

**MAMMOTH LAKES RECREATION (MLR)**  
Board Meeting

**MEETING**  
MONDAY, June 9, 2014  
3:00 p.m.

**NOTE MEETING LOCATION**  
**Mammoth Lakes Tourism Conference Room**  
**2510 Main Street**  
**Mammoth Lakes, CA 93546**

NOTE: In compliance with the American with Disabilities Act, if you need special assistance to participate in this meeting, please call (760) 934-4932. Notification 48 hours prior to the meeting will enable MLR to make reasonable arrangements to ensure accessibility to this meeting. (28CFR 35.102-35.104 ADA Title II)

NOTE: All comments will be limited by the President to a speaking time of five minutes.

**ROLL CALL**

Board Members: John Armstrong, Treasurer Jo Bacon, Colin Fernie, Teri Stehlik, President Danna Stroud, Elizabeth Truax, Secretary Rick Wood, and John Urdi.

**PUBLIC COMMENTS**

**ADMINISTRATIVE ITEMS**

1. Acceptance of minutes of June 2, 2014 meeting.
2. Review, and possible action on MLR One Sheet prepared by Outreach Ad Hoc Committee
3. Review status, and possible action on existing MLR Ad Hoc Committees
  - a. Public Comment – Teri/Danna – work complete
  - b. Bylaws – Jo/Rick/Danna – work ongoing
  - c. Outreach – Betsy/Colin – work ongoing
  - d. Scope of Work/Budget – Betsy/Jo/John U. – work ongoing
  - e. Reconciliation – Teri/Jo – work ongoing
  - f. Contract Framework – John A./John U./Rick – work ongoing
  - g. Next Steps – Betsy/Teri – work complete
  - h. 501(c)(3) – John U./Rick – work complete
  - i. Staff Description – John A./Colin – work ongoing
  - j. New Ad Hoc to consider – Finance/Fundraising
  - k. Others
4. Report from MLR Contract Ad Hoc Committee
5. Interim Website Set Up and Maintenance In-kind Donation Offer
6. Report from Officers
  - a. Initial report on filing requirements
  - b. Establishing Bank Account

7. Review, and possible action on future MLR Meeting Location
8. MLR Board member reports

## **REQUEST FOR FUTURE AGENDA ITEMS**

### **ADJOURNMENT**

To the next meeting of the MLR Board scheduled for Monday, June 23, 2014.

I hereby certify under penalty of perjury under the laws of the State of California, that the foregoing agenda was posted on the Mammoth Lakes Tourism outside door not less than 72 hours prior to the meeting. Dated this 6th day of June, 2014.



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Jo Bacon, MLR Treasurer

# MINUTES OF MAMMOTH LAKES RECREATION FORMATION COMMITTEE

June 2, 2014

## ROLL CALL

Chair Stroud called the meeting to order at 3:07 pm at the Mammoth Lakes Tourism Conference Room, 2510 Main Street, Mammoth Lakes, CA. Present were John Armstrong, Jo Bacon, Colin Fernie, Teri Stehlik, Betsy Truax and Rick Wood. Absent – John Urdi.

## PUBLIC COMMENTS

### SPEAKING FROM THE FLOOR:

Ms. Sandy Hogan commented on her letter of congratulations and her intention to stay involved in the process.

1. Acceptance of notes of MLR Formation Committee meeting of May 19, 2014.

There were amendments made to the minutes as follows:

Committee member Stehlik, not Truax made the changes regarding Item #6 from the May 12, 2014 minutes in the first two sentences of the paragraph amending the prior minutes.

Motion by Truax and second by Fernie to accept minutes as amended. Passed 7-0.

2. Acceptance of notes of MLR Formation Committee meeting of May 22, 2014.

The sentence "Committee Members volunteered to take on additional "Ad Hoc" duties was amended as follows to add these details:

Contracts Ad Hoc was expanded to John Armstrong, John Urdi and Rick Wood.

MLTSCC transition was added to the Reconciliation Ad Hoc duties.

Measure U Transition Ad Hoc was formed with John Armstrong, Teri Stehlik and Betsy Truax.

It was also confirmed that Betsy Truax and Teri Stehlik will continue to be liaisons to the Recreation Commission.

