

Agenda

embrace colorado

Members Meeting

December 15, 2008
4:00 p.m. – 5:30 p.m.
Hahn Conference Room
2725 Rocky Mountain Avenue
Loveland, CO

- | | |
|--|--------|
| A. Approval of Minutes (October 8 & November 12) | 05 Min |
| B. Contracting w/CDOT | |
| a. Status of Contract | 05 Min |
| b. Scope of Work | 05 Min |
| C. 501(c)(3) Status | 05 Min |
| D. Board Membership | |
| a. Board Size | 20 Min |
| i. Membership | |
| ii. Steering Committee | |
| iii. Councils: Business, Mayors, NGO, Technical | |
| b. Plan Moving Forward | |
| E. Mission | 05 Min |
| F. Executive Director Employment Contract | 05 Min |
| G. 2009 Budget Adoption | 10 Min |
| H. Fund Raising | 15 Min |
| i. 2009 Cash Flow \$75K (minimum) | |
| 1. Business Support | |
| a. Burns Marketing | |
| b. Ecology & Environment, Inc. | |
| c. Colorado Equipment Dealers Association | |
| d. BHA Design | |
| 2. Membership | |
| a. Likely a future activity | |
| 3. Foundations | |
| a. Bohemian Foundation (Pending) | |

- b. El Pomar Foundation (1/15)
 - ii. Vestment of Board Members
 - 1. Make checks payable to Embrace Colorado
 - 2. Send to EC, PO Box 708, Fort Collins, CO 80522
 - 3. No prescribed amount
 - iii. Visioning Project Funding Strategy (Long-term)
 - 1. Federal Grants/Resources Timeline
 - a. New Authorization Legislation
 - b. Appropriations
 - 2. State (DOLA) Grants/Resources Timeline
 - a. Meeting with the DOLA Director
 - b. Local Sponsors Report
 - 3. State Relations
 - a. Colorado Legislative Council (01/2009)
 - 4. Foundations
 - a. Bohemian
 - b. El Pomar
 - c. Sundance Preserve
 - d. John D. Rockefeller
 - iv. Assignments
- b. Outreach 05 Min
 - i. Rocky Mountain Institute
 - ii. Western Water Assessment NOAA Earth Science Research Laboratory
 - iii. Communities: Milliken, Loveland, Johnstown, Windsor, Evans
 - iv. CEDA, E&E, Burns Marketing
 - v. Future Business
- I. Next Meeting Date/Place 05 Min
- J. Other Business 05 Min
- K. Adjourn

Governing Board Meeting Summary

embrace colorado

October 8, 2008

7:00 a.m. – 10:00 a.m.

Egg & I Restaurant

Windsor, CO

Members Present:

Tom Selders
John Kefalas
Milan Karspeck
Bill Kaufman
Angie Milewski
Rocky Scott
Ed Starck

Members Absent:

Louis Swanson
Glenn Vaad

Staff Present:

John Daggett

Guests:

Call to Order

Acting Chair Kaufman called the meeting to order at 7:12 a.m.

Minutes from September 10, 2008

Acting Secretary Karspeck moved to approve the minutes as corrected. Member Starck seconded the motion. The minutes were approved unanimously.

CDOT Contract

Daggett explained that staff continued to meet with a number of CDOT representatives including the Director of Transportation Development and the Chief Financial Officer and a representative of the Federal Highway Administration to review the proposed contracting arrangement between Embrace Colorado and the State. Although some concerns were

expressed, three alternative approaches were identified that would allow an acceptable method for the State to issue a contract.

Daggett shared the North Front Range Transportation & Air Quality Planning Council (NFRMPO) resolution with the Board. The resolution identified nine-points for the general relationship the NFRMPO approved as a part of it providing \$200,000 in federal funds via the State for Embrace Colorado to begin its visioning effort.

Daggett reported that the draft scope of work he proposed for use with the State for the work to be done by Embrace Colorado was under review. A copy of the scope was included in the Board meeting materials. He will continue to work with CDOT staff to refine the scope.

Board members discussed contracting with the State and the challenges inherent in such a relationship for a nonprofit. The Board encouraged Daggett to continue on the path to resolve any outstanding issues with CDOT.

Daggett presented the scope and budget and suggested that a reasonable time frame would be to start up activities in January 2009. The CDOT budget is Embrace Colorado's 2009 budget of \$275,075. The CDOT contract will produce \$200,000 in reimbursable funding. Daggett estimated that the amount of local funds and cash flow needed would be approximately \$75,000.

Board Membership

The Board was presented with three new Board nominees. They are 1) Tom Haren, CEO of AGPROfessionals, LLC; 2) Gordon Thibedeau, Executive Director of the United Way of Larimer County; and 3) John Blair, Vice President and Trust Manager at Home State Bancorp.

Before names could be placed in nomination, Board members returned to an earlier conversation about the size and makeup of the Board. Some members felt that the Board should be expanded while others were concerned that the Board might grow to a size that was unmanageable.

Board members also discussed the Board membership matrix that Board members had worked on at previous meetings. Again, some felt that size was a very important consideration in the Board's makeup. Board members felt that they would need to return to this question at their next meeting. Daggett agreed to contact the three candidates to let them know that the Board would need to continue to address this organizational issue, but the Board was very interested in each of the candidates.

Board members discussed the need to decide how to involve the many interests that had been identified in the Board matrix such as utilities, health, business, agriculture, non-governmental organizations, faith, etc., and how Embrace Colorado will involve these interests if they were not represented on the Board directly.

Mission Statement

Board members continued work on a draft mission statement.

Daggett reminded the Board members that the exercise to examine and create a mission was based on answering four questions:

1. Purpose: Why does **embrace colorado** exist?
2. Action: What will you do to achieve your purpose?
3. Beneficiaries: Who will benefit?
4. Values: What beliefs guide your work?

Board members discussed their ideas related to the current draft. The mission statement currently reads:

"Embrace Colorado seeks to facilitate a respectful and constructive conversation among the citizens of Northern Colorado to create a region rich in opportunity, diversity, and quality of life for all our citizens based on our common heritage."

Some Board members felt that the approach to the mission statement and the statement itself was too complex and did not offer contributors, outside interests, or the public a good understanding of what Embrace Colorado was trying to accomplish or an incentive to provide resources to the organization. The members present agreed to think about improvements to the mission statement and agreed to offer suggestions via email.

The Board formed a committee to examine the issue. Members included Rocky Scott, Tom Selders, Angie Milewski, and Milan Karspeck. They agreed to discuss the issues associated with the Mission statement via email over the course of the next month.

Budget/Fundraising

The Board discussed the challenges and opportunities related to fundraising. Daggett reminded the Board that vesting in the corporation was important to raising additional funds from others including individuals, corporations and especially foundations. He also mentioned that the Board had previously decided not to determine a minimum contribution and that each Board member could give an amount that was within their means, but it was important to do so.

