

ORIENT LAND TRUST (OLT) BOARD OF DIRECTORS ANNUAL MEETING
SEITZ RESIDENCE ADJACENT TO THE OLT WELCOME CENTER
SATURDAY, JULY 17, 2010

MINUTES

- I. Record Attendance –**Those present - Board:** Doug Bishop, Mike Blevins, John Eiseman, Dan Jones, Harold Pratt, Marilyn Sherbring, Paul Zoric. **Staff:** Barbara Tidd, Sid C., John L. Terry Seitz joined the meeting at 9:35 AM and was in and out during the meeting. Neil Seitz joined the meeting at 9:50 AM. **Guests:** Suzanne Ewy, Annie P., Bill S., Lisa G., Keno M., Radar B. Annie departed at noon. Radar departed at 3 PM.
- II. Meeting Call to Order – Dan called the meeting to order at 9:10 AM.
- III. Changes to Agenda – Annie asked about the item re: approaches to fundraising, item XVI.C. on the agenda and wondered if it related to the Resource Development Committee (RDC). Dan said that it may ultimately filter to the RDC, but at this point it does not. Dan made the following changes to the Agenda:
 - (a) Delete XV. B. i. Sauna & Clothing per Keno with Dan’s apologies, to be taken up with Suzanne
 - (b) Replace with XV. B. i. Naturist Freedom Affirmation
 - (c) Add XV. E. Vendor Fee Discussion
- IV. Approve Special Session Meeting Minutes from June 4, 2010 – Doug moved to approve these minutes. John E. seconded, and the motion was adopted: all in favor, none opposed, no abstentions.
- V. Questions/Comments from Guests – Dan welcomed guests and introduced Suzanne who will start as OLT’s new Executive Director as of August 1, 2010. The Board asked guests to limit comments to 1 or 2 minutes and during comment periods only. Today, there are two hours to informally talk with the Board during lunch at the Pavilion. Keno said it’s hard to comment on items for today’s meeting because it’s unknown what will be said. Harold clarified that in any public meeting, we want to hear what the public has to say about specific items. The Board does not want to engage in debate or discussion with the public during its deliberation of an item. The purpose is to keep the meeting more business-like. Annie wants to thank the Board for putting up with the discussion in the past. Harold said we could have another comment section immediately after lunch, which we’ve done in the past. John E. said the Board found it was becoming ineffective because of public comments during Board discussion. Annie said this may encourage the public to do its homework before the meeting. Dan mentioned the Member Advocate position that Suzanne will pick up on. Guests introduced themselves.
- VI. Election of Directors – Dan passed the gavel to Barb for the election of directors because he is one whose term expires at this meeting. Barb stated that the Board Development Committee (BDC) at its July 2, 2010 meeting had discussed the renewal of the terms of current directors Harold Pratt, Dan Jones, and Mike Blevins whose terms expire at this meeting. The BDC recommended that each of these directors be reelected to the board for an additional three-year term. Paul moved to reelect Harold, Dan, and Mike each for another three-year term. Marilyn seconded the motion. Barb clarified that there are 2 additional vacancies on the Board. There was no further discussion, and the motion was adopted: all in favor, none opposed, no abstentions.

VII. Election of Officers – Barb stated that the BDC recommended the following slate of officers for reelection to their respective positions: Dan as President and Chair, Mike as Vice Chair, and John E. as Treasurer. Barb asked if there were any other nominations for any of these offices. There being no further nominations, Barb asked for a motion to approve this slate as recommended by the BDC. Harold moved that this slate of officers for the offices of Chair, Vice Chair, and Treasurer as presented by the BDC be accepted. Doug seconded the motion. The motion was adopted: all in favor, none opposed, no abstentions.

Dan resumed his position as chair of the meeting and stated that the BDC had recommended Barb for the position of Secretary. John E. moved that Barb be reelected as Secretary. Marilyn seconded the motion. The motion was adopted: all in favor, none opposed, no abstentions.

