



Coast Community College District Enterprise, Inc.

BOARD OF DIRECTORS REGULAR MEETING

January 12, 2017

BOARD OFFICE CONFERENCE ROOM

1370 Adams Ave., Costa Mesa, CA 92626

MINUTES

I. Call to Order

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

II. Roll Call

Present:

David Cline, Jim McIlwain, Richard Armendariz, Richard Kapko, Sharon Donoff, Chancellor John Weispenning, and Student Trustee Stephanie Eichman

Absent:

Trustee Jerry Patterson

In Attendance:

Dr. Rich Pagel, Dr. Andy Dunn, Janet Houlihan, Candy Lundell, Julia Clevenger, Daniela Thompson, Rachel Snell, Colleen Rymas, Rachel Kubik, Letitia Clark, Dr. Jack Lipton, and Jane Burton

III. Opportunity for Public Comment

There were no requests to address the Enterprise Board.

IV. Approval of Minutes from Meeting of Regular Meeting of October 13, 2016 and Special Meeting of October 13, 2016

On a motion by Mr. McIlwain, seconded by Chancellor Weispenning, the Board of Directors voted 7-0-0 to approve the minutes of the Regular Meeting of October 13, 2016 and the Special Meeting of October 13, 2016.

Members Voting Yes:	Mr. Cline, Mr. McIlwain, Mr. Armendariz, Mr. Kapko, Ms. Donoff, Chancellor Weispenning, and Student Trustee Eichman
Members Voting No:	None
Members Absent:	None

V. Swap Meet Operations/Construction Update

a. Orange Coast College

Ms. Clevenger reported that there were some projects that would be starting up in the future but at the present time construction was not affecting the OCC Swap Meet. She indicated that December was a great month and so far they had not seen a slow-down in January. Training had been offered for First Aid and CPR. She indicated there was still an open position for swap meet manager that she did not anticipate being filled until the end of March 2017.

b. Golden West College

Ms. Houlihan reported that the Math/Science project had impacted the GWC Swap Meet the most but they had been working with the contractors to minimize this as much as possible. Restriping of the parking lot took place over winter break, and they would be working on some re-routing for the vendors when the access road was closed for the Criminal Justice project, and planned to get early communication out to vendors and sufficient signage for shoppers.

VI. Report and Ratification of Staff Board Deliverables per Master Agreement Requirements Sections 8, 10, 11, 13, 20, 22 and 28

Ms. Thompson provided a comprehensive overview of the Staff Board Deliverables per the Master Agreement requirements. She indicated that, once the Enterprise Board had approved the Deliverables, they would be presented to the Coast Community College District Board of Trustees. It was clarified that the report was for 1st Quarter ending September 30, 2016. After review, on a motion by Ms. Donoff, seconded by Mr. McIlwain, the Board of Directors voted 7-0-0 to approve the Deliverables as presented and ratify the expenditures. It was agreed that in the future there would be separate agenda items for Report of Staff Deliverables, and Ratification of Enterprise Expenditures.

Members Voting Yes:	Mr. Cline, Mr. McIlwain, Mr. Armendariz, Mr. Kapko, Ms. Donoff, Chancellor Weispenning, and Student Trustee Eichman
Members Voting No:	None
Members Absent:	None

VII. Reports

i. Financial Reports (Combined for GWC and OCC)

Mr. Thompson gave a brief overview of the Financial Statements for the Quarter ending September 30, 2016, reporting that total assets combined were \$1,960,632 with a cash balance of \$1,776,835. Total liabilities combined were \$955,285, with a net profit of \$130,320.

ii. Proposition 51 Update

Ms. Houlihan and Dr. Dunn updated the Board on Proposition 51. To recap, both Orange Coast and Golden West Colleges had projects that could be funded if Proposition 51 passed. Proposition 51 did pass and the next step would be for it to be included in the Governor's Budget. The Community College System Board of Governors had adopted a Capital Outlay Plan for the coming year that included 29 projects. Of those 29 projects, the Governor's initial budget proposal only included 5 of the 29, so part of the District's advocacy would be to see the entire Community College Capital Outlay Plan included. It was noted that there was a county wide advocacy group whose interests were aligned; the resources are there but it would take negotiation to get the full spending plan included as part of the state budget. The two district projects total just under \$55 million.

