

Orient Land Trust Board of Directors Regular Meeting
Seitz Residence - Valley View Hot Springs
Saturday, April 18, 2009

MINUTES

- I. Record attendance – Dan J., Kai A., Doug B., Mike B., Harold P., Amy T., and Barbara T. present. John E., Scott R., and Paul Z. were present on speaker phone.
- II. Meeting call to order – Dan called the meeting to order at 9:08 AM. Dan welcomed Amy, Mike and Scott.
- III. Changes to Agenda – There were no changes to the agenda.
- IV. Minutes from January 17, 2009 meeting – John moved to approve to approve these minutes. Doug seconded, and the motion was adopted: all in favor, none opposed, no abstentions.
- V. Questions/comments from guests – Dan welcomed guests Susan S., Sam D., and Neil and Terry S.. There were no comments.
- VI. Executive Director’s report (attached) – Amy reported that it’s been a great first week. Amy has reviewed various files. She and Neil are looking at a Conservation Innovation Grant through NRCS. They have been communicating with the engineer for the wastewater treatment plant. Neil reviewed his report and highlighted some items. He encouraged Board members to network with raffle tickets. Regarding the historical grant, a trip to the Denver Historical Society will be scheduled. The laying of the water pipe is to get geothermal heat to all buildings instead of using electric heat. The pipe is \$7.50/foot. OLT will try to get a permit to use the effluent generated from the wastewater treatment plant for irrigation. CDHPE is immediately involved when an entity applies for a permit. CDHPE inspected OLT’s drinking water three to four weeks ago; the inspector said we got an ‘A+’. Colorado College is ending their football program which means they will no longer be bringing volunteers to OLT to help with such projects as building fence. Terry completed the IRS Form 990 this year rather than the auditors, which saved OLT money. John and Barb reviewed the 990. John complimented Terry on her work on it.

2009: Pump and electrical panel to operate the sprinkler at the Ranch is estimated to cost around \$15,000. Water tanks for stock watering and pipeline to the water tanks will be much less. 2010: Sprinkler will go in. More research will be done for source and cost. 2010 is the end of a three-year contract with NRCS. OLT’s share will be significantly more than 50% because the costs have gone up since we entered into the contract with NRCS. Harold wants to find out what the repercussions are if we don’t do the sprinkler system. Neil said he will look into it. The sprinkler will cost \$60,000 to \$80,000 and increase hay production. If renters are getting a better hay crop, we could raise the rent. It will take about 2 years to increase the hay crop production.

- VII. Board Chair report – Dan acknowledged Neil and Terry as OLT’s founders and Neil as Executive Director and all of their accomplishments in getting OLT to where we are today. Terry acknowledged everyone for carrying their legacy and vision forward. Dan talked about future collaborations with land trusts to the north and south: LTUA and RiGHT and with TNC. Terry will send out a quarterly reminder to board members to submit their volunteer hours. Dan mentioned that there will be numerous policies to be

presented to the Board going forward in connection with State certification and LTA Accreditation. Barb and Amy agreed that each proposed policy will contain a one or two sentence summary for the Board. The Board may be involved in the policy making as well as decision making. Easement monitoring policies will take a lot of thought because the methodology of how we will monitor each property will need to be put in writing. Dan proposed that there be email discussion regarding officer positions for the coming year. Dan is certain that he will not be available for the October meeting. Dan brought up the future of the Ranch and possibly creating a task force for it.

VIII. Secretary's report/correspondence – Barb had no correspondence. She reported that she compared OLT's bank statements to the Treasurer's report and found no discrepancies other than a difference in the PB&T statement balance compared to the Treasurer's report because the statement balance is as of 3/31/09 and the Treasurer's report is as of 4/3/09.

