

**Bath High School Preservation
Board of Directors Meeting - February 4, 2014
6:30 - 8:40 PM
For Board Approval**

Agenda

1. Call to order, welcome, intros if needed
 - Additions to the agenda.
 - Adoption of the agenda
2. Secretary's report - approval of minutes
3. Old business
 - Newsletter - Sandra Harrison
 - Golden leaf update - Sandra Harrison
 - Update on annual oyster roast- Claudia Alligood
 - Discussion HBF proposal
4. New business - questions - comments
 - HBF board meeting - Feb 11 - BHSP corridor
5. introduction to strategic planning - Debra Torrence
6. Adjourn

Call to Order - At 6:30 PM, Sandra opened the meeting. Board Members and Officers present included: Sandra Harrison, Ruth Dorkin, Debra Torrence, Nelda Ormond, Claudia Alligood, Muriel Moore, Cori Fritz, Becky Tuten, James Russell Boyd, Betsy Boxer, Jerol Selby, Jimmy Edwards and Star Credle. Also present were Wendy Williams, Marti Buchanan, Tony Webster, Mike Godley, June Wallace and Susan Modlin.

The meeting agenda was adopted without corrections.

Sandra noted that at the January Board meeting members decided to remove routine update items to provide the time needed to discuss the HBF proposal and begin strategic planning.

Secretary's Report - Sandra referred to the January 2014 minutes, which were sent to members by email, and asked for corrections. With no corrections requested, Sandra noted the minutes will be filed.

Old Business

Newsletter - The BHSP newsletter has been delayed due to funding. Debra Torrence agreed to lay out the articles to save the organization money. All articles are due to Debra by February 15, 2014.

Golden Leaf Foundation - The last check from Golden Leaf Foundation was picked up by Sandra and deposited to support the final billed payment to Stocks & Taylor. Sandra reported that she and James Russell & Phyllis Boyd agreed in January 2013 to loan up to \$14,000 to provide needed revenue in the short-term to cover Library Project cost overruns . A promissory note as shared with the Board for

review. The loan payoff of funds has a due date of March 2015 (see January 2013 minutes). BHSP must also pay the Town of Bath the final payment of \$20,000 in December 2010.

Oyster Roast - An update on the upcoming Oyster Roast was shared. Claudia asked members to sell, sell, sell! to support this important fundraising effort. All things are in place. The only way to make money is to sell tickets. Let Claudia know with a phone call by February 14, 2014 the number of tickets you have or plan to sell. Claudia has a few flyers left if anyone would like them. And the 1st Annual Chicken Wing Cook Off raised \$655 for BHSP. A tally was emailed to Board members and funds with the tally were given to Nelda at the meeting to deposit.

HBF proposal - Sandra recapped the timeline of events that has led to the current HBF proposal, starting back in 2009 and then opened the floor for discussion. Members asked questions and unanimously demonstrated with a show of hands that a museum in the high school is supported. Members also spoke repeatedly of the desire and importance of working together in support of anchoring the high school with a combination of the library, gallery and museum.

Mike Godley, who participated in the original negotiations, was present and asked to share background information. All members of the BHSP team that were charged with negotiating the terms of the September 2010 proposal were present at the meeting. Mike Godley stated that "To address a concern of this board about its integrity in terms of whether its action comply with the terms of the 2010 agreement that are not sufficiently specific, I'll offer this information about the negotiations. BHSP maintained that the interests of the project including establishment of a museum were best served by a long term lease of the wing to HBF. HBF maintained that a titled interest was necessary to establish the museum. HBF illustrated their meaning of a titled interest with a description of a condominium ownership structure. Subdivision was not offered as such an illustration nor described by HBF as essential. The term "possession" was used to encompass a range of potential actions between those positions. HBF and BHSP negotiators agreed that determination of the specific technique to be used would or could be delayed until the time at which the option was to be exercised. So, action within that range of positions would be in compliance with the agreement."

Following Board discussion, the issue of land ownership, uncertainty about what entity could possibly own the building and the need to negotiate from the intent outlined in the original agreement remained the sticking points with HBF negotiations. Several ideas were floated in support moving forward with HBF negotiations in a timely fashion including...

- Providing feedback to HBF to share support, desire to work together and the need for BHSP to keep the building and land intact.
- Phased-in possession agreements, starting with renovation followed by implementation and demonstration of viability in an agreed upon manner.
- Agreeing to the proposal as is.
- Requesting a joint Board meeting with HBF members this spring.
- Developing criteria for space use in general that would be compatible with the BHSP mission and vision.

- Requiring sustainability be demonstrated by a three to five-year business plan to show the feasibility of any proposed venture or business that would be housed in the high school
- Requesting support from a real estate lawyer to review a final agreement template and possibly the final HBF proposal.
- Lease agreement for tenants
- Summarizing proposed next steps with HBF and sharing them; Jimmy Edwards volunteered.
- Creating an endowment trust to manage the high school was raised by a visitor, Susan Modlin.

In follow up, members will check in with persons responsible for the high school's historic registry designation to determine the impact of any agreement entered into by BHSP.

Members also agreed to email Debra any additional ideas to utilize for future discussion with HBF by February 7, 2014.

Claudia moved that the Board vote on property ownership; the motion stated " I move that the Bath High School property and surrounding land NOT be divided. "

. James Russell seconded it. The Board voted 8 to 3 to retain ownership of the property, with 1 abstention.

Cori asked that the Board consider conflict of interest for future votes. Sandra shared BHSP does have a policy; that if the Board feels this issue needs addressing members need to so move and develop a policy.

Strategic Planning - The time allocated for strategic planning was utilized for the HBF proposal discussion and will begin in March.

Adjourn - The meeting was adjourned at 8:36 PM.

ADDENDUM:

Additional ideas provided following the Board meeting including:

- Creating a Building Use Committee composed of BHSP Board members, tenants and community leaders and members to advise BHSP to review agreements for proposed use of the space.
- Drafting a lease agreement template and terms for use with possible tenants/partners.
- Seeking the expertise of a real estate lawyer to review templates and/or agreements drafted for building use.

Minutes submitted by Debra Torrence, Secretary.

Date approved 2-6-14

Sandra Harrison, Sandra Harrison, President