



**Regional Arts Commission
Executive Committee Minutes
January 11, 2024 via ZOOM
8 a.m.**

Committee Members in Attendance

Roz Johnson, Jerry Gennaria, Tino Ochoa, John Russell, Sam Fiorello, Member-at-Large

Absent

Andréa Purnell, Member-at-Large

Staff Attendees

Angie Peters, Tony Chance, Lea Sutherlin

Call to Order & Approval of Minutes

Johnson called the meeting to order at 8:01 a.m.

Johnson then called for the approval of the minutes from the December 1, 2023, Executive Committee meeting.

Motion made by Fiorello, seconded by Gennaria, and unanimously carried to approve the December 1, 2023 Executive Committee minutes. Votes were as follows:

Yea – Johnson, Gennaria, Ochoa, Russell, Fiorello

Nay – none

Abstain - none

Johnson called for the following reports:

FY 2024 Work Plan (Peters)

Peters presented the FY 2024 Work Plan as follows: (1) reminded that the FY 2024 Work Plan was included in the packet for this meeting; (2) team worked hard/a collaborative effort under Cooksey's leadership; and (3) represents an agreement of what staff will work on for FY 2024.

Motion made by Ochoa, seconded by Gennaria, and unanimously carried to approve the FY 2024 Work Plan. Votes were as follows:





Yea – Johnson, Gennaria, Ochoa, Russell, Fiorello
Nay – none
Abstain - none

A&E Update (Johnson/Peters/Chance)

Johnson shared the following A&E update: (1) Former Chair Purnell recently sent the A&E update for Johnson’s review; (2) A&E’s unmet deadline of January 5, 2024 to redline working document(s) – and instead, created a revised assets upon dissolution transfer agreement which included non-specific directives aimed at RAC; and (4) conference call held with Cooksey and Atty. Courtney Lynch (Quarles) to review scenario. Johnson then stated that because of ongoing vague responses, and non-forthcoming information from A&E, it was her recommendation to end discussions and request that a Non-Disclosure Agreement (NDA) drafted by RAC’s legal team (Quarles), for both A&E and RAC, to maintain confidentiality of any discussions that have been held regarding this proposed acquisition.

Discussion held among Executive Committee members in attendance as follows: (1) not pivotal for RAC to continue “chasing” this situation; (2) unreasonable dictation of terms; (3) RAC has worked diligently on this situation for an extensive amount of time, and has not received consistent/correct information; and (4) all committee members in attendance agreed with Johnson’s recommendation to end discussions with A&E. Additional brief discussion was held regarding possibly drafting a unified statement if needed as a narrative for the future.

Johnson noted that following this meeting, a letter drafted by Quarles, to end discussions between RAC and A&E, would be sent from her (Johnson) as RAC’s chair to A&E’s chair, requesting execution of the NDA, [*note: drafted by Quarles and originally sent to A&E on December 15, 2023*], for execution by end of day January 12, 2024. Johnson then read the NDA statement.

Chance noted that execution of the NDA does not exclude the possibility that upon A&E’s dissolution, remaining cash or otherwise can be distributed to the arts – possibly RAC.

Hotel/Motel Revenue & FY 2024 Budget Update

Chance gave the following update on Hotel/Motel Revenue & the FY 2024 Budget: (1) historical representation of Hotel/Motel Tax Revenue; (2) comparison of Explore STL forecast 2024 from 2023; (3) Explore STL info that bookings for Hotel/Motel are down; (4) RAC staff worked as a team to cut budget by approximately \$700K both in operations and expenditures, based on information, data and actual vs forecast from Explore STL; (5) noted that Cooksey asked that he (Chance) share that alterations to the budget do not require any additional approval; (6) overall, staff is being proactive and proceeding with caution.

Fiorello suggested that while being conservative, staff might consider a list of priorities if revenue is more than forecasted to be ready to deploy those funds instead of being reactive.

Johnson agreed and suggested budget scenarios for different levels.





Chance concurred and reminded that RAC's actual receipt of revenue is always one quarter in arrears. He then shared the cash flow analysis (CFA) at the request of Cooksey, for this committee to review how RAC ended the year.

Chance shared the CFA and highlighted the following: (1) on plus side for overall revenue with savings in payroll and benefits, buildings, and facilities; (2) deficit in business & ops, due to funds put forth for additional grants; and (3) overall variance for the year on the plus side and ending cash balance almost at projected.

Johnson asked Chance to send a copy of the CFA to this committee.

6128 Delmar Update (Chance)

Chance gave the following update on 6128: (1) the sale of 6128 Delmar is still in progress; (2) good headway being made as of late; (3) Wash U and Joe Edwards' agreement in principle and will formalize these negotiations in the next few weeks; (4) optimistic that closing on 6128 will occur by the end of January; and (5) net proceeds from the sale will help reduce the impact of the projected reduction in hotel/motel revenue for FY24.

Growth & Development (G&D) Update (Peters)

Peters gave the following update on the new Growth & Development Committee: (1) reminded that RAC Potential Revenue Opportunities 2023-2025 was sent to commissioners in December; (2) working on development, philanthropy, and growth; (3) Growth & Development team is diligently working on exploring the listed opportunities and corresponding benefits; and (4) G&D team consider these partnerships as beneficial.

Johnson thanked Peters and reminded that Growth & Development is new committee. She (Johnson) also thanked Fiorello, Carter-Adams, and Isom for serving as committee members, and Levy as chair. Johnson then noted the following: (1) post pandemic, it was determined that RAC could no longer be dependent on one source of funding; (2) G&D committee aligns with mission and strategic plan; and (3) not an easy charge, but a collective group of smart people working on it, and that she believes it will generate great opportunities for RAC.

Peters added that there are several opportunities for partnerships for RAC.

Russell asked about the potential revenue opportunities (1) retail sales and (2) STL Bucket List.

Peters noted that the list of potential revenue opportunities is dynamic, and it was decided that while the open house and retail sales would not be held due to the delay of equipment installation at the Foundry, the partner is still ready to participate. Peters then noted that the digital equipment partner with STL Bucket List has decided not to continue in the business.





Fiorello noted that it is important to consider cost, and if the yield will be worth the energy and time.

Peters concurred.

Update on Vanessa’s Medical Leave Plan (Peters)

Johnson reminded that Cooksey recently sent out an email that she (Cooksey) will be out of the office four (4) weeks instead of eight (8).

Peters added that Cooksey shared her appreciation for everyone’s good vibes and good wishes.

Open Discussion

Russell extended congratulations to Roz on her first meeting as chair of the Executive Committee.

Johnson thanked members of this committee for agreeing to serve.

Fiorello shared that he would be meeting with County Executive Page, on the same day of this meeting, regarding his re-appointment to RAC.

Peters announced new RAC staff member – Savannah Babington, Communications Associate to support the great work of Scherder and Schipkowski.

Adjournment

Motion made by Johnson, seconded by Gennaria, and unanimously approved to adjourn the January 11, 2024 Executive Committee meeting at 8:50 a.m.

Votes were as follows:

Yea – Johnson, Gennaria, Ochoa, Russell, Fiorello

Nay – none

Abstain - none

Submitted by

L. Sutherlin, Exec. Asst. & Commission Administrator

Attachments

- Executive Committee Meeting Minutes, December 1, 2023
- FY 2024 Work Plan
- A&E November 2023 Financial Statements