IX. Treasurer's report

- a. John presented the Income Statement, Balance Sheet, Cash Flow Statement which are through March 31, 2009 (attached). John reported that we had an excellent first quarter and summarized the financial reports. Terry reported that the Sehgal Family Foundation made a \$5,000 donation. Terry pointed out that the professional fees budget includes the ORS. Printing and publications is higher because the 'fall' newsletter went out in the first quarter 2009. John stated that OLT is a strong organization as reflected in our \$1.8 million in assets. OLT is strong in cash, assets, and has few liabilities. John feels this is about as strong a balance sheet as anyone could find with a land trust. Neil and John recapped the Restricted Funds and Cash Investments (attached). \$22,500 is the Colorado Historical Society's portion of the historical grant. Neil reported that the location of our cash investments has not changed because of current low interest rates. In order to get a better interest rate, financial institutions want a 24-month commitment. Neil and John determined that it is not in OLT's best interest to commit our investments that far out. The temporary federal insurance program for money market funds which includes OLT's American Funds investment expires in about one year, so the Investment Committee will be looking at that. Harold moved to accept the Treasurer's Report. Doug seconded, and the motion was adopted: all in favor, none opposed, no abstentions.
- b. Stats Charts (attached) – Barb stated that Neil covered all contributions and memberships in the ED report. She mentioned that the increase in admissions for January could well be attributed to the fact that January 2009 was much milder than January 2008. The Visitors chart is included to show that numbers are up over 2007 and 2008, despite the current economic conditions. Paul asked about quota. Neil said that our daily quota is 100 adult overnight guests and about 40 day visitors. Paul said that we're running at about 25% capacity based on 4,000 capacity. Neil does not think that 'capacity' is the correct term. Capacity is different in winter vs. summer. Chris would have to respond to whether an overnight visitor is counted as 2 day visitors. The trend is limited. Amy said that as we increase amenities that we could increase our capacity in winter. Dan mentioned that we can raise rates. Neil said that we are probably turning down 40 to 50 people on summer weekends. Mike suggested an analysis of our capacity vs. where we are at any given time. John said he would take on that analysis.

X. Committee reports

- a. Board Development

- i. General Report – Dan and Amy met with Ed S., ED of Wildlands Restoration. He expressed an interest in being on the Board in the future. Dan mentioned the Board wanting to hold a position open for gender diversity. Dan plans to connect Lea B. and Ed to coordinate a volunteer program. Dan discussed possible committee members going forward. Paul asked what the expectation is for Board members’ participation on committees. Dan said that there is nothing formal other than that each Board member serves on at least one committee.
- b. Resource Development
 - i. General Report – Paul reported that the committee has regular monthly meetings. John L. has joined the committee. The raffle is one of the committee’s core fundraising projects. A new venue is the FiBARK festival where we will be selling raffle tickets. Calendars with photos by John L. will be available for sale in May. The Change 4 Conservation program is a partnership between businesses and patrons whereby patrons donate 1% of their purchases to OLT. Barb will report back to the committee at its May meeting after which the RDC may recommend that OLT go forward with this program. RDC is looking at other fundraising opportunities as well. Amy will be included in the RDC email distribution list. John suggested targeting fundraising for certain projects or funds.
- c. Land Management Plan
 - i. General Report – Doug received bids for surveying the Valley View Hot Springs property. Doug wants a decision soon on which surveyor OLT will hire because weather is improving. Dan spoke to TNC and will report under new business. Barb resigned from the committee. The committee needs either staff or volunteers for BDRs on existing and future properties, monitoring, inspections, and management plans. The committee is aware of resources for these projects. Amy recommends that a paid person coordinate the effort, although volunteers could do the actual work. Amy suggests moving forward with the survey before the BDR. Harold moved that the Board empower Doug to contract with Robert Biglow to complete the survey on the 350 acres to be donated that contains the hydroelectric plant, Valley View Hot Springs and the land in between at the earliest appropriate time. Mike seconded, and the motion was adopted: all in favor, none opposed, no abstentions. Amy requested that Doug obtain a contract and Amy will review it.

Neil wants to be sure that the land that is being looked at for the astronomy pad is on OLT property.
 - ii. Fire management plan/Wildfire mitigation – Kai wanted to have a draft plan for this meeting; he needs to write it up. Kai thanked Neil for putting volunteers to work to clean up debris and also for limiting campfire locations.
 - iii. Update: Oil & Gas Drilling – Baca Nat’l Wildlife Refuge, SLV mineral leases – Kai reported that there has been a court injunction that slowed the drilling. Lexam cannot engage in any activities until July 1, 2009 because of the lawsuit over the NEPA that US Fish & Wildlife prepared. There will probably be a decision by July 1 on whether USF&W did the NEPA properly. Amy has read articles about this and is familiar with the NEPA process.

BLM suspended any additional leases until they update their management plan from about 1991. This included about 30,000 acres in the Rio Grande National Forest. BLM also released their final study on geothermal leasing in the San Luis Valley. Neil is going to look over BLM's GIS to see where OLT fits into it.