Daggett reported that the Embrace Colorado Fund has been established at the Community Foundation of Northern Colorado as an interim step to receiving donations/gifts prior to the final determination of Embrace Colorado's 501(c)(3) status from the IRS which is pending. Contributions can be made via the foundation by identifying the Embrace Colorado Fund in the memo line of a check to the foundation.

Daggett identified that \$75,000 is the amount of local/private funds needed for 2009. He identified a budget of \$275,075 that would need formal approval at the Board's November meeting.

Board members felt that the mission and fundraising were intrinsically tied to each other. Scott suggested that the mission committee be tasked with the fundraising plan as well.

The committee members agreed to have that discussion as well. Daggett said he would follow up with committee members serving on the committee via email.

Daggett reiterated that the long-range funding approach for Embrace Colorado's visioning effort would need to secure both DOLA and federal funds. Daggett is contacting and meeting with local jurisdictions to gain their sponsorship for DOLA funds in the 2009 cycle.

Next Meeting

The meeting time was agreeable to the members. There was some difficulty with the location and Daggett said he would pursue an alternative for next month's meeting. Daggett suggested that this item be revisited at each Board meeting as the Board expands in size.

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

The meeting adjourned at 9:20 a.m.

Governing Board Meeting Summary

embrace colorado

November 12, 2008

7:00 a.m. – 10:00 a.m.

Mimi's Cafe

Loveland, CO

Members Present:

Tom Selders
John Kefalas
Milan Karspeck
Bill Kaufman

Members Absent:

Louis Swanson
Glenn Vaad
Angie Milewski
Rocky Scott
Ed Starck

Staff Present:

John Daggett

Guests:

Meg Corwin
Aaron Fodge

Call to Order

Acting Chair Kaufman acknowledged that there was no quorum. Kaufman asked that those present work through the agenda. The following represents the discussions that took place among the four Board members, staff and guests.

CDOT Contract

Daggett explained that staff continued to meet with a number of CDOT representatives to review the proposed contracting arrangement between Embrace Colorado and the State. CDOT asked that minor changes/additions be made to the scope of work and that an indirect cost allocation proposal be completed and approved prior to the State issuing a contract.

Board members discussed contracting with the State. Board members encouraged Daggett to continue on the path to resolve any outstanding issues with CDOT.

Daggett presented the scope and budget and suggested that a reasonable time frame would be to start up activities in January 2009. The CDOT budget is \$241,575 where the Embrace Colorado's 2009 budget of is currently \$275,075 and can be higher depending on revenues. The CDOT contract will produce \$200,000 in reimbursable funding. Daggett estimated that the amount of local funds and cash flow needed would be approximately \$75,000.

Board Membership

Board members returned to a still unresolved conversation about the size and makeup of the Board. The consensus of the members present was that the Board should be expanded to eleven or thirteen and that a board larger than that was unmanageable.

Board members also discussed the Board membership matrix that Board members had worked on at previous meetings. Those present felt there was a particular set of important criteria for considering prospective board members. The criteria discussed were: geographic, persuasion, gender and ethnicity.

Board members present also discussed ways to expand involvement. It was suggested that John Kefalas and Glenn Vaad would soon be very involved at the legislature. Perhaps they could become ex-officio members of the board which would free their seats to involve others. They would continue to be board members, but work in a different capacity and likely not be attending meetings on a regular basis.

Others suggested that membership in the organization could be offered to others not on the board as it is done in many other organizations. Supporters/Sponsors/Champions might be another set of categories that could involve financial sponsors, individuals and organizational supporters.

Mission Statement

The Board members present continued the discussion on a draft mission statement. Some felt that the mission should include the “when”, “outcome”, “what”, and “how” statements – the more specific the better. Others felt that the case statement coupled with Angie’s version of the mission statement was much better. That statement is based on the concept that “less is more” and reads: “**embrace colorado** seeks to preserve and enhance the quality of life in Northern Colorado by establishing a common vision for the future”.

Executive Director Employment Resolution

This item was not discussed other than Kaufman suggested that the resolution should be acted upon at the December meeting in order to accommodate Daggett’s personal needs and the organizational needs of Embrace Colorado.

Budget/Fundraising

Daggett reminded the Board that vesting in the corporation was important to raising additional funds from others including individuals, corporations and especially foundations. He also mentioned that the Board had previously decided not to determine a minimum contribution and that each Board member could give an amount that was within their means, but it was important to do so.

Daggett identified that \$75,000 is the amount of local/private funds needed for 2009. He identified a budget of \$275,075 that would need formal approval at the Board’s November meeting.

Next Meeting

Members present discussed the necessity to pass the two resolutions related to the Executive Director's employment contract and the annual budget and felt that a time could be found that would work for most if not all members. Board members discussed a number of options for dates and agreed that 4:00 – 5:30 p.m. might work best especially with activities starting up at the capitol and the holiday season.

Daggett said he would survey the Board to see which of the proposed dates worked best for the most members. The members present set a draft agenda that included adopting a budget, discussing the mission, approving an employment contract, finalizing the board's composition, reviewing fundraising for 2009, and updates to the CDOT contract and the IRS ruling on Embrace Colorado's tax status.

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

embrace colorado

Choosing Our Future

Agenda Item Summary	Item: B
	Date: December 15, 2008
Embrace Colorado Board of Directors' Meeting	Staff: Daggett

Subject:

Contracting with CDOT

Action:

Update only.

Executive Summary:

embrace colorado[™] staff has been in consultation with the Colorado Department of Transportation (CDOT) on the scope of work that will govern **embrace colorado**[™] activities for the coming year related to receipt of \$200,000 in federal funds for services performed. The Board received that draft in October which is centered on building a broad foundation of support for the implementation of a visioning/scenario planning process in the fall/winter of 2009/2010.

Attached is the indirect cost allocation spreadsheet which has been approved by CDOT staff.

embrace colorado

Choosing Our Future

Scope of Work

Methodology

Task 1 – Discovery - \$241,575

This stage involves laying the foundation for a successful visioning process. The goals are to understand the fundamental aspects of the “political” environment in which the visioning project will take place, establishing a baseline set of data directly and peripherally related to the visioning project, create and implement a short-term public outreach plan, develop and compile local and regional stakeholder information, initiate a public process that produces a request for proposal document for the following stages of the visioning project that is broadly shared and supported, develop the foundation for electronic communication techniques and methods that enhance regional communications between **embrace colorado** and a variety of publics, and acquire the resources that will be necessary to complete the visioning process.

Sub Task A - Identify and interview local and regional stakeholders as part of a comprehensive visioning/scenario planning process for the Northern Colorado region (both individuals and in group presentations). This task is likely to occur throughout the entire first (start up) year and into the future as more individuals and organizations are identified. Interviews include three parts, 1) an introduction to Embrace Colorado, the growth related challenges and opportunities facing Northern Colorado and the visioning/scenario planning process, 2) a discussion about the opportunities for the stakeholder to get engaged in the Embrace Colorado process and 3) the collection of thoughts and ideas the stakeholder(s) has about the project, Embrace Colorado or the future. Review of the information will occur periodically through the use of a review committee comprised of public and private planners from the region.

