



Coast Community College District Enterprise, Inc.

BOARD OF DIRECTORS MEETING

June 12, 2012

BOARD OFFICE CONFERENCE ROOM

1370 Adams Avenue, Costa Mesa, CA 92626

REVISED MINUTES

I. Call to Order

The meeting was called to order at 12:02 p.m.

II. Roll Call

Mr. Cline - Present

Ms. Hilgendorf - Present

Mr. Yokoyama - Present

Dr. Teeter - Present

Mr. Nguyen – Present via Teleconference at 12:05 p.m.

Dr. Jones - Present

Mr. Torre - Present

In Attendance

Dr. Jack P. Lipton, Dr. Richard Pagel, Janet Houlihan, Dr. Martha Parham, Daniela Thompson, W. Andrew Dunn, Mr. Bill Kerwin, Ms. Helen Rothgeb, Doug Bennett, and Cody Joe Torre.

General Counsel advised the Enterprise Corporation that Cody Joe Torre could not vote on items or be an active member until he has taken his Oath of Office. Cody Joe Torre was sworn in as Student Trustee by Trustee Patterson at 12:12 p.m.

III. Opportunity for Public Comment

None.

IV. Urgent Addition: Amendment of Agenda to Authorize Director Bao Nguyen to Participate by Teleconference

On a motion by Ms. Hilgendorf and seconded by Dr. Jones, the Board of Directors voted 7-0 to authorize the urgent addition: Amendment of Agenda to Authorize Director Bao Nguyen to Participate by Teleconference.

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

V. Approval of Minutes of May 8, 2012 Board of Directors Meeting

On a motion by Ms. Hilgendorf and seconded by Dr. Jones, the Board of Directors voted 6-0 to approve the Minutes of the May 8, 2012 Board of Directors Meeting.

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

Dr. Lipton informed the members that to be in compliance with California Law, a roll call vote was required when a member is participating via teleconference.

A roll call vote of item IV and V was taken by Dr. Teeter.

VI. Appointment of Daniela Thompson as Chief Financial Officer (CF0)

The Enterprise Board of Directors reviewed Daniela Thompson's Professional Resume.

On a motion by Mr. Yokoyama and seconded by Dr. Jones, the Board of Directors voted 7-0 to appoint Daniela Thompson as Chief Financial Officer of the Enterprise Corporation.

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

A roll call vote was taken by Dr. Teeter.

VII. Update FY 2012-2013 Insurance and Authorization to Enter into Agreements with Board of Director Ratification at the Fall 2012 Meeting

On a motion by Mr. Yokoyama and seconded by Ms. Hilgendorf, the Board of Directors voted 7-0 to authorize Bill Kerwin to secure insurance based on best acts, subject to ratification at the next meeting.

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

A roll call vote was taken by Dr. Teeter.

VIII. Approval of Template for Vendor Agreement

A roll call vote was taken by Dr. Teeter.

On a motion by Mr. Yokoyama and seconded by Ms. Hilgendorf, The Board of Directors voted 7-0 to approve the vendor template agreements provided by Mr. Kerwin for incorporation by the Swap Meet agreements.

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

IX. Review of the April 30, 2012 Financial Statements

Ms. Houlihan, Mr. Dunn, and Dr. Pagel presented the April 20, 2012 Financial Statements to the Members of the Enterprise Corporation.

X. Review and Adoption of 2012-2013 CCCD Enterprise, Inc. Budget

A roll call vote was taken by Dr. Teeter.

On a motion by Mr. Yokoyama and seconded by Ms. Hilgendorf, the Board of Directors voted 7-0 to accept the Budget as presented, with the provision that an update be provided to reflect the actual tax liability for the projected profit.

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

XI. Approve Dividend Payment of \$400,000 to Shareholders, \$200,000 to the Coast Community College District and \$200,000 to the Coast Community College District Foundation.

The Enterprise Board of Directors reviewed a letter written by Chancellor Jones to the Enterprise Board Members in support of the item XI.

On a motion by Mr. Yokoyama and seconded by Dr. Teeter, the Board of Directors voted 7-0 to approve dividend payment of \$400,000 to Shareholders, \$200,000 to the Coast Community College District and \$200,000 to the Coast Community College District Foundation.

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

A roll call vote was taken by Dr. Teeter.

Chairman Cline reminded the board and attendees that the original intent of the Enterprise was to provide funds for beneficial projects at each of the participating colleges, Orange Coast and Golden West. Due to the extraordinary dedication of the Enterprise staff and officers, Mr. Cline believes, use of these funds should be directed to the greatest extent possible to the benefit of the source institutions.

XII. Update on Tax Issues

The Enterprise Board of Directors reviewed an e-mail written by Mr. Paul Luke to Dr. Teeter stating that the tax opinion letter will be finalized by June 13, 2012, that Vasquez and Company have advised the Enterprise not to pay the fourth quarter estimates, and that they are currently reviewing the Enterprise combined Financials through April 30th.

XIII. Review Staff Deliverables as Required by the Enterprise By-Laws and Enterprise Master Agreement

The Enterprise Board of Directors reviewed the schedule of reporting requirements of the Enterprise Corporation Under the By-laws and the Master Agreement with District.

On a motion by Dr. Teeter and seconded by Dr. Jones, the Board of Directors voted 7-0 to adopt the schedule as a standing agenda item at the regular quarterly meetings and to review, approve or ratify any matters so presented. .

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

XIV. Update on Swap Meet Operations

a. Counterfeit Training – Sheriff’s Department.

Mr. Doug Bennett gave the Enterprise Board of Director’s a report on an information session attended by him and other Coast Community College District/Swap Meet Employees on Counterfeit Issues.

XV. Report on Planning Session to Grow Market Share and Revenue of Swap Meet

a. Farmer’s Market

Dr. Pagel gave the Enterprise Board of Directors a report on the potential for Orange Coast College to develop a Farmer’s Market. Dr. Pagel explained that the idea was to turn unused land into a Farmers Market. The potential dates, times, and participants are still being worked on.

Ms. Houlihan informed the Enterprise Board of Directors that Golden West College is also exploring the potential for starting a Farmer’s Market. Golden West College is leaning towards a Farmer’s Market on Friday mornings on the Gothard side of campus.

b. Preferred Parking for Customers

Mr. Bennet gave the Members of the Enterprise Committee an introduction to using preferred parking for Swap Meet shoppers and vendors as a way of growing market shares and revenue of the Swap Meet.

Both items a and b will be brought back for further discussion in the fall.

XVI. Resolution Ratification of Past Acts

The Enterprise Board of Directors discussed Resolution Ratification of Past Acts.

On a motion by Dr. Teeter and seconded by Dr. Jones, the Board of Directors voted 5-0 to adopt Ratification of Contracts as a standing agenda item at regular quarterly meetings.

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

XVII. Set Up Swap Meet Tour Date

Ms. Janet Houlihan and Dr. Pagel offered to give private Swap Meet Tours to the Enterprise Board of Directors.

XVIII. Set Future Meeting Dates

The next Enterprise Board of Directors Meeting will take place on Tuesday September 11, 2012 at 12:00 p.m.

XIX. Adjourn

There being no further business to discuss, it was moved by Mr. Yokoyama and seconded by Mr. Teeter to adjourn the meeting at 1:55 p.m.

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

Secretary of the Enterprise