Kai reported that a geothermal project near Waunita Hot Springs Ranch has come up. Neil reported that Mt. Princeton HS is planning to drill deep enough to produce electricity.

d. Land Action

- i. General Report – Kai reported that the committee has not met. There is no news since completion of the Strategic Conservation Plan. Kai suggested that conversations about land projects go through the committee. The committee needs board members. Potential projects that will be discussed later will affect our budget in the next 12 to 18 months.

e. Investment

- i. General Report – John mentioned endowment, operating, and banking relations to be discussed. OLT had no equities in the market during its downturn, so all of our capital has been preserved. The committee thinks it's time to invest in equities and John will prepare a letter to Charles Ready to that effect. There is \$30,000 in the endowment fund to invest, and \$130,000 in money markets. Major changes are going on in banking, including credit unions. We must be careful of our investment choices. With many projects coming up, the investment committee will be responding to those requests. John isn't sure we've seen the bottom of the market yet.

f. Visitor Experience

- i. General Report – Mike gave a presentation using a slide show on the following projects:
 1. Steam Sauna – Best guess for cost is under \$20,000; 2 locations are being considered; location is yet undetermined. Power usage could peak out at 5 kw, with an estimate of about 2 kw. It is believed that restricted donations for this project are probable because of the nostalgic reference.
 2. Telescope Pad – Astronomy program has been ongoing at OLT for the past two years. The VEC thinks that total costs are estimated to be \$24,000, including a roll-off building and assembling of the building, excluding the laying of the pad. This assumes a significant volunteer effort. Maintenance costs and efforts have not been discussed. Several telescopes could be used at any one time to include the scopes already owned by OLT. Power requirements would be 1 kw or less. Current usage for all power is 50 to 70 kw. Funding could include partnering with astronomy groups, OLT funding, grants, and donations. A 20" telescope is on par with a university telescope. This could attract astronomy organization sky parties in off-season.
 3. Community Building – At this point in the analysis, the committee is looking at an 8,900 sq. ft. building professionally designed, engineered, and built for an occupancy of 100 and a budget of \$1.47 million. An increase of about \$180,000 would be required to increase the occupancy to 150. This is the first draft of the white paper document. The budget 2nd draft dated 4/16/09 included in the white paper reflects minimum figures and

includes some in-house and possibly volunteer labor. It includes a professional contractor and a building built to a high level of quality. Amy suggested not building out the two separate flex rooms. Scott indicated that the cost savings would be pretty small. The committee thought that the 150 person capacity was looking toward the future, that 100 capacity may be too small, and we may regret it in the future. Neil has a 2003 bid for a separate pre-fabricated maintenance barn for a fire truck, recycling center, and trash, protected from bears on the south end of the property. Dan suggested it makes sense to separate those uses from the visitors' center. The maintenance barn would be 90% below grade with only the doors being visible. Neil said that living quarters could be built on the back end or on top of the maintenance barn. Drop the budget \$56,000 because the parking would be part of the maintenance barn. The Commons Building must be built with geothermal heating in mind which will affect the plan and cost. The 2,000 sq. ft. is really for 100 people. Future does not imply expansion of the current facilities or increase in current quota.

Dan suggests that unless there are objections, the maintenance barn be a separate building and that Neil get updated bids. This needs to move up the ladder of priorities. Neil stated that workspace is currently limited. Dan suggested that Neil work with Sid and Amy to get bids and move forward with this project. Neil suggested to John that we look into funding these projects so we can move forward with them. The building would be about 50' X 100' without the maintenance barn with a capacity of 100 people.

Dan suggested that the astronomy platform be fast-tracked to bring to the Board before the July meeting with some more actual numbers for budgeting purposes. Harold would like to discuss this as part of the entire Village Master Development Plan and other land projects. Dan suggested continuing the discussion on email followed by a May telephone conference meeting. It was suggested that Neil, John, and Amy put their heads together to get more definite figures for potential projects, including the wastewater treatment plan.

Scott would like a decision from the board to move forward expeditiously with the Commons Building project because it is a long lead time.

- ii. Village Development Plan – Scott would like a decision on the master site plan. Scott will be down in the next couple of weeks to walk the grounds with Neil to put together a master site plan. There is not any site plan now in existence.

The meeting recessed at 12:04 pm. The meeting resumed at 1:00 pm.

Questions/comments from guests – Dan welcomed Annie P. Bill G. complimented the Board on its organization, and said he was impressed with the skill level.

Business

XI. Unfinished Business

- a. Jeff J., Land Conservation Specialist candidate. Jeff could help OLT with baselines, CEs, restoration and trail projects – Jeff joined the meeting by phone. Jeff is with CSU with the collaborative conservation program. He is currently helping the Colorado Cattlemen’s Agricultural Land Trust with BDRs. He is a former ED of Legacy Land Trust. He has worked with RiGHT. Jeff could assist with State certification. He was involved in a trial run for State certification for the Div. of Real Estate. OLT needs one baseline amended for the Orient Mine and two baselines created, one for Everson Ranch and one for the Valley View Hot Springs property. Doug and Amy would coordinate that process. Amy said we envision hiring someone to coordinate and supervise volunteers to perform the baseline work. Jeff could help us set up templates in line with IRS regs. and LTA S&Ps. A standard baseline costs about \$7500. That is not necessarily what he’s looking for; he suggests an hourly wage. Jeff is definitely willing to work for OLT with volunteers. Jeff is available to help us on a contract, hourly, or part-time basis. Jeff has visited here before. Jeff left the meeting.
- b. Update: Credit card security compliance – Dan stated that there are two issues: 1) security compliance regarding not having credit card numbers available in writing or elsewhere where staff or others could see them; and 2) credit card encryption in the database whereby no one can see credit card numbers in the database. Terry reported that Neil has now blocked the ‘V’ code in database client records, so they do not appear. OLT has changed credit card processors. OLT has not been audited for a ‘seal of approval’. However, OLT does not do direct online credit card transactions.
- c. Computer Update: Status of functionality – Neil reported that we go a week or two with no problems, then we have a string of problems. It is the same problem that occurs when a document is being saved. No data is lost. OLT can work with Ewan after 10 pm some evening. Ewan has not yet been able to identify this particular problem. One thing at a time is being tried to resolve the problem. All other functions seem to be running fine. Dan said that functionality is vastly improved since last fall. There are other issues not related to functionality to improve the computer set-up.
- d. Donation Update: Valley View Village – Neil believes that The Nature Conservancy (TNC), if it holds a conservation easement on this property, would direct priorities in preparation for their holding a conservation easement. The donation could happen before the CE, the CE and donation could occur simultaneously, or the CE could happen before the donation. Timing for TNC is perhaps between 9 and 12 months. The survey and baseline must be completed before a CE.
- e. Update: “Shovel-ready” plans, funding/volunteers – Kai can speak about the Gunnison Nat’l. Forest but not about BLM or the Rio Grande Nat’l. Forest here. Gunnison Nat’l. Forest received \$1.2 M for facilities related projects on the national forest. The trails portion of the grant was not funded. High unemployment areas and fires and fuels projects were the focus of funding. Kai suggested contacting the Rio Grande Nat’l. Forest to find out what funds they received for what projects. The Youth Conservation Corps received a huge amount of funds. Saguache County has a large amount of public land. PILT payments rate increased, so Saguache County received about \$3M as a result. Neil will be on the committee for the County to make a recommendation as to how that money will be spent. Those funds are available for conservation, fire mitigation, and alternative energy. Some funds may be available for the wastewater treatment plant.

- f. Telescope pad & equipment purchase – Scott will put together a visual site plan after he has done a walk-through with Neil. He'll put it together with the Master Development Plan, budgets, and descriptions, and bring this back to the Board for consideration and approval. All of this information must be looked at concurrently along with other budget considerations.

Funding is in place for the pipe storage building and restroom at the bat cave. Dan said he thinks it is the sense of the board that these are priorities. The wastewater treatment plant is in process as well.

Dan brought up the issue of Scott's ethics/conflict of interest. The first step is discussion, site development on a volunteer basis. When Scott gets to design sketches, he proposes an hourly charge for his and his staff's professional services at his non-profit rate because he'll involve his office staff and needs to cover his costs.

Amy has reviewed Scott's ethics/conflict of interest letter. Paul suggested the board needs to put this out for competitive bids at the appropriate time. Harold brought up that decisions leading up to determining whether to hire Scott or not is a gray area, and it needs to be determined whether Scott should be included in the discussions because of a potential conflict of interest. Scott and Amy will work on this.

Dan stated that the Master Development Plan is a list that came out of the visioning session. Amy suggested that volunteers could be used to do some of the items for 2009. The VEC wanted the pipe pool stabilized on the north side. We need a system from committee to getting the project completed. Scott said that the purpose of the Development Plan is to have a schedule and system by which a project is handed off to the Project or Facilities Mgr. Amy said we need a timetable similar to a construction project. Amy suggested she, Neil, Sid, and Dan put together a work plan. John suggested the ED with her staff put together a work plan. Kai does not want to see the board involved in day-to-day maintenance projects. Amy is happy to take that on. Location of new buildings/items should be part of a master development plan, e.g., outside shower at the pool. Harold would like good consensus by July. The Board would set priorities for capital improvement projects. Maintenance issues need not wait for a site plan.

Scott would take a week or two after the walk-through to prepare a site plan and be ready in one month to bring it back to the Board. Doug suggested, for example, with the steam sauna, that we see where we are in July. It was suggested that we tighten up estimated costs on these projects.

- g. Update: Reservoir – Dan reported that the comment/objection period on our Amended Application for water storage right, surface water right, change of water right and approval of plan for augmentation ended March 31, 2009. Ridgely objected to OLT's moving the reservoir. A referee from the State Dept. of Natural Resources must eventually rule on an objection if it is not earlier withdrawn. Amy, Dan and our water attorneys will conference to bring Amy up to speed with current legal issues. OLT cannot do any physical work until the objection is resolved. Neil gave an estimated cost of about \$20,000 for the reservoir work, which he had received from a contractor. Neil did not respond to the question of a timeline for resolution of this issue. OLT's water attorney will contact Ridgely.

- h. Permanent campground by reservoir – Dan said that quota as it impacted both the hot springs and the reservoir would be a staff discussion. John suggested waiting to make a decision about the campground until we have a resolution on the reservoir. Doug said we need to review the Ranch Management Plan. Neil said that we could have camping there now. It's a matter of management of volunteers in connection with their use of the hot springs facilities. If we're talking about visitors paying to camp at the Ranch, that's another consideration and should be looked at with the Management Plan. Neil is concerned that human activity may negatively impact the wildlife in the area. There is an NRCS project in which we can plant native grass on the slopes.
- i. History Grant: research, stipend – Terry reported that OLT staff is making good progress on the research to proceed on the brochures and signs. Lisa has started working with archivists in Denver. Payment to staff as part of this grant is part of OLT's matching funds for the grant. John stated that we are not using Colorado College students at this time. The end product will be interpretive signs and a brochure for a walking tour.
- j. Wastewater Treatment: estimates, funding plans – Neil reported that he and Amy have been working with Briliam Engineering. They have come up with detailed time and expenses and a description of work. Costs are \$25,240 for preliminary design work to get our application to the State and a grant application due 5/18/09. OLT would have to provide a 50% match to any grant funds. A Conservation Innovation Grant could be up to \$75,000. This does not include the building phase. Briliam wants a \$5,000 retainer. Briliam sent a copy of their general contract to Neil, and Amy and Neil have reviewed the contract. After Briliam receives permitting approval, they can do blueprints that must be approved by the State. They can proceed after they receive State approval. Grant funding would be by Sept. 30, 2009. None of the \$25,240 is reimbursable from the grant.

The effluent area is closed in and can never have human contact. This area is closer to ranch than to the hot springs. We would be exempt from ammonia regulations. We must pipe effluent to the ground where we grow something. We must use effluent in transeaporation for growing plants. This system is used on golf courses. Mike asked about a timeline. Neil did not give a timeline. Neil said we pollute 2 million gallons per year through wastewater.

At a minimum we have \$50,000 allocated in the budget for a wastewater treatment plant. Harold moved that we authorize the expenditure of \$25,240 to hire Briliam Engineering for the engineering phase of the wastewater treatment plant. Doug seconded, and the motion was adopted: all in favor, none opposed, no abstentions.

- k. Review Susman contract/payments – John reported that we have a future commitment with a donor in which OLT agreed to pay that donor \$88,000 after 5 years for acreage that is being held in trust for OLT. John suggested that OLT release \$30,000 to Susman at this time if we are exceeding budget as of 9/1/09. John thinks that if we were to exchange consideration to Susman through a land sale contract at this time, we may establish another standard for appraisals. Kai suggested that we put this aside until we come out of Executive Session. John agreed. Neil said we have reserved 100% of the amount due Susman under this contract.

1. Bylaw and Policy Changes – Harold moved that the Board approve the proposed Bylaw and policy amendments as per the suggested motions on p. 19 of the board packet. Doug seconded, and the motion was approved: all in favor, none opposed, no abstentions.

XII. New Business

- a. Advisory appointments to board: Annie P., Kirk N., Don and Kathy G., Neil S. – Dan suggested these appointments be made. Annie accepted her appointment. John moved to approve the appointments of Annie P., Kirk N., Don and Kathy G., and Neil S. as non-voting advisory board members. Doug seconded, and the motion was adopted: all in favor, none opposed, no abstentions.
- b. Election of President – Harold moved to elect Amy T. as President of Orient Land Trust until the next annual board meeting or until her successor has been elected and qualified. Mike seconded, and the motion was adopted: all in favor, none opposed, no abstentions.
- c. Tech Task Force: technology/software review – Dan recommended that Amy, John L., Paul and Chris M. compose the task force and rely heavily on input from Neil, Ewan, and Mike B.. Dan envisions the task force will look at 1) evaluating OLT's current computer system, maintenance, and IT needs going forward; 2) determining whether OLT wants to continue to use the custom database or switch to 'boxed' software; 3) credit card encryption in the database; 4) ORS reevaluation; 5) reengaging Chris or hiring another consultant for the database, either volunteer or paid; and 6) one OLT point person as the contact for the database. Mike suggested the task force also be involved in selecting consultants. Amy and Neil are already working on an IT person job description. Paul asked: What is the plan? What are our needs? What are our future goals? Amy would like to see the website revamped. Amy sees the task force assisting with the format of the website. John feels this falls under the Executive Director, and that she would report to the Board on the task force's findings. Amy agreed and will create such a task force.
- d. Work Session/Retreat for Board/Staff in 2009 – Ed S., Director of Wildlands Restoration, discussed his experience with Board retreats. They have monthly board meetings. They have annual board retreats to get away from the usual business, go to another location, have an outside facilitator, and focus usually on longer term strategic planning, getting recharged, looking at core values, and reflecting on board processes and evaluating the board's accomplishments. It's an opportunity to think out of the box. Their goal is to produce a specific product from the retreat. He's found them very beneficial. Also, the retreat builds cohesion and a sense of community on the board. Retreats have included defining core values, strategic planning, looking at processes, for example, how committees function and improving committee structure. They do not get into the minutia that is covered at board meetings. Getting off-site has value. It is a time for big picture, strategic thinking. It's very important to have a facilitator. Dan said the Board Development Committee will look into this.
- e. State certification/LTA accreditation (timeline/budget) – Barb highlighted items from her report and changed her recommendation for the timing of OLT's application for LTA Accreditation to January 2011 for pre-application. Dan estimated an additional \$5,000 for Secretary time for the State certification process based on Barb's estimate of hours required. He thought that this could come out of the current budget without

additional Board approval as there are unused funds in the budget allocated for Personnel because OLT had not hired a new Executive Director during the first quarter of 2009. Amy and Barb will coordinate this, and Amy will report to the Board on their progress.

- f. Nature Conservancy collaboration/easement – Dan reported that this could happen in 2009. If this happens, we don't need to renew the lease between OLT and the Seitzes. We could put together a letter agreement with Seitzes to give them comfort that an easement is going to be in place at the time of closing of the donation transaction. Dan has been meeting with TNC. TNC is looking at our information. Andy Jamano, TNC's attorney, will be looking at the Mine. Once Andy reviews the documents, he'll say yes or no to the process. If he says yes, the TNC representative from Crestone will do a site visit to the Mine. If we pass that step, the TNC staff goes to the Colorado Chapter of TNC in early June to recommend that they proceed with this project with us. If the TNC Board approves it, it will be full steam ahead. TNC's next meeting isn't until Sept. BDRs would come after a board meeting in which the TNC board approves proceeding with the transaction. TNC may want a BDR before June. TNC has resources and protocols for BDRs. The third party easement would be for all properties. Once the easement occurs, TNC will want to see one BDR. Existing BDRs will not have to be rewritten, but rather folded into one BDR. Building envelopes would be carved out.

TNC's monitoring process and easement restrictions will affect our ongoing BDR policies. Dan will provide Amy TNC's CE checklist. TNC wants OLT to do BDRs. OLT funds monitoring while TNC is responsible for it. TNC gave a ballpark figure of \$15,000 to do the CE. By comparison, RiGHT charges \$35,000 to do a CE. Neil said that RiGHT's charges include some monitoring costs. Amy thinks there is some negotiating room regarding TNC's costs. Neil and Terry are comfortable with the process thus far and the potential partnering with TNC. TNC will look at our leases on State land. Neil states that there are no guarantees with respect to oil and gas and geothermal development. Neil stated that the road that comes into OLT is of unknown rights. Neil said that the federal government, the state, and the County all have a say about the road.

Dan stated that once the donation is complete, all water rights will be consolidated. Seitzes reserved the mineral rights on the Mine. TNC will want some assurance that the mineral rights will eventually be transferred to OLT.

Amy doesn't think it's realistic to make the TNC's June board meeting. However, TNC is optimistic that this can be accomplished by the time OLT wants to close on the donation transaction.

TNC is very excited about the bats, Rio Grande chub and some plants at the hot springs. Their scientists probably want to do further research on the property.

Neil mentioned exploring the value of the CE in terms of the Seitz's donation and the value that OLT would be giving up. Seitzes may look into a tax credit.

Dan will provide to Amy all information that OLT has sent to TNC.

Barb updated the Board about possible collaboration with the Baca Land Trust.

- g. Transition team process – Harold is prepared to withdraw this item from the Agenda, depending on whether Amy feels it is necessary. Amy doesn't feel this is necessary or that there is any added value in having Doug assist during this transition process. Doug thought one reason for the process was to keep the Board informed. Dan deferred to Amy.
- h. Restricted donations – Terry added up the projects on the 2009 Master Development Plan list, which totaled \$350,000. She does not think OLT can fund these projects from visitor fees. Membership/donations are about \$150,000 per year. Amy suggested that we could leverage, for example, funds from the land conservation fund, for a specific project. John has trouble looking at the donations in discrete one year increments. Neil said that we got behind in village improvements because funds were used for the purchase of Everson Ranch. Funds that were given to us in the past have been given with the understanding that 100% of unrestricted donations go to land conservation. Kai suggested that a certain percentage of visitor fees go to land conservation, so that we don't short our land conservation funding. Could we do that as step 2? John stated that we are diverting \$6,000/month into a capital improvements fund. The proposed written motion in the packet is giving donors a little more choice. Harold doesn't think that the motion changes anything with our donors except the transparency to our donors. Dan suggested that Amy take the discussion and proposed motion with a recommendation to the Board at the next meeting. Amy thinks the proposed motion subdivides or dilutes the donations for land conservation. Amy sees separate fundraising for specific projects such as Commons Building or astronomy.

John considers the improvement projects important for our infrastructure. Kai discussed creating a land conservation fund so that we don't dilute the income that is now coming in for land conservation. If donors are given a choice, then donations will be diluted. Mike suggested we delay this. Dan again suggested Amy discuss this with the founders, board members, and bring a recommendation to the Board. By the July board meeting, staff must have a recommendation to the Board regarding any price increase. Neil recommended a price increase. Paul stated on behalf of the RDC that if there is going to be a price increase, consider a price break for members.

- XIII. Executive Session - The regular Board meeting adjourned at 4:22 PM and, following a break, the Board convened in Executive Session at 4:44 PM. Executive session adjourned at 5:53 PM, and the regular board meeting reconvened.

John moved to authorize the ED at her discretion to release \$30,000 in restricted funds to Susman towards the purchase of the 160 ac. parcel. Mike seconded, and the motion was approved, all in favor, none opposed, no abstentions.

John moved that the Board approve draft 5 of the Facilities Mgr. and Project Mgr. job descriptions. Doug seconded, and the motion was approved, all in favor, none opposed, no abstentions.

- XIV. Announcements
 - a. Dan confirmed the evening gathering of the Board and Neil Saturday (tonight) at 7:00 PM.
 - b. Dan confirmed the next meeting date – Saturday, July 18, 2009 at 9:00 AM at Seitz residence, including a 2-hour lunch at the Pavilion.

The meeting was adjourned at 6:00 PM.

Submitted by:

Approved by:

_____/_____
Barbara T., Secretary Date

_____/_____
Dan J., Chairperson Date

Guests: Terry S., Sam D., Susan S., Bill G. (NRCS Chaffee County), and Ed S. joined the meeting at 10:25 am. Annie P. joined the meeting at 1:00 pm. Susan, Sam, and Ed left the meeting before 1 pm. Annie departed at 3:25 pm. 3:55 pm Ed rejoined the meeting.