Deliverable: Quarterly reports to review committee

Cost: \$56,358

Sub Task B - Develop extensive stakeholder contact information for of a comprehensive visioning/scenario planning process for the Northern Colorado region. This task involves:

1. building on a number of stakeholder databases currently available through the North Front Range MPO and other sources

2. compiling information from various other sources, e.g., local government VIP lists, business organization leaders both local and regional, NGO (civic) board members, church leaders, agricultural organizations membership, the Motor Carriers Association members, fraternal organizations, etc.
3. identifying “valued” and “high value” stakeholders from collected lists through the interviews above
4. the collection of interested members of the general public for mailings, newsletters, and other correspondence through the website, local governments, organization membership lists, phone contacts, and other sources and methods

Deliverable: Stakeholder database sort-able by geographic location, affiliation, and interest
 Identification of persons interested in the visioning/scenario planning effort

Cost: \$22,618

Sub Task C - Provide an internet portal to promote transparency to the planning process and broad access to information about **embrace colorado** during its start up year. Though there is a limited amount of resources available for this task, initial goals would create a portal similar to the one found at <http://www.thegrandvision.org/>. Longer term (beyond the first year), other elements could be added that might include an interactive element like the website found at <http://guelph.ca/living.cfm?subCatID=1615&smocid=2193#> (click on the “explore your future” box). This task will include redesigning the current Embrace Colorado site graphics and adding features to enhance communications, data collection, and adding transparency to the planning process.

Deliverable: An integrated Web Portal focused on communications and data collection

Cost: \$32,489

Sub Task D - Seek government, foundation and other grants to complete the seven-step visioning/scenario planning process. The general strategy expected to be followed includes researching and writing federal grants through the USDOT and USEPA, state grant opportunities through the Colorado Department of Local Affairs via jurisdictional sponsors and foundation grants.

Deliverable: Applications for state, federal, corporate, and foundation funding for a regional visioning/scenario planning project

Cost: \$19,118

Sub Task E - Develop public outreach plan, public outreach materials and perform public outreach activities, such as public meetings, forums, open houses, press releases, news conferences, etc. This task has an educational focus to engage the public in understanding the goals Embrace Colorado, the visioning (scenario planning) process, current benchmark data and future forecast conditions and their implications for the quality of life in Northern Colorado.

Because resources are limited, Embrace Colorado is likely to use the news media, existing newsletters, its own website, other organizations and periodic public meetings to engage the public at large.

The executive will develop the public outreach plan using the model, Systematic Development of Informed Consent (SDIC). The executive director will manage this effort with assistance from the Board, volunteers and staff from public and private agencies. Approximately twenty percent of the budget is dedicated to this effort. Reasonable accommodations will be made for all citizens to attend or participate.

Deliverable: A public outreach plan, outreach materials, and outreach activities in all subregions of the region during the startup year
Cost: \$61,196

Sub Task F - Develop benchmarks including environmental, economic, transportation, land use, housing, natural resources, and technological measures. Much of this data is available from a variety of sources including the North Front Range MPO, resource agencies, and other data providers. The data will be compiled over the course of the start up year and published. Though extensive data is required, much of the data is expected to be available at reduced or no cost. This effort is designed to identify the baseline measures of data relevant to the visioning effort and for the measurement of future change, past trends and to establish and measure actual trends over time. This effort will be modeled after other visioning/scenario planning projects.

Deliverable: Data in all significant areas of study relevant to visioning/scenario planning for Larimer and Weld counties
Published Benchmark report
Cost: \$ 9,559

Sub Task G - Develop the Request for Proposals (RFP) for the visioning/scenario planning project. This task is designed to involve a large working group of citizen stakeholders meeting regularly. The working group will work from successful projects and RFPs used in other areas of the country. The working group participants will reflect the interests of the region and will form the basis for contacts and information dissemination to much larger publics via their representatives.

Deliverable: Board adopted request for proposal for a visioning/scenario planning project
Cost: \$30,667

Sub Task H - Provide support for embrace colorado stakeholder committees in implementing visioning/scenario planning in Northern Colorado.

Deliverable: Staff support for stakeholder committees
 Cost: \$ 9,559

embrace colorado

Gantt Timeline

ID	Task Name	Start	Finish	Duration	Q4 08		Q1 09			Q2 09			Q3 09			Q4 09	
					Nov	Dec	Jan	Feb	Mar	Apr	May	Jun	Jul	Aug	Sep	Oct	Nov
1	Identify and interview local and regional stakeholders	1/2/2009	12/31/2009	260d													
2	Develop extensive stakeholder contact information	1/2/2009	12/31/2009	260d													
3	Provide an internet portal	2/2/2009	7/3/2009	110d													
4	Seek government, foundation and other grants	1/2/2009	12/31/2009	260d													
5	Develop public outreach plan	1/2/2009	3/3/2009	43d													
6	Develop public outreach materials	3/4/2009	5/5/2009	45d													
7	Perform public outreach activities	5/6/2009	12/31/2009	172d													
8	Develop benchmarks	5/1/2009	12/31/2009	175d													
9	Develop the Request for Proposals	4/1/2009	9/29/2009	130d													
10	Provide support for Embrace Colorado stakeholder committees	1/2/2009	12/31/2009	260d													

Budget

The budget presented as an annual budget. Start up is not expected to occur before the STP – Metro and matching funds and a cash operating reserve are secured. The budget can be found in Exhibit A for the first year of operations reflected in this scope of work.

The budget total is \$241,575. All work in the scope is expected to be completed in twelve months and within budget.

Total			\$275,017
	Federal		\$200,000
	Local	In-Kind (Match)	\$ 20,787
		Local Cash (Match)	\$ 20,788
	Subtotal		\$ 241,575

In-kind match is expected to be comprised of real property and services. Examples include: office space, automobile, web services and fees, and fuel.

Out of state travel is expected to involve site visits to existing visioning/scenario planning projects and conference attendance at the American Planning Association and Alliance for Regional Stewardship annual conference venues. Out of state travel expenses are estimated at \$5,000.

Financial Information

Upon execution of the contract, **embrace colorado** will have the following financial arrangements in place:

- Retain an accounting firm
- Use a local full-service bank for all financial transactions (including payroll)

The executive director and ultimately the Board is responsible for ensuring compliance with all federal and state contracting requirements.

