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**West Reading  
Community Revitalization Foundation  
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## **WEST READING COMMUNITY REVITALIZATION FOUNDATION BOARD OF DIRECTORS MEETING**

### **MINUTES**

**MAY 7, 2012**

#### **Foundation Board of Director Members Present**

Shane J. Keller (Mayor of West Reading), President; Phil Wert (West Reading Borough Council) Member; Robin Horman, (LiLiBea's) Secretary; Dr. Mark G. Dougherty (Penn Avenue Dental) Vice President; Richard Sichler (Borough Manager); Margaret Bligh (The Reading Hospital and Medical Center) Treasurer; John Woodward, (Third & Spruce Cafe) Member; Rebecca J. Doubek (Firefly on Penn); and Deborah Hutcheson (Charles Hutcheson Fine Jewelry). A quorum was present.

#### **Foundation Board of Directors Members Absent**

None.

#### **Guests Present**

Katharine Marshall (volunteer); and Val I. Lacis (Reading Eagle).

#### **Staff Present**

Dean L. Rohrbach, Elm Street Manager; Melanie B. Weidner, Main Street Administrative Assistant; and Dan Becker, Solicitor, (Kozloff Stoudt).

#### **Call to Order**

Shane J. Keller called the meeting to order at 6:01PM.

#### **Public Comments**

Ms. Hutcheson introduced Katharine Marshall who is working with the Promotion and Marketing Team and Business Association to prepare a fundraising letter and a sponsorship package for our events. Mr. Woodward questioned the Fashion Show event in the budget asking: Do we have such a surplus of cash that we can incur expenses and give the proceeds to another organization? Ms. Doubek stated the Fashion

Show is Tina Shank's event and should not have been included in the budget. Mr. Keller said there have been problems in the past regarding committees operating independent of the board. Ms. Doubek asked for specifics. Mr. Keller mentioned a lack of communication between committees and the board; handshake agreements; and the handling of cash which jeopardizes the organization when time comes for our audit. He stated our new Governance Guidelines are a way we are attempting to get better control on our operations. Mr. Keller thanked Ms. Marshall for taking steps in the right direction and applauded the hard work of all CRF volunteers.

### **Approval of Joint Authority/Foundation March Meeting Minutes**

Mr. Keller noted that tonight's meeting was advertised as a joint Authority/Foundation meeting so we could pass the March minutes.

**MOTION** to approve the Main Street Authority (MSA) board minutes for March 2012 was made by John Woodward and seconded by Phil Wert. (3-0)

**MOTION** to approve the Main Street Foundation (MSF) board minutes for March 2012 was made by Robin Horman and seconded by Deborah Hutcheson. (8-0)

### **Foundation Treasurer's Report**

The CRF April financial reports were included in member's packets. CRF Treasurer Margaret Bligh noted the bank accounts for the MSA and MSF have all been closed and their assets transferred to the CRF.

**MOTION** to approve Phil Wert as the Main Street Authority Treasurer was made by Phil Wert and seconded by Shane Keller. (3-0)

**MOTION** to approve the Main Street Authority financial report for March 2012 was made by John Woodward and seconded by Phil Wert. (3-0)

**MOTION** to approve the Main Street Foundation financial report for March 2012 was made by Dr. Mark G. Dougherty and seconded by Rebecca J. Doubek. (8-0)

**MOTION** to approve the April CRF financial report and accounts payable report was made by Deborah Hutcheson and seconded by Dr. Mark G. Dougherty. (9-0)

A DRAFT 2012 CRF Budget was included in member's packets. A discussion ensued concerning various events and staff was instructed to adjust the budget accordingly. Mr. Rohrbach commented CRF Committee Chairs need to follow the budget categories more when planning events. Ms. Doubek mentioned Ms. Weidner currently provides committees with copies of the budget.

Ms. Weidner reported new bank accounts have been opened at Customer's Bank, VIST Bank, and Sovereign Bank. Signers need to visit Sovereign Bank at 840 Penn Avenue, Wyomissing or contact Argetime Evans (610.378.8511) to make arrangements.

