



## Regular Meeting with Work Session August 28, 2023

**Call to Order:** The Board met in person in Council chambers at Richfield Village Hall. The meeting was called to order at 6:30 p.m. by Anita Gantner, Board Chair.

### Roll Call

Present: Anita Gantner, Mike Lyons, Steve McPeake, Holly Price, Mark Robeson, Mike Selig, Dave Wehner

**Also in Attendance:** Park Director John Piepsny, Township Trustee Don Laubacher, Village Council representative Sue Ann Philippbar, Volunteer Coordinator Susan Czaplicki, and approximately 11 other attendees.

### Pledge of Allegiance

## Work Session

### Structure Champion Program

Ms. Gantner opened a discussion of the Structure Champion Program, which was put together by Cleveland Metroparks advisor Kelly Coffman as part of the Strategic Plan. On closer inspection it needs some modifications and clarification.

Review of Legal Advisor Bill Hanna's comments on the document:

- 1) First paragraph after bullet points:
  - a) Is the description of a structure champion accurate? Board consensus is that it is, voiced by Mr. McPeake.
  - b) Where document mentions "all remaining structures", remove the word "remaining". Change wording to read, "all park structures" or just "champion structures".
  - c) How do we define "accessible"? Mr. Selig suggested removing the phrase, "available to the public". Ms. Price questioned what the board means by "accessible", and Mr. Wehner asked why that statement is even necessary.
  - d) Strike the sentence that begins with "regardless of involvement in the champion program". Keep the part that requires that a plan must contribute to the mission of the RJRD by adding "which contributes to the mission..." to the previous sentence.
  - e) Mr. McPeake suggested that the document refer to championing a structure rather than a building, since not all of the structures are buildings.
- 2) Next paragraph about definition and methods of co-championing a structure:
  - a) Mr. McPeake asked about co-champion vs. primary and secondary champions or donors.
  - b) Ms. Price spoke about donors vs. champions and different tiers of structures. Some projects are more involved than others.
  - c) Mr. Selig talked about park director's oversight of some projects more closely than others and level of involvement of champions.
  - d) Mr. Lyons suggested that the document should be more detailed about the reason for different structures being listed as co-champion structures vs. first, second, or third tier structures.

- e) Further discussion followed of how the structures were categorized during the strategic planning process. This included whether the board would be willing to hand over the operation and management of any structures under any circumstances. Some structures have been recategorized from the original, such as the packout building, so the various versions of the program do not agree and will need to be reviewed again.
  - f) Co-champion list was discussed, revised, and verified. For example, packout (like The Lodge) is in great shape and does not need to be on the list at all.
  - g) Mr. Piepsny stated that he would eventually like the shelters to have a similar look, with concrete wheelchair pads, new grills, and other amenities. That is beyond the scope of this discussion. Ms. Czaplicki reminded the group that some shelters had work done in the past, on the direction of previous boards, but Waterfront was not among them and needs some work, including a new roof.
  - h) Mr. Wehner reminded the board that some buildings were slated for removal. Mr. Robeson stated that the definition of "priority" should be determined. Ms. Gantner said that higher priority buildings are those that could be put to some use that is consistent with mission of RJRD. Mr. McPeake suggested that this discussion could be referred to a committee, but Mr. Robeson and Ms. Gantner said that this is a worthwhile exercise for the entire board to do.
  - i) Mr. Lyons suggested that Appendix I, which reviews the structures, could be reorganized to include further columns to identify use, condition, capital outlay required, and priority of work would be helpful to board's assessment and planning. This would help determine what should be done first with limited resources. Then it could be determined how long it would take to raise capital for desired projects.
  - j) Mr. Wehner suggested that all structures be opened up for champion option and the titles "champion" and "co-champion" should be removed. The entity proposing would bear the burden of determining whether to present a project based on the likelihood that a plan would be approved. The structures to be removed would not be part of the process. Board has final say on any project. Mr. Robeson said that priority could make a difference when board receives a proposal and asked if the structures should be listed according to prioritization. Mr. Wehner responded that the board can prioritize when a proposal comes in. Ms. Gantner said that potential champions might not care about board's priorities.
  - k) Ms. Price asked about end goal being to justify taking some buildings down that can't be sustained. Ms. Gantner stated that this is not how she sees it, but rather that the park cannot manage all of the structures that exist. The plan wording has been changed. If stabilization ceases, that could result in removal of a structure eventually, but there are no immediate plans to take buildings down, except for the tier 3 structures. Ms. Price reiterated that the co-champion structures are where the park's money will be directed. That distinction should be kept in place. Board agreed that classification of priorities will be removed, so all structures will be divided into a co-champion group and another large group of the rest of the structures. Ms. Gantner stated she will come up with some alternate wording, so the board will not be done with this process during this meeting.
- 3) Fiduciary considerations
- a) Under the timeline section, #3C includes a "revert to" clause for funds if the agreement is modified. The changed wording in 3B1, pertaining to voiding of MOU at board's discretion, is okay.
  - b) Transferring of funds if MOU is voided was discussed. Mr. Lyons said that it will depend on the arrangement described in the MOU with the champion. Ms. Price asked if a potential champion would have to prove that they have 70% of the necessary funds; Mr. Piepsny affirmed that.