Products

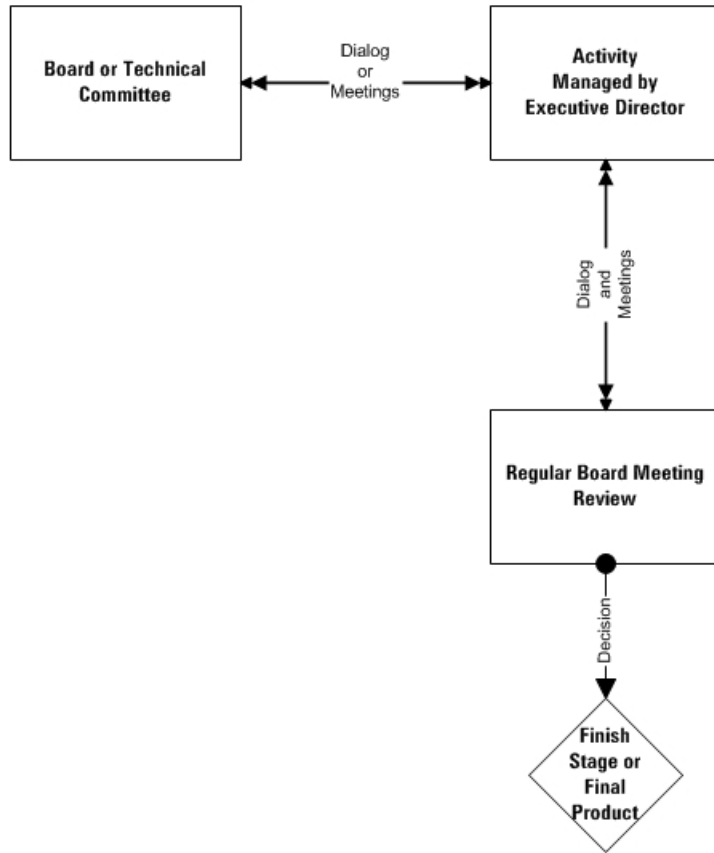
embrace colorado is expecting to produce the following products during its start up year including, but not necessarily limited to:

- A public outreach plan, materials and activities
- A web portal
- A scenario planning Request for Proposals (RFP) for future year activities
- A set of current/historical benchmark measurements
- Local, state, federal, and foundation grants

Milestones (See deliverables above)

Start-up Activities	Month 1
Web portal effort begins	Month 2
RFP committee established	Month 3
Complete public outreach plan and materials	Month 3
Benchmark measurement project initiated	Month 4
Web portal completed	Month 6
Draft RFP completed	Month 9
Benchmark measurement project completed	Month 12
Complete stakeholder interviews	Month 12
Identify local and regional stakeholders	Ongoing
Local, state, federal, and foundation grant applications	Ongoing
Present visioning/scenario planning to jurisdictions	Ongoing
Perform public outreach activities	Ongoing

Communications & Decision Making



Approved Indirect Cost Allocation

	Financial Budget Expense	Unallowable Expense (Fundraising)	Less In-Kind Local Match	Direct Program Costs	Audit Adjustments	Direct Program Salary	Admin Costs
Direct Labor							
Salaries - Permanent	\$76,500	(4,500)				72,000	
Salaries - Hourly	\$0						
Salaries - Overtime	0						
Leave Payoff	0						
Total Direct Labor	76,500	-4,500	0	0		72,000	0
Fringe Benefits							
All Fringe & Taxes	26,775	(1,575)				25,200	
Total Fringe Benefits	26,775	-1,575				25,200	0
Total Payroll	103,275	-6,075				97,200	0
General Overhead							
Non-Project Labor	\$13,500						13,500
Non-Project Fringe Benefits	\$4,725						4,725
Board Expenses							
Meeting Space	1,800						1,800
Food	3,600						3,600
Computer							
Hardware	3,000				(2,400)		600
Software	1,200				(800)		400
ISP/IT Support	1,250						1,250
Server	5,000				(4,000)		1,000
Consultant & Professional Services							
Accounting/Payroll Services/Banking Fees	12,000						12,000
Program/Clerical Support Staff	10,400						10,400
Visioning - Consultants	0						0
Dues & Subscriptions							
APA/AICP	600			600			0
ARS	500			500			0
Colorado Nonprofit Association	225						225
Supplies & Postage							
Materials, Postage, Other	7,000	(2,000)		5,000			0
General Event/Meeting Expenses							
Room	1,200			1,200			0
Refreshments	1,200			1,200			0
Insurance							
General Liability	1,000						1,000
Auto	2,500						2,500
Directors & Officers	1,000						1,000
Legal							
Attorney	6,000			6,000			0
Office							
Office Rent	16,000						16,000
Furniture	2,000				(1,714)		286
Reproduction/Printing	14,400			13,400			1,000
Telephone							
Land Line	1,200						1,200
Cell Service	1,200						1,200
Conferencing Service	2,000			2,000			0
Travel							
Conference	4,000			3,500			500
Auto	9,500						9,500
Licensing	500						500
Fuel	4,900						4,900
Auto Maintenance	4,900						4,900
Website Expense							
Hosting	1,000			1,000			0
Portal Development/Maintenance	32,500	(5,000)	(27,500)				0
Total General Overhead	171,800	(7,000)	(27,500)	34,400	(8,914)	0	93,986

Percent to Payroll Expense

96.69%

embrace colorado

Choosing Our Future

Agenda Item Summary	Item: C
	Date: December 15, 2008
Embrace Colorado Board of Directors' Meeting	Staff: Daggett

Subject:

embrace colorado™ Nonprofit Status

Action:

Update Only

Executive Summary:

embrace colorado™ staff has received approval of Embrace Colorado's application for nonprofit tax exempt status [501(c)(3)]. The determination letter is attached.

INTERNAL REVENUE SERVICE
P. O. BOX 2508
CINCINNATI, OH 45201

DEPARTMENT OF THE TREASURY

Date: **NOV 07 2008**

EMBRACE COLORADO
C/O JOHN DAGGETT
419 CANYON AVE STE 300
FORT COLLINS, CO 80521

Employer Identification Number:
42-1762331
DLN:
17053190318038
Contact Person:
JACK D NEITZEL ID# 95127
Contact Telephone Number:
(877) 829-5500
Accounting Period Ending:
December 31
Public Charity Status:
170(b)(1)(A)(vi)
Form 990 Required:
Yes
Effective Date of Exemption:
April 29, 2008
Contribution Deductibility:
Yes
Addendum Applies:
No

Dear Applicant:

We are pleased to inform you that upon review of your application for tax exempt status we have determined that you are exempt from Federal income tax under section 501(c)(3) of the Internal Revenue Code. Contributions to you are deductible under section 170 of the Code. You are also qualified to receive tax deductible bequests, devises, transfers or gifts under section 2055, 2106 or 2522 of the Code. Because this letter could help resolve any questions regarding your exempt status, you should keep it in your permanent records.

