

Orient Land Trust Board of Directors Regular Meeting  
Seitz Residence – OLT/Valley View Hot Springs  
Saturday, September 16, 2006 – NOON

**MINUTES**

- I. Record attendance – Barb, Amy, Mia, Doug, Bruce, John and Neil present. Terry S., acting-secretary. Mark teleconferenced, Harold excused (due to change of date), Chris absent.
- II. Meeting called to order at 12:03PM
- III. Changes to Agenda –Barb noted that there will be some changes to the document for Item XI e. included in board materials
- IV. Approve minutes from July 8, 2006 – Mia moved to approve the regular meeting minutes, Doug seconded, no discussion, motion passed unopposed, no abstentions. Doug moved to approve minutes from executive session, Mia seconded, no discussion, motion passed unopposed, no abstentions.
- V. Questions/comments from guests – just a “hello” from Greg.

ED, Officer, and Committee Reports

- VI. Executive Director’s report –  
Board requested further information on the Gates grant, the City Market program, work on the Everson ranch, fire hydrant project, sauna/steam room project, Raby ranch.
- VII. Secretary’s report/Correspondence – Terry reported there was no correspondence
- VIII. Treasurer’s report –
  - a. Income statements, Balance sheet, Cash flow statement -  
On Income/Expense statements: John noted that contributions were below budget but still within reasonable levels. Discussion about the work being done on the ranch and when those expenses will come through. John asked Terry about the bad debt expense; she will get back to him about it. Occupation expense over budget because of additional premium following insurance audit. Noted the possible impact of raffle ticket sales on contributions. Question about whether to account for reduction of revenue due to impact of volunteers taking up spaces for paying visitors; question for auditor.  
Balance sheet: Neil noted impact on balance sheet of ranch payments made in September.  
Cash Flow: Noted the cash increase over the year to date. Discussion about the necessary cash balance to get through the lean months.  
Amy moved to approve treasurers report, Doug seconded, no further discussion, motion passed unopposed, no abstentions.
  - b. Cash Asset Balance in checking – minimum balance – currently \$40,000 minimum (set 9/11/05)  
John moved that the minimum balance be kept at \$40,000 in the operating checking account, Doug seconded, motion passed unopposed, no abstentions. Issue will be revisited annually in September.
  - c. Additional Ranch payment

Neil pointed out that if we make this extra payment, the ranch will be 58% paid. Barb brought up Harold's and Chris' concerns which Neil addressed.

John moved that the board instruct the Executive Director to make an additional principal payment of \$76,000 to Cottonwood LLC on September 16, 2006 or a mutually agreed upon date. Doug seconded. Amy asked about the property to be released upon payments made. Neil will follow up. No further discussion, motion passed unopposed, no abstentions.

d. Stats Charts

Reviewed the donations numbers, including the impact of raffle ticket sales on in person donations.

e. Annual Audit recommendation

Discussion about the pros & cons of an audit every year versus every second or third year. John moved to set a standard of every other year for audits; the next audit will be performed in 2008 for 2006 & 07 financials. Amy seconded. Motion passed unopposed, no abstentions. Terry will let auditors know and find out cost to have them prepare 990.

IX. Post-Lease Plan Committee report, including to change committee name to Land Management Plan Committee

On question of what options are open to OLT for accepting the founder's property, Doug did a little investigation but decided that we need to get more legal help. Neil brought up an idea the founders are currently looking into, specifically to set up a private trust that has monitoring and enforcement powers for oversight of any restrictions, easements and other permanent controls that the land trust concludes is needed as an alternative to a conservation easement placed with another land trust or agency. After discussion the PLP committee was tasked to come up with a list of OLT's needs and desires, which will then be presented to the board by the next meeting. Amy moved to change the name of the Post-Lease Plan Committee to the Land Management Plan Committee. Bruce seconded. No further discussion, motion passed unopposed, no abstentions.

X. Board Development Committee report

There are articles in newsletter and on the web to drum up interest in serving on the board and committees.