- c) Mr. Wehner asked what an approved fiduciary agent would be. This would matter if funds had to be escrowed with another entity. Ms. Price asked if a champion needs to be a non-profit or if it can be a corporation. Mr. McPeake stated that part C is extremely vague.
- d) Mr. Wehner suggested that a champion should deposit 70% of the funds with the board or another designated depository. If champion holds their own funds, the board has no control. As an example, if in March 2028 the champion ceased operations, it would be determined what work still needs to be done and what invoices are outstanding. Part 3D defines what a fiduciary agent is and what funds are held in escrow. He questioned what happens after that.
- e) Mr. Robeson mentioned that there could be a champion project that did not require standard disbursement of funds. This would be determined depending on the situation and the nature of funding, e.g. fundraising, grants, etc.
- f) Mr. Lyons said document states that any work done by champion prior to 70% funding being secured is at champion's risk. Mr. Wehner said that RJRD has a liability if contractors do not get paid, regardless of who actually arranges the contract.
- g) Mr. Wehner suggested that parts 3C and 3D be removed and that in 4D the wording be added to specify that the funds deposited with RJRD be added. Mr. Selig stated that RJRD would serve as the fiduciary agent, since fiduciaries are expensive.
- h) Mr. Lyons stated that by June 2024, all MOU's need to be in place. He read additional portions of the document listing requirements by additional dates. He said that current deadlines listed do not seem realistic. Mr. McPeake questioned the rationale for putting deadlines on the document. Is the cutoff date for a specific intention? He said that deadlines on a timeline following a LOI and MOU do make sense. Ms. Gantner replied that the deadlines have already been extended. After the deadline, stabilization would end, meaning no further structural repairs would be made.
- i) Mr. Selig suggested that stabilization efforts should end one year after the board approves the champion document, but that dates could be left open-ended to allow LOI's for buildings if they are still standing at the time. Mr. Lyons clarified that when stabilization would cease, the board will no longer allow people to work on the structure. It would allow removal of buildings eventually if no plan has been proposed to use and restore them. Ms. Price stated that the park is hemorrhaging money in places where it is not known if there will be a return. Mr. Lyons questioned how much money has actually been put into buildings; people may be mistaken if they think a lot of money has been spent on buildings. Mr. Wehner said that the board has to look to the future financially, although reduction of cash is not primarily due to spending it on buildings.
- j) Ms. Gantner stated that the Friends have spent more money and resources on stabilization of buildings than RJRD has. Mr. Lyons said that a discussion will be needed with the Friends group to determine how they prioritize their investment.
- k) Ms. Gantner reiterated that a statement has to be made about what happens to funds if a project ends. Mr. Lyons asked what the board actually wants to achieve. He asked if funds should be put into an account over which they and the board have mutual control. Ms. Gantner said that there should be documentation to show that the funds are available and encumbered. Mr. Wehner said that encumbering doesn't matter if an entity goes defunct because there could be tiered creditors that would need to be paid.
- l) Mr. Wehner asked how inflation should be handled. Fundraising could stall and never catch up to inflation to cover expenses. Ms. Gantner suggested that a clause be added to cover this. Mr. Piepsny said that it should be on a case-by-case basis, as Mr. Robeson said earlier. Conditions can be added to the MOU.

