

**Kalamazoo Area Building Authority (KABA)
Board Meeting
April 14, 2016**

This special KABA meeting was held at Kalamazoo Township Hall. Board Chairperson Deb Everett called the meeting to order at 9:00 a.m.

PRESENT:

Deb Everett, Chairperson, Oshtemo Township Representative
George Cochran, Treasurer, Kalamazoo Township Representative
Ann Nieuwenhuis, Board Member, Comstock Township Representative
Carol Dehaan, Board Member, Cooper Township Representative
Barney Martlew, Board Member

Also present were KABA Building Official Mike Alwine, KABA Office Manager Jannette Poehlman, Recording Secretaries Erin Feist and Kerrie LeClercq, KABA staff members Tracy Fricke, Penny Cassidy and Jerry Reitenour, Cooper Township Supervisor Jeff Sorenson, Oshtemo Township Attorney James Porter, Oshtemo Township Treasurer Nancy Culp, Kalamazoo Township Assessor Jim Yonker, and Kalamazoo Township Trustee Steven Leuty.

Approval of Agenda Board member Barney Martlew requested that future weekly special meetings be added to the end of the agenda.

There was no Consent Agenda

Citizen Comments Attorney Jim Porter, present as the Attorney for Oshtemo Township, stated “I’m here this morning representing Oshtemo Charter Township and Cooper Charter Township. I’m here to tell the Board that Oshtemo and Cooper have lost confidence in KABA and lost confidence in this board and no longer wish to be associated with this board. Therefore we would like to propose a dissolution of the current organization. If you’re familiar with the intergovernmental agreement you’ll see that this can be done in a myriad of ways. You can do this by agreement, by litigation, by arbitration, or by simply not approving the budget because the units approve the budget, not the board so if the budget is not approved then the organization will be terminated. When it does the assets will be distributed by the receipts that each unit has brought in each year. We would propose a dissolution provided the following: that we continue to operate jointly until Kalamazoo and Comstock can find new accommodations and reorganize as its own authority, give Oshtemo and Cooper time to hire their own building officials and staff and reorganize as an authority and allocate the undistributed funds and assets per the intergovernmental agreement. If you choose, what I would recommend, which would be dissolution by agreement it would be a lot easier. If you don’t, we will invoke the arbitration clause on virtually every decision that you propose to do, including moving, hiring a director and it can go to arbitration. So you can arbitrate every single issue, or you could authorize your attorney and Kay’s attorney to sit down with me and draft the appropriate dissolution agreement. I would recommend that would be a much more amicable way to do this.”

- Following Attorney Porter's statement, Ms. Nieuwenhuis stated that she would like to continue the discussion of the matters of appointing an Executive Director and obtaining legal counsel for KABA.
- Attorney Porter reiterated that Oshtemo and Cooper Townships would continue to block any decisions/votes arrived at by the other Board members. He stated that while it is the right of the Board to have any discussion it chooses, it is also the right for the township representatives to object and assured the Board that this would be done, saying that Oshtemo and Cooper Townships would like the matter to go to arbitration. He also stated that if arbitration was rejected, the matter would go into litigation.
- KABA Board Chairperson Deb Everett stated that she would not be participating in any further discussions or actions taken by the Board.
- Attorney Porter stated several times that this not a matter involving KABA or KABA's Attorney, but one involving a dispute between the individual member townships and their individual legal representatives. Thus, it was inappropriate to discuss hiring a KABA Attorney because KABA was being dissolved.

Board Member Comments

- Ms. Nieuwenhuis requested letters from Oshtemo and Cooper Township Boards in regards to the dissolution and the reasoning behind it. Attorney Porter advised that such a letter would be forthcoming.
- At this point Mr. Martlew distributed copies of a statement he had prepared. He expressed concerns of obstruction of justice and priorities, stating the purpose of the Board is to serve four communities with a five person Board. His typed statement is as follows:

"The words that follow are written as position statements. They are meant to articulate my opinions, and to express my beliefs regarding issues and matters that are currently of critical and particular importance to the Kalamazoo Area Building Authority, known also by its acronym of KABA.

I have conferred with no one in the development of the associated thoughts expressed by the words written herein, so they can neither be construed as a veiled subterfuge, nor can they be nefariously purported as having originated through the violation of any Open Meetings Act or any other laws that govern the operations and allowances of operation of any publicly governed body.

Though others may concur with the positions articulated herein, these words are expressly my own. They have been written in print format and distributed appropriately at this special meeting of the KABA Board, held on this day, April 14, 2016; they are being spoken by me, the author, during the Board Member Comment period of said meeting; and they should be recorded, verbatim, in the meeting minutes.

Prior to proceeding further, I will once-again state: These words are my own, and they are presented here to express my opinions.

Now, to proceed, Position Statement No. 1:

Since the regularly scheduled KABA Board meeting of April 7, 2016, we, collectively, KABA Board members, KABA staff, as well as others, have seen and have experienced the demonstrations of bad behavior by individuals who know better, but have chosen to act in certain manners for self-serving, rather than altruistic motives. One individual, to whom public trust has been granted, has shown wanton disregard for both an expressed implied contract and the rightful respect of others to allow them to work in a peaceful, non-threatening office environment. Another has chosen to initiate legal actions based on claims they know to be false. Such behavior comes as no surprise, but it is, none-the-less, saddening and disappointing. For most people, whatever it is that compels such behavior is beyond comprehension, yet many recognize the shortcomings of human nature at all levels. Positions of profession and employment provide no assurances for quality of character, nor do they pre-empt individuals who choose to be deceitful, manipulative, cunning, vindictive, or self-serving. Such is human nature, and such is the world in which we live.

I believe, however, that such behavior is both evil and sinful. Those are hard words to hear, and with the exception of extreme cases we as a society try to avoid them, yet in such cases as the one we must now address, when a person with whom responsibility has been entrusted fails to act, those whom that person is obligated to safeguard are placed in both compromised and vulnerable positions. To the extent I have the ability to do so, I will stand against such actions. Stated another way, when a person to whom authority has been granted fails to make hard choices, that person fails both those who first granted the authority, and those who are supposed to be safeguarded through the obligations that come with the authority. The crux of the matter can be simply stated by these words: The greater your authority, the greater are the obligations one has to serve others and to act in matters according to those other's best interests. Unnamed persons have chosen self-serving ways; out of respect for the obligations entrusted to me, I will stand against those who seek to damage an organization that has proven itself to serve the public well.

