

Board Meeting Minutes-Final
ORIENT LAND TRUST (OLT) BOARD OF DIRECTORS MEETING
ORIENT LAND TRUST SPRUCE HOUSE ACROSS FROM WELCOME CENTER
SATURDAY, OCTOBER 15, 2016, 9:00 AM

ORIENT LAND TRUST IS A NONPROFIT LAND TRUST DEDICATED TO THE PRESERVATION OF VALLEY VIEW HOT SPRINGS (VVHS) AND ITS VIEWSHED—INCLUDING NATURAL AND BIOLOGIC RESOURCES, AGRICULTURAL LANDS, WILDLIFE HABITAT, OPEN SPACE, AND HISTORIC AND GEOLOGIC FEATURES OF THE NORTHERN SAN LUIS VALLEY— FOR THE EDUCATION AND ENJOYMENT OF CURRENT AND FUTURE GENERATIONS.

Record Attendance

Attendance-Board Members: Chris M., John S., Geneva M., Scott H., Sarah H., Martin J., Aleia S., Roger C., Patrick C.

Staff: Scott M., ED Doug Bishop, Mike O., Cherrye O., Rosie R.

Guests: Betsy M., Rob Z., Dan F., Don G., David M., Steve S., Karen K. and Larry H.

Meeting Call to Order and Guest Comments

Board chairperson John S. called the meeting to order at 9:06 am

Guest Dan F. suggested that OLT have a brochure featuring the culture of the hot springs and “how to be a Valley View person.” that could be given to newcomers because the “magic comes from the people.” It was mentioned that OLT already has a brochure featuring the naturism culture that we practice.

Guests and new members Larry H. and Karen K. invited the board to consider OLT endorsing the organization Citizens Climate Lobby which seeks a Carbon Fee and Dividend approach to solve climate change. It was mentioned that OLT could recognize climate conservation and board member Scott H. said OLT should be thinking about this.

Consent Agenda 9:20 AM

Board member Pat C. made a motion to approve the July 16, 2016 Regular Board Meeting minutes. Roger C. seconded and the motion passed unanimously.

Policy Review

Committee structure: how committee chairs are selected and how committee members are selected was discussed. Board member Chris M. mentioned the need for more board guidance in this area. Board member Roger C. commented that in some organizations the board chair approves and appoints folks for committees. Board vice chair Geneva M. pointed out that in the past the full board approved committee heads. ED Bishop suggested that committee chairs be a board member. Board chair John S. commented that it is important that we utilize volunteer help that is interested in helping and keep committees engaged and active at least once per quarter.

Board Member Geneva M. mentioned her concern about the base of volunteers we can pull from. She also agreed with the idea of a maximum quorum-minus-one for all committees. Board member Roger C. brought up the idea of a stipend for committee members. Board member Scott H. suggested incentives, not stipends. John S. mentioned that volunteers often receive complimentary use of the

facilities and the annual appreciation dinner weekend. Scott H. commented that perhaps other incentives may not be necessary.

There was a call to members for new committee volunteers. Board member Aleia S. talked about the suggested requirement that prospective board members should consider serving on a committee first. She also mentioned that the large pool of other volunteers are good prospects for committee volunteers. Geneva M suggested that a list of committee activities be published. ED Bishop gave an example of the Conservation Committee task to form a baseline monitoring report on OLT lands not under easement which was successful. Geneva M. suggested the further task now that that task is done, how often should we monitor and who should do the monitoring. Board member Chris M. reminded board members that committee chairs do not have to do all the work.

Board member Roger C. made a motion that no more than a quorum minus one of board members serve on each committee. Martin J. seconded this motion. There was further discussion about whether this should be a Resolution and not just a motion. Also adding language was discussed, such as "should the quorum change, the committee structure should also have to change accordingly." This motion was withdrawn.

Motion

Board member Martin J. made a new motion with revised language to adopt a resolution that would specify a maximum of a quorum minus one for the number of board members on all committees except the Governance Committee and with the understanding that should the quorum change, the committee structure would also have to change accordingly.

Without further discussion the motion passed unanimously

On to other business, three committees need a chairperson, External Affairs, Site Planning and Conservation and more discussion of this was postponed until later in the meeting.

Reports & Updates

Management Reports

Questions and Discussion about the Executive Facilitator Report (ED Bishop)

ED Bishop answered concerns from board members Scott H. and Sarah H. about the number of people at the Member Appreciation event in August clarifying that this weekend had less problems than other weekends even with more people and that it is a good way to continue to nourish the culture of OLT. Sarah H. shared that women do give feedback about feeling uncomfortable from the unwanted stares and attention of male guests while dancing in the pavilion and elsewhere. ED Bishop stated that we need to be sensitive to this and be hospitable to both women and men. Sarah H. also suggested that the number of members for the Member Appreciation Weekend should be reduced, by perhaps raising the membership levels that can participate.

