

## **Minutes of the Tuesday, May 30, 2023 Park Slope Food Coop General Meeting**

The monthly General Meeting of the Park Slope Food Coop was held on Tuesday, May 30, 2023, beginning at 7:10 p.m., and was conducted using the internet communications platform Zoom. All votes were taken and tabulated using the Simply Voting website. Several weeks beforehand, an announcement about the scheduled meeting and the agenda were posted on the PSFC website, foodcoop.com, inviting members to sign up to attend and participate. Meeting materials were made available to all Coop members by email. A Zoom link to the meeting and a link to the Simply Voting website were sent by email to meeting attendees a couple of hours before the meeting. Chair Committee members Maribeth Batcha and David Moss acted as chair and chair secretary. At 7:50 p.m., when discussion of agenda item #1 began, 128 members were in attendance.

### **Open Forum**

Topics of discussion members introduced during open forum included when self-bagging of foods in the bulk aisle would resume, difficulties experienced when attempting to obtain information on Coop Committees, the status of a pending GM agenda item on reinstating a mask requirement in the store and acknowledging that evening as Coop board member Bill Penner's final GM serving on the board.

### **Financial Report and General Coordinators Reports**

General Manager and treasurer Joe Holtz presented a financial report, referring to notes and preliminary statements for the 12-week period ending 4/23/23, which had been distributed before the meeting. General Coordinator Joe Szladek made a report describing how the Coop has followed up on the issues raised by the 12/15/22 *Consumer Reports*' article, "*Lead and Cadmium Could Be in your Dark Chocolate*". General Coordinator Ann Herpel made a report which included new staff hires and departures, upcoming holiday store hours and new membership office hours. The meeting discussed the reports.

### **Committee Reports**

There were no committee reports.

### **Agenda item 1 – Election – Revolving Loan Committee**

Revolving Loan Committee (RLC) staff liaison Joe Holtz introduced the item, explaining the committee's purpose and task. Member Wendy Fleischer, running for reelection to the RLC, was not in attendance. The meeting voted to reelect Wendy Fleischer to the RLC for a 3-year term, with 68 yes votes and 8 no votes.

### **Agenda item 2 – Election – Pension Education and Reporting Committee**

Pension Education and Reporting Committee (PERC) member Jesse Shapiro introduced the item, describing the committee's work. The three PERC members seeking reelection – Kathy Martino, Jesse Shapiro and Allison Thrush – all were reelected for 3-year terms: Kathy Martino received 74 yes votes and 5 no votes; Jesse Shapiro received 76 yes votes and 3 no votes; Allison Thrush received 74 yes votes and 5 no votes.

**Agenda item 3 – Proposal – Referendum of PSFC Members to Approve Second Location Recommendations**

Second Location Study Committee members Jonathan Farber, Joe Holtz and Michael Freedman-Schnapp presented the proposal item, referring to a resolution that was made available to members before the meeting (inserted below):

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***Resolution to Authorize a Referendum on a Second Store for the Park Slope Food Coop  
Prepared by the Second Location Study Committee for the May 30, 2023 General Meeting***

*Whereas, previous physical expansions were previously approved by a coop-wide referendum of members in September/October 1985 and February 1998, and the 2001 expansion was funded in part by a member loan program that raised \$1.8m and a cooperative bank loan that raised \$2.5m.*

*Whereas, the Second Location Study Committee (Study Committee) was approved by a vote of the General Meeting (GM) in November 2016 to examine the feasibility of creating a second store for the Coop in addition to the store on Union Street.*

*Whereas, the measure was first introduced by Coop member Jonathan Farber as a GM agenda item in February 2015 and again in 2016 in conjunction with the General Coordinators.*

*Whereas, the stated purpose of a Second Store is to grow the Coop for the benefit of our members and future members, and to increase our potential impact on the foodshed.*

*Whereas, the Study Committee, after six years of detailed study, has determined it may be feasible to open a second store in addition to our location on Union Street pending a site search that meets both our budget and operational requirements.*

*Whereas, the second store should be approximately the same size as the current store, with an aim to double our membership and sales.*

*Whereas, a second store should be in a neighborhood close enough to the current store to establish a base from current members but far enough to avoid taking too much of the current membership away, as more fully stated in the Second Location Study Committee's report.*

*Whereas, a second store would require a budget of up to \$20 million in either leasing or acquisition scenarios, with related costs for pre-planning, build-out, and absorbing costs of the initial membership growth period.*