VIII. Land Conservation Specialist Report – Dan introduced the LCS report. Mike asked what is the next step for the kiosk near the Orient Mine. The kiosk is up but has no information on it. Amy will be meeting with Suzanne Aug. 1; it will be a top priority. Dan thinks that signage will go in by September. Amy has been handling the project and signage information. Doug said that there are signs that are ready that will be placed along the trail before the kiosk. It is understood that bat tours offered from the Welcome Center will continue. Doug said that there will be a learning curve to educate people that if they're not coming to the hot springs, they may go to the bat cave by turning off CR GG before CR 65. There are details that staff will work out. DOW bat guides will be camped by the toilet along the trail to the bat cave. Paul mentioned that the bats were featured on 9 NEWS on July 15. John E. briefly explained to the public what OLT is doing with DOW by granting DOW the access and conservation easements. DOW is paying OLT \$5,000 for the access easement, which will go into OLT's land conservation fund. Reimbursement from DOW to OLT for the bat guides is separate from the \$5,000 that DOW is paying OLT for the access easement.

IX. Board Chair Report – Dan expressed his thanks to Amy for doing the TNC and DOW easements. Dan will be signing DOW documents before lunch today. Dan thanked Neil and Terry for years of hosting board meetings. Dan apologized to the Board for being lax about communication about the reservoir cost overruns. Dan thanked Harold for his tremendous help.

X. Secretary's Report/Correspondence – Barb referred to the correspondence in the packet: a follow-up email from the Board Chair relating to the petition to the Board, an email from a member and a Board member's response, and a thank you letter from Colorado Water Trust to the Board for OLT's donation to its silent auction fundraiser. She also mentioned a thank you note received yesterday from the Town of Saguache for OLT's donation towards the Town's purchase of an old reservoir site for a recreational facility.

Barb also reported that she reviewed with Terry the unused check supply for OLT's operating, raffle, land conservation, and stewardship, monitoring and legal defense fund accounts. All checks were accounted for. John E. asked Terry if our budget sufficiently supports our community support. Terry feels our budget does support it, and we've kept our support at approximately the same level over the years. Terry said it's under the Expense line item: grants and allocations. John E. said that in order to be a good citizen and further our mission, it's important that we continue to do this. John E. said we pay

real property taxes as part of our civic duty for Saguache County, although we're not required to. Don said that Saguache County is the poorest county in the state and 14th poorest county in the nation.

XI. Treasurer's Report

A. Income Statements, Balance Sheet, Cash Flow Statement - John said we are close to budget through June. We've had unexpected expenses. We're a \$4 MIL organization with \$144,000 of debt. Visitor Services revenue is about \$18,000 above budget due to the rate increase. There is \$12,500 in income (from a government grant) that was already recognized in 2009 after the 2010 budget was approved. Gross profit is still about \$6,000 over budget for Visitor Services, even taking this \$12,500 into consideration. We're in a period of observing whether prices are too high and if they're affecting donations or if it's a factor of the current economic times. Donations are about \$13,000 under our Land Conservation budget. We often have donation cycles, so we aren't concerned about this yet. Village improvements include tree planting, lumber for massage deck, which John E. directed Terry to move to new construction; ranch improvements include some in anticipation of Suzanne's moving into the Ranch house; new construction has been delayed because of reservoir work; occupancy expenses includes a \$6,000 premium adjustment based on an audit of last year's insurance that we had to pay in March and that was not budgeted. We're running at about a 3% variance to our budget.

Land conservation: Ranch Improvements reflect overruns on the reservoir. Terry said most of the expense occurred by the end of June. Harold said the important question is how much remains to be paid. John E. estimates another \$20,000. Terry said about an additional \$17,000 in expenses have come in since the end of June, which Dan said includes bentonite, but not remediation. We moved about \$90,000 from the Visitor Services account to the Land Conservation account to cover our land conservation expenses. The additional shortfall in the Visitor Services account is because the Land Conservation fund has not repaid Visitor Services for the amount that was loaned to Land Conservation related to previous land transactions. John E. said we're doing all right; we knew it would be a lean year. We have another \$17,000 of unexpected expenses (for the reservoir). John E. said that there is a proposed policy (later in the meeting) whereby the Executive Director will bring to the Board's attention budget overruns.

