



PNWSC Board Minutes
2:00 pm @ Pacific NW Salmon Center Office via telephone
December 16, 2008

Directors Present (contacted via phone):

Fred Barrett	Al Adams	Mike Henderson	Paul Hirsch
Leslie Krueger	Sue Patnude	Jay Saucedo	Neil Werner

Director Emeritus: None

Directors absent:

John Burgess (out of country)

Staff: Michelle Hori

Guests:

Call Meeting to Order: Chair

All Board members were notified electronically that this meeting was to occur and each would be contacted by telephone for discussion.

Discussion items:

Johnson Property Purchase

The Grant of Option Amendment and Proposed Resolution were distributed electronically for Board review and discussion. All questions were asked and answered via telephone. The following resolution is proposed as allowed by the PNWSC By-Laws sections noted below.

5.2 VOTING: Each Director shall have one vote on matters coming before the Board. All voting at meetings called by the Board shall be by each Director in person or may be carried out electronically. Voting by proxy shall not be permitted.

8.1 CONTRACTS: The Board may authorize any officer or officers, agent or agents, to enter into any contracts or to execute and deliver any instrument on behalf of the corporation.

8.2 LOANS: No loans shall be contracted on behalf of the corporation and no evidence of indebtedness shall be issued in its name unless authorized by resolution of the Board of Directors.

Approval Items:

PROPOSED RESOLUTION

RESOLUTION. It is hereby resolved as follows:

1.) The proposed First Amendment to Grant of Option and Transfer Agreement between Jack E. Johnson and Kathy L. Johnson and the PNWSC is hereby approved.

2.) Al Adams, the Vice President or Neil Werner, the Managing Director of the PNWSC, is hereby authorized to execute the Second Amendment to the Grant of Option and Transfer Agreement on behalf of the PNWSC.

3.) The \$1,000,000.00 purchase price for Parcel 4 will be 100% financed. The following financing package is hereby approved:

A Promissory Note will be let to each of the below described Lenders in the total amount of that portion of the loan. All of the loans will be secured by a single Deed of Trust secured by Parcel 4. The terms of the various Promissory Notes will be the same for lenders Les and Betty Krueger, Jerry and Nancy Reid, and Deborah Jacobs and Fred Barrett, with the PNWSC as Promisor and the Lenders as Holders, with interest to accrue at the rate of six and three-fourths (6.75%) percent per annum (plus ¼ point to be paid by the Salmon Center) with interest only monthly installments, with the first payment to be paid on or before the first of February, 2009, with the remaining installments to be paid on the first day of each and every month thereafter, with the entire principal balance, along with any accrued interest, to be due and payable and shall be paid on or before twelve (12) months from the date of the Promissory Notes which will be the date of closing of the above transaction. The repayment period will be reassessed at the twelve month point for extension. The terms of the Promissory Note to Jack and Kathy Johnson will be the same excepting the interest rate which will be 7% and shall be paid on or before two (2) years from the date of the Promissory Note which will be the date of closing of the above transaction.

It is anticipated that dedicated contributions to support the purchase of Parcel 4 will be received by PNWSC during the above-described twelve month period. Upon receipt of the dedicated donations to this project, each of the below-described Lenders will receive a proportional principal payment based upon the amount received. The proportional share is set forth below:

<u>Name of Lender</u>	<u>Amount of Financing</u>	<u>Proportional Share</u>
Les and Betty Krueger	\$333,000.00	33.3%
Jerry and Nancy Reid	\$250,000.00	25%
Deborah Jacobs and Fred Barrett	\$50,000.00	5%
Jack and Kathy Johnson	\$367,000.00	36.7%

4.) Al Adams, the Vice President or Neil Werner, the Managing Director of the PNWSC, is hereby authorized to execute the necessary Promissory Notes and Deed of Trust to accommodate the above transactions.

Resolution was approved by a majority of the Board. Votes are recorded below:

Fred Barrett – Abstain

Leslie Krueger – Abstain

Al Adams – Approve

Paul Hirsch – Approve

Sue Patnude – Approve

Jay Saucedo – Approve

Neil Werner – Approve

John Burgess – Unavailable, out of country

Mike Henderson – Unavailable due to illness

Submitted by Michelle Hori

For Paul Hirsch, Secretary