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**WEST READING MAIN STREET JOINT BOARDS  
AUTHORITY & FOUNDATION**

**MINUTES  
OCTOBER 6, 2008**

**Call to Order**

Shane J. Keller, MSA Chairman and MSF President, called the meeting to order at 6:08PM.

**Foundation Board of Director Members Present**

Shane J. Keller (Mayor of West Reading), President; Deborah Hutcheson (Charles Hutcheson Fine Jewelry), Vice President; Dr. Mark G. Dougherty (Penn Avenue Dental), Secretary; George I. Tindall (West Reading Borough Manager), Member; Kevin Conrad (West Reading Borough Council), Member; Rebecca Simmons (Firefly on Penn), Member; Margaret Bligh (The Reading Hospital and Medical Center), Member. A quorum was present.

**Foundation Board of Directors Members Absent**

Michael Morrill (West Reading Borough Council), Treasurer; Lynda Kuhn (West Reading Resident), Member.

**Authority Board of Directors Present**

Shane J. Keller (Mayor of West Reading), Chairman; John C. Woodward (Third and Spruce Café), Vice Chairman; Carol Wells (Sweet Surprises), Secretary; Caitlin Degler (Berkshire Bank), Treasurer; Kevin Conrad (West Reading Borough Council), Member. A quorum was present.

### **Authority Board of Directors Absent**

All members present.

### **Staff Present**

Nevin Hollinger, Main Street Executive Director; Melanie B. Weidner, Main Street Administrative Assistant; Dean L. Rohrbach, Elm Street Manager; Daniel Becker, (Kozloff Stoudt), Solicitor.

### **Guests Present**

Brandy Lorah (Elm Street Resident); Herbert Oswald and sons (West Reading Residents); Lori and Scott Scheirer (Elm Street Residents); Larry Shaub (Reinsel Kuntz Leshar LLC); Lori and David Weidenhammer (Elm Street Neighborhood Advisory Committee).

### **Public Comments**

There were no public comments.

### **Approval of Minutes**

Mr. Conrad made a motion to approve the August 4, 2008 meeting minutes. Motion seconded by Dr. Dougherty. Motion Passed 10-0.

Ms. Wells made a motion to approve the September 8, 2008 meeting minutes. Motion seconded by Dr. Dougherty. Motion passed 10-0.

### **Audit Report – Program Year Ending December 31, 2007**

Mr. Shaub presented the board with the West Reading Main Street Foundation review report. He described the difference between a review report and an audit report. Mr. Shaub reviewed the year end financial statement between 2006 and 2007. Mr Shaub noted that a Form 990 was also completed for the Foundation to be returned to the Bureau of Charitable Organizations.

Mr. Shaub reviewed the West Reading Main Street Authority Audit for 2007 that included the audit opinion. The report reflected a deficit for 2007 that was rectified in the beginning of 2008. A number of audit adjustments were needed. Mr. Shaub also reviewed the report directed to the Board. He reported that there were no significant transactions that were necessary to bring to the Board's attention. It was noted that a number of adjustments were necessary that were made as part of the auditing process.

There were a few internal control issues that included funds received and dispersed by same individual, year end reports not prepared, payroll recorded based on net not gross, pre-ordered purchase orders not utilized, computer security and internet user issues that require written guidelines, no written policies.

**Motion: Accept the audit 2007 reports for review. Motion made by Mr. Woodward and seconded by Ms. Hutcheson. (Motion passed 10-0)**

### **Business Improvement District Renewal - Bid Opening**

Mr. Becker opened and presented the three bids.

Picture Perfect:	\$23,500	(Year 1)
	\$47,000	(2 Years)
	\$70,500	(3 Years)
	\$94,000	(4 Years)
	\$117,500	(5 Years)

Travis Lawn Care:	\$17,200	(Year 1)
	\$19,200	(Year 2)
	\$19,900	(Year 3)
	\$20,600	(Year 4)
	\$21,300	(Year 5)
	\$98,200	

Threshold:	\$23,920	(Year 1)
	\$24,440	(Year 2)
	\$24,960	(Year 3)
	\$25,480	(Year 4)
	\$26,000	(Year 5)
	\$124,800	

Mr. Becker will review the bid packages for completeness and present his recommendation at the Monday, November 3, 2008 board of directors meeting.

### **Treasurer's Report (Authority)**

Ms. Degler presented the board with the Authority's September Income and Expenses. She indicated that as of September 30, 2008 there was a net of \$249; net income for the year \$10,873.02. Partners Design has agreed to waive penalty payments on the

outstanding balance owed to them for Phase IV since there has not been any drawdown on that project. It is anticipated that payment can be made by year end.

Elm Street is showing a balance through September 30, 2008 of \$19,900.49. The interest on the money market account for Elm Street is averaging \$85-\$90 per month.

She suggested finding a sponsor for postage to save money. Ms. Degler also noted that having an approved budget would assist on producing a more detailed report.

**Motion: Accept the Treasurers report for the Authority for August and September 2008. Motion was made by Mr. Woodward and seconded by Carol Wells. (Motion passed 5-0)**

The Foundation Treasurer was absent. Mr. Becker will check the Foundation's By-laws.