Now on this matter, I am firm in my convictions, yet I simultaneously recognize the limitations of my authority. As a member of the KABA Board, I am only one of five; one fifth. I seek neither power, position, nor domination, but I do seek what is right, and fair, and just for those whom are most affected by the actions of the KABA Board: first the KABA staff, and second the citizens of Kalamazoo Township, Cooper Township, Comstock, and Oshtemo. Those are the people whom we, the KABA Board, are supposed to serve.

Therein lies the challenge we now face. And we as a Board must decide how we will respond to the current assaults that are directed toward KABA: stand firm, defend, and fight; or acquiesce. One who has chosen to destroy has already revealed their intent. "If KABA survives" we're the words used in conversation with me on the Monday of this week. Those words spoken as part of a broader conversation reveal more of that person's character, or qualities lacking therein, than they do substance. KABA has worked well to fulfill its charter, yet assaults of opposition have commenced by those stripped of domination, and it is only prudent to assume that there are more assaults yet to come.

My charge in writing this is to the KABA Board, and to it I ask, how will we collectively, as a single entity, respond: acquiesce, or fight for what we know to be in the best interest of those to whom we are obligated(?), the two population groups I mentioned a moment ago. I seek what is right, but this is not a quixotic quest. If my line of thinking is out of step with the other members of the KABA Board, then I am an obstruction and an impediment. If that be the case, it is best that I step aside. If that is not the case, though, then it is important that we as a Board be legally aggressive in our actions against those who have set themselves against KABA as an organization, and decisive, forward thinking, and fast acting for the benefit of both KABA staff and its constituents. The choice is ours, and we must choose. Hard choices come to those in whom authority and responsibility have been granted.

Position Statement No. 2, to which I now turn, is more sensitive in nature. Position Statement No. 1 dealt with a broad environmental concern, but these words must be directed toward one individual. The words to follow are not meant to impugn, nor are they meant as an assault on personal character or integrity. For emphasis sake I am going to repeat that last statement: The words to follow are not meant to impugn, nor are they meant as an assault on personal character or integrity. Rather, they are offered out of respect for qualities that I admire in others.

Deb (Everette), in the brief period of time I have known you, you strike me as one who possesses a peaceful, gentle nature. Those are your defining character traits; qualities that I admire. You are currently in a position, though, where through no fault of your own there exists an obvious conflict of interest between your position of employment with Oshtemo Township, and your volunteer position as Chair of the KABA Board. The conflict comes through decisions made by Oshtemo, which by all appearances suggest an attempt to disrupt, and potentially destroy KABA. The environmental hostilities that have been created thereby is where the basis of the conflict exists. Through your position of employment you must serve your employer, and your immediate supervisor, well, yet by so doing, you may be challenged to fulfill the duties and obligations as Chair of the KABA Board. In the face of opposition KABA itself needs a face of

opposition; that is one of the duties to which you will be obligated as Chair. Yet the obligations of your employment will not allow for that. The gist of this situation is not a reflection on you, rather it is a sad commentary on others. But for this reason I ask that you resign your position as KABA Board Chair.

We need your continued Board participation as the duly selected representative of Oshtemo Township, but at this juncture, KABA needs someone else in the leadership position of Chair of the Board. Proverbially speaking, this is where the rubber meets the road of the obligations stated in my Position Statement No. 1.

Deb, with great respect for your defining character traits, I ask that you resign your leadership position as Chair of the KABA Board.

Thus ends the words of my position statements presented this 14th day of April, 2016. The words preceding are statements of my opinions regarding issues that currently face the KABA Board. They are the expression of hard decisions that come through the obligations entrusted to me.

*Barney Martlew
Representative at Large
KABA Board"*

- Ms. Nieuwenhuis stated that in the matter of the former Executive Director, she contacted Attorney Porter in his role as KABA's legal counsel and requested advice on how the Board should move forward with a discussion of personnel matters involving Mr. Hellwege. Attorney Porter offered instruction and Ms. Nieuwenhuis stated that she did not veer from those instructions in any way. An exchange between Ms. Nieuwenhuis and Attorney Porter then took place in which Attorney Porter stated that, in his view, members of the Board acted illegally in the manner in which Mr. Hellwege's exit from KABA took place. Ms. Nieuwenhuis reiterated that she followed his instructions and stated that if he felt something that was being done was ill advised or illegal in any way, he should have stated that during their telephone conversation or during the actual Board meeting on April 7, 2016. Attorney Porter responded that he had not been asked specific questions regarding the handling of personnel matters involving Mr. Hellwege that he deemed illegal or he would have advised the Board accordingly. For an example, he stated that he would have told the Board that they needed to have Mr. Hellwege sign a separation agreement which stated that Mr. Hellwege was voluntarily resigning and that he would not pursue legal action, but the Board never asked him for his advice in that regard. Ms. Nieuwenhuis stated that the Board did, in fact, ask him about how to proceed during the Board meeting on April 7, 2016. Attorney Porter responded that it had been "sprung upon him at the meeting" and that he had not been given time to prepare. Ms. Nieuwenhuis concluded with a statement that she has worked with organizations represented by Counsel in the past, and she has never seen an instance in which Counsel had to be specifically asked before offering legal advice, and that such legal advice was, in fact, the role of Counsel. She also stated that she has seen Attorney Porter speak up during other Board meetings to offer legal advice without being specifically asked.

