

Mammoth Lakes Foundation
Executive Committee Meeting
Tuesday, November 28, 2017
Mammoth Lakes Foundation Library
100 College Parkway, Mammoth Lakes, California 93546
www.mammothlakesfoundation.org

(3pm) Call the Meeting to Order – Board Chair Gary Myers

(3:05) Executive Committee Member

| | | |
|--------------------------------|---------------------------------|---------------------------------------|
| Gary McCoy - President | Gary Myers – Board Chair | Shields Richardson - Secretary |
| Luan Mendel - Treasurer | Bonnie Colgan - Member | Evan Russell – CEO |

(3:10pm) Administrative Items

1. Approve any additions to the Agenda
2. Approve the minutes of the October 5, 2017 Executive Committee Meeting (Att #1)
3. (15 min) Review and consider approving the MLF Strategic Plan “Visions for Success 2022” (Att #2)
4. (15 min) - Review of the FY16-17 Management Audit Findings & Recommendations (Att #3)
 - Pulled until January – still pending finalization of the Findings & Recommendations.
5. (10 min) – Review the FY17-18 Q1 Budget (Att #4)
6. (10 min) - Review and consider approving the Draft Upgraded and Modified MLF Bylaws (Att #5)
7. (10 min) - Review and consider approving the sale of selling a 50% partnership interest of the South Gateway Student Apartments to Mammoth Hospital. (Att #6)
 - Pulled until we have the legal language to review – may require a Special Exec Com Meeting in December or wait until January and be an element of a special meeting with the FY16-17 Audit Report.
8. (10 min) – Review and consider approving a credit card policy for Foundation employees (Att #7)
9. (10 min) – Review and consider approving the advertising for a Director of Development. (Att #8)
10. New Business
 - Establish a Board Development Committee to ensure effective board processes, structures and roles, including retreat planning, committee development, and board evaluation; sometimes includes role of nominating committee, such as keeping list of potential board members, orientation and training.
11. Old Business
 - a. (10 min) Status report on the development of the Performing Arts Center as an element of the Mammoth Arts & Culture Center (Att #11)
 - b. (10 min) Legal Update (Att #12)
 - c. (3 min) Review and confirm the FY17-18 Calendar of Events (Att #13)
12. Request for Future Agenda Items
 - a. Board Governance – Stages of Board Development (Att #14 & #15)
 - b. Employee Compensation Plan

(4:30pm) Adjournment

To the next meeting of the MLF Foundation Executive Committee on **PENDING** to be held in the Mammoth Lakes Foundation Library. (Next scheduled is March 13, 2018 @ 3pm)

Mammoth Lakes Foundation
Executive Committee Meeting Minutes
Thursday, October 5, 2017 @ 9am
Mammoth Lakes Foundation Library
100 College Parkway, Mammoth Lakes, California 93546

www.mammothlakesfoundation.org

The meeting was called to order at 9:02am by Executive Director Rich Boccia in the absence of Board Chair Gary Myers. The 2002 version of the Bylaws indicate that the Vice-Chair facilitates the meetings in the absence of the Chair. The Executive Committee does not have a Vice-Chair and it was agreed that the Executive Director would facilitate the meeting. The Executive Committee was also reminded that they Bylaws are being updated and will be presented to the Board in December for review with a recommendation for approval.

In attendance at the meeting were Gary McCoy, Shields Richardson and Luan Mendel with Bonnie Colgan and Evan Russell participating by phone conference.

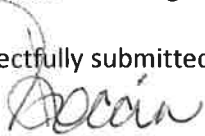
Administrative Items

1. Approve any additions to the Agenda
 - There was an addition to the Agenda as noted in item 9a which was approved by unanimous consent.
2. Approve the minutes of the January 20, 2017 Executive Committee Meeting.
 - The minutes were approved as submitted: Motion by McCoy/Second by Mendel: Passed 5-0
3. Review and consider approving a contract with The Ruzika Company for planning and coordinating the theatrical equipment systems for the Mammoth Lakes Performing Arts Theater not to exceed \$72,071.
 - The Ruzika Company contract was approved as submitted: Motion by Mendel/Second by Colgan: Passed 5-0.
4. Review and consider approving a contract with Triad/Holmes Associates to prepare the conceptual grading plan, drainage and utility plans for the Mammoth Lakes Performing Arts Theater not to exceed \$7000.
 - The Triad/Holmes contract was approved as submitted: Motion by McCoy/Second by Mendel: Passed 5-0
5. Review and consider approving a contract with Design Workshop, Inc. to assist with master planning services and assist with public outreach to revise the 2005 South Gateway Master Plan not to exceed \$35,000.
 - The Design Workshop, Inc. was approved with a modification of the language not to exceed \$38,000. CEO Russell indicated that he had spoken with their point person, Steve Noll, and a 10.12.17 initial meeting with a variety of stakeholders had been tentatively scheduled based on the outcome of this request for approval. McCoy motioned/Richardson seconded: Passed 5-0.
6. Review and consider approving a contract with AMS Planning Research to work with the stakeholders to further refine the business plan paying particular attention to governance and management structures as well as confirming earned revenue sources for the Mammoth Lakes Performing Arts Theater not to exceed \$45,000.
 - The AMS Planning Research contract was approved as submitted: Motion by Mendel/Second by Richardson: Passed 5-0.

