

Board of Directors Meeting – March 4, 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, June Craig Linda Thomas and Jean Jeudy. Missing were James Stewart, Lorraine Lamontagne, Hubie McDonough.

All members were either advised of the meeting by email or personal phone call 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 brought about by recent conversations with Aldermen in preparing for March 22nd presentation before the Administration Committee of the BofM&A.

After the meeting of Feb. 21, we were unable to secure a special early meeting of the Administration Committee and so have resorted to accepting the March 22nd date and if accepted by the Admin. Committee, will try to get the issue before the **Full Board ofM&A on April 6th**.

Letters were mailed out to the MCTV producers on March 1st to seek their help in convincing the Aldermen to go with our plan, that of a non-profit organization with 20% of the 5% Comcast franchise fee for operating expenses. There was talk that the Mayor had new plan of implementing a Commission instead of a Non-Profit Organization, but we have heard no further talk.

Letters were mailed out to the Aldermen on March 1st. It was noted that Alderman Mike Lopez has been working very hard in the last week to get the facts about our proposal straight in his head. He has been speaking to other aldermen, Tom Arnold, and intends to speak to as many folks as possible to get answers to any possible objections to our proposal before the March 22nd presentation.

Alderman Mike Lopez advised that in his conversations with others, the issue of who appoints the Board of Directors and what are their terms. He felt it would be wise to amend our By-Laws to allow the sitting Mayor to appoint one member to the eleven member MCAM Board from the Board of Mayor and Aldermen. This is done in many non-profit agencies in Manchester. The Mayor's designee can act as a liaison between the MCAM and BofM&A. Lou D'Allesandro made the motion: "That an amendment be made to the MCAM By-Laws which would allow the sitting Mayor to appoint one member to the eleven member MCAM Board of Directors. The Mayor's one appointee shall be derived from the Board of Mayor and Aldermen." The Motion was seconded by

June Craig and all were in favor. This amendment is pending the concurrence of the BofM&A to our Non-profit, 1% franchise fee funding proposal on April 6th.

One issue discussed over the previous paragraph was if a member of the BofM&A were on our Board, would the City be liable? Lou noted there is the Doctrine of Sovereign Immunity and that as Board Members, we are all liable. The Board would be protected by liability insurance.

We reviewed the new version of John's follow up letter to the Aldermen to be sent out next week. Our attention and format ideas for our funding from the franchise fee was discussed. John suggested Linda put her idea on paper for consideration. Joe put his figures on paper and they showed clearly the numbers. John stated that Ald. Lopez may be more interested in getting us a specific dollar amount, rather than 1% of the franchise fee.

Has this been done? (Yes, in the letter to all aldermen) Advise the City Clerk of our March 22nd 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.

Has this been done? 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

We are still working on the power point presentation, new pages being created in response to questions by the aldermen.

There will be additional meetings on **Fridays, March 11th and March 18th** and will again take place at the Law office of Art Gatzoulis at 7:00 a.m. These meetings are needed until our **March 22nd** appearance.

John will try to set up a meeting with Tom Arnold for Monday, **March 14th** at City Hall or Art Gatzoulis' office at 5:30 p.m. to see if we can make further progress on any differences. Specifically requested to attend: Lou D'Allesandro and Art Gatzoulis.

We also talked about **meeting with Alderman Lopez** however, I do not recall a specific date and time designated.

What is the term of the MCAM Directors? Are some of our terms expiring? We need to renew the one year terms of willing directors at the next meeting.

Linda Thomas requested that we have a regularly scheduled monthly meeting. We will set a monthly day and time at the next meeting.

It was suggested by Linda that John's follow up letter to the Aldermen should address the very items that will be on the power point presentation.

Joe or John should look up the original approved, signed By-Laws and give all Board members a copy.

One thought I did not express at the meeting; if the Mayor is still considering a Commission instead of a non-profit organization, shouldn't we have details on pros and cons of both options, just to be prepared?

Respectfully submitted,

June E. Craig, Secretary
MCAM Board of Directors
March 4, 2005