



BOARD OF DIRECTORS MEETING – JANUARY 29, 2019

PRESENT FROM BOARD:

Joe Warner, Scott Coleman, Tom Motz, Tawny Espinoza, Stephanie Keller, Jim Grisier, Justin Ward

EXCUSED ABSENCE(S):

Tommy Johnson, Marna Lake, Steve Ammentorp

SPECIAL GUEST:

Terry Pickens (Board Elect), Dave Hayden (Board Elect), Lloyd Quesenbury

PRESENT FROM STRIVE:

Grant Jackson, Mary Anne Lawrie, Sarah Bonnell

OVERVIEW OF MEETING
Minutes from previous meeting were approved.
CHFA resolution to purchase 790 Wellington was approved with amendment.
The Board approved Terry Pickens and Dave Hayden as new Board members.

A quorum was achieved and the meeting was called to order at 12:08 p.m. Joe Warner presided.

MINUTES FROM 12/11/2018

Minutes from the previous minutes were reviewed

It was M/S/P (Motz/Grisier) to approve the minutes from 12/11/2018 as presented.

CHFA RESOLUTION TO PURCHASE 790 WELLINGTON

Lloyd was present to obtain Board approval on CHFA funding for the purchase of 790 Wellington. CHFA has approved STRiVE financing through ANB to purchase 790. The loan structure is a term facility with a second interest only loan with annual principal payments beginning in 2020. Jim expressed concern over the original business deal wherein STRiVE would form a partnership with Mr. Nettos and was unaware that the agreement had changed. He further inquired about Mr. Weckerly purchasing 950 and if there was any assurance that the sale was going to take place. At this juncture, asbestos abatement on 950 was brought up and the cost of the remediation. Mr. Weckerly's financial institution has requested the cost of abatement in order that the amount would be part of the escrow. The assessment could not be done until we had vacated the premises. The asbestos contractor was supposed to start assessing the asbestos at 950 yesterday. There should be an estimate by the end of next month. This led to an in-depth discussion on if there were Board motions approving STRiVE pursuing the purchase, capital campaign and status on

fundraising, the amount of the actual loan, cash flow, etc. Sarah did her best to address Jim's concerns but there were still quite a bit of unanswered questions. Jim also noted that that a Board member should also be included on the loan documents. After further discussion, it was the consensus of the Board to appoint Jim as an additional authorized signer along with Grant and Chris.

It was M/S/P (Espinoza/Coleman) to approve the CHFA Resolution for the CEO, CFO and Board member, Jim Grisier as authorized signers on the financial documentation in purchasing 790.

NOMINATION OF NEW BOARD MEMBERS

The following people were nominated as new Board members:

**TERRY PICKENS
DAVE HAYDEN**

It was M/S/P (Grisier/Warner) to approve the appointment of Terry Pickens and Dave Hayden as new Board members.

Since Chris and Sharon were unable to attend today's meeting, it was suggested that a Special Executive Session should be conducted in order to address some of the issues that were brought up today. The meeting should focus on the following:

- Summary of donations thus far, total grants/ donations received and promised. Fundraising still needed to meet the expectations in the original plan?
- Summary of the loan, how much are we borrowing and how much are we putting down? What are the provisions of the loan?
- Summary of how the structure changed? The original plan was to work with a partnership with Netto, why did this change and when did this occur, was there a motion to approve this change?
- How much are we under contract for the sale of 950?
- Anticipated cost of the asbestos mitigation?
- Pro forma and business plan for the new building-original plans and then any modifications that occurred in the meantime? Estimated final purchase price and how are we going to pay for this?

The meeting will be held on February 12 after the Executive Committee. It was requested to have Sharon attend this meeting. MaryAnne will forward Jim's contact information to Lloyd. In the interim documentation will be compiled to address the aforementioned items and forwarded to Board members along with notification of the meeting.

The meeting adjourned at 12:55 p.m.



Secretary



Date