

# GREEN TOP GROCERY COOPERATIVE

## MINUTES OF A MEETING OF THE BOARD OF DIRECTORS

**April 5, 2016**

A meeting of the Board of Directors (the "**Directors**") of Green Top Grocery Cooperative, an Illinois corporation (the "**Co-Op**"), was held on April 5, 2016 at 7:00pm at Ames Library, Illinois Wesleyan University.

**Directors:** Melanie Shellito, Jerica Etheridge, Alan Langrall, John Plattner, Kimberly Alcorn, Adriane Powell, Emily Vigneri, Katie Pratt

**Directors Absent From This Meeting:** Emily Vigneri

**Also Present:** Jodi Stalsworth, Michael Pennington

### **Call to Order**

Melanie Shellito called the meeting to order at 7:04 pm and Jodi Stalsworth recorded the minutes. A quorum of directors was present. The meeting, having been duly convened, was ready to proceed with business.

### **Approval of Minutes**

Approval of the minutes from the March 15, 2016 meeting was motioned to approve by Jerica. Alan Langrall provided a second.

### **Treasures Report**

Jodi reported the balance in the CEFCU account and John indicated he would catch up on the financial reports after tax season.

### **Outreach**

As Katie N. was absent from the meeting, Kim reported that information was uploaded to basecamp for review.

### **Owner loan campaign**

Jerica recapped the balance in the escrow account at First Farmers State bank, which was \$1,104,470.

### **Online Votes**

Jerica motioned to approve Kelly's Bakery for business ownership. Melanie provided a second. The board took a vote and the motion carried.

Jerica motioned to approve Illinois Tattoo Company for business ownership. Melanie provided a second. The board took a vote and the motion carried.

Kim motioned to approve the owner happy hour food in the amount of \$200. Katie Pratt provided a second. The board took a vote and the motion carried.

Kim motioned to approve a \$100 food donation to Chefs for PATH. Melanie provided a second. The board took a vote and the motion carried.

### **Annual meeting**

Alan reported that we finally have confirmation from the theater. The rental cost is \$500, including the use of the special projector we need. The cost of the film is \$300 and it will be approximately \$200 for the t-shirt concession. Melanie will send a logo out to the board for their input on a logo. It was discussed that it might be something commemorative to 2016. Food will be kept as simple as possible; for example maybe sandwich trays and veggie trays. \$400 would be the maximum allotted for food. John Plattner made a motion to approve \$ 1500 for the total annual meeting budget. Katie P. provided a second. The board took a vote and the motion carried.

Jerica said we need outreach to help get owners checked in at the event. There was discussion about getting the ballot to the website and who would be counting the votes etc. The bylaws will be large so it will need to be housed on the GTG website. A PowerPoint also needs to be put together for those presenting. It was suggested to have a donation bucket for the movie and was decided to close the movie off from the public. Jerica needs to firm up several pieces of information before the invite is ready for print.

### **GLT summer concert sponsorship**

Kim reported the concert date is June 11<sup>th</sup> in downtown Bloomington. We have advertised in previous years and they contacted us to see if we want to do an ad again. She reported that a cost breakdown is uploaded on basecamp and that last year we did a full page ad. A motion was made by Alan to do a half page ad for \$350. Katie provided a second. The board took a vote and the motion carried.

Melanie reported that the letters of intent from the banks have been received. Kyle and Lacey gave us an extension on our deadline for the lease since we were waiting for the letters from the bank. They need information from us before they can proceed with their own financing. Melanie reported that everyone is wanting to get paid so we need to concentrate on the release of escrow from the owner loan campaign.

Michael reported on the three main buckets of the proforma and what the gaps are: Total gap is around \$458,000, but member equity makes up approximately \$184,000 of that. We don't expect to fill the member equity gap until the store is near open, or post open. That leaves between \$200,000 and \$300,000 that we need to raise via owner loans, grants and donations.

There was discussion among the board, and it was decided that an approximate date of July 4<sup>th</sup> is the date GTG is looking at for breaking ground. The confidentiality of the commitment letters was discussed, and it was stated that we cannot show them to any other banks or co-ops at this time. We have until December 31<sup>st</sup> to close the loan and thereafter, we will be charged interest. At best, we will start doing buildouts at the beginning of 2017.

The board discussed breaking escrow and the costs that have been incurred up to this point. The advantage to waiting to break escrow is that Green Top won't accrue any interest, so it is to our advantage if we can delay 30-60. Michael indicated that Lacey wants a letter from us stating that we acknowledge we are moving forward regardless, even if we don't break escrow at this time. Gap financing was also discussed and that we are looking at a few grants as well as reaching out to local lenders. (Keeping in mind those need to be approved by NCB and Shared Capital). We are still pursuing several local avenues/events for potential funds for the gap.

John motioned that we approve the following contracts: Kyle's contract (architect) and Catalyst's contract. Kim provided a second. The board took a vote and the motion carried.

John moved to approve the banks letter of agreement, i.e. letter of commitment for NCB and Shared Capital. Adrienne provided a second. The board took a vote and the motion carried.

John moved to approve that Green Top put Michael on the payroll beginning May 1, 2016. Jerica provided a second. The board took a vote and the motion carried.

Breaking escrow was briefly discussed, but will be tabled for a future meeting. Jerica reminded the board that the deadline for breaking escrow is July 8, 2016.

The rebate money that GTG would get over the course of the next several years, can be paid to a 3<sup>rd</sup> party lender. Funds would come to us on a quarterly basis and checks could be written directly over to the 3<sup>rd</sup> party lender we assign. This could be possible gap funding if we could find a potential 3<sup>rd</sup> party lender.

A motion was made by Jerica to provide Lacey the letter that she needs to move forward, despite our current shortfall. All contingencies will be removed from the lease as well as provide the required letter to the developers. Katie Pratt provided a second. The board took a vote and the motion carried.

Jerica made a motion to add Roger Day to the ballot for the Annual Meeting, as the deadline was April 1<sup>st</sup>. Kim provided a second. The board took a vote and the motion carried.

### **New business**

There have been conversation with Vickie Tilton about hosting an event for Green Top, in hopes to get further funds for the Owner Loan Campaign. Since this is different than a typical house party, she would like help with the food. Jerica motioned to provide \$200 from GTG for food for this party. Alan provided a second. The board took a vote and the motion carried.

### **Adjournment**

There being no further public business to come before the meeting, the meeting was adjourned at 8:50 pm.

Respectfully submitted,

---

Alan Langrall, Secretary  
Jodi Stalworth, Administrative Assistant