

## **Board ~~Workshop~~ Meeting Minutes**

**Date:** Thursday, December 18, 2025

**Time:** 6:30PM - 8:45PM

**Location:** Town Hall - 307 E Kennedy Blvd

**Type:** CRA Board Meeting

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**Call to Order:** Vice-Chair Theo Washington called the meeting to order at 6:30pm.

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**Roll Call:** Quorum was established through roll call by Ms. King.

### **Board Members Present: (6)**

**Vice Chair** Theo Washington, **Director** Wanda Randolph, **Director** Tarus Mack, **Director** Donovan Williams, **Director** Ruthi Critton (6:58pm), **Chair** Angie Gardner (6:44pm)

### **Board Members Absent: (1)**

**Director** La Dwyana Jordan

### **Staff Present: (4)**

**Executive Director**, Michael Johnson; **Program Coordinator**, ShaK Jones; **Town Clerk**, Veronica King; **Attorney**, Greg Jackson

### **Invocation and Pledge of Allegiance**

Vice-Chair Washington led the invocation through a Moment of Silence followed by the Pledge of Allegiance

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## **Citizen Participation**

Angela Johnson (Resident) - addressed the board with concerns focused on transparency, accountability, and public access. She requested clarification on public records related to the selection and contractors for the 119 South West Street project, asking whether a board-approved contract exists and seeking the corresponding resolution or documentation. She also questioned the terms of a line of credit, specifically whether repayment extends beyond the CRA's 2027 sunset and how such agreements receive board approval. Additionally, Angela challenged a proposed employee merit pay award, noting discrepancies in the calculations and staff count, and urged the board to move consent agenda items into full

discussion to enhance transparency in decision-making. Angela questioned agreement for old Club Eaton that needed clarification.

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## **Consent Agenda**

Director Randolph **MOTIONS** request all items/ 1-7 be moved to board discussion; **SECOND** by Director Mack. All moved to **DECISION** items.

**AYE: ALL, PASSED.**

## **Board Discussion**

### **Resolution CRA-R-2025-48:**

**Town Clerk King:** Read the resolution into the record.

**Director Randolph:** voiced strong concerns over the quality and detail of the financial reports provided to the board. She stated that the current reports mainly list check numbers, dates, and amounts, but lack essential details such as to whom checks were paid and the purpose for each transaction. Randolph stressed that, as stewards of public funds, the board must receive more comprehensive and transparent documentation—specifically, a register or report clearly indicating the date, payee, and purpose for every check or expenditure. She also emphasized that this request had been brought up previously but not yet addressed, and she called for immediate improvement in financial reporting to enable proper board oversight and accountability.

**Director Mack:** Director Mack acknowledged Director Randolph's concerns about financial transparency. He suggested that, instead of raising such questions during public meetings, board members should communicate their information needs directly to staff beforehand. Mack explained that he has never had a problem getting details about expenditures when he asks staff privately. He emphasized the importance of communication between the board and staff to resolve issues efficiently and avoid unnecessary conflict during meetings. Mack clarified he wasn't undermining Randolph's rights but advocated for better communication practices to streamline board operations and prevent misunderstandings.

**Executive Director:** explained that the monthly financial reports provided to the board include copies of the town's bank statements and a summary of revenue and expenditures. He clarified that all checks are generated through the town's finance department and emphasized that the board and members are welcome to request additional details—such as information about specific checks or transactions—directly from finance staff. Johnson acknowledged that this level of detail had not been requested previously but committed to obtaining and providing the comprehensive information sought by the board. He assured members that, moving forward,

such requests would be fulfilled, and the process would be improved to ensure everyone has access to the needed financial data.

**Vice-Chair Washington:** related his own experience with banking, explaining that while standard statements may list only check numbers and amounts, more detail (such as the payee and purpose) is accessible if deeper inquiry is made (like clicking in an online system). He pointed out that all board members, except two non-elected ones, already have access to the agency's bank account and can obtain detailed information at any time. Washington reassured the board that, should there be any questions, additional efforts would be made to ensure transparency and provide the necessary documentation to all board members.

**Outcome of Resolution CRA-R-2025-48:**

After a thorough discussion addressing board concerns about financial transparency and documentation, a motion was made and seconded to approve resolution CRA-R-2025-48 (approval of the November 2025 financials). The board proceeded to a vote, and the resolution was approved. Board members were reminded that additional financial documentation and explanations would be provided as requested to address the concerns raised during the meeting. Vice Chair Washington motions to approve.