Scott H. asked if we have had more requests for more vehicle campsites. ED Bishop answered yes, but shared that he was not in favor of adding more sites. The idea of camping overflow at the ranch was mentioned.

Chris M. initiated discussion about parking congestion which has been mentioned before. Geneva M. suggested that perhaps there was a way for guests to opt in to not driving up to the hot springs. There was also discussion about day users parking below the Welcome Center gate. Martin J. asked about the comments for a nicer smoking hut. ED Bishop talked about putting a floor in this space. Board member Aleia S. asked about OLT's vaping policy and was told it is the same as the smoking policy.

Questions and Discussion about the Facilities Director Report (Mark J.)

Facilities Manager Mark J. encouraged board members to support the next steps to complete the biogas digester system at the ranch for around \$10,000. This would include solar panels and mechanisms to scrub sulfur from the gas. Aleia S. asked if there were any safety concerns. FM Mark J. answered that this last phase helps with the safety of the system so it is like natural gas and we'll have basic monitoring so we know if there are problems. ED Bishop added that there is a pressure release valve. The system needs to be light so that no oxygen can be mixed.

Martin J. asked how big a telescope can be accommodated now with the new astronomy pad and building. Mark J. answered 20 foot.

ED Bishop mentioned that there is a new motherboard in place for the hydroelectric system.

Roger C. asked about future plans for a garage for the firetruck. Mark J. answered that there has been talk of a shell in the cut with a heated floor which could run \$80-90K. ED Bishop suggested this was a topic for the site plan committee. Scott H. suggested that there may be an interim and long term solutions and that a covered car park type structure would cost much less at \$2,000-\$3,000 and be a short term solution. ED Bishop mentioned another historic idea which is to have the garage for the firetruck be part of a parking area below the Welcome Center. Roger C. commented that he thinks it is important for the firetruck to hold water in the winter.

Questions and Discussion about the Visitor Services Manager Report (Rosie R.)

Aleia S. commended Rosie in creating a positive sharing volunteer culture. Chris M. added that we should make sure Rosie has the tools she needs to help coordinate the volunteer program. Aleia S. commented that she has a different perspective as a board member after volunteering in the Visitor Services area.

Questions and Discussion about the Ranch Manager Report (Mike O.)

Mike O. was thanked for moving the swarming bees at the ranch and he explained about the swarming and that the bees may not make it through the winter. (The swarmed from their hive in the attic of the ranch house.)

Questions and Discussion about the Office Manager Report (Cherrye R.)

ED Bishop commended Cherrye O. for the successful ranch events and outreach this summer.

Questions and Discussion about the ISS Manager Report (D. Bates)

ED Bishop mentioned that Technology Consulting was over budget because of several discovery processes we have engaged in to find a new reservation/membership and point of sale database.

Break

Board Chair John S. called for break at 10:38 AM. The meeting was called back to order at 10:48 AM by Board Chair John S.

Board Committee and Task Force Reports

Scott H. volunteered to chair the site plan committee and others had previously expressed interest in chairing this committee as well. No decision was made on this at this time. Geneva M. invited volunteer Dan F. to be on the External affairs Committee.

Sarah H. asked for a general committee review as part of time at board meeting-reinvigorate committees. Board members shared which committees they were interested in.

Geneva M. is interested in the Conservation Committee and External Affairs Committee and would like to step away from the Governance Committee.

Roger C. is already on the Internal Affairs Committee and is interested in the Site Planning Committee.

Martin J. is already the chair of the Internal Affairs Committee and serves on the Conservation Committee and he is interested in the Governance Committee. As it evolved Martin J. offered to co-chair the Governance Committee.

Chris M. shared that although the Stopgap database upgrade project for OLT is taking all of his time right now, he has a passion for governance and will re-engage with that committee.

Aleia S. expressed interest in the Governance Committee.

Sarah H. expressed interest in serving on the Site Planning Committee.

Patrick C. shared his interest in the Internal Affairs Committee. (As Treasurer, he is required to serve on this committee.)

Board Chair John S. reminded the board that the External Affairs Committee still needs a chairperson

Questions and Discussion about the Board Chair Report (John S.)

No further discussion or questions.

Questions and Discussion about the Treasurer Report (Pat C.)

No further discussion or questions.

Questions and Discussion about the Governance Committee Report

No further discussion or questions.

Questions and Discussion about the Internal Affairs Committee Report

Committee Chair Martin J. recapped that OLT has invested money from Liquidated stock donations in a 5 Year CD Ladder

Long term Vision Task Force

No further discussion or questions.

New Database Task Force Report Presentation to the Board

New Database (IT) Task Force chair Scott M. presented the task force recommendation for the board to approve engaging vendor Wanna Pixel to build a new reservation/membership/point of sale system to replace our current custom database.

The full proposal and recommendation is included in the board packet. The task force put many hours of detailed research and discovery to come up with the recommendation and Scott M. thanked task force members for their time and diligence working toward this solution. This recommendation effectively completes the work of the task force.

