

October 9, 2015
CAPFAA Conference Call

Attendees:

Heather Hamilton – President
Jennifer VanBrederode – Secretary
Lisa Boyko – Treasurer
Alex Muro – EASFAA Representative
Ashely Dutton – President Elect
Josh Hurlock – Associate Representative
Melissa Stephens – Vice President
Caesar Storlazzi – Past President
Stacey Musulin – Communications Committee

This conference call was set up by Heather Hamilton so all voting members could ask any questions before voting on the new website and which company we (as Exec Council) wanted to hire.

Key Bridge and Steve Knapp both submitted proposals and Heather asked Communication committee who they felt comfortable going with their first choice was that they would prefer to go with Key Bridge – if CAPFAA has the money to support this.

If the funds were not available then they would go with Steve Knapp

After our September Exec Council meeting, Stacey and Kelly were asked to go back to Key Bridge to have a contract drawn up and Key Bridge supplied us with a contract, that we all reviewed and asked questions about. Clarifications were made as questions were asked and a revision was made.

Heather began the call and asked if anyone had any questions.

Caesar asked if there was any legal review, and had CAPFAA done things like this historically without having a legal view of the documents.

Heather explained that as she knew of any past decisions, none were made with documents and contracts being reviewed by a lawyer.

Stacey mentioned that she has heard back from Nelson at Noetic, (who was asked to review the contract and let us know if he thought anything looked odd, and if what we were asking for was correct.) Ashely Benner's brother (who is a web master) also reviewed the contract for us, after Ashely asked him to, and thought it looked to be an accurate account of what we want/need. His only question was about pictures and who would own them, CAPFAA or Key Bridge. He also asked what constitutes a change.

Nelson looked at the contract and said it looked very standard

Clearly seems to protect both CAPFAA and Key Bridge. Nelson also asked if lawyer looked at it.

Nelson likes Pre-approval of all out of pockets expenses

Mike said that is to cover Key Bridge - typically if they need to come on site for training and design – which they don't think CAPFAA will need.

Nelson – change orders are key – not sure of how many and what they will cost.

Nelson said if we could cover the cost, the costs are in line – as long as they don't hit us with big changes

All of the big changes we have in line are already included in the scope of work

Noetic – recommended that the payment not all be up front

We had that revised in the scope of work contract:
First payment \$7,500 is due of project inception
Second \$7,500 completion and project completion
On-going annual in chunk at the beginning - \$2,640 will be due when the site goes live – will bill annually at the go live date.
Total that would be spent is \$17,640.

Nelson also suggested that the Non-solicitation section of the contract should go both ways
Estimates schedule and break-down get completed in what week
This was updated in the new contract

Transferable/non-transferable work –
CAPFAA wants to be able to move to new web company and that we own what is finally created

Testing on versions of web browsers

Heather goes back to Caesar's questions about lawyer – she believes that CAPFAA hasn't in the past had a lawyer view the document.

Heather feels that the document is very explicit, especially after the statement of work addendums.

Heather asked if we felt that a lawyer should look at the document

Alex said that he feels that he is more comfortable if a lawyer views the document before we proceed.

Motion made to have attorney/lawyer look at the document to see if we wish to use KeyBridge and accept their contact as is.

Heather seconds the motion

Stacey reminds us that we just need to do this very quickly

Lisa agrees with this and thinks it is going to take 60 days

Heather is going to ask Odette Franceskino if she has any contacts from the Law School at Quinnipiac that may be able to help us and review the contract

Alex thinks even an informal opinion is better than no legal opinion.

Amended the motion:

Motion made to have attorney/lawyer look at the document, even if it is an informal opinion, to see if we wish to use KeyBridge and accept their contact as is.

Heather calls for a vote

7 votes yes – no nay's - no abstentions

Motion carries

Heather will follow-up with Odette and the Law School.

Second motion is to move to use Key Bridge and the sign to contact for website design and hosting the website.

Josh amends the motion with completion date

Alex amends the motion for clearance of attorney review

Lisa seconds the motion

Heather asked if they are aware of our deadline.

Stacey is going to double check with Key Bridge to confirm that they will still have our site complete for the December deadline.

Amended motion:

We move to use Key Bridge and sign the contract, after it is confirmed that they can still honor our set completion date, and the contract has been reviewed by legal counsel.

Lisa seconds the motion

Heather asks for any discussion

Lisa says pertaining to the cost – we can't put the cost on the card – we would need to write a check because we can't use that amount on the card.

Alex asked about the impact on the budget.

Heather said this is our third motion.

No more discussion

Heather calls for vote

7 yes – no nay – vote carries – no abstentions

Heather brings up the third motion

Website budget was \$9,000

Last year for Noetic we paid about \$2,700 – which would put us at the Gold package price for the Key Bridge group.

Rolls over if we don't use the work each month but will expire at the end of the contact year.

Heather asks if we have paid Noetic year.

Lisa says as of right now we have been charged \$450 in August and will probably be getting one in November.

Stacey will ask them if they have any bills pending for us.

Heather asks Stacey what she thinks we will need to cover the expenses of Noetic.

Thinks \$1,500 should be good to budget.

Heather explains that in the strategic plan that we won't move more than 10% of our budget at any time – each year

Alex asks isn't it 10% of the reserves?

Heather pulled up the Strategic Plan – Use no more than 10% of existing reserve fund annually to reserve

Lisa says 10% is over \$22,000 – so we would be ok with the 10%

Heather explained that we would be needing to pull over \$21,000 to balance the budget for the 15/16 year – so we would be over the 10%.

Heather explained that the goal is to be careful with the organization and make sure we have the CAPFAA's best interests in mind.

Melissa asks if it would be possible to amend the Strategic Plan to allow for other options be available when the need arises? While it is our objective to remain above the 10% threshold decisions can be made and voted by Exec Council when the need arises.

Alex asked if the strategic plan expired.

Heather confirmed that the plan has basically expired and the plan is being re-evaluated this year – Heather agrees with Melissa and thinks Melissa's verbiage is much better and thinks it should have been written in the Strategic Plan more like this in the past.

Josh asked, since it is expiring can't we make a one-time exception?

Alex says it is not a governing document – it is more recommendation that we adhere to and try to stick with – it is not in the constitution and bylaws.

We all acknowledged that the price of the website is expensive and that we know as an organization, CAPFAA needs this enhancement, and we have been talking about a new website for a very long time.

Heather makes a motion -

Based on if all goes through, and we decide to sign contract with Key Bridge, as indicated in prior motions, to pay for the contract and Key Bridge to do our website, Exec Council will need to move \$10,500 from reserves into our operating budget for this expense. Exec does understand that the goal is not to exceed the 10% as noted in the Strategic Plan, we feel it is necessary at this time.

Melissa seconds

No discussion

Heather calls for a vote

7 yes – no nays – no abstentions

Vote carries

Heather and Stacey will be in touch with all.