

**DESTINATION MEDICAL CENTER CORPORATION
BOARD OF DIRECTORS**

MINUTES

January 30, 2014

- I. Call to Order. Chair Tina Smith called the meeting to order at approximately 9:43 a.m. at the University of Minnesota Rochester, Room 417, 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, William George, City Council Member Ed Hruska, Susan Park Rani and R.T. Rybak. James R. Campbell participated in the meeting via Skype.
- III. Adoption of Agenda. Chair Smith requested amendments to the agenda, including:
 - A. Remove item VI A: Approval of Restatement of Articles of Incorporation
 - B. Amend item VI B: Approval of Bylaws, to Discussion of Bylaws
 - C. Remove item IX A: Approval of Agreement for Destination Medical Center Services Between DMCC and EDA
 - D. Remove item IX B: Approval of Agreement for DMCC Funding and Support Between DMCC and City of Rochester

Mr. Rybak moved adoption of the agenda as amended. Commissioner Bier seconded.

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

- IV. Approval of Minutes. Mr. Rybak moved approval of the minutes from the meeting of November 8, 2013. Commissioner Bier seconded.

Mr. Rybak requested amending the minutes to clarify his remarks with respect to his concern about promoting the dominance of parking ramps in downtown Rochester.

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

- V. Chair's Report. Chair Smith welcomed the community to the meeting.

- A. Update on Governing Documents. Chair Smith updated the board on the negotiation of these documents stating that there had been productive advancement of the agreements, but more time was needed to work out final details. 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.

- VI. Overview of Bylaws. Kathleen Lamb of McGrann Shea Carnival Straughn & Lamb (McGrann Shea), provided an overview of the current draft of the DMCC Bylaws.

Mayor Brede suggested a change to the language recommending that the DMCC will hold meetings in Rochester unless circumstances required a different location. Council Member Hruska asked for clarification on the vice chair role and suggested that an election of this position occur at next Board meeting.

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

A. Chair's report. Dr. Patricia Simmons reported the EDA has successfully completed three primary tasks requested by the DMCC Board at the November 8th meeting, including: 1) initiated the Request for Proposal (RFP) process to qualify consultant candidates to the DMCC Board; 2) coordinated with the City on the Development Plan and Comprehensive Plan process; and 3) initiated Phase I of the Community Input Process. Dr. Simmons requested that Lisa Clarke, the EDA Executive Director, and Amy Supple, the EDA Project Manager join her for the detailed presentation of these activities.

1. RFP Process. Dr. Simmons reported that the EDA selected a list of qualified candidates in accordance with the DMCC's approved process and requested the Board approve the candidates and direct the EDA to move forward with contract negotiations with preferred firms.

Mr. Rybak and Ms. Park Rani commended the EDA on the quality of candidates and requested that as the EDA moves forward it intentionally considers how more minority-owned, women-owned and small businesses can be engaged in the planning process.

Council Member Hruska inquired as to when the EDA would make final selections and negotiate contracts. Dr. Simmons indicated this would occur after the governing documents were executed and the budget approved.

Commissioner Bier requested that as part of the EDA's notification of selections to the DMCC Board, the EDA also provide an explanation as to how the EDA reached its decisions.

2. Targeted Business Participation. Dr. Simmons reported that the EDA has incorporated strategies and reporting of targeted business participation as part of the Development Plan. Chair Smith requested that Mr. Rybak and Ms. Park Rani serve as part of an ad hoc group to work with the EDA on this effort. Mr. Rybak requested the EDA come back at the next meeting to discuss the workforce platform in more detail, looking at national models/best-practices and working with local jurisdictions to identify their policies and procedures.
3. Budget. Amy Supple presented the DMC Budget for 2014 which includes costs to establish operations, establish the Development Plan and create a platform to market the DMC on a national/global basis.

4. Community Input Process. Lisa Clarke provided an update on the Community Input Process. The EDA initiated "phase I" to establish the framework for an engagement plan in the 8 core planning areas. Approximately 80 community members are engaged in the process.

Council Member Hruska commented that he attended one of the framework meetings and thanked the community members for giving their time to help plan the DMC. Chair Smith asked that the DMCC Board be notified as the public meetings are scheduled so members may attend.

B. Action Items.

1. Resolution No. 10-2014: Qualifying Consultants for Selection by the EDA in Five Disciplines and Areas of Expertise, dated January 30, 2013, on file with the DMCC.

Commissioner Bier moved approval. Seconded by Mayor Brede.

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

2. Resolution No. 11-2014: Approving the 2014 Budget and Authorizing Transmittal to City of Rochester, dated January 30, 2013, on file with the DMCC.

Commissioner Bier moved approval. Seconded by Mr. Rybak.

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

VIII. City of Rochester Presentation:

- A. Update on Comprehensive Plan. Mitzi Baker of the City of Rochester provided an update on the City's Comprehensive Plan process. Ms. Baker indicated the City also went through their RFP process and is in the process of finalizing consultants for selection by the City Council. She and other members of the planning staff are working with the EDA to identify efficiencies and streamline processes of both the consultants and the public process. The City staff intends to bring a recommendation forward to the City Council in February, 2014.
- B. Update on City/DEED Agreement. Gary Neumann provided an update on discussions between the parties, indicating that the City/DMCC/EDA staffs are working on this agreement.
- C. Titan Development Proposal. Chair Smith outlined that the statute recognized that the DMCC needed to complete a Development Plan, but projects also need to come forward to the DMCC Board before they can move forward. Chair Smith suggested that this would be a preliminary approval and the City would be at risk for the DMCC's final approval after the Development Plan is created.

Gary Neumann indicated that the City will request approval to move projects forward and a process to do that would be established. He described the project as presented to the Board in its Board packets.

D. Action Items.

1. Resolution No. 12-2014: Preliminary Limited Approval for a Proposed City of Rochester Public Infrastructure Project to be located at Broadway and Center Streets, Rochester, Minnesota

Commissioner Bier moved approval. Seconded by Mr. George.

Discussion ensued. Commissioner Bier moved an amendment to change the word "approval" in the resolution to "consideration". Mayor Brede seconded. The amendment was approved.

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

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

Commissioner Bier moved adjournment. Mayor Brede seconded.

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

The meeting was adjourned.

Respectfully submitted,



Lisa Clarke
Secretary