- Ms. Nieuwenhuis then stated that in the case of Cooper Township, Ms. DeHaan had joined herself, Mr. Cochran, and Mr. Martlew in voting to accept Mr. Hellwege's resignation. Ms. DeHaan responded that she had done so because the majority of the Board was in favor of acceptance, and "what else are you going to do?"
- Mr. Cochran stated that for the past two years, there had been consistent manipulation from the former Executive Director regarding KABA's future housing that resulted in KABA's stay at the Oshtemo Township hall being prolonged.
- Ms. Everett pointed out that she is an elected official for Oshtemo, not a hired employee as was implied in Mr. Martlew's statement. She also stated that the Oshtemo Township Board voted to "explore the possibilities" of Oshtemo Township separating from KABA.
- Mr. Cochran wished to ensure that the proper processes are followed when member Townships pull away from the organization.
- Ms. Nieuwenhuis expressed concerns regarding KABA's ability to continue to function due implied threats of litigation from Attorney Porter. She felt that KABA needed legal representation to operate properly.
- Mr. Cochran agreed that KABA must be able to continue to operate through any disbanding process, should it occur. He referred to the intergovernmental agreement and stated that he heard in Attorney Porter's initial comment that effort would be made to block the functioning of KABA.
- Attorney Porter wished to clarify that the Board may still meet without concern, however, if Oshtemo and Cooper do not agree with a matter, they will dispute or arbitrate.
- Attorney Porter also stated that he resigned as KABA Attorney in response to his belief that Mr. Hellwege's termination was "a done deal." On Friday, April 8, 2016, he had learned that discussions took place prior to April 7, 2016 between members of the Board and members of KABA staff concerning the termination of the Executive Director. He did not specify the manner in which he learned that information.
- Mr. Martlew asked for documentation, not hearsay, for Attorney Porter's reasoning in resigning.
- Ms. Everett stated that proceedings need to be started for Cooper and Oshtemo to extricate from KABA and that the attorneys for all four townships need to meet for a dissolution agreement.
- Ms. Nieuwenhuis discussed the feelings of KABA staff at this point and also whether an Executive Director is needed with the management that is currently in place. She also assured that she did not violate the Closed Meetings Act. Ms. Nieuwenhuis apologized if Oshtemo or Cooper feels that the loss of confidence is somehow due to wrong doing on her part and offered to step down and allow a different Comstock representative to take her place.
- Mr. Cochran asked to clarify whether the lack of confidence is in the Board, or in the staff and their ability to do their jobs. Ms. DeHaan responded that the lack of confidence was not directed toward KABA staff. Mr. Cochran then stated that KABA is a success and holds to its mission statement.
- Mr. Martlew asked Ms. Everett and Ms. Dehaan if the loss of trust from Cooper and Oshtemo has happened within the past week or over a longer period.
- Ms. Dehaan stated that Cooper has had several issues over time including concerns over having too high a balance in the bank account, and the permit fees set by KABA, which she brought up several times in the past.
- Ms. Everett stated that Oshtemo's loss of confidence came with the issues of the past week.
- Ms. Nieuwenhuis again apologized for possible wrong doings and offered to step down if that's what it takes to keep Oshtemo and Cooper in association with KABA.

Staff Comments

- KABA staff member Kerrie LeClercq stated that KABA staff do not need a reminder to be professional during this time. She stated that KABA staff were very aware that they were now unwanted in the Oshtemo Township hall and that she was appalled by the behavior of Oshtemo Township personnel toward KABA staff on Friday, April 8, 2016, the day following Mr. Hellwege's resignation. She expressed the opinion that there was no one who wanted the best for KABA more than the staff does, that members of the KABA Board do not know what really happens in the office and whether there are valid issues that need to be addressed, as input from KABA staff has never been requested and there has been no direct communication between the staff and Board. Board members may say that staff members could have picked up the phone and called a Board member, but that was unrealistic in reality. Additionally, Attorney Porter had, earlier in this same meeting, criticized Building Official Alwine and Office Manager Poehlman for, he believed, "violating the chain of command" and speaking directly to a Board member rather than taking their concerns about the Executive Director to the Executive Director. Ms. LeClercq went on to state that if Cooper wanted to know whether the Board acted correctly in addressing issues with Mr. Hellwege, Cooper representatives could have contacted KABA staff members to investigate if there really were valid problems. If they received a consensus of opinion from KABA staff, perhaps "they would have their answer". She concluded by stating that the staff is just there to do their jobs and try to improve KABA.

At 10:00 Ms. Everett called for a five minute break.

Meeting resumed at 10:05

The following is a verbatim transcription of the second part of the KABA Board meeting on April 14, 2016. The transcriptionist is Kerrie LeClercq.

Mike Alwine: I would like to say that I am offended when the comment was brought that "I hope the KABA staff would act in a professional manner, because I was not here to see it, but I will tell you what a very unprofessional manner was, was the way it was handled after Ed's resignation. I am very disappointed in what I hear happened after Ed's resignation. We have always acted in the best interest of KABA. The staff. I'm talking about the staff. This is our livelihood. We have acted with integrity, with ethics, and with morals to do our job the way we are supposed to do it. Showing no favoritism to any one township. But yet, we saw favoritism with the Director in their personal relationship with Oshtemo members Deb and Jim. And it was very obvious. And we had to deal with that, we had to see that every day. The Director did not represent the staff. They did, he did not represent us. You want to know how this started? I went to the Board. And you know why? Because he did not represent us. And the Board did not come to us and ask if there were any problems. I went to the Board and said, "Look, we have a problem with the way KABA is operating and I don't believe that he's acting in the best interests of KABA because my concern is what we do for the people that we serve and for our staff.

Attorney Porter: May I respond?

Chairperson Everett: I just have one comment. You didn't come to the Board, because I don't even know what you're talking about. And as far as Ed not looking out for the staff, I totally disagree with that. As far as, there's been an instance with almost all of the staff where the reason they're still here is because of Ed. There have been some instances, and I'm not gonna, I won't go into the details, because

I don't...it's...they know who they are. There have, things have occurred that had someone else been Executive Director, those people wouldn't be here. And I don't know if you know all of them, either. But, you can, ah, you can believe me or not, but that's a fact.

Mr. Martlew: May I ask a question? Um, with that statement, is a proper interpretation of that statement that our Executive Director violated employer/employee confidentiality...

Chairperson Everett: No.

Mr. Martlew: By coming to people...

Chairperson Everett: No.

Mr. Martlew: No?

Chairperson Everett: He did not.

Ms. Nieuwenhuis: But how do you as a KABA Board member know it and the rest of us don't? I believe that is what's being accused right now...

Chairperson Everett: No.

Mr. Martlew: It's very easy, and I just would like to say this, because of already seeing the quality of this conversation go down...

Chairperson Everett: Yes. It's going downhill fast and we need to stop it.

Mr. Martlew: And, and, um...members of the audience and members of the Board have both made unsubstantiated comments and, and I don't see any place in a meeting that's governed by public policy for such comments. So I simply make that, not pointing my finger at anyone, but perhaps by just invoking the words you used, Deb, that you know who you are.

Chairperson Everett: So again we're back to what do we do now? Again, I will say, my recommendation is to each township arrange, let's arrange for our attorneys to get together and begin the dissolution process.

Ms. Nieuwenhuis: I believe what we have to wait for is a dissolution, I thought what I heard was Mr. Porter, you were saying on behalf of Oshtemo you would be sending a statement?

