

**NORTHWEST NEIGHBORHOOD CULTURAL CENTER
BOARD MEETING**

FINAL Minutes of November 13, 2017

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

Directors Not Present: Dan Volkmer

I. Call to Order

Elizabeth called the meeting to order at 6:15 PM.
No public comment was offered.

II. Treasurer's Report

Roger Jennings presented the treasurer's report.

Motion: George Wright moved to accept the treasurer's report.

Second: Alisha Hanks seconded the motion.

Vote: Motion passed unanimously

III. Meeting Minutes

Ginger presented the minutes for 9/11, 9/20 and 10/6/2017 for acceptance.

Motion: Don Genasci moved to accept the minutes in their entirety.

Second: Dan Anderson seconded the motion.

Vote: Motion passed unanimously

IV. Architect Hire/Scope of Work

Don, Dan and Elizabeth met to discuss scope of work for the architect to be hired to represent the board's interests as owners. Don contacted a prospective architect but has not yet heard whether that architect will accept the job.

Discussion of scope of work document drafted by Don Genasci. Don views involving an architect on the owners' behalf as an essential aspect of the project. Don believes that once plans are finalized with the city there will be very little chance of change. However, he cannot speak to when the approval/finalization of permits will occur during the pre-construction phase of a max. 6 years. It is very common within the industry to have multiple architects reviewing plans on a specific project.

Discussion about how indeterminable the cost of this architect will be. Gordy Allen suggests we have a limited budget because we've elected to have a limited budget. Elizabeth states that Steve Janik's suggestion was to have a project manager, not an owner's architect.

Don Genasci asks that the basic scope of work document be approved so he can use it going forward in procuring an owner's architect.

Clarification from Elizabeth Aaby: we are hiring an architect to get involved at the pre-disposal stage to review the scope of work/design phase proposed in the current term sheet.

Elizabeth Aaby asked whether the board must approve the architect hired. Dan Anderson suggests an engagement proposal should be presented. Discussion about whether that vote can take place via email. Consensus is that Steve Janik should be consulted about whether the vote can take place via email.

Discussion about whether committee should be able to hire/engage the architect without specific board approval. Some board members object and would like a formal presentation.

Motion: George moved to accept the scope of work for hire (attached as "EXHIBIT 1 NNCC ARCHITECT SCOPE OF WORK")

Further conversation ... friendly amendments ensued.

Motion: Gordy Allen moved to authorize the architect committee to hire an architect and have a \$2000 budget to review plans before meeting with whole board for presentation of observations to date

Second: George Wright

Vote: 6 members in favor
3 members opposed
Motion passed

V. Attorney for Seismic Waiver

Steve Janik does not think it's worth the paper it's written on, but will draft the waiver if we hire him to.

Discussion about whether it's worth doing. Board members disagree about whether it's necessary and whether it will protect the board. Elizabeth posed the question "Once the waiver is drafted are we in a position to insist NWCT enforce it?" Further discussion and differing opinions about whether the waiver will be effective or not. Conclusion is that waiver will be drafted by Steve Janik.

VI. Community Meeting

Dan Volkmer (per Elizabeth Aaby) suggested we meet with the community and inquire about whether we are on the right track. Gordy Allen stated if we have a community meeting there will be opposing voices that speak out. He is staunchly opposed to an 11 year term without

benchmarks. Dan Anderson suggested we be in agreement about all material terms of the term sheet before we meet with the public.

George Wright asks what plan B is if we don't sell to Children's Museum. Gordy Allen answered that plan B is to go to market and sell it on the open market.

Discussion about what the current term sheet is. Elizabeth Aaby stated Steve Janik will have the current term sheet, incorporating all the changes that have been made so far, drafted within the next few weeks. Elizabeth Aaby will call an executive board meeting for the month of December 2017 so the board can discuss the proposed current term sheet as drafted by Steve Janik.

Community meeting proposal tabled until term sheet is presented and potentially agreed upon.

VII. Membership Applications

Dan Anderson presented the two lists of applicants, those qualifying and those not qualifying.

Motion: Dan Anderson moved to accept the applications recommended for acceptance 11/9/2017
Second: Don Genasci
Vote: Motion passed unanimously

Unapproved applications will be returned to NWCTS for follow-up.

VIII. Website Committee Report

Dan Anderson reported that Sarita was engaging a 3rd party to host the website. Sarita has not shared log-in credentials despite repeated requests. Dan Anderson requested permission to initiate an ownership dispute with them. Minor costs associated with it. Dan Anderson also reported that Sarita has not been paying administrative costs and we will likely be required to bring the account current in order to retrieve the log-in credentials. The sum is TBD and Dan Anderson will report back to the committee.

IX. Nominations Committee Report

Dan Anderson reported that Juliet Hyams and Gustavo Cruz ("Tavo") have been approached as potential applicants. Dan asked that the board vote to accept the slate of these two members.

Motion: Don Genasci moved to accept the Nomination Committee's slate including Juliet Hyams and Gustavo Cruz
Second: Roger Jennings
Vote: 8 members in favor

1 member opposed
Motion passed

X. New Business

Bill Welch expressed concern about whether the board is aiming for life safety or life safety plus or higher with regard to seismic

Dan Anderson expressed he believes there is discrepancy among the board about what level of seismic resiliency is appropriate.

Dan Anderson asked that the proposed final term sheet be available at least 7 calendar days in advance of our meeting with Steve Janik. Elizabeth Aaby agreed it will be available 7 calendar days in advance of the meeting with Steve Janik.

XI. Next Meeting 1/8/2018

The meeting was adjourned at 8:00 PM.

Dated: November 13, 2017

Respectfully submitted,

Ginger Burke, Secretary

NNCC Board of Directors

Approved: January 25, 2017

[EXHIBIT 1 - NNCC ARCHITECT SCOPE OF WORK]

Elizabeth,

A scope of work for an architect acting as a client representative might be

During the design and design development phases the clients architect will:

- 1. Become familiar with drawings and Ideas presented to the Board by the architects of record.**
- 2. Become familiar with historic preservation and post seismic event resiliency.**
- 3. Discuss with Board any issues or items that need reviewing with architects of record.**
- 4. Employ and brief a structural engineer.**
- 5. Meet with architects of record to discuss client (Boards) questions &/or issues.**
- 6. Report and discuss with Board the discussions with architects of record.**
- 7. If there are disagreements with the work of the architects of record, the Board will convey these disagreements.**
- 8. The architect will periodically (bimonthly) discuss the progress of the project and any issues with the architect of record and the Board.**
- 9. At the end of the Design Development phase the clients architect will provide the Board a summary of ideas and issues considered and outcomes.**
- 10. At the end of the Contract Documents phase the clients architect will review the drawings for consistency with what has been agreed during the design phases and will report any significant changes to the Board.**

I trust that this is what you are looking for.

**Best,
Don**