### **Promotion and Marketing Team**

Ms. Hutcheson reported *First Thursday on Penn* event had music for the first time this season and generated business for her shop. The *Love West Reading Block Party* was busy last year and seems to come at a good time. It's anticipated many merchants will participate in decorating for the *Armed Forces Day Parade*. So far over 70 artists have applied to *Art on the Avenue* and forty-five have confirmed their participation and the others have until Mother's Day to confirm. Finally, Ms. Hutcheson reported she and Ms. Doubek are moving forward with *Fall Festival on the Avenue* lining up beer and bands. Ms. Doubek added West Reading Elementary Center is interested in using our events to raise funds for their annual Camp Out for graduating 6<sup>th</sup>-graders.

### **Business Association**

There was no Business Association report.

### **Elm Street Report**

A copy of the Elm Street Manager Report was included in member's packets. Dean L. Rohrbach, ESM, reported DCED has contacted him and is now renegeing on our Keystone Community designation and \$50,000 implementation grant. They will, however, fund our public improvement grant at \$250,000. They say we need to come up with an additional \$13,495/year for five-years (\$67,475 total) commitment to make up the difference between borough's \$35,000 and actual salary & benefit total of \$48,495. It must be a five-year commitment of \$13,495/year. A solution to this problem is to either reduce the ESM salary by \$13,495 or eliminate all benefits for the ESM position.

**MOTION** to approve **Resolution No. 1205-01-CRF** authorizing the CRF to guarantee \$13,500 a year required for five-years (\$67,500) to provide the ESM with benefits was made by Dr. Mark G. Dougherty and seconded by Rebecca J. Doubek. (9-0)

The solicitor was asked to explain the property acquisition process under the PARR program. Mr. Becker responded the board can designate someone to negotiate an agreement of sale using the standard PA Association of Realtors® form with certain conditions such as bank financing, environmental tests, and the board's final approval. The board's approval could come by having a quorum during an Executive Session which could be called anytime and wouldn't require any advance advertising. At that time VIST Bank would work with us to complete their environmental questionnaire. Once a sales agreement is received, we would work with the County Rehab Specialist to determine the amount of work needed to get the property to where it is saleable. At that time, VIST would receive the sales agreement and the Rehab Specialist's estimate which would then be supplied to an appraiser. After the appraisal is received VIST would set a settlement date with a title company. Prior to settlement VIST would need an insurance certificate listing VIST Bank as first mortgagee and the amount of insurance would be for the cost of the property plus improvements (or the as completed appraised value). We would also need a formal resolution from the CRF board specifically allowing the organization to purchase to property. We can then settle so that the property can be

purchased. Mr. Woodward and Dr. Dougherty would then coordinate drawing down from the line-of-credit. Mr. Becker also explained VIST Bank will be very vigilant concerning mechanic's liens and it will be incumbent on us to get proof of payment to ensure our general contractor is paying his sub-contractors.

### **Old & New Business**

CRF Governance Guideline Manual: A DRAFT was included in member's packets. Mr. Keller stated our new Governance Guidelines are a way to get better control on how our board and committees operate. They are based on a similar document adopted by the NAC to define roles, responsibilities and procedures in an attempt to reduce confusion and provide new members with an orientation. Mr. Keller stressed the importance of board member's reviewing the DRAFT and passing their comments on to Mr. Rohrbach before the next CRF meeting in June.

Tail Insurance to protect directors and officers because of the reorganization was discussed.

New Employee Forms are required since government views us as a new business with new employees.

Executive Session: The board entered Executive Session at 7:16PM to discuss personal and legal issues. Executive Session ended at 7:33PM.

**MOTION** to approve **Resolution No. 1205-02-CRF** authorizing John Woodward to negotiate to purchase properties for the PARR program on terms agreeable to the CRF board including using the standard PA Association of Realtors® agreements of sale form with conditions including: bank financing, passing environmental tests, and the board's final approval was made by Dr. Mark G. Dougherty and seconded by Rebecca J. Doubek. (9-0)

### **Adjournment**

**MOTION** to adjourn was made at 7:37PM by Dr. Mark G. Dougherty and seconded by Robin Horman. (9-0)

### **Next CRF Board Meeting:**

**Monday, June 4, 2012 at 6:00PM**  
**West Reading Borough Hall**  
**500 Chestnut Street, West Reading, PA 19611**