

**Frederick County Consumer Cooperative
Board of Directors Meeting
February 13, 2019
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Board members present: Megan Schneebaum, Annie Marshall, Sasha Crum, Stephanie Walker, John Beutler, David Cloutier, Sibylle Mangum, Evan Rosenberg, Lisa Williams

Staff members present: Bob Thompson, Sarah Lebherz

The meeting was called to order at 5:58pm by Megan Schneebaum, Board President. A quorum was present.

Consent Agenda

The Consent Agenda was approved. Additional ownership refund request from owner 5493 was presented. Sasha moved to accept, David seconded, and it was unanimously approved.

Owner Comment Period

No additional owners were present.

Electronic Monitoring

Sasha presented the month's results. The 7 respondents reported 100% compliance.

Board Budget

Stephanie outlined the proposed budget. Increases to the monthly food budget due to inflation and to this year's annual dinner due to guests were discussed. Since CCMA will be hosted in the Eastern Corridor this year, the budget reflected an increase to the training budget to accommodate all members of the board attending. Megan is confirming with the board's consultant if an increase in fees will occur due to expansion advisement.

FCCC Properties, LLC Articles Revision Vote

The FCCC Properties, LLC's articles were revised to require a vote from both the Board President and Vice President to take action on behalf of the company. Stephanie moved to accept the Articles Supplementary as amended. Annie seconded, and it was unanimously approved.

Articles Supplementary Vote

The Articles Supplementary was revised to incorporate the ability of investors to request a payout of investment after 10 years. Sasha moved to approve the Articles Supplementary as amended. John seconded, and it was unanimously approved.

Pro Forma

The pro forma was reviewed again, led by Bob and Sarah.

Commitment Letter

Woodsboro Bank has submitted a Commitment Letter, which outlines three loans. The first is for the property purchase. The second is for construction. The third is for fixtures, equipment, and inventory. This third loan is dependent upon the capital campaign raising \$1,000,000 via the sale of preferred shares, and FCCC providing certain financial statements.

The Commitment Letter was amended per FCCC's lawyer's recommendation to remove the casualty and condemnation provision which would require FCCC to place any potential insurance claim returns or similar gains relating to the property at 927 W. 7th St. to be applied against the principal of the loan.

Lease Agreement

A lease will be held between FCCC, Inc. and FCCC Properties, LLC. Megan will sign on behalf of both parties at settlement.

FCCC Properties, LLC Resolutions

FCCC Properties, LLC resolved as per the resolutions outlined (attached), to purchase the property at 927 W. 7th St. Megan and Annie are authorized to make this purchase. John moved to resolve as outlined, Evan seconded, and it was unanimously approved.

A special meeting of the FCCC Board of Directors was held by unanimous informal action document. Stephanie moved, Annie seconded, and it was unanimously approved.

GM Monitoring: B9 Expansion

Bob reviewed further expansion updates, including the most recent proposed store layout, signing Ben Sandell for consultation throughout the capital campaign, and confirming 2/19 as the 927 W. 7th St. property settlement date.

Check Signer

This agenda item was deferred to the next board meeting.

3-Year Strategic Plan

The 3-year strategic plan was reviewed again. The plan can be amended as needed. As such, it was discussed reviewing this item semi-annually rather than annually. David moved to approve the plan, Annie seconded, and it was unanimously approved.

Odds & Ends

- John attended Lovettsville Coop's annual meeting. Its next meeting is 2/21 at the local fire hall from 6:30 – 8:30pm.
- The Store Manager's departure was discussed.
- Lisa stated that her employer, GRSi, is hosting an event to which the Common Market is donating water.
- Annie communicated with a Common Market employee who attributed her great work ethic to the co-op.
- A new co-op employee, Ashley, will be taking the board meeting minutes beginning in March.
- The board and one guest each will be attending the annual board dinner at the Wine Kitchen.
 - Board members are to meet their guests at the restaurant at 7:30pm.
 - The board would like to utilize the regular menu.
- Final attendance decisions should please be announced at the March board meeting.
 - Sibylle and Sasha wish to go. David will not be attending.
 - The Durham Marriott City Center is connected to the conference center at which CCMA's events will be held.
 - Sasha will put together some preliminarily known costs and send them to Stephanie to be integrated into the budget.

At 8:10pm, Megan motioned to adjourn to Executive Session with General Manager as guest.

Minutes were taken by Sasha Crum, Board Secretary.