Attorney Porter: You asked for a letter, I said we would send it...

Ms. Nieuwenhuis: Yeah, yeah

Attorney Porter: But we've asked for dissolution at this meeting.

Ms. Nieuwenhuis: So, is Cooper planning on doing the same?

Mr. Sorenson: We have to meet with our Board. This has to be a Board decision. We haven't met with our Board at this point in time.

Mr. Martlew: When is your next meeting?

Mr. Sorenson: It's not until the 9th of next month.

Mr. Martlew: But will there be a special meeting before that?

Mr. Sorenson: I think I would like to have one, yes, absolutely.

Mr. Martlew: May I ask that I know when that is?

Mr. Sorenson: Sure. It's an open meeting. Absolutely.

Mr. Cochran: Our Board, excuse me, our Board meets on the 28th of this month.

Mr. Martlew: Jeff, you said on the 9th?

Mr. Sorenson: The second Monday in the month. That's our regular Board meeting. When the special meeting is we'll put it out to the KABA staff.

Ms. Nieuwenhuis: So, if, if, as that's going through, and I don't know how long a thing like that takes, Madam Chair, how are you suggesting that KABA would work as we figure out how we're going to be able to, you know, how much money each part's going to have or whatever, you know, we have to be able to start figuring out where places are going to be. I'm assuming that Oshtemo and Cooper are thinking that they would stay here at Oshtemo, but I don't know that. I mean, those would be things that I'm assuming you have to talk about, but, and the length of time and some of those kinds of things. Just so, just, I can only imagine staff having a lot of questions and trying to figure out what it is and how we're going to be able to do this. How long, Mr. Porter, does it, when you dissolve something like this? Are we looking that it's going to be six months probably? The end of the year? What do you kind of see as the time line for us?

Attorney Porter: Well, if we can reach an amicable agreement in short order, which it should be as simple as you go your way we go ours, you split the assets per the interlocal governmental agreement already has the formula in it for splitting the assets up. I propose we use that. And I think you could accomplish it within four to six weeks.

Ms. Nieuwenhuis: Ok, well, the money part's going to be easy enough, but there's questions about BS&A, and employees, and all those kinds of things. I mean, I, I think, we need to be looking, and KABA, we're coming into the busy season as to where we are and how we're gonna be able to work this. I guess I would ask that KABA and Oshtemo think about what's in the best interest of all four entities.

Attorney Porter: I would totally agree with this. Yeah.

Ms. Nieuwenhuis: Ok, I guess I'm just asking...

Attorney Porter: I think you have enough staff, because it's apparent from some of the comments that are made here that obviously there won't be, a lot of the staff that's here now won't be here, they'll be

with Comstock and Cooper. I mean, Comstock and Kalamazoo. Um, so I think you already, as far as staffing goes, I think you guys are in a better position than we are. I think we're the ones who need to get staffing. As far as BS&A, we work out a separation of those contracts with all those companies. You take the assets that you need to set up operations and we give you as much time as it takes for you to find a new location.

Mr. Cochran: Madam Chairwoman, we're already, all four of us are connected to BS&A Building Department and, and that ties with the KABA records and everything anyway, so that shouldn't be difficult to, to separate out and move the IT information, move the access to the Cloud, which is what we're talking about, ah, where all these records are at. I think that between IT Right and BS&A, and so forth, and I don't know, does IT Right back you guys or whose...

Ms. Nieuwenhuis: It's IT Right.

Mr. Cochran: So, they, they...

Ms. Everett: That was part of the discussion when KABA was formed, was that, in case, if there was ever a time someone wanted to leave KABA...

Mr. Cochran: They'd all be on the same platforms.

Ms. Everett: That was all...

Mr. Cochran: We're all on the same platform so it would be easy to, to ah, separate, separate the, the process, so that should not be. Those kinds of things, I would question six weeks, ah, but because of logistics a little bit...

Mr. Porter: Or three months. Whatever it takes to get you relocated...

Mr. Cochran: And I think that's got to be part of the dissolution negotiations.

Mr. Porter: Absolutely.

Mr. Martlew: May I point out that KABA has paid a year's rent for designated space within these facilities? Some of which have already been...

Mr. Porter: That's why you either have a dissolution or we could stay together until the budget's not approved and then January 1 of 2017 it automatically dissolves. I don't think that's practical. Obviously, if you are not here, the full term of the year, you would get a refund on your rent.

Ms. Culp: May I ask a question? If the KABA Board, if we split, how is there going to be a KABA Board? Aren't there going to have to be...

Mr. Porter: That's why I said, you can go ahead and hire a KABA attorney, you can go ahead and hire a new Executive Director, but it's really no purpose at this point because there is no KABA Board.

Ms. Culp: But if they, when they split and one goes east and one goes west, isn't there going to be one KABA Board?

Mr. Porter: No.

Ms. Everett: No.

(multiple voices speaking over one another)

Ms. Nieuwenhuis: But what I thought I understood is that Oshtemo and Cooper are leaving KABA. KABA will still exist because Comstock and Kalamazoo, we will still have an intergovernmental agreement and a name, correct?

Mr. Porter: Ah, there's, I mean, if you want the name, I, I don't think anyone's gonna to fight you for a name...

Ms. Nieuwenhuis: Well, what I'm saying is...

Mr. Porter: Well, no, technically you won't, because KABA will cease to exist beyond the dissolution.

Mr. Cochran: The dissolution....

Mr. Porter: You'll have to reform, if you want to reform as the Kalamazoo Area Building Authority, I don't care.

Ms. Nieuwenhuis: So you're saying the intergovernmental agreement if the two of you pull out and the two of us are still in it isn't an intergovernmental agreement?

Mr. Porter: I'm saying the two of you need to formulate a new agreement. Then you only have two and then when you get the next board member you have three. No, you're going to have to, we're going to have to separate.

Ms. Nieuwenhuis: So you're saying we're going to have to dissolve KABA.

Mr. Porter: Well, I think it would, by us leaving, then you're, I think it will...

Mr. Sorenson: It'll have to involve the attorneys all the way around, I think.

Mr. Cochran: It's, there are gonna be additional, or new, excuse me, agreements. Ah, you know, in between either you guys are, each of you go separately to your own place, or, which we could do, too, as far as that goes, or we could stay and the two of us, and perhaps find additional partners...

Mr. Porter: Absolutely.

Mr. Cochran: To work with then, and we'd be free to do whatever we wanted to.