VIII. Review, Discuss and Possible Action on Proposed Price Increase and Timeline

Ms. Clevenger reported on behalf of herself and Ms. Lundell. She indicated they felt it was a good time to raise the prices on door sales by \$5. This would give monthly vendors an incentive to be monthly and for them to feel more valued because their prices would not be increased, but it would help with our revenue because of the volume of door sales. This could be done the last quarter of this fiscal year or start in July. Ms. Clevenger noted that currently at OCC there were 240 monthly vendors with 798 spaces. The 240 monthly vendors had more than one space, so they were currently at 50% and it was hoped to get that number up to 65-70%. The Conditional Use Permit mandates a percentage is kept open for at the door sales.

Mr. Cline indicated this would be left to the discretion of the President to make price increases as deemed appropriate but suggested it be done sooner than later. It was requested that Ms. Clevenger and Ms. Lundell bring back some more information on what the projected increase would be, based on how many day vendors we have now etc. Ms. Clevenger indicated that the next step would be to consider moving prices up on the daily vendors in a year or so.

IX. Review, Discuss and Possible Action on Changes to the Master Agreement Related to the Trademark

Vice Chancellor Dun gave an overview to the Board of Directors of proposed changes to the Master Agreement related to the Trademark, for the Foundation to grant to the Enterprise Corporation a non-exclusive license. Dr. Lipton noted that another transaction would be occurring concurrently between the District and the District Foundation. Mr. Cline requested that the Master Agreement include history showing the original date of the agreement and the date of the amendment.

On a motion by Ms. Donoff, seconded by Mr. McIlwain, the Board of Directors voted to amend the Master Agreement, Article 11 Trademark Licenses to read as follows: "Foundation hereby grants to Enterprise a non-exclusive license to utilize the names "Coast Community College District," "Orange Coast College" and "Golden West College" for the specific purposes of advertising and identifying the Swap Meets and the Enterprise Corporation. As a fee for these Trademark Licenses, Enterprise shall pay to Foundation an annual fee of \$60,000 payable on a quarterly basis." Additionally, the last sentence of Article 8 Management Oversight would be deleted.

Members Voting Yes:	Mr. Cline, Mr. McIlwain, Mr. Armendariz, Mr. Kapko, Ms. Donoff, Chancellor Weispenning, and Student Trustee Eichman
Members Voting No:	None
Members Absent:	None

X. Recess to Closed Session

The Board recessed to Closed Session at 1:05 p.m. to discuss the following:

a. Conference with Legal Counsel: Existing Litigation

(Pursuant to sub-section "d-1" of *Government Code* Section 54956.9)
Constance George vs. Coast Community College District et al., Orange County
Superior Court Case No. 30-2016-00865168

b. Conference with Legal Counsel: Anticipated Litigation

(Significant exposure to litigation pursuant to sub-section "d-2" of *Government Code* Section 54956.9.) Two cases: Claims by Celestino Martinez and Robin Wade.

XI. Reconvene to Open Session

The Board reconvened to Open Session at 1:25 p.m.

XII. Report of Action in Closed Session (if any)

There was no report of action in closed session.

XIII. Future Agenda Items

There were no additional items noted for the next agenda.

XIV. Future Meeting Dates

- a. April 13, 2017
- b. July 13, 2017
- c. October 12, 2017

XV. Adjourn

On a motion by Chancellor Weispfenning, seconded by Mr. Armendariz, the Board of Directors voted 7-0-0 to adjourn the meeting at 1:30 p.m.

Members Voting Yes:	Mr. Cline, Mr. McIlwain, Mr. Armendariz, Mr. Kapko, Ms. Donoff, Chancellor Weispfenning, and Student Trustee Eichman
Members Voting No:	None
Members Absent:	None


Secretary of the Enterprise