

**MINUTES
OF
ANNUAL CORPORATE MEETING
OF
EAST MOUNTAIN FOOD PANTRY, INC.**

The Annual Corporate Meeting of the East Mountain Food Pantry, Inc. was held in Bernalillo County, New Mexico, at 8:00AM on December 10, 2022. Members present:

William E. Butler
Amy L. Clements
Sammie E. Hutchison
David M. Smith

Members Absent:

Dorlaska M. Cammack
Thomas K. Campbell, III
Cindy A. Hunt

Others present:

Judy Mackenzie

As Corporate President, David Smith presided over the meeting.

As required by the Bylaws, notice of the Annual Meeting was published at least 15 days before the Meeting. The notice was published by posting at the main office of the Corporation, posting on the Corporate website and by notice to all Members of the Corporation on November 23, 2022.

In addition, the Secretary presented and read a Waiver of Notice and consent to the holding of the meeting signed by each Member. On motion duly made, seconded and unanimously carried, it was ordered that this Waiver of Notice and consent be filed with the minutes of this meeting.

The Bylaws of the Corporation require an Annual Meeting be held prior to the beginning of each fiscal year of the Corporation for the purposes of: (i) approval of the annual budget for the next fiscal year, (ii) electing Directors and Corporate Officers, and (iii) transacting such other business as may properly come before the meeting, including electing additional Members as nominated by a majority of the Board of Directors.

Action #1:

David Smith presented the Consent Calendar for approval, which included the following items, all of which had been previously provided to the Members:

Annual Meeting Agenda
Financial Reports December 2021 through and including November 2022
IRS Form 990 Tax Return for 2020
NM Attorney General Charitable Organization Registration for 2021

Discussions from the Members were solicited. It was noted that the operational documents for the Corporation are published on the Corporate website along with current financial information and the Corporate tax returns. Amy Clements made a motion to accept the Consent Calendar as presented, William Butler seconded the motion, there being no further discussion, the motion passed unanimously.

Action #2:

David Smith presented the Corporate Organization to explain the different roles of various parts of the Organization, including Members, Directors and Officers and their interrelations.

The Bylaws require that the Corporation have at least three Directors.

The following current Directors have offered to serve an additional term:

William E. Butler
Dorlaska M. Cammack
Thomas K. Campbell, III
Amy L. Clements
Cindy A. Hunt
Sammie E. Hutchison
David M. Smith

Discussions from the Members were solicited. William Butler made a motion to accept the current Directors to serve as Directors until the next Corporate Annual Meeting, Sammie Hutchison seconded the motion, there being no further discussion, the motion passed unanimously.

Action #3:

The Bylaws require that the Corporation have the following Corporate Officers: President, Treasurer and Secretary.

The following current Officers have offered to serve an additional term:

David M. Smith, President
Sammie E. Hutchison, Secretary
Cheryl A. Smith, Treasurer

Discussions from the Members were solicited. William Butler made a motion to nominate the current Corporate Officers for an additional term, Amy Clements seconded the motion, there being no further discussion, the motion passed unanimously.

David Smith announced his resignation as President effective 30 June 2023, or as soon as the 2022 tax filings/audit are completed, whichever is later. William Butler made the motion to accept David's resignation and to allow him to continue as Corporate President until the June 30, 2023. Amy Clements seconded. Discussion was held with suggestions to seek a paid individual for that position. Motion passed to accept David's resignation.

Therefore, as a result of Actions #2 and #3, the following Directors and Officers for the Corporation are effective immediately:

William E. Butler	Director
Dorlaska M. Cammack	Director
Thomas K. Campbell, III	Director
Amy L. Clements	Director
Cindy A. Hunt	Director
Sammie E. Hutchison	Director, Corporate Secretary
Cheryl A. Smith	Corporate Treasurer
David M. Smith	Director, Corporate President

Action #4:

David Smith presented the proposed 2023 Budget. This proposed budget is the same as the one published on the corporate website and provided to the Members on November 23, 2022.

