

Board of Directors Meeting – February 21, 2005, 7:00 a.m.

At the office of Arthur Gatzoulis
101 Stark Street, Manchester, NH

Attending: John St. Hilaire, Joe Lahr, Lou D'Allesandro, Chris Proulx, Arthur Gatzoulis and June Craig. There was a snow storm and it was a holiday and it was very early, all accounting for the absence of James Stewart, Lorraine Lamontagne Hubie McDonough, Jean Jeudy and Linda Garrish.

All members were either advised of the meeting by email or personal phone call or both by the secretary.

This meeting was called to review the Power Point presentation thus far prepared by Joe Lahr and John St. Hilaire and other concerns in an Agenda emailed to board members by John. *See Attached.*

June Craig reported that she had spoken recently with Alderman Mike Lopez and he wanted to know what was taking us so long to come back before the Administration Committee of the BofM&A. He thought we were set to go after our one-on-one meetings with the Aldermen the week before Christmas. He asked if the MCAM Non Profit really would be able to earn money on its own to support the venture separate from Education and Government, never coming back to ask for more money from the PEG access money from Comcast. When June told Ald. Lopez she called Armand Forest to make an appointment before the Administration Board Armand told her that the Agenda had already been made up for the February regularly scheduled meeting. We would have to call Carol Johnson to be put on the agenda for the next meeting. I spoke to Carol Johnson on Feb. 3rd. The next regularly scheduled Administration meeting is March 22. The Mayor is to present his budget before the BofM&A on March 28th. We need to get the Administration Committee to agree with us and to refer our plan to the BofM&A for further consideration and vote. Mike Lopez reminded June that the Chairman of Administration can call a special meeting at any time, so an effort should be made to determine the date of Armand Forest's return from vacation and try to get a special meeting date before the 15th.

June will call Carol Johnson so she will know we are seeking a special meeting before the Administration and determine if that is possible.

We will need for the Power Point Presentation a statement from the two MCTV employees who are moving over to MCAM that they have no problem with the fact that the UNION cannot guaranteed a return to their jobs should they desire to return. There is an option to buy back into the retirement system for at least one year, but neither Joe nor Sarah are vested at this time. Joe will be vested in October in the City's 1973 Retirement Plan. A document will be provided by Grace for this sign off by Joe and Sarah.

We have letters set to go out to the MCTV producers to seek their help in convincing the Aldermen to go with our plan, that of a non-profit organization. We will be competing with the Mayor's new plan of implementing a Commission.

Lou D'Allesandro suggested MCAM, once active, create a "sinking fund" in the budget, similar to a fund used by HUD, funded through sales of services and equipment use in the event there is a franchise fee decrease to ensure the budget will be met in the future without ever going back for an increase from the City.

We have changed our budget funds request from our original 1.25% to an even 1%. With the rise in franchise fees at this time 1% will do it. In the future the MCAM will be able to raise the funds needed to keep the MCAM budget fully funded.

John asked for a vote by those attending: "I would entertain a motion on the funding issue as to how This BOD for MCAM would proceed in the event that the city rejected our funding proposal". The Motion was then made by Lou that in the event that the city rejected our funding proposal the Not for Profit organization known as MCAM Inc. would be dissolved and our effort as a joint board of directors would cease and desist. The Motion was seconded by Artie and without further discussion was approved unanimously by all those in attendance.

Here are our next steps of action:

1. Send out a letter to the Aldermen thanking those who attended our small meetings at Blake's Restaurant and to advise all of our upcoming meeting before the Administration Committee and hopefully before the BofM&A.
2. Advise the City Clerk of our special meeting before the Administration Committee and we would like all Aldermen to be advised of the meeting so they can attend on an ex-officio basis if they wish.
3. Send out a Media advisory – different tone than an alert to the media. Let the media know that we are seeking approval of our course of action, non-profit with Board of directors, etc. We don't want to insult the aldermen which could happen in the media advisory is not carefully worded
4. Letter to MCTV producers advising them of our timetable and our mission.
5. Power Point preparation overview by MCAM Board
6. Power Point presentation to Administration Board
7. Need to Call Tom Arnold, inform him of meeting before Administration Committee. John St. Hilaire will do.

The March 1st meeting will again take place at the Law office of Art Gatzoulis at 7:00 a.m.

Arthur Gatzoulis asks that he be notified by phone if there is an email he should be looking for because he does not regularly check his email.

What is the term of the MCAM Directors? Are some of our terms expiring?

John asked Artie to be prepared to answer questions on legality on some matters.

John asked Lou D'Allesandro to help with the presentation regarding the budget.

Joe says the MCAM budget covers the two transferring employees and one new employee.

June asked that we prepare a page on power point for every conceivable question that could be asked of us at the Administration Committee and BofM&A. A picture is worth a thousand words. We are representing that we are set to go, but as of yet some questions from the past are not yet represented the power point presentation. We don't want to go with the thought that if we don't bring it up, it won't be a problem.

Respectfully submitted,

June E. Craig, Secretary
MCAM Board of Directors
February 25, 2005

The following is the email from Chairman, John St. Hillaire regarding the Agenda for the 2-21-05 Meeting

February 10, 2005, 5:08 p.m.

Hello All,

After some Fantastic Alderman Meetings I was invited to a "SPECIAL" Meeting at the Mayors office with the following people, Dr. Grace Sullivan, Mike Colby, Dave Scannell, the superintendent of Schools, and Another Young lady whose name Escapes me Right now from the School Board. Long Story Short the Mayor is NOT Backing Us so we are on our Own. I would like to have a Board Meeting on Friday Morning 2/18/05 at 8 AM. It is really important that we have FULL Attendance. The Place is yet to be determined; this meeting will accomplish the following things:

1. layout the Mayors Plan
2. We will draft a letter of thanks for the Alderman

3. Review our shot at the Contract with the City and how it needs to be Funded (THIS IS WHERE THE DIVISION LIES'...)
4. Go Over the Power Point Presentation
5. Discuss what the Board of MCAM is willing to accept
6. Outline our next Step and firm up meeting dates
7. Outline a Plan of Public discussion on the benefits of what we are trying to do that will air on channel 23 many times over the next month.
8. Re-Affirm the Board of Directors and Nominate new members to the Board.
9. Open discussion!!!!

This is a pretty aggressive agenda and will demand us to remain focused. Please respond ASAP on your attendance. We do need to have a quorum to accomplish many things on the agenda. The fate of MCAM is drawing to its final conclusion so please plan on attending

Thank You,
John

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