- m) Mr. Lyons stated that parts C and D address the arrangement with the funds so that they are committed to the project. However, if the project fails, what happens to the funds that were raised for that project? Ms. Price said that document says a champion should propose a project but can't do work beyond funds they have already raised. The issue is whether the champion can pay for what's already been done. Mr. Robeson stated that the park should reserve the right to determine this on a case-by-case basis, putting conditions in the MOU, because funding sources differ from project to project. Board reserves right to determine how funds will be dispersed if project ends early, based on proposal by applicant. Mr. Lyons said that parts C and D should be replaced.
  - n) Part 3D will be removed. Part 3C will be updated to say that the MOU shall include how money will be held and dispersed if the agreement is nullified.
- 4) Further discussion followed about the framework of a champion MOU, the deadline dates for applications, and the defining of a destruction schedule.
- a) Mr. McPeake requested that part 1A be removed, the final deadline for an LOI being April 15, 2024. Keep deadlines following timeline after LOI submitted. Mr. Lyons stated that the board has the authority for which buildings are kept and which are removed and that no one can stop the board from removing structures, so the deadlines could be removed because they are arbitrary. This would prevent the document from being an embedded building destruction timeline. Additional discussion followed regarding the current stabilization efforts. Mr. Piepsny said that volunteers inspect the buildings almost weekly. He reminded the board that they voted on the timelines as part of the strategic plan. Ms. Price responded that the plan was voted on as a living document.
  - b) Due dates will be removed from all documents.
  - c) Ms. Price and Ms. Gantner discussed the idea that the stabilization language does not need to be part of this particular document. Remove part 4A but keep 4B and 4C to require funding according to timelines. Remove line about stabilization and MOU (4B2). Remove 4C3.
  - d) Ms. Gantner read that RJRD may withdraw a championable structure from the program but that they would need to notify the champion applicant as early as possible. Add Mr. Hanna's comment in this section. Mr. Lyons suggested that wording of application instructions should be modified to make it clearer. Ms. Price said that each LOI should be reviewed for board to provide feedback. Board may need more time to review and discuss LOI. Document should provide sufficient time for champion to submit full application. Board agreed on 6 months' time, with possibility to extend if needed.
  - e) Ms. Gantner read the paragraph regarding oversight of champion projects by RJRD director, including Mr. Hanna's change, upon which the board agreed.
- 5) Ms. Price moved on to section 4 of the full application, the operations and maintenance plan, asking if a champion is responsible for this forever. Mr. Selig said that this portion is included so that board knows what they are taking on once a plan is completed. A discussion followed about what is reasonable to expect champion to predict. Mr. Wehner stated that the insurance could potentially go up, depending on improvements and use, and said that the champion needs to figure out how to pay for the added insurance. Mr. McPeake said that champion should be allowed to propose a capital project rather than an ongoing maintenance plan. Mr. Lyons asked if RJRD is prepared to maintain a championed building in the future. The board must evaluate if they want to put funds into the building. Ms. Price said that current wording puts burden on champion. Ms. Gantner stated that the board needs to be aware of each situation. She stated that the operations and maintenance plan should be removed. Ms. Gantner will work on another version of the structure champion documents.

**Comments from the floor**

Bobbie Beshara (4268 W Streetsboro): Ms. Beshara stated that she agreed with a lot of what Mike [Lyons] said and asked what other parks have done. The main concern will become maintenance of structures. The board should determine which buildings should be prioritized to be championed and what the goals are. Ms. Beshara said that she thinks the board should tell people which structures should be championed. For every plan they should determine who looks at the plans, reviews the work, who pays for it, and who determines engineering approval and what materials are used. All is important, but the board should determine the buildings.

Corey Ringle (3613 Hawthorne): Ms. Ringle commented on the question about maintenance and oversight. She stated that the Friends can provide maintenance and service information from their vendors and can provide a document outlining recommended schedules and costs, particularly for co-championed buildings. Responsibility of maintenance should perhaps fall on the entity that is reaping the benefit of rental revenue. Regarding materials and structure, consider adding the Summit County Building Department's required review of every plan as part of the MOUs.