We're down about \$100,000 in cash/cash equivalents, part is budgeted and part is because of budget overruns. We're entering our heavy inflow cash months. We can expect \$110K net cash inflow in July and Aug. out of \$145K needed, based on 2008 and 2009 income; in Sept., probably another \$30K; and in Oct. probably another \$20K. We can anticipate \$30K excess including Sept. and Oct., can still do our massage deck with a ramp making it ADA accessible. For 2011, we can look at an ADA bathroom and make progress on the steam sauna, but we will not have \$50,000 in reserve for septic improvements as anticipated because the new reservoir has eaten up this reserve. Neil said we tend to get a lot of donations in December that will go into the Land Conservation fund. Harold is concerned about whether we have good hard solid estimates/bids for construction costs for the steam sauna, massage deck, and ADA bath. John E. said we need to have hard bids for these. Mike asked how hard is the estimate for the restoration of the old reservoir. Sid said we got hard bids on the new reservoir. Amy removed the bentonite from the bids because of the cost; we were supposed to obtain and haul it ourselves. Ultimately, we had to have someone

haul this for us – 300 yds. at \$55/yd., for which we had not budgeted. If we hadn't used the bentonite, the reservoir would not have held water. The \$30,000 cost was with no bentonite, no hauling, and no rock. We did save ourselves \$10,000. The new reservoir is beautiful and fulfills part of our land conservation goals. There is not yet a bid in place for the restoration of the old reservoir. The budget for the remediation has been used up by the bentonite. The priority now is to drill grass seed into the dike; Gerald Gray will do this. We must leave the old reservoir in place to irrigate the new grass seed until it's established. Fish must be moved at a certain time in the fall. We must let the old reservoir dry for about a month. Suzanne will pick up on the old reservoir remediation project.

Marilyn moved to approve the Treasurer's report. Paul seconded, and the motion carried: all in favor, none opposed, no abstentions.

- B. Update on 2010 budget - Dan and John E. agreed that this has been covered. John E. said variances will work themselves out. Dan confirmed that we have the option to delay the steam facility if needed to stay on budget. Doug questioned the priority of the steam sauna over the wastewater treatment plant. Dan said this will be discussed in our strategic planning session. Harold said priorities ought to come out of that.
- C. Stats Charts - Barb highlighted that revenue is up, visitors and donations are down. Donation solicitation letters last went out March 25, 2010. John L. said that we lowered quota from last year by about 5 people/night. Quota is where it was in 2008. John L. said the 3 weeks of intense mosquitoes affected people leaving early and cancelling. John E. said we owe a duty to our petitioners as to whether our prices are too high. John E. will continue to look at that. Paul offered that RDC could look at that as well.

XII. Committee Reports

Formalize temporary merging of LAC and LMP – Dan proposed that we formally combine these two committees to put the resources of both committees together to make a stronger committee. Paul suggested a joint meeting between the committees. Dan suggested that we just call it the LAC/LMP and Doug and Marilyn be co-chairs.

Marilyn moved to combine the Land Action (LAC) and the Land Management Plan (LMP) committees into one committee that can be undone later. Doug seconded, and the motion carried: all in favor, none opposed, no abstentions.

- A. Board Development (BDC) – Dan reported that the BDC worked on elections and comprehensive bylaw review. Harold is working on the ED review process in the BDC. The BDC is implementing the board development strategy that was approved in April 2010.
 - i. Position description update - Harold suggested adding the one sentence to the Board of Directors Position Description as shown in the Board meeting packet at p. 40.

John E. moved to approve the Board of Directors Position Description as amended on pp. 40-41 of the Board meeting packet. Mike seconded, and the motion carried: all in favor, none opposed, no abstentions.

- ii. Harold as chair - Harold has volunteered to take over chairing the BDC. Dan will continue to do some of the paperwork to support Harold.

Paul moved to approve Harold as chair of the Board Development Committee. John E. seconded, and the motion carried: all in favor, none opposed, no abstentions.

John E. brought up the two openings on the board, that the Board would like a local rancher on the Board. John E. asked whether this is a good time to open up the Board. Mike had inquiries from about 4 people who were interested in possibly serving on the Board. He referred them to the website. Harold said the general procedure is to look at the type of persons to build a profile. What kind of a person do we want in this role? Then seek those who would fill those profiles. It is important that the people meet the needs of the organization. The grid for the Board to fill out will show the ideal profile of board members we seek based on strengths and weaknesses that show up. John E. said we need disunity on the Board. Harold said we need people who understand and support the mission and goals of the organization, then go for diversity. Dan pointed out an article titled, Growing Strong Boards, in the current Land Trust Alliance magazine, *Saving Land*. Dan read from the article.

