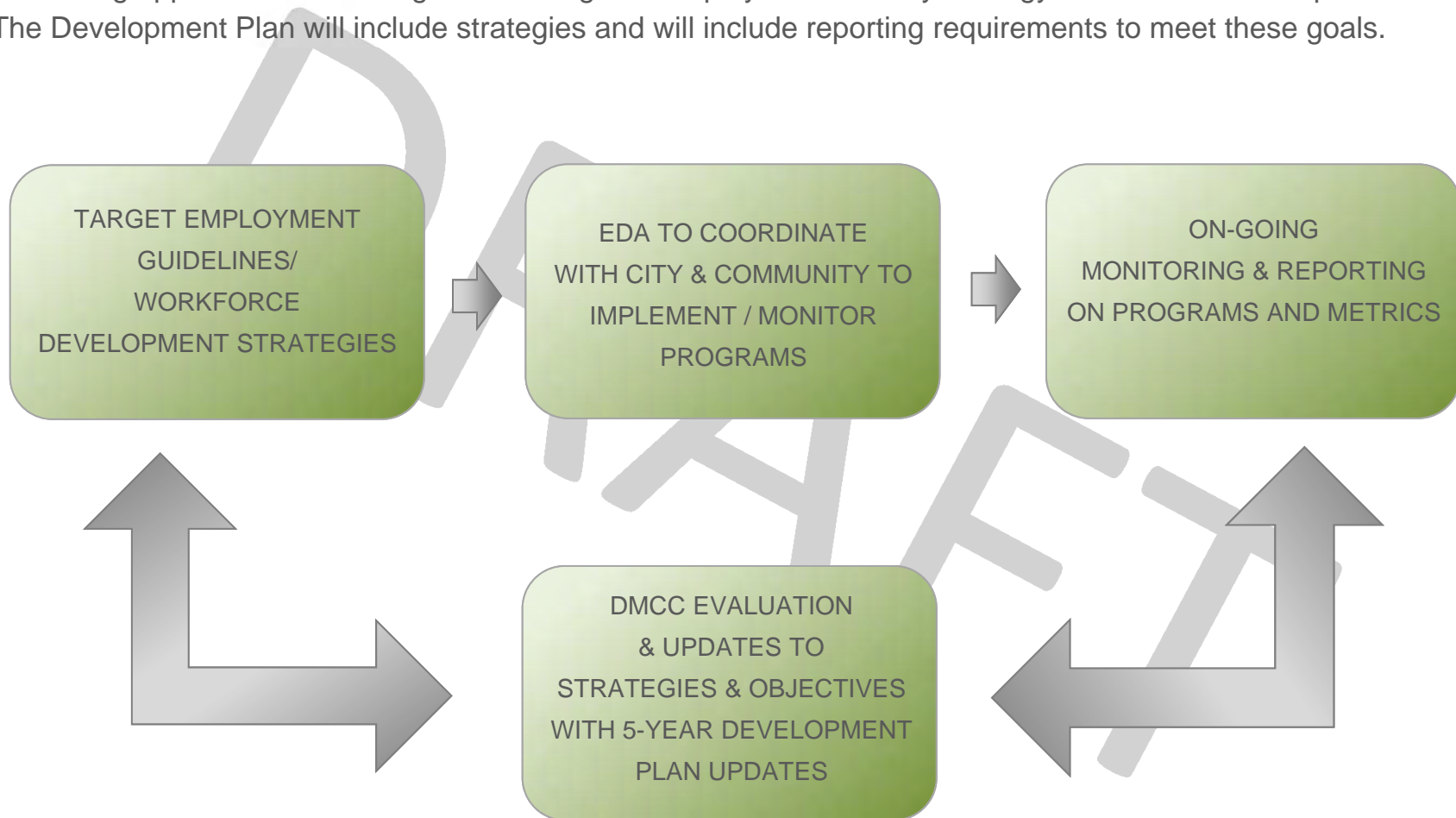
TARGETED EMPLOYMENT



TARGETED EMPLOYMENT STRATEGIES & PROCESS

DRAFT – FOR REVIEW OR COMMENT

Increasing opportunities for the growth of targeted employment is a key strategy of the DMC Development Plan. The Development Plan will include strategies and will include reporting requirements to meet these goals.





City of Rochester Presentation/ Resolution

DESTINATION MEDICAL CENTER CORPORATION

RESOLUTION NO. 14-2014

Preliminary Limited Approval for a Proposed City of Rochester Public Infrastructure Project to be located at Broadway and Center Streets, Rochester, Minnesota

BACKGROUND RECITALS

A. Minnesota Laws, Chapter 143, Article 10 (the “Act”) sets forth the duties and responsibilities of the Destination Medical Center Corporation (the “DMCC”) with respect to the approval of projects prior to the completion of a Destination Medical Center Development Plan (the “Development Plan”). Relevant statutory provisions are as follows:

Destination Medical Center Development District. “Destination medical center development district” or “development district” means a geographic area in the city identified in the DMCC development plan in which public infrastructure projects are implemented. Minn. Stat. § 469.40, Subd. 5.

