

Governance Sub-Committee,

Please find attached a copy of the minutes from our meeting on this past Monday the 30<sup>th</sup>. We have scheduled the next meeting for Monday August 13<sup>th</sup> at 5pm at the United Way Building. We want to conduct a SWOT analysis on a couple of Key Issues. We will be finished no later than 6:30. We will provide pizza and a soft drink to keep you fed. Please plan to attend, it is an important meeting.

Jerry

West Volusia-Daytona Beach Merger  
Governance Sub-Committee  
Meeting Notes  
July 30, 2007

The meeting was held at the United Way Building and started at 5:00. Those in attendance were Judge Eddie Sanders, McFerrin Smith, Pete Gamble and Jerry Haralson. Jerry opened the meeting with a prayer and the meeting was called to order.

The committee discussed the fact that Tiffany Holler-Fried would not be able to serve on the committee. Chris Seilkop has suggested some names. It was agreed to ask Dr. Patrick Coggins to serve on the committee. McFerrin Smith will ask Dr. Coggins to serve on the committee.

Jerry reviewed the notes from the previous meeting on July 16<sup>th</sup>. Seeing no changes the committee approved the notes. McFerrin Smith had forwarded a newer version of the West Volusia By-laws. Jerry will put them in the Due Diligence Notebook. There were no substantial changes for the previous version.

The majority of the meeting was spent discussing the relationship both philosophically and according to the by-laws between corporate and branch. The majority of the discussion centered around the ability of the West Volusia branches to "opt-out" of the Association. There is some history of the corporate relationship that stems from their prior relationship with the Central Florida YMCA.

We reviewed the document presented at the Merger Committee Meeting on July 17<sup>th</sup>. It suggested that each sub-committee identify key issues and then do a SWOT analysis on these. We have identified at least two issues and will prepare a SWOT analysis on these for the next meeting.

The two Key Issues are:

1. The "opt-out" option of the West Volusia Y.
2. Other basic difference in governance strategies.

After extensive discussion it was agreed that we will dedicate our next meeting to these two issues. Jerry will prepare in advance any information that would be helpful to the process.

The next meeting will be Monday August 13<sup>th</sup> at 5:00 pm at the United Way Building. We expect that this meeting will last an hour and a half. Jerry will arrange to have pizza and drinks for the meeting.