

COMMITTEE ON COMMUNITY IMPROVEMENT

January 9, 2001

7:00 PM

Chairman O'Neil called the meeting to order.

The Clerk called the roll.

Present: Aldermen O'Neil, Clancy, Cashin, Lopez

Messrs: J. Madden, D. Muller, R. MacKenzie

Chairman O'Neil addressed Item 3 of the agenda:

Ratify and confirm poll conducted December 7, 2000 approving a request to utilize the balance of MER funds for emergency repairs to a Parks dump truck utilized for snow removal operations.

On motion of Alderman Lopez duly seconded by Alderman Clancy, it was voted to ratify and confirm the poll.

Chairman O'Neil addressed Item 4 of the agenda:

Ordinance Amendment:

"Amending Section 37.03, "Advisory board" by inserting new language prohibiting persons holding positions within the entity association, or organization designated by the Advisory Board to manage services within the Central Business Service District from serving as members of the Advisory Board."

Alderman Levasseur stated I wanted to bring this forward. I had a few people advise me that this would be a good idea to separate the two so that the Advisory Board could report directly to the Aldermanic Board the way it is supposed to and I feel that the trustees sitting on the Advisory Board creates a conflict. It is one thing for...the Advisory Board is supposed to oversee the management service. It

is not anything strictly with Intown, it is any organization that is hired by the City to run the downtown district, the Central Business District, shouldn't be serving both. You shouldn't have people serving on the Intown Board and also serving on the Advisory Board because the Advisory Board is actually supposed to be making recommendations on how that management group is working. It is meant to separate the two entities and have them be able to make decisions without any bias from the actual trustees that are sitting on the... whoever is managing that Central Business District.

Chairman O'Neil asked is Bob MacKenzie here. John, are you here on this item. Would you like to come up please? John, I don't know if you had a chance to take a look at this ahead of time. You heard a little bit about what Alderman Levasseur's concerns were. Would you care to comment?

Mr. Madden stated yes, Sir. I appreciate the opportunity to comment. For everybody's benefit my name is John Madden and I am the Vice-Chairman of the Board of Trustees of Intown Manchester, one of the founding trustees and also a member of the CBSD Advisory Board. I would like to start off by saying I would urge you to not support this proposed amendment. The first question I would ask and I know that it is not my place to sit here and ask questions, but I guess I would ask rhetorically what really is the reason for the proposed change. There is no conflict of interest at all between members of the Board of Trustees of Intown Manchester and members of the CBSD Advisory Board. In fact, there is nothing but a complete identity of interest. The CBSD Advisory Board must exist independent of the Intown Board of Trustees by virtue of State law and City ordinance. There needs to be a CBSD Advisory Board. The Intown Manchester management Board of Trustees, practically speaking, fulfills that function. The Intown Board of Trustees does advise and consult with the City on the two, which are very limited, roles that the CBSD Advisory Board is supposed to perform, which are advising the Board of Mayor and Aldermen on the scope of services and on the boundaries of the district.

Chairman O'Neil asked what do you folks believe the scope...I understand recommending the size of the district but the scope of services. What do you believe that means?

Mr. Madden answered basically it means what is outlined are the responsibilities of Intown Manchester management under the contractual relationship which exists between Intown and the City. That contract has worked out the details of that or worked out between Intown Manchester staff primarily, the executive director and the Planning and Community Development Department. That is a negotiated

process that results in a contract. Things can get modified in terms of the scope of services from time to time as you all know through the CIP process if there are some additional things or additional services that you as the Board of Mayor and Aldermen would like to see Intown perform. Those are the things that get worked out through the budget process in terms of additional responsibilities and an additional source of funds to accomplish those responsibilities.

Chairman O'Neil stated I didn't mean to cut you off, but when you mentioned scope of services I just wanted to get your thoughts on that.

Mr. Madden stated what we have here through Intown Manchester is really...you know you have the prototypical Central Business Service District, which was envisioned by the basic one that is addressed and is envisioned by the State statute and by the City ordinance, which is what used to be in Manchester up until Intown was formed in 1994 or 1995, which was basically a downtown improvement association whose function was limited activities like basic street cleaning, hanging some flowers and things like that. It was limited to literally downtown Elm Street and there was no staff. There was an assessment that was raised to do that and the Advisory Board in that case really were a bunch of dedicated volunteers who did the work. Now Intown Manchester management came out of the LDR study as one of a list of recommendations about how to improve downtown Manchester and it used the CBSD model as a vehicle to enable a much larger district and to provide for what Intown is all about, which is a larger organization, professional organization, with a staff and with a much wider range of services. I think that the direct relationship does exist today between Intown and the City that is envisioned as why there needs to be a need for an Advisory Board. I think that direct relationship was a fundamental principle when Intown was formed. The executive director and the trustees can and do interact with the City primarily as I said through the Planning and Community Development Department and Intown Manchester does report directly to the Board of Mayor and Aldermen when asked and as appropriate.

Chairman O'Neil asked do you know who the contract with Intown...what City staff person or department is responsible for administering that.

Mr. Madden answered Planning and Community Development; Bob MacKenzie is the contact.

Chairman O'Neil asked do you happen to know with regards to...I guess the Mayor makes the appointments to the Advisory Board but who is responsible for...