### **Executive Directors Report**

Mr. Hollinger distributed his monthly report. He provided the following highlights. Fall Festival was a well-run, has excellent entertainment, good crowds and very good food. It was a successful event. The Kutztown Small Business Development Center would like to coordinate with Main Street activities and are working on a proposal.

Mr. Hollinger distributed financial information for both the Foundation and the Authority that showed expenses as of September 30, 2008 with projections through the end of the year. He spoke about the importance of having a substantial number of financial procedures in place for the successful operation of the organization. A very important segment is an approved budget which will help provide an overall financial operating guide for both Main Street and Elm Street. The draft revenue and expense lines were reviewed. (Draft budget information attached). Discussion followed regarding payment of the fees owed the former Executive Director and the source from which they may be drawn. Budgeting, reporting, accounting and questions about grant monies were discussed. Mr. Conrad, Ms. Degler and Ms. Hutcheson were appointed as a Finance committee to work on the 2009 budget.

**Motion: Approve the Executive Directors report. Motion made by Mr. Conrad, seconded by Ms. Degler. (Motion passed 10-0)**

### **Elm Street Program and NAC Activities (Authority)**

Mr. Rohrbach provided a brief financial overview that projected a good financial picture until March 2009 for Elm Street. He passed out a DCED application draft that will cover a two year time period. It includes 2, \$250,000 residential reimbursement grants. In addition he described other components of the grants including: revolving loan fund; the need to conduct an advertised public meeting; the need for a Borough & NIDA Resolution that supports the application; the components required for a revolving loan fund, including the composition of the lending committee; 2008/2009 goals and objectives adopted by NAC. There was discussion regarding the purpose of the public meeting and the time period over the next few weeks in which it should be held. It was suggested that Mr. Rohrbach contact PDC, get some more information and then get back to Mr. Keller. A public meeting containing the required agenda can then be scheduled. Mr. Rohrbach also reported on the other components of the grant package, that includes both a planning and operating grant. Mr. Rohrbach and Mr. Tindall reviewed some of the major changes that are proposed in the grant package. Also discussed was the proposed expansion of the Elm Street area, which will be under consideration in the future. Mr. Rohrbach asked that a motion be provided to approve the 2009/2010 Elm Street Goals and Objectives.

**Motion: The 2009-2010 Elm Street goals and objectives be approved. Motion Made by Ms. Wells, seconded by Ms. Degler. (Motion passed 5-0)**

Mr. Rohrbach noted that due to a lack of a quorum at the last NAC meeting some of the material could not be approved. There was some discussion regarding what constitutes an acceptable voting means within a municipal organization.

It was reported that the Governance Manual still requires approval. In addition,

Mr. Rohrbach reported that two seats were currently open on the NAC and a number of recommendations were made to fill those seats. It was suggested by a number of the Authority members that they would like to meet the proposed NAC members, before they are voted onto the NAC.

The Governance Manual was reviewed by the Authority and a number of change recommendations were made including: (1) resident membership- it was suggested that proof of residency be documented by where an individual pays his/her taxes; (2) attendance requirement recommendations were made regarding missing three consecutive meetings or missing one more than 50% of the meetings within a 12 month time period; (3) proxy voting is not allowed; (4) five members constitute a quorum.

Mr. Rohrbach will make the proposed changes to the manual as discussed and send it back out to the Authority for review and action. The Authority recognized the importance of taking action on the document prior to years end.

Mr. Rohrbach reported that he has been spending a considerable amount of time on developing the grant packages for submission to DCEC. He noted again that those grants include: 2 residential reimbursement grants; 1 planning grant and 1 operational grant. Each grant requires a 10% match, which can come from any number of cash or in-kind sources.

Furthermore it was suggested that new prospective members be introduced to the NAC first and then the NAC make a recommendation to the Authority for placement.

Mr. Rohrbach indicated that he would continue to work with Ms. Degler on the proposed Elm Street budget.

**Motion: Accept the Elm Street Managers report. Motion made by Mr. Conrad, seconded by Mr. Woodward. Motion passed 5-0.**

#### **Design & Rehabilitation Team Report (Foundation)**

Information included in Executive Directors report.

#### **Promotion & Marketing Team Report (Foundation)**

Taste of West Reading's new date is Saturday, March 21, 2009.

Ms. Hutcheson reported that 1st Thursday is a year-round event, however the free concert series is concluded for the year. Mr. Bower was presented a \$50 gift certificate for the excellent job he did in organizing the bands through the 2008 season. Mr. Bower has agreed to head the 2009 concert series.

#### **Business Association Team Report (Authority)**

It was reported that there have been a number of inquiries regarding the oil program from Association members.

Fall Mixer at Winedown this Wednesday.

**Old and New Business**

A question was asked regarding parking meters. Information will be forwarded.

**Adjourn**

Ms. Degler made a motion to adjourn. Mr. Conrad seconded the motion. Motion passed 10-0.

**Executive Session**

The West Reading Main Street Authority Board of Directors convened an executive session following the board meeting. The session required no further action from the board.