

**NORTHWEST NEIGHBORHOOD CULTURAL CENTER BOARD  
EXECUTIVE SESSION**

**FINAL Minutes of October 6, 2017**

**Directors Present:** Elizabeth Aaby, Gordon Allen, Dan Anderson, Ginger Burke, Don Genasci, Alisha Hanks, Bill Harris, Roger Jennings, Dan Volkmer, George Wright

**Directors Absent:** Bill Welch

**I. Call to Order**

Elizabeth called the meeting to order at 10:52 am

**II. Term Sheet**

RE: October 5, 2017 Letter from Carolyn Sheldon:  
NWCTS will not agree to co-client status and will not pay for an architect for NNCC to utilize for its interests throughout the entire process, before and after the transfer.

Bill Harris gave a synopsis of his meeting with Nick & Judy about the community fear of the building being demolished. Nick & Judy assured him that NWCTS is not a party to promoting that fear and will discourage it in the future.

Dan Volkmer stated he felt frustrated at the conclusion of the previous meeting because nothing had been accomplished. He wants to move forward with the transaction and in that vein proposes the following:

Motion: Dan Volkmer moved that we instruct our attorney that NNCC is prepared to move forward with the current term sheet amended to include negotiations to date [see attached written motion, incorporated herein by this reference herein]

Second: George Wright

Discussion around fact there's only one phase of construction and that the NWCT has agreed to complete all the seismic and E-occupancy improvements prior to elimination of the reverter. Gordy Allen wants the board to have the opportunity to approve the Term Sheet (v2) prior to drafting the sales agreement.

Amendment: Dan amended his motion to include the board's opportunity to approve the Term Sheet (v2) prior to drafting of the Sales Agreement.

Dan Volkmer & Elizabeth Aaby voiced their concern with “changing the goal posts” when the board attempts to raise the bar for seismic upgrades from ‘life safety’ to something higher.

Dan Anderson stated he has multiple objections to current terms of the Term Sheet, indicating there are extraneous matters contained therein. He gave several examples including a provision for the city’s involvement in the event a reverter is triggered.

More discussion ensued regarding Gordy Allen and Dan Anderson’s criticism of the current structure of the term sheet, specifically when the reverter will be triggered in the board’s current understanding of the transaction.

Don Genasci expressed concern over the fact that there are multiple proposed alterations to the interior of the building that will destroy the historic integrity of the building. Dan Volkmer feels confident that the state architectural review board and SHPO will manage the historic design modification adequately and emphasizes the need to move forward toward preservation so the building may be used by the community as it is intended to be used.

Gordy Allen suggests we need a new term sheet. Discussion ensued about what guidance the attorneys will use to i

Call for the vote: George Wright  
Second: Ginger Burke  
Vote: 5 in favor  
3 opposed

Vote on the Motion Above, as Amended: 5 in favor  
3 opposed

### **III. Board Liability for Damage/Injury Resulting from Seismic Activity**

Gordy Allen summarized the legal case presented by Steve Janik regarding board liability in the event of a seismic event.

Motion: Don Genasci proposed we ask Steve Janik to draft the release for us and that we have all families sign a waiver regarding the risk of being inside this building.

George Wright asks whether there are other local cases we can consult for guidance.

Second: Dan Anderson

Amendment: Amended by board in its entirety to ask Steve Janik for a referral to an attorney to draft the waiver, services for which the board will pay.

Amendment: Bill Harris added that the waiver will protect both the NNCC and the NWCT.

Vote on Call for the Question:           8 in favor  
  none opposed

Vote on the Motion Above, as Amended:           8 in favor  
  1 opposed

#### **IV. Hiring of Architect**

Ginger Burke & Dan Volkmer expressed regret over their votes in favor of when to engage the architect. Don Genasci stated that there are frequently less-intrusive methods of seismic changes that could be utilized and in his opinion the state board on historic preservation and SHPO are not mechanisms that will protect against that level of scrutiny.

Motion: Don Genasci moved to engage an architect to cooperate with SERA architects at the design stage.

Amended: Bill Harris amended to state that the architect will be advisory only and not have any veto power.

Second: Dan Anderson

Gordy Allen stated he thought Steve Janik suggested we hire an architect with good reason.

Elizabeth Aaby stated Steve Janik recommended we hire someone to “oversee the process,” not hire an architect.

Call for the Question: Elizabeth Aaby

Vote on Call for the Question:           8 in favor  
  0 opposed

Vote on the Motion Above, as Amended:   5 in favor  
  2 opposed  
  1 abstained

Meeting for Monday, October 9 cancelled. Executive meeting will be next on the docket. Date, time and location TBD.

The meeting was adjourned at 12:54 pm.

**Dated:** October 6, 2017

Respectfully submitted,

Ginger Burke, Secretary

NNCC Board of Directors

**Approved:** November 13, 2017