Mr. Madden interjected did you just ask me about Intown Manchester or the Advisory Board.

Chairman O'Neil replied Intown and the contract was what I asked you but now with regards to the Advisory Board, who is responsible for making sure that meetings are held and that there are members on the Advisory Board and there aren't prolonged vacancies. Is there a City staff person responsible for that?

Mr. Madden responded my guess is that would be Bob MacKenzie as well, but once Intown was formed the CBSD Advisory Board became frankly by intent and by definition it became very dormant because it was again, the concept behind the formation of Intown was that yes there has to be a CBSD Advisory Board, but the Intown Manchester management board is really performing all of those roles and functions and that is the reason why today you have got a lot of similarity. You have a lot of the same people that are or were on the Intown Board that are on the CBSD Advisory Board now. That is not accident. That was intentional because that is the way it was envisioned that it would work best.

Chairman O'Neil stated I just want to make sure for my history that I understand this. The Central Business Service District has been around for a period of time?

Mr. Madden replied I think it goes back to the early to mid-80's.

Chairman O'Neil stated in 1985 that was formed and it was out of an LDR study using the Central Business Service District as kind of the starting point or whatever that Intown was formed. What year was that?

Mr. Madden replied 1994/1995.

Chairman O'Neil stated so the Central Business Service District was around 10 years before Intown was formed and they were doing the stuff like the plants and that was being done by the Central Business Service District and then this Intown, a more formal organization, was formed. I don't want to put words in your mouth, but if I understood you right you said at that point once Intown was formed the Central Business Service District kind of went dormant.

Mr. Madden replied that is correct because you had the Intown Manchester management board and as I said it used the CBSD model as a vehicle, but the recommendation was that Manchester form, as many other cities around the country had, a downtown management organization. That was considered by all

of the people involved and by the Board of Aldermen because they supported this formation, that it would be something that was beneficial to the revitalization of downtown.

Alderman Levasseur stated, John, I know you think there is a lot of intent, all kinds of machiavellian intent behind all of these things that I am doing, but would you agree with me on one thing. Let's say there was no two boards. Let's say we just got rid of the Advisory Board and you just were the Intown Board. Wouldn't that be the okay thing to do? Instead of having two boards, you would have just one. Otherwise you are really just having one board anyway so what is the use of having two boards? That is the question that I have. Why have two boards?

Mr. Madden replied that is a good question and the answer is because by statute you have to have a CBDSD Advisory Board. You can't get around it. This is something that all of the original people that got involved, both public and private in the formation of Intown wrestled with this for a long time but at the end of the day the conclusion was that they have to be two separate...again by law and by ordinance, they have to be two separate even though they do the same thing and you say well why do we have to have it, I asked that same question probably 15 times in those meetings and the answer came back well because you do. So, therefore, the intention was and what happened was the two boards would look very much alike because the Advisory Board, again their roles are limited to advising the Board of Mayor and Aldermen on any proposed changes in the district or on the scope of services and that all happens very directly as part of the whole process of Intown working with both the Planning Department and directly with the Board. You have to have two, but to set-up the Advisory Board is something totally different and give it a role that is outside the scope, as we see it, the scope of the ordinance number one and number two outside the principles and the concepts and the intent under which Intown was formed makes no sense.

Alderman Levasseur stated that is probably the biggest reason for this separation under the ordinance. The Advisory Board is intended to advise the Aldermen of what they think is going on and to come and say...the trustees, I am not saying you specifically. I know it comes down to personalities, but whatever that management group is doing to make sure they are following what the Advisory Group thinks they should be doing so the only problem is when you have that cross over between the trustees jumping into the Advisory Board you don't have a separate and distinct entity so if we are not going to have a separate and distinct entity, then we should only have one otherwise you have four people serving on one that don't make those meetings and then you have a couple of people who are going to that meeting and it is kind of like you have, instead of 14 trustees you

actually have 17 members because you have an additional bunch of people on the Advisory Board. That is the problem I have with that. If they are going to be separate and distinct and they are supposed to be, then they should be in all essence.

Mr. Madden responded again, saying they have to be separate and distinct is different than saying you have to have two. You have to have two the way this is set-up, but they certainly don't have to be separate and distinct because they have the same basic responsibility. The key here in the formation of Intown was that it would work directly and closely with the City as partners. It would be a partnership arrangement in that the Board of Trustees and the executive director understand full well the nature of that role and that responsibility and the responsibility for what is being done here, which is putting public money to what we all happen to believe collectively is a good use. It is that partnership role which is absolutely critical to the success of the whole thing. We can and we have worked directly and responded so that there is no real...there is absolutely no need to create as you say a separate and distinct entity which now takes on a whole set of series of responsibilities, which are either duplicative or adversarial or that it is envisioned that this Advisory Board has to take on some sort of a proactive oversight role in terms of what is happening. It is not necessary because we are here to respond directly to you and to your designee, which is Bob MacKenzie and if we are not doing anything...once we fail to have a meeting of the minds it is envisioned that the time has come that Intown has outlived its usefulness or it is not getting the job done...

Alderman Levasseur interjected which nobody is asking for by the way. I just want to make sure you know that.