- B. Investment – John has held discussions with Harold and staff. Stocks have been volatile; we’ve stayed very short, conservative, in low yielding money market accounts and CDs. Endowment fund is invested. Other investments are short-term. John E. doesn’t see any change in this strategy until we see a change in the economy.
- C. Land Action (LAC) – Marilyn has nothing to report; the LAC has taken no action. She’ll get with Doug.
- D. Land Management – Doug said he knows they have work to do; put work in front of them, and they’ll get on it.
- E. Resource Development – Paul reported that the auction is up and running and has items valued at about \$16,000. Target = \$20,000. Return is about 25-35%. We’ll be doing the Crestone Music Festival with volunteers in the OLT booth. RDC is meeting next in Aug. Terry asked that any volunteers for the booth contact her. John L. said the laser light show fell through so OLT will obviously not be a sponsor. Paul has suggested that Deb Hoffman might be able to chair the committee. Harold moved to appoint Deb H. as chair of the RDC depending on her accepting the position. Paul seconded, and the motion carried: all in favor, none opposed, no abstentions.
- F. Steam Room – Mike said some progress has been delayed because it is unknown whether the project will start this year. He and others have done some research to find the optimum heater to generate the maximum amount of steam. Tara has found an expert who is modifying existing hot rock heaters to provide up to 55% steam. Mike reported that Neil came up with a possible short-term solution. Neil indicated that the existing dry sauna heater is near the end of its life, and for about \$4,000, we could replace the existing dry sauna heater with a hot rocks wet heater and make the current dry sauna a part-time wet sauna. Excess water would flow into the cold dip pool, which would reduce the steam. Radar said that the water will cause the steam to be on continuously. Neil

explained that it's common to have a sauna type facility in which people ladle water over rocks for a temporary burst of steam. Mike said at night with no water ladling, it would act as a dry sauna. Mike said that different facilities operate at different temperatures. The downside to the hot rocks approach is that if someone puts too much water on the rocks, it becomes cold and clammy. Marilyn is concerned about implementing a temporary solution such as this and putting off for many years the actual steam facility. John L. said we'll see what feedback we get from visitors and staff. Dan said the Board needs more information to make a decision.

XIII. Finalizing Strategic Plan –

Dan said that Suzanne will be taking the goals and fleshing out details of that with staff such as Sid. Doug sent out an email with some other items not included in the Strategic Plan in the packet.

Camp outdoor sinks are here and could be installed.

Sid said the BLM kiosk is finished; it needs signage, which we have.

Corrals at the Ranch don't have a hard deadline.

Harold facilitated the discussion to get the Board to hard decisions. Harold directed the Board to the Strategic Plan on pp. 43-45 of the Board packet. He asked the Board to focus on short-term goals for 2010 and 2011, then look at longer term goals, and then, we'll look at additional short-term goals for 2010 (see separate sheet, "Possible Short-term (8/1 to 12/1/10) Strategic Goals").

John E. – in 2010: continue to focus on Ranch to implement best ranch management practices:

1. Ranch house – make operable.
2. Outbuildings – make operable; roofs needed; roof of bunk house is okay; corral
3. Land Management Plan - update

Harold listed the items on the separate sheet of Possible Short-term (8/1 to 12/1/10) Strategic Goals referenced above and asked if this is our comprehensive list to work on in the next 20 min. Sid said landscaping can wait until winter.

Doug urged that we continue our participation in the Northern SLV Conservation Roundtable (NSLVCR). John E. concurred. John E. suggested holding additional landowner events such as what we did in 2009. John E. suggested collaborating with the Crestone Baca Land Trust for such an event.

Bill thinks that the larger community has greater sources of information for their planning issues. There is no one really good source to go to for information. In the NSLVCR, we've talked about a mechanism on how to make such information accessible to the larger community. There are great opportunities to do wide-ranging information sharing.

