

## **MINUTES**

### **NORTHWEST NEIGHBORHOOD CULTURAL CENTER ANNUAL MEETING**

**February 23, 2017**

**Directors Present:** Elizabeth Aaby, Ginger Burke, Susanna Duke, Alisha Hanks, Bill Harris, Roger Jennings, Laura Marney, Dan Volkmer and Bill Welch

**Directors Not Present:** John Tess and George Wright

#### **I. Call to Order**

President Elizabeth Abby called the meeting to order at 7:00 PM. Elizabeth stated that the purpose of the Annual Meeting is to educate members as to what the board has worked on in the past year, its vision for the future and to nominate board members.

She stated that prior to any vote to convey the building to any entity, there will be extensive outreach to the community to hear from members and to bring in new voting members. It is essential that the younger generation be educated as to the ownership of the building and their ability to become members and weigh in regarding the building's future.

Elizabeth then asked all board members to introduce themselves.

#### **II. Approval of Minutes of February 4, 2016**

Secretary Susanna Duke noted that copies of the minutes were available, then summarized the minutes and read parts of them. She called for any amendments. Dan Volkmer amended the section of the President's Recap regarding work with an arborist on the trees surrounding the building. Roger Jennings moved for approval of the minutes as amended.

Dan Volkmer seconded and the motion passed.

#### **III. Treasurer's Report**

Treasurer Roger Jennings shared a summary of the accounts as of February 1, 2017. The cash balance is \$61,736 and the certificates of deposit have a total balance of \$80,954.

#### **IV. Home Tour Recap/Building History**

Dan Volkmer began his presentation with a short history. Bing Sheldon led the effort to purchase the building from in 1976 as well as to place it on the Historic Register. The goal of this effort was to preserve the building. The first years of ownership were financially difficult with a lack of revenue to even pay utilities or perform maintenance. Tenants left the building. Dan was brought onto the board by Ike Bay to help raise money for the building and the first Historic Home Tour took place in 1993. It cleared \$13,000, which paid utilities and got the building finances into the black. The mission statement of the NNCC was: We are a neighborhood center for social, cultural and community activities on a non-profit basis while preserving our historic landmark. In years following Dan worked on historic protection of the surrounding neighborhood.

The Historic Home tours resumed in 2013 when Dan Anderson asked Dan Volkmer to return to the board to resurrect the tours and help develop a Memorandum of Understanding containing conditions for a possible building sale to the building tenant, Northwest Children's Theater, in order to preserve the building and foster continued use as a community cultural asset. Upon return in 2013, Dan noted the building was much improved, clean and bright.

Historic Home Tours have been conducted annually since 2013 and have raised almost \$60,000 for maintenance of the building.

## **V. Website Introduction**

Vice President Alisha Hanks described the process, beginning in 2016, of building a user-friendly website which will replace the old site and better serve the community by making the building's history, activity, membership and documents, such as board bylaws and meeting minutes, available and easy to find. The site went live this morning and was created for less than 50% of the allocated budget. It is located at [nnccpdx.org](http://nnccpdx.org).

## **VI. President's Recap**

Elizabeth began her recap by commenting on the hard work done by board members. She also noted that it is a goal of the board to include more young members because they will be living longest with the results of decisions regarding the building.

The board was recruited to preserve and maintain the building for future generations. The Articles of Incorporation require that the building be maintained as a community service center.

As reported at the 2016 Annual Meeting, both the NNCC and the NWCT obtained appraisals for the building and adjacent parking lot. These differing appraisals were used as a starting point for discussion of a potential building sale. Any sale

agreement or building conveyance would require approval by the Oregon Attorney General's office as well as a 2/3 vote of the NNCC membership at a special meeting.

During the past year, the board decided to fully explore the possibility of conveying the building to its current 25-year tenant. The board is in a preliminary stage of working through terms and conditions of a possible agreement. It is the board's plan to release information, including non-completed documents, on our newly created website for members to review. Documents include the following:

- Purchase-Sale Agreement
- Rehabilitation Work Plan
- Estimates from contractors/subs of the cost of the work and a contingency fund appropriate to the building condition and its historic designation

If the NWCT entered such an agreement with the NNCC and failed to raise the funds needed, the building would revert to the NNCC.

If NWCT and NNCC agree to terms based on factual information that is supported by documentation that the membership can review and weigh in on, then the board will conduct meetings at which any proposals or alternate proposals can be fully vetted.

Issues will not be determined tonight, but Elizabeth welcomed comments during the public comment period.

## **VII. Fact vs. Fiction**

Ginger Burke presented the following facts regarding possible disposition of the building.

