

Regular Board Meeting Minutes_Final
Orient Land Trust (OLT) Board of Directors Meeting
Ranch House at OLT's Everson Ranch
Saturday, April 18, 2015, 9:00 AM

Record Attendance

Board Members Present: Chris M., Mike B., Deb H., John S., Myron H., Geneva M.

Board Members Absent: Martin J. and John L.

Staff: Doug Bishop, Doug Bates, Scott M., Pam N., Mark J., for part of the meeting Dave B., Mike O.

Guests: Dave M., Terry and Neil S., Marty S., Barb T. Betsy M., Don G., Lisa M., Dan F.

Meeting Call to Order

Board President Geneva M. called the meeting to order at 9:05 am.

Guest Questions/Comments (relating to agenda)

No questions or comments.

Correspondence

Executive Director Doug Bishop mentioned that OLT received a thank you letter from Crestone Creative Council for the donation of the ice cream trailer.

Consent Agenda

Board member John S. made a motion to approve the consent agenda and previous meeting minutes. . Chris M. seconded. There was no discussion. Passed unanimously by all board members present.

Management Reports & Updates (Full reports are available in the board packet; these minutes reflect questions and additions to the reports.)

Board Chairperson

Board President Geneva M. shared that committee work was progressing and that more volunteers were needed. She also thanked the efforts of committee members and cautioned that we don't want to burn ourselves out. Geneva M. ended by asking for any questions and guest Marty S. introduced himself as a long time visitor who has recently moved back to the area and is looking to become more involved.

Treasurer's Report

Treasurer Myron H. shared that revenue is up and OLT did not use all the money that was saved for winter operating. Myron H. also shared that he suggested and he is working with staff on more useful program budgeting. Further, he asked the board to confirm which financial reports board members wanted to receive monthly and after a brief discussion, it was decided that board members would be sent all the YTD and monthly financials and stats as has been the

practice for the last year by bookkeeper and board secretary Scott M. The suggestion was also made that the ED and Treasurer review financials and summarize analysis of the data.

Executive Director (Executive Facilitator)

Doug Bishop mentioned his report was in a new format organized under the major headings from the current OLT Strategic Plan. ED Bishop noted that he has been attending the San Luis Valley Museum group and has received a positive response about OLT's walking tour map of Orient Mine History and the museum room at the Welcome Center.

Board member John S. asked about the new "brain" for the governor and if the tolerances are adjustable by OLT staff.. ED Bishop addressed this saying that the new control unit "brain" took 6 months to build and yes it is adjustable and was set up to our request.

Board member Chris M. asked if the WWTP installation was complete. ED Bishop answered that it was complete and the crew was very professional and great to work with. (Round of Applause.)

ED Bishop continued that hydro-seeding of the leach area still needs to be done to create a nice green area.

Board member Deb H. mentioned that yesterday was Bat Appreciation Day. Board President Geneva M. asked about the status of OLT and Kirk Navo's bat monitoring grant. ED Bishop shared that the grant will be resubmitted this year with specimens being collected at the reservoir this year.

ED Bishop's report discussion time ended with him going over the "Howdy Neighbor" letter that was sent out introducing OLT to surrounding property owners.

Facilities Manager

Facilities Manager (FM) Mark J. shared that the new bridge to the Apple Tree Pools would be completed next week with some cement work left to do. He added that screen doors have been ordered and ready to install for Sunset house and other buildings.

Guest and OLT founder Neil S. questioned the use of concrete and metal for the bridge and if that fits with the historic wood aesthetic of OLT. MFM Mark J. responded that that the old wood bridge was often very slick and ice packed in winter. Concrete was chosen for the new bridge to allow for heating pipes in that would prevent freezing and ice on the bridge walkway. Mark J. also added that the concrete would be covered by flagstone.

Chris M. asked about the status of the Oakhouse foundation. Mark J. responded that he will get back on this. ED Bishop shared that the new Astronomy pad was levelled and gravel put down. Board member Myron H. asked about the platform to be built for the Astronomy program. Mark J. shared that the design has not been set yet. ED Bishop added that one of the goals of the

platform design was to accommodate a larger telescopes that a volunteer has already offered for OLT use if we have the proper space and protection for it.

Development Director

Development Director (DD) Pam N. began by encouraging those present to come to the OLT co-sponsored art fundraiser in Denver on April 25 and tell your friends. We are hoping for 150-200 people and there will be pledge cards and an ask for donations. ED Bishop shared that staff is working on posters to convey OLT's message and promote OLT's Land Conservation programs for this event.

