

MINUTES
SEDONA VILLAGE BUSINESS ASSOCIATION
BOARD OF DIRECTORS MEETING
Wednesday, August 19, 2009 @ 4:30 PM
SEDONA WINDS

1. **Board members present.** Sean Baguley, Tim Byrne, Mel Copen, Tom Graham, Lori LoDuca, Michele Moore, Mark Mumaw, & Kathy Nelms – quorum established. .

2. **President's Report.** President Kathy nelms gave a short update on the upcoming Full Moon Walk on Saturday, 10/3/09..

3. **Secretary's Report.** Tom Graham reported that the minutes from the July 30, 2009 Board meeting had been distributed and no changes had been suggested. Upon motion duly made, seconded and unanimously passed, the minutes as circulated were approved without objection. The approved minutes will be circulated to the Board.

4. **Treasurer's Report.** Treasurer Mark Mumaw reported 2 new members and with deposit of their membership fees, the SVBA has \$1,567.89 in the account.

5. **Executive Director's Report.** Peter Gendron was absent and his report was given by Kathy Nelms.

6. **Celtic Harvest Festival Oversight Committee Report.** Tom Graham reported that he had sent the letters of support to the new owners of Tequa and was finally able to make phone contact with Jenee Hooton at CB Richard Ellis (Phoenix), the recently appointed property manager/leasing agent for the new Tequa owners who are based in Florida. The purpose of the contact is to receive permission to hold the CHF on Phases 1, 2 & 3 of the Tequa property. The CHF already has permission from Marc Kaufman for Phase 4. While Ms. Hooton was enthusiastic about the project and indicated the new owners wanted to help the community and keep things in place that were approved prior to the foreclosure, in light of the fact that there was not yet a formal contract between the new owners and CB Richard Ellis, she was not able to grant permission at that time but expected to be able to provide it in the near future. There was further discussion from committee members Mel Copen and Mark Mumaw and the entire board took part in clarifying various issues including the need for a detailed implementation plan, an agreement between the CHF and SVBA detailing responsibilities, liability insurance, accounting services, other administrative services and the priority of those to receive funds from the CHF.

Upon motion duly made and seconded the following motion was unanimously passed:

RESOLVED, that the SVBA shall provide assistance to the CHF on the following terms and conditions:

a. The CHF Oversight Committee ("Committee") is authorized and directed to act on behalf of the SVBA Board with regard to providing insurance, accounting and administrative assistance to the CHF;

b. SVBA to obtain from Don Nelms at Farmers Insurance an annual liability policy to begin on September 15, 2009, which will be applicable to the

CHF with the understanding that there may be a surcharge for CHF attendees over 500. The premium for such a policy is anticipated to be in the \$1300.00 range and, subject to funds available from the CHF, we will, as a guarantor, receive reimbursement from the CHF for \$750.00 of this premium plus an administrative fee of \$250.00 for accounting and related administrative services – the only financial liability of SVBA with regard to CHF shall be the liability insurance;

c. The Committee is authorized and directed to enter into a Memorandum of Understanding with the CHF detailing each party's rights and responsibilities with regard to the CHF including without limitation (i) a complete list of the persons/organizations who are "Sponsors" (defined as those who have unconditionally donated cash, products and/or services to CHF without any expectation of reimbursement) and those who are "Guarantors" (defined as those who have provided cash, products and/or services to the CHF with the expectation of being reimbursed from the net proceeds of the CHF; (ii) a priority list for payments from CHF proceeds with the understanding that the Guarantors would be paid next to last (on a pro rata basis if there are not sufficient funds to pay 100%) with the CHF seed money of approximately \$2,000 paid last, and any net proceeds after that being donated to the Main Street Partnership;

d. The Committee is authorized to deposit checks made payable to the CHF into the SVBA bank account;

e. The Board was made aware of a potential conflict of interest by Kathy Nelms with regard to the purchase of the liability policy from Farmers Insurance – the Board, by motion duly made, seconded and unanimously passed, agreed to waive such conflict and proceed with Farmers Insurance and Don Nelms who has done a substantial amount of field underwriting with regard to this matter.

7. Website Committee Report. "Sean Baguley reported SVBA now enjoys ownership of the domain name, a change facilitated by Harry Olson, our webmaster. Sean also reported that, with the relatively recent changes to the SVBA Officers and Board Members, information wasn't flowing freely enough to enable Harry to keep the website current. Tom Graham offered to provide a current list of members, without email addresses, as well as the Articles of Incorporation, the Bylaws, and all approved Minutes of the Board and the Members meetings. This should maintain the flow of information in the interim as the Website Subcommittee considers the future development of our website, and until it brings recommendations to the Board."

Sean Baguley reported that we have finally had our domain name transferred into ownership by the SVBA. Sean also reported that Harry Olson, our webmaster, was indicating that he had nothing to post to the website to keep it current. Tom Graham said he would provide a current list of members without email addresses as well as the articles of incorporation, the Bylaws, and all approved minutes of the Board and the Members. This should keep him busy while the Website Committee meets and makes a recommendation to the Board about exactly how we are going to utilize our website.

8. The next Members meeting is scheduled for Wednesday, September 2, 2009 @ 4:30 PM. Location to be determined.

9. The next Board meeting is not yet scheduled.

9. Meeting duly adjourned @ 6:00 PM

Thanks to all present for their time & effort and especially to Judy & Sedona Winds for hosting and the usual great cookies!