Mr. Porter: That's why I say, and I'm sorry I said it as heavy-handedly as I did, but when I said it didn't really make sense to go the next step is there really isn't going to be a KABA as it exists today and the reason I said, having a KABA Attorney, it's not a KABA issue at this point. It's municipal units that have a disagreement and they're separating. That's, that's why it's really, you won't, a KABA Attorney won't

draft your intergovernmental agreement because then you'd be using joint funds for the benefit of two units and that, that wouldn't be appropriate.

Ms. Nieuwenhuis: So, it seems to be that we need the letter from Oshtemo which Oshtemo has indicated that they're going to be bringing shortly. I guess next piece is it doesn't make sense to be working on one until we have what Cooper is going to do. So, it would help, Jeff, if you could send something to us as members, whether, you know, you're in the process of thinking about it when it's convenient, but I would ask that we continue to be able to function until we have written, you know, requests from both entities.

Mr. Cochran: Ok. We, we also have to function beyond that point until dissolution happens. Ok? Right?

Mr. Porter: You do, but...

Mr. Cochran: Because the negotiations, the negotiations will say "on July 14th at noon it's done". So, KABA has to exist as it exists right now...

Mr. Porter: Yes.

Mr. Cochran: And has existed for two years, or three, or whatever, since October 2012. Has to exist and function until noon on the 14th of July. That means, this operation is kept, the permits are done, everything is done in the same manner that it has been done until 12:01 on the 14th and at that point, then anybody that comes to Comstock or Kalamazoo Twp for a permit, we have to have in place what we're going to do. So does Cooper, and so does Oshtemo. We all have to have, in place at that point, a functioning building department of some sort. Either representation through, if we maintain KABA, as that, or our own individual, and, and that's workable. We can, we can make that happen, but we have to understand that until that time point, KABA has to continue to function for all of us...

Mr. Porter: I agree.

Mr. Cochran: Because it's our legal requirement...

Ms. Everett: Right.

Mr. Cochran: to have that function.

Mr. Porter: What I was suggesting earlier is that I don't think, you know, if in fact you move ahead to hire another executive director, if that, in essence really is you hiring, and you hiring a director for your group, that would be in appropriate for this Board to do that.

Mr. Cochran: And that's what I was, that's, I didn't get to that step yet. My, my concept of where we stand today at 10:25 is that we have the staff to continue for KABA to function as it's functioned and functioning very well. We have the staff right now to continue to function until, until 12:01 on the 14th.

Mr. Porter: You're right.

Mr. Cochran: With, with our Building Official, Official, state appointed Building Official, or state certified, our office manager, the staff that we have now, which is larger than we've ever been, and, and with the building inspectors and other inspectors that are available to us. So, that was going to be my next part of that, yes. It doesn't make sense for us to put together or try to have an Executive Director if we're going to have dissolution. It's a waste of money.

Mr. Porter: That was my thinking.

Mr. Cochran: Ok. And, and I think that's something that Carol brought up, well, she's brought it up more than once, and so have I. You know, we've both been on the same point here. That we felt that our Executive Director was, was superfluous, at some point I have to use that word. But, so, that's, to answer the question and kind of make a point that Mike would be in charge because he's the Building Official, Jannette would be coaching the office side and the staff would be doing their functions, ah, as we go forward until that point.

Mr. Sorenson: So, may say one thing. I've been quiet most of the day. First of all, I have the most respect for all the Board members and staff here. I think the staff does do a great job. Mike, you've done a great job, you continue to do so. I think when a lack of communication gets involved in this was where a lot of this is the contention and things happen. I think that our Board, we shared a little bit that we were a little, you know, unknown what we were going to be doing and we would bring it back to our Board once we had this meeting. We will have a special meeting. We will let everybody know when it is and of course it will be an open meeting as far as I know and I don't know why it wouldn't be. Um, but I want the communication to continue and I don't hold any personal grudge on anyone or anybody and I hope that nobody does with myself or Carol or anybody else. We have also, you know, on the opposite side it has absolutely nothing to do with what we've discussed here today, I countlessly get talked to from builders in Cooper, "My God, the fees are terrible. I built a house in Caledonia with a permit for x amount of dollars and I'm building a 24 x 26 shell of a pole barn and it's within 50 bucks of what that is", and I say "well, you know, I know they're high, but..." But then again, I look at the fund balance and I see where we're at, and I know that we're talking about different things, and whether we agree or not on another location or what have you, but, you know, those are issues. And I just had, yesterday, when I was back from Lansing, I had a call from the executive of Landing Co, saying "Jeff, we gotta talk about KABA. It took 8 weeks to get a permit. What is going on?" I said, "I don't know." I said, "As a matter of fact, I told him, I said, we're having a meeting today. I said, I don't know what direction we're going to take. I said, if I were to meet with you tomorrow, it might be totally different next week, or after we have a meeting", but those are concerns, as well. It's not just what is happening and what we've discussed here today. But, we're getting a lot of push back from builders and a big developer, and that has nothing to do with the staff. The staff is great. I don't know, maybe, why it took 8 weeks to get a permit for an apartment building, but they're big, I understand that, and it's not just a house. But, those are issues that I'm getting that I don't come to KABA Board meetings. I was off all week, I was gone, I didn't really get filled in until Monday about what was going on, so. I just want to say that I do have respect for everybody and we will discuss it as a Board as openly and honestly as we can, so, I just wanted to state that.

Mr. Cochran: I, I, that 8 weeks to get that permit, I don't understand.

Mr. Sorenson: I don't either. I don't know, I mean, again, I don't understand why either, but I'm just saying, I have to meet with the person. I told him that I'd meet with him next week after we had an opportunity to talk.

Ms. DeHaan: It's Land and Company. Coopers Landing.

Mr. Sorenson: And, you know, he may have said 6, I thought it was 8, but 6 is still too long.

Mr. Alwine: That was issued back in late 2014, I think.

Mr. Sorenson: I think there's something more recent than that, because I just got the call yesterday. Maybe, I don't have all the details. Maybe if I got...

Mr. Alwine: The apartments are at least, those permits are at least a year old. But, um, but find out and let me know.

Mr. Sorenson: I will. I will. And again, like I said, I don't wanna come in here and say what the heck's going on because I don't have all the information, and there again, goes, you know, maybe I should have waited until I talked to him. I don't want to put a bad taste in anybody's mouth, but I know this is something that just came across my desk and I wanted to make you aware of it and not to ridicule or make, you know, anybody upset, but this is a concern that has come across by somebody who is quite a large developer, so.