7. Review and consider the adoption of the Mammoth Lakes Foundation Employee Handbook.
 - The employee handbook was approved as submitted as one element of the human resources audit: Motion by Richardson/Second by Colgan: Passed 5-0.
8. Consider exploring the option of employing a Development Director for the Foundation.
 - The Executive Committee reviewed both of the supporting documents and discussed both of the options – employment of an in-house person which has been a challenge over the years or contracting with an outside professional consultant. There was agreement that the Foundation needs to create and implement a fund development strategy as a top priority. The Executive Director was provided with direction to explore both options to include an opening conversation with DSES Fundraising Contractor Jerry Buckley and report back to the Executive Committee.
9. New Business
 - a. Review and consider adopting language regarding the recusal of Mammoth Hospital and MLF Board Chair Gary Myers from discussions and decisions regarding the SGSA Property.
 - The Board took action to approve the following language. “MLF Board Chair has recused himself from any participation in the discussions or decisions about the transaction between Mammoth Lakes Foundation and Mammoth Hospital as related to the South Gateway Student Apartments.” Motion by Richardson/Second by McCoy: Passed 5-0.

The Executive Committee adjourned at 10:03am to the next meeting of the MLF Foundation Executive Committee on November 28, 2017 at 3pm to be held in the Mammoth Lakes Foundation Library or at an earlier date and time based on the needs of the organization.

Respectfully submitted,



Rich Boccia
Executive Director
Mammoth Lakes Foundation

“To support higher education and cultural enrichment in the Eastern Sierra”

**Mammoth Lakes Foundation
Board of Directors
Agenda Action Sheet**

Executive Committee Meeting Date: November 28, 2017

Date Prepared: November 2, 2017

Prepared by: Rich Boccia; Executive Director
Mammoth Lakes Foundation

Title: MLF Strategic Plan "Visions for Success 2022"

Strategic Alignment #1: Foundation Operations

Recommended Motion:

It is recommended that the MLF Board of Directors approve the 2017-2022 MLF Strategic Plan "Visions for Success 2022".

Background Information:

Over these past six months staff has reviewed a variety of documents that outline the Board's commitment to organizational aspirations, common goals and strategies that will be needed to fulfill the Foundation's mission and commitment to the Mammoth Lakes community. Some of the documents that were reviewed date back to May, 1999.

Strategic objectives are ranked by their importance in achieving the strategic goals. All subsequent operational or tactical planning and resource allocation is based on strategic priorities. We have identified the following strategic priorities for the Foundation;

1. **Foundation Operations**
2. **Communication & Branding of the Foundation**
3. **Project Funding, Debt Service and Operating Reserves**
4. **Cerro Coso Community College Support**
5. **Arts & Culture Programs**
6. **South Gateway Planning and Land Uses**
7. **The South Gateway Student Apartments**

The MLF staff is recommending that the Board approve this strategic plan that will serve as a base of our work as an organization and will be reviewed and updated annually by staff and recommended for approval each spring as aligned with the development of the annual budget.

Funds Available: Varies

Account Number: Coding per Project



**Mammoth Lakes Foundation
Strategic Plan
“Visions for Success 2022”
July 1, 2017 through June 30, 2022**

**"Strategy without tactics is the slowest route to victory.
Tactics without strategy is the noise before defeat"
- Sun Tzu, Ancient Chinese Strategist**

(I) Introductory Statement:

Strategic planning is an organizational management activity that is used to set priorities, focus energy and resources, strengthen operations, ensure that employees and other stakeholders are working toward common goals, establish agreement around the intended outcomes/results, and assess and adjust the organization's direction in response to a changing environment. It is a disciplined effort that produces fundamental decisions and actions that shape and guide what an organization is, who it serves, what it does, and why it does it with a focus on the future. Effective strategic planning articulates not only where an organization is going and the actions needed to make progress, but also how it will know if it is successful.