**Regular Meeting****Approval of Minutes**

Minutes of July 24, 2023 regular meeting were reviewed but Ms. Price requested a revision regarding the discussion of proposed Music Fest expenses in the work session.

**Standing Committee Reports**

**Governance:** Mr. Lyons stated the Governance Committee met on August 23. They looked at the bylaws. Another meeting is scheduled for right after this meeting, but need to present to board 30 days before review. Committee won't have 30 days before next meeting, so board won't be able to consider until the October meeting. [Committee did not meet following the board meeting because required notice was not given.]

In addition, the committee looked at the Friends MOU and made observations about the document. It was suggested that they might rewrite the whole agreement. After reading through a lot of the memorandum, the committee agreed that it is not a practical document. They will take up this discussion again in a subsequent Governance Committee meeting.

The MOU is a meeting of minds that involves some discussion with the other party. The committee will put together a revised document and present it to the board.

Regarding the bylaws, they have been simplified and streamlined. Statutory language has been incorporated where appropriate. Mr. Lyons asked if the board's committee structure should be incorporated into the bylaws. However, the committees are listed in the committee policy document, which is more extensive and more easily modified.

**Grants & Fundraising:** Mr. Selig stated that the last meeting was in June. In preparation for the state capitol bill, they will reach out to the state representatives. Mr. Selig, Ms. Gantner, and Mr. Piepsny had a brainstorming meeting to work on a document to present to them.

The focus of grant requests for park improvements will be on making the park more accessible. Potential projects will include repaving the driveway, an accessible trail, and rerouting the Buckeye Trail through the park.

A donation request was submitted to Menard's, but the committee has not heard back yet.

The Nature Works grant for the Upper Lake bridge was submitted earlier this year; it's hoped an answer will be received soon. Plans are being made for grant applications for next year. One

option is a paddling enhancement grant involving the boathouse, on which Mr. Robeson is taking the lead, and a connection to Richfield Woods.

**Administration Report:**

For the Park Director report, Mr. Piepsny gave a presentation on the work flowchart representing the organizational structure of the park staff, volunteers and contractors. This shows who reports to whom within the organization. He emphasized that the residents are at the top of the chart.

Mr. McPeake asked what the results were of the Music Fest. Mr. Piepsny responded that he does not have all of the expenses in yet, but that otherwise his report is ready and will be given to the board as soon as he has the rest of the information. A small loss is expected for the event, which was attended by around 300 people.

**Treasurer Report:**

Mr. Wehner reported the following numbers:

Ending balance for July was \$534,000. There is about \$17,000 in outstanding checks. \$245,000 is restricted for the bond. That leaves \$272,000 in unrestricted funds.

\$24,000 in cash inflows: \$2,000 in miscellaneous including donations and lease; \$22,000 from rental of The Lodge.

\$34,000 in cash outflows: \$25,000 from general fund for payroll, utilities, etc.; \$6,000 from Lodge fund split about evenly between commissions and repairs and maintenance; \$3,000 in repairs and maintenance.

**Old Business:**

None

**New Business:**

None

**Announcements:**

The next regular board meeting will be held on September 25, 2023.

An Open House will be held on Sunday, September 24, 1-4 p.m. Highlights of RHP achievements will be presented, and featured structures will be open. Board members will be posted at the buildings.

Mr. Lyons asked if anything will be sent out to residents and suggested that next month's newsletter be devoted to the levy itself. Mr. Piepsny said that they will develop an infomercial but will wait until an issue number is assigned by the board of elections.

The fall/winter program guide, Heritage Highlights, is online at the RHP website.

**Comments from the Floor:**

Councilwoman Bobbie Beshara offered her congratulations on the Music Fest.

**Adjournment:**

**MOTION by:** Mr. Lyons, seconded by Mr. McPeake, to adjourn the meeting.

**MOTION PASSED:** Vote taken by voice, which was unanimous.

Meeting adjourned at 8:34 p.m.

Submitted by:

Accepted by:



Polly Wheeler, Administrative Coordinator



Anita Gantner, Board Chairperson

Approved by \_\_\_\_\_

Date \_\_\_\_\_

Approved by \_\_\_\_\_

Signature \_\_\_\_\_

Signature \_\_\_\_\_





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