

## **Maple Corner Community Center Meeting Aug. 9, 2018**

Present: Dirk, Carolyn, Peter, John, Annemarie, Jamie

With the two corrections John made, we approve the 6/19/18 and 7/17/18 meeting minutes. Jamie will correct and post on website.

John proposes funding a few people to go to the VCF annual meeting. \$35/person. Andrew and Steve both want to go. Approve \$70 as Board Purchase to send them.

Pre-buying oil - Jamie wants a board recommendation on how much to pre-buy. The last three seasons use were 643, 474, & 671 (gallons). There is a \$0.05 fee per gallon per day for any pre-bought oil we don't get delivered. Board recommends Jamie pre-buys 500 Gallons and looks into switching companies next year as that fee seems ridiculous.

Board approves proposal for Carolyn to paint the bathroom floor this winter, at her convenience, providing it will cost less than \$1,000. Should take 1 day plus one day to dry. Carolyn doesn't think it will be more than a few hundred dollars.

### **Update for MCCC on Maple Corner Store purchase**

Annemarie and Jamie re-introduced the idea of the community coming together to buy the Maple Corner Store and turn it into a community owned business. The proposal to the MCCC board is two-fold, although the second proposal will come later. At this time, our proposal is for the MCCC to be used as a pass-through for donations from folks who don't care to own shares of the coop, but instead would like a tax deduction for their donation. The second proposal (which may be made in the future and will need to be voted on by the general membership at an annual or special meeting) involves the MCCC making an additional investment in

the Co-op, beyond the pass through money. The proposal will be to ask the membership to invest all or part of the \$30,000 “Dam” fund in the Coop.

Annemarie: The coop exploratory committee spoke with a lawyer who is a Hardwick based nonprofit lawyer. She has worked with lots of Vt nonprofits as well as lots of start up businesses. We explained the whole scenario to her and she saw no reason the MCCC couldn't be a pass-through for donations to the coop. Rob Lamb also spoke with his accountant, who is a Non-profit accountant in North Carolina. He also saw no reason we couldn't be a passthrough. Both suggested double checking our own lawyer. Annemarie said it looks like the coop will most likely be either a C-Corp or a specific type of a C-corp called a Benefit Corp (B-Corp).

John explained that a Benefit Corp is a new type of corporation in VT, only about 5 years old. It requires the corporation to have a social mission and stick to that mission indefinitely. The point is to be able to have a business who's goals are similar to a non-profit, but still having profits and shareholders. A B-Corp allows for profit companies to have a social mission that is guaranteed to continue, which can be an incentive to investors. The benefit corp has to have a benefit officer on the board to ensure compliance.

Annemarie: The co-ops lawyer suggested the co-op be either a benefit corp or a c-corp. Co-op will be owned by investors. If there is profit, there could be dividends, but investors should know that dividends are not guaranteed. Each investor would have one vote at the annual meeting, regardless of how many shares they buy. Voting would be to elect the board which oversees the operations of the coop. One great thing about C corp or B corp, is it allows a lot of flexibility in how you set up your bylaws

Dirk: MCCC should insist on seeing a specific business plan in order to have a sense that this is an investment that we can easily defend to our members. In addition to a detailed business plan, the MCCC board will want to see bi-laws and a written report from the Co-op's lawyer. Additionally, MCCC board should talk to our own lawyer so we understand fully what we are getting into.

John wants in business plan: 12 month or more - month by month of costs and revenue. And bottom line. Labor rates \$15 and how does that effect bottom line. Also what it would look like if the post office was lost.

Dirk, John & Peter will seek non profit lawyer recommendations and get back to us.

Carolyn: We need to put both questions (Being a passthrough and making an investment) out at an annual meeting.

John asked if board members get paid - no they don't

A&N want to sell in the fall because winter is the slow season. So price could be adjusted. The longer we have the more time we have to get grants and fundraising. We have to work with A&N on timing of sale. Our hope is to make an agreement with A&N in the next 3 months. The agreement will give us a set amount of time to raise the funds (likely 6, 9, or 12 months).

John: The business plan should include information about how much of a mortgage payment the store can sustain, thus giving us the amount of money that has to be raised to make the purchase economically viable. John suggests the MCCC's donations be contingent on the Co- op group raising that amount of money..

The Dam fund is \$30k which is our only real cash on hand. It's in VCF (Vermont Community Foundation) but we can access it at

any time. John reminds us the dam fund is sort of our safety net, though we have about a \$10k reserve for the building as well.

John agrees to help evaluate throughout this process, looking out for the interests of the MCCC. He is also happy to help us create a business plan.

John thinks we should talk to JC about our reserve (10k + dam fund) and ask how much JC thinks we could afford to donate. Would be great for JC to create the 10 year building plan he's been offering to create. We should also find out if there is a reason to maintain a dam fund. At the annual or special meeting we should get someone to come speak to the condition of the dam and what it's likely needs are.

General feeling of board is encouraging and generally in favor of supporting the co-op project.

### **Other Business:**

AnneMarie are going to work on creating a membership list.

Both Debbie and John R. are leaving the board as of the annual meeting. Heidi will officially join the board, as will Steve Sweeney. Both need to be elected at the annual meeting.

Bylaws say annual meeting should be in September. If we aren't ready at the annual meeting for a final vote, we could hold a special meeting in November to approve this.

We are suggesting Wed. Sept 12th at 7pm as the annual meeting. Dirk will email board plus others to see if that will work for everyone.