Ms. Nieuwenhuis: Well, I think one of the questions that I would have if I were Jannette and Mike is how are they gonna operate? There is not an executive director. Being able to make decisions in where we are and I do believe that Barney asked that we have, um, some more meetings other than when the next KABA Board meeting is and I heard everybody say that we still need to be functioning. And it's in the best interest of every municipality to be functioning and we're hitting the busy season. So, what kind of direction do you want to give because it does seem that there are people who felt that it was violated for a Building Official to go to one Board member. So, I would think that if Jannette and Mike need to be able to ask KABA Board, I'm asking that we meet once a week. May only be short meetings, but how else are we going to be able to function? So let's think on the best interest of the staff. Is that something that would be in violation of what you're looking at...do you have...

Mr. Porter: No, obviously, you've got to continue to operate. I think you can do it through the two administrative officials that you have. I guess my question would be what decisions do they need to make as it reflects ongoing operations that they would have to bring to the Board?

Ms. Nieuwenhuis: Well, maybe that's something that we could set a special meeting for next week that they could make a list of things that they feel need to be addressed. I'm not going to put them on the spot right now.

Mr. Porter: Yeah, I would encourage Oshtemo to agree to that. You gotta function.

Ms. Nieuwenhuis: So, is that something, Madam Chair, that we could look at the week of the 18th, that we look at a time that we could meet, um, and I would ask that we also schedule one for the week of the 25th. It's always easier to cancel something than to schedule it from week to week. But, I would think...would that be helpful to both of you?

Ms. Poehlman: Mmm-hmmmm.

Mr. Cochran: I, I can remember, we spent way over a year meeting once a week, every Friday morning...

Mr. Porter: Oh, yes.

Mr. Cochran: Jim can attest to that one. We were here every Friday morning for well over a year. Ah, when we put this together. And worked hard to get all of these agreements and everything that, that, when we built it. And it's just as important to make sure that it continues to function. And I would be in agreement with that.

Mr. Porter: What about Friday, then?

Mr. Sorenson: Why don't you do Friday mornings?

Mr. Cochran: Friday morning hurts me on the 29th, but the 18th, er, the 22nd is good.

Ms. Everett: Are Thursdays better for most people, since we're already on Thursdays?

Ms. Nieuwenhuis: Yeah. Thursdays work better. The 21st, however, I need it to be at 8, because I have a 10:00 meeting already scheduled. It's been posted.

Mr. Cochran: And that's what we're doing. It's 8:30 or 8:00 that we're meeting, first thing in the morning and then going.

Mr. Martlew: Yes.

Ms. DeHaan: April 21. 8:00.

Ms. Nieuwenhuis: And then if you want to make it 9:00, you said the 28th doesn't work for you, George?

Mr. Cochran: It doesn't. But Thursday does.

Ms. Nieuwenhuis: The 28th is a Thursday.

Mr. Cochran: The 28th works for me, wait, ah, yeah. I'll just put off what I was gonna do.

Ms. DeHaan: The 28th at what time? 8 or 9? 9?

Ms. Nieuwenhuis: 9 is probably a little easier.

Mr. Martlew: 9 on the 28th and 8 on the 21st?

Ms. DeHaan: Mmmm-hmmm.

Ms. Nieuwenhuis: I guess I would encourage, Jeff, are you going to be able to hear some of this, especially since you're going to have another meeting...

Ms. Everett: I would suggest that we have those here so that, because all the staff...

Mr. Sorenson: Easier on staff. Absolutely.

(Several voices speaking at once)

Mr. Cochran: What time on the 21st?

Ms. Nieuwenhuis: 8:00. 21st is 8, um...

Ms. DeHaan: 28th is 9.

Ms. Nieuwenhuis: Do we have to have agenda items on them, or can we...

Mr. Porter: As long as you're all present, you can touch any subject that you want. You're not locked into an agenda. If somebody's missing, that could present a problem. You can't add or change the agenda, so...

Ms. Nieuwenhuis: So maybe, Carol and Deb, can you work on some broad enough topics, headings, so that we can, Jim, you can give enough counsel to them as to what we can put on it...

Mr. Porter: In other words, put something broad enough to say basically, like, "ongoing KABA operations", some...

Ms. DeHaan: Yeah. Operational decisions.

Mr. Porter: And that would cover a multitude of issues.

Ms. Nieuwenhuis: But could they check with you, I know you're not the KABA Attorney, but could they check with you and make sure we're not in violation with anything on those agendas?

Mr. Porter: I'd be happy to.

Mr. Martlew: One last comment I would like to make is because we are in a contentious situation right now, I'm speaking on behalf of the betterment and benefit of the KABA staff. Feedback I've received both from meeting with the staff on Monday of this week and listening to comments today, has caused me to think they have had to operate in a threatening, non-peaceful environment and that is brought about by Oshtemo. Because Oshtemo happens to be where the KABA offices are located at the moment, I would like an assurance from Oshtemo that the KABA staff be allowed to work in a peaceful and non-threatening environment.

Mr. Cochran: We have one other thing that is absolutely legal, and we absolutely have to do.

Ms. Nieuwenhuis: Well, can we just...

Mr. Cochran: We need signature cards.

Ms. Nieuwenhuis: We need?

Mr. Cochran: Signature cards. At the banks.

Ms. Nieuwenhuis: Ok, there is a question about CD's, too, but can we just...

Mr. Cochran: No, I'm talking about all three. I've been, all three and so forth, and Carol is the signature on all of them, Deb is the signature on part of them. Yes, you are. And, and I'm a signature on part of them. He left me off of a couple of them and put you on, but we won't go there. But as treasurer, I should be on all of the signature cards, along with secretary, along with Carol. We like to have three signatures, because everything that we've done has required two signatures, um, pretty much. Well, not everything. I think our checking account only required one, but he typically went with two. Um, so we do need to make out new signature cards because his name has been removed from all of the banks. At least we've, you know, at this point, I've asked to have them not honor his signature, and we need new signature cards. As treasurer of KABA. And that's just, you know, under the circumstances it was the legal and proper thing to do to protect KABA, so....

Mr. Porter: Sure. Absolutely.

Mr. Cochran: So as treasurer, I did that.

