

Part 1: Closed TAAA Board of Directors Meeting Minutes: June 8, 2022

The teleconference Zoom Board meeting was called to order at 6:35 PM, M. Smith, President, presiding. Board members present: D. Smith, Vice President; B. Whitehead, Treasurer; R. Reynolds, Secretary; and Members-at-Large, J. Kalas, G. Gomez and D. Rossetter as well as TAAA Members: J. Knoll as tech support.

Conflict of Interest:

Three Board members declared potential conflicts of interest for the coming year. They are:

- Mae Smith, declared conflict is that her son is in a leadership role for the Reynolds Mitchell Observatory. Therefore, she proposed that she recuse herself from matters pertaining to RMO management. At this point, Mae was placed in the waiting room so the Board could consider how to manage the conflict. A motion was made and seconded that Mae recuse herself from any actions related to management of the RMO. The motion was passed by a vote of 6-0.
- John Kalas, declared conflict related to being a member/signator of the Perseus Group to which TAAA is also a signator. The most likely example of conflict might come up pertaining to the community water well. Also, John is expecting to be a Lessee in the Member Observatory Project where is currently involved in project/contract management. At this point, John was placed in the waiting room so the Board could consider how to manage the conflict. A discussion followed on CAC water well management. A motion was then made and seconded that John recuse himself from any discussion regarding any agreements where both he and TAAA are signators. Motion was passed by a vote of 6-0. Another motion was made and seconded that John recuse himself from project approvals where he is a project manager. Motion was passed 6-0.
- David Rossetter, declared a possible conflict over TAAA matters involving David Leavy as they work together closely. A second possible conflict may arise from David Rossetter has entered into personal contracts with Frank Lopez. At this point, David was placed in the waiting room so the Board could consider how to manage the conflicts. A discussion followed on whether these constituted valid conflicts. A motion was made and seconded that David Rossetter recuse himself from any votes on TAAA financial matters involving David Leavy. Motion passed 5-1. Another motion was made and seconded that David Rossetter recuse himself from any votes on TAAA financial matters involving Frank Lopez. Motion passed 5-1.

Part 2: Open TAAA Board of Directors Meeting Minutes: June 8, 2022

The teleconference Zoom Board meeting was called to order at 7:10 PM, M. Smith, President, presiding. Board members present: D. Smith, Vice President; B. Whitehead, Treasurer; R. Reynolds, Secretary; and Members-at-Large, J. Kalas, G. Gomez and D. Rossetter as well as TAAA Members: J. Knoll, J. Mead, R. Carnes.

Approval of Minutes:

- A motion was made by D. Smith and seconded by B. Whitehead to approve the minutes for the April 13, 2022 regular Board meeting. The motion as passed by a vote of 5-0 with 2 abstentions by D. Rossetter and J. Kalas.
- A motion was made by D. Smith and seconded by B. Whitehead to approve the minutes for the May 11, 2022 regular Board meeting. The motion as passed by a vote of 6-0 with 1 abstention by J. Kalas.
- A motion was made by D. Smith and seconded by B. Whitehead to approve the minutes for the May 16, 2022 Special Board meeting. The motion as passed by a vote of 5-0 with 2 abstentions by D. Rossetter and D. Smith.
- A motion was made by D. Smith and seconded by B. Whitehead to approve the minutes for the May 23, 2022 Special Board meeting. The motion as passed by a vote of 6-0 with 1 abstention by D. Smith.

Treasurers Report:

- For the month of May TAAA revenue was \$7,200 and expenses were \$1,100 with a \$30,000 initial contractor payment which was booked as a capital expense.
- Completed migration to cash basis accounting.
- The only bank reconciliation item was \$1,200 deposit from Member Planet which is yet to be received.
- Statement of Financial Position includes clean up long standing \$9 error in cash balance and the reassignment of \$300 to the Learning Center project account.
- Petty cash account written down by approximately \$60 to actual cash received by Barbara.
- Fixed asset accounts now balance after correcting entry to reimbursements for the member pads.
- Request made to see detail behind monthly donations. Also, agree with setting up form thank you letters that could also serve as records of donation.
- Discussed Astronomy League payment status which is, or will be shortly, current.
- Moved a July 2021 Masters Touch payment to fixed assets.
- Created new account to track credit card, Member Planet and Paypal.

2022-23 Budget: Several areas of the draft budget were discussed:

- Need to update GCSP apparel sales to June 2023.
- There will be a small amount of GCSP revenue for red light sales in both 2022 and 2023.
- Need to delete double counting of Member Planet subscription costs.

- Increasing misc expenses to \$25/mo for monthly refreshments.
- Need to include \$800/year for TIMPA maintenance.
- A proposal was made to move \$2,000 back into CAC operations from the Learning Center. However, the star party revenue has been redirected to CAC operations so the issue may be solved. This will be taken up next month for further clarification.
- It was noted that there is a \$200/year charge for telephone expenses. As a result of discussion about use and relevance of telephone number, a motion was made by B. Reynolds to eliminate the TAAA phone number which was seconded J. Kalas. The motion was passed by a vote of 7-0.
- It was noted that the \$300 for printing of monthly bulletin can be removed as hardcopy bulletins are no longer produced.
- A motion was put forward by B. Reynolds to accept the Treasurer's Report which was seconded by D. Smith. The motion passed by a vote of 7-0.
- The Budget will be finalized and voted on at the next Board meeting.