Mr. Madden replied I understand but you won't need an Advisory Board in between us to get us that message. Having sat on both boards and having been on the Intown Board since it was formed, I am totally baffled as to what the purpose is going to be in the formation of a totally separate and distinct and independent board and all I see out of that is that it is going to create more busy work and interfere with Intown's ability to form its agreed upon and designated role and mission for the City. Then you end up having to...it is going to take other people time to be on that board and to do what? It is not necessary.

Alderman Hirschmann stated I just had one question. It was a follow-up to your question, Mr. Chairman. You asked a question about vacancies with the Advisory Board. My question is vacancies and terms with the Board of Trustees. Who

follows up those terms? Who fills the trustees? There are some expired terms. Whose job is it to really do that on the Board of Trustees?

Mr. Madden answered the Board of Trustees is independent so that is a role of the Board of Trustees themselves. They have a nominating committee and when there is a vacancy on the Board of Trustees, the nominating committee nominates someone.

Alderman Hirschmann asked aren't there some terms, Mr. Madden, and the terms expire. The trustees can serve like two terms and then they are supposed to find somebody new?

Mr. Madden answered yes.

Alderman Hirschmann asked are you doing that.

Mr. Madden answered I believe we are. We have had some turnover since it was founded. I think there is a six-year limit.

Alderman Hirschmann stated I read the rules and I was curious about that aspect of it.

Mr. Madden replied I don't believe we have anybody held over beyond that. I did want to get back to the question of vacancies on the Advisory Board. That is the function, I think, of Bob MacKenzie. What you had was in 1995 when Intown was formed a number of people were nominated and approved for the Advisory board and subsequently in 1998 two other people were proposed but it is the Mayor's appointment.

Chairman O'Neil asked, John, would it be a fair statement to say that with regards to the Advisory Board in either filling vacancies or lack of attendance by board members that it was the City's responsibility to police or is the City's responsibility to police.

Mr. Madden asked on the Advisory Board.

Chairman O'Neil answered yes.

Mr. Madden replied well I think you have to realize the context in which the Advisory Board existed. The Advisory Board only has really up until recent months, since the summer some time, only had to do one thing after Intown was

formed and that was to respond to a proposed change in the boundaries of the district in 1998.

Chairman O'Neil asked so the statute doesn't say that they have to meet regularly or anything like that.

Mr. Madden answered I am not sure. It may say one of those things where they are supposed to meet annually and if it does, then that has been an oversight which I think now has been identified and will be corrected.

Chairman O'Neil stated Atty. Muller is here and he probably had this dropped in his lap at about 5 PM. Dan, we don't want to put you on the spot but if you happen to be familiar with any of the items we talked about we would certainly appreciate your input.

Mr. Madden replied I am not that familiar with RSA 31:120-125. I would have to look at that and look at the precise...

Chairman O'Neil interjected that is the statute with regard to the Central Business Service District Advisory Board.

Mr. Madden replied correct.

Alderman Lopez stated we are saying that by law we need this Advisory Board. Secondly, the Intown Board does everything so to speak and apparently by law the advisory board has to do something. They just don't make an advisory board to do nothing. They have to do something. The City Solicitor would have to look at that. I don't have the answer. My question to you is if there is...right now I understand that there are two Advisory Board members on there is that correct? How many Advisory Board members are there now?

Alderman Levasseur replied I know there are two, John. I know that you and Doug are on there but I don't know if there are others.

Mr. Madden responded you have Fran who is not a...Mark Taylor used to be on the Intown Board. He is not.

Alderman Lopez stated my question would be if the Advisory Board looked at the Intown Board and felt that they were taking the wrong direction then under the law they would come to the Board of Mayor and Aldermen and advise the Board of Mayor and Aldermen, if I am understanding you correctly. Otherwise we would

never know what is going on other than what Intown reports to us, but like everything else, if you come here and say something we take your word as a gentleman and a scholar in whatever you are doing but as we all know and realize, sometimes there is great disagreement in the direction as we just did in the BMA in shrinking the district. It seems like this problem has been going on and on and on and the Advisory Board, whoever they may be, don't have the opportunity or didn't have the opportunity or didn't come before the Board of Mayor and Aldermen and say hey we have this problem here because of whatever the situation is. If you have two prongs, don't you consider that makes it a better system?

Mr. Madden responded frankly no. With all due respect, I don't. Whatever recent problems you are talking about, I don't know how the Advisory Board...well the Advisory Board is supposed to play a role in changing the boundaries of the district but that part aside, there is almost constant interaction between the executive director of Intown Manchester and City staff. It is not like Intown Manchester is operating in a vacuum and you need an Advisory Board to be looking over its shoulder on behalf of the Board of Mayor and Aldermen so that you can be confident that what is going on is what should be going on.

Alderman Lopez asked isn't that our job.

Mr. Madden answered it is your job, but it is the Director of Planning and Community Development who is the designated point person by the City and who interacts all of the time with Intown Manchester management on contractual issues and administering the contract, which is really the issue of what you are talking about in terms of whether or not the services are being performed properly or not. Again, as a practical matter knowing how it works and...I just see no benefit whatsoever and certainly not one of improving the effectiveness of Intown or giving you or the Board of Mayor and Aldermen any comfort that the job is being done right from reconstituting an advisory board with people who aren't on the Intown board. I think that it is not necessary to put another layer in there. I would hope...if anybody has any questions you can ask Bob MacKenzie or to the executive director or the Board of Intown Manchester. We would want to respond directly. The by-laws of Manchester Intown Management specifically and unequivocally place the Mayor and the Ward 3 Alderman on our Board of Trustees for just that reason. We are supposed to work together. We want the Alderman and the Mayor to be on our Board of Trustees so that there is a close working relationship so that we have constantly open lines of communication in terms of what is going on. It all gets back to the premise under which Intown was formed and that is really a key premise. Once that starts to come apart and we are

not working together and we are working in a more adversarial relationship, there is no reason for Intown Manchester to exist because there is no way it can be effective then.