**AYE: ALL; Oppose: Director Randolph. Randolph/Mack 4/0 PASSED.**

**Resolution CRA-R-2025-49:**

**Town Clerk King:** Read the resolution into the record.

AYE: ALL; Oppose: Director Randolph. Gardner/William 4/1 **PASSED.**

**Resolution CRA-R-2025-50:**

**Town Clerk King:** Read the resolution into the record.

**Vice-Chair Washington;** MOTION to approve. Questions:

**Director Mack:** expressed support for granting merit pay to CRA employees, provided the process is fair and transparent. He asked clarifying questions about how the proposed merit pay amount was calculated and whether similar principles applied for town staff. Mack advocated for equal treatment and fairness across both sides of CRA and town employees, highlighting the need for holiday recognition and goodwill for hard-working staff, regardless of the number of eligible employees. He acknowledged concerns about policy and process but ultimately favored proceeding with the proposed merit pay, viewing it as an appropriate gesture of appreciation for employee contributions.

**Director Randolph:** voiced skepticism and concern about offering merit pay to CRA employees at this time. She questioned whether the current employees have enough tenure or demonstrated impact to warrant merit-based financial recognition, and requested more detailed

justification from management for such awards. Randolph pointed out that most staff had been in their positions for less than a year and observed that the pay rates for part-time CRA staff were already comparable to or higher than those of some full-time town employees. She called for a more thorough explanation of merit pay criteria, expressed doubts that sufficient progress or programmatic achievement had occurred to justify such payments, and advocated for clearer, more transparent standards and documentation before approving merit pay.

**Director Williams:** expressed support for the executive director's proposal to grant merit pay to CRA employees. Drawing on his experience as both a business owner and board member, he asserted that it is appropriate for staff to receive extra compensation as a gesture of appreciation, even if their tenure is less than a year. Williams emphasized that decisions about day-to-day management—including merit rewards—should be entrusted to the executive director, and he highlighted improvements and survival of the agency since the director's return. He noted that providing one-time merit pay is a standard, reasonable practice for acknowledging employees' hard work and morale, especially during the holidays.

**Director Critton:** Director Ruthie Critton focused on clarifying the retroactivity of the proposed merit pay. She specifically asked whether the merit payment would cover work performed since October, marking the start of the current fiscal year, and sought confirmation that it would be distributed in the near term. Critton also agreed with the suggestion that a formal policy should be developed for future merit pay decisions. Her comments helped the board clarify both the time frame and administrative process for awarding the bonus.

**Vice-Chair Washington:** supported granting merit pay to CRA employees, emphasizing that this payment is a one-time, non-recurring "holiday" gesture rather than an ongoing raise. He sought to ensure board members and the public understood the distinction and suggested that merit pay, when awarded, should serve as recognition for employees' extra efforts during the year. Washington also referenced precedent, noting that both sides (CRA and town) have used merit bonuses to boost morale and reward staff. He affirmed his support for the proposed merit pay under these clarifications.

**Mayor Gardner:** Mayor Gardner addressed the board during the merit pay discussion by raising the issue of whether there should be an official, written policy governing merit pay for employees. She directed this question to the board's attorney to ensure legal compliance and organizational consistency. Her inquiry prompted confirmation from legal counsel that, while a policy is recommended for clarity and consistency, the board may proceed with a merit pay decision in the absence of one. Mayor Gardner's intervention reinforced the importance of establishing clear guidelines and transparency for any future merit-based compensation.

**Attorney Jackson:** Attorney Greg Jackson advised the board that while having a formal, written merit pay policy is preferable for clarity and legal consistency, it is not legally required for the board to make a one-time merit pay decision in the absence of such a policy. He explained that, at present, awarding merit pay is at the board's discretion, but recommended that the board develop and adopt an official policy to govern future merit awards and ensure consistency.

**AYE: ALL; Oppose: Director Randolph. Mack/Williams 5/1 PASSED.**

**Resolution CRA-R-2025-51:**

**Town Clerk King:** Read the resolution into the record.

**MOTION: VICE-CHAIR WASHINGTON; DIRECTOR MACK: Questions**

**(Preamble) Gardner/Mack**

**Director Mack:** Questioned:

How the numbers or figures referenced in the resolution were determined,

If all eligible parties or stakeholders would be treated fairly and be included,

What practical steps would follow approval of the resolution to ensure smooth implementation,

Whether there was sufficient supporting documentation or explanation given to understand the substance and impact of the resolution.

**AYE: ALL; Oppose: Director Randolph. Gardner/Mack 6/0 PASSED.**

**Resolution CRA-R-2025-52:**

**ShaK Jones:** Read the resolution into the record.

MOVED the motion Chair Gardner, Critton 2nd

**Director Wanda Randolph:** Asked for the specific amounts of the TIF rebates from the CRA trust fund and inquired about the deadline.

