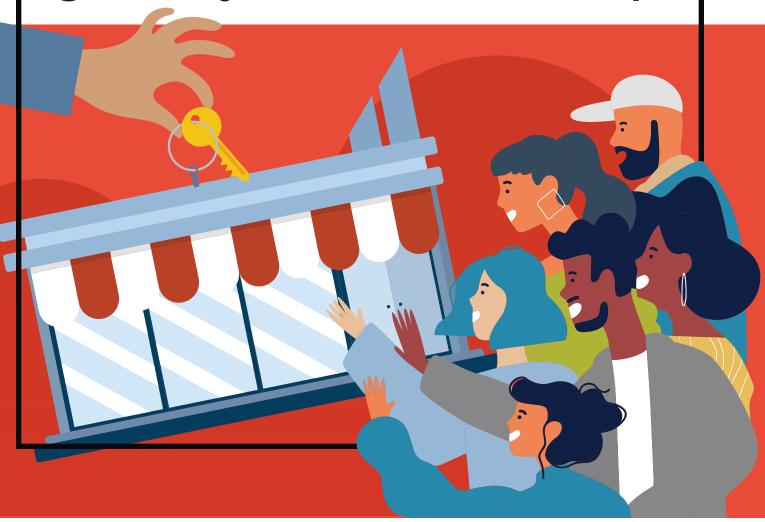
FCI ACTION GUIDE

Converting your grocery store to a co-op





This guide was produced by Food Co-op Initiative in partnership with the Rural Grocery Initiative at Kansas State University

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with contributions from Erica Blair of the Rural Grocery Initiative at Kansas State University and Faye Mack of Food Co-op Initiative Food Co-op Initiative | 2024 Some Rights Reserved



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Cooperative Education Fund



Introduction

So, you want to own a grocery store!?

If you are reading this guide, chances are there is a grocery store in your community for sale or at risk of closing. Maybe it is even the store you own or work in!

We refer to the process of acquiring a privately-owned store, and then incorporating and operating as a cooperative, as "conversion." Saving or re-opening an existing grocery store is usually much less time consuming and expensive than starting a new store from scratch. It also may enable you to limit (or even eliminate) the time that the community is without access to groceries. Having convenient access to a full selection of fresh and staple food is critical to community health and vitality. Your local grocery store also provides a number of good jobs and is often a social hub. One way to ensure continued access is for community members to join together to save or restore an existing store. We refer to the process of acquiring a privately-owned store, and then incorporating and operating as a cooperative, as "conversion." Saving or re-opening an existing grocery store is usually much less time consuming and expensive than starting a new store from scratch. It also may enable you to limit (or even eliminate) the time that the community is without access to groceries. So what do you need to know to make it happen? This Action Guide is intended to help you understand the process of evaluating your options and acquiring an existing grocery store using a cooperative approach. While you can do much of this work yourselves, we recommend that you use profes-

sional expertise for the more specialized steps. Your timeline may be short and the grocery industry is unforgiving, so performing appropriate due diligence will help set your community up for success. The experience can be tremendously rewarding and can strengthen community relationships... and it is hard work. Remember to keep your ultimate goals in sight and take time to celebrate successes along the way. Have FUN!

RECOMMENDED RESOURCES

- Food Co-op Initiative's (FCI) website, Resource Library, and YouTube channel
- The Rural Grocery Initiative (RGI) website
- Business Transition Models Guide by the Nebraska Cooperative Development Center
- Buying a Business to Start a Co-op: A Case Study of Food Co-op Conversion by FCI, available in the FCI Resource Library

This Action Guide is intended to be an introduction focused on the conversion process. We recommend that you read the *FCI Guide to Starting a Food Co-op*, available at *fci.coop*, for more detail on most of the steps described here.

Since hyperlinks have an annoying habit of changing over time, we have included the name of the organization and/ or their website where you can search for the specific resource if the link does not work.

Why Choose Co-op?

The International Cooperative Alliance defines a cooperative, or co-op, as

"an autonomous association of persons united voluntarily to meet their common economic, social, and cultural needs and aspirations through a jointly-owned and democratically controlled enterprise."

In other words, cooperatives are created by people who have a specific need and who are willing to work together to operate and organize a company that will meet that need.

Rather than being owned by one person or a group of speculative investors (people whose sole interest is the financial return on their investment) the business is owned and controlled by people in the local community, known as the co-op's "owners" or "members." And, co-ops are awesome for many other reasons!