Alderman Lopez stated the only point I want to make and again the City attorney can look at this but if there is a function under the law that the Advisory Board does play, then I think you have to take a look at that. I don't know what it is under State law. State law doesn't just create boards for the sake of just creating boards. You have to have a function and duty.

Mr. Madden replied you are right and when you attorney looks at it, what he is going to come back with because we have had these discussions with Bob MacKenzie, is it is very limited. It is to advise the Board on proposed changes to the boundaries of the district or on the scope of services that are being provided within the district that then get charged back to the members of the district.

Chairman O'Neil stated what I would like to do now is...we have a quick item that I know Bruce Thomas is here on and this discussion is going to go on for some time and I don't think Item 5 is going to take long. Should we table this or suspend it?

Ms. Thibault replied you can just take up Item 5.

Chairman O'Neil addressed Item 5 of the agenda:

Communication from Timothy J. Clougherty regarding additional improvements at Gill Stadium, suggesting \$30,000 be appropriated with the expedited projects in the upcoming FY2002 CIP budget process.

On motion of Alderman Cashin, duly seconded by Alderman Clancy, it was voted to send this item to the FY2002 CIP budget.

TABLED ITEMS

6. Communication from Robert S. MacKenzie submitting information on HOME projects under Manchester Neighborhood Housing Services as requested by the CIP Committee.
(Tabled 11/28/00)

This item remained on the table.

7. Copy of a communication from the Deputy Finance Officer to Alderman Gatsas relative to funding options for Millyard parking facilities.
(Tabled 9/18/00)

On motion of Alderman Clancy, duly seconded by Alderman Cashin, it was voted to remove this item from the table.

Chairman O'Neil asked Mr. Sherman why this item has been on the table for some time.

Mr. Sherman stated that Alderman Gatsas had asked for this information at a previous meeting.

On motion of Alderman Clancy, duly seconded by Alderman Cashin, it was voted to place this item back on the table and to ask Alderman Gatsas if he wishes any further action on the item.

8. Communication from the Director of Planning regarding the possible land acquisition of a piece of property on the westerly edge of Wolf Park.
(Tabled 9/18/00)

This item remained on the table.

9. Future Year CIP projects.
(Tabled 8/7/00)

This item remained on the table.

Discussion continued on Item 4.

Alderman Clancy stated, John, you say that in 1985 the Central Business Service District was formed. I am a little green on this but are there people who served on both boards? Like yourself, do you serve on both boards?

Mr. Madden replied I do. I came to the CBSD Advisory Board from the Intown Board, but I believe that Mark Taylor, Frannie Ciriello, Bill Norton and maybe Scott McQuade were all members of the early days original CBSD Advisory Board who were active in the formation of Intown and then came on the Intown Board.

Alderman Cashin asked are they still on both Boards or just on one now. I know that Fran is on the Intown.

Mr. Madden answered Fran is no longer on the Intown Board of Trustees. In December of 1995, Fran, Bill Norton, myself, Mark Taylor and Scott McQuade were on the Board of Trustees.

Alderman Clancy asked are those members still active.

Mr. Madden answered yes by and large they are. Fran is no longer on the Intown Board. She was then. Mark was on the Intown Board then. He is no longer but he is on the CBSD Advisory Board. Bill Norton has helped in the formation of Intown but he is not actually a board member and Scott McQuade was one of the original board members. In 1988, Mike Massey and Doug Gherlone were appointed. Doug is on the Intown Board now. I don't believe he was on the Intown Board when he was appointed to the Advisory Board, but I might be wrong.

Alderman Levasseur stated but he does sit on both boards now.

Mr. Madden replied yes. If you are looking for the actual numbers, the hard numbers, right now you have got myself and Doug Gherlone who sit on both.

Alderman Clancy asked who oversees Rich Davis' services.

Mr. Madden answered the Board of Trustees of Intown.

Alderman Clancy asked in other words if something is going to be going on downtown and we say okay Rich put some flags up or put the flowers out, you people advise him what to do and he more or less does it.

Mr. Madden answered we act as a board. He is more the idea guy and the get it done guy and everything else. He uses us as an executive director would use a board in terms of coming to us for approval when it is appropriate, bouncing ideas off of us, getting suggestions and all of that stuff.

Alderman Clancy asked and when he is looking for money, he comes to us right.

Mr. Madden answered that is correct.

Alderman Clancy stated he just got \$30,000 I think out of the Highway Department to do this extra trash pick-up on the weekend. As far as, Joe, you having a problem here with people serving on both boards and this and that I have to hear a little more information. I am just feeling you people out. As far as I am concerned, I would like to table this until I get more information. I am trying to find out where people stand. As far as the area itself, the Central Business Service District and people as far taxing and stuff like that, I think that they should only tax people who have businesses and not residential homes or apartments and stuff. Some of the areas, from what I was told when I do take a ride around quite frequently, only certain areas are getting some of this stuff. What are you doing as far as beautifying like Chestnut Street? Is that in the area, Joe?

