
Board of Trustees' Meeting
American Simmental Association
May 13, 2015
Teleconference

Chairman Bob Lanting called the meeting to order at 6:05 p.m.

Roll Call: Bob Lanting, Susan Russell, Dale Miller, Michael Forman, Gordon Hodges, Cliff Orley, Brian DeFreese, Barry Wesner, Calvin Drake, JW Brune, Erika Kenner, Claye Kaelberer, Tim Smith, Blake Nelson, Fred Schuetze, Jon Willis. Jim Butcher not in attendance.

Staff: Paulette Cochenour, Jim Largess, Linda Kesler

Legal Counsel: Breeann Johnson (contracts) and Becca Pates (real estate)

Letter of Intent to Purchase the Simmental Way Property. Discussion led by Bob Lanting with Ms. Johnson and Ms. Pates consulting. Items Presented.

- \$4,000,000 (Four million) offered
- ASA take responsibility for demolition
- ASA applies and pays the cost to apply for North 19th access
- \$25,000 earnest money with 45-day due diligence / 6-month due diligence pertaining to the North 19th access

First Draft of Counteroffer. Discussion led by Bob Lanting with Ms. Johnson and Ms. Pates consulting.

Items Discussed.

- \$4,000,000 (Four million) asking price includes all structures, infrastructures and additional appurtenances
- Demolition by buyer
- ASA applies for North 19th access; buyer bears all costs
- Stained glass window and wooden beams
- Due diligence period

Moved Tim Smith seconded Fred Schuetze to present the following in the counteroffer:

- \$4,000,000 (four million) asking price
- \$25,000 earnest money (45 days due diligence)
 - Termination of agreement within the 45 days due diligence earnest money refundable
 - At the end of 45 days if additional time is needed/agreed; an additional \$25,000 earnest money required
 - If North 19th access is denied, the second \$25,000 earnest money will be refunded.
 - All earnest money is applied to the purchase price
- Demolition responsibility of buyer
- Information and/or items discovered during the due diligence period become the property of ASA
- ASA will continue to accept backup offers
- Stained glass window will be removed and seller will board up window opening.
- Reserve the rights to the wooden beams if and when the building is demolished

Motion carried.

Review and working through the details during the initial process to flush out details for the full-term purchase agreement. Consensus from board members is for Trustees to waive the 10-day notification for full board meeting(s) when needed.

Foundation Update – Feed Intake Project. Update presented by Fred Schuetze, Foundation Research Fundraising Chairman.

Items presented:

- Carcass Merit cattle to be fed at Chappell Feed yards
- Proposal for collecting feed intake data at \$50.00 per head (most other systems are charging \$75.00 to \$100.00 per head)
- Fundraising through the Foundation – Research and Development section.
- Flyer develop to launch the fundraising, asking for ASA Trustees support and help
- If Feed Intake Project develops as planned may work through the Growth & Develop Committee for monetary support as the fundraising develops

2015 Fall Focus and Fall Board Meeting – Carpooling.

- Several Trustees are reaching out to other board members to coordinate travel schedules to be able to carpool to the event
- Information can be posted on the confidential Intranet Trustee site to help coordinate if desired
- Car rental stipend for this event only – maximum payout is \$400.00 (receipt required).

Restated Contract Agreement with John Miller Construction. Update given by Linda Kesler.

- Initial contract completed October, 2015
- After Board's approval of building and site budget the initial contract was given to legal counsel Ms. Johnson to restate the contract agreement.
- Restated contract agreement is now completed.

ASA Board Teleconference – May 27 starting at 6:00 p.m. Mountain. Please reserve May 27 for the next ASA Board teleconference. Agenda items and any reference material will be sent at a later date. Main agenda item: new hire discussion. EVP Wade Shafer asks that you send comments and suggestions by email to him by May 22 to ensure all get their input in. A compilation will help speed up the discussion during the teleconference.

Adjourn. Moved Calvin Drake seconded Dale Miller to adjourn. Motion carried.