

**NORTHWEST NEIGHBORHOOD CULTURAL CENTER BOARD  
EXECUTIVE SESSION  
Hosted at Windermere Stellar, 733 NW 20th Ave, Portland, OR 97209**

**FINAL Minutes of January 25, 2018**

**Directors Present:** Elizabeth Aaby, Gordon Allen, Dan Anderson, Ginger Burke, Susanna Duke, Don Genasci, Bill Harris, Roger Jennings, Dan Volkmer, George Wright (arrived at 9:37am)

**I. Call to Order**

Dan Volkmer called the meeting to order at 8:30 am

**II. Mark Sherman**

Mark Sherman presented on the NWCT's proposed fundraising strategy. (see attached supporting documents) He emphasized that the fundraising plan includes grants and tax credits as well as gifts. He anticipates about a 6 month campaign development phase to establish campaign leadership followed by fundraising periods in 2 year increments as illustrated in the supporting documentation. He explained that benchmarks inform the campaign whether it is on the right track. Falling short of a benchmark is not a reason to quit, but a reason to take stock of what is working and whether a strategic shift is necessary. He was not able to name specific donors of lead gifts for reasons of confidentiality.

Mr. Sherman had not read the Terms Sheet but stated he had been briefed on it. He was not aware that a condition of the Terms Sheet is that title not be encumbered or transferred.

Mr. Sherman stated site control is essential and that it is extremely important to run a capital campaign in a rented space. He does not believe they can mobilize their biggest supporters without ownership of the building.

Mr. Sherman believes that if the closing is March or April, 2018, that the timeline can simply be pushed forward about 6 months from the original timeline.

**III. Approval of Minutes for 11/13/2017 and 1/08/2018**

Motion: Dan Anderson moved to approve the meeting minutes (as amended) for 11/13/2017 and 1/8/2018  
Second: Don Genasci  
Vote: 7 yes  
2 abstentions (Susanna Duke & Don Genasci were not present)  
Motion passed.

#### **IV. Four Critical Changes to the Term Sheet (see attached)**

Dan Anderson addressed the above entitled document and the importance of a unified board. He also emphasized the value of a unified board in the fundraising phase. He roughly itemized the concessions the minority is willing to make should we come to agreement about these four critical points. The minority will not send Gordy's letter to the Examiner if we can come to an agreement on the four critical changes.

Discussion re:each of the terms of the Four Critical Changes to the Term Sheet document.

Motion: Ginger Burke moved to request that Steve Janik incorporate the presented 4 provisions into the Terms Sheet. Gordy Allen added that the Board have an opportunity to review the draft form prior to a vote to approve.

Second: Dan Anderson

Friendly Amendment: Dan Volkmer moved to incorporate the first paragraph of the Four Critical Changes to the Term Sheet into the motion.

Vote, as amended: Unanimously in favor.  
Motion passed.

Dan Volkmer announced his goal to get the Terms Sheet to the NWCT Board Meeting on 2/15/2018 for their review.

Discussion re:timing of annual meeting and special meeting so that we can make the requisite changes to the Bylaws that will allow us to vote affirmatively on the Purchase & Sale Agreement. Proposal that we hold the annual meeting immediately prior to the special meeting.

Motion: Gordy Allen moved to Approve proposed 11.4 language in 1/8/2018 Terms Sheet

Second: Roger Jennings

Vote: Unanimously approved.  
Motion passed.

Motion: Dan Anderson moved to set record date for 3/3/2018 and the Tuesday 4/24/2018 for Annual Meeting immediately followed by Special Meeting.

Second: Elizabeth Aaby

Vote: Unanimously approved.  
Motion passed.

Next board meeting March 12, 2018 6:15 pm at NNCC.

## **V. Architect for NNCC**

This board has abandoned the effort to retain control over post-transaction architectural design in the design stage. However, Don Genasci stated that hiring an architect on behalf of the NNCC board is a good idea so that NNCC's voice may be heard, if needed, in discussions with SHPO. This is also permissible by the Terms Sheet.

Architect subcommittee members Dan Volkmer and Elizabeth Aaby asked whether Peter Meijer (interviewed by Dan and Elizabeth) is acceptable to Don. Elizabeth reminded the board that Mr. Meijer was hired by Waterleaf Architects to contribute Waterleaf's building rehabilitation plans. What is unclear is whether Mr. Meijer has been hired by SERA to contribute to SERA's rehabilitation plan which may create a conflict of interest regarding his advocacy for NNCC. Elizabeth will investigate whether Mr. Meijer has contributed to SERA's rehabilitation plan. Don will meet with Peter and discuss his qualifications for and willingness to represent NNCC interests at the SHPO review stage and potentially input with SERA prior to that stage.

Susanna advised that she'd listened to all meeting minutes since she'd left the board and was pleasantly surprised by the tenor of today's meeting.

The meeting was adjourned at 10:33 am.

**Dated:** January 25, 2018

Respectfully submitted,

Ginger Burke, Secretary

NNCC Board of Directors

**Approved:** 2/19/2018