Additional items to be added to the separate sheet of Possible Short-term (8/1 to 12/1/10) Strategic Goals:

2010

Village

- tree removal
- back-up generator upgrade-get properly installed

Ranch

- clarify agricultural ranch lease re: cleaning of ditches; Harold suggested Memo of Understanding

Orient Mine

- History grant signage (about 40 signs) – put in place

Other

- land use policies

- attend NSLVCR meetings
 - visitor experience metric – at least design, determine how to measure
- Sid said the teepee can be set up on the ground. It's a revenue producer.
Sid said that he can finish all items on the Possible Short-term (8/1-12/1/10) Strategic Goals list in 2010.

2011

- Outreach – potential CE
- Land use information sources

Harold moved to approve the Possible Short-term (8/1-12/1/10) Strategic Goals List including items added during the meeting as shown above as goals and objectives for staff for the balance of 2010. John E. seconded the motion. Discussion ensued. Sid said that it's possible that the reclamation of the old reservoir might not occur in 2010 because of unknown factors with the reservoir, such as the time it will take for it to dry out. Mike said hard construction projects require a foundation when the ground is workable. Doug brought up the diesel back-up for the hydro. There is work to be done on the new governor and diesel back-up. Sid said we can get a shipping container for about \$2800 to \$3000. Add to the list - back-up generator for 2010 that may go into 2011. Doug moved to amend the motion to add back-up generator to the list. Harold seconded the motion, and the motion carried: all in favor, none opposed, no abstentions. The Volunteer Coordinator is ongoing, part of staff orientation and training. The main motion carried: all in favor, none opposed, no abstentions.

The Ranch corral is part of the lease. There is give and take with Suzanne to work on this project. Doug is concerned about Suzanne's time to absorb OLT.

The Strategic Plan is objectives with no action plan. By the Oct. meeting, the Board needs to make the same decisions for long-term as the Board just did for the balance of 2010. Neil asked about whether the Board would be developing broad guidelines for design and construction. Harold said we need to decide in Oct. priorities for 2011 and what can be accomplished. Between Oct. and Jan., the Board will delegate to staff to come up with an action plan, schedule, and budget for voting on in Jan. 2011. Harold suggested polling of the Board before the Oct. meeting regarding top priorities. Dan suggested Suzanne poll members by mid-Sept. for same. John E. suggested a preliminary budget in Nov. Dan asked for a working budget earlier for going into the Jan. meeting so that the budget could be approved at the Jan. meeting.

- XIV. Signing: Directors and Officers sign positive affirmation of ethics – Barb asked that each of the Board members and officers before going to lunch sign the Acknowledgment concerning legal responsibilities as directors and officers as shown on p. 49 of the meeting packet, which they did.
- XV. Unfinished Business
- A. Comprehensive Bylaw Overhaul -
- Dan introduced this item by reporting that OLT's consultant, Shannon, looked at the Bylaws from the standpoint of LTA S&Ps. Harold, Don, Neil and Barb have also looked at them. Harold has some changes to what is in the Board packet. Harold suggested that we look at 4 sections in particular. Sec. 5.6 and 5.7 are required to be part of the Bylaws according to LTA S&Ps. John E. ran through possible conflicts, private inurement to board members. Sec. 3.11 Harold recommends putting back into the bylaws the strike-out in the first sentence to ensure that the Executive Committee (EC) operates only with authority given it by the Board. Example: Harold said the Board gives the EC

authority to make a final decision on a contract. We have a budget problem, and following a meeting, authority is given to the EC to make a recommendation to full Board to resolve the issue. EC is a delegation of the Board. Sec. 3.12 Where the full board has given Dan authority to hire an ED, the Board may give authority to the EC instead. It's easier to convene than the full Board, but the EC doesn't make a decision unless it's given authority to do so by the Board.

John E. moved to approve the Amended and Restated Bylaws as recommended by the BDC and as shown in the Board meeting packet at pages 68 – 83 with the following revisions:

The first sentence of Section 3.11 Committees. shall read as follows: By one or more resolutions adopted by the vote of a majority of the directors present in person at a meeting at which a quorum is present, the board of directors may designate from among its members an executive committee and from among its members and non-members of the board of directors one or more committees, each of which, to the extent provided in the resolution establishing such committee, shall have and may exercise the powers as authorized by the board of directors, except as prohibited by the Act.

The fifth sentence of Section 3.12 Executive Committee. shall read as follows: The Executive Committee may, between regular meetings of the board, but never in substitution for such meetings, exercise the powers as authorized by the Board of Directors, except as prohibited by the Act.