Discussions from the Members were solicited. How grants are budgeted was discussed. David indicated that, except for Government Grants, other grants are budgeted as part of General Fund revenue. Because it is hard to know what Government Grants the Corporation might receive, they are not budgeted, except for the current BernCo Grant which has already been received and continues through June 30, 2023. Sammie Hutchison made a motion to accept the 2023 Budget as presented, Amy Clements seconded the motion, there being no further discussion, the motion passed unanimously. A copy of the 2023 Budgets are attached in:

- Appendix A: Pantry 2023 Budget
- Appendix B: Property 2023 Budget
- Appendix C: Capital 2023 Budget

Action #5:

Tenant rent increases were discussed. Most Tenants, except for Suite DE and F, are starting new leases on January 1, 2023. See Appendix D: Tenants Rent Payments for current and proposed monthly rent payments for each Suite. **This information is private and not to be released as part of these published Minutes.**

Sammie Hutchison made a motion that William Butler negotiate with the Tenants to raise the rents to the proposed amounts shown in Appendix D, longer term leases (more than one-year) may be given some consideration for smaller increases;

FURTHERMORE. William was authorized to negotiate, with the Director's approval, any adjustments to the proposed rates as shown in Appendix D, with all leases to be signed by the President and Secretary. David Smith seconded the motion. There being no further discussion, the motion passed unanimously.

Action #6:

Discussion of Purpose-Built Pantry Building – Initial plans have been developed and continue to be refined. Shortly after the new year Pantry representatives will get together with the Architect and discuss preliminary space available for the building, which should set the maximum size that can be accommodated on the additional property. This sizing will take into consideration the space to be set aside for parking and any necessary space required by the Fire Department for their truck access.

Funding – The funding sponsored by Congresswoman Stansbury has been delayed because of a Continuing Resolution that is currently funding the US Government activities. The funding for the new Pantry is dependent on the passing of the full Omnibus bill that provides total funding for the entire US Government 2023 physical year. It is expected that the Omnibus bill will be passed before the end of December 2022.

Land Purchase – The purchase of some of the land adjacent to the Pantry’s current property is still underway. The Pantry’s Consultant is working with Bernalillo County to change the zoning of 1328 NM 333 to agree with the Pantry’s current zoning of SD-E66-CC. Once this is complete the Consultant work with Bernalillo County to complete the replating of both 1328 and 1342 into two redrawn parcels.

Develop Requirements – The building committee needs to create a list of needed requirements for a purpose-designed Pantry. The committee will continue their Planning Meetings in January and then work with the Architect to refine the plans.

Estimates – The Pantry has received some basic building quotes for just for the building envelope installed on a concrete pad, these estimates do not include any plumbing, electrical or buildout costs. These quotes are from B&R Constructions:

50x60 (3,000 sq ft):	\$125K
80x80 (6,400 sq ft):	\$251K
Current space is 1,500 sq ft.	

Website Recognition Page for New Building –It is suggested that if any business would like recognition on our website for their donations that the Pantry has a couple of options. If suppliers/contractors give the Pantry a five-percent (5%) discount they will receive mention on the Pantry’s website; for those giving the Pantry a ten-percent (10%) discount, they will be listed as “Partners in helping the food insecure” with their logo shown on a special “partners helping” page; we will include Funding Goals; Funding Needs (shelving, refrigeration, etc.) for those interested in helping.

Co-op –Will the Co-op be part of new building or separate? Discussion took place and the result is that if and when the Co-op is started that it should be separate from the Pantry. This provides separation between the Co-op and the Pantry to reduce the confusion to the Clients and donors.

Thrift Shop – Will the new Pantry include a Thrift Shop, in place of doing semiannual yard sales

Pros: There would be no need to store items in the barn. Clients and the Community could shop in comfort and could do so year-round.

Cons: As a money-making entity income tax will need to be paid, and NMGRS would need to be collected on all sales. The tax-free exemption for yard sales is limited to having them twice a year. The Thrift Shop will need extra volunteers to staff the Thrift Store. Parking is already an issue during Pantry Distribution hours, so how would the Thrift Store impact this?

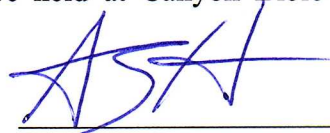
Actions – No formal decisions were made on these issues dealing with the new Pantry building. They will all be discussed at the next Director’s Quarterly Meeting, currently scheduled for January 14,2023.

Action #7:

As discussed under Action Item #3, Board President, David Smith, announced his resignation as President effective 30 June 2023, or as soon as the 2022 tax filings/audit are completed, whichever is later. He will remain as a Director as least through 2023. His recommendation is that the Directors consider hiring a replacement as his work generally requires a full-time position. His duties could also be broken up with some aspects being delegated to volunteers and other aspects being delegated to a paid position. No decisions were made, further discussion will occur at the Quarterly Director’s Meeting on January 14, 2023.

