

Blue Hill Co-op Board of Directors Meeting  
April 24, 2018

Present: Aaron Dority, Tim Tunney, Deborah Evans, Jim Picariello, Jerome Lawther, Susan Snider, Mia Strong, Edie Dunham

Others present: Kevin Gadsby, Bruce Stahnke, Tim Seabrook, Robin Byrne, Martha Shepherd

Minutes taken by Susan Snider  
Task/decision taker: Jerome

January and March 2018 minutes approved with corrections

Member/owner Tim Seabrook asked about the construction timeline. Mia indicated we would be addressing this tonight in discussion. He also wanted to know the status of our current location. We have a lease that renews for 12 months beginning in July 2018. If the property sells during the next lease term, our lease remains with the sale.

**Relocation:** Kevin has had conversations with our three major lenders. Pushing the loan term out 20 years made the pro forma work and the lenders are comfortable with this change. Kevin is working on the last version of the pro forma and Bill Gessner has confidence in this iteration as well. It has been sent to our appraiser who indicated the process should take about three weeks. Kevin has made contact with someone to do tree thinning on the site. This person has also indicated he would like to do the entire clearing job in exchange for wood cut.

Bruce has spoken with a number of contractors. We need to decide soon whether we will proceed with hard bids or a negotiated process, but that we will see more official bids if we go for a negotiated bid process. He said there is definite interest out in the contractor sector for our project. E.L. Shea said they can work within our construction schedule, so we should use that as our schedule when talking with other contractors. It would be best if the final bid documents could be done by June, the latest by July. Bruce is working on them now. CDS is working on interior designs.

It is now time to begin the contractor interview process. He suggested that we basically find out who they are, ask about previous project history rather than ask for a bid first, that this strategy usually produces the best results. Bruce will put together the interview questions. He has four contractors in mind: E.L. Shea (mid-size company); Nickerson and O'Day in Brewer (slightly larger than Shea); Sheridan Maine Commercial Construction (Fairfield) and; Mike Hewes, Blue Hill (smaller, more local).

Bruce indicated roughly 80 percent of the job will be sent out for competitive bidding to subcontractors. It is important that we have a strong level of trust with whomever we choose. When bids come in, they will be accurate, but that uncertainties can be reflected in a hard bid.

We might have more chance of hammering out costs with a negotiated bid. Determining the level of contingency is a judgement call.

Mia suggested that Aaron should be the constant board member during the contractor interviewing process. Tim Tunney and Deborah also volunteered. This group would make recommendations to the Board. Jim made a motion to charge the Relocation committee with the interview process. Edie seconded and the motion passed.

Tim is interested in seeing some commitment letters from our three lenders. Kevin advised that they will come after the appraisal is complete, that the lenders are waiting for the appraisal. Bruce can put together a timeline now that CDS has begun working on the interior. Bruce will now reach out to the four contractors. He would like to see the interview process begin in a couple of weeks and will keep the relocation committee apprised.

A discussion ensued on the subject of solar panels, funding sources and cost. Mia said there should be a presentation on project design changes at next month's Board meeting. This needs to be completed so Bruce can finalize the working documents.

Mia advised and the Board agreed that the hardcopy newsletter needs to be more comprehensive and address the project on a regular basis. The next edition will be the "Relocation Edition" and focus on the project. Kevin will make sure it goes out before June

The Co-op annual meeting will now be held on July 17. This will also be a public meeting where we will give an update on the project. Election notices need to go out 60 days before the meeting. Diane will check with the Bagaduce Lending Library for availability of their meeting space.

Mia advised that the Board will eventually be handing off some responsibility to Kevin for management of the project. The Board therefore needs to decide within the next two meetings the dollar limit that Kevin may approve on project expenses.

The issue of the delayed and corrected Board discount 1099s was discussed. Kevin indicated the search for a new auditor is in full swing, but that the fee will likely be higher. A question was asked about the \$12K difference between Q1 2018 and Q1 2017. Kevin said there is a personnel procedures policy that currently allows for reimbursement of unpaid sick days at the end of the year. Kevin is reviewing this policy.

Susan and Diane volunteered to be the GM Review Committee. A survey will be sent via Survey Monkey to all staff members. Kevin will provide the committee with staff emails. Susan will email all board members with questions from the old staff surveys, for review and input. Mia volunteered to help with the Survey Monkey process.

The Board calendar was discussed and approved and board training has been postponed.

The Board decided to transfer discussion of a capital campaign event to the Relocation Committee. The Committee will also develop an events schedule.

The Board approved to endorse Maine All Care.

Meeting evaluation: good

Next meeting: May 15