Doug seconded, and the motion carried: all in favor, none opposed, no abstentions.

B. Naturism

- i. Naturist Freedom Affirmation - Dan introduced the Naturist Freedom Affirmation (p. 86 of the Board meeting packet). John E. wanted to balance our 501(c)(3) status. He wanted to be sure that we do not jeopardize our 501(c)(3) status by giving paramount focus to naturism but wanted to be sure the public understands the board's support of naturism. John E. thought it a good idea to annually renew this affirmation.

Doug moved that the Board approve the following Affirmation:

In addition to affirming the Naturist Deed Restriction which states, "this Restriction shall not be interpreted as requiring nudity of individuals on the Hot Springs Parcel," in order to protect our nonprofit 501(c)(3) status and in response to the petition presented to the board at the April 17, 2010 meeting which questioned the board's support of naturism, this board will *annually* affirm:

- naturism and nude recreation as envisioned by our Founders and practiced over a long history,
- promotion of naturism through education by newsletter articles, outreach to members and information pamphlets as well as on-site educational programs,
- that paramount is the freedom of choice and making sure that all guests are welcomed and made to feel comfortable in whatever state of dress or undress they choose to practice, and
- that in order to maintain this freedom, we will never place a requirement of clothing or nudity on anyone at any time or place at Valley View Hot Springs.

Mike seconded, and the motion carried: all in favor, none opposed, no abstentions. Harold suggested that this be widely posted.

- ii. Promotional opportunities – Dan thinks there are plenty of avenues to work collaboratively to educate people about naturism. Possibilities are: promote naturism, The Naturist Society (TNS), pamphlets, brochures of OLT, better signage, if members want to set up a booth on Saturdays to talk about naturism on OLT premises. Dan suggested Keno may want to talk to folks about naturism here through one of these avenues. Doug recalled what Terry mentioned in the April meeting that because we’re now open to the public without members only on weekends, the culture has changed. It is important to educate people about the culture of respect. New people come here every day. Neil said TNS would be happy to provide brochures, which Neil and Terry and OLT have done for years. Neil said that TNS has a set of rules that we could enforce.

Keno agrees about the change in culture. Keno said people have stopped coming here because they don’t feel comfortable. Keno suggests: 1) put ‘naturism’ in the mission statement and 2) do something simple that doesn’t affect anyone: rename the soaking pond to ‘naturist pond’. This may encourage people to try naturism. Try it for a year. It would not require naturism in the pond.

Neil said it’s important to add naturists to a growing organization, which is done by letting people try it out. People do things at their own rate. Those who are not naturists who come here are provided an opportunity to change.

Harold said that people’s comfort level can breed discrimination. We need to learn to be comfortable with those who are different. A higher value than naturism is the tolerance, acceptance, and respect for others.

- iii. Affirmation of Naturist Deed Restriction – Dan called for the question. Harold moved to approve the Resolution concerning Annual Affirmation of Deed Restriction Providing for Naturist Use of Hot Springs Parcel as shown in the Board meeting packet at p. 85. Doug seconded, and the motion carried: all in favor, none opposed, no abstentions.

- C. Site Planning – Dan began the discussion about parking away from the parking area in the middle of the Village. Dan put out the challenge that when we decide in the next few months, we tackle this one issue and whether we’re going to address this. Harold said that we need a plan for the site plan. Vehicles on the road is only a very small piece of Site Planning. Harold suggests the EC set up a series of steps to get us to the Site Plan. Harold said you start with what you want to accomplish, then add some schematics. He does not want to start with what we tried to start with before. This has to start with the architect’s thinking. What do we want it to look like, feel like, what visitor experience do we want? Dan suggests a committee of people committed to this. Neil suggested visiting similar camping/hot springs facilities that have a green zone from where you park to where you’re going to soak. Dan proposes Harold, Mike, and Suzanne be in the drivers’ seat to outline a timeline and to get us through the process to keep us on track. Doug would be part of it. Informally, the task force will consist of Harold, Suzanne, Mike, and Doug – a majority of work would begin in January 2011. Dan is thinking by a year from now, let’s have a plan in place with which to move forward.

Neil commented that the philosophy could include minimizing our carbon footprint. Mike suggested people submit questions for the survey and watch for bias in the questions. Dan said that member advocates and staff will be an important part of gathering input.

