

Blue Hill Co-op Board Meeting

March 19, 2019, Blue Hill Public Library, Howard Room

Board Members Attending: Mia Strong, Diane Bianco, Jerome Lawther, Tim Tunney, Aaron Dority, Jim Picariello, Edie Dunham, Martha Shepherd (Staff Position)

Absent Board Member(s): Susan Snider, Deborah Evans

Others Attending: Julia Klein (Minute Taker), Kevin Gadsby (General Manager)

Julia Klein, minute taker

Mia Strong, meeting facilitator, time keeper

Jerome Lawther, tasks and decisions

Approval of Minutes: **Jerome moved to approve the February 26, 2019 Minutes with no changes. Diane seconded the motion. The motion unanimously carries.** Julia will add the Executive Session decision.

Open Owner Time: No owners were present.

Relocation: The building is going up! Windows are going in and look beautiful! Solar will hopefully be installed next year. Kevin circulated a Funds Use Report showing the overall budget with past and future expenditures. Kevin shared the loan closing saga in all its craziness! Among other troubles the title insurance company rejected a survey which had to be redone. A final piece was completed today and the first disbursement of funds should be available in the morning to pay off the requisition from E.L. Shea. Closing costs were unexpectedly exorbitant at \$84,000, but it's done! Each disbursement will require the full approval process from all lenders.

The line of credit has been approved by Bar Harbor. The final approval from FAME came in during the meeting! A meeting was held on site yesterday. The GMP is down but will rise a bit with add backs. Aaron questioned when the GMP will be final. Kevin explained that the project cannot exceed the \$4 million approved by lenders. The only addback yet to be decided is the outdoor seating area.

Tim examined the Funds Use Report and raised concern regarding the use of the line of credit. He recommended moving the line of credit out of the document to ensure that it is reserved for startup costs. The board agreed emphatically. Detailed discussion ensued regarding the line of credit, overrun budget and working capital for opening. Kevin scrutinized the document and eventually discovered an error in funds already sunk in the project. He will correct the error and resend the documents. Tim requested that Kevin include overrun allowance as an expense so that working capital and remaining funds will be obvious. Tim and Aaron praised the usefulness of the document for monthly monitoring of the project and startup in the new store. Kevin noted that closing costs were not anticipated in the pro forma. Upon Aaron's recommendation Kevin will contact Don Moffat about adding them to the generic pro forma.

Jim asked about the cement pour. Kevin responded that it should begin this week with the Café. A copper brown color has been chosen for the polished concrete. Equipment will arrive April 1st. Diane asked about bread sales. Michael is researching options. Brainstorming ensued. February saw growth with profit in the Café and good new cashiers. Tim asked about remediation required by the lease upon leaving the current store. Kevin responded that around \$7,300 will be spent. The cost is not reflected in the pro

forma. Frank Bianco has offered his large truck for the move. A community member inquired whether the Co-op will be selling kitchen equipment. The board will assist with the move over a few days.

Board Development: Deborah, Tim, and Diane are up for election this year. **The board decided to tentatively set the Annual Meeting date for Wednesday, October 9, 2019.** Voting will occur in the month prior. Kip will print ballots. Edie will calculate exact dates and research whether the meeting should be moved to avoid Yom Kippur. Location of the annual meeting was discussed with Emlen Hall, the Co-op Café, and a tent in the parking lot mentioned. Discussion turned to expanding the board and recruiting. The need to bring in and train fresh directors was emphasized. Names were mentioned. A committee will be launched. Edie will obtain a list of owners from Beth and send to the board. Mia will look for old lists of interested owners. The board will review lists and vet names next month. Recruiting and nomination will follow.

Agenda:

Board Development
Relocation

Meeting Evaluation: Satisfying, quick, fully loaded.

Due Date for the Board Packet: Items for the Board Packet will be due on Saturday, April 13, 2019.

Next Meeting: Tuesday April 23, 2019 6:30-9:00 PM, Blue Hill Public Library, Howard Room.

Minutes respectfully submitted by Julia Klein