

WAMO Retreat Minutes – Feb 1, 2009
1:00 pm Historic YWCA conference room

Present:

Officers:

Marvin Shaver, President; Dwight Metzger, Treasurer; Dirk Arnold, Secretary

Board Members: David Aguirre, Judy Dare, Susan Gamble, Lucy Mitchell, Ned Schaper, Brenda Todaro, Natasha Winnik.

Advisory Board Present: Bob Vint

Other:

Charlie Spillar, Paul Schwam

Pam Sutherland, Attorney

Board Members Absent:

Daniela Diamente, Vice President; Donovan Durband

Approved minutes from 01-24-09.

Judy moves to accept, Susan seconds. Passes Unanimously.

Situation Report:

Scott Stiteler will be in town next week, will meet with board members on Thursday over lunch. Also plans to meet with Regina's staff while he's in town.

Marvin spoke with Jaret who shared no news regarding the ADOT deal. There's nothing in writing. Spoke with Steve Leal, who was upset that the PDA has shifted, and he says he will support WAMO's efforts.

Pam left a message with the Attorney General's local rep; expects a call back this week.

We need to figure out how to give the city council confidence to go through with the building transfer regardless with WAMO regardless of PDA situation. Also need a plan B if the swap turns out to be smaller or if the buildings go to auction.

We don't know whether we can expect financial support from DTDC at all at this point.

Release of the 65K is again off the City Council agenda; Diana Rhoades is shooting for the 10th. Diana suggested that WAMO look into partnering with a property management company for the management of the WAMO-related ADOT properties... Didn't anticipate a problem excising them from the current management arrangement.

Pam and WAMO

Pam was hired to negotiate the agreement between WAMO, DTDC, and the City... now that is

in limbo. She believes that the city and ADOT are both OK with the land swap; the AG's office is the sticking point.

Pam's task 2: help WAMO with its business status. Expressed concern that 501(c)(3) filings stated that WAMO would have no real estate holdings... May need to amend application or start over. WAMO needs a "Fiscal Sponsor." Also needs to do various filings with Secretary of State.

Pam and Marvin met with Steve Alley of Community Foundation of Southern Arizona who expressed interest in being our Fiscal Sponsor. WAMO could also be a "supporting organization" of CFSOAZ who would handle all of the paperwork and filings associated with non-profits. CFSOAZ Properties is a division which is set up to deal with real estate, and could be helpful.

CFSOAZ is having a granting workshop this week. Sign up on their web site.

Task 3: Political support: We need support from five council members, and we're on our way to securing that.

Pam has billed about 20 hours toward negotiation of agreements and has volunteered much other time. Marvin calls for a third time for board members to tally their volunteer hours for at least 2008 if not prior.

Financial options were discussed: New market tax credits, Arizona Heritage Fund, BDFC (Gary Mollenda), National Trust for Historic Preservation won't be much help as they are basically broke. Stimulus Package...

WAMO Status:

We need to create our own timeline of when we are ready to transfer the properties independent of fluctuating outside situation... with or without DTDC. CFSOAZ Properties could be our "Plan B" if someone needs to receive property quickly, but much talking must take place first.

Discussed other possible Fiscal Sponsors/partners.

Action Item: Contact organizations and determine their capacity to sponsor WAMO:

ISDA - David

Main Street - Ned

Community Land Trust (local or otherwise) - Dwight

LISC - Natasha

Artspace - Charles & Cynthia, or Ned

Trust for Public Land - Brenda

Report next week on whether the above can:

- Be a fiscal Sponsor for WAMO

- work with WAMO to receive and handle real estate

and what kind of a timeline either of those options might require.

Who is WAMO? Where do we go from here?

Much discussion, no conclusions. Pam expressed concern that WAMO legitimize its non-profit status. Board needs by-laws, Articles of incorporation, and Conflict of interest policy. Action item to get by-laws and articles of incorporation on web site. Conflict of interest to be discussed fully at next meeting.

Proposed Agenda for next meeting:

Stick with 10:30 Saturday for February.

Approve Minutes

Call to Audience

Situation Update

Corporate Documents

Conflict of Interest

Board Governance

Reports from Fiscal Sponsor inquiries

Committee Reports

Executive Director

Adjourned 3:10ish