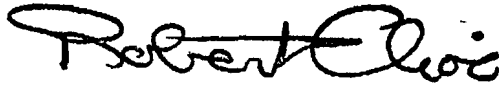
Organizations exempt under section 501(c)(3) of the Code are further classified as either public charities or private foundations. We determined that you are a public charity under the Code section(s) listed in the heading of this letter.

Please see enclosed Publication 4221-PC, Compliance Guide for 501(c)(3) Public Charities, for some helpful information about your responsibilities as an exempt organization.

Letter 947 (DO/CG)

EMBRACE COLORADO

Sincerely,

A handwritten signature in black ink that reads "Robert Choi". The signature is written in a cursive style with a large, sweeping initial "R".

Robert Choi
Director, Exempt Organizations
Rulings and Agreements

Enclosures: Publication 4221-PC

Letter 947 (DO/CG)

embrace colorado

growing without losing who we are

Agenda Item Summary	Item: D
	Date: December 15, 2008
Embrace Colorado Board of Directors' Meeting	Staff: Daggett

Subject:

embrace colorado™ Board Composition and Organization

Recommendation:

Staff recommends that the Board clearly define both the composition and organization of the Board so that recruitment efforts can be focused and effective and completed by the Board's January meeting.

Executive Summary:

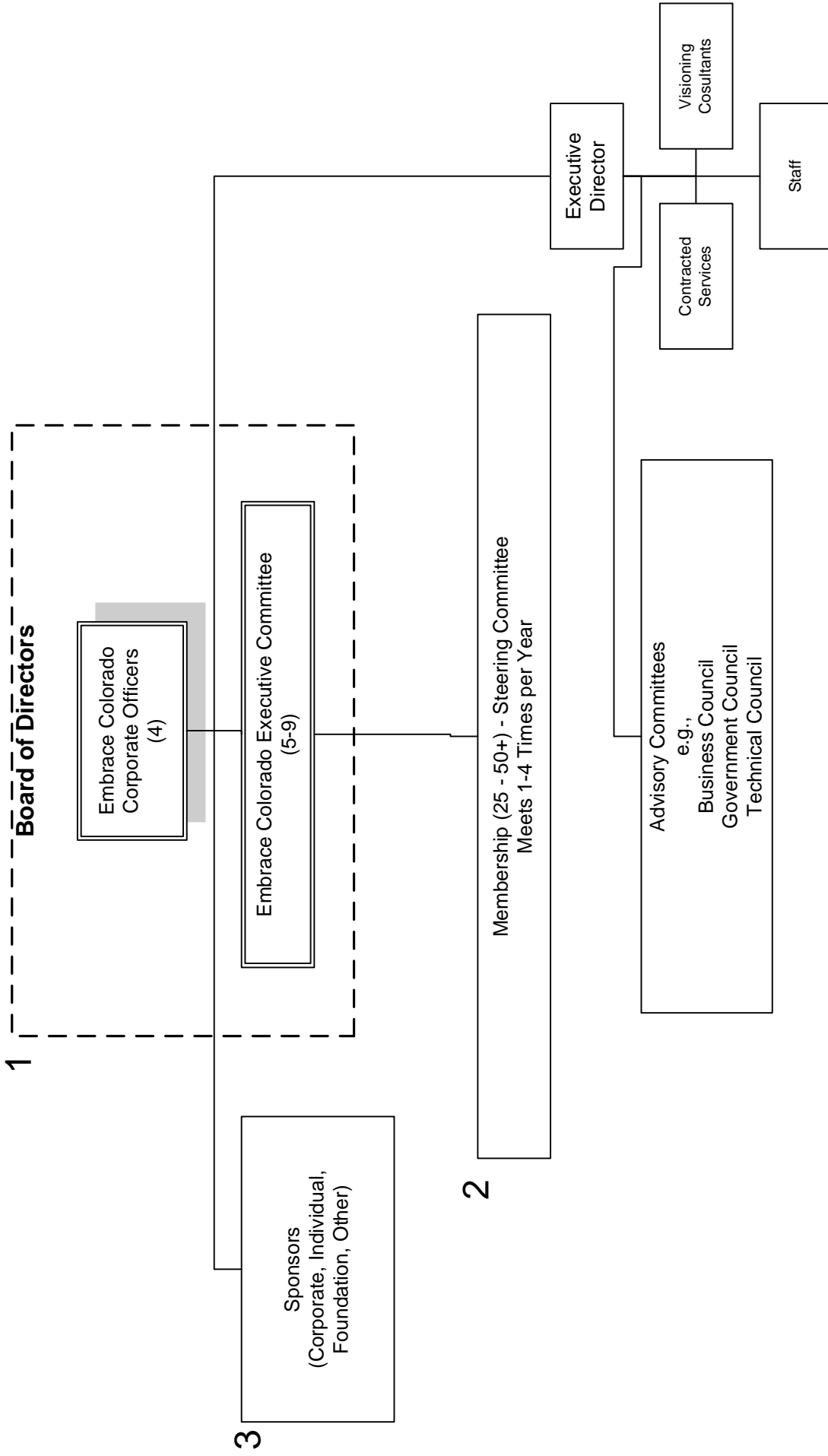
embrace colorado™ has a set of corporate officers (4). Those are: chair, vice chair, secretary, and treasurer. Currently there are "acting officers". The board officially took that action in July so that you could do the business of the Board.

Beyond the corporate officers, the Bylaws call for members (trustees). You can choose from a number of organizational structures. Attached are two options with three decision points each. Until the Board finalizes its organizational structure, it will be hampered in fundraising and effectiveness.

Staff will help Board members work through the options and choices. If Board members have additional options they want considered, it would be helpful to be able to chart the structure you're proposing.