How Does a Cooperative Work?

To an outsider, a cooperative might look very similar to any other type of corporation. For example, if you were to visit a grocery store cooperative, it is very likely that it will look like any other grocery store. There will be aisles full of food and checkout registers where people can make their purchases. But, if you look more closely, you will notice that the food co-op operates slightly differently from a typical grocery store. Co-ops exist to meet the needs of the people who shop there, and since the co-op's owners are those very shoppers, it is their needs that inform the co-op's business plan and mission.

Most food cooperatives are open to all and provide additional incentives to owners, such as special promotions on products or services. People who join cooperatives, or who are among the founding owners of a co-op, often have shared values, meaning they are willing to work together toward a common goal. One of those goals is to create a better world by working together and by shifting the focus of the business to place people over profit to build a more inclusive economy. All coops share the values of:



Co-op Ownership and Control

The people who benefit from the products or services of a cooperative business own the cooperative business. In the case of a grocery co-op, the people who shop at the store are owners.

Just as the stockholders or shareholders of a business have a say in the ownership and operations of a company, the owners of a co-op have a say in how the cooperative operates. The crucial difference is that in the case of other

types of corporations owned by speculative investors, the size of their ownership stake affects how much of a say or how much control an owner has over the company. A shareholder who owns 50% of a corporation's shares will have more votes or more control over the operation of the company compared to a shareholder who owns 2% of a corporation.

That is not the case with a co-op. As equity and equality are among the founding principles of all cooperatives, each owner of a co-op gets one vote. The opinion of one co-op owner does not have more weight than the opinion of another co-op owner. In this way, cooperatives are democratically-controlled enterprises.

Cooperatives are governed by a board of directors. Members of a co-op's board are owners of the cooperative itself. They are elected to the board by an owner vote. The responsibilities of the co-op board include ensuring that the cooperative is working towards achieving its mission, setting up operational policies for the co-op, and hiring a manager to oversee daily operations.

Adapted from: National Cooperative Business Association CLUSA International's (NCBA CLUSA) What is a Co-op? available at ncbaclusa.coop.

Owners? Members? Member-Owners?

All of these terms are used to describe the unique relationship that people who join co-ops have to their business. Use whichever feels like the best fit for your co-op. Whichever you choose to use, be sure people understand that being a member of a co-op is far different from being a member of organizations like Sam's Club or Costco. FCI primarily uses the term "owner" in our presentations and documents.

RECOMMENDED RESOURCES

■ The FCI Guide to Starting a Food Co-op, by FCI, available in the FCI Resource Library

Ownership Structure

Your co-op will need to decide on an ownership model before you incorporate. In most cases, consumer ownership will be the most viable option for grocery stores. Many states have specific statutes for co-ops, but those which do not have alternative forms of incorporation that will allow you to operate as a co-op and take advantage of federal tax benefits.

Consumer-owned co-ops

Almost all food co-ops in the U.S. are consumer-owned, and this Action Guide is based primarily on this structure. In this model, the people who will use the co-op's services (shoppers) each buy an ownership share, and through their ownership, have one vote in board elections and other matters that come before the membership. If the co-op is profitable enough to meet its financial needs (including plans for the future), profits derived from owners' purchases can be returned to them as a patronage rebate. The rebate is proportional to the amount the owner spent during the previous year. Consumer owners are usually recognized by the co-op with special product promotions or discounts on workshops or other special programs. Non-owners are welcome to shop at almost every food co-op and, over time, many may become owners.

Worker-owned co-ops

There are a handful of food co-ops in the U.S. that are owned by the employees of the co-op. Usually after having worked for long enough to establish their commitment and skills, workers can buy a share and, as in consumer co-ops, will then have a vote in electing their board, and will be eligible to share in year-end profits. Conversion of a privately-owned grocery store to a worker-owned co-op would require that the existing and/or new staff be able to invest in the purchase of the store.

Hybrid/Multi-Stakeholder/Solidarity co-ops

Hybrid co-ops are starting to gain popularity, and are the most complicated option, particularly for a new co-op. In this model, both consumers and workers have ownership shares and the voting rights and profit share for each class of ownership must be determined in your by-laws.

Conversion Process Overview

To help you envision what lies ahead, here is a basic outline of the steps you will take to convert an existing grocery store into your community-owned cooperative. They are presented in a typical order of how the process unfolds, though there are many times when things are happening concurrently or out of sequence. Converting an existing business to a cooperatively owned grocery store can take months or even years in rare cases. How long it will take depends on many factors, including the owners' level of support, the motivation and dedication of the co-op organizers, and other factors that may be beyond your control. A major limiting factor for most conversions is the time current owners are willing to wait to finalize a sale. Get started on your conversion efforts as soon as you can — preferably even before there is a public awareness that the existing store may be for sale or closing. Do not be afraid to approach owners who may be nearing retirement to express your interest. The more time and cooperation you can gain, the more likely you can succeed.

Here is a basic outline of the steps involved in most conversion projects. Every project is different, and depending on your relationship with the current owner(s), some steps may need to be modified or conducted in a different sequence.

Organizing Stage

- Identify a potential grocery store for the co-op to acquire
- Approach the current owner(s) to determine their interest in selling. Explain the concept of a cooperative
 and how that model can work for both the owner and the community. Get as much information as possible
 about the business and expectations for a sale
- Form a steering committee to begin research and testing the concept of a co-op acquisition
- Research cooperative ownership, the grocery industry, and critical success factors
- Engage key community members and get feedback, unless confidentiality requirements prevent it

Go/No Go: Decide whether you have the resources, time, and commitment to move forward

Then, incorporate the cooperative and draft bylaws. While you should always work with a lawyer when incorporating and finalizing bylaws, <u>The Legal Primer: For Formation of Consumer-Owned Food Cooperatives</u> by Joel Dahlgren, Black Dog Co-op Law, available in the FCI Resource Library can help you get started.



Planning and Feasibility

- Draft a timeline/work plan and identify who is responsible for each task
- Establish and implement an owner recruitment plan
- Determine feasibility for successful operation of the existing grocery store. Many co-ops use consultants with food co-op experience to ensure a deeper level of expertise for the following steps:
 - Conduct a professional market study, if needed
 - Create a Sources and Uses budget to determine your capital needs
 - Draft "pro forma" budgets for the operation of the store once open

Make the "Go/No Go" decision based on feasibility

 Negotiate terms and conditions for the sale of the business (with contingencies)

Implementation

- Organize your community and build up a sufficient ownership base
- Raise capital
- Close deal
- Hire general manager
- Complete any renovations or equipment installations needed before opening
- Open your co-op!

Business Valuation

Determining a sale or lease price and all of the related agreements is a complex process. Most owners will tend to overvalue their life's work. There are a variety of methods for valuing a business and you should get expert help before making an offer. Here are two excellent reference resources:

- Real Estate Resource Guide by FCI, CDS Consulting Co-op, National Co+op Grocers, and NCG Development Co+op, available in the FCI Resource Library
- Business Valuation 101 webinar by RGI, available on RGI's YouTube channel

Build Your Team

How did the idea of acquiring a grocery store come about? We like to talk about the "kitchen table" conversation among neighbors and friends. Your next step is to gain commitment from these people to start the research and community engagement necessary to decide whether to go forward. This group can be any size, though more people means more capacity for work to be done. Your steering committee should reflect the diversity and needs of the entire community. Strive for inclusivity at all stages of your project as it goes forward. Try to recruit people who are known and respected in the community, as well as able to commit significant time and energy. When you organize a co-op and are recruiting people to your team, prioritize community outreach and engagement so that your steering committee is not just your three closest friends and you can draw on new leadership and new ideas that grow from intentional community engagement.

The unique aspect of co-ops as a group of people working together to meet common needs creates new perspectives within a community which reinforce the support and engagement in the cooperative effort. Special skills such as accounting, legal expertise, or past grocery experience can be helpful, but people with these skills may not be available or have enough time to commit. It is more important to recruit good volunteer organizers and effective communicators. Rather than depend on volunteers, hire consultants to assist with work requiring specialized skills. As you are recruiting people to your team, consider looking for qualities such as being skilled at teamwork and the ability to hold and work toward a collective vision (vs. pushing an individual agenda). A charismatic leader will help inspire other people to be excited about your project, always with the recognition that this is a group effort. At this point, you might call yourselves a steering committee or exploratory team.



