

Tierrasanta *Foundation*

FINAL MINUTES

of the Board Meeting of September 29, 2008

at
Restaurant *Andiamo!* in Tierrasanta

Directors in attendance: Eric Germain (President), Robert Aguilar (Treasurer), Joyce Muinos, Lee Campbell, Roy Colosimo, Susan Deininger, Scott Hasson

Guest: Dana Brown, Rich Orr

The President called the meeting to order at 6:06 PM. A quorum of seven was present.

Item 1: Report on the Skate Board Park

Former TF member Dana Brown said a few words about the Skate Board Park. Progress in organizing the participants has been good. The current goal is to raise half of the needed funds, \$750 thousand.

Item 2: Statement by the departed TF Secretary.

Dana Brown wished the Foundation well in its future endeavors.

Item 3: Fill for the vacant Secretary Seat

The President announced the vacant officer seat and invited a TF boardmember to be the next Secretary. Nobody volunteered, and so the President announced he would fill in as interim Secretary.

Item 4: Approval of Minutes from 4 September 2008

The President discussed some of the issues from the last meeting and he confessed to bad judgment in attempting to turn a post-Taste celebration into a business meeting. He walked through his several proposed changes to the draft minutes, as previously published by email, and he agreed to record no actions taken in Item 4 as these same actions are item 9 of the 29 September agenda.

Motion: Deininger / Aguilar

The TF Board of Directors approved the amended Minutes of 4 September 2008.

Passed: 7 - 0 - 0

Item 5: Review of Past TF Minutes

The President offered the TF an opportunity to propose changes to past minutes of the TF. There were no proposed changes.

Item 6: Statement by the TF President

The President made a statement accepting some responsibility for the resignation of the TF's original Treasurer and Secretary.

Item 7: Vote of No Confidence in the TF President

The President relinquished the chair to Robert Aguilar and then moved the dismissal of Eric Germain as TF President. Germain announced he would vote in favor of this motion. Each member spoke in turn and most spoke in support of retaining the current president.

Director Hasson expressed concerns at the handling of Taste distributions, about the excessive amount received by the church, and about the way it was decided: it was decided by Taste co-chairs Germain and Colosimo. His opinion was the church should receive less and the schools more. Visitor Rich Orr also expressed concerns about Taste distributions and he asked that the President apologize for his unilateral handling of this. Germain responded by saying the TF was one of six sponsoring organizations for the Taste, and the issues of concern to Mr Orr were matters for the Taste leaders to make, not for the TF to make. Germain acknowledged that for the next Taste there would be a more formally established Taste Board of Directors that would make such decisions.

Motion: Germain / Hasson

The TF Board of Directors removes Eric Germain from the position of President of the TF.

Motion failed: 1 - 5 - 1 (Germain in favor, Hasson abstain)

The President reassumed his duties as Chair.

Item 8: Election of a new TF President

This item was skipped based on the result of item 7.

Item 9: Taste of Tierrasanta Financial Summary

The President reviewed the slides he prepared to describe the Taste's overall financial results. He reported that the balance sheet numbers are verified and fully understood. He explained that it was too late to change the deal worked out with the church. He asked for two actions from the Board, described below.

Action 1: The President proposed that the TF retain \$5,000 as follows: about \$3,000 to cover TF incorporating costs (including repaying the TCC for its \$2,500 loan from 2007) and about \$2,000 cash on hand as Taste 2009 seed money and to cover unspecified TF expenses that may arise.

Motion: Hasson / Muinos

The TF Board of Directors approves retaining \$5,000 from the Taste proceeds.

Passed: 7 - 0 - 0

Action 2: The President asked the TF to endorse the methodology by which Taste distributions were determined and, in so doing, approve the final distributions to all of the organizations. He walked through the spreadsheet and answered questions. Director Hasson again expressed concerns that not enough was going to the schools. The board made minor adjustments to the distributions that gave slightly more to the local schools.

Motion: Aguilar / Colosimo

The TF Board of Directors approves the distribution of Taste revenue to community organizations to be conducted in two phases. (Details are shown in the attachment to these minutes.)

Passed: 6 - 1 - 0 (Hasson against)

Item 10: Other Forms of Recognition for Taste Participation

The President asked members about the ways the TF might recognize participating restaurants, sponsors and attendees over the next year. Director Hasson thought he could arrange a free ad in the *TierraTimes* thanking the restaurants. Letters thanking the restaurants was considered of limited benefit but the idea of a plaque seemed better. Treasurer Aguilar agreed to investigate pricing of this unbudgeted item.

The President agreed to write letters to accompany the schools' donations in order to explain the distributions to clubs and organizations within the schools.