Pam N. also shared that another fundraising event will take place June 7 at Poor Richard's in Colorado Springs. Longtime OLT supporter and current board member John S. will play music and the structure of the ticket price and ask for donations is still being considered. The patio venue will hold 50-60 people.

The second annual member dinner event will be held this fall in south Denver area at the Radisson which is holding the Oct 7 date. The presenters and theme for the dinner are still in the works.

Pam N. shared that she is looking into grant opportunities for trail construction. She has also worked with contractors to purchase gated pipe for the ranch at cost plus 5%

Visitor Services Manager/Volunteer Coordinator

Visitor Services Manager (VSM) Dave B. mentioned from the OLT stats reports that visitorship is up so far this year. Chris M. noted that the chats in the packet were missing the header. Chris M. also noted that donations were slightly lower than last year. Dave B. addressed this by noting that there were a couple larger donations last year and that the YTD numbers for 2015 were greater than 2013.

Geneva M. asked for an update on hiring part time staff. Dave B. shared that we have some good applicants and will likely be able to hire three part time people for summer front desk help. Dave B. shared that front desk staff person and overnight manager Rosie R. will be helping him coordinate volunteers for the summer.

Board member Deb H. commented on that people are responsive to the OLT culture of members taking care of members and self policing since staff is not always available. Geneva M. agreed stressing the effectiveness of our gentler approach to learn about things from other guests and members rather than staff policing for violations. John S. added that spreads the culture of everyone being a steward of the place-ownership.

Board member Mike B. asked if it was possible to provide stats on the age of attendees. ISS staff Doug Bates answered no. OLT does not collect birthday information except for minors to make sure there is no fee charged for kids under 16.

Ranch Manager

In response to a question, Ranch Manager (RM) Mike O. that a heavy drag which OLT recently purchased is like a road grader, but narrower to get through gates, and pulled behind a tractor to clear fields of weeds etc. Mike O. also suggested that next year OLT order more gravel to build up OLT's entrance road which he worked to improve late last year in December.

Chris M. asked about the status of the Ranch kitchen/bathhouse to which Mike O. responded that maybe the methane digester could be completed in the next couple of months, but he would not be able to get to the kitchen this season as ranching operations are more pressing.

Mike O. called for help with a label for branding the products that come from the ranch. Everson Ranch Goodness was suggested as a good name for these products and Geneva M. offered to help with a design of a label.

Mike B. asked about the meanders. Mike O. mentioned that the meanders take considerable ongoing maintenance and there is still a little water loss.

ED Bishop mentioned that the board consider more money for the gated pipe project at the ranch to finish the first phase this year instead of waiting until next year.

Office Manager

Board members reviewed the report by Cherrye W. with no further questions.

ISS-Information Systems

Chris M. had questions about OLT information shared on Google Docs and how the organization of these documents is a bit of a mess. The discussion continued with Doug Bates offering that each individual structures their own view of Google Docs and offering to help with training on the use of the platform. Scott shared that the OLT server, not Google Docs, is the official master repository of OLT's electronic documents and that Google Doc versions have been utilized as needed. Geneva M. suggested that maybe we need a policy on the structure and management of the google docs.

Committee Reports

External Affairs

External Affairs Committee chairperson Deb H. shared that Pam's report covered much of the information from the committee. She added the idea of finding "OLT" talent for the fall member dinner to highlight topics of interest to members.

Board meeting guest and Conservation Committee meeting member Dan F. made several outreach suggestions including sending out press releases on a regular basis to keep an OLT presence out there and using guest book comments in the updates. Geneva M. commented how the monthly email newsletter updates have been successful and well received.

There was a discussion about the process that OLT uses to reach out to members whose donations have or are about to expire as well as those that have never donated. Pam explained that she runs queries to send quarterly mailing to about 2500 people for membership renewal and to those that have visited OLT but never donated. Sending out regular renewal mailings has been successful though the exact rate of return cannot easily be tracked because each membership period is unique to the person. Myron H. mentioned that we should encourage automatic renewals which are available through the online donation tool that OLT uses.

Governance Committee

Co-chair Don G. shared the committee has had a couple of meetings to discuss the focus of the committee and to get more committee volunteers. The committee is evaluating board candidates and other potential committee volunteers.