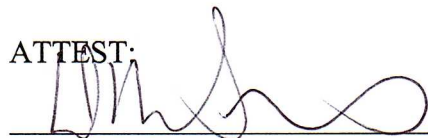
There being no further business to come before the meeting, Sammie Hutchison made a motion to adjourn the meeting, Bill Butler seconded the motion, there being no further discussion, the motion passed unanimously, at which time the Annual Meeting was duly adjourned at 8:53 AM.

The next quarterly Director’s Meeting will be held at Canyon Bible Church at 8:00AM on January 14, 2023.



Sammie E. Hutchison, Secretary

ATTEST:



David M. Smith, President

Appendix A: Pantry 2023 Budget

EAST MOUNTAIN FOOD PANTRY 2023 BUDGET

FOOD PANTRY BUDGET	2023 BUDGET	
	ANNUAL AMOUNT	MONTHLY Average
FOOD PANTRY REVENUE:		
General Fund	145,000	12,083
Allocated:		
MACI	5,000	417
Total Allocated	5,000	417
Governmental Grants	100,000	8,333
In-Kind:		
Client Items	655,900	54,658
Total In-Kind	655,900	54,658
Processing Fees	100	8
Interest	1,900	158
Other Income (UBI)	4,200	350
TOTAL FOOD PANTRY REVENUE	912,100	76,007
FOOD PANTRY EXPENSES:		
Allocated:		
MACI	5,000	417
Total Allocated	5,000	417
Advertising	2,500	208
Client Items (85% of Budget Expenses):		
In-Kind (74% of Budget Expenses)	655,900	54,658
Purchased	90,000	7,500
Total Client Items	745,900	62,158
Depreciation	8,200	683
Fees:		
Auditing	8,500	708
Filing	200	17
Processing	100	8
Total Fees	8,800	733
Insurance	3,900	325
Maintenance:		
Normal	9,500	792
Total Maintenance	9,500	792
Mileage	8,500	708
Staffing:		
Gross	68,400	5,700
Sick Leave	2,280	190
Taxes	5,200	433
Workers' Compensation Insurance	1,100	92
Total Staffing	76,980	6,415
Supplies	4,900	408
Utilities	8,300	692
TOTAL FOOD PANTRY EXPENSES	882,480	73,539
NET FOOD PANTRY	29,620	2,468

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Appendix B: Property 2023 Budget

EAST MOUNTAIN FOOD PANTRY 2023 BUDGET

PROPERTY BUDGET	2023 BUDGET	
	ANNUAL AMOUNT	MONTHLY Average
PROPERTY REVENUE:		
Suite Rental	36,900	3,075
Suite Electricity	14,100	1,175
Allocated:		
MACI	75,000	6,250
Total Allocated	75,000	6,250
Interest	1,700	142
TOTAL PROPERTY REVENUE	127,700	10,642
PROPERTY EXPENSES:		
Allocated:		
MACI	75,000	6,250
Total Allocated	75,000	6,250
Depreciation	30,000	2,500
Fees:		
Filing	30	3
Total Fees	30	3
Insurance	12,000	1,000
Maintenance	900	75
Mileage	100	8
Staffing:		
Gross	3,200	267
Sick Leave	107	9
Taxes	245	20
Workers' Compensation Insurance	100	8
Total Staffing	3,652	304
Supplies	240	20
Taxes	2,000	167
Utilities:		
Electric	1,200	100
Septic	500	42
Solid Waste	1,400	117
Water	500	42
Total Utilities	3,600	301
TOTAL PROPERTY EXPENSES	127,522	10,628
NET PROPERTY	178	14
EMFP CHANGE IN NET ASSETS	29,798	2,482

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Appendix C: Capital 2023 Budget

EAST MOUNTAIN FOOD PANTRY 2023 BUDGET

CAPITAL BUDGET	2023 BUDGET	
	ANNUAL AMOUNT	MONTHLY Average
PANTRY CAPITAL		
Capital Equipment	5,000	417
Computer Equipment	2,500	208
Furniture	2,500	208
Equipment (Expensed)	-	-
TOTAL PANTRY CAPITAL	10,000	833
PROPERTY CAPITAL		
Buildings	-	-
Improvements	75,000	6,250
Equipment (Expensed)	200	17
Land	-	-
TOTAL PROPERTY CAPITAL	75,200	6,267
TOTAL EMFP CAPITAL EXPENDITURES	85,200	7,100

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Appendix D: Tenant Rent Payments (Private, do not publish)

DELETED FOR PRIVACY PURPOSES