

# *Tierrasanta* *Foundation*

## **FINAL MINUTES**

### **Of the Board Meeting of October 13, 2009**

### **At the Tierrasanta Community Information Center (TCIC)**

**Directors in attendance:** Eric Germain (President), Harry Duffield (Treasurer), Lee Campbell (Secretary), B.J. McGuire, Aynn McGuire, Joyce Muinos, Dick Rees, Susan Deininger (arrived late), Roy Colosimo (arrived late).

Absent: Barbara Dubreville, Matt O'Brien, Scott Hasson, Larry Murray, Robyn Murray

Guests: Linda Juhasz (Recreation Council Correspondence secretary), Norm Ryan (Serra High School representative to Rec Council and Serra Foundation president), Joshua Goldsmith (Edwards Jones office, responsible for the Chamber of Commerce presence in Tierrasanta, a member of the Tierrasanta Kiwanis, and leader of Tierra Towners – a business networking group).

The Chair called the meeting to order at 6:10 PM with seven present, and this grew to nine with the late arrival of members. The chair announced that a quorum was met at approximately 6:16 PM and preceded with informational items until then.

The Chair invited the guests to introduce themselves. All three congratulated the TF for its success in organizing the Taste. Ms. Juhasz thanked all for the donations from the Taste of Tierrasanta and stated that she felt that the Foundation should retain more like 25% of the net instead of 12%. Both Norm Ryan and Joshua Goldsmith said they would like to help organize Taste 2010 next year. Norm Ryan advised the board of the two remaining opportunities (14 & 28 Oct, 6:30PM) of public forum for providing comments on the new 10,000 sq. ft. SDUSD data center to be built on the open school lot at the corner of Santo Road and Clairemont Mesa Blvd.

The Chair reported that the speaker expected concerning possibility of entering into a new business – a thrift shop – will not be here for this meeting.

#### **Item 1a: Approval of Minutes from September 8, 2009**

Director Rees corrected the concert date to Saturday, Oct 24th.

Motion: A. McGuire / Campbell

The TF Board of Directors approved the Minutes of September 8, 2009 with a correction in item 10 only.

Passed: unanimous

### **Item 1b: Approval of Minutes from October 6, 2009**

Motion: B.J. McGuire / Muinos

The TF Board of Directors approved the Minutes of October 6, 2009 as written.

Passed: unanimous

### **Item 2: Amend & Correct Old Minutes**

The Chair reviewed some old minutes that inadvertently were approved as final but that contain minor administrative errors:

April 14, 2009, item 1: change "Approval of the Minutes from February" to read "Approval of the Minutes from March".

April 14, 2009, item 10: change "Director Rees that" to read "Director Rees reported that".

May 12, 2009, item 1: change "the Chair presented the February minutes" to read "the Chair presented the April minutes."

July 14, 2009, item 1: change the mentions of "April" and "April 14" to read "May" and "May 12".

Motion: A. McGuire / B.J. McGuire

The TF Board of Directors approved the minor corrections to past minutes as outlined by the Chair.

Passed: 8 - 0 - 0

### **Item 3: Chair's Report**

The Chair welcomed the new TF Secretary, Lee Campbell.

The Chair then began to hand out Taste distribution checks with letters and he invited those present to stand for a photo. Not all checks were ready to go. The distributions amounted to just under \$40,000. Full report is attached to these minutes.

### **Item 4: Treasurer's Report**

The Treasurer presented his report.

- The TF's profit from Taste 2009 was \$6,534.
- There is \$16, 000 in the bank including \$6, 600 being held for the TVSD leaving an amount available in the bank \$9,472.
- The total proceeds of the taste is \$61,055 with expenses of \$20,237 leaving net Taste proceeds is \$40,818

The Chair mentioned:

- The annual meeting needs to be called – should be prepared for the near future.
- The fact that although a fee for handling the TVSD funds was set in the grant agreement that none has been taken yet. This Chair stated that this is a possible agenda item for November.