**Executive Director Johnson:** the finance department had not yet provided the amounts needed, emphasizing urgency to pass the resolution for proper fund management.

**AYE: ALL; Oppose: 0 Gardner/Critton 6/0 PASSED.**

**Resolution CRA-R-2025-53:**

**(Preamble)**

**ShaK Jones:** Read the resolution into the record.

**MOTION: Gardner SECOND: OPPOSED: Randolph 5/1 Gardner/Mack PASSED**

Questions:

**Director Mack:** Questions probed the risk, fiscal impact, scope, and mechanics of the line of credit, ensuring a clear understanding of repayment responsibility, agency debt exposure, and project financial workflow.

**Director Randolph:** Questions centered on ensuring the board had clear, written proposals for how the credit would be used, transparency on expected costs, clarity about collateral, and the process for selecting and qualifying contractors. Her focus was on responsible oversight before approving significant financial commitments.

**Director Critton:** In summary, Director Critton was supportive of the resolution, seeing it as a proactive, strategic, and flexible financial tool—while also encouraging planning for contingencies and emphasizing that it opens, rather than closes, the door to oversight and careful decision-making.

**Mayor Gardner:** Her comment was seeking clarification about whether the line of credit would receive a government-subsidized rate, making sure the board understood the cost of borrowing and what rate would apply.

**Vice Mayor Washington:** provided procedural leadership, refocused the board on the action at hand, and advocated for seizing the opportunity the resolution offered to drive community investment, with confidence in a pay-as-you-go approach to financial commitment.

**Attorney Greg Jackson:** provided legal clarity on the nature of the financial instrument, risk and procedure, and the proper handling of records and board approvals. He affirmed that, as structured, the line of credit does not threaten the CRA with undue long-term debt risk or legal complications relating to the agency's possible sunset.

**CRA Executive Director Johnson:** Mike Johnson's replies emphasized:

The line of credit is interest-only on money drawn, repaid by sales.

Precise details (costs, collateral, agreements) come after resolution approval.

There is a qualified project manager, and the hiring process followed HR protocol.

Approving the resolution is essential to proceed to concrete final steps and get required documentation from the bank.

**Resolution CRA-R-2025-54:**

**ShaK Jones:** Read the resolution into the record.

**Executive Director Mike Johnson:** Supported moving forward with the resolution, emphasizing urgency due to grant deadlines (June 30), the necessity for site control to proceed with the

project, and the need to demonstrate progress to the state. Acknowledged more details would follow, but felt this step was essential to not lose grant funding.

**Attorney Greg Jackson:** Supported making a fair offer and using the resolution to begin formal negotiations. Warned against giving the property owner “earnest money” up front and recommended following similar due diligence as for prior property deals. Agreed the current offer was fair for the board to pursue further negotiation.

**Director Tarus Mack:** Opposed approving the resolution at this stage. Wanted to table the item until more documentation (including a formal offer from the owner and more negotiation details) was provided. Expressed deep concern about negotiating without clear terms and risked “signing a blank check.” Indicated a “hard no” for approving as presented.

**Director Wanda Randolph:** Opposed or strongly hesitant to proceed without additional materials. Felt there was inadequate documentation (no appraisal, no letter of intent to sell, unclear United Arts involvement). Wanted more transparency before voting.

**Director Donovan Williams:** Did not express a final voting position but discussed the broader context: the need for collaboration with the property owner, concerns about site inactivity, and the importance of a unified board approach.

**Director Ruthie Critton:** Supported moving forward with the lease, acknowledging concerns about debt but emphasizing this was just the first procedural step for negotiations, not a final commitment. Stressed that any final contract would return for full board review and approval.

**Vice-Mayor Theo Washington:** Supported taking action, encouraging the board to seize the opportunity before them and move quickly on-site control to avoid missed opportunities and project delays.

**ShaK Jones:** Read the resolution into the record but did not express a clear personal position on the vote in the transcript snippet.

**Mayor Angie Gardner:** Did not make a direct, specific statement on her stance regarding this resolution within the available transcript segments; focus was more on process and general context.

AYE: ALL; **CRITTON/MACK PASSED**

#### **BOARD DIRECTOR PRIORITIES:**

**Executive Director Mike Johnson:**

Requested that board members provide any additional priorities they want to see in 2026, emphasizing that their input would shape work planning for staff and CRA.