Project. “Project” means a project to implement the development plan, whether public or private. Minn. Stat. § 469.40, Subd. 10.

Public infrastructure project. . . . “Public infrastructure project” means a project financed in part or in whole with public money in order to support the medical business entity’s development plans, as identified in the DMCC development plan. Minn. Stat. § 469.40, Subd. 11.

DMCC Approval of Projects. A project must be approved by the corporation before it is proposed to the city. The corporation must review the project proposed for consistency with the adopted development plan. Minn. Stat. § 469.41, Subd. 13.

Project Implementation Before Plan Adoption. The city may exercise the powers under subdivision 3 [relating to debt issuance] with respect to any public infrastructure project commenced within the area that will be in the destination medical center development district after the effective date of this section but before the development plan is adopted subject to approval by the corporation. Actions taken under this authority must be approved by the corporation to be credited against the local contribution required under section 469.47, subdivision 4. Minn. Stat. § 469.44, Subd. 5.

General Aid; Local Matching Contribution. . . . Any public infrastructure project within the area that will be in the destination medical center development district whose implementation is started or funded by the city after the effective date of this section but before the development plan is

adopted, as provided by section 469.46 [sic], subdivision 5, will be included for the purposes of determining the amount the city has contributed as required by this section and the agreement with the commissioner, subject to approval by the corporation. Minn. Stat. § 469.47, Subd. 4.

B. As of the date of this Resolution, the Development Plan has not been completed or adopted nor has any development district been identified therein.

C. The City of Rochester (the “City”) has requested the DMCC consider a proposed project, prior to completion and adoption of the Development Plan and identification of one or more development districts therein, so that potential City public infrastructure costs and expenditures that may be incurred with respect to the proposed project would not be precluded from eligibility for City credit as local matching expenditures under the Act.

D. The City has represented to the DMCC as follows: (1) the proposed project (the “Proposed Project”) would be developed by Titan Ventures and would consist of a high-rise hotel, residential, office and commercial development to be located on the southeast corner of Broadway and Center Streets in the City of Rochester; (2) the City believes that the Proposed Project will be located in the development district to be established by the Development Plan, as and when completed and adopted; (3) the proposed project is consistent with the Downtown Master Plan which has been adopted by the City; and (4) the City intends to consider the Proposed Project through the City’s customary planning processes and development procedures, but as of this date the City Council has not discussed, considered or approved a development agreement or a tax increment finance district for the Proposed Project.

E. On the date hereof, the City and Titan Ventures have presented certain information concerning the Proposed Project to DMCC and this Board.

F. The City has requested the DMCC to grant preliminary limited approval of the Proposed Project as contemplated by the Act, subject to the completion of the Development Plan and identification of one or more development districts therein, and subject to final approval by the DMCC of the Proposed Project as provided in the Act, for the sole purpose of not precluding any potential City public infrastructure costs and expenditures that may be incurred with respect to the Proposed Project from eligibility for City credit as local matching expenditures under the Act.

RESOLUTION

NOW, THEREFORE, BE IT RESOLVED, by the Destination Medical Center Corporation Board of Directors, as follows:

1. Based on the representations of the City and the information received from the City and Titan Ventures regarding the Proposed Project, and at the request of the City, the DMCC hereby grants, solely for the benefit of the City, preliminary limited approval with respect to the Proposed Project, subject to the following conditions:

a. The preliminary limited approval granted hereby is given solely to permit any potential City public infrastructure costs and expenditures that may be incurred with respect to the Proposed Project to be considered as eligible for City credit as local matching expenditures under the Act, and for no other purpose. Neither Titan Ventures nor any person other than the City may rely on this Resolution for any other purpose.

b. The preliminary limited approval granted hereby is subject in all respects and for all purposes to the Development Plan and the provisions thereof, including but not limited to the designated boundaries of any development district or development districts identified therein, when and if a Development Plan has been duly adopted and approved in accordance with the Act. Nothing in this Resolution is intended to result in any limitation on the DMCC or the City in the exercise of their discretion regarding the provisions of the approved Development Plan or the boundaries of any development district or development districts identified therein.

c. That the City shall re-refer the Proposed Project to the DMCC, once the Development Plan is approved, for final approval by the DMCC in accordance with the Act.

2. The DMCC hereby refers the subject matter of the Proposed Project to the City for its customary planning and development processes, procedures and due diligence with respect to further municipal approval and development of the Proposed Project.

3. The DMCC will consider the final form of the Proposed Project, along with a request from the City for determination of the amount the City has contributed to the Proposed Project for its local match, subject to compliance with the Act, completion of and compliance with the Development Plan, and other matters as are deemed necessary or appropriate by DMCC.