

**MMFC Board of Directors Meeting
Tuesday, September 13, 2022 5:30 pm
Virtual Meeting Via Zoom
Rick Remington, Facilitator**

- Item#1: Call Meeting to Order (5:30)
- Item#2: Read Ends Statement (5:31)
- Item#3: Preparedness Check-in (5:32)
- Item#4: Adopt Meeting Agenda (5:35)
- Item#5: Public Comments (5:36)
- Item#6: Approve Consent Agenda (No discussion) (5:41)
- Item#6a: Approve Minutes of August 30, 2022 Meeting
- Item#7: General Manager's Report (5:42)
- Item#8: GM's Report Question and Answer (5:55)
- Item#9: Closed Session: Bank Debt (5:55)
- Item#10: Closed Session: Real Estate Purchase (6:30)
- Item#11: Committee Requests for Action, as appropriate (6:05)
- Item#12: Qualitative Review of this meeting (7:00)
- Item#13: Adjourn (7:05)

MMFC Board of Directors Meeting
Tuesday, September 13, 2022
Rick Remington, Facilitator

Call to order: Meeting was called to order at 5:32

Board members present: Joey Meicher, Rick Remington, Mariann Holm, Barb Button, Karlee Wallin, Kyle Lehman, Kathy Mitchell, Susan Krahn

Board members absent:

Others Present: Crystal Halvorson, General Manager; Amy Lueck, Administrative Services Manager & Board Assistant

Motion carried to adopt the meeting agenda (Wallin, Mitchell)

Motion carried to approve consent agenda (Mitchell, Meicher)

GM's Report **accepted** (Remington)

Motion carried to move into closed session to discuss Bank Debt and Real Estate Purchase at 5:45 (Button, Wallin)

Motion carried to move out of closed session 6:46 (Button, Lehman)

Motion carried to empower the GM to negotiate and incur debt for deployment in our planned expansion at Barstow St. and Galloway St., Eau Claire (Remington, Mitchell)

Motion carried to execute the Purchase Agreement with the City of Eau Claire for the property at Barstow St. and Galloway St., pending acceptable results of the ALTA survey (Wallin, Lehman)

Meeting **adjourned** at 6:51 (Lehman, Wallin)

**MMFC Board of Directors Meeting
Tuesday, September 27, 2022 5:30 pm
In Person Meeting - CoLab, Eau Claire
Rick Remington, Facilitator**

- Item#1: Call Meeting to Order (5:30)
- Item#2: Read Ends Statement (5:31)
- Item#3: Preparedness Check-in (5:32)
- Item#4: Adopt Meeting Agenda ((5:35)
- Item#5: Public Comments (5:36)
- Item#6: Approve Consent Agenda (No discussion) (5:41)
- Item#6a: Approve Minutes of September 18, 2022 Annual Meeting
- Item#6b: Accept New Owners
- Item#6c: Refund Owner Equity
- Item#6d: Monitoring Report G.3: Agenda Planning
- Item#6e: Monitoring Report G.4: Board Meetings
- Item#7: General Manager's Report (5:42)
- Item#8: GM's Report Question and Answer (5:55)
- Item#9: President's Report (6:00)
- Item#10: Dissolve Committees (6:05)
- Item#11: Formation of Carrot Holdings, LLC (6:05)
- Item#12: Board Self Assessment Results (6:10)
- Item#12: Officer Elections (6:35)
- Item#13: Annual Meeting Recap (6:45)
- Item#14: GM Evaluation [Closed Session] (7:00)
- Item#15: Qualitative Review of this meeting (7:25)
- Item#16: Adjourn (7:30)

MMFC Board of Directors Meeting
Tuesday, September 27, 2022
Rick Remington, Facilitator

Call to order: Meeting was called to order at 5:31

Board members present: Rick Remington, Mariann Holm, Barb Button, Karlee Wallin, Kathy Mitchell, Susan Krahn

Board members absent: Joey Meicher

Others Present: Crystal Halvorson, General Manager; Amy Lueck, Administrative Services Manager & Board Assistant

Motion carried to adopt the meeting agenda (Krahn, Mitchell)

Motion carried to approve consent agenda (Wallin, Button)

GM's Report **accepted** (Remington)

President's Report (Remington)

Remington **dissolved** the Education, Owner Linkage, Nominating, and Policy Review committees.

Motion carried Pursuant to Wis. Stat. §185.34, the undersigned, being all the directors of The Menomonie Food Co-op d/b/a Menomonie Market Food Co-op (the "Co-op"), a Wisconsin cooperative organized under Chapter 185 of the Wisconsin Statutes, hereby unanimously consent to the following actions in lieu of a special meeting of the board of directors, with the express intention that the action have the same effect as though adopted by vote at such special meeting.

WHEREAS, the Co-op, as a single-member entity, formed Carrot Holdings, LLC (the "LLC") on September 20, 2022 by filing Articles of Organization with the Wisconsin Department of Financial Institutions (attached as Exhibit A);

RESOLVED, that the LLC is to be governed by the Operating Agreement (Exhibit B), which is approved and adopted herein.

FURTHER RESOLVED, that pursuant to the Operating Agreement Crystal Halvorson shall be the initial manager of the LLC and may act with respect to the LLC's holdings and assets without further action of or approval by the board of directors, except where consent by the Co-op is required pursuant to the Operating Agreement or Wis. Stat. §183.0407(3). (Mitchell, Wallin)

Discussion of Board Self Assessment

Mitchell **nominated** Remington for President. Remington **accepted**

Remington **nominated** Wallin for Vice President. Wallin **accepted**

Button **nominated** Meicher for Secretary/Treasurer. Meicher **accepted** via text

Motion carried to elect slate of candidates (Button, Holm)

Discussion of Annual Meeting

Motion carried to move into closed session to discuss GM evaluation at 7:13 (Button, Mitchell)

Motion carried to move out of session at 7:30 (Button, Wallin)

Meeting **adjourned** at 7:35 (Wallin, Krahn)