

NFM Regular Board Meeting 11/29/17 Minutes

The regularly scheduled meeting of the Nashville Farmers' Market Board was called to order by Board Chairman Frank Cardenas at 9:31 am on November 29, 2017.

In attendance were Board members Frank Cardenas, Priscilla Norman, Margot McCormack and Tandy Wilson. A quorum was present.

NFM Staff members present were Tasha Kennard, Carolyn Sanders, Charles Kizer, Mary Self, and Kay West.

Also in attendance were Metro Legal Susan Jones and NFM vendors/merchants Tim McKinney, Adam Acampora, Rob Williams, Oscar Flores, Beth Piper, Tammy Whitehouse and Lily Webb. Chairman Cardenas read the following standard announcement.

As information for our audience, if you are not satisfied with a decision made by the Farmers' Market Board today, you may appeal the decision by petitioning for a writ of cert with the Davidson County Chancery or Circuit Court. Your appeal must be filed within 60 days of the date of entry of the Board's decision. To ensure that your appeal is filed in a timely manner, and that all procedural requirements have been met, please be advised that you should contact your own independent legal counsel.

Public comments were invited at the start of the meeting to ensure that anyone who wants to comment can do so prior to the Board discussing the business on the agenda. Chair Cardenas read the following standard announcement:

Individuals, requesting to address the Board; will be limited three (3) minutes unless granted more time by the Board Chair. Each person authorized to speak is expected to state her/his name and address and the organization represented if any, and if the speaker reads prepared text, to provide a copy to Board staff.

No public comments requested.

Chair Cardenas calls for approval of October 25, 2017 minutes. Motion made, seconded and approved.

Financial Overview & Fee Waivers

Executive Director Tasha Kennard reports, referring to the financial overview and analysis prepared in Board packets.

[Financial Overview is as of October 31, 2017]

Effective July 1, 2017, the Nashville Farmers' Market's operating budget is **\$1,952,700** which includes total revenue of **\$1,238,000** and a projected operating subsidy of \$714,700. The operating subsidy will utilize existing funds from the state lease amendment agreement as well as an anticipated request for subsidy in Spring 2018. Revenue is projected to increase by approximately \$260,000 and expenses are projected to remain flat year over year.

The revenue plan includes implementation of the new Market House & Garden Center rates, two new Market House lease tenants, and increased occupancy in the farm sheds and increased rental income from special events and Grow Local Kitchen.

As of October 31, 2017 the Market earned \$402,846 in revenue collections. Revenue collections are ahead approximately \$12,000 at this time due to collection of outstanding payments and processing of event rental income.

The Market's expenses for the same time period total \$595,977 per the attached BAR. Expenses are above budget by approximately \$52,000 at this time due to two invoices from FY17 that were not charged to this fiscal year and should be corrected in next month's financial report. Expenses are not projected to exceed the approved operating budget. The Market had the same issue last year due to two invoices from the janitorial contract that were submitted late.

There are no fee waivers to report at this time. The analysis is on the back of the page that shows actuals and forecasts.

Management had the first of many expected meetings with the Finance department regarding the upcoming budget process. It has been communicated to the FM as well as all departments which have had their meetings that the Mayor is requesting flat budgets for the upcoming fiscal year. Improvements being considered were discussed, salary improvements and program and service expansion. Those will be taken under advisement, but it is anticipated that budgets will be flat. That presents some challenges for the organization but management will work with Finance department. No questions from Board.

December 2017 and 2018 Board Meeting Schedule

ED Kennard reminds that at the October board meeting the November board meeting was moved from November 22 to November 29 due to the holiday and it was discussed moving the December meeting from its current December 27th date. The staff recommends either keeping the meeting on December 27th or moving it up one week to December 20th. Brian Copeland can make either one work. Chair Cardenas asks for input from board. Vice-Chair Norman cannot make the 20th. Mr. Wilson can do the 20th or 27th, Ms. McCormack cannot do the 27th. The motion is made to move the December board meeting to December 20th. Motion made, seconded and passed.

Staff presented a recommendation for 2018; in light of the last two meetings of the year traditionally being moved to accommodate holiday schedules, it is recommended that January through October meetings continue to be scheduled for the 4th Wednesday of the month at 9:30 and in November and December the meetings be moved to the third Wednesday of the month at 9:30.

Motion is made to move November and December 2018 board meetings to the third Wednesday, seconded and passed.

Community, Merchant Survey Highlights & Merchant Advisory Committee Feedback

ED Kennard reminded that in October Kia Jarmon sent an email to the Board with survey highlights. She and Ms. Jarmon have met twice and gone over results. Recommended next step is for Ms. Jarmon to host an all-day workshop for staff to take a deep dive into the results and fill in the buckets: Investing in facility infrastructure and sustainability; increasing small business incubation; expanding programs to

reach at-risk communities; and implementing a robust marketing plan. She can do that in January so staff would like to proceed with that, and then recommend that the Board extend the February board meeting by one hour so staff can present their recommendations and that can be presented formally at the March board meeting. ED Kennard asks legal for advice.

