



Coast Community College District Enterprise, Inc.

BOARD OF DIRECTORS MEETING

February 7, 2012

BOARD OFFICE CONFERENCE ROOM

1370 Adams Avenue, Costa Mesa, CA 92626

MINUTES

I. Call to Order

The meeting was called to order at 12:04 p.m.

II. Roll Call

Mr. Cline - Present
Ms. Hilgendorf - Present
Mr. Yokoyama - Present
Dr. Teeter - Present
Mr. Nguyen - Present
Dr. Jones - Present
Mr. Venegas - Present

In Attendance

Trustee Jerry Patterson, Doug Bennett, Dr. Jack P. Lipton, Dr. Richard Pagel, Colleen Rymas, and Andrew Dunn.

III. Opportunity for Public Comment

None.

IV. Approval of Minutes of November 16, 2011 Board of Directors Meeting

On a motion by Ms. Hilgendorf and seconded by Mr. Yokoyama, the Board of Directors voted 7-0 to approve the Minutes of the November 16, 2011 Board of Directors Meeting.

Members Voting Yes:	Ms. Hilgendorf, Mr. Cline, Mr. Yokoyama, Mr. Nguyen, Dr. Jones, Mr. Venegas and Dr. Teeter
Members Voting No:	None
Members Absent:	None

V. Update On Tax Issues

Mr. Cline explained that Vasquez and Company had initially recommended that the Enterprise Corporation request a Private Letter Ruling from the IRS regarding the matter of UBIT with respect to the swap meet operations,

seeking to reduce or entirely eliminate income tax, citing the public education nature of use of the funds. Dr. Lipton shared that Vasquez and Company have shifted their advice and are now recommending that the Vasquez and Company provide a Formal Tax Opinion Letter to the District regarding current law on the receipt of funds from the Enterprise, stating that the current corporate organization of the Enterprise is appropriate, and should not be changed.

On a motion by Ms. Hilgendorf and seconded by Mr. Yokoyama, the Board of the Enterprise Corporation voted 7-0 to approve the Enterprise Corporation to reimburse the District for fees and the Enterprise to investigate what has been paid to Vasquez and Company and provide a reconciliation. The Prior Action has been superseded and the action is now to reimburse the District for the Recommendations.

Members Voting Yes:	Ms. Hilgendorf, Mr. Cline, Mr. Yokoyama, Mr. Nguyen, Dr. Jones, Mr. Venegas and Dr. Teeter
Members Voting No:	None
Members Absent:	None

VI. Approve Amendment to Burke, Williams and Sorensen, LLP

On a motion by Dr. Teeter and seconded by Mr. Yokoyama, the Board of the Enterprise Corporation voted 7-0 to increase amount from \$10,000 to \$20,000 with a possibility to revisit the item at the next Enterprise Meeting.

Members Voting Yes:	Ms. Hilgendorf, Mr. Cline, Mr. Yokoyama, Mr. Nguyen, Dr. Jones, Mr. Venegas and Dr. Teeter
Members Voting No:	None
Members Absent:	None

VII. Review of Fiscal Year 2010-2011 Audited Financial Statements

On a motion by Dr. Teeter and seconded by Mr. Yokoyama, the Board of Directors voted 7-0 to authorize a Special Board of Directors Meeting directed at questions brought up on Audited Statements. The meeting will look at the current status of the Enterprise Corporation and get clarity on the audited financial Statements and talk about other items that might benefit the District.

Members Voting Yes:	Ms. Hilgendorf, Mr. Cline, Mr. Yokoyama, Mr. Nguyen, Dr. Jones, Mr. Venegas and Dr. Teeter
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Members Voting No: None
Members Absent: None

VIII. Status of Swap meet Design at Orange Coast College

Doug Bennett discussed the plans to add a restroom facility on the Adams Parking Lot at Orange Coast College. He shared that the new restroom would include five stalls for men and five stalls for women. Mr. Bennett explained that the Orange County Health Department had previously advised that Orange Coast College add more hand washing stations in this area due to the high volume of Food Trucks that lines the parking lot on Swap Meet days. Mr. Bennett shared that this project will require drilling of the Parking Lot and would cost half a million in construction costs.

IX. Review and Approve Items as Required by the Enterprise By-Laws and Enterprise Master Agreement

On a motion by Dr. Teeter and seconded by Ms. Hilgendorf, the Board of Directors voted 7-0 to review and approve items as required by the Enterprise By-Laws and Enterprise Master Agreement and to have the Secretary and the President of the Enterprise Corporation reconcile Staff Deliverables and present them to the next Enterprise Board of Directors Meeting.

Members Voting Yes: Ms. Hilgendorf, Mr. Cline, Mr. Yokoyama,
Mr. Nguyen, Dr. Jones, Mr. Venegas and
Dr. Teeter
Members Voting No: None
Members Absent: None

X. Status of Vendor Agreement Revision

The Board of Directors discussed the Funding Schedule.

XI. Report by Enterprise Staff on Swap Meet Operations

Mr. Bennett gave the Enterprise Board of Directors an update on Orange Coast College swap meet operations.

Ms. Houlihan gave the Enterprise Board of Directors an update on Golden West College swap meet operations.

XII. Report by Enterprise Staff on CFO Selection

The Board of Directors of the Enterprise Corporation discussed CFO Selection.

XIII. Schedule Planning Session to Grow Market Share and Revenue of Swap Meet

The Enterprise Board of Directors will determine this date at the next scheduled meeting.

XIV. Set Future Meeting Dates

The next meeting of the Enterprise Board of Directors will take place on Tuesday March 13, 2012 at 12:00 p.m.

XV. Adjournment

There being no further business to discuss, it was moved by Mr. Yokoyama and seconded by Ms. Hilgendorf to adjourn the meeting at 1:20 p.m.

Members Voting Yes:	Ms. Hilgendorf, Mr. Cline, Mr. Yokoyama, Mr. Nguyen, Dr. Jones, Mr. Venegas and Dr. Teeter
Members Voting No:	None
Members Absent:	None

Secretary of the Enterprise