Any disposition of the property must be approved by a vote of the membership and also approved by the Oregon State Attorney General. The membership vote will occur at a special meeting that will be announced by notice at least 60 days in advance. At least two-thirds of the membership present must vote for such a disposition. It is likely such a meeting is months or a year away.

Prior to setting a special meeting by notice, the NNCC board will conduct a three-pronged education process for membership. This will include the following:

- Use of local press
- A written statement of all terms which will appear and be updated as necessary in the website
- Meetings with the membership

The dollar value associated with the purchase of the property is still in negotiation. It will be determined by multiple factors, such as an updated appraisal,

requirements placed on the potential purchaser for capital improvements and seismic upgrades and restrictive covenants.

Discussion has focused on the parking lot and air rights. The parking lot will be reserved for use of NNCC. If air rights are sold, the profit must be used for capital improvements and preservation of the building. The board is still working on language to ensure no windfall to a purchaser.

### **VIII. Occupancy, Building Vision**

Bill Baily presented information regarding the building based upon working with NNCC and NWCT for 15 years. He summarized Fire Code Compliance (which is fully discussed in the May 9, 2016 NNCC minutes). He summarized the improvements to the building including accessibility. Life/safety requirements have been met, inspected and are operational. It is a continuous process to update the Current Conditions Report (deferred maintenance) on this historic building.

### **IX. Capital Improvements**

Nick Fenster, Marketing and Development Director of NWCT, presented a summary of capital improvements to the building made by NWCT since 2009, when NWCT assumed management responsibility. Improvements include Fire Code compliance, access improvements, chimney repair, and electrical upgrade on the top floor. Substantial money has been raised and invested by NWCT.

### **X. History of Building Acquisition**

Judy Kafoury added to the summary presented above by Dan Volkmer. Judy also stressed that Carolyn Sheldon (unable to speak because of illness) is leading the fundraising effort for the NWCT.

### **XI. Historic Designation**

Tracy Prince discussed the importance of the historic designation of this 1911 building. She stated that preservation is good for the environment, a sense of place in Northwest Portland and as an attraction for people who honor preservation of historic buildings.

### **XII. NWCT Recap**

Judy Kafoury presented the annual recap of the NWCT activity. Since 1993, approximately 1,250,000 patrons have attended NWCT programs. Outreach to communities continues to grow, for example to hearing and visually impaired patrons. Sub-tenants in the building teach visual arts, music, choir and dance. At this point in time, NWCT is a robust mid-size arts organization serving Portland.

NWCT has a staff of 25, approximately 200 artists are employed and 425 volunteers worked with NWCT in the last year. Other groups also use the building, for example for political events.

### **XIII. Public Comment**

Elizabeth opened the floor to meeting attendees who had requested (by sign-up) time to speak. Speakers addressed issues including preservation, the value of NWCT, costs of maintenance and improvements such as seismic upgrades.

Following the meeting, Dan Anderson submitted a written presentation be attached to these minutes. It is attached as Appendix A.

### **XIV. Candidate Statements**

The candidates for reelection to the NNCC Board who were present, Susanna Duke, Laura Marney and Bill Welch made statements. A statement by John Tess, candidate for reelection but not able to be present, was read. The alternate candidates, Gordon Allen, Dan Anderson, Don Genasci and made statements.

A break in the meeting to count votes was announced at 9:10.

Votes were counted.

Elizabeth called the meeting back to order and announced that Bill Welch, Gordon Allen, Dan Anderson and Don Genasci and were elected to serve on the NNCC Board.

### **XVI. Adjournment**

The meeting was adjourned at 9:40PM

**Dated:** February 23, 2017

Respectfully Submitted:

Susanna N. Duke

**Approved:** April 26, 2018

## Appendix A

Contributions of the alternative slate of directors made at the annual meeting for inclusion in the meeting minutes

1. We agree that the Childrens Theater is a wonderful organization that has contributed greatly to the lives and development of so many children.
2. We agree that preservation of the building is the most desirable long term outcome for the work of the NNCC. Contrary to certain assertions, we have not been proponents of demolition of the building.
3. We believe that the cost and the technical complexity of required seismic risk remediation is the single largest barrier to be overcome in addressing long term preservation of the building and making it safe for use by children. These challenges were not adequately addressed at the meeting.
4. We do not believe that the discussion at the annual meeting addressed the question as to why the building and parking lot should be conveyed to the Childrens Theater for nominal consideration. We look forward to future Board meetings and membership meetings when these issues can be considered carefully.
5. The six neighborhoods who acquired the NNCC property more than four decades ago as a neighborhood-serving asset need to be involved in shaping the programmatic and economic future of this property. A sustained and open campaign of outreach will be required to address this need.