(II) Background Statement:

The Mammoth Lakes Foundation was founded in 1989 by **Dave McCoy** and a few of his friends to be the catalyst in bringing higher education and the arts to the Eastern Sierra. At the time, local high school graduates and residents had few choices when it came to higher education.

Supporting Higher Education

It all started very humbly with a couple of instructors, a handful of students, a rented space in the Rite Aid Shopping Center strategically located next to the town pool hall. Cerro Coso Community College had been offering classes wherever they could find space, usually at the high school or in empty conference rooms.

Mammoth Lakes Foundation and a group of dedicated supporters secured a permanent building for the college and continue to support efforts to keep higher education an affordable option to those who wish to pursue it.

In 2014, 500 students enrolled between the Bishop and Mammoth branch campuses. Since 2003, when MLF started awarding scholarships to students, over 600 scholarships have been awarded for Mono County students enrolled full time. Support for an individual ranges from \$800 to \$1,000 each semester and covers tuition and books.

The Dean of the Eastern Sierra branch campuses, Dr. Deanna Campbell, continues to work tirelessly to expand degree and certificate programs every year. Students can earn an AA degree in a number of disciplines and have their credits fully transferred to a UC, Cal State, or to University of Nevada Reno.

With the cost of higher education a major barrier to many of the kids and families in the Eastern Sierra, Mono County residents can pursue two years of college right here at home and will receive a full scholarship from the Mammoth Lakes Foundation to help them realize their dreams.

Cultural Enrichment

In 2011, The Mammoth Lakes Foundation employed Shira Dubrovner as the Artistic Director for the **Mammoth Lakes Repertory Theatre**. Over these years she has produced a number of theatrical events that have been attended by well over 7000 people of all ages and abilities in the Edison Theater. Her success with the one hundred seat theatre has generated enthusiasm for the growth and development of a 298 seat Performing Arts Center on the Mammoth Lakes Foundation property which is projected to open during the winter of 2020.

The mission of Mammoth Lakes Repertory Theatre is to develop, maintain and nurture live theatre in the Mono/Inyo County area by providing a creative space to produce live theatre of the highest caliber, equal to any theatre in the state, and inspiring the arts while making a vital contribution to the community's economy, culture and spirit.

The vision is to produce live theatre that mirrors human nature with the intent to be insightful and enlighten the future by creating a theatre experience that not only engages but also educates, inspires, entertains, and provokes thought.

"With our professional quality theatre and our dedication to our area's youth, we are committed to the development and nurturing of a viable and vital Theatre company that both enhances and contributes to the community. Our theatre donors and patrons are the true architects of what we intend to be a long-lasting resource. By becoming a patron you will give a tribute to your family or business while simultaneously serving the community." says Dubrovner.

Dubrovner has also taken the lead with the **Mammoth Lakes Film Festival** that started in 2015 and is committed to screening new movies by inspired and innovative filmmakers. The Film Festival is a five-day festival that screens independent features and shorts in the spectacular setting of Mammoth Lakes – California's premier mountain resort, high in the Eastern Sierras each Memorial Day weekend.

The Mammoth Lakes Film Festival was named one of the "The Top 50 Festivals Worth the Entry Fee" by Movie Maker Magazine in 2016 & 2017. The Festival captures the imagination of audiences and contributes to the vitality of film culture by providing emerging filmmakers with an opportunity to show their latest work in a vibrant and nurturing atmosphere.

Visitors are drawn to the area to experience exciting new films by both new and established independent artists, and for the opportunity to mingle with them at fun and friendly daily events. The Festival is also a forum for filmmakers to have their work seen by industry professionals who have the potential to provide mentorship and propel their careers.

(III) Management Board & Staff

Mammoth Lakes Foundation is governed by a Board of Directors that consists of fourteen members, seven of those board members constitute the executive committee which is comprised of a Founder, Dave McCoy, the President, Gary McCoy, the Board Chairperson, Gary Myers, a Secretary, Shields Richardson, the CEO, Evan Russell, the Treasurer, Luan Mendel and one member-at-large, Bonnie Colgan.

There are a number of ex-officio's that participate in the quarterly board meetings along with a staff of four that includes an Executive Director, a Marketing Director, an Artistic Director and an Office Manager.

Temporary Ad-hoc Committees may be formed by the MLF Board for specific tasks, such as the study and development of specific partnerships and projects for future consideration and support by the Foundation.

MLF also recognizes the need to cultivate and utilize a broad pool of community volunteers to support the scope of work and the mission of the organization.

Mammoth Lakes Foundation Organizational Chart



(IV) Our Mission:

The Mammoth Lakes Foundation supports higher education and cