

## Initial Members Meeting Summary

**embrace colorado**

**July 02, 2008**

**7:00 a.m. – 10:00 a.m.**

**Fireside Restaurant**

**1149 Main Street**

**Windsor, CO**

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Members Present:

Glenn Vaad

Milan Karspeck

Ed Stark

Louis Swanson

Tom Selders

Members Absent:

Bill Kaufman

Staff Present:

John Daggett

Aaron Fodge

### **Overview of Embrace Colorado Visioning Process**

Daggett gave a brief overview of the 7-step embrace colorado visioning process. The process includes the following phases: Discovery, Trends, Values, Scenarios, Vision, Strategies, and Actions. The process will take approximately 18 – 24 months to complete. It includes extensive public involvement representing approximately 40% of a projected \$3 - \$4 million project budget.

### **Purpose of the Non-Profit**

Short-term

The short term purpose of embrace colorado was discussed and the focus of the conversation was that the short term purpose was to plan, initiate, and complete a visioning process for Northern Colorado. The purpose of embrace colorado is found in its bylaws which state in part:

"...purposes allowed under Colorado Revised Statutes, specifically including, without limitation, address the challenges of the rapidly growing region of Northern Colorado and assist citizens, businesses, and policy makers to develop a thoughtful approach to growth without losing what is unique about the nature and fabric of Northern Colorado and its communities, defining critical public development issues in Northern Colorado through visioning and collaboration; promoting and encouraging the use of innovative approaches to solve important land use and transportation issues; facilitating the cooperative effort of local community leaders and institutions and public leaders and agencies to develop new solutions to existing and emerging development, economic, mobility, and infrastructure problems; conducting related research with respect to critical issues and disseminating the findings of such research; and developing the leadership talents and abilities of emerging leaders in Northern Colorado...."

Members discussed the definition of the "Northern Colorado region". Suggestions included an area limited to the urbanizing area anchored by Fort Collins, Greeley, and Loveland; Larimer and Weld counties in their entirety, and various combinations with southern Wyoming (Laramie and Cheyenne) as well. The members gave direction to pursue the full two-county geography.

Members also discussed the need to have an open and transparent process. Several expressed the need to have the business and higher education communities involved in the nonprofit and the visioning process. Members also suggested that **embrace colorado** ensure that the visioning project be able to simulate the future in for land use, transportation, water, air quality, economics, and other systems so that the public and policy makers would have the benefit of that information.

### Long-term

The long term was discussed. Most of the conversation centered on a sustainable future for **embrace colorado** including two approaches. The first was a sustained commitment to working through the implementation or "action" phase of the visioning process. The "action" phase is the final phase of the seven-step project design and requires the most work to place the strategies into action to realize the vision whether it be to, for example, build a road, develop transit, recruit industry, or

support land development as growth occurs that is consistent with the vision for the region.

The second approach, not exclusive of the first, is to replicate **embrace colorado's** Northern Colorado experience and success in other regions in Colorado.

### **Election of Officers/Governing Board**

#### Acting Officers

The members nominated the following individuals to be the acting chair, acting vice chair, acting secretary, and acting treasurer. Officers will serve until the membership is large enough to warrant a formal election.

Bill Kaufman	Acting Chair
Louis Swanson	Acting Vice Chair
Milan Karspeck	Acting Secretary
Ed Stark	Acting Treasurer

*Tom Selders gave a motion to elect Kaufman, Swanson, Karspeck, and Stark in acting officer positions. Glenn Vaad seconded the motion. The Board voted unanimously to elect each nominee as an acting officer of the corporation.*

#### Board Membership, Size, Function, Structure

Several examples of organizational (board) structure were presented. Staff recommended that an "executive committee" organizational structure be put into place. An "executive committee" structure includes three tiers within the board: a) corporate officers (4), b) an executive committee (15 – 20), and c) members (50).

Each member was given a notebook to assist them in organizing board materials. Each notebook contained a copy of Principles & Practices for Nonprofit Excellence

in Colorado, a publication of the Colorado Nonprofit Association. The publication includes a variety of evidence and guidance for nonprofit board members.

Work Plan

Board Member Recruitment -

The members discussed recruitment of additional board members to support embrace colorado's mission. A discussion of prospective members produced the following assignments with a board member and staff assigned to meet with board candidates.