RECOMMENDED RESOURCES

- **Board of Directors Guidelines** by Prairie Food Co-op
- FCI's QuickStart self-guided Startup Food Co-op Board Training, available at www.fci.coop
- FCI Live Webinars: A Perfect Month In the Life of Your Board and How to Govern in Stage 2a by Joel Kopischke, seven roots, available on FCI's YouTube channel

Building a Welcoming, Inclusive Store

Creating a culture within your co-op organizers — and eventually staff — and your store that is welcoming and inclusive is a crucial part of what we do as cooperatives, and in many ways is woven into a co-op's mission, vision, and cooperative values and principles. Co-ops emerge from work within their communities to co-create a community-owned resource that fulfills its purpose when it is accessible, democratic, sustainable, and accountable to the community. To support a thriving cooperative, it's important to be inclusive and hear from a diverse range of voices in the community, and reflect the strength and diversity of your community in your co-op's leadership, including steering committee, board, managers, and staff. Throughout your organizing process, reflect on and plan for how you will build a thriving, inclusive culture at your co-op that represents the variety of experiences and backgrounds in your community.

Research

The first thing your team needs to do is research the process of organizing a cooperative and assess the potential feasibility of your project. There are many resources to help you and we have recommended some in the relevant sections of this guide. You should also contact us at Food Co-op Initiative (FCI). We are a nonprofit organization that partners with communities starting new food co-ops and are able to provide you with guidance, resources, and possibly help connect you to consultants and other co-op development organizations in your area. This Action Guide could not possibly cover every contingency, so come to us when you have questions!

Community engagement & building community power

One of the most important jobs for the new steering committee is to expand the awareness of the cooperative conversion opportunity to the greater community. People will often welcome this news and often offer their support. However, in some cases, current owners may require a degree of confidentiality until certain milestones have been reached, possibly even as far into the process as having a signed letter of intent. Respect their concern for the reputation of a business they may have built over much of a lifetime and the risk to their business and reputation if a potential sale does not work out. However, the process of involving shoppers, community leaders, vendors, and all other stakeholders should begin as soon as possible. See the next section 'Relationships with Current Owners' for more information.

Co-ops come into being when a group of people has a shared unmet need that they want to solve together. In addition to creating a business (a grocery store, in this case), a co-op starts with a group or association of people, and part of co-op organizing is building up the skills, leadership, and capacity of your co-op's organizers, or community power. Your city may have some economic development funds and, in any case, you should be talking to city officials to build up support for your project.

Having consistent communication is key to building up ongoing, active involvement in your conversion process and creating more widespread support. It is also an important part of sharing power and responsibility, so it is easier for community members to learn about and get involved with your project. Defining early on the community our co-op is there to serve is important, as it might shift and expand with your vision. And then, throughout your organizing process, designing each phase so it is rooted in and accountable to your community will make your co-op a more inclusive, welcoming and accountable business when your store opens.



In addition to having an organizing group that reflects the diversity of your community, a crucial ingredient to a successful co-op is having an engaged, loyal, and large enough ownership base to support the co-op, both now and in the long term. Throughout the entire conversion project, someone needs to lead the process of engaging the community and building relationships. Using relational or community organizing tools will not only help you grow your base of founding owners, it will also help you build or re-establish important relationships and support for your project from community leaders, elected officials, other nearby businesses, and community organizations.

What are your channels for sharing information with — and receiving feedback from — your community?

Helpful community organizing tools to use for building relationships, ownership, and effecting change include one-on-one conversations, door to door campaigns, and house meetings. Using community organizing tools and strategy will also help you build up and maintain active volunteers to help you carry out the work needed to open your doors as a co-op and spread enthusiasm, information, and support.

Your team should plan a comprehensive communications and outreach plan. It is critical to your success that you keep your community informed and educated. Informal meetings, special events, social media, press coverage, and personal conversations are all powerful avenues to share your progress and ask for support. Again, the timing and scope of your communications may depend on the willingness of the current owners to be public about the possible sale.



RECOMMENDED RESOURCES

- Community Organizing Learning & Growth Tool, by FCI, Bonnie Hudspeth, and Neighboring Food Co-op Association (NFCA)
- Up & Coming Food Co-op Conference 2021 webinar: Messaging Makes it Happen by JQ Hannah, FCI, available on YouTube

Relationship with current business owners

The relationship you have with the current business owners will significantly impact your planning timeline and options. How long do you have to finalize a purchase? Are the current owners supportive of the idea of a cooperative conversion? Do they want to maintain confidentiality about a potential sale?

Supportive Owners

When owners are willing to work with you and support the idea of a co-op conversion, you can engage the community early in the process, thereby spreading the word and accessing more potential volunteers and sources of early funding. These owners are more likely to assist you, share information, and accept a reasonable timeline.