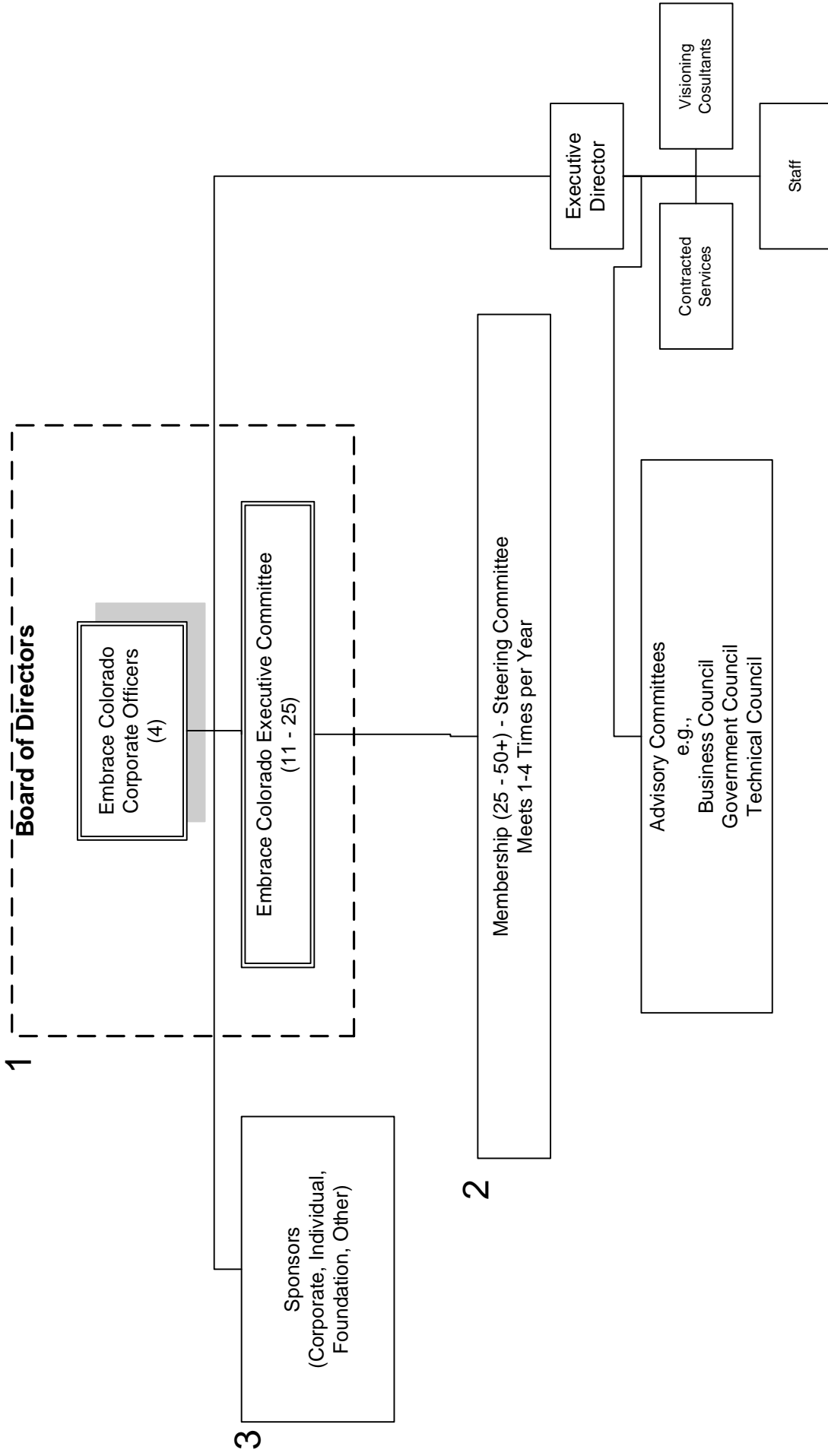
Executive Committee/Membership Organization

Thursday, December 11, 2008



Large Executive Committee/Membership Organization

Thursday, December 11, 2008



ARTICLE III
GOVERNING BOARD

Section 1. Number, Appointment, Approval and Term of Trustees. The business, property and affairs of the Corporation shall be managed by **a Governing Board composed of not less than three (3) and not more than nine (9) trustees**. At the organizational meeting of the Corporation, the members of the Governing Board shall be appointed by the initial trustees of the Corporation as identified and named in the Articles of Incorporation of the Corporation. Thereafter, trustees shall be elected by the members of the Corporation entitled to vote thereon at each annual meeting of the members. Each trustee of the Governing Board shall hold office until the next annual meeting, of the members and thereafter until his successor shall have been elected and qualified, or until his earlier death, resignation or removal. Trustees must be eighteen years or older, but need not be residents of the State of Colorado. At least three of the trustees of the Corporation shall also be officers of the Corporation.

Proposed language: **“a Governing Board composed of not less than three (3) and not more than thirteen (13) trustees”**

embrace colorado

Choosing Our Future

Agenda Item Summary	Item: E
	Date: December 15, 2008
Embrace Colorado Board of Directors' Meeting	Staff: Daggett

Subject:

Mission of **embrace colorado**™

Recommendation:

Staff recommends that the Board discuss the mission for the organization and find a way to complete this effort.

Executive Summary:

embrace colorado™ is proposed to manage a visioning process for Northern Colorado. The culmination of that process is establishing and implementing a “thoughtful growth strategy” which includes concrete goals (strategies) and objectives (actions) to realize the vision. The “hard work” is generally found at the funding and implementation stages of any planning process. It is important to clearly define the mission of **embrace colorado**™ so its work and the effort of those involved will result in a realization of the vision by implemented actions over time.

Background:

At its meetings on August 5, 2008 and September 10, 2008, Board members worked to develop a rough mission statement for **embrace colorado**™. The mission statement is built around answering the following essential questions:

Agenda Item Summary

Mission of **embrace colorado**™

1. Purpose: Why does **embrace colorado** exist?
2. Action: What will you do to achieve your purpose?
3. Beneficiaries: Who will benefit?
4. Values: What beliefs guide your work?

The version of the mission statement as of the last Board meeting was:

“Embrace Colorado seeks to facilitate a respectful and constructive conversation among the citizens of Northern Colorado to create a region rich in opportunity, diversity, and quality of life for all our citizens based on our common heritage.”

Some Board members felt that the statement was not clear or inviting for investment in Embrace Colorado. The Board established a committee to work on the development of the Mission. Four optional mission statements were distributed to committee members and the attached responses were received.

This committee was also charged with developing a fundraising strategy.

Embrace Colorado Draft Mission Statements

Embrace Colorado is a unique, multi-issue, non-partisan, 501(c)(3) organization.

1. Embrace Colorado seeks to facilitate a respectful and constructive conversation among the citizens of Northern Colorado to create a region rich in opportunity, diversity, and quality of life based on the common heritage for all our citizens.
2. Embrace Colorado seeks to address critical long-term issues, with the goal to enhance economic and social opportunity for all our citizens, to foster educational excellence and to promote and safeguard a superior cultural and physical environment.
3. Embrace Colorado seeks to provide unbiased research and analysis that identifies critical existing and developing issues facing Northern Colorado, to create a common vision through common purpose by establishing a compact between the broad and varied sectors of the Northern Colorado community and to assemble established and emerging leaders to work towards innovative solutions.
4. Embrace Colorado seeks to provide unbiased analysis that identifies strategic long-term issues, to facilitate a constructive forum for the exchange of ideas that leads to a shared vision for the future for Northern Colorado, and to bring together leaders from business, labor, government, academia, and the broader community to achieve creative solutions to the challenges facing the Northern Colorado community.

From: Angela Milewski [amilewski@bhadesign.com]
Sent: Monday, October 27, 2008 3:33 PM
To: jdaggett@embracecolorado.com; 'Milan Karspeck'; 'Scott, Rocky'; 'Tom Selders'
,
Cc: 'Bill Kaufman'
Subject: RE: Mission Statement Drafts

John,

With the idea that 'less is more' and that your case statement details the way we get there, here is a thought for a succinct mission statement..