- D. Policy Revisions - Dan said these were from input from Shannon and worked on by Barb and Amy. Doug said we must approve the policies and then adhere to them. Harold moved that the following five policies in this Section D of the Agenda be adopted:
- i. Baseline Documentation Policy as shown on p. 87-89 of the Board meeting packet
 - ii. Policy re: Conservation Criteria for Acquisition of Conservation Easements and Fee Properties for Conservation Purposes as shown on p. 90-92 of the Board meeting packet
 - iii. Conservation Easement Amendment Policy as shown on p. 93-95 of the Board meeting packet
 - iv. Conservation Easement Monitoring and Enforcement Policy as shown on p. 96-101 of the Board meeting packet
 - v. Records Management Policy as shown on pp. 102-105 of the Board meeting packet
- Doug seconded the motion. John E. said that these are required for LTA Accreditation. There being no further discussion, the motion carried: all in favor, none opposed, no abstentions.
- E. Vendor Fee Discussion – John L. said that massage therapists who regularly work here are somewhat frustrated but patient. John suggested that we cut the vendor fees in half for at least the rest of 2010 as a goodwill gesture towards the massage therapists and their potential customers. This would mean that fees would then be \$20/day for massage vendors and \$10/day for jewelry and other vendors for the rest of this year. We’ve had some questions/comments/complaints about when the massage deck will be finished. Two massage therapists could put their tables up in the camp site next to where the deck is going to be constructed until the deck is completed. We would publicize that this is a temporary reduction in fees through 2010. Vendors are setting up for one day rather than two days because of the fee. John L. said it’s hard to know if the fee has cut down on the number of vendors because we didn’t keep track of it before the fee. There may be a slight reduction in vendors. Mike suggests we revisit pricing in January 2011 and thinks it should be a percentage of sales. John E. said we’ll revisit this in January 2011 as part of the budget. Doug said he thinks it is a staff issue, but knows that John L. is looking for guidance from the Board. Harold said this was more for control and management, not for revenue. Therefore, shift this to the staff. John E. moved that we empower the ED/staff to reset vendor licensing fees for the remainder of 2010 and to prepare a 2011 vendor fee structure proposal for the January Board meeting. Doug seconded the motion and the motion carried: all in favor, none opposed, no abstentions.

XVI. New Business

A. New Policies

- i. Budget Adherence Oversight – Dan said John and Harold worked on this. John E. wants to be sure the ED knows when she needs to provoke the Board’s discussion about budget shortfalls or budget changes or variances so the Board can make any needed adjustments. This policy is trying to protect the ED from being the fall person for budget overruns and moves the responsibility for remediating shortfalls from the ED to the Board. John E. expects that the percentages will be a work in process. John E. said that he and Harold believe these are reasonable guidelines. Paul is concerned about line item vs. project cost. John E. said that he would like to see a budget for each project that will roll into a line item. Harold said that line items over a certain amount will be parsed out. Mike suggested adding overruns as defined in the budget. John E. asked Suzanne to initially be overly careful about this.

Marilyn moved to approve the Financial Oversight Policy with the revisions as shown on p. 106 of the Board meeting packet AND adding in Section II. Implementation, the words, “or special” to the second to the last sentence so that it reads, Variances in (c) or (d) below will require the Executive Committee to present remediation strategies no later than at the next regular or special Board meeting. Mike seconded, and there being no further discussion, the motion carried: all in favor, none opposed, no abstentions.

John E. moved to approve the following three policies:

- ii. Conservation Land Transaction Policy as shown on pp. 107-110 of the Board meeting packet
- iii. Policy Governing Board Approval of Land Transactions as shown on pp. 111-112 of the Board meeting packet
- iv. Financial Audit Policy as shown on pp. 113-114 of the Board meeting packet

Harold amended the motion to add: with the understanding that a broad financial policy be developed in the future. Doug seconded the motion. Paul said the Conservation Land Transaction Policy is pretty prescriptive; is there any room for negotiating expenses with the landowner? Barb clarified that legally the appraisal must be paid for by the landowner. There being no further discussion, the motion carried, all in favor, none opposed, no abstentions. We need to revisit the financial management policy.