*Pictured from left to right: Dick Rees, TCC and TF board member, and organizer of Tierrasanta's "Concerts in the Park" program; Josh Goldsmith, accepting a check for the Tierrasanta Kiwanis Club; Susan Deininger, President of the Tierrasanta Village of San Diego and TF board member, accepting a check for the TVSD; Joyce Muinos, President of the Tierrasanta Junior Womens Club and TF board member, accepting a check for the TJWC; Aynn McGuire (front), TF board member, accepting a check for the Armed Services YMCA; Norm Ryan (back), President of the Serra High School Foundation, accepting a check for Serra High School; Linda Juhasz, Secretary of the Tierrasanta Recreation Council, accepting a check for the Rec Council; BJ McGuire, TCC and TF board member, accepting a check for the TCC (also includes funds for T-CERT, the TCIC and Concerts in the Park); and Harry Duffield, TF Treasurer, presenting the check to Aynn McGuire.*

### **Item 5: Recognition of Celeste Weinsheim**

The Chair invited Linda Juhasz and Norm Ryan to explain the memorial rock and answer questions. The memorial will cost about \$3,500 to \$4,000. They have raised \$2,900 to date. The Tierrasanta Recreation Council agrees to accept responsibility for maintenance of the monument

Several board members spoke against setting a precedent that would lead to other groups seeking funds and that the TF doesn't yet have resources to give away.

- Treasurer Duffield stated that he appreciated the suggestion that 25% of the Taste proceeds be kept by the Foundation. Others said the TF must stay engaged with the community.
- Secretary Campbell stated in addition that the money could be used in other ways as an appreciation for Celeste Weinsheim such as a native plant garden or the planting of trees.
- Secretary Campbell also stated that he felt that the contributions should have been asked from the community at large instead of from charities and organizations that are in the start up phase. Several spoke in recognition of Celeste's accomplishments and long service.

- Director Muinos spoke again on the concern for setting a precedent. The venue of the Foundation is funding money through the Taste and not funding through presentations that come before the Foundation.
- The Chair stated that the Foundation does well to stay engaged (to respond to casual requests for money) from the community, the amount being asked for (\$300) is a small amount, the only way it can become a precedent is if we allow it to become one – we can always say no in the future.

Motion: Muinos / Rees

The TF Board of Directors approves a \$300 donation to the Rec Council for the memorial Rock.

Passed: 6 - 2 - 1

## **Item 6: Preparations for Bylaws Updates**

The Chair announced his plan to have new bylaws approved before February 2010 in order to permanently ensure there will be no public election of TF board members. Changes will include:

- The removal of general members of the corporation
- The general election by the community will be removed.

In addition the chair [who is on the board of the TVSD] will be completing and submitting the bylaws for the TVSD.

Secretary's Note: The TVSD bylaws are part of the incorporation process for the TVSD that the chair has taken responsibility for. This is of interest to the Foundation due to the Foundations role currently as the fiduciary agent for the TVSD.

- a. He offered the suggestion that the bylaws update include a requirement for board members to pay for their membership. Some thought this was ok but others said they would depart the TF rather than pay.
- Susan Deininger questioned whether the persons who paid for memberships were expected to do work. The chair responded with an affirmative.
  - Director Muinos stated that she would not pay to work as a member of the Board;
  - Director Ann McGuire supported Director Muinos' position.
  - Director Campbell stated that although the prospect of paying for membership is not desirable that membership fees in the \$250 range would be acceptable.
- b. The Chair said that half the board has terms expiring in February 2010 and the new bylaws would include a simple reappointment process.
- c. He also said the bylaws would include some details on management of the Tierrasanta Infrastructure Fund (TIF). At some point we will need to invest the money that is currently less than \$1000. The chair asked guest Josh Goldsmith of Edward Jones to look into an investment strategy for the fund.

## **Item 7: Taste of Tierrasanta**

The Chair handed out checks that were ready to distribute and advised that the remainder would be ready soon. He reported that Ascension intends to develop the back dirt lot and it is possible the construction could be started by summer 2010, which might affect Taste 2010, or construction might be delayed to 2011. Recognition of the restaurants is a pending action.

Director Colosimo stated that the Coldwell Banker advertisement in the next *TierraTimes* would have an itemized breakdown of where the Taste money has gone.

Director Ann McGuire is concerned that we need to keep the restaurants involved.

### **Item 8: Tierrasanta at the Oscars**

Director Muinos presented a report on planning for the March event. She said it is in the idea phase and Directory Murray will be working up a plan. The Oscars committee intends to hold the event at Bellagio. It will be cocktail attire "black-tie optional" and tickets will be \$50. The next committee meeting is Oct 20 at 6PM. Anybody interested in participating on the committee is invited. The attendance will be 100 to 130 depending on how the patio at Bellagio is used. All proceeds will benefit the TF. The committee will be seeking sponsors.

President Germain expressed concern that there may be an issue with sole sourcing the venue. He also suggested that a business plan should be provided. He also suggested concern that there are many copyrighted words etc. related to the Oscars and that we must look into getting permission for use.

### **Item 9: Tierrasanta Calendar 2010**

Director Campbell presented the 2010 calendar and announced they were now for sale at \$8 each. He stated that there is \$150 in prizes – one for best photo, which is displayed on the cover and one for best picture by an amateur photographer under the age of 17. This year both prizes were won by 14 year-old Amanda Mosler.

Regarding the calendar business:

- The cost is approximately \$4 per calendar to produce.
- Roughly 250 calendars are printed for a cost of roughly \$1150 including the \$150 prize money.
- The markup is approximately \$4 (approx. \$1000 income)
- The sponsor income is \$100 per each month (approx. \$1100).
- The UPS Store is exempt because the production is donated).
- This year 6 sponsors paid for coupons for an additional \$60.
- So the approximate total income is \$2000.

Bulk sales are available with a discounted price for merchants.

President Germain stated that the income goes to the TF treasury ledger account for the Calendar Committee. At some time in the future the TF may require a distribution from the account to go to the TF for handling the funds.

Director Campbell proposed the TF formally accept the Tierrasanta Calendar and the annual photo competition as a new business endeavor.

**Motion: Campbell / A. McGuire**

**The TF Board of Directors formally accepts the Tierrasanta Calendar and annual photo competition as a new business endeavor with effective date of 15 September 2009.**

**Passed: 9 - 0 - 0**

### **Item 10: Other Businesses**

The Chair raised other possible businesses: a Tierrasanta Fun Run and the Tierrasanta History Book. Director Campbell liked the idea of a coffee table book with pictures, but an author / historian is needed to take on this project.

### **Item 11: TVSD Report**

Director Deininger reported that the TVSD now has 98 paying members. TVSD just won their first grant though the cash value of the grant is uncertain. It may help with the infrastructure, visibility and

advertising. TVSD members are doing a visit to the Midway Museum on Oct 19<sup>th</sup>. They are short of staff and are conducting interviews.

**Item 12: Concert in the Park is short of staff**

Director Rees reported the last concert for 2009 is Saturday, Oct 24<sup>th</sup> at 4PM. The band is "Y3K". Banners are up. Ian Fetterman and Director Rees have been the main organizers. Adult beverages are permitted on the Rec center premises.

**Item 13: FireSafe Council Report**

Director Campbell will give his next presentation on Oct 24<sup>th</sup> or 31<sup>st</sup> at 9:30AM. The Date is to be finalized. The fire department and approx 8 homeowners are in attendance.

A Fire Safe presence will be at the car show Saturday the 17<sup>th</sup> of October.

**Item 14: Member Comments**

Director Campbell reminded the board of the Tierrasanta Treasures car show this Saturday 11AM to 3PM.

Director Colosimo noted the UT letter to the editor in today's paper from Morris Sarachek comparing a heavily subsidized event in PB with Taste 2009.

Director Campbell suggested that the concept of retaining more from the Taste proceeds such as suggested by Treasure Duffield at the last meeting, in the amount of an additional \$5000, was favorable to him. Campbell additionally suggested that proceeds from the Taste to the schools be 100% paid from the donations and less be paid to the other organizations to be retained by the Foundation.

The Chair stated that the Foundation is primarily for adults and (the Taste) is to raise money for the organizations proportionally to their ticket proceeds participation. Director Muinos concurred.

Director Deininger considers that more concentration of money directed to seniors now will help the younger generation by relieving them of some of the burden of supporting the seniors in the future.

The TF Board Meeting was adjourned at 7:40 PM.

Submitted:

Approved:

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Lee Campbell, Secretary

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Eric Germain, President