

MRRA July 12, 2016 General Meeting:
Location: UML Boathouse 7 PM.

Attendees: David Morley, Wilma Breiland, Peg Landry, Bob Bowen, Dennis McCarthy, Tom Barrington, Paul Doe, Jay Feenan, Ann Ballentine, John Ballentine, Bob Lynch, Mary Lynch, Thomas Hunter, Fredrick Hunter, Joe LaFreniere, Sarah Kuhn, Chur Masors, Barbara Sherman, Lisa Doucett, Terry Freeman, Jody DeCarlois, Linas Alinskas, Carl Popolo, Cindy McGrath, Stephen Margiotta, Mary Theresa Freund, Steven Freund, Bronwyn Chapman, Dottie Semonian, Michael Carenza, Andrew Raitto, one signature I cannot read. (30).

Safety:

Joint effort MRRA, Kayak, UML Environmental police, aggressive nature of jet skis
Can contact police
This week the environmental police had meeting about ticketing with Chelmsford and Lowell
Are going to institute a random patrol
Particularly during the MRRA learn to row program times
Some DUI driving
More signage and buoys , will plan on having some air horns for coxswains

New Members:

Thomas and Fredrick Hunter rowed at WPI
Stephen Margiotta from UML

Committee Reports:

Equipment: Chur report Wenger damaged
Dennis Mc Cathy, will contact Vespoli to arrange repair.
Goal to have the Wenger returned in time for TRR, won't be available for Masters Nationals in August.

Boat Captain: Dennis McCarthy:

If you plan to row in The Masters Nationals, or any other regatta
Make reservation request with the
Boat Captain
Dennis will place a log by the computer for written requests.

Programs: Terry Freeman

6 Learn to Sweep, Session 1 ends tomorrow
Learn to Sweep 2 begins, have 5 returning
Some of Chris Pucella's Learn to sweep program may join this group

Learn to Scull:

Started with 8, 7 remain, all doing very well, 4 already passed captain's test, a few more will take captains test tonight.
Chur is offering one member a spot in the Learn to scull II, who needs a little more instruction.

Next Learn to Scull session has 8 participants (full).

Social: Thank you to **Sue Mathias** and the social committee for the refreshments tonight.

Textile River Regatta:

BOD and TRR Directors have been discussing liability for many years. Last year with weather and other safety concerns the conversation has continued.

The BOD of MRRA has met with attorney to obtain legal counsel regarding separating the MRRA legally from the TRR.

This separation could happen a few different ways.

Form as a single member LLC, MRRA owns and major participating member

Benefits of doing this put a corporate entity around and protect us from two types of liability during regatta: ie: (some one drowns).

Separates from MRRA

Second example: Formula 1 racing in Boston, falls apart and gives 50% refund, City of Boston upset by how this appears and now is suing for full amount to be returned, causing bankruptcy.

Began discussion about 8 years ago, wasn't as compelling when the MRRA was small with mostly personal equipment and few assets. Now MRRA growth with equipment assets and banking assets. Goal for MRRA is continued growth.

The MRRA currently is a "Tenant at will" in the UML Boathouse, some day plan to move to new location, possibly after bridge moves, DCR owns land. The MRRA would want to retain the TRR and take the Regatta if we move from the current location.

Motion on the table:

Karen Scammell: put forward a motion to the board to authorize a formal TRR Board of Directors who will work with legal counsel (the lawyer who did the bylaws) to create an LLC under the MRRA with the MRRA as the sole member of the LLC. The TRR LLC owns the Textile River Regatta and is responsible for managing that regatta. The purpose of the TRR is to run a rowing race in the fall, typically on the Merrimack River, who's beneficiaries include but are not limited to, the rowing entities in the greater Lowell area. These beneficiaries provide the labor and other assets and organization to execute a profitable and safe regatta, and the Board of the TRR distributes the net proceeds in a fair and equitable manner commensurate with the effort put in by each beneficiary.

The subtext for this is

* MRRA is currently the trustee / owner of TRR -- we report as a single tax exempt entity. This means that a separate informal committee of MRRA directs the regatta.

* SO now we are formalizing the existing relationship with a wholly owned LLC and directors appointed by MRRA (before was the informal committee). Ownership and control still tests with MRRA while operating decisions are now more formal with the newly set up LLC of TRR -- again this is not a big change of current operations of the TRR regatta, just Directors doing their job.

* the MRRA does not need to form a new regatta and can instead assume the Textile River Regatta ownership. UMass Lowell and the Friends of UML Rowing do not lay claim to this regatta and instead wish to be participant beneficiary.

*

* Lawyer joined the meeting tonight with the board

Single member LLC, if we create a board for TRR and it overlaps with MRRA board may not be enough of a separation.

Creating a separate corporation isn't as difficult as it was 15 years ago

Modification: TRR Inc or LLC under the MRRA, owns.

This motion was reviewed with the board and passed: passed 5 : 1: 1

Discussion:

Joe LaFreniere: reviews his history with UML rowing team for the group in attendance.

Agrees with much of what has been said, wants to protect personal liability.

Difference is with the distribution of the proceeds, he has spoken with UML and LHS.

Believes UML is the creator of the race, ran initially, not to take away from MRRA last 10 years of volunteering and growth.

Wants to make sure distributions go forward fairly.

Jay Feenan:

UML doesn't want ownership of the TRR

Wants to continue to benefit from regatta and volunteer.

TRR grew from \$ 2600 transferred from the UML account to MRRA, now with healthy start up funds, 30K in docks, other equipment.

And healthy distributions to volunteer organizations

Last year low 8 K 8 K and 6 K to LHS

Before 13 K each and less to LHS

Goal is to protection, personal and group liability

Want to separate the TRR from the MRRA BOD

Raised last year, 2 day regatta big event with US rowing

The contract was not signed until the last week of June, no signed contract, so no announcement until late, SAT's on Saturdays, total business issue

"Put the best people in charge of the regatta, to run the regatta."

Anne Ballentine: Wants to make sure TRR regatta remains in MRRA hands

Can see how the investment grew in equipment for the MRRA

MRRA BOD would create a BOD for the TRR

Separation as Jay F president MRRA and also on BOD, previously

Separated the treasurer for the TRR from the MRRA already

Joe L. Need to define the terms with UML

John Ballentine: Treasurer when bank account came over

Very small regatta prior

No defined ownership then, volunteers that had UML

Less than \$3000 in the account.

Regatta operating cash flow, paid a cash flow,

Define the mission more formally, continuing to operate but more clean and simpler excess revenues paid out

Some want a locked in fixed amount, revenue

Joe L suggested a formula, bills paid, capital

How much to distribute, wants UML to have a say, fixed percentage to UML, MRRA

MRRA steward of TRR, grown into a commercial event, so many more people involved than MRRA and UML.

Jay Feenan:

Motion: MRRA is currently the trustee / owner of TRR -- we report as a single tax exempt entity. This means that a separate informal committee of MRRA directs the regatta.

To formalize the existing relationship with a wholly owned LLC and directors appointed by MRRA . Ownership and control still tests with MRRA while operating decisions are now more formal with the newly set up LLC of TRR -- again this is not a big change of current operations of the TRR regatta, just Directors doing their job.

The MRRA does not need to form a new regatta and can instead assume the Textile River Regatta ownership. UMass Lowell and the Friends of UML Rowing do not lay claim to this regatta and instead wish to be participant beneficiaries.

Motion to set up wholly owned LLC for the TRR appointed by the MRRA

Second John Ballentine

Joe L opposes

25 for the motion

The motion passes.

Minutes from June: Approved

Adjourn: 8:20 pm