



Coast Community College District Enterprise, Inc.

Special Shareholders Meeting

Thursday August 23, 2012 at 4:00 p.m.

BOARD OFFICE CONFERENCE ROOM

1370 Adams Avenue, Costa Mesa, CA 92626

MINUTES

I. Call to Order

The meeting was called to order at 4:02 p.m.

Trustee Patterson explained to the Shareholders that there had been a strong effort by the Officers of the Enterprise Corporation to get it in good standing with the District and the State of California.

He further explained the need for two actions by the Shareholders. One was to fill the vacancy left by Dr. Teeter's departure and the second was to successfully stagger the terms of the Senior Directors of the Enterprise Corporation as required by the Enterprise Corporation Bylaws.

Trustee Patterson concluded with special recognition of Mr. Cline, Chair of the Enterprise Corporation, for his hard work, dedication, and to all of the Officers and Directors for the work that went into developing the current Enterprise Bylaws and Master Agreement.

II. Roll Call

Representatives Present:

Mr. Ed Fawcett on behalf of the Coast Community College District Foundation, and Mr. Jerry Patterson on behalf of the Coast Community College District

Representatives Absent:

Dr. Sydney Stokes

The Shareholders of the Enterprise Corporation discussed Dr. Stokes' absence and concluded that business could be conducted since Mr. Fawcett was present to represent the interest of the Coast District Foundation.

III. Opportunity for Public Comment

None.

IV. Approval of the Minutes of November 21, 2011 Shareholders Meeting

On a motion by Mr. Patterson and seconded by Mr. Fawcett, the Shareholders of the Enterprise Corporation approved the Minutes of the November 21, 2011 Shareholders Meeting.

Representatives Voting Yes: Mr. Fawcett and Mr. Patterson

Representatives Voting No: None

V. Receive and File the Resignation of Dr. Christian Teeter as Director of the Enterprise Board of Directors

On a motion by Mr. Patterson and seconded by Mr. Fawcett, the Shareholders of the Enterprise Corporation received and filed the resignation of Dr. Teeter as Director of the Enterprise Board of Directors.

Representatives Voting Yes: Mr. Fawcett and Mr. Patterson.
Representatives Voting No: None

VI. Review the Resumes of Nominees for Board of Directors

Ms. Houlihan introduced Mr. Raymond L. Roberts and explained that he was an active member of the community and a former student of Orange Coast College.

Trustee Patterson shared that Mr. Roberts, who was brought to the attention of the District by Board President Jim Moreno, had a twenty six year history as an employee for IBM, and a Masters Degree in Business Administration.

VII. Appointment of Director of the Coast Community College District Enterprise Corporation to Serve the Remaining Term of Dr. Christian Teeter whose term expires on June 30, 2013

On a motion by Mr. Patterson and seconded by Mr. Fawcett, the Shareholders of the Enterprise Corporation appointed Mr. Roberts to the Enterprise Corporation Board of Directors to serve the remaining term of Dr. Teeter, whose term expired on June 30, 2013.

Mr. Cline, Dr. Pagel, and Ms. Houlihan offered to orient Mr. Roberts on his new position.

Representatives Voting Yes: Mr. Fawcett and Mr. Patterson.
Representatives Voting No: None

VIII. Update on Swap meet Operations

Ms. Houlihan and Dr. Pagel provided an update on swap meet operations.

IX. Report on Dividends Payouts

Dr. Pagel provided an update on dividend payouts. He shared that, with the help of Mr. Doug Bennett and Mr. Mike Carey, the Orange Coast College swap meet had a very successful year. The funds generated allowed the Enterprise Corporation to contribute funds to the Colleges.

Dr. Pagel elaborated that dividend payouts occurred as follows: \$150,000 to the Bond consultant, \$100,000 to Orange Coast College for class offerings, and \$200,000 were distributed for further class offerings, paid out on request by the Chancellor, with 50% being paid to the District Foundation and 50% being paid to the District.

Dr. Pagel further explained that both campuses met with Dr. Lipton and Mr. Bill Kerwin to update their vendor agreements.

Mr. Cline requested that Ms. Houlihan provide an update on revenue and net profits. Ms. Houlihan explained that the swap meets gross about three million dollars each year, with revenue coming from the lease of the spaces to vendors on Saturdays and Sundays. She further explained that a large portion comes back as dedicated revenue, that is used to help fund more classes and support the District Colleges as needed.

Mr. Fawcett asked how the Enterprise stood as far as the balance sheet. Dr. Pagel informed Mr. Fawcett that the Enterprise Corporation still had money, despite payouts. He further explained that last year the District raised the fees and would raise the fees again when appropriate. Mr. Cline explained that the corporation was trying to raise revenue and minimize taxes.

Ms. Houlihan explained that the financials were calculated separately for each campus and then combined by Ms. Daniela Thompson.

Mr. Patterson added that the reports are a provision of the revised Bylaws.

X. Construction Update

a) Adams Lot Restroom

Dr. Pagel provided an update on the Adams Lot restroom construction. He shared that the Orange Coast College Swap meet was cited for not having a permanent restroom and was given notice to install a hand washing station to avoid sanctions. He further informed the Shareholders that Mr. Bennett was working on installing the hand washing station by September 1, 2012. He also explained that the necessary easement would be taken care of in Fall 2012.

Mr. Patterson asked if Golden West College has the same needs, Ms. Houlihan replied that, although they did not have this problem, Golden West College would still like to develop a permanent restroom facility for weekend events because of the wear and tear that the campus restrooms incur over weekend events.

XI. Report on New Ideas

a) Orange Coast College Farmers Market

Mr. Patterson asked for more information on opportunities to grow revenues and Dr. Pagel provided a report on new ideas. He shared that there would be a feasibility study delivered by January to explore the potential for a Farmers Market. He further indicated that Orange Coast College had a conditional use permit, but if needed could go back to the city for the necessary permit.

Ms. Houlihan explained that another opportunity was preferred parking, where patrons could pay a fee to park closer in high demand locations. Dr. Pagel added that the Enterprise Corporation may want to extend preferred parking to cover special events, such as charging for additional parking to O.C. fair patrons.

XII. Adjournment

There being no further business, it was moved by Mr. Fawcett and seconded by Mr. Patterson to adjourn the meeting at 4:35 p.m.

Representatives Voting Yes:	Mr. Fawcett and Mr. Patterson.
Representatives Voting No:	None

Secretary of the Enterprise