Absent Owners

It is not uncommon for a grocery store to become available after the owner(s) die and the heirs have no interest in continuing operations. Likewise, owners may have hired an operator for the store and no longer have an active involvement in operations. Their interest is generally in a quick sale, which makes it difficult for a co-op to organize and conduct due diligence on the owners' timeline.

Cautious Owners

If the store is still in operation, the owners may be reluctant to make it publicly known that they are trying to sell the business. They may be concerned that shoppers will start drifting away if they learn that the store may close or be sold. Working under conditions of confidentiality makes everything more difficult. The co-op will not be able to engage people beyond the steering committee, and unless they can make a public statement before a formal closing, they will have a hard time organizing ownership and raising capital until the last minute. This situation adds both uncertainty and some risk that must be considered in your feasibility assessment.

Undeclared Owners

If you foresee a store closure or sale that has not yet been publicly discussed, there may be an opportunity to approach the owners to determine whether your desired co-op conversion could be part of their succession plan. This requires a great deal of diplomacy and perhaps conversations over time, but the advantages of an early understanding can make a huge difference.

Feasibility — Evaluate the option at hand



Condition of facility and equipment

Is the building structurally sound and up to code? You can get a health department inspection to find out if they will require upgrades and a contractor or structural inspector can evaluate the building itself for needed repairs. Don't forget the parking lot, exterior lighting, and signage.

Purchasing an existing store means that you will have at least the basics of equipment, fixtures and inventory, unless it has been closed for some time and assets sold off. Even if the store is fully equipped, you might find that investment in maintenance and improvements has been neglected and that there will be expenses for repairs and equipment upgrades. Some of the inventory may be out of date or unsaleable. Often the point of sale equipment (cash registers and related systems) need upgrades. Any upgrades and replacements you need will impact your startup budget. Some may need to be done immediately, others can be planned over time.

Is the business still open? Will it stay open during transition?

Purchasing and taking over operations of an existing grocery store has advantages and challenges. If the grocery store is still in operation, you can evaluate the quality of equipment, staff, promotional programs, etc. You can probably work with current suppliers and may be able to recruit existing staff to stay on. However, any work that needs to be done has to be scheduled to prevent major interruption of operations. Short-term closures to conduct essential repairs or upgrades may be needed. Staff, including management, need orientation in the cooperative model and any changes in employment policies and

expectations. Care must be taken to ensure that staff concerns are addressed and that they feel appreciated by the new owners. Shoppers and the community at large need to hear about the new co-op and what that means to their shopping experience.

Financials — historic and projected

You should be able to get financial statements from the current owners. Those financial statements will be invaluable in drafting your pro forma budget (anticipated operating budget) for the future. If they are credible and the co-op is not planning major changes in the store's merchandise, services and operations, then recent sales performance should be a reasonable starting point for your projections. However, if the co-op is planning significant changes, the store has suffered from neglect, has new competition, or has been closed for some time, then we recommend a professional market study to establish your sales potential and professional assistance in drafting your pro forma budgets.

Suitability of site

Most financial projections are based on future sales growth, so you should take into account how strong the site of the store is. If the store is on a side street, has limited parking, undesirable neighbors, or other issues, then it will be harder to grow sales. A store with good access, high visibility, plenty of parking, and compatible neighbors will have a much better chance of viability. Of course, when acquiring an existing store you cannot decide where it will be located. However, it could be a deciding factor in determining whether the business is likely to succeed.

Management

Finding a store manager can be difficult, which is unfortunate as management skill is essential to a co-op's success. Invest plenty of time and effort to find quality candidates. Often a co-op has no choice but to hire someone without a full complement of the skills they would like to see. There are consultants who can provide mentoring and training to support them, though this comes at a cost that you should include in your budget. Tip: include in your hiring contract a commitment from your store manager to get training in the areas where they need development. You can also ask the exiting operators (staff or management) if they'd be willing to stay for a short period of time to mentor the new manager.

Financing the Purchase — Raising Capital

The co-op will need to raise significant amounts of money to pay for professional support and the acquisition costs of the store. Owner equity (the money invested when people join the co-op), loans or other investments from owners, grants, bank loans, and owner financing are all options. As part of the feasibility study, the co-op leadership team will need to assess whether the necessary capital is within their reach and, if so, determine how they will go about raising it.

