

Orient Land Trust Board of Directors Regular Meeting
Seitz Residence - Valley View Hot Springs
Saturday, September 8, 2007 – 10:00 AM

MINUTES

- I. Record attendance – Chris Miller, John Eiseman, Harold Pratt, Doug Bishop, Dan Jones, and Kai Uwe-Allen, Neil Seitz, Greg Good and Betsy Miller present; Amy Beatie, and Mark Hayes not present, with notice.
- II. Meeting call to order – Chris called the meeting to order at 10:10 AM.
- III. Chris noted, for the record, the election by email (attached) of new board member Kai Uwe-Allen and welcomed him to the board.
- IV. Changes to Agenda – Chris noted that a possible motion (which was brought up via email) regarding contributions would be taken up under item XVI: Endowment Temporary Committee Report.
- V. Minutes from June 9, 2007 regular meeting and executive session (attached) – With the correction of a typo in section VIIIa, John moved to approve the minutes from the June 9, 2007 regular meeting. Doug seconded. No discussion and the motion was adopted: all in favor, none opposed, no abstentions. Doug moved to approve the minutes from the June 9, 2007 Executive Session. Dan seconded. No discussion and the motion was adopted: all in favor, none opposed, no abstentions.
- VI. Questions/comments from guests – Chris introduced the board and Greg Powell, board attorney. There were no questions.
- VII. Executive Director’s report – Neil discussed his report (attached,) which included Financial, Outreach, Current Land Conservation Projects, Staff, Volunteer and Administration notes, and other projects. There was discussion of the new graphical information system software acquisition, which Greg will utilize with a GPS for mapping OLT properties. Neil’s report showed fund raising, admission, and net income is up and total expenses are down. John asked if staff had found any resistance to the price increases and Neil said no. *N Magazine* is working on a feature regarding the “green” aspect of OLT. Neil reported that an article on the bats in the Colorado Springs *Gazette* brought increases in the number of people attending bat tours. Dan commented that the bat and astronomy volunteers had been very helpful to visitors, but that they could explain more about the land trust. Neil also discussed irrigation and power issues at the ranch. Chris asked about the new registration form for visitor acknowledgement of the rules and regulations and Neil reported the streamlined version seems to be working well. Neil talked briefly about the search for a Facilities Manager and that several excellent candidates had responded. John asked about an updated phone system, and Neil said a new system had not yet been purchased, and that phone traffic is substantial. An online reservation system would reduce the phone load and Chris said he is anxious to get an online reservation system implemented.
- VIII. Secretary’s report/Correspondence – There was correspondence generated by Barb Tidd which could to be submitted by OLT to the US Fish & Wildlife Service regarding the Environmental Assessment process related to oil and gas exploration on the Baca National

Wildlife Refuge. Barb said that a visitor had pointed out the Crestone *Eagle* noted that the comment period on this topic ends Sept. 17. Barb thought OLT might want to provide some input on the issue and provided a rough draft for consideration. Neil said he felt it would be appropriate for OLT to come up with comments from a land management standpoint, and cautioned that OLT not take a stand simply pro or con. Harold moved that this item be taken up as item XIXb in New Business. Dan seconded. There was no further discussion and the motion was adopted: all in favor, none opposed, no abstentions

IX. Treasurer's report –

- a. John presented the latest income statements, balance sheet and cash flow statements (attached,) noting increases in revenues and lower than expected expenses. John noted that funds allocated to property upkeep need to be spent to maintain and assure a good experience for visitors. Lower than expected employee expenses will come into line with the hiring of the deputy director and a facilities manager. John said that it was an extremely strong summer and puts OLT in a strong position to cover payments due this fall and into 2008. Doug moved to accept John's report, Kai seconded. There was no further discussion, and the motion was adopted: all in favor, none opposed, no abstentions
- b. Restricted Funds and Cash Investments Report (attached) – Neil discussed the status of the line items that make up Restricted Funds, as well as where funds are invested.
- c. Stats Charts (attached) – Chris presented charts showing updated OLT performance statistics including income from donations and admissions and number of visitors (attached.) Stats mirror the financials in reflecting the strong summer.
- d. Budget Review – There had been some concern about the addition of the DD and FM positions going over budget, but Neil reported employee expenses are on track and budgets will be adequate going forward. John asked if the current salary levels are acceptable to retain staff members and Neil said they are always reviewing issues such as salaries, employee housing, health insurance and retirement issues.
- e. Annual review of Operating Checking Balance unrestricted amount (currently \$40,000 minimum) – John reported the minimum has been maintained and that he saw no reason to change the amount at this time.