<u>Candidate</u>	<u>Board Member</u>	<u>Staff</u>
Pamela King	Tom Selders	John
Bonnie Dean	Tom Selders	John
Kim Jordon	Milan Karspeck	John
Brian Lessman	Ed Stark	John
Dr. Tom Jones	Ed Stark	John
Bruce Hendee	TBD	John

Members felt it was also important to discuss embrace colorado's activities with several others. Those meetings were also requested.

<u>Person</u>	<u>Board Member</u>	<u>Staff</u>	<u>Focus</u>
Rob Masden	Glenn Vaad	John	DOLA Application
Dave Edwards	Louis Swanson	John	Coordination w/UniverCity
Doug Johnson	Louis Swanson	John	Coordination w/UniverCity

**Incorporation**

Approved Articles of Incorporation – State of Colorado

Daggett informed the members that the Articles of Incorporation were filed with the State of Colorado and a certificate was received on April 29, 2008 from the Secretary of State for embrace colorado.

Bylaws – Revision and Adoption

There were no revisions to the bylaws. They were adopted by a resolution of the Board.

*Glenn Vaad gave a motion to approve Resolution 2008-01 Adopting Its Bylaws. Ed Stark seconded the motion and it passed by unanimous vote (5-0).*

Conflict of Interest Policy – Revision and Adoption

There were no revisions to the conflict of interest policy. The conflict of interest policy is consistent with IRS and other legal standards. It was adopted by a resolution of the Board.

*Glenn Vaad gave a motion to approve Resolution 2008-02 Adopting Its Conflict of Interest Policy. Ed Stark seconded the motion and it passed by unanimous vote (5-0).*

501 (c)(3) filing – Permission to File with the Internal Revenue Service

The members discussed filing an application for nonprofit tax status with the IRS. There were no revisions to the application. Approval to submit the application was adopted by a resolution of the Board.

*Glenn Vaad gave a motion to approve Resolution 2008-03 Approving Submitting an Application for Nonprofit Status for embrace colorado to the Internal Revenue Service. Tom Selders seconded the motion and it passed by unanimous vote (5-0).*

**Fund Raising**Vestment of Board Members & Criteria

In non-profits, each board member is expected to be vested in the corporation. This is generally done for fundraising purposes, i.e., most foundations and other donors are interested in how committed board members are to their organizations. The board was given examples of how "vesting" works in most non-profits.

Staff recommended that the amount each board member contributes to **embrace colorado** be left undefined to attract a broad group of members whose ability to contribute does not determine their involvement in the organization nor limit those who may be able to contribute larger amounts.

Short-Term Match (\$50k)

Daggett informed members that there is a \$200,000 contribution of federal funds which has been made by the North Front Range Transportation & Air Quality Planning Council. That resource requires a \$50,000 match. Members discussed where the match could come from including local jurisdictions, foundations, the business community, in-kind gifts/services, and member contributions. No one source was identified by members or staff as a preference or target.

Daggett shared that this match was needed by October 1<sup>st</sup> in some form. He gave examples of in-kind donations which may be easier to secure although they are likely limited to serving as 50% of the match requirement (\$25,000). They included:

- office space – preferably in the center of the region (west Windsor/East Loveland/north Johnstown areas), 2-offices & reception, access to a conference room and reception services
- office equipment – Items such as copier, plotter, phones (2 – desk) (cell/blackberry)
- office furniture – Items including desks (2), desk chairs (3), side chairs (6). and small reception desk
- IT equipment and services – Items and services including server or server access, ISP high speed service, web server, storage, and throughput (hosting), 2-high power and 1 standard desktop computers, 3-copies of software (MS Office, utilities, Adobe Creative Suite), dynamic website design and maintenance
- Automobile – preferably a hybrid model large enough to move equipment, e.g., Toyota Hylander
- Fuel
- Accounting Services
- Utilities

#### Federal Grants/Resources

Staff has been working with Senator Salazar's staff to fashion a federal funding strategy. The Senator is supportive of the embrace colorado effort and has expressed a willingness to help. He will assist immediately in encouraging board candidates to join the embrace colorado effort.

It is likely that federal funds will be dedicated to the visioning project itself. The estimated cost of the full two-year effort will be approximately \$3 - \$4 million. Federal funds can cover up to 80% of project costs.

