

**Wheatsville Board of Directors
May 2012 Special Meeting Agenda
Sunday, May 6, 2012**

1:00 – 2:00 pm @ Wheatsville meeting room, 3105 Guadalupe



TIME	TOPIC	ACTION
1:00 pm	1. OPEN TIME – for WV Owners to present any topic to the board	LISTEN
1:10 pm	2. BIG DIRECTION ***EXECUTIVE SESSION*** Purpose: to discuss confidential/proprietary information related to real estate and finance.	DISCUSS
1:55 pm	3. BIG DIRECTION Resolution to Authorize GM to Engage in Real Estate Transaction	VOTE
2:00 pm	ADJOURN	



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Present: Rose Marie Klee, *President*; Doug Addison, *Secretary*; Steven Tomlinson, *Treasurer*; Kitten Holloway; Reyna Bishop; Mark Wochner; John Vinson; Ellison Carter, and Kate Vickery.

Also Present: Dan Gillotte, *General Manager*; Beth Beutel, *Board Administrative Assistant*.

Call to Order

1:01 PM

1. OPEN TIME

Kitten suggests that any time there is a BIG Direction event, the Directors should wear a Wheatsville t-shirt.

Mark Wochner reported that he will be unable to attend CCMA this year.

The Board discussed this evening's Board Social at Black Star Co-op. They decided to reschedule with Kate and Ellison recommending the weekend of the 18th.

2. BIG DIRECTION:

1:06 PM

At 1:06 pm, RMK moved to enter into executive session to discuss real estate matters, to include Dan Gillotte and Beth Beutel.

EXECUTIVE SESSION

Purpose: to discuss confidential/proprietary information

At 1:47pm, RMK moves that we exit Executive Session.

The Board tweaked wording of the resolution to make more concise and readable. .

The Board is authorizing Dan to sign a lease agreement on behalf of Wheatsville Co-op, as per the D.1.6 Executive Limitation policy.

The Full Board moves to adopt the Resolution to Authorize the General Manager to Enter Into a Lease Agreement with Contingencies. Motion passes 9-0-0.

John Vinson asked for clarification regarding the discrepancy in the final clause between authorizing the GM to sign the "lease agreement with contingencies" and the Board authorization to sign and the "final lease agreement." After discussion, the Board decided to strike the final clause.

John Vinson moves to strike the last adopted Resolution. RMK Seconds. Motion passes 9-0-0



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The Full Board moves to adopt the Resolution to Authorize the General Manager to Sign a Lease Agreement with Contingencies as amended during the meeting. Motion passes 9-0-0.

ADJOURN

RMK moved to adjourn at 2:14pm.



**RESOLUTION TO AUTHORIZE THE GENERAL MANAGER TO SIGN A LEASE AGREEMENT
WITH CONTINGENCIES**

WHEREAS the purpose of Wheatsville Co-op is to create a self-reliant, self-empowering community of people that will grow and promote the transformation of society through cooperation, justice, and non-exploitation; and

WHEREAS the Wheatsville Co-op is committed to being at the forefront of a transformed society that has a thriving community centered on hospitality, kindness and generosity; a robust cooperative economy; and easy access to sustainable, healthy food solutions;

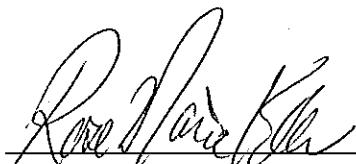
WHEREAS retail grocery outlets are the tangible expressions of our values in every aspect of their operations;

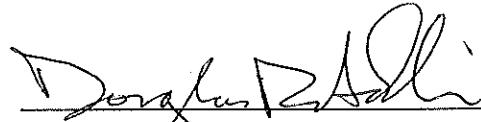
WHEREAS the success of Wheatsville's flagship store at 3101 Guadalupe is based on the trust, commitment, and support of our 11,000+ Owners, the Austin community, and the broader cooperative movement; and

WHEREAS the Wheatsville Co-op General Manager and the subject-matter experts with whom staff collaborate do recommend and assert the viability of preliminary plans for the development of a second retail location; and

WHEREAS work is on-going to refine plans for a second retail outlet and test their final viability:

NOW THEREFORE BE IT RESOLVED that on this 6th day of May 2012, the Wheatsville Co-op Board of Directors does authorize the General Manager to sign a lease agreement with contingencies for the site of a second retail outlet.



Rose Marie Klee, President

Doug Addison, Secretary