3. Execute Formation of Mammoth Lakes Recreation. The following minutes are hereby incorporated:

## **MINUTES OF ORGANIZATIONAL MEETING**

### **OF MAMMOTH LAKES RECREATION**

1. Identification of Meeting, Directors Present, and Action Taken. The Directors elected by the Incorporator named in the Articles of Incorporation of the above-named

corporation held a meeting at the time, on the day and at the place set forth hereinbelow for the purpose of completing the organization of said corporation:

Time: 3:15 pm

Date: June 2, 2014

Place: Mammoth Lakes Tourism Conference Room, 2510 Main Street, Mammoth Lakes, CA

The following named Directors were present in person: Jo Bacon, Colin Fernie, Teri Stehlik, Betsy Truax, Rick Wood, John Armstrong and Danna Stroud.

The following named persons acted as temporary Chairman and temporary Secretary of the meeting:

Temporary Chairman: Rick Wood (M Bacon/S Stroud/ C 7-0)

Temporary Secretary: Jo Bacon (M Stehlik /S Fernie/ C 7-0)

2. Minute Book. On motion duly made by Stehlik, seconded by Fernie and carried 7-0, the following resolution was adopted:

RESOLVED, that the corporation shall keep at its principal executive office a minute book containing the minutes of this meeting and of all subsequent meetings of the Board of Directors and Board committees, together with such documents and papers as the Board of Directors shall from time to time direct.

3. Articles. The Chairman stated that the original Articles of Incorporation had been filed in the office of the California Secretary of State on April 24, 2014. The Chairman presented to the meeting a certified copy of said Articles of Incorporation showing filing as stated and the Secretary was directed to insert said copy in the minute book of the corporation.

4. Bylaws. The matter of the adoption of Bylaws for the regulation of the corporation was next considered. The Chairman presented to the meeting a form of Bylaws and recommended that the same be adopted as Bylaws of the corporation. On motion duly made by Armstrong, seconded by Stehlik and carried 7-0, the following resolutions were adopted:

WHEREAS, Bylaws for the regulation of the affairs of this corporation have not yet been adopted;

WHEREAS, there has been presented to this meeting a form of Bylaws for the regulation of the affairs of this corporation;

WHEREAS, it is deemed to be in the best interests of this corporation and its shareholders that said Bylaws be adopted as and for the Bylaws of this corporation; and

WHEREAS, the undersigned Directors are empowered pursuant to Section 210 of the California Corporations Code to adopt Bylaws of the corporation;

NOW, THEREFORE, BE IT RESOLVED, that the Bylaws presented to this meeting be and the same are hereby adopted as and for the Bylaws of this corporation.

RESOLVED FURTHER, that the Secretary of this corporation be, and hereby is, authorized and directed to execute a certificate of the adoption of said Bylaws and to insert said Bylaws as so certified in the minute book of this corporation and to see that a copy of said Bylaws, similarly certified, is kept at the principal office for the transaction of business of this corporation, in accordance with Section 213 of the California Corporations Code.

5. Election of Directors. The meeting then proceeded to the election of Directors of the corporation. The Chairman stated that the Bylaws of the corporation provide that the authorized number of Directors of the corporation shall be nine (9) until changed by an amendment to said Bylaws and that pursuant to the authority granted to the Incorporator of the corporation under Section 210 of the California Corporations Code, said Incorporator is empowered to elect the first directors of the corporation. Accordingly, the Incorporator, in the exercise of said power and authority, previously elected to the Board of Directors of the corporation the following persons: John Armstrong, Jo Bacon, Colin Fernie, Teri Stehlik, Danna Stroud, Betsy Truax, John Urdi, and Rick Wood.

Said persons being present, they each accepted their directorship. Thereafter, on motion duly made by Wood, seconded by Stehlik and unanimously carried, Danna Stroud was elected to preside as Chairman for the balance of the meeting, and Rick Wood was elected to preside as Secretary for the balance of the meeting.

6. Officers. The meeting then proceeded to the election of a President, a Secretary, and a Treasurer. The following were duly elected to the offices indicated after his or her name:

Danna Stroud President (M Wood / S Stehlik / C 7-0)

Rick Wood Secretary (M Bacon / S Truax / C 7-0)

Jo Bacon Treasurer (M Wood / S Fernie / C 7-0)

Each officer so elected being present, accepted his or her respective office.

