



Boulder Dance Coalition

Music, Dance & Folk Culture

6185 Arapahoe Road

Boulder, CO 80303

BDC Board Meeting June 6 2024

Attendance: Larry, Bob, Caroline F, Caroline S. Steward, Chuck, Susan S. Dorothy, Glenn, Heather. Meeting called to order by Larry. 6:35 pm over ZOOM.

Bob stated that he will be taking the minutes

Primary topics: Annual Meeting & Buy out.

For the Annual Meeting, we need a statement to the effect of BDC is in the process of purchasing BDLLC. Larry to finalize wording in his presentation at the meeting.

For the buyout, it is defined as BCD purchasing the remaining portion BDLLC from Chuck. The value of the remaining portion has been determined to be fair by legal experts.

The financing terms have been dictated by Chuck to be as favorable as legally possible.

MOTION by Dorothy to agree to let the buyout committee (Bob, Glenn, Chuck, Caroline F) decide on the financial agreement.

2nd - Heather. Passed unanimous (Chuck abstained)

Caroline F summarized the financial status as having enough cash flow to pay for everything as well as to make the interest payment. However, there is not enough cash reserve to handle a disastrous event such as a fire, flood, Covid, etc. The purchase involves risk but the risk is acceptable.

Some discussion on cash flow: roughly \$15,000 per month.

Might be possible or desirable to combine the two loans to Chuck.

Interest only loan can be paid off using surplus income from property tax exemption, bequests, gifts.

Caroline F reiterated that the urgency to purchase the Avalon is due to increased property valuation & increased property tax. We are in the process of applying for a property tax exemption but that can only happen after BDC owns BDLLC.

Purchase will require the board to take on additional responsibility. May need to hire a property manager.

Discussion on what happens if Chuck is incapacitated. Needs to be documented in the agreement. Responsibilities list.

Caroline F stated the 3 types of professional help: Property Tax, Accounting, Corporate legal. Bob stated that everyone is basically in agreement with the concept but final documents are needed. Discussion on formal motion on agreement to purchase

MOTION by Steward that that the Board authorize the buyout committee to come up with an agreement to purchase Chuck's share of BDLLC.

Discussion: This is the conceptual agreement by the Board to own the Avalon.

2nd - Glenn. Passed unanimously (Chuck abstained).

MOTION by Steward that the Board authorize the buyout committee to spend up to \$25,000 for professional help in the purchase of BDLLC and for the pursuit of a property tax exemption.

Discussion - Caroline F pointed out this is only for the final purchase documents, additional money may be needed to appeal the property tax exemption application.

2nd - Dorothy. Passed unanimously (Chuck abstained)

Caroline F stated that BDC documentation needs to be updated before the actual buyout. The tax exemption lawyer sent out a review of the BDC documentation and made recommendations.

Dorothy is leading the effort to review existing documentation and make changes as needed. She has some concerns that the review may not be accurate.

Chuck reported on the progress of the ballroom. Lots of little details being worked. The general contractor is satisfied with the progress. Still no estimate on completion date.

MOTION by Dorothy to approve minutes from the May Meeting.

2nd - Heather. Passed unanimously.

Larry stated that he will not run for president next term but that Dorothy is willing to take over. Still need a vice-president.

Voting on members up for reelection could be after the annual meeting on June 23 (1-4pm). Meeting in July would be on the 4th. Larry proposed July 1 or 8. Maybe send out a poll. TBD for now. MOTION by Susan S to adjourn. 2nd - Dorothy. Passed unanimously.

Submitted by Bob Warden