Ms. Jones offers options: a regular board meeting, a specially called board meeting, a work session geared for the board to do the work of the board, or an executive session where the board meets but the public is not a part of that. Executive sessions are limited to matters regarding litigation. An executive committee meeting is permissible with just officers, but it has to be a public meeting because two or more commissioners are meeting. She suggests a work session. It is still a public meeting and it has to be noticed. It can be done as one notice and add it as an item on the agenda.

Discussion on adding to February meeting, possibly starting earlier than 9:30. Ms. McCormack suggests moving it up earlier to insure there is time before Mr. Copeland needs to leave. Motion made to move February board meeting to 9 am, seconded and passed.

TCAC Contract for Americorps Position

ED Kennard reminds that this is a matter the Board took up some time ago. There was no motion made for an MOU between TCAC and NFM. The position is in the existing budget, the position is outlined to be a fulltime position up to 36 hours per week and will focus on community outreach and coordination of the SNAP and EBT Fresh Savings program. A candidate has been selected, she has completed her contract with TCAC to be an Americorps member. The NFM needs to have an MOU with TCAC to move that forward and the MOU has to be accepted by organization and approved by Metro Council. A motion must be made to accept the MOU and then ED Kennard and Ms. Jones will work with council. Motion is made to accept MOU, seconded and passed.

New Year's Eve Closure Schedule

ED Kennard recaps last year's New Year's Eve event with regard to FM rentals and event, and meeting with NCVV about the 2017 event. They have again requested to rent the FM facility for up to ten days in various areas and different lengths of time. Last year the structure of the 2016 event was not successful for Market vendors. NCVV is proposing to host the Gold Circle Party, a ticketed event for up to 500 people at \$250 a ticket. Market House will be closed to the public and MH vendors will not be open. There will be a bar and catering. They have also presented their load-in schedule which presents some challenges to vendors. The Market is always closed on the first of the year; last year the MH closed on the 31st to set up for the event, and re-opened to the public at 4.

ED Kennard recommends that due to parking and access restrictions the Market be closed from December 30 through January 1. She outlines roads that will be closed, which is most roads with the exception of Rosa Parks.

In exchange for that, there would be a proposal given back to NCVV that would include an additional charge to close the facility for the 30th. She would like to recommend that there be a way to financially offset vendors closing on December 30th. That would need to be negotiated with NCVV before it can be announced what the buy-out package would be. There is nothing in leases that requires the NFM to do a buy-out, but she believes it would be appropriate.

Chair Cardenas asks if this has been communicated to merchants. She replies merchants know the NY's Eve event is taking place at Bicentennial Mall and that the event in the MH will be different and vendors will not be participating or selling. It has been communicated that the closure schedule will be shared after the Board makes a recommendation and ED Kennard takes it to NCVV for negotiating.

Chair Cardenas summarizes options and asks for feedback. Adam Acampora says that as Merchant liaison he appreciates the buy-out option should they have to close on the 30th and that there should be a rate schedule for closures set in case this happens in the future.

Chair Cardenas asks what type of action must be taken by the Board. ED Kennard says that since the NFM is only approved to be closed on Thanksgiving, Christmas and New Year's Day action would have to be taken to close another day or two, to get clearance to go back to NCVV with ability to negotiate closing December 30th and December 31.

Mr. Acampora asks if there is any history of what business is like on the 30th and the 31st. It varies. Vice-chair Norman asks if the same road closures were in effect last year. Kay West reports that roads started closing on the 18th last year and ED Kennard adds that the Market is clamped down by the 30th. Ms. West notes that the parking lot is fully rented by them on the 31st and Farm Shed 2 beginning on the 27th. ED Kennard and Ms. West point out that parking will be greatly impacted by 6th and 7th being closed. There will be at least 120 spaces lost and vendors will need to use the public parking as well as the public on a Saturday. The NCVV will not force the Market to close on the 30th but vendors will be greatly impacted. Mr. Acampora asks how trollies and busses that drop off at the Market will be impacted. Ms. West says she will ask at the meeting taking place at NCVV this morning.

Lily Webb asks if merchants can have the choice of opening or not opening.

Ms. Jones recommends board allows management to proceed to negotiate with NCVV for closure on the 30th in addition to the 31st. Ms. Webb asks that if the Market is open on the 30th can the merchants get a discounted rate.

Ms. McCormack moves that ED Kennard be approved to negotiate closures and fees with NCVV, seconded and passed.

Chair Cardenas adds that staff and Board are committed to acting in the best interests of merchants. ED Kennard asks that merchants present at the Board meeting share this information with fellow merchants and that as soon as a decision is made on closures it will be communicated to merchants and vendors.

Market House Lease Applications & Opportunities

NFM staff has been collecting applications for the former Sweet Stash space since mid-October and three have been received. It is a non-hooded, 290-sq.ft. space. Those applicants will be ready to present at the December board meeting, 5-7 minute presentations on what they will bring to the Market.

