

*At a special board meeting on September 8, 2020, the Co-op's Board of Directors and Interim General Manager Paul Guidone agreed to release the following document submitted to the Board by Paul on August 30, 2020:*

Terms and Conditions which could lead me to consider rescinding my resignation, effective 9/25/20:

1. A written agreement detailing the items on this list and signed by all sitting Board Members. New Board members appointed or elected to fill vacant positions or those of retiring directors will also be bound by these terms.
2. Term of employment 3 years, option to continue (e.g., one year rolling term) if mutually agreed.
3. New Board President: Someone who I can work with that understands the difference between Board fiduciary oversight and getting involved in day to day operations.
4. GM reports directly to the Board President, and no one else.
5. Since the Board "speaks with one voice" per the By-laws, all communication from any director will be sent in writing to the Board President, who will review and decide if it should be sent to the GM.
6. The GM will reply to any and all requests from the Board President in writing.
7. Any and all requests for employees to support the Board, including participation on committees, must be asked in writing and sent through the Board President to the GM. No exceptions. The GM will reply in writing.
8. The Board having already voted 9-2 in favor of instituting terms limits as part of changes to the By-laws, stands by their vote and recommends the term limit By-law change to members.
9. Board meetings: Reporting on EIs and Monthly GM report to occur after the member comments section. Upon completion of the GM report, the GM and any leadership team member in attendance will be free to leave the Board meeting. Should any information arise during the remainder of the meeting that the GM should be aware of, such information will be furnished to the GM in writing by the Board President.
10. Compensation must be determined in conjunction with HR providing market-based data, no guessing by the Board.
11. Annual reviews will be held in conformity to BGM 4, and only with the Board President. If the annual review is not held in accordance with BGM 4, any delay will result in a salary increase equal to twice the rate of the trailing 12-month Consumer Price Index (CPI). Such increase to be effective no later than 30 days after the date prescribed in BGM 4.
12. Except in the event of a true emergency, my hours of availability are between 8 am and 5pm, Monday-Friday through either work email, office phone or office mobile phone.
13. Failure of the Board to comply with anyone of these terms, will result in the Board having to rectify such failure within 15 days. If the Board does not rectify the failure within 15 days, this agreement becomes null and void immediately and triggers my resignation effective 15 days thereafter.

Paul Guidone

August 30, 2020