- X. Resource Development Committee report – Chris presented Lea's notes (attached) to the board for review, as she was unable to attend today's board meeting. John reported that a holiday supporters' dinner is still in the planning stages. Chris commented that Mark and Lea have done a superb job in promoting OLT, particularly to the bat community. There was discussion of committee membership and email protocol. Staff will follow up to assure correct email addresses for all committee members.

Following a lunch break at noon, the meeting resumed at 12:45 PM.

- XI. Questions/comments from guests – No comments. It was agreed to move the Executive Session to follow the Land Management Plan Committee report as item XIII.

XII. Land Management Plan Committee report – Doug reported that the committee was recommending that the founders’ land donation be accepted. OLT attorney Greg Powell explained that standard practice is to do an environmental study, a boundary survey and obtain title insurance. There was discussion of standard due diligence in such large land transactions and the mitigating issues involved in the committee’s recommendation to proceed with the transfer. It was determined that the transfer could proceed without an environmental impact study since that is a more long-term land use and management issue which will be addressed in the future OLT land inventory. It was determined that a survey is not necessary because the surrounding properties are primarily public lands with known boundaries. Neil noted title insurance was purchased in 1983 and nothing had changed since then. Greg P. recommended that a renewed title insurance policy be obtained for closing. Additional issues regarding mineral rights, the conservation value of the land and tax benefits for the founders were discussed. Greg P. estimated that title insurance would be less than \$2,000 and it was up to the board and founders who would pay that cost. The consensus was that acceptance of the founders’ land is the *raison d’etre* of Orient Land Trust. Greg P. outlined his plan of action, which will be to order title insurance; to work on the text of the agreement between OLT and the founders for a final contract to be executed at a closing in December.

Harold moved that it is the intent of the board to accept the Orient Mine land donation of 350 acres from Neil and Terry Seitz, excluding mineral rights, without environmental study or survey, with the board to purchase title insurance. Acceptance is subject to board approval of a final contract by Dec. 8, 2007. John seconded. The motion was adopted: all in favor, none opposed, no abstentions.

Harold commended Doug as chair of the Land Management Committee for expediting this complicated and delicate issue.

XIII. Executive Session – The regular Board meeting adjourned at 2 PM. Following a break, the Board convened in Executive Session at 2:05 PM to discuss personnel and real estate matters. Executive Session adjourned at 3:10 PM and the regular session reconvened at 3:28 PM.

- a. Three property issues to review – Neil
- b. Facilities Manager Compensation – Neil
- c. Review ED salary and bonus arrangement per 1/13/07 motion - John

XIV. Land Action Plan Committee report – There was no committee report.

XV. Board Development Committee report – Chris discussed Amy’s proposed board member exit interview form (attached.) There was some comment on wording of the form. Amy was seeking feedback on who should participate in the process and the board decided the committee chair should handle the interview. The board also indicated that completed exit interviews should be reviewed by the committee and a summary presented to the board, with any recommendations for action if necessary. It was agreed that confidentiality should be an option for all participants, with the information being presented within the context of Executive Session. John also mentioned that it could be valuable to go back and interview former board members, as well as existing board members, as time permits.