Chairman O'Neil replied that is not really the issue tonight. Alderman Levasseur, to his credit, has forced some good discussions about a lot of things. We had a great discussion and I think made a very proper move on rezoning the district. I think we took care of many of the buildings that were exclusively housing. I think most of those, I won't say all, are out. I think we took a very positive step with that action and to his credit he has forced some very good discussion on this.

Alderman Cashin stated as I have said before, I don't have a problem with the way it is set-up now. I think it gives us some continuity. It all evolved from the downtown merchants themselves coming to the Board of Aldermen and saying look here is what we want to do. It wasn't the Board of Aldermen at any time going to downtown merchants and setting up this district or anything else or raising the money. It was their idea coming to us. I think it is working and it is working well. Personally, I would say leave it alone.

Alderman Levasseur stated, John, you said that the Advisory Board has only had to make two real recommendations in the last couple of years. In 1998, the Advisory Board made the recommendation to the Aldermen to expand the district but that actual thought to expand that district came out of the Board of Trustees, right?

Mr. Madden answered that is correct.

Alderman Levasseur stated I read the minutes and you guys on the Board of Trustees said okay let's expand the district. Now, in order to expand that district you had to go to the Advisory Board and you had to give them a presentation, which I know was done. Now, don't you think it is kind of and I don't want to use the word disingenuous, I just think there is a conflict and I don't think that is a word that is intended to say anything bad about anyone. It is just that there is a

conflict because the trustees wanted to expand the district and if the Advisory Board has those same trustees sitting on it, that is where the conflict arises because then the Advisory Board is not separate and distinct in making their determination. Then again, you made another determination; the Advisory Board again came to this Board to shrink the district. Now, the Advisory Board had guys from the Board of Trustees that wanted to increase the district and now were sitting on the Advisory Board and didn't want to shrink the district. That is the problem that I think we have.

Mr. Madden asked who wanted to shrink the district.

Alderman Levasseur answered it was a couple of ideas from different people, constituents, who had come to the Aldermen. The people in the district didn't want to be in the district anymore so they brought the whole thing to us but don't you see the conflict is that the Trustee Board wants to keep the district the same and the Advisory Board wanted to...you know what I mean?

Mr. Madden responded the purpose of the statute that creates the Advisory Board is to make sure that you have property owner involvement in the input that is given to the Board of Mayor and Aldermen about the district. I think it specifically says you have to have seven members, not less than five, who shall be owners or tenants of property within the proposed district and you can have up to two others that are at-large members. The language that sets the Board of Trustees for Intown has very much the same language in it in that a certain number of the trustees have to be among the largest property owners. If you try to get back to the original principle, but for the law there wouldn't have to be any Advisory Board. It is the Intown Board that is claiming that role so if the Intown Board which is made up exactly the same way as the Advisory Board is supposed to be made up under law and that is no coincidence but if they want to propose a change in the district they bring it forward to you.

Alderman Levasseur replied I understand where you are going and I agree with you on that. The only problem is if you had a new management company come in, John, a totally different group...you see people keep thinking of Intown. That Intown is actually the management group that provides the services, so that management group actually forms its own trustee board and its own committee members and its own people who think the way they think. That is what you do when you have your own company. You hire your trustees and the people who work for you and work together. This is the reason why there has to be separation because they are a separate group that are hired to manage the services and the Advisory Group is supposed to make sure that those services are being provided. I

would like to ask Mr. MacKenzie the question of the day. Bob, do you think that the two should be separate?

Mr. MacKenzie stated that is a policy question. Ultimately, the Board has to be comfortable with the groups that are advising them. You have the ability to create the body that is the Central Business District Advisory Board. If you are not comfortable with the make-up and not comfortable with a recommendation, you can make the changes. I have, over the last few years, worked directly with Intown and with the CBSD. I have never really found any situations where I thought there was a conflict of interest. We have worked pretty well with them. We have had some issues. We have had some differences of opinion, but we worked through those and I think the changes that have occurred in the downtown have been pretty positive.

Alderman Levasseur asked, Bob, why have two then. Why have an Advisory Board and an Intown Trustee Board?

Mr. MacKenzie answered the real reason was that up until 1995 much of the work was being done by the Central Business Service District Advisory Board. Even though the authority was delegated to me, our office felt that the Board, those representatives of the downtown, should be making the critical decisions. That was probably beyond their statutory authority. As John Madden indicated, their authority is to identify the scope of services that should be offered and to identify the geographic boundaries. The primary concern that I saw and the reason that Intown was created was that the CBSD in our office still had to follow all of the procurement codes and a lot of businesses felt that they should be somewhat more distant from that to get things done quicker so they didn't have to follow the procurement codes. That was one of the main reasons that another board was created and was actually contracted with the City to do the work. There was actually a competition for the contract. Proposals were submitted to our office. Both Intown Manchester submitted a proposal and another organization from Salem submitted a proposal for this work.

Alderman Levasseur asked who decides on who gets the contract. Is it the Advisory Board?