- B. Resolutions pertaining to new ED – Dan introduced the resolutions as shown on pp. 115-119 of the Board meeting packet. Harold moved to approve the following resolutions: Resolution Concerning Signatories on Pueblo Bank & Trust Accounts as shown on p. 115 of the Board meeting packet, Resolution Concerning Business Check Cards (Debit Cards) for Pueblo Bank & Trust Account as shown on pp. 116-117 of the Board meeting packet, and Resolution Concerning Giving Authority to Executive Director to sign contracts and Agreements on behalf of Orient Land Trust as shown on pp. 118-119 of the Board meeting packet. John E. seconded, and there being no discussion, the motion carried: all in favor, none opposed, no abstentions.
- C. Approaches to Fundraising – Dan received resumes from two people who were interested in assisting with fundraising. He will be turning these over to Suzanne and asked for Board feedback on these. Paul said we might decide to hire a fundraiser; we would solicit bids. Suzanne thinks this is a great idea. John E. said that the Board hasn’t necessarily been doing its job and encourages Suzanne to develop any opportunities as to fundraising. Suzanne is on board!

- XVII. How did we do today? Self-examination on our governance – Dan asked the Board for comments. John E. said that we’re listening better to our public. He was encouraged by our meeting at lunch. He was a bit discouraged with the discourse at times. Terry thinks it went really well today. Terry said the Board may have its annual meeting at their house in July in order to continue the tradition of the picnic at the pavilion. We’ve learned a lot from the April forum. Harold said that almost everything on the agenda was prepared work from a committee or group. This is the way a board ought to function. Mike said that we might have slipped over one item, i.e., the site plan. The task force has been appointed. Dan was pleased with the Q&A at the pavilion. Marilyn is encouraged by the exchange; there are some intense feelings of some people. Is there a way to determine if the apparent reduction in visitation is related to the price hike and/or those who supported the petition? Doug said we still need to work

toward a way to gather more information from visitors. Suzanne has some ideas, including, say, for a three-month period, how to get to people immediately after visiting here to give us their comments. Mike said we need to be aware that the steam facility is a passionate issue with a lot of regulars.

John E. asked how do people who have a different voice on the Board of Directors where the decisions are made? Mike said that when there are all different voices, nothing gets done. John E. isn't sure that it's totally healthy that board members are not term limited and could remain on the Board and control it perpetually. Harold said that every representative faces the challenge of how to represent its constituents. We have a responsibility to our members and there are multiple ways to hear them and get their input. John E. suggested that the Board has a responsibility to solicit input from members and listen to them, filter it, and bring it to the Board. John E. said that one way to get better may be to consider a board member elected by the members. John E. said that we can become a closed society like the Supreme Court. Harold said that we may be facing a special interest group that can become active and can present themselves as a voice of a larger number than they purport to be. The Board needs to sort out and know when it's a special interest group and when it speaks for the larger group. It is done with surveys and open communication. Terry hears two different things: listening and other board members. Dan's interpretation of the member advocates is that they would be a filter for the Board. It will be more productive for the Board if the member advocates get the feedback and then provide a summary to the Board. Mike has done this to some extent. Suzanne suggested one conduit from staff to Board. Dan mentioned the member advocate is a high priority for Suzanne. Let the member advocate position evolve. John E. said let's not get too complacent about our positions. Board members need to avoid individual communication with visitors speaking for the Board.

- XVIII. Announcements – Dan made the following announcements:
 - a. Next Meeting – October 16, 2010, 9 AM, OLT Office in the Everson Ranch House
 - b. Possible Sand Dunes tour on October 17, 2010

- XIX. Executive Session - The regular Board meeting adjourned at 4:18 PM, and the Board reconvened in Executive Session at 4:45 PM.

- XX. Following discussion in Executive Session, the Board briefly paused from Executive Session and reconvened in regular session for the following motion: John E. moved that the Board approve \$3500 cash after Jan. 1 2011 plus \$1000 in-kind donation for the GOCO grant application for the NSLVCRT Coordinator position. Paul seconded, and the motion was adopted: all in favor, none opposed, no abstentions.

The Board reconvened back in Executive Session.

Submitted by:

Approved by:

_____ / _____

_____ / _____

Barbara Tidd, Secretary

Date

Dan Jones, Chair

Date