RECOMMENDED RESOURCES

- <u>Sources & Uses Budget Template</u> by Don Moffitt, Columinate and JQ Hannah, FCI, available in the FCI Resource Library
- FCI Live Webinar: <u>Understanding and Using your Pro Forma</u>, by Sarah Lebherz and Don Moffit, Columinate, available on FCI's YouTube Channel
- <u>Site Evaluation Checklist</u> by FCI, available in FCI's Resource Library
- Funding the Transition webinar, by RGI, available on RGI's YouTube channel

You'll also find many more related resources at FCI's website and YouTube Channel

Decision Point

Once you have completed a thorough assessment of the new store's future feasibility, you need to sit down and have an honest discussion of the risks and benefits of going forward. Make a formal decision to proceed or wait for a better opportunity. **Deciding not to go forward is not a failure.** All that you have learned so far will only make it easier to pursue the next opportunity, and may well have had positive benefits in strengthening your community.

Making an Offer

Alright! Everything looks good and you are ready to commit. Now it is time to negotiate the most favorable terms for the purchase or lease of the business. Real estate and business valuation is not a precise science, and the offering price is rarely the final contract. Get professional assistance to help negotiate the best possible terms of sale. As an example, inventory that is still in the store should never be valued at its retail or even wholesale cost. Much of it will be unsaleable or inappropriate to the new co-op grocery store. The owners have often invested a lot of their life and energy into the store and may see value that is not transferable. Successful negotiations are a work of diplomacy. When you are ready to make an offer, it is important to include contingency clauses that allow the co-op a period of time to raise the necessary capital. This may allow you to back out if you are unsuccessful.

RECOMMENDED RESOURCES:

<u>"Real Estate Resource Guide"</u> by FCI, CDS Consulting Co-op, National Co+op Grocers, and NCG Development Co+op, available in the FCI Resource Library

Raising Needed Capital: Capital Campaign

Once the co-op has made an offer to purchase the store or has a letter of intent, you must raise the capital to cover the purchase price, improvements, initial cash flow, and all other startup expenses. A Sources & Uses budget will help define both how you will raise the necessary capital and how it will be used. Most capital campaigns will include requests for the co-op's owners to invest additional capital in the form of direct loans to the co-op or the purchase of preferred (non-voting) shares. Additional sources of startup capital include owner financing (i.e., the owner is essentially making a personal loan to the co-op allowing it to pay part of the purchase price over time), economic development grants or loans, and bank loans. For a detailed explanation of capital sources, explore the resources below.



Marketing plans

Up until a purchase agreement has been reached, the co-op has been primarily engaged in letting the community know about their plans and engaging support. As you prepare to take over or start operations, that focus shifts to getting people excited about the new store. Advertising, social media, public events, and other efforts should be planned and coordinated to ensure that when the co-op opens, a sufficient number of people will be lined up and excited. Your marketing plan should continue past store opening — essentially indefinitely — to keep the store on people's minds, share news of changes and improvements, promote your product offerings, communicate your co-op's impact in the community, etc. This is also an opportunity to remind people that your store is community owned and that your mission and values go beyond the bottom line.

RECOMMENDED RESOURCES

■ <u>Store Opening Marketing & Messaging Guide</u> by Firebrand and JQ Hannah, FCI, available in the FCI Resource Library

Opening

The day the store opens as a new cooperative will be one you do not forget. Be ready! Make sure your staff know their jobs and know how to explain what being a co-op means. Ensure that your point of sale system is properly programmed and that shelf prices match what rings up at the register. Put out lots of samples (vendors will often provide free goods for this) and make it a festive event. Note that we are not calling this a "grand opening." Despite your best efforts, there will likely be some glitches during the first few weeks of operations. We call it a soft opening, and you might even have a day or two for only owners to preview their store. Give your-selves time to work out those early jitters and then promote the heck out of a formal Grand Opening. Pull out all the stops — get the mayor in to cut the ribbon, give out free food, plan activities for kids, invite local musicians — whatever you can do to make it a must-do event. And don't forget to invite the press!

Now, take a deep breath and enjoy what you have accomplished. Thank all the people who helped make it happen. Then get ready to shift to a new role as the governing body of a cooperative business.

How to get started

If you have not already contacted Food Co-op Initiative (FCI), now is the time. We are ready to provide you with guidance, resources, and to connect you with the startup food co-op community and other expert support. The Rural Grocery Initiative is also ready to share their extensive resources on rural grocery stores. Both organizations collaborate (cooperate!) extensively to help serve you.





Our Mission

Food Co-op Initiative partners with communities to build a more just food system, providing critical support as they organize and open community-owned grocery stores.

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