Mr. MacKenzie answered at that time, we had the legal authority to select the contract. The Board has since, actually in 1999, the Board authorized this particular Committee, the CIP Committee, to have the authority to directly contract with Intown or whatever party you feel appropriate.

Alderman Levasseur asked the Advisory Board would be the one that would normally hire the outside agency to come in but not in this instance or it is not like that anymore.

Mr. MacKenzie answered we actually sought assistance from the CBSD but it was the Planning Department at the time that the Board gave the authority to to select a contractor. We did go speak to the CBSD at the time and got their input, but the Planning Department originally made that decision.

Alderman Levasseur asked so the Advisory Board is just defacto. It has absolutely no power and is just there in face only and only has to meet to make recommendations to the Board. They make the advice to this Board to expand the district even though it came from the Board of Trustees. You don't see a conflict with that, Bob? The trustees want to expand it. Shouldn't they just be the ones that come to the Board instead of having a defacto Advisory Board that has members that sit on both?

Mr. MacKenzie responded the Advisory Board is both under City ordinances and State law so unless the State legislation was changed, there has to be a separate CBSD Advisory Board.

Chairman O'Neil stated I think it is good keeping this discussion going but what I am going to recommend after the discussion is that we table it because Alderman Clancy said he wanted some information and I would like to see a list of who is on the Central Service Business District and who is on the Intown Board of Trustees because I don't have a clue. The other thing I was going to ask at the end was ask Dan Muller to take a look at, in a little more detail, the State statute. I think Alderman Lopez made a very good point. They must have put this for some reason and maybe it doesn't specifically affect Manchester and maybe it had something to do with another community but you hit something on the head that is has almost created a defacto or whatever the correct term is. I know that some of these other...the Housing Authority has a separate corporation that does something but maybe we could ask Dan at the end to take a look and try to come up with a summary of why this statute exists and what is supposed to be done and are we following that. Let's continue with the discussion.

Alderman Lopez asked, Bob, under the contract and I think this goes to follow-up and everything else, but under the contract the Intown Board of Directors reports to you and tells you this and whatever the case may be but do they provide you with minutes of their meetings. What do they do? How do they go about it?

Mr. MacKenzie answered I do have a staff person that tracks Intown. That is Sam Maranto. He has actually been involved with the CBSD since its inception in 1984. He tracks and checks the bills when they come in. We get copies of the minutes. We occasionally try to make those meetings, but typically don't always get a chance to. I do have a staff person who has tracked the program over the last few years.

Alderman Lopez asked do you recall anytime during that period of time when you would have called Intown and said no, you are out of bounds with the contract that you signed with the City and you can't do this.

Mr. MacKenzie answered typically if there has been a question, Rich Davis will call Sam and say are we allowed to do this or what should we do about a particular project. I do remember there was one building façade improvement request that I think both our staff and Intown were a little uncomfortable with handling in the normal way because the owner was a Board director and that particular façade improvement program, the handling of it, came into our office rather than being handled by Intown. There have been occasions where they have asked for money and talked with our staff and our staff has said it is not realistic that you are going to get CIP funds for that and maybe you can find the funds another way.

Alderman Clancy stated Bob I know that there are a few disgruntled people out there regarding the size of the area, but you can't please everybody all of the time. My contention is, from what I have been listening to, that we bring back the district to where it originally was. I think it was maybe from Auburn to Bridge Street or something like that. Is that what it was John? What was the original area?

Mr. Madden asked back in the mid-80's or 1995 versus 1998.

Alderman Clancy answered in 1995.

Mr. Madden stated it was beyond Bridge Street, I think.

Chairman O'Neil stated the changes that we made at the last meeting and I don't have the map with me, but other than keeping Elm Street north of Bridge, we did bring the district back to Bridge Street.

Alderman Cashin asked, Bob, the way it is set-up presently you really haven't had any problem with. You work together and everything has been going okay?

Mr. MacKenzie answered I have never seen any particular problems or serious conflicts. There are members of the CBSD Advisory Board that are not Intown and frankly the discussions have been pretty good at the Advisory Board. There have been differences of opinion at those board meetings so the discussion has been well balanced.

Chairman O'Neil stated Bob you mentioned that you try to have someone from your staff attend the Intown meetings. Does someone from your staff attend the Central Service Business District meetings and I know they are rare?

Mr. MacKenzie replied normally Sam would go and if he can't make it, I attend. Actually, there is a meeting tomorrow morning of the CBSD. I think they are preparing to look at the next year's budget and layout the timeline that was discussed.

Chairman O'Neil asked who is responsible for monitoring, and I asked this of John, but the fact that the Central Business Service District reports directly to the City and the appointments are by the Mayor, is it your responsibility to make sure that we have a full slate of people on the CBSD Advisory Group. Is it your responsibility and if for some reason somebody is appointed and not showing up whose responsibility is it to have that person replaced?

Mr. MacKenzie answered it is the Chairman's responsibility in both of those instances. We try to help the Chairman, Fran Ciriello, but in essence it is the Chairman's responsibility.

Chairman O'Neil stated I would like to table this.

Alderman Cashin moved to table this item.