Angie

Embrace Colorado seeks to preserve the quality of life in Northern Colorado by establishing a common vision for the future.

From: John Daggett [mailto:jdaggett@embracecolorado.com]
Sent: Monday, October 20, 2008 2:46 PM
To: Angela K. Milewski; Milan Karspeck; Scott, Rocky; Tom Selders
Cc: Bill Kaufman
Subject: Mission Statement Drafts

Hi All,

Attached is an introductory sentence and four draft mission statements for Embrace Colorado. Please take some time to think about the organization and what we are trying to accomplish. You may want to wordsmith what I have provided here or you may want to create a new one of your own. In any event it will be important for committee members to understand your preferences.

After you've thought about these, please use the "reply to all" option and share your thoughts with the others on the committee.

As you know we need to move to fundraising mode quickly - especially in these tough economic times - so the sooner we get to a strong message that clearly identifies the Embrace Colorado effort and its value to the greater community the better.

embrace colorado

Choosing Our Future

Agenda Item Summary	Item: F
	Date: December 15, 2008
Embrace Colorado Board of Directors' Meeting	Staff: Daggett

Subject:

Employment Agreement with John Daggett as Executive Director of **embrace colorado™**

Executive Summary:

The proposed resolution relates to approval of an agreement for employment of John Daggett as Executive Director to serve the Embrace Colorado Board. This action approves the proposed agreement and authorizes and directs the Board Chair to execute the employment agreement between **embrace colorado** and Daggett.

Background:

Through September 30, 2008, the North Front Range Metropolitan Planning Organization (NFRMPO) provided staff support for **embrace colorado™**. As of October 1, 2008, the beginning of federal fiscal year 2008-2009, the NFRMPO no longer provided that support.

At this time, **embrace colorado™** has no funded staff support, and there is no formal relationship between Mr. Daggett and **embrace colorado™**. This item provides for executive support for the Board and organization by Mr. Daggett, and formalizes the terms of employment of Mr. Daggett, in anticipation of procurement of funding for **embrace colorado™**.

Agenda Item Summary

embrace colorado[™] Executive Director Employment Agreement

The proposed resolution approves the employment agreement and authorizes and directs the Board Chair to execute the employment agreement with Mr. Daggett which establishes the terms and conditions of his employment as Executive Director of **embrace colorado**[™] contingent upon available resources.

embrace colorado

Choosing Our Future

RESOLUTION NO. 2008-06

OF THE GOVERNING BOARD OF *embrace colorado*
APPROVING THE EMPLOYMENT AGREEMENT AND DIRECTING THE CHAIR OF THE BOARD TO EXECUTE AN EMPLOYMENT AGREEMENT WITH JOHN DAGGETT AS EXECUTIVE DIRECTOR OF *embrace colorado*

WHEREAS, *embrace colorado*[™] is in the process of organizing its administration and developing funds for the 2008-2009 operating year; and

WHEREAS, the Governing Board of *embrace colorado* ("the Board") will require the services of an Executive Director as soon as possible, in order to continue to develop program resources and to administer, plan, manage and carry out the actions of *embrace colorado*, as directed by the Board; and

WHEREAS, the Board desires to employ the services of John Daggett ("Daggett") as Executive Director of *embrace colorado*; and

WHEREAS, it is the desire of the Board to enter into an employment agreement with Daggett, in order to provide certain compensation and benefits to Daggett, establish the terms and conditions of his employment with the Board, and to define the working relationship between the Board and Daggett; and

WHEREAS, Daggett has negotiated an employment agreement with a committee of the Board providing for his employment as Executive Director of *embrace colorado*.

NOW, THEREFORE, BE IT RESOLVED BY THE GOVERNING BOARD OF *embrace colorado*, that:

SECTION 1. The Board hereby approves the employment agreement with John Daggett and authorizes and directs the Board Chair to:

- a. Execute the employment agreement with Daggett as the Executive Director of *embrace colorado* effective January 2, 2009, contingent upon available resources.

Passed and adopted at the regular meeting of the Governing Board of *embrace colorado* this 15th day of December, A.D., 2008.

Acting Chair

ATTEST:

Acting Secretary

embrace colorado

growing without losing who we are

Agenda Item Summary	Item: G
	Date: December 15, 2008
Embrace Colorado Board of Directors' Meeting	Staff: Daggett

Subject:

Adoption of the 2009 **embrace colorado™** Budget and Work Plan

Recommendation:

Staff recommends adoption of the 2009 **embrace colorado™** budget and work plan.

Executive Summary:

The **embrace colorado™** Board has reviewed the scope of work and associated budget of \$275,075 related to federal STP Metro funding and the pending Colorado Department of Transportation (CDOT) contract for federal funds. This resource and scope forms the basis for a majority (72.7%) of the funding currently available to **embrace colorado™** for 2009.

CDOT requires the Board to formally approve its 2009 budget in order to receive federal funds through the State of Colorado among other conditions. The adoption of the budget formalizes the fiscal basis for receipt of federal funds.

Adopting the budget also provides the Board, staff, supporters, contributors and the public a clear framework within which **embrace colorado™** will operate during 2009. It represents a formal position of the organization which can, from time to time, be amended to include additional work tasks, agreements, and revenues as those opportunities and/or resources become available.

embrace colorado

2009 Calendar Year Budget

Embrace Colorado	Allocation
2009 Budget	Total Budget
January 1 Start Date	100%
EIN 42-1762331	
Revenues	
Federal	
EPA	
DOT	
CDOT (STP Metro)	\$200,000
State	
DOLA	
Other	
Local	
Governments	
Private	
Corporations	
Cash	\$4,213
In-Kind	\$32,500
Foundations	\$13,287
Individuals	\$25,075
Total Revenue	\$275,075
Expenditures	
Personnel	
Salaries	90000
Benefits	31500
Purchased	\$0
Board Expenses	
Meeting Space	\$1,800
Food	\$3,600
Computer	
Hardware	\$3,000
Software	\$1,200
ISP/IT Support	\$1,250
Server	\$5,000
Consultant & Professional Services	
Accounting/Payroll Services/Banking Fees	\$12,000
Clerical Support	\$10,400
Visioning - Consultants	\$0
Dues & Subscriptions	
APA/AICP	\$600
ARS	\$500
Colorado Nonprofit Association	\$225
Supplies & Postage	
Supplies, Materials, Other	\$1,000
Postage	\$6,000
General Event/Meeting Expenses	
Room	\$1,200
Refreshments	\$1,200
Insurance	
General Liability	\$1,000
Auto	\$2,500
Directors & Officers	\$1,000
Legal	
Attorney	\$6,000
Office	
Office Rent	\$16,000
Furniture	\$2,000
Reproduction/Printing	\$14,400
Telephone	
Land Line	\$1,200
Cell Service	\$1,200
Conferencing Service	\$2,000
Travel	
Conference	\$4,000
Auto	\$9,500
Licensing	\$500
Fuel	\$4,900
Auto Maintenance	\$4,900
Website Expense	
Hosting	\$1,000
Portal Development/Maintenance	\$32,500
Total Expenditures	\$275,075

embrace colorado

Choosing Our Future

RESOLUTION NO. 2008-07
OF THE GOVERNING BOARD OF *embrace colorado*
ADOPTING THE 2009 *embrace colorado* ANNUAL BUDGET AND WORK PLAN

WHEREAS, *embrace colorado*[™] adopting an annual budget and work plan is required by law and represents a best business practice in the process of organizing its administration and the development of funds for the 2009 operating year; and

WHEREAS, the Governing Board of *embrace colorado* ("the Board") desires to adopt a budget and work plan to provide the Board, staff, supporters, contributors and the public a clear framework within which *embrace colorado*[™] will operate during 2009.