7. Exemptions from Federal and State Taxes. The Chairman next recommended that the Board apply for federal and state tax exemptions available to non-profit corporations. Following discussion of the matter, upon motion duly made by Bacon, seconded by Stehlik and carried 7-0, the following resolution was adopted:

RESOLVED, that the President, with the assistance of legal counsel and accountant, shall execute and file all necessary applications for exemption from taxes with the appropriate federal and state tax authorities, and pay necessary filing fees.

8. Bank Account. To provide a depository for the funds of the corporation and to authorize certain officers to deal with the corporate funds, the following resolutions were adopted, upon motion duly made by Wood, seconded by Stehlik and carried 7-0:

RESOLVED, that all funds of this corporation be deposited with such commercial bank or depository as the President of this corporation shall determine.

RESOLVED FURTHER, that any officer of this corporation shall be authorized to endorse checks, drafts, or other evidence of indebtedness made payable to the order of this corporation, but only for the purpose of deposits.

RESOLVED FURTHER, that all checks, drafts, and other instruments obligating this corporation to pay money shall be signed on behalf of this corporation by the following officers thereof: any officer of the corporation.

9. Execution of Documents. After some discussion, upon motion duly made by Truax, seconded by Fernie and carried 7-0, the following resolutions were adopted:

RESOLVED, that the officers of this corporation are directed on behalf of and as the act of this corporation to prepare, execute, acknowledge and file in the manner required by law all documents required by the Internal Revenue Service (EIN), Franchise Tax Board (application for tax exemption), California Secretary of State (Statement by Domestic Corporation), California Attorney General (registration with Registrar of Charitable Trusts), Town of Mammoth Lakes (business license), and all other federal, state and local agencies.

10. Fiscal Year.

RESOLVED, that the fiscal year of this corporation shall be July 1 to June 30, unless changed by resolution of the Board of Directors (M Stehlik / S Truax / C 7-0).

11. Payment of Incorporation Expenses. In order to provide payment of the expenses of incorporation and organization of the corporation, on motion duly made by Wood, seconded by Fernie and carried 7-0, the following resolution was adopted:

RESOLVED, that the President and the Treasurer of this corporation be, and they hereby are, authorized and directed to pay the expenses of the incorporation and organization of this corporation, including reimbursement of expenses incurred by the organizers of this corporation.

12. Other Business.

i. Review and approval of MLR One Sheet – Outreach Ad Hoc Committee.

Discussion resulted in several edits to the draft. It will be amended and re-presented at the June 9, 2014 meeting.

SPEAKING FROM THE FLOOR:

Elena Blomgren and Sandy Hogan asked for inclusion of additional details.

The Board discussed these items and requested that the Outreach Ad Hoc Committee begin to formulate a Frequently Asked Questions (FAQs) document.

ii. Report of MLTSCC communications from Reconciliation Ad Hoc Committee

Ad Hoc members Bacon and Stehlik presented a summary of two meetings and an early draft of the reconciliation process for the first three annual \$300,000 allocations of Measure R funds. Town Staff provided an additional document that was not reviewed in detail. These members were tasked to continue to work with staff on determining the status of past and current projects and to ensure that no projects are overlooked.

iii. Review of Town contract requirements "check-list" as provided by the Town Attorney.

President Stroud noted that this was a sample template contract, not a draft of the potential contract with MLR.

Ad Hoc members Armstrong, Urdi and Wood will bring back a check-list of items for the June 9, 2014 meeting for the Board to consider, such as insurance requirements and when to start pursuing coverage.

iv. Establish MLR Board summer meeting schedule.

The following schedule was set, all on Mondays at 3 pm. Location TBD:

June 9  
June 23  
July 7  
July 21  
August 4  
August 18

4. Additional Director Reports

None.

REQUEST FOR FUTURE AGENDA ITEMS

The following items will be part of the June 9, 2014 agenda:

Updated One-Sheet from the Outreach Ad Hoc Committee  
Contract check-list from the Contract Ad Hoc Committee  
Officers Report on required filings and status  
Future meeting location

SPEAKING FROM THE FLOOR

John Wentworth recommended that future agendas include a recurring item for Town Staff and/or Contractors to report on the status of current projects.

Consensus was to add this item once the contract is finalized with the Town.

13. Adjournment. There being no further business to come before the Board of Directors, upon motion duly made by Stehlik, seconded by Truax and carried 7-0, the meeting was duly adjourned at 5:40 pm.

Dated: \_\_\_\_\_.