Chairman O'Neil stated I know what items of information I would like and maybe the members of the Committee and Alderman Levasseur and Alderman Hirschmann, if there are items that they want a response to...let's make sure this goes to the Committee and at least Alderman Levasseur and Alderman Hirschmann because they are here tonight. I will start with Alderman Hirschmann. Is there any specific item that was not answered that you would like an answer to?

Alderman Hirschmann stated no. I was just here for informational purposes.

Chairman O'Neil asked Alderman Levasseur the same question.

Alderman Levasseur stated I would like Bob MacKenzie to get me a list of other cities that have a CBSD Advisory Board and hire out a management group to see if that is a normal procedure.

Chairman O'Neil stated these responses should go not only to Alderman Levasseur, but to all members of the Committee and Alderman Hirschmann.

Chairman O'Neil asked Alderman Lopez if there was a specific item that he would like an answer to.

Alderman Lopez answered there are two and one is that the City Solicitor investigate the State law regarding the Advisory Board. Do we have, well you are a non-profit organization and you have by-laws...does the Advisory Board have by-laws?

Mr. MacKenzie replied that is a good question. I can't answer that.

Alderman Lopez stated I would like to see a copy of those by-laws if there are any.

Mr. Madden replied I would say there aren't any. Again, I have a copy of the ordinance in front of me and I think when the City attorney responds to you you are going to be surprised that...the question keeps coming up why are they there and there must be something they are supposed to do but they are only supposed to be there to advise you if you want to consult with them on changes to the boundaries or it says here "the Board of Mayor and Aldermen shall consult with the Advisory Board of the Business Service District in selecting specific services or level of services to be provided." It is just that simple.

Alderman Lopez responded that is very true. That might be what the ordinance says but the State statute might say something else and I want the attorney to look at that and if the Advisory Board has by-laws I would like a copy of them.

Chairman O'Neil asked Alderman Clancy if he had anything.

Alderman Clancy answered no. Right now I feel pretty comfortable. Like I said, I am going along with what I am hearing here tonight. I am digesting what I am hearing and right now I haven't heard too many complaints. The only complaint I heard was from people regarding the boundaries but since we shrunk that I haven't heard any more complaints so I feel comfortable. I think they are doing a good

job. If anybody has any complaints they can give me a call and I will talk to Rich Davis myself. I am pretty friendly with him and his staff. That is the way I operate. If I have any complaints I just give him a call and ask him what is going on.

Mr. Madden stated I think that is the way it was envisioned in the beginning.

Chairman O'Neil asked Alderman Cashin if he had anything.

Alderman Cashin answered as I said as far as I can see it is working. If it is not broken, why fix it?

Chairman O'Neil stated, Dan, John referenced the ordinance. I would be curious of your interpretation on the ordinance. Is it a two-way street or should it be that the Board of Aldermen ask the CBSD for recommendation and that is the only way they really should be acting on either scope or size or is it a two-way street and can they just meet and make a recommendation to the full Board. I would also like an interpretation or a summary of the RSA and information on why it was created. Maybe it was created for one specific community and it has kind of been expanded. Any information you can get on the statute, I think, would be helpful. The other thing is I would like to see a list of who is on the Central Business Service District, if there are terms with that and when they expire. I heard some discussion earlier and I was a little confused on whether it was the CBSD or the Intown Board of Trustees, but Alderman Levasseur mentioned something about six years. Are there term limits or does it continue for as long as they are appointed or reappointed and the same thing with Intown. Just a list of their members. I have no clue who is on what, when, where or any of that stuff.

Alderman Levasseur stated, John, you said that the Advisory Board is only interested in the size of the district.

Mr. Madden replied what the statute says at both levels because without pretending to be an expert the City ordinance is almost word for word the State statute and I wouldn't be surprised if the State statute was written in response to Manchester wanting to do this back in 1985, but by ordinance or by statute the responsibilities of the Advisory Board are very, very limited to consulting with or advising the Board of Mayor and Aldermen on the scope of services once it is formed and once the district is formed, on any proposed changes to the boundaries of the district.

Alderman Levasseur asked now you are meeting tomorrow morning on the budget itself, but the budget has already been taken care of by Intown, right so you are just bringing it to the CBSD to get advise on it. I know it was already given to the Mayor, right?

Mr. Madden answered I think this was a meeting that was scheduled a long time ago and I don't know if anything went out on it so I am not sure who is going to be there.

Alderman Levasseur asked, Bob, do you have any minutes from the CBSD meetings or do you not keep them. I only have one copy and that was from 1998.

Mr. MacKenzie answered there were minutes that came out of the last CBSD when they made a recommendation to the full board. That came from the Chairman.

Alderman Levasseur asked can I have a copy of that.

Mr. MacKenzie answered I can get a copy of that for you.

Alderman Levasseur stated that is the question. You are going tomorrow for a meeting on a budget that they are going to approve, but the budget has already been done by you guys. That is another conflict. I am not sure who is the one who is supposed to make the budget? Obviously, the trustees are, right?

Mr. Madden responded that is right. The Trustees approve the budget. What is happening now...are you looking at the January 10 date? Is that why you think there is a meeting tomorrow, Bob?

Mr. MacKenzie stated Sam told me that he was preparing something. He had the revised map and he told me that he had spoken with the Chairman and was planning to go tomorrow morning.

