

Adobe Board Ad Hoc Meeting

29 June 2016

The Board Meeting was called to order at 3:54 pm. Attending were Board members: Kate Stewart, Linda Grissom, Marian Wilson, Sharon O'Connor, Helen Atwill, Lois Jameson, John Heieck (NLM Representative) and Jared Boulds (Club Manager). Seven members were also in attendance and Ken Badertscher served as an acting parliamentarian.

The Board discussed the alternative properties to the purchase of Las Candelas. Each property had some drawbacks due to rental or purchase price, location, or available parking. Bill Schelstrate indicated that there might be opportunities renting from one of the fraternal order organizations. He agreed to look into this opportunity. Ms Stewart stated that Tucson Gem & Mineral Society had been approached about selling their building to Adobe but that they were not interested in doing so.

Alternative mortgage services were discussed and it was agreed that it would be very difficult to get bank loan due to our credit status and Mr Bai's offer to carry our mortgage was very appealing. The issue of applying for 501(c)(3) status was discussed (Adobe is currently a 501(c) (4). It would cost \$850 to apply and if successful would provide significant tax savings. No final decision was made and it could be placed as an agenda item at a future board meeting.

A motion was made by Ms Grissom and seconded by Ms Jameson to hire a real estate attorney to oversee the possible purchase of Las Candelas. The motion carried 4-1. A motion was made by Ms Jameson and seconded by Ms Atwill to authorize payment to the attorney of up to \$3,000. The motion carried 4-1.

The board reviewed in detail the draft letter to Mr. Bai proposing the purchase of Las Candelas. The board agreed on several changes to the draft letter and the final (revised) letter approved by the board is attached. The board also reviewed the disclosures (attached) regarding the condition of as is properties provided by Mr Bai. Ms Grissom stated that she received a referral for a commercial property inspector from PICOR Commercial Real Estate Services. She will pursue this lead and report back to the board. The issue of sufficient parking spaces was discussed and it was agreed that Barry Abrahams would get back to board with an assessment of the available parking spaces. It was also noted that the board should research if a new certificate of occupancy is required when there is a change in ownership.

A motion was made by Ms Grissom and seconded by Ms Jameson to allow Ms Stewart to contact Mr Bai indicating that the board would provide him with an agreement in principal to purchase the properties subject to review by our attorney. The motion carried 4-1.

Ms Jameson thanked Ms Stewart, Mr Boulds, Mr Badertscher and Mr Abrahams for all the work they have done to date on behalf of the Adobe Bridge Club regarding the potential purchase of the properties owned by Mr Bai.

The meeting was adjourned at 5:18 pm. Our next board meeting is scheduled for July 13th at 4pm.