Management is about to enter a very busy administrative time of the year. Nine leases are up for renewal in the spring, all at the same time. The next 90 to 100 days will be very busy working with each tenant to determine their interest in renewing at either a three or five year term, and their ability to comply with all the requirements the Board passed in April 2017.

What ED Kennard would like to recommend to the Board and open for discussion is that on December 1, management calls for applications for renewal from existing tenants with leases expiring in 2018. This gives them a call to action to express to us that they want to renew. In addition she recommends opening the application process for any new interested concepts for Market House restaurants and concepts for potential openings or new leasable space that may become available after renovations are completed.

This will give the FM a pipeline to act quickly should one of the current tenants decide not to renew their lease. There is concern that if a tenant does not want to comply with new policies or is ready to transition out of the Market House, the NFM is not in a financial position to have a long vacancy period.

The interior Market House availability after renovations includes the waste dock which will be available for a single or multiple concepts, with hoods.

ED Kennard asks for Board consideration to accept applications. Motion made, seconded and passed.

Chair Cardenas asks how long the former Sweet Stash space has been vacant. ED Kennard replies the month of November and that the hope is after December presentations action will move quickly. She adds that the waste dock area will be anywhere from 1,000 to 1,400 square feet, that there will be some kiosk space available and that there will be approximately 250 square feet of space available post renovations on the north side of the Market House.

Executive Director's Report

- **Winter Market:** Mary Self reports that the November Night Market was successful, with 12 vendors inside with a wide variety. Merchants were happy. There was an arts and crafts project for children that parents were pleased with so will repeat. The first Winter Wednesday on November 22 had eight merchants who did well. Saturday after Thanksgiving was Small Business Saturday with good weather and a good crowd. ED Kennard adds that Breakfast with Santa will be December 16, as part of Holiday Marketplace which is Friday Night Market and Breakfast with Santa Saturday. Batch has extended their selling space into the center of the Market House.
- **Composting:** Charles Kizer has been working on waste management and composting. Metro has a contract with the Compost Company. Clay from the Compost Company presented to the Board several months ago so now the NFM can plug into that contract and begin using it immediately. The Compost Company will provide some training to the merchants on back of house composting so Phase I is back-of-house. The NFM will provide 23 gallon slim jims to each restaurant which they will use to put compostable scraps in then take to designated compostable area. Compost Company is recipient of one of the TDEC grants to provide composting. Restaurants will be the focus first, then as renovations are completed along with new waste area, that will expand to public-facing composting at the Market. Vanderbilt and the Country Music Hall of Fame has already implemented this and has shared helpful tips on implementing. The goal is to launch in January. Ms. McCormack says that Margo restaurant had been composting and it cuts down significantly on waste. It is a challenge to get people to do it but it is worth it to teach people the reasoning behind it, to think about food waste and why there is so much. ED Kennard invited Ms. McCormack to come to the merchant training on composting and share her experience and advice. Mr. Kizer adds that in addition to the 23-gallon slim jims to each restaurant, there will be a 60 gallon tank to dump it in and that there

will be at least a twice-weekly pick-up, possibly more. Ms. McCormack says the slim jims are heavy and might be a challenge to some merchants and possibly a bucket will be easier to handle. She recommends making it as easy as possible.

- **Patio Improvements:** Mr. Kizer invites the Board to see the shade coverings and fencing around the patios. Poles have been installed for string lighting and there will be a concrete pour on the Rosa Parks side patio
- **Loading & Waste Center Renovations:** ED Kennard reports that an RFP is ready to go out and could be going any day. That includes about \$2.1 million in request for proposals for renovations for the Market House loading dock and waste center and will include shell build-out of new leasable spaces. That means walls and floors. Any tenants coming into new space would have to build out to their new concept. As renovations begin in the spring, if the board is in a position to approve applications of new tenants the process could be speeded up and they could move in as completed. NFM has been assured by Gobbell Hayes that if the RFP hits the streets in December and if the contract is completed in early January, the renovation time line will remain on track to be completed prior to the opening of the Museum.

Other Business

Chair Cardenas asks if there is a report in SipTN. Adam Acampora says that for a first-year event it went well, 522 tickets were sold though only 418 people checked in but that 85 tickets were sold the day of the event at the door. It was profitable. After expenses there is a bit less than \$14,000 net profit to be split between TFWA and Friends of the Farmers Market. The wineries have already had their meeting and would like to do it again in 2018. There will be a meeting this week between TFWA and Market staff to discuss what was learned from the first event and set a date for 2018. Vice-Chair Norman says she was not able to attend but friends did and they thought it was better than Wine on the River and they can't wait to attend next year. Mr. Acampora says that with much more time to promote next year it is hoped to increase attendance to at least 1,000.

There is no other business to report and nothing from the floor so Chair Cardenas adjourns meeting at 10:37 am. Next meeting is December 20th at 9:30 am.