

**Clouds in Water Zen Center
September Special Board Meeting
September 7, 2014**

Attending: Carla Breunig, Kurt Errickson, Sosan Theresa Flynn, Will Hegeman, Carol Iwata, Angus MacDonald, Nathan Thompson, Rachel Vilsack, Wally Waranka

Not attending: Karin Aguilar-San Juan, Kurt Errickson

AGENDA

Carol called the meeting to order at 11:32 AM.

I. Information on Purchase Agreement

Carla indicated that the realtors suggest a \$305,000 purchase price, which we believe is higher than the current offer.

There are several contingencies that would need to be included in the purchase agreement. They include:

- Adequate functionality (via inspections for plumbing, electrical, HVAC, etc.; an independent inspector would be retained)
- Environmental Assessment Phase 1 (determine prior uses, inspect for hazardous substances)
- Zoning (zoning letter from city)
- Title (survey recommended to identify boundaries and paid for by the seller, if needed and not covered by title insurance)
- Adequate financing
- Community buy-in (realtor feels this may be a “deal killer” for most sellers; could this be camouflaged under financing/lack of financial support?)

Will discussed that the purchase agreement should not contain a performance clause.

The Board reviewed some architectural sketches of the building, discussed how the contractors might approach the space, and the renovation cost estimates provided by a commercial contractor.

A question was raised about what the Health Department inspection would need to see in a kitchen space.

II. Board Discussion

The Board had a brief council discussion to discuss their feelings on the 445 Farrington property.

III. Board Motion and Vote of Purchase Agreement

Motion: Pursue a Purchase Agreement for 445 Farrington at \$305,000 with a \$5,000 earnest money down payment. **Motion passed.**

Board members not in attendance submitted votes via email.

The Board discussed timelines for the due diligence and closing date for the purchase agreement.

Motion: The due diligence period will extend 60 days with a closing at 75 days. **Motion passed.**

Motion: The Executive Director will contract with attorney Rebecca Heltzer for legal services. **Motion passed.**

Carol called the meeting closed at 12:46 PM.

Minutes submitted by Rachel Vilsack