

**Orient Land Trust
Board of Directors Annual Organizational Meeting**

March 17, 2002

MINUTES

- I. Quorum present: Neil Seitz, Terry Seitz, Doug Bishop, Linda Joseph, Jim McCalpin, Chris Miller, Harold Pratt, Barbara Pardo, Robin Byers, DOW liaison Kirk Navo, John Ewert also from DOW, and Sonia Walter. There were also thirteen guests present (see attached list.)
- II. Neil called the meeting to order at 10:00 AM.
- III. Added to the agenda: New Business; Item F, Don Geddes to present a fund-raising idea: and Planning Session, Item F, bylaw changes concerning real estate transactions.
- IV. Minutes from January 26, 2002 meeting read and unanimously approved. Moved by Linda and seconded by Jim.
- V. Treasurers Report
 - A. Since inception of OLT in March, 2001, \$1525 has been received in donations.
 - B. \$4250 has been received in the form of pledges.
 - C. Expenses since January 26, 2002 have been \$116.51.
 - D. Budget unanimously approved: moved by Harold and seconded by Linda.

VI. Appoint trustees to the Board

- A. Neil explains how $\frac{1}{3}$ of the board's terms expire every year with each term being three years in length. The new board members and their term expiration dates are as follows:

Chris Miller, March 2005
Harold Pratt, March 2004
Barbara Pardo, March 2003
Robin Byers, March 2003

- B. Motion by Terry to approve Linda's reappointment with term expiration date of March 2005 and to approve appointment of all four new members. Seconded by Jim and unanimously approved.

VII. Election of officers to one year terms

Executive Director - Terry moves that Neil keep the position for another year. Seconded by Harold. The motion for acclamation moved by Chris and seconded by Doug and is unanimously approved.

Chairperson - Jim moves that Linda take the position and is seconded by Terry. Motion for acclamation moved by Terry and seconded by Harold. All in favor.

Vice Chairperson - Neil moves that Jim take the position and is seconded by Doug. Motion for acclamation moved by Linda and seconded by Chris. All in favor.

Secretary - Neil moves that Sonia continue the position for another year and is seconded by Linda. Motion for acclamation by Linda and seconded by Neil. All in favor.

Treasurer - Linda moves that Terry continue the position for another year and is seconded by Barbara. Motion for acclamation by Neil and seconded by Doug. All in favor.

Neil turns over the meeting to Linda as new Chairperson.

VIII. Unfinished Business

- A. Legal recommendations from Donald Hopkins are as follows:
 - 1. Finish 1023 form soon (a draft copy has been sent to him.)

2. Board discusses when would be best for it to take over leasing the Valley View business after the 1023 has been approved by the IRS. All agree on January 2004 as a tentative starting date. This allows time to set up how to deal with limiting use not only on weekends but also on weekdays and other issues involved with running Valley View.
 3. When this all goes through, Neil and Terry will grant conservation easements to a third party. The board will have to set up the details for governing the easements.
 4. After the board starts running Valley View, Neil and Terry will begin to donate parcels of land to the trust excepting their house.
- Comments and questions were taken from the guests.

Neil moves that the board accept January 2004 as the date to take over operations of Valley View with details to be worked out by the board and with flexibility as to the starting date contingent upon 501(c)3 approval. This is also to include details as to which land will be donated, which will be leased and any other associated details. Seconded by Harold and unanimously approved.

IX. New Business

- A. Neil asks if the board would like him to pursue purchasing the olt.org domain name (for which they are asking \$1000.) Robin suggests that he instead file for trademark right to OLT (Orient Land Trust) which would then give them more leverage when bidding on a domain name. Terry moves that he do so and is seconded by Doug. Tied to the motion is a limit of \$100 for registration of trademarks. All in favor.
- B. Discussion of whether board should pursue purchasing 760 acres for sale below existing hydroelectric powerhouse. Jim suggests crafting a proposal for the property including developing it as a wetlands and shopping it around to various agencies that fund such acquisitions. Robin moves that the board approve Neil and Jim look in the Wetlands Initiative and report back at the next meeting. Seconded by Terry and unanimously approved. Ideas were also put forth to look for a consortium of people to buy the ranch (in a type of time-share) as an added draw to the Valley View area.
 - Chris moves that Neil contact the sellers and see if there is a monetary amount that would hold first rights of refusal and also if there is a lower price at which they would be willing to sell. Neil is to report back to the board at the next meeting. Seconded by Barbara and unanimously approved.
- C. John Nelson of Colorado Division of Mines and Geology will be coming up to look at the mine sometime early April to look at subsidence and various grates.
 1. He may suggest that the lower gate be changed to something more bat friendly and also to close (permanently) the entrance to the lower cavern.
 2. There was also discussion about closing access to the arch from which many people view the bats and/or extending the fence so that it cannot be climbed. He may also suggest improving the trail up to the mine.
 3. Neil will inform the board by email of the results of John Nelson's visit.
- D. Discussion of setting up a subcommittee to determining salary ranges for a Executive Director and Plant Manager along with job descriptions and benefits. Terry, Robin, Linda and Chris volunteer to work on this and present the information to the board at the next meeting. Neil also makes it clear that he will step down as Executive Director when 501(c)3 is approved and the board

will then have to hire someone.

- E. With approval of the 501(c)3 pending, Neil wonders whether we should begin to collect pledges. This is an opportune time with the Valley View newsletter going out in the mail sometime late April. Robin suggests that we send a post-card to people who have pledged, a letter to people who have already donated as well as an article in the Valley View newsletter stating the latest status with the trust. The pledge form is also to be amended so that we will only take donations (no pledges.)
- F. Don Geddes presents his fundraising idea of T-shirts with the OLT logo on the front along with the Valley View "soaker" (drawing of a woman's head just above the surface of that water.) He will pursue this further (since the board received it enthusiastically) along with help from Betsy Miller and present an up-to-date quote along with quantities, etc. before the next meeting.

Meeting date of May 5, 2002 at 10:00 AM set and approved by all. Motion to adjourn the meeting at 1:05 PM by Chris and seconded by Jim. Unanimously approved.

- X. Planning Session (for which Harold was not present - he left at adjournment.)
 - A. Neil asks that the board read the changes to the bylaws, Section 4.2, and email him their comments.
 - B. Terry briefly outlines programs that will enable the land trust to reach a broad audience including:
 - visitor services and facilities (mostly through Valley View)
 - public outreach including cultural resources, bats, geology, etc.
 - preservation of biological, ecological and historical items as well as an inventory of resources
 - fundraising
 - land acquisition
 - staff development
 - C. Preparations for switching control of Valley View from Neil and Terry to the board. Chris volunteers to prepare a flow chart with input from all board members of tasks that need to be performed before takeover.

Submitted by:

Approved by:

_____ / _____

_____ / _____

Sonia Walter, Secretary Date

Linda Joseph, Chairperson Date

List of guests:

- John Weber, Denver
- Rick Williams, Moffat
- Sarah Halliday, Evergreen
- Rob Zabrecky, Boulder
- Ches Hortenstine, Santa Fe
- Bob Carlsen, Crestone
- Elinor Wilson, Villa Grove
- Don Geddes, Saguache
- Mark Hayes, Wheat Ridge
- Betsy Miller, Manitou Springs

Lea Bonewell, Wheat Ridge
Annie Pace, Crestone
David Nicholas, Crestone