State Department of Local Affairs (DOLA) Grants/Resources

The Board discussed that DOLA grants from energy revenues are available for this type effort. DOLA staff has encouraged embrace colorado to apply through a local or county jurisdictional sponsor. John has arranged a work session with Larimer County on August 18<sup>th</sup> at 1:30 p.m. in the Commissioner's Hearing Room as a start. Daggett is also setting up work sessions with other jurisdictions to explore their interest in participating as a sponsor and an administrator of DOLA funds.

DOLA funds can cover up to 50% of project costs. The most likely DOLA application deadlines that embrace colorado can meet are December 1<sup>st</sup> 2008 or March 1<sup>st</sup> 2009.

Staff has been working with Governor Ritter's staff to fashion a state funding strategy. The Governor is supportive of the embrace colorado effort and has expressed a willingness to help. He will assist immediately in encouraging board candidates to join the embrace colorado effort.

Foundation Support

Daggett announced that he is working to identify local, regional, and national foundations to financially support embrace colorado. He will bring information to members at the next Governing Board meeting.

Business Support

Bill Kaufman, Louis Swanson, and John Daggett were scheduled to meet with members of the higher education and business communities on July 9<sup>th</sup> at Aims

Community College. Louis was optimistic that this will begin a productive conversation between the communities and embrace colorado.

North Front Range Transportation & Air Quality Planning Council (MPO) Support

Members discussed the length of time it will take to assemble resources for the visioning project and gain local political support. They suggested that the Governing Board formally ask the North Front Range Transportation & Air Quality Planning Council ("NFRT&AQPC") for permission to specifically use the federal funds (\$200k) the NFRT&AQPC has dedicated to the visioning project for use in covering operating costs for embrace colorado as members and staff develop the project and assemble the necessary resources.

Requesting a Memorandum of Understanding with the NFRT&AQPC Defining the Use of STP Metro Funds Designated for Visioning

The members discussed the need to formally ask the NFRT&AQPC for permission to use resources as they are needed in the early stage of this visioning effort. Direction to pursue an MOU with the NFRT&AQPC was adopted by a resolution of the Board.

*Tom Selders gave a motion to approve Resolution 2008-04 Requesting an MOU with the NFRT&AQPC approving the use of STP Metro funds for operating expenses for embrace colorado as it develops support and assembles the resources needed to complete a successful visioning process. Glenn Vaad seconded the motion and it passed by unanimous vote (5-0).*

**Political Support**

Elected Officials

No meetings have been held directly with elected officials. Mayor and Commissioner meetings will need to be scheduled as the Board is comfortable moving the conversation to that level.

Appointed Officials

Daggett reported that he has met individually with most public works and planning directors and some town managers in the region. He will be continuing that process in July, August, and September.

**Timeline**

July – September	Work with local jurisdictions to broaden their understanding of embrace colorado's mission and effort Monthly Board meetings and conference calls as needed August 7 <sup>th</sup> meeting of the NFRMPO Council 1:30 p.m. August 18 <sup>th</sup> meeting with Larimer County Commissioners Refine and finalize the mission of the organization Continue work sessions with local Councils, Commissions, and Boards of Trustees Continue general outreach to the public and interest groups
October – December	\$200k in federal funds becomes available w/local match secured

Department of Local Affairs (DOLA) grant application process deadline of December 1<sup>st</sup> for award no earlier than April 2009

Establish embrace colorado office

Continue interviews, board recruitment development, and fundraising

Work to place visioning project in the transportation reauthorization legislation with Congress

Continue work sessions with local Councils, Commissions, and Boards of Trustees

Continue general outreach to the public and interest groups

### **Next Meeting**

The meeting time and location were adequate according to the members. A similar time and day of the week will work for all who were present. Daggett said his office would arrange the next meeting details.

### **Other Business**

#### Bank Account

Members discussed the need for a bank account and procedures for writing checks. It was agreed that check writing would require two signatures: the executive director (or other designated staff) and the Treasurer.

*Milan Karspeck gave a motion to approve establishing a bank account in for embrace colorado and to require two signatures on all checks issued by the organization. Tom Selders seconded the motion and it passed by unanimous vote (5-0).*

There was no other business. Daggett thanked all who attended for their input and enthusiasm.

The meeting adjourned at 9:54 a.m.