Mr. Porter: With regard to Barney's comment, all I can comment is for myself. I will tell you that, um, I put a lot of time into this in advance of this Board ever being formed. I've fought too hard for an egalitarian type Board where one vote got, one unit, one vote. There isn't anybody that is more hurt by this. And I have to tell you, on Friday, believe me when I believed at that point, believing I had to step down because of what I believed, again, right or wrong, were improprieties on the Board, I was personally hurt. So, if I did anything to offend any of the KABA employees, I am sorry. I will try to be professional. Other than that, I don't know what I've done. Yes, I was sharp today. Unfortunately, I'd blame some on my Scottish heritage, but that's not a good excuse. I will do everything I can to try to make sure that we maintain a civil working relationship and would ask everyone else at Oshtemo to do the same.

Ms. Nieuwenhuis: Well, I think one of the things that would help is to have access back to the Executive Director's office. Um...

Mr. Porter: That wasn't a decision I made.

Ms. Nieuwenhuis: I am asking the Chair. Um, all those boxes now are piled up in Mike's office now. We don't even know what's in there. We're gonna have to, I mean, Mike and Jannette are gonna have to go through it and see what's in there. Staff have to be able to work. I can't imagine putting a new staff person into that office and just the interaction that's there. So, I would ask that you go back and ask that we can have access to the office that we believe KABA is renting and has paid for, in good faith. So, it goes back to some of this...

Mr. Porter: I'd asked for a lease years ago, and I think Ed did, too, and the Board didn't execute a written lease, so you're left with what was agreed to.

Ms. Nieuwenhuis: Well, it seems to me that, you know, it looks like we're going to be dissolving. We say that we want to be able to do this in an amicable way. I think that we need to be able to have this space so that we can work and figure out where we are. We gonna have to have space to be able to start doing some work on it. We're gonna need to be able to, as the municipalities coming in and being able to sit down and have a place to work, I would ask the Chairperson, please go to the Oshtemo

Supervisor and ask her to reconsider and allow us to have that office space and you can bring back a decision to next Thursday's meeting.

Mr. Porter: In that same vein, because Oshtemo's going to have to, and Cooper, if they move forward, are gonna have to, establish separate contracts with vendors, I would hope we could go to staff and ask for copies of information so that we can proceed forward, as well. And would hope that they would provide that information for the contracts for BS&A or otherwise.

Mr. Martlew: Ok, you have, as a now separate entity, are now asking something from employees of KABA, and that's not fair.

Ms. Nieuwenhuis: I think that would probably have to come to the Board. I don't know.

Mr. Porter: You want us to submit a FOIA request?

Ms. Everett: First of all, KABA, right now, we're all still members of KABA. And in that vein, should be able to share information.

Ms. Culp: Right. So, the first thing I would have on that, is that we share we share the same IT person. So, he orders stuff, but then, I will sometimes go...He might order something for both of us, the township and KABA, on the same invoice. So, I will just go to, I usually go to Jannette and we work it out. So, I think that we'll either have to do that differently, but since we're all together, I don't see why we can't do it as we're doing right now. And the other thing I have is that if, if there, you're not able to access that other office right now, would it be acceptable to put those boxes in my office? I do have room in there and my office is locked.

Ms. Nieuwenhuis: I appreciate it, but I think we need to be able to spread things out. I guess what I'm looking for is a space where we're able to work, with KABA and what we're able to do, then just Mike's office.

Ms. Everett: There is space. The, the KABA side, when the recent renovation was done, there was an agreement that that side would be KABA, that side would be township. In fact, we even ordered signs that say "KABA" and "Township". The person, we actually ended up with a Township person in that cubicle space because another person was moved into an office. That cubicle space is now available, so now all of that, the entire half of the front there is KABA.

Ms. Poehlman: What space?

Ms. Everett: Where Karen was? She's moving out of there, so that whole space where she is...

Ms. Nieuwenhuis: But that's not a locked area, is it?

Ms. Everett: It's brand new furniture.

Ms. LeClercq: We're working out of boxes that are piled on top of each other, right now, so in terms of, like, getting documents to anyone who's requesting them, good luck. The other issue is that we have, tomorrow, we have an audit preparation with everything in a bunch of boxes in a corner of Mike's office and the audit itself is coming next month. It's just logistically extremely difficult to operate and to find

anything the way things stand at the moment. And I'm not, I mean, I don't care about offices, I just care about being able to operate day to day, and obviously the files, those boxes can't be out in the middle of the area, they need to be secured somewhere. Um, but I just, yeah, because I literally spent 6 hours yesterday going through those boxes just to start to get what we're gonna maybe need for the audit...

Mr. Alwine: And we had to take up work space, my work space, Steve's work space, just so we could get them all laid out to find anything.

Ms. LeClercq: Yeah. It's really, it's just a logistical nightmare to try to operate that way.

Mr. Cochran: Madam Chairman?

Ms. Everett: We'll look at that when we go back. I'm happy to help you.

Ms. LeClercq: Thank you. I'd appreciate your assistance with that.

Mr. Cochran: Madam Chairman? Can I point out that in every, every diagram, every layout, that has, that Oshtemo has proposed to KABA for their use, for our rent and so forth, that was not in the fire department or whatever, that office has been part of the KABA space. Has been assigned as part of the KABA space. That office has been. And now, and this is forever. And now all of a sudden it's been removed. I would ask, I would ask Oshtemo to honor what we have always looked at, now is there a written agreement as to what building, what room is what room or whatever, no there is not a written lease agreement, but every one of the layouts, the pictures, this type of thing right here...

Ms. Everett: I understand what you're saying.

Mr. Cochran: Ok. Has included that office as part of KABA's space and we would ask that until we're out of there, that we be allowed to utilize that square footage, that space, to be able to function and to be able, for KABA to continue to function in a reasonably productive manner.

Ms. LeClercq: Well, we weren't told that we were going to be losing it. It just, it was one of the things that happened last Friday, where Oshtemo staff cleaned it completely out without telling us what was going on, it was just suddenly boxes were coming out and there was no communication. So, if we can find a way to work together so that we can know what's going on, it would be really helpful day to day.

Ms. Everett: Well, I don't want to go down this, around this again, but I will be a happy to help you figure out space. We'll take a look at it when we go back over there. As far as creating a peaceful and non-threatening atmosphere, I don't believe, I mean, I don't know who all you've interacted with. I have not gone out of my way to be overly rude or inconsiderate toward anyone, I don't think. The fact is that a lot, I mean, most days I don't really get to that side of the building that much and I don't think I've, if I have offended anyone by something I've said, I haven't really talked to any of you since all of this came down. Basically because of the things that started coming down after all this happened, that's really why I felt like, I think a lot of felt like, you felt unwanted, we felt, we felt something, too. But at this point we just need to stop the poking each other with a stick and just move on and I in no way intended to say that the KABA staff were not professional. My comments were that we needed to continue to provide the same level of service to our customers, our residents that's been, that we've been doing all along.

