

Sanison Valley Housing Foundation
Meeting Minutes
February 11, 2010

-5:45 call to order by KT Gazunis

John Sale and Kathleen Cortner, who were not in attendance, expressed their desire to resign from the board due to time commitment. The Board accepted their resignation.

-The initial board is to serve for one year with the following objectives:

- To create committees
- To create and approve bylaws
- Seat long term board.

For the purpose of the disposition of land and long term management of Clark parcel Provisional board to be seated until Feb. 4th or until members are replaced.

It was suggested that two committees are needed with three people each. The committees are:

- Board Membership
- Organization Bylaws

Jim Starr asked if constituent organizations should elect representatives to sit on the board.

Luke Danielson responded that membership is ultimately the organizational boards authority.

Dan Escalante received confirmation that the board would have a minimum of 5 permanent members, KT suggested that a board members may represent more than one constituent entity.

Kt requested volunteers for the membership search committee?

Volunteers were Jim Starr, and Kelly McInnes.

Butch Clark nominated Jim Schmidt for board chair, Jim Starr seconded, a unanimous vote approved Jim to this position.

KT and Luke explained that there is significant interest in the board and that the board should be comprised of seated, voting board members with an additional "advisory council" of members with specific expertise. Luke Danielson stated that meeting can be expansively attended but only board members will vote when necessary.

Jim Schmidt requested clarification on available support staff and asked if an executive director was necessary. Luke Danielson indicated his office could provide basic support for meeting preparation and KT offered her office for

administrative support the first year and expressed the possibility of hiring a project manager or full time ED in the future.

Luke Danielson explained a draft Three Way agreement between the Clarks, Trust for Public Lands(TPL) and Gunnison Valley Housing Foundation (GVHF). The Clarks anticipate a period of study for the end use of the donated land. Some options include:

- Trade for another parcel
- Develop existing parcel
- Obtain cash for land from the TPL.
- Take advantage of the Public Purposes Act and leverage land for long term lease.

LD reiterated the importance of community input into the disposition of the land and that the Clarks would like to make donation irrevocable as soon as possible.

The pending visit from Justin Sprang of the TPL in March was discussed. It was decided the full board and advisory committee members would attend. It was stated that the TPL will be a vehicle for donation prior to the creation of a plan for it. Justin's visit should explain capacity of TPL and how they will work with the GVHB. It was stated that the Board will decide the best way to dispose of land with TPL as its agent, TPL will take all direction from Board.

The meeting was proposed for March 18th at 4:00.

LD explained that he is first and foremost the Clarks attorney and can not provide legal council to both the board and the Clarks and that additional council for the Board is necessary. Several names were suggested and LD, KT and Jim Starr agreed to approach attorneys for the purposes of Board representation.

LD specified several questions regarding the role and responsibility of the TPL, which require guidance from Board, these questions included:

- How long will they hold the land.
- How will they handle historic structures on the property.
- Who will be responsible for maintenance of the land during the holding period
- What will the wildfire management plan be.
- What compensation will TPL receive for services rendered.

6:42 Butch addressed the board and advisory members with his vision for the parcel.

Activities should plan for density, and economic cycles early on, including no growth, rapid growth and closure

Luke Danielson provided an update on the efforts of the organization to receive 501c3 status and requested board input for final 501 c3 application.

LD asked the Board for a resolution to "authorize Luke to prepare a draft of the 501c3 application for future review by the board."

Jim Starr made the motion, which was seconded by Jim Schmidt and passed unanimously.

Luke will prepare the application by March 1, and circulate it to the Board for comments. Comments are to be submitted by March 10, prior to meeting with TPL on March 18th.

Luke will prepare bylaws as well

March 18th will be the next meeting

Attendees were asked if they wanted to be members of the advisory board or voting board. There responses were as follows:

- Kelley McInnes-Board
- Dusty- Advisory committee, possible board
- Gesa Michel- Advisory committee
- Kathy ? (USFS)- Advisory committee
- Jonathan Coop-advisory committee Dan Escalante- Board
- Andris Zobs-board
- Butch Clark-board
- Steven ? (surveyor)- Advisory
- Candy Carson-board
- Ellen Harriman-board
- Jim starr- Board
- Jim Schmidt-board
- Neil Windsor-advisory

Jim Starr stated that the next meeting should identify a negotiating committee to conduct negotiations in the three party donation agreement and identify legal counsel.

7:30 Meeting adjourns