\_\_\_\_\_

Secretary



## **Mammoth Lakes Recreation (MLR) Information Sheet**

*On May 21<sup>st</sup> 2014, the Mammoth Lakes Town Council voted unanimously to create MLR.*

### **Purpose**

Seven core strategies comprise the RecStrats (adopted town recreation strategy) Plan: Winter Recreation, Non-Winter Recreation, Municipal Sports & Recreation, Trails, Special Events, High-Altitude Training, and Arts & Culture. Throughout the MLR formation process, recreation has been defined in terms of these seven strategies. MLR will have the capacity to approach recreation from a strategic standpoint, focusing on partnerships, communication, new product/experience development, innovation, leveraged funding, leadership, and advocacy. A key vision for MLR is to enhance and augment existing programs and facilities and to work toward achieving objectives identified in adopted Town plans while also actively seeking new opportunities that align with our vision.

### **Next steps**

The MLR Board formally approved Articles of Incorporation and Bylaws to form MLR as a California Nonprofit Public Benefit Corporation on June 2, 2014. The Board will negotiate a contract for services between Town of Mammoth Lakes (TOML) and MLR to include deliverables and performance measures. In order to facilitate the strategic use of Measure R (parks, trails and recreation) and U (mobility, arts and culture, recreation) tax funds, MLR will become the recommending body to Town Council for allocation of those funds through a process that includes public input and recommendations from TOML Staff, United States Forest Service (USFS) and other interested parties. The MLR Board will work with the Measure U Committee and Recreation Commission to transition the Measure R and U recommendation processes. The board has completed transition work with the Mammoth Lakes Trails System Coordinating Committee (MLTSCC). The Recreation Commission will continue as the advisory group to Town Council for municipal/community recreation.

### **Operations**

MLR will be staffed by an Executive Director and a Recreation/Trails Coordinator. The MLR Board anticipates a national search for these positions with both hires in place by October

2014. MLR meetings will be governed by the Ralph M. Brown Act open meetings law, which stipulates that meetings must be public, noticed, and agendas and minutes made available to the public. Just as it does now, Town Council retains final approval over R and U allocations. The permanent MLR board will be elected in October 2014 with seven at-large positions, one appointed representative of the Town Council, and one representative of Mammoth Lakes Tourism designated by that Board. At least six Directors must be permanent residents of Mammoth Lakes. The MLR Board will soon seek applicants for the at-large positions.

### **Background**

The MLR concept dates back to discussions held in 2009 exploring the need for a separate, non-governmental entity to develop a recreation vision and implementation strategy. Those efforts led to RecStrats I & II, which identified the vision “To be the best alpine recreation community in the country,” supported by three guiding principles: Stewardship/Management, Economic Development, and Quality of Life. In the summer of 2013, more than 30 stakeholders throughout Mono County including the entire Recreation Commission and representatives from Town Council were invited to participate in a facilitated public process to determine whether an MLR entity was needed and what it might look like. The group recognized the current positive attributes of municipal/community recreation in Mammoth Lakes while acknowledging the potential gains and positive features for a new organization.

It is important to state explicitly that MLR will *not* replace existing TOML Recreation staff or programs. MLR will have a *volunteer* board, and the current MLR Board members are all volunteers who receive no compensation for their services. The additional funding generated through grants, sponsorships, fundraising, etc. should eventually exceed any public funds used for operations.

## **Mammoth Lakes Recreation Contracts Checklist.**

Include the 7 Core Strategies for Arts, Culture and Recreation

1. Highest quality winter recreational activities.
2. Highest quality non winter recreational activities
3. Arts and Culture
4. Municipal sports and recreation
5. Trails
6. Special Events
7. High Altitude Training

Actions:

- Act as the lead agency for:
  - Perform the duties of:
  - Be responsible for:
  - Research, develop and implement:
  - Operate
  - Report
  - Be accountable for:
  - Be responsible for:
  - Take action to:
1. Mammoth Lakes Trail System
    - Act as the lead agency and contact point with TOML for strategies, funding and projects
    - Strategies:
      - Further the purpose and function of the strategies of MLTSCC
      - Maximize community engagement
      - Promote trails stewardship
      - Maintain and develop infrastructure and facilities
      - Maintain and develop programming activities
      - Develop promotional materials
    - Funding:
      - Further projects that are ready to go
      - Finish incomplete projects or programs
      - Consider continuing re-occurring programs after review
      - Maintain data sets, programs and infrastructure
      - Enhancement of connection with public lands
      - Procure funding
      - Conduct public outreach and education programs.