WHEREAS, adopting a formal budget and work plan represents the formal position of the organization which can, from time to time, be amended to include additional work tasks, agreements, and revenues as those opportunities and/or resources become available; and

WHEREAS, THE Colorado Department of Transportation requires the Board to formally approve its 2009 budget and work plan in order to receive federal funds through the State of Colorado among other conditions; and

WHEREAS, the adoption of the budget formalizes the fiscal basis for receipt of federal and other funds to be used by *embrace colorado*.

NOW, THEREFORE, BE IT RESOLVED BY THE GOVERNING BOARD OF *embrace colorado*, that:

SECTION 1. The Board hereby adopts the annual budget in the amount of _____ and work plan for 2009.

Passed and adopted at the regular meeting of the Governing Board of *embrace colorado* this 15th day of December, A.D., 2008.

Acting Chair

ATTEST:

Acting Secretary

embrace colorado

Choosing Our Future

Agenda Item Summary	Item: H
	Date: December 15, 2008
Embrace Colorado Board of Directors' Meeting	Staff: Daggett

Subject:

embrace colorado™ Fundraising

Action:

Staff recommends that the Board continue to discuss fundraising with a focus on action; what development (fundraising) will be necessary for calendar year 2009.

The discussion should address the work done and relationships made to date, necessary cash flow from local sources for 2009, the vesting of Board members, and development strategies for the near term.

Executive Summary:

embrace colorado™ will require funding from many sources to be successful. Those sources are likely to include local governments, business, philanthropic sources including foundations and individuals, and the state and federal governments. However, a target of a minimum of \$75,000 is critical to achieve in the short term for 2009.

embrace colorado™ will enter into an agreement with CDOT which will make \$200,000 available in reimbursable funds which is likely to be available from January 1, 2009. Matching funds and a positive cash flow are required to make this happen.

Agenda Item Summary
embrace colorado™ Fundraising

Some Board members have vested in the corporation which may amount to several thousand dollars at most. That leaves the \$75,000 still to be achieved and should be the focus of our 2009 fundraising campaign.

At its October 8th meeting the Board established a Mission/Fundraising Committee comprised of four Board members: Angie Milewski, Milan Karspeck, Rocky Scott, and Tom Selders. The committee had a brief exchange via email, but no actions were identified or taken with regard to raising the \$75,000 in cash flow and matching funds for 2009.

A draft case statement is attached to this item for your input, consideration and use. It identifies “why” donors should contribute to **embrace colorado**™ and “how” **embrace colorado**™ will address the challenges facing the region.

Final approval of the 501(c) (3) application was received on November 14th. That action allows for direct giving to Embrace Colorado. Staff has established a fund through a Wells Fargo bank so that donors can donate directly to the fund.

Action Plan:

Staff recommends the following actions to facilitate the development of short term resources:

1. Finalize the Case Statement for everyone’s use.
 - a. Quickly refine the draft with the help of a public relations firm/department who donates their time as a contribution to **embrace colorado**™. This activity should involve the Board’s Fundraising Committee.
 - b. Identify a name for the development campaign, e.g., “Choosing Our Future 2009”
 - c. Distribute the final Case Statement and other Campaign materials to all Board members for their use.

Agenda Item Summary

embrace colorado™ Fundraising

2. Each Board member identifies and contacts a minimum of five (05) potential individual major donors (+\$1,000) prior to Thanksgiving and does one of the following:
 - a. Acquires a contribution
 - b. Schedules a personal face-to-face meeting with the potential donor either alone or with the Executive Director
 - c. The most useful donations are for general operating, but donations can be restricted if necessary to:
 - i. Identify Critical Long-term Issues Affecting Northern Colorado
 - ii. Promote and Encourage Innovative Problem Solving
 - iii. Facilitate Cooperative Regional Problem Solving
 - iv. Conducting Benchmark Research
 - v. Leadership Development

3. The Board Chair, Fundraising Committee members, and the Executive Director work to identify major corporate, foundation, governmental, and other organizational donors. It is suggested that this group take the following actions:
 - a. Identify potential organizational donors via email with the Executive Director acting as the compiler of this broad set of information
 - b. Identify the best person to contact the potential organizational donor and interim steps, if any, that need to be accomplished prior to an "ask"
 - c. Schedule a personal face-to-face meeting with the potential donor or their representative either alone or with the Executive Director or identify and act to make a formal application/request

4. Finish short and long term development work that has been initiated:
 - a. Bohemian Foundation – Kaufman/Daggett
 - b. Individual Donors - Kaufman
 - c. Your Town, Natl. Endowment for the Arts (Growth) – Daggett
 - d. El Pomar Foundation - Daggett
 - e. Ecology & Environment, Inc. (Walsh Environmental) - Daggett
 - f. DOLA grants 2010 – Daggett, Kaufman
 - g. USDOT 2010 – Daggett/Kaufman

Agenda Item Summary

embrace colorado™ Fundraising

- h. School of Global Environmental Sustainability – Daggett
- i. Colorado Equipment Dealers Association - Daggett

Angie Milewski asked for some information about how other efforts approach development. The following are notes from many conversations:

- Promote giving through a 5-year corporate campaign
- Collaborating with educational institutions (specific departments/specific resources)
- Earmarks for major visioning efforts (USDOT/EPA)
- State financial support (DOLA or legislation)
- A majority of contributors and board trustees (members) are corporate/business
- Develop sponsors outside the formal board structure and set levels (e.g., bronze, silver and gold)
- Personal gifts (individuals)
- Support from local foundations*(this is essential)
- People like giving to a project – name it and campaign for it
- Make it easy – donations through your website (e.g., Obama approach)
- Use economic development themes
- Develop a public sector strategy
- Approach logical local and statewide groups, e.g.,
 - Cattlemen’s Association
 - Colorado Trucking Association
 - Colorado Homebuilders Association
 - Colorado Environmental Groups
 - Transit Advocacy Groups
 - Farm Bureau
- Some are efforts are state mandated, e.g., regional planning commissions
- Smart growth coalitions (national and local)