Mr. Alwine: I agree completely. I would like to say, also, that I apologize for my outburst. It is nothing personal against anybody, but this is, this is, was weighing very heavy on our staff. This is our future. This is, this is how Jannette survives, this is how Kerrie survives, Penny, Tracy, this is how I take care of my family, so this is very serious to us. As serious as the way that we do our job. And I'd like to assure everybody that we will continue to perform our jobs as we always have, right to the very end. But, it does, this weighs extremely heavily, and my job is to protect my staff.

Ms. Everett: No, I understand that, and again, without getting into the tit for tat again, you know, on Monday morning when I walked in and I saw Barney was here, Ann was here, meeting with staff. I couldn't come in there, that's a quorum. I wasn't consulted about meeting with staff. Nobody asked me anything. Carol didn't know about it. So, I mean, that's where a lot of this feeling of, Kerrie mentioned she felt unwanted, well, yeah, so did I. I mean, two Board members have arrived and are meeting with staff, and...

Mr. Alwine: You're right, we could go around and around about it...

Ms. Everett: We could, but it gets us nowhere...

Mr. Alwine: Yeah, and it sounds like it wasn't a comfortable environment on Friday, too, for KABA staff.

Mr. Martlew: It's not miscommunication. That is because very specifically the first thing I said to the staff is that I was there in an unofficial capacity. And so I don't have to ask anyone to come meet with staff.

Ms. Everett: I'm not saying that...

Mr. Martlew: But I'm merely saying we react to assumptions, and those assumptions are not always correct. And so in that very specific, I understand that you saw what you saw, but I am just addressing that one point to say there's no conspiracy, there's no violation of any law, because I was there on my own personal behalf.

Ms. Nieuwenhuis: I would just like to say one thing, and just ask. I don't know if this is something that Deb and Jim can take back and Nancy can take back to Oshtemo and Jeff and Carol can take back to Cooper. But everybody keeps bringing up the communication problem. And dissolving KABA over one incident, there's not been multiple, kind of like serving divorce papers to someone and not asking to go to counseling. I would ask that you possible see if this is still salvageable. Because I think that it is truly to the detriment of each of our municipalities, having to do this.

Mr. Sorenson: That's a fair question.

Ms. Nieuwenhuis: And I, for one, you know, see as you were saying different things, but in complete worry about breaching the Open Meetings Act, did not reach out to anybody else. So, how, you know, we've never talked about having these kinds of issues, how we would work them out, maybe we need to be able to take a step back and say how would we? I realize that it's unfortunate that Oshtemo felt so strongly to be able to take it to the Board, but any decision can be retracted, and I would ask that Oshtemo can really look at it and see if this is serious enough that we can't make this work. Cooper has not gotten to that point, how might we...because all of a sudden, we began working again, just a few minutes ago in being able to figure out what's in the best interest of the residents and the staff. So, I

think there's hurt feelings on every side, ok, and it's really unfortunate. And who's been hurt the most is the KABA staff. For anything that I've done, I apologize. And again, I will put a different Township Board member on, if that's what it takes. And I'm asking you to reconsider whether this is truly what we want and maybe people can come back at the next Board meeting to talk about... We have not done anything illegal, there isn't anything that we can't bring this back to, and maybe what we do need is mediation or a facilitator, which we've been talking about forever on strategic planning, is to bring someone else in and help us with communication. We're four different municipalities working together, and maybe these are more growing pains. And there was a lot, I mean, George talked about this. We were having meeting once a week. We were interacting with staff, we were interacting with one another. And now we're meeting every other month. I feel like a third arm, ok? And I have no idea what's going on and no way to be able to do it. So, all I ask is for each of you to take a step back, look at this and see if it's still salvageable. If you come back and say that it's not, I will respect that and we will move forward with dissolution or whatever you call it. But I think that would be really unfortunate. And I also don't know if it puts the EVIP Grant in pay back, in jeopardy because that whole grant was based on cooperation and being able to and I would hate for this to get picked up by the state and sent out that four municipalities could not work together when that was the basis of creating us. So, I do not want to have to deal with that fall-out from the residents or from anybody else picking that up. So, I agree with, with the Chair that we have debated this long enough and I would ask that we adjourn the meeting.

Ms. DeHaan: Madam Chairman, I just have one comment. I would just ask, I mean, we have an office manager now in Jannette and we have, you're over the inspectors, Mike is, I would just ask that if any of staff members feel threatened or that they are not in a peaceful environment, they put that in writing and give that to their administrator, which would be Mike or Jannette, and that the Board get copies of that. Because I knew nothing of this, and I believe that the flow of information should be that if there's an issue with anything, that it goes to your administrator. It would not be appropriate to go to a director and that the administrator get that to the directors to be aware of. I'm very upset about those comments.

Ms. LeClercq: Well, I would like to clarify. I don't use the word threatened, at all, nor have I felt threatened. It was an atmosphere of, and you said, Deb, that you felt it on your side, as well, of lack of communication and that we shouldn't be here. That's not the same thing as feeling threatened.

Ms. DeHaan: I'm just referring here, Kerrie, about what I heard here at the table.

Ms. LeClercq: Ok.

Mr. Cochran: I'd like to make just one...

Ms. Everett: This is our last comment and then we're going to adjourn, because we're...

Mr. Cochran: The five of us got here and we're in this situation. I think we have a responsibility, and, and, I agree with Ann, that if we stopped and walked and stepped back and looked at where we're at and what we've done and what we've created and so forth, that maybe we need to, we all need to reconsider. I think that what the Board did eventually will prove to be beneficial to KABA and to all four of our jurisdictions. But the five of us got us here and I would hate to see any one of the five of us not be here to either put this back on track like it should be or at the point of dissolution, if that's what happens. We have a responsibility to our, our, our citizens to follow through and be here, yes, our Board

appointed us, but still I think it's our responsibility to work this thing out, the five of us that are here now to work this out and take it to its conclusion, whichever direction it goes.

Ms. Everett: With that, we are adjourned.

Ms. Everett adjourned the meeting at 11:00 a.m.

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