*Whereas, the Study Committee has been in extensive dialogue with members over the past 8 months, including: publishing our Second Location Study Report and a letter to the PSFC community on the Coop website in November 2022; a Discussion Item at the November 2022 General Meeting; three Zoom Meetings and email correspondence with approximately fifty members; a Zoom meeting with the PSFC Equity, Access, and Community Committee; two Coop-wide informational Zoom Meetings; interviews for two articles on the second store in the Linewaiters' Gazette; and announcements on the Coop's Instagram.*

*Whereas, the Park Slope Food Coop is an institution that is governed through participatory democracy, and major decisions deserve to be reviewed by as many members as possible.*

*Therefore, be it resolved that the General Meeting will vote on whether to approve holding a referendum of all PSFC members starting September 1 and concluding September 30, 2023. The subject of the referendum will be as follows:*

***Should the Park Slope Food Coop Board of Directors adopt the following four items in the entirety?***

***1. Form a new Second Store Steering Committee***

- A. The existing Second Location Study Committee will be disbanded following a referendum approved by the membership.*
- B. Committee Selection*
  - a. The Steering Committee will be a diverse group of members with skills in real estate development, real estate law, business and project management, finance, community organizing, public relations, marketing, store design, planning, architecture, landscape architecture, engineering, training, and more.*
  - b. Members will be selected by a group consisting of two PSFC Directors, former members of the Study Committee and General Coordinators.*
  - c. The Steering Committee will include approximately 20 members working for credit, three GCs and three staff members (at least one each from membership and receiving).*
  - d. Two Steering Committee members will be designated by the Selection Committee to serve as a Chairperson and a Secretary. These positions, if vacant, may be filled by a majority of Committee members.*
- C. Committee Operations*
  - a. The Steering Committee will establish one or more subcommittees of its members which may include acquisition,; financing and the member loan program; member relations, community organizing, and marketing; Coop operations and training; and more.*
  - b. The Chairperson may add and replace Steering Committee members; at least 2/3 of Committee members must agree with any such recommendations.*
- D. The Steering Committee will report to the GM in accordance with established PSFC committee rules and meet as necessary with the General Coordinators.*
- E. The Steering Committee is not obliged to develop the second store and may instead recommend the membership cancel or postpone the project; at least 2/3 of Committee members must agree with any such recommendations.*

***2. Establish a Project Budget of \$20m***

- A. Includes all costs, including building acquisition; soft costs such as project manager and consultant fees; operations-related costs such as advance hiring and staff training; community organizing and marketing costs; construction and build-out costs; and any other expense reasonably necessary for this project within a budget approved by the Committee.*

- B. *An escalator of 3% per year will be applied to the \$20m budget to compensate for the duration of the project.*
- 3. *Create a member loan program to raise funds for the second store***
- A. *The loan program will be administered by a subcommittee of the Steering Committee*  
B. *The program will start as soon as practicable after an approved referendum.*  
C. *The project will not move forward unless enough member loans come in that support the project in a way that enables it to have a high chance of financial success.*
- 4. *Authorize Coop officers to execute legal documents related to the project***
- A. *Includes all documents and contracts related to financing; building acquisition; soft costs such as project manager and consultant fees; operations-related costs such as advance hiring and staff training; community organizing and marketing costs; construction and build-out costs; and any other expense reasonably necessary for this project within a budget approved by the Committee.*  
B. *This same authorization was in place for previous Coop expansions.*
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After a period of discussion, Jonathan Farber moved that the meeting vote on the proposal referenced above, which was seconded. After debate, the meeting voted down the item, with 64 in favor and 74 against.

#### **Presentation of Minutes**

Coop secretary Elizabeth Tobier presented the minutes of the April 25, 2023 General Meeting, which had been distributed to members before the meeting. The meeting approved the minutes by general consent.

#### **Board of Directors' Meeting**

Bill Penner chaired the Board of Directors' meeting. Five board members were present: Joe Holtz, Viren Mehta, Shayna Moliver, Bill Penner and Brandon West. Imani Q'ryn was not in attendance. All members of the board present voted in favor of accepting the advice of the members on the minutes of the April 25, 2023 General Meeting. All members of the board present voted in favor of accepting the advice of the members on agenda item 1, Revolving Loan Committee Election. All members of the board present voted in favor of accepting the advice of the members on agenda item 2, Pension Education and Reporting Committee Election. All members of the board present voted in favor of accepting the advice of the members on agenda item 3, Referendum of PSFC Members to Approve Second Location Recommendations.

The meeting adjourned at 9:45 p.m.



Elizabeth Tobier, Secretary  
Park Slope Food Coop  
Brooklyn, NY  
June 20, 2023

*(Approved by the June 27, 2023 PSFC GM)*