Explained that directors' priorities are not a mandate but a roadmap for programming; staff are open to implementing community-driven ideas.

Also highlighted business development as a standing priority and encouraged directors to bring ideas aligned with their own vision, not just staff-initiated projects.

**Vice-Mayor Theo Washington:** Supported the philosophy of developing town assets, noting that other small communities have leveraged larger amounts for development. They control the plan. So we definitely want to move in the right direction of developing this town.

**Director Ruthie Critton:** Sought clarification that board priorities, as collected by the executive director, are suggestions and not obligatory for every member to support ("...your list of priorities is not a mandate...we're not bound to that. Just because you tell us that these are your priorities. This just gives us a roadmap of what projects you're looking into...").

Supported creativity in bringing new ideas and encouraged others to be involved in defining the direction.

**Town Clerk Veronica King:** Explained that CRA staff will take a larger role in coordinating materials and meeting packages going forward, tying staff efforts to supporting and organizing around board-set priorities.

**Director Randolph Question:** questions centered on when the lease would begin, plans for the property during that lease, insurance responsibilities, the source and amount of funds for purchase and renovation, and oversight for major expenditures. Her questions reflected a consistent concern for fiscal responsibility, clarity, and accountability on the nightclub acquisition and related CRA expenditures.

**Executive Director Johnson's response:** replied that the lease's main purpose is to get site control for due diligence; insurance is handled by the owner for now; full renovation costs will be clarified as the architectural assessment proceeds; and the CRA is following standard process to ensure board oversight and fiscal responsibility.

**Attorney Greg Jackson:** In summary, Attorney Jackson advised the board to negotiate on firm, fair terms, avoid unnecessary financial risk or hasty earnest payments, ensure all agreements are board-vetted, use established procedures for consistency, and involve legal counsel in all significant property negotiations or communications. His most direct policy suggestion was to establish and consistently apply a clear code enforcement policy to guard against inconsistent or unfair treatment of property owners. He also advised the board to adhere to sound governance practices in negotiation, procurement, transparency, and legal compliance.



## **BOARD REPORTS:**

### **Executive Director Mike Johnson:**

Reported on several administrative and operational updates

The board cleared up the property tax issue for 225 (settled and paid back taxes) and reminded the board to ensure exemption filings by future leadership.

The agency resolved issues with their UEI number/securing registration (sam.gov), which had expired since October 2022.

Highlighted extensive back-office and compliance work to prepare for projects, citing the need for research, filing, and paperwork clean-up.

Applauded the mayor's business development initiative and encouraged directors to bring their own ideas to him for consideration.

Shared plans for holiday schedules (office going mobile on the 24th) and extended holiday greetings to everyone.

**Attorney Greg Jackson:** Reported and advised the board to consider adopting clear code enforcement procedures to prevent disparate enforcement and support orderly development as the town grows.

**Veronica King (Staff):** Stated that CRA staff will be taking a more active role in meeting coordination and preparation of meeting packages, with continued collaboration with the clerk's office as custodian of records.

**Director Wanda Randolph:** Shared closing reflections on the meeting, expressing her ongoing concerns for transparency, fiscal responsibility, and ensuring the right practices in contract hiring.

Reaffirmed her refusal to support projects without sufficient documentation and underscored the importance of experience and clear processes for contractor/project manager hiring.

Offered to set up meetings with HR to resolve any outstanding issues and called for thorough vetting for all spending decisions.

**Director Ruthie Critton:** Reflected on the need for board unity and community engagement, gave a shout out to local events (Christmas on the Boulevard, Hawk Haven), and urged the board to stay focused on "house business".

Asked for clarity on contractual/project management roles and procurement process, supporting continued improvements in board process.

**Vice-Mayor Theo Washington:** Gave multiple remarks reinforcing a positive outlook for town development, the need for action, and encouragement to proceed with planned projects.

**Director Tarus Mack:** Reflected on the need for decisive action and clear communication, reiterated his standards for transparency and effective spending, and wished all participants happy holidays.

**Mayor Angie Gardner:** Shared context on why the CRA experienced administrative delays in previous years, explained the need for trust restoration with the county to access funds, and clarified steps the town has taken to improve records and business processes.

Asserted that challenges the CRA faced were administrative/political, not a lack of effort, and reminded everyone about prior initiatives and resilience.

**ADJOURNMENT** Vice Chair **MOTIONS for Adjournment of Meeting**

**MOVED by Director Critton, SECOND by Director Williams, AYE: ALL MOTION PASSES**

**MEETING Adjourned at 8:45pm**

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Signed by:

*Veronica King*

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Signed by:

*Angie Gardner*

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