COVID Policy: There were no COVID issues or COVID policy changes were identified for discussion.

CAC Planning Report: Bob Reynolds reviewed the current status of the MOP and the other civil .

- Approval will be sought in Executive Session for 4 CAC civil, site projects.
- Approval of the MOP leases is expected in the month of July and may require a special board meeting to accommodate construction schedule.
- A high level of construction activity is expected at CAC between now and the end of the year with the completion of the Learning Center, the 4 civil projects and the MOP all underway at the same time.
- Ops report highlighted the coming application of pre-emergent at the site.
- New Board members were encourage to attend the CAC Ops/Planning meetings to get more insight into CAC finances and activities.

Status of TAAA Dues: Doug Smith summarized his research on comparable dues for other Astro clubs across the county. Motion put forward by R. Reynolds to accept the dues proposal by Doug Smith with the exception that the 3 categories he labeled as "unchanged" would reflect a \$1 per year increase. Effective date of the dues increases would be Sept 1 following the required membership approval in August.

Individual: from \$25 to \$30

Senior: from \$23 to \$25

student/teacher: plus \$1

Family: from \$30 to \$35

Family/senior: from \$28 to \$30

Family/teacher/college student: u plus \$1

Youth: plus \$1

Rationale for increase will include inflation, comparable club fees, installation of world class facilities and the fact that TAAA has not raised dues in 20 years. It should also be noted that CAC is self-funding from donations and self-generated revenues. Motion was seconded by D. Smith and was approved 7-0.

A motion was put forward to adjourn the meeting by R. Reynolds which was seconded by D. Smith. The motion was approved 7-0 and the Board meeting **adjourned @ 8:00pm.**

Part 3: Executive Session of the TAAA Board of Directors Meeting Minutes: June 8, 2022

The teleconference Zoom Board meeting was called to order at 8:00pm, M. Smith, President, presiding. Board members present: D. Smith, Vice President; B. Whitehead, Treasurer; R. Reynolds, Secretary; and Members-at-Large, J. Kalas, G. Gomez and D. Rossetter.

Approval of Minutes:

- A motion was made by R. Reynolds and seconded by D. Smith to approve the minutes for the May 11, 2022 Executive Board meeting. The motion as passed by a vote of 6-0 with 1 abstention by D. Rossetter.

President's Comments:

- Mae noted that the proceedings of Executive Sessions should be held confidential.
- It was also noted that the Executive Committee has made a request that all Learning Center and CAC development publicity go thru SPG leadership and Bob Reynolds. In addition, President newsletter updates will also share CAC related Board actions. This will insure that the positive progress anticipated over the balance of 2022 will get consistent publicity.
- Mae issued an apology to the Board for failing to issue all the contractor documentation in a timely fashion prior to the Board taking action on the contract.

Conflict of Interest:

Bob Reynolds indicated that he will a donor for a project that will be discussed shortly. He proposed that he recuse himself from approval of the project and that his donations remain anonymous. Bob Reynolds then left the meeting and Doug Smith made a motion that B. Reynolds abstains from voting on the Easement Road project and that donation for the road remain anonymous. Motion was seconded and approved with a vote of 6-0.

Approvals of CAC Site Civil Projects:

- J. Kalas made a motion to approve and commence with the Easement Road and LC Parking project given there is a full funding commitment of approx. \$18,000 for the project. The motion was seconded by D. Smith and approved by a vote of 6-0 with B. Reynolds abstaining. This new easement road will eliminate the need to access the Learning Center through the member pad area. Directional signage will be needed and is anticipated.
- It was observed that these civil projects should be added to a new capital budget and that the fully funding status should be identified even if selected donors wish to remain anonymous.
- B. Reynolds made a motion to approve and commence with the EV Charging Station Project which has full funding commitment from B. Stinger for anticipated \$4,000 cost subject to confirmation of county and SSVEC fees. It was suggested that Barbara have a separate conversation with B. Stinger on any reimbursements he may seek from

additional donors. The motion was seconded by B. Whitehead and passed with a vote of 7-0.

- B. Reynolds made a motion to approve and commence with the RV Parking Expansion Project for an anticipated cost of approximately \$5,000 subject to confirmation of county permit fees. This cost assumes that a TAAA member work party spreads the gravel. The funding for this project would be TAAA general funds with a payback period of 1-2 years from additional RV parking fees from 3 new fifty amp lanes. The motion was seconded by D. Smith and passed with a vote of 7-0.
- B. Reynolds made a motion to approve and commence with the Graveling of the Tent Area for a fully funded cost of \$1,780 with TAAA members spreading the gravel. Lesa Andree has agreed to fund the gravel material. J. Kalas seconded the motion. A discussion occurred about the advisability of graveling a camping area. However, the motion was passed with a vote of 6-1.
- A summary of CAC activity for the balance of the year was presented. In brief, there will be approximately \$500,000 of activity underway at CAC for the rest of 2022 and 2023 to continue build out of a world class astronomy site. Bob Reynolds will coordinate future publicity for CAC developments.

A motion was put forward to adjourn the meeting by R. Reynolds which was seconded by D. Smith. The motion was approved 7-0 and the Board meeting **adjourned @ 9:00pm**.