2. Communications
  - Create an active and ongoing arts and recreation forum within Mammoth Lakes.
  - Manage websites
  - Provide briefings to TOML Council and recreation partners in Mammoth Lakes
3. Operate the Measure U application process.
  - Publicize, organize and conduct outreach and application process.
  - Provide prioritized recommendations to TOML Council.
4. Operate the Measure R application process.
  - Publicize, organize and conduct outreach and application process.
  - Provide prioritized recommendations to TOML Council
5. Leverage TOML funds to improve recreation in Mammoth Lakes.
  - Apply for, obtain, and administer funding.
6. Provide Leadership and Advocacy.
  - Write a strategic plan for a comprehensive recreation program for Mammoth Lakes, utilizing work performed by RecStrats I & II and complimenting the Town of Mammoth Lakes Recreation Plan.
  - Develop a communications plan and relationships with relevant town, county, state, and other governmental agencies to ensure awareness and involvement with MLR goals and projects.
7. Business Development.
  - Promote and sign up guests for the increased use of enhanced recreation facilities and programs in Mammoth Lakes.

**Measurable Outcomes of MLR Activities:**

- Increased total user participation in recreation activities.
- Increase in implementation of recreation products linked to market segments and priorities established by RecStrats 1&II.
- Public participation in hearings and outreach projects.
- Publications and website distribution and traffic.
- Grant funding obtained
- Sponsorships obtained

## **Interim Website Set Up and Maintenance In-kind Donation Offer Presented by MLR Board member Jo Bacon**

Purpose: To provide a low-cost, initial web platform to formally announce the organization, allow for electronic communications and provide a web presence for Mammoth Lakes Recreation from June through September 2014, including the following:

### Set Up:

- Transfer of MammothLakesRecreation.org, MammothLakesRecreation.com and MammothLakesRecreation.net domain names from TOML to MLR
- Basic design structure including graphics, images, and text
- Home page for contact information, purpose statement and related items
- Agendas/Minutes page for posting packets and minutes of Board Meetings
- About Us page for Board composition, members, etc.
- Next Steps page for tasks planned for the next few months
- FAQs page as those are developed and updated
- Donations page when needed
- Re-direct of \*.com and \*.net domain names to \*.org pages
- Usage reports as needed
- Links to and from other websites as needed

### Communications:

- Set up and monitoring of an info email address for questions, contact, etc.
- Posting/distribution of agenda packets per Brown Act requirements

Note: This would not be the final design for the organization's website.

Estimated value \$5, 940.00:

- Would use web hosting services under existing contract I hold, so there is no monthly cost for hosting services
- Domain transfer service fees approximately \$40.00
- Design services estimated at \$4,000.00 (80 hours @ \$50.00/hour)
- Daily monitoring of website for four months estimated at \$400.00 total
- Updating of pages as needed estimated at \$1,500.00

Note: I currently provide website services to several non-profits via in-kind services.

Estimated implementation timeframe:

- Basic shell by June 23 meeting (Home Page, Agendas, email address)
- Above structure in place by July 1

## Applications for Non Profit Status / Legal Filing Requirements

| Fee      | Form/Filing Agency   | Timing   |
|----------|--|--|
| \$850.00 | IRS Form 1023 Application for Recognition of Exemption under 501(c)(3) | Needs to be processed before 12/31/14 for contributions in 2014 to be tax-exempt |
| \$25.00  | State Registry of Charitable Trusts                                    | Within 30 days after receipt of assets   |
| \$25.00  | Franchise Tax Board Form 3500 Application for Tax Exemption            | Needs to be processed before 12/31/14 for contributions in 2014 to be tax-exempt |
| \$20.00  | SOI-100 Statement of Domestic Corporation                              | Within 90 days of initial filing initial application (4/24/14)                   |
| None     | Town of Mammoth Lakes Business License                                 | After obtaining IRS 501(c)(3)  |
| None     | DE 1NP State Employment Development Department Payroll Taxes et. al.   | Within 15 calendar days of paying over \$100 in wages                            |
| None     | Form SS-4 Application for Employer Identification Number               | Before hiring first employee   |

Note: This listing does not include Worker's Compensation or other insurance coverage.