Internal Affairs

Committee member Geneva M. provided a quick overview of the committee report created by committee chairperson Martin J. who was not present for the board meeting.

Conservation

Committee chairperson Dave M. talked about the committee working on a Ranch Plan with staff with the goal of presenting a document for approval by the entire board.

The Conservation Committee is also working on a monitoring plan for OLT's 160 acre Essen Parcel. This plan will establish a baseline for annual monitoring. The report will include the use of volunteers to document field observations and documentations over time.

Deb H. asked if the Essen parcel would have a conservation easement. Deb H. also mentioned that there was a past Ranch plan created by a past staff member that may provide useful information and inspiration for the new plan. Committee member Dan F. suggested that soil analysis be done on OLT lands to establish a baseline and help with soil restoration.

Dave M. mentioned and a brief discussion ensued about volunteers helping on a regular basis to clean litter from County Road GG, the road leading to OLT.

Site Planning Committee

Site Planning Committee chairperson Mike B. reported the the committee did not meet.

New Database Task Force

Task force member Chris M. mentioned that replacing OLT's database will be a massive process that won't be implemented by this December. He also mentioned the perceived need for online reservations which is still being discussed because others think it is not as important.

Long Term Visioning Task Force

Task force chairperson Chris M. shared that the task force met earlier in April and talked about the task force evolving into a longterm plan with a less specific duration and emphasis than the original "five year capital improvement plan originally mentioned. Besides staff and board members that task force includes other volunteers and work is continuing on a charter for the task force that will be officially approved by the board of directors (BOD.)

Break for Lunch

Break for lunch at 11:50 am. Lunch included a tour of the ranch bathhouse. Board chairperson Geneva M. called the meeting to order at 1:06 pm.

Updates

Gated Pipe Project

ED Doug Bishop shared with board members that that he previously sent out a project proposal sheet and budget for this project and he requested to amend this years expenditure on this project to get all the necessary dirt work done. This year the board originally approved \$15,000 and he would like to have \$9,000 more this year which will lessen the amount of expenditures next year to finish the project. Ranch Manager Mike O. reminded board members that the reason for the gated project is to irrigate more ranch lands to help restore soil a by product of which is growing more hay adding that there will be a \$20,000-\$25,000 annual potential for revenue after 3 or 4 years of investment. Without the gated pipe project, the potential for ranch revenue from hay is around \$3,000.

There was further discussion on this project as well as finishing the ranch bathhouse kitchen methane digester which ED Bishop stressed is a separate project. Deb H clarified that the breakdown for these projects would be \$9,000 for the gated pipe project this year and \$10,000 for the ranch bath/kitchen methane digester (not including the structure to cover it.) Deb H. confirmed that the gated pipe project is the priority project for this year with a direct impact on

ranch revenue and that the methane digester can wait until next year. Mike B. wanted to clarify that the extra money being asked for for the gated pipe this year is for supplies, not labor which will be contributed by staff.

Myron H. asked if there were any other major ranch projects imminent like replacing the well or well pump. ED Bishop answered that a new well pump should not be a major expense and could cost as much as \$1000. Mike O. answered that the current well is 70 feet deep and though eventually the ranch will need a new well it should not be needed in the next two years.

There was further discussion about where this extra amount for the gated pipe would come from. Myron H. suggested that the Stewardship Monitoring and Legal Defense (SMLD) board designated fund could be combined with the Land Conservation fund and that could be used for the extra amount needed. In order to combine the SMLD funds with the Land Conservation funds OLT needs to acquire insurance and hold two times the deductible.

Chris M. cautioned about cost overruns on projects and reminded the board that the goal after the last few years of project spending is to pay back reserves first. He added that it is hard to evaluate projects in isolation from larger goals and planning. Chris M. also commented that the investment in the gated pipe would mean reaching the goal of increasing ranch revenue quicker and help make the ranch self sustainable.

ED Bishop mentioned that he is interested in purchasing hay from OLT though he wants to be transparent about it and make sure it is not a conflict of interest. Myron H. commented that as long as the ED is paying market value for the hay it could work. Mike B. added that the price for the hay would need to be set independently of ED Bishop and there should be a contract. John S. commented that the sale of hay to the ED was probably not unreasonable in the long term but the sale revenue shouldn't be used to fund the increase in the budget this year.

Motion

This motion was made and voted on in two parts proposed by board member Myron H. and seconded by Mike B.

A. The first part of the motion is to consolidate the Stewardship Monitoring and Legal Defense fund into the Land Conservation fund contingent on being able to secure conservation defense insurance and leaving two times the deductible of this insurance for legal defense of fee simple held lands.

Further discussion answered the question of who would research the insurance with bookkeeper and board secretary Scott M. and ED Bishop tasked with evaluating and reporting and ultimately getting the appropriate insurance coverage. Conservation defense insurance is available through Terraforma Insurance Company, connected through the Land Trust Alliance.

With John S. abstaining, the rest of the board members present voted in favor of this part of the motion.

B. The second part of the motion was to add \$9,000 to the \$15,000 budget for the gated pipe project this year to be taken from the Land Conservation fund and contingent on part A of the motion.

Further discussion included Mike O. sharing that it would take an estimated \$12,000 next year to finish the gated pipe project.

This part of the motion was passed unanimously with no abstentions by all board members present.

Eiseman Education Fund

Mark J. presented this years work program to students at the Crestone Charter School and Doug Bishop presented information about the program to students at the school in Saguache. In answer to questions about the program ED Bishop mentioned that we would have 2-4 students as discovery hosts at the Welcome Center as well as helpers at the ranch.

Financial Reports

There was no further discussion or questions about the financials beyond that they are generally looking good.

Break - Board chair Geneva M. called for a quick break at 2:28 pm Meeting called to order again at 2:32 pm.

Business

Board Designated Funds Proposal

Board treasurer Myron H. went over the proposal to add to board designated funds. Chris M. asked if the board designated Capital Savings fund was for capital projects at Valley View Hot Springs or all OLT properties. Chris M. further asked if this was a policy or a process? Geneva M. asked if this was for one year or more. Myron H. answered that yes the Capital Savings fund was for projects at the hot springs and the Land Conservation board designated fund would cover capital expenditures at the ranch. Replenishing the board designated funds should be approved as an OLT policy and would be ongoing until a new decision by the board.

Motion

Myron H. made a motion to accept the proposal to replenish board designated funds as outlined in the board packet . Deb H. seconded and the motion passed unanimously with no further discussion.

Review and approve payment for WWTP construction from left over winter operating funds not used and the board designated Capital Savings Fund.

Related to how the WWTP donation campaign is going Chris M. shared his opinion that OLT should not drop focus on raising funds for this campaign. There was some other discussion about this. Mark J. shared that there may be a small additional charge for seeding costs, otherwise the amounts discussed complete the costs of the construction work by Weavers Level Best.

Motion

Myron H. made a motion to approve payment of Weaver's final bill not to exceed \$76,000, with \$40,000 coming from the Winter Savings account and the remainder coming from the board designated Capital Savings Fund and any remaining donations restricted for the WWTP. Chris M. seconded. Deb H. commented that one last push could be made for WWTP donations this year. Without further discussion for motion passed unanimously.

Review and approve IAC Committee recommendation to compensate employees with wages to make up for the FSA benefit program that can no longer be offered.

There was some discussion on what to call the payout that is being proposed to compensate staff for the FSA benefit program that OLT was advised to discontinue because upon review by Mountain States Employers Council attorneys was found to not be in compliance with new Affordable Care Act statutes. The concerns were that employees would be confused if this is called a bonus since it is not performance based. It is extra taxable wages and can be labelled as such with the understanding that this was a one year solution to compensate for having to take away a benefit that employees had already signed up and planned for. It was recommended that the payout include the OLT contribution amount that employees would have received plus an additional amount of 15% to help with the fact that this payout is not pre-tax like the FSA. No stipulations would be put on employees receiving this benefit and it will be up to the employee to spend the extra wages as they see fit. So the amount of the payout would be \$26,000 plus \$3900 for a total of \$29,900.

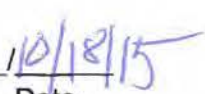
Motion

John S. made a motion to allocate \$26,000 plus 15% to cover the spirit of the lost FSA as a payout of wages to employees. Myron H. seconded. With Chris M. abstaining, the motion passed with an affirmative vote of other board members present.

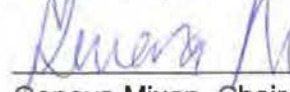
There being no further business to come before the meeting, the meeting was adjourned at 3:30 pm.

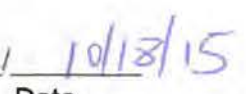
Submitted by:


Debra Hoffman, Secretary


Date

Approved by:


Geneva Nixon, Chair


Date