XVI. Endowment Temporary Committee report – John offered a proposed motion concerning planned giving and endowment building to assure donors’ wishes would be fulfilled. Greg G. said that a draft Endowment Policy that has been given to an attorney for finalization as directed at the March meeting. He said the fund manager has been identified, and when the attorney has finalized the policy and the board has approved it, the funds set aside and other funds received from estates can be moved from the Temporary Endowment to the Permanent Endowment. John agreed to rework his motion to reflect the discussion, for board consideration in December. Greg G. discussed planned giving, which encompasses estate issues. The committee is working on a Gift Acceptance Policy, which can’t be implemented until the Investment Policy and Endowment Policy are in place. The committee will continue to finalize the policy for presentation to the board.

XVII. Outreach Committee Status – Chris noted there was no action reported from the committee.

XVIII. Unfinished business

- a. Investment Policy – John reported that Version 5 will be sent out shortly for board consideration. (Version 4 is attached here.)
- b. Guest Registration Objectives – The abbreviated version of the registration form (attached) is working well for the office staff to speed up registration and make assure guests aware of the rules and regulations.
- c. LTA Standards and Practices (2004 revised) – continuation of report from each Board member on OLT’s following of guidelines:
 - LTA S&P 6: Sale or Transfer of Assets, including real property (reviewed 5/13/06 – to be revisited per task list) – John will review at the December meeting.
 - LTA S&P 11: Conservation Easement Stewardship – Standard 11 compliance is not necessary now since OLT currently holds no conservation easements (which is LTA S&P #12.) Greg G. will review LTA S&P #12.
- d. Task List – Brief review beginning with item #7 – Chris led a discussion of items on the board task list. It was agreed board members will continue to be involved in review of the LTA Standards and Practices, and Greg G. will assume the task of preparing a comprehensive document for use in future accreditation.

XIX. New Business

- a. Chris proposed a December Sunday work session for the board to work with the ED regarding the 2008 Work Plan, and that the board consider linking the work plan to the ED performance review. There was discussion of the ED performance review process and timeline. Board member reviews can be compiled electronically.
- b. This item added from VIII Secretary’s Report: There was correspondence (attached) generated by Barb Tidd which could to be submitted by OLT to the US Fish & Wildlife Service regarding the Environmental Assessment process related to oil and gas exploration on the Baca National Wildlife Refuge. Barb said that a visitor had

pointed out the Crestone *Eagle* noted that the comment period on this topic ends Sept. 17. John offered some modifications to Barb's motion. Neil pointed out that OLT had not yet seen the scoping document, and that he felt it was helpful to use the language of such documents when responding to avoid misunderstanding regarding the OLT position. Kai recommended getting a copy of the scoping letter to prepare an appropriate response, since comments made during the scoping process can impact the eventual outcome of the review process. John moved that the staff prepare a response for Environmental Assessment scoping in keeping with the OLT mission statement concerning proposed drilling in the Baca National Wildlife Refuge. Harold asked if this was first and foremost an issue of concern to OLT. Board members agreed it falls within the scope of OLT mission statement. There was no second to the motion so it was withdrawn. Neil said staff will investigate a possible response which will be communicated to the board via email. Kai offered to assist with that process.

XX. Announcements

- a. Chris acknowledged Bruce Goforth's resignation and contributions to OLT and will contact and also coordinate an exit interview with Amy.
- b. The next meeting was confirmed for Saturday, Dec. 8, 2007 at **10 AM** at Seitz residence.
- c. It was agreed a second meeting day was required on Sunday, Dec. 9, 2007 to address the 2008 Work Plan, the 2008 budget, review of the ED review process, and finalization of the founders' donation.
- d. Greg G., Neil, Dan and Barb will be attending the LTA Rally National Conference October 3-6, 2007 in Denver.
- e. Regular meeting adjourned at 5:40 PM. Harold moved to adjourn. Dan seconded. The motion was adopted: all in favor, none opposed, no abstentions.

Submitted by:

Approved by:

_____ / _____

_____ / _____

Betsy Miller, Secretary

Date

Chris Miller, Chairperson

Date

Guests: Greg Powell, Terry Seitz, Barb Tidd and Chuck Brenneman