

1. Call to Order

The meeting was called to order at 7:00 p.m.

A quorum was present.

2. Roll Call

Present = P | Absent = A

Organization	Representative	Representative	Alternative
Trinity	Dustin Johnson (P)	Steve Knape (P)	Michael Ferry-Curtis (A)
Minnehaha	Jerry Grouzis (A)	Aaron Zahn (P)	George Hahn (A)
Scottish Rite	Brian Mehlhaff (P)	Harlan Danielson (P)	Tim Schendel (A)
OES	Valori Maher (P)	Mark Kopejtka (A)	Lisa Russel (A)
DON	Dawn Rice (P)	Diane Knott (A)	Ashley Kirk (P)
Shalaal Grotto	Brian Pulling (P)	Cody Christianson (P)	Jeff Bruce (A)
York Rite	Chad Gruis (A)	Greg Stensaas (P)	
MBA	Jeff Sutter (P)		

3. Approval of Minutes

The minutes from the previous meeting had been distributed by email prior to the meeting.

Motion: To accept the Secretary's Report as presented.

Second: Motion seconded.

Vote:

- Ayes: Unanimous
- Opposed: None

Result: Motion carried. Secretary's Report accepted.

4. Secretary's Report

No additional Secretary's Report was stated in the provided summaries.

5. Treasurer's Report

The Treasurer's Report had been distributed by email and indicated that organizational finances remain on budget.

An outstanding per-capita payment from the Grotto was discussed.

The Grotto representative advised that a new checking account would be opened at First National Bank, after which the outstanding per-capita payment would be issued.

The Board discussed the status of the delinquent payment and representation rights.

It was stated that if the overdue per-capita payment is not received by the next meeting, the Grotto's representation rights on the MBA Board will be revoked.

An email will be sent to the Grotto formally communicating the payment requirement and potential loss of representation.

Motion: To accept the Treasurer's Report as presented.

Second: Motion seconded.

Vote:

- Ayes: Unanimous
- Opposed: None

Result: Motion carried. Treasurer's Report accepted.

6. Reports of Committees

IT Committee

IT systems and operations are currently functioning well.

Members were reminded that access codes are not to be shared. Unauthorized sharing of an access code may result in the code being disabled immediately.

The calendar system remains pending completion of an external domain transfer.

Clinic Access and Keypad System

The Board revisited the previously approved project to install a keypad access system on the clinic door.

Discussion included establishing:

- Individual permanent access codes for faculty and permanent clinic personnel.
- Revolving or temporary codes for students.
- Appropriate controls for managing and disabling access when necessary.

Some hardware is already available, although additional installation and wiring work may be required.

Harlan Danielson will coordinate with Stacy regarding the keypad installation, hardware requirements, cost, and anticipated completion schedule.

Building Committee

Jeff Sutter reported that efforts are underway to provide Tom Anderson access to a locked clinic office so that a light fixture can be repaired.

If access through the existing process cannot be obtained, alternate access or a key solution will be arranged.

The Board also discussed the broken downstairs ice maker. Members questioned whether repairing the existing unit would be a prudent expense given its limited use or whether replacement would be more cost-effective.

No final decision was made. Any significant expenditure will be evaluated based on its cost and practical value to the organization.

7. Unfinished Business

Building Sale Update

The Board reviewed a recent offer received through NAI concerning the potential purchase of the building.

The offer was approximately \$1.6 million and included:

- A 180-day due diligence period.
- Flexible leaseback provisions, including approximately 6 to 12 months of continued occupancy.
- The ability to address furniture, fixtures, and equipment as part of the transaction.

The original offer included a relatively short response period and has since expired, although the prospective buyer was reported to remain interested.

8. New Business

Authority to Consider and Approve Offers

The Board discussed which body possesses authority to make a final decision regarding a sale of the building.

Discussion centered on the role of the MBA Board as the appointed representatives of the participating organizations and the need for those representatives to have sufficient authority to act when a qualified offer is received.

The Board agreed that future purchase offers meeting established criteria should be submitted to the MBA Board for final consideration and vote.

The upcoming town hall will be used to communicate the proposed process and ensure member organizations understand the Board's role in evaluating and acting upon qualified offers.

Offer Response and Voting Procedure

The Board discussed the difficulty of responding to purchase offers containing short acceptance periods.

MBA bylaws require approximately three days' notice for a special meeting, making a standard 24-hour response period impractical.

The Board agreed that when a viable offer is received, the buyer should be asked to provide approximately a 96-hour response period. This will allow:

- At least 72 hours for required meeting notice.
- Time to convene the MBA Board.
- A formal vote either in person or by Zoom, as permitted.

Once an offer satisfies the Board's established criteria, the offer will be presented to the full MBA Board for consideration.

Development of Offer Evaluation Checklist

The Board agreed that a formal written checklist should be developed with NAI to establish the minimum conditions an acceptable purchase offer must address.

The checklist should include, as applicable:

- Purchase price and financial terms.
- Due diligence contingencies.
- Leaseback or rent-back provisions.
- Length and cost of continued occupancy.
- Treatment of furniture, fixtures, and equipment.
- Insurance requirements.
- Directors and Officers liability considerations.
- Cross-indemnification protections.
- Closing requirements.
- Other legal or operational contingencies necessary to protect the MBA and its member organizations.

A designated three-person Board team will work with NAI and its representatives to prepare the checklist.

The draft checklist will be returned to the MBA Board for review.

The need for cross-indemnification and appropriate insurance protection will also be presented as a key point during the upcoming town hall.

Future Location and Needs Assessment

The Board discussed the need to determine organizational space requirements before NAI can effectively identify potential replacement properties.

The current building contains approximately 32,000 square feet, while preliminary discussion has contemplated a significantly smaller future facility, potentially in the range of approximately 8,000 square feet.

No final square-footage requirement has been established.

The Board agreed that a formal needs assessment should be completed before narrowing the search for a replacement facility.

NAI will be asked to assist with a building walkthrough and needs-assessment process.

Areas to be evaluated include:

- Lodge and organizational meeting-room requirements.
- Opportunities for shared or multi-purpose rooms.
- Office requirements.
- Kitchen and dining requirements.
- Storage requirements.
- Specialized or ceremonial equipment.
- Historical records and artifacts requiring climate-controlled storage.
- Materials that could instead be placed in lower-cost offsite storage.
- Accessibility and parking requirements.
- Potential build-out costs for a replacement facility.

Representatives will consult with their respective organizations to determine their actual space and storage requirements.

Financial Planning for Relocation

The Board discussed the importance of understanding the financial effect of selling the current property and relocating.

Potential sale proceeds may provide an opportunity to strengthen the organization's endowment, but sufficient funds must also remain available for:

- Acquisition or leasing of replacement space.
- Renovations and build-out.
- Moving expenses.
- Storage.
- Technology and infrastructure.
- Other relocation-related costs.

Financial scenarios will need to be developed so the MBA can compare the cost of relocation with the alternative of retaining and repairing the existing building.

The Board also indicated that NAI should provide realistic replacement-property options based on the organization's financial constraints.

9. Adjournment

There being no further business, the meeting was adjourned.

Certification

Respectfully submitted,

Cody Christianson

Date: 28AUG26