Board member Martin J. mentioned the tradeoff of having to put so many financial resources toward this project and his concern that it could potentially take away from land conservation and acquisition efforts. Martin J. also questioned the need to build a new system capable of online reservations.

Chris M., the developer of OLT's current system and soon to be implemented stopgap upgrade, as well as board member and New Database Task Force member spoke eloquently as to why OLT needs a new system and why the stopgap is not that system.

Dorothy L., task force member, and long-time OLT guest, spoke in support of having the capability for online reservations.

Noon-1 PM: Lunch

Board chair John S. called a break for lunch at around 12 Noon and called the meeting back to order at 1:00 PM

New Business

Vendor Proposal Presentation for New Database System

Next, Nathan P., CEO and Account Executive with Wanna Pixel presented his proposal for building the new OLT system. He used a slideshow highlighting details of the plan which included explanations of Wanna Pixel's agile development process, the platforms, integration and customization that will be needed. Wanna Pixel's proposal leverages open source platforms and smart integration to minimize costly customizations. Nathan pointed out the proposal is a fixed bid proposal within the timeline

outlined and felt comfortable that our requirements were covered. If we add functionality not previously outlined then a change order would be required and the costs would change.

Task force member and long time guest John W. spoke to some of the technical reasons that he liked the Wanna Pixel Proposal as did OLT ISS Manager Bates.

Motion

Board member Sarah H. made a motion to approve the Discovery/Design project development portion of the Wanna Pixel proposal (reducing the future cost of completing the project with them if we choose) for \$25,000, contingent on delivery of what they promised in the scope of work proposal. Board member Roger C. seconded.

Scott H. commented that he was happy with the proposal because "we are getting what we wanted." Chris M. also commented.

Without further discussion, the motion passed unanimously.

Financial Reports

Discussion of the financial reports turned to matters of the loan amount outstanding for the WWTP, CD investments and finally combining with the draft budget discussion, expenditures at the ranch.

First board treasurer Patrick C. mentioned that CD's can be cashed out early and he urged a discussion about holding so much money in bank accounts, recommending that OLT consider putting more money in CD's.

Motion

Given the positive financial picture for OLT, board member Chris M. made a motion to pay off the WWTP plan loan this year. Board member Geneva M. seconded and without further discussion the motion passed unanimously.

Budget Review

Draft 2017 Budget Review and Discussion

There were questions about the ranch income projections. ED Bishop shared that there is a need to test ideas before we commit to a five year plan. Scott H. asked if we have looked into hydroponics. ED Bishop answered that we need expertise in this.

Scott H. mentioned the loss at of \$65,000 and asked if we would get more "bang for the buck" allocating the expenditure another way. Facilities Manager Mark J. spoke in favor of the carbon sequestration benefits of good soil health, calling it the "right thing to do" with valuable education and outreach aspects. ED Bishop asked, what would we do at the ranch, then? Scott H. replied that the ranch could be rented out. Geneva M. pointed out that OLT used to lease the ranch which put the incentive on making money for the lessee, not being good stewards of the land. Aleia S. chimed in that making healthy soil is a worthwhile long term commitment. And important work to prevent a "dust bowl"

type event. Mark J. pointed out that soil needs nurturing and care up to the point that it can be self perpetuating.

Continuing the discussion, ED Bishop said that a diverse ranch plan is the best approach and we only have a 90 day growing season in the valley. Roger C. mentioned it would take awhile to tell if we are using the ranch for the best purpose.

Martin J. made a motion seconded by Patrick C to approve completion of the methane digester as described in Mark's report. After discussing some particulars of the system, Geneva M. pointed out and Chris agreed, that the board project proposal and budget proposal process should be followed and that once the board members have those proposals a vote by email could be taken.

There was some questions and discussion about any ill effects if we wait to complete the methane digester to which Mark J. answered , "No."

Answering another budget question, ED Bishop shared that though there was a budget for the project as part of the project proposal submitted in the packet, the new database project budget was not in the main draft budget yet.

Adjourn Regular Meeting

To end the meeting board member Roger C. asked ED Bishop if there was anything, even "pie and the sky" that the organization would like. ED Bishop answered a few topics for further discussion including, an ADA bathroom at Sunset House, what to do in the cut and a year round community center.

Chris M. Shared that he will attend the next meeting in January by phone and will not be in attendance at the April 2017 meeting because he will be out of the country.

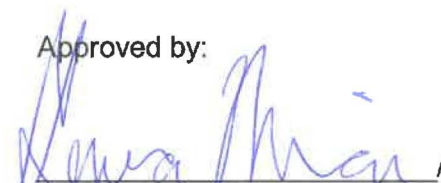
The regular meeting was adjourned by board chair John S. at 3:55 pm

Submitted by:



Martin Jolley, Secretary Date

Approved by:



Geneva Nixon, Vice Chair Date
(Acting Chair of the January 2017 Meeting)