Mr. Madden replied really. Well, the schedule I am looking at says January 10, 2002 so you might be a year early. I didn't think we were going to get the jump on that. I think the first meeting this year is supposed to be in April but what is happening now is that already as a result of the last six months, vis a vie Intown and a lot of the discussion that has gone on some of those people have felt that it was incumbent upon them to take on a much broader role, really an oversight role, over Intown Manchester management. That is the real issue that has to be dealt with here because if you go back to the beginning when it was formed, that was

never envisioned and I think you mentioned a couple of times what really muddies the waters here and that is because it is a contractual relationship. It is a contracted organization so you can play the "what if" game. What if it is not Intown and then you start envisioning an arms length contractor that is contracted with the City to do hundreds of thousands of dollars worth the work and all of the sudden they are the ones that are representing themselves and advising the...but that is not what it is. Again, when this was formed it was formed in response to efforts by not only City officials, but property owners and private citizens, taxpayers all, that we needed an organization like this. Now, as it proceeded along, it became somewhat clear for whatever reason and frankly I never really fully understood them, that we needed to have a separate CBSD Advisory Board and that we needed to contract with the City as opposed to doing it in the pure CBSD arrangement which is raise the money, the money gets handed over to Intown, which is the same thing as the Central Business Service District. Well, that couldn't happen but if we ever get into a situation where the thing has to go out to bid again and Intown for whatever reason isn't selected then you wouldn't have the same situation anyhow because you would have an arm's length contractor. Again, an Intown Board is a mirror image of what a CBSD Advisory Board is in terms of the make-up of property owners and businesses and retailers in the district. If you had some company come in from Boston or someplace who decided they wanted to be in the downtown management business and they wanted to compete for this contract and they won it, you wouldn't have there...

Alderman Levasseur interjected you wouldn't have the Trustee Board, you would just have the Advisory Board.

Mr. Madden stated you would have the Advisory Board. They would have their own Board of Directors, the same way Intown does, but there would be no identity of interest there because they are an arm's length contractor. The contract just exists because for some reason, I think Bob said for procurement or who knows what but we are all in this together. That is the way we see it.

Alderman Levasseur stated let me ask Bob a question because this really brings up a good point. Why is it that the Intown Manchester organization has to have a trustee board? Is that by law or statute, Bob?

Mr. MacKenzie replied no. That was by choice.

Alderman Levasseur responded that is by choice. That is not because it is incorporated or anything like that, John?

Mr. Madden replied well it probably is but again if you go back to the formative stages of this thing, it was key for it to be independent of City government and apolitical, not involved in the politics or anything else. They are to do a job, apolitical, bipartisan, non-partisan, whatever you want to call it and that is the way it needs to be with its own Board of Trustees that is made up of major property owners and that is who is running it. It is not...and you know there was some discussion as I am sure you can imagine about wait a minute we are going to agree to tax ourselves to raise more money you know the usual discussion about services we should have and if we are going to do that we have to set-up an organization that controls how it is all going to be done. That is all the history on that.

Chairman O'Neil stated one final thing before we bring this to an end tonight. Dan, can you just in your opinion as part of your research just define what is meant by scope under the statute and the ordinance because it is a good point. Does scope mean philosophy of what the service is? Is it oversight of what the services? We need to make that clear. John, if I understood you right if for some reason it is not...Bob, can you give us the date of when the Intown contract is up. That might be...I know we just renewed it last year.

Mr. MacKenzie replied I can get you the exact date, but it is roughly another year and a half.

Mr. Madden stated it is June 30, 2002.

Chairman O'Neil asked, John, do I understand you right that if for some reason Alderman Hirschmann starts a downtown management company or say Mary Brown starts a downtown management company and the contract at the end of this thing does not go back to Intown but goes back to this new X, Y, Z management company, if I understood you right they could set-up their corporation anyway they want. They may have a Board of Trustees or a Board of Directors and they may not. If I understood you right, you would say that the players who are kind of wearing both hats now would probably continue...how do I want to word this, as the Central Business Service District Advisory.

Mr. Madden replied yes.

Chairman O'Neil stated so it is just because of this unique situation when the Central Business Service District in order to fall within the law that Intown was set-up. It is really just an extension of the Central Business Service District group.

Mr. Madden responded exactly. That was the theory behind it. That was the concept. That is the philosophy. Again, I hate to sound like a broken record but it is the whole partnership approach. We are here in partnership with you and trying to collectively do the best we can for the whole City.

Chairman O'Neil stated we have asked from City staff for some information. Please get it out to the CIP Committee as well as to Alderman Levasseur and Alderman Hirschmann. For the record, if City staff wants to copy John Madden that is fine. He spent the time to be with us tonight. We will table this.

Alderman Clancy duly seconded the motion to table this item. Chairman Hirschmann called for a vote on the motion. There being none opposed, the motion carried.

Chairman Clancy asked, Bob, is a month a reasonable timeframe for you to get this information.

Mr. MacKenzie answered some of this stuff is already available. I know there is some work for the Solicitor.

Chairman O'Neil asked Dan, is a month reasonable or do you have your hands full with something.

Mr. Muller answered I can get an answer to you within a month.

Chairman O'Neil stated so we are tabling this for the February CIP meeting.

There being no further business, on motion of Alderman Cashin, duly seconded by Alderman Clancy, it was voted to adjourn.

A True Record. Attest.

Clerk of Committee