Barb gave heads-up that she won't be offering a letter of interest for her seat on the board next year when her term expires. Everyone should be thinking about who would be a good replacement for her (her seat and the chairpersonship), and what skills we need on the board.

XI. Unfinished business

a. Debt Policy for General Fund

This item was put off until November meeting, because the most recent version of John's draft was not included in the packet.

b. Flow chart for guidance in making decisions re: debt

John reviewed the flow chart which was circulated around the table. It will provide guidance to this and future boards when considering taking on new debt. He will email a copy of this document to all. And it should be added to new board member packets.

c. Investment Policy

John went through a list of elements of a standard investment policy with decision points where the board needs to give guidance to the creation of the investment policy. Board discussed and answered each point. John will write up what was covered and at the November meeting he will take the board through the last set of decisions.

d. Employee fidelity bonding

Doug moved that Board direct ED to obtain employee fidelity bonding as recommended by the auditor, based on estimated cost as reported by Terry at July meeting. John seconded. Mia asked if policy would cover all employees. Terry is fairly sure it covers all employees and volunteers as well. Motion passed unopposed, no abstentions.

e. Policy re: Criteria for Acquisition of Conservation Easements

Bruce and Amy both felt that document could stand a little more fine-tuning. Bruce had minor changes but Amy will cover hers in an email. A revised document will be presented at the next meeting.

Bruce also passed out copies of a pamphlet that gives an overview of Conservation Easements.

f. Guest Registration Objectives and Goals

Objectives came from input from board and staff. ED developed goals and associated tasks to handle the issues identified, especially during the summer months, divided into four phases. John asked about costs of these proposed improvements, Neil will get back with him on it.

g. Land conservation update

Neil updated the board on the status of the Raby ranch property. Landowner has decided not to pursue donating a CE at this time. ED will maintain contact with landowner. ED also updated on the other 160 acre parcel along GG, no change. And brief review of Everson ranch projects (also discussed during executive director report). Neil encouraged the board to give direction for future possible projects.

h. Computer offsite back-ups

ED reported staff has been dealing with problems with email and internet. Currently doing backups on site. He is looking into investing in equipment to perform triplicate backups in another building. OLT may be switching tech support due to current person moving away. Will revisit in November.

i. LTA Standards and Practices (2004 revised) – continuation of report from each Board member on OLT's following of guidelines

- LTA S&P 10: Tax Benefits (John)

OLT has followed these guidelines, though we haven't yet received any donated easements.

Bruce noted the IRS is now advising land trusts, following a conservation easement transaction, to issue a contemporaneous letter to the donor asserting that the land trust entered the transaction willingly and was not under any pressure, gift or bribe to accept the CE.

## XII. New Business

a. 2007 meeting dates

Consensus reached that board still has too much on its plate to scale back to four meetings a year. Committees need to become more active. At November meeting, try to get chairs from the board for each committee. As a transition year, in 2007 Board will meet Jan, March, June, Sept, and Dec, second Saturdays.

b. Creating Land Action committee

Responsibilities include prioritizing parcels based on protection criteria. Mark offered to chair. John, Bruce, Neil will serve. Objective for next meeting is to bring to the board list of prioritized projects.

c. Changes and goals for 2007 budget

Neil reviewed possible goals (items) to be included in the 2007 budget and answered questions from the board.

Announcements

XIII. Next meeting will be held Saturday, November 11, 2006 (2007 budget meeting) at 9 AM at the Seitz residence. Break after regular meeting and then get back together at 3 PM to work on 2007 budget.

XIV. Regular meeting adjourned at 5:45 PM. Doug moved to adjourn. Mia seconded. The motion was adopted: all in favor, none opposed, no abstentions.

Submitted by:

Approved by:

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Terry S., Acting Secretary      Date

\_\_\_\_\_/\_\_\_\_\_  
Barb T., Chairperson      Date

Guest: Greg G., Deputy Director Applicant