Item 11: Paid Advertisements and/or Taste Recognition in TF and TCC emails

The President suggested going commercial in TF and TCC broadcast emails by allowing business to advertise in an email. TCC President Scott Hasson was amenable to this.

Item 12: Regular Meeting Date for the TF Board

The President explained that the TF's meeting date of is not satisfactory to all members.

Motion: Aguilar / Hasson

The TF Board of Directors agrees to meet on October 21, and then to settle in on a regular meeting date of second Tuesdays such that the subsequent meeting would be November 11.

Passed: 7 - 0 - 0

Director Colosimo offered the new Coldwell Banker office conference room as a meeting place for October and November.

Item 13: Report on TVSD Activities

Director Deininger updated the TF on TVSD activities including the 80 people who attended the recent formal kick-off event.

Item 14: Taste of Tierrasanta Cookbook

The President recommended following Linda Cameron's lead and cancelling all further effort to produce a Cookbook by the holidays. He also cited this as an example of how NOT to do business in the future: the Cookbook idea was initiated within the Taste organization, but as a business it never was formally adopted by the TF board.

Motion: Aguilar / Hasson

The TF Board of Directors agrees cancel work on the Cookbook and to refund all checks sent in for this project.

Passed: 7 - 0 - 0

Item 15: TF-TCC Coordination Committee and future of the TF Bylaws

TCC member and joint committee chair Rich Orr described the recent meeting of this joint TF-TCC committee. He said that TF bylaws need to be changed to eliminate direct election of TF board members by the citizens of Tierrasanta. He also said that while the bylaws don't need to be reissued immediately, the work to redraft language could begin at any time.

The President reported that this change involves total elimination of the concept of General Members (and elimination of all of Article 3) and changes to some 22 of the 58 numbered paragraphs in the bylaws. He also announced his intention to propose changes to the TF bylaws at a future meeting, and in the interim he soon would propose a bylaws amendment that would eliminate the possibility of a general TF board member election in February 2009.

Item 16: Member Comments

Director Hasson proposed the addition of noted businessmen from the community to the TF board.

The President reported on delays in the TF's 501(c)(3) application with the IRS. The IRS's certification of the TF's tax exempt status probably will be at least another few months.

The TF Meeting was adjourned at 8:30 PM.

Approved:

Witnessed:

President

Board Member

Taste of Tierrasanta – Contributions to Community Organizations

Phase 1: These amounts are being sent to the listed organizations right now.	\$2,500	Serra High School
	\$2,500	Tierrasanta Seniors Club
	\$2,025	Tierrasanta Elementary School
	\$1,500	Tierrasanta Village of San Diego
	\$1,400	Tierrasanta Library
	\$1,050	Tierrasanta Recreation Council
	\$1,025	Friends of Tierrasanta Canyons
	\$925	Kumeyaay Elementary School
	\$750	De Portola Middle School
	\$600	Tierrasanta Lacrosse
	\$425	TierraCanyon Softball
	\$350	Believe in Taylor Foundation
	\$325	Farb Middle School
	\$325	Hancock Elementary School
	\$325	Miller Elementary School
	\$325	Vista Grande Elementary School
	\$325	AYSO: Girls Soccer
	\$225	Tierrasanta Little League Baseball
\$175	Tierrasanta Lutheran Church	
\$50	Canyon View Christian Fellowship	
Phase 2: These amounts will be sent to the listed organizations when the final funds are available to the Tierrasanta Foundation.	\$1,750	Kiwanis Foundation of Tierrasanta
	\$675	Mission Trails Regional Park
	\$575	Tierrasanta Junior Womens Club
	\$450	Ascension Knights of Columbus
	\$425	Tierrasanta CERT
	\$400	Ascension Catholic Parish
	\$400	Tierrasanta FireSafe Council
	\$325	Skate Board Park
	\$300	Tierrasanta Community Council
	\$225	Pt Loma H.S. Vanguard Band
	\$200	Project Concern International
	\$100	San Diego River Foundation
	\$100	Rady Children's Hosp Aux - Tierrasanta Unit
	\$100	Fallbrook Animal Sanctuary

The first phase of check writing, now underway, is checks written on the TF's own bank account based upon cash in hand. The second phase will be written against money currently held for the TF by the Kiwanis Foundation of Tierrasanta, and these checks should start going out in the next few months once the TF's 501(c)(3) tax status is approved by the Internal Revenue Service. Feel free to call the TF president at 619-200-1928 if you have questions.

As noted above, the TF is withholding \$5,000 of the Taste revenue for the following reasons: \$3,000 to cover the costs of the TF's incorporation and tax exemption application (these costs were incurred last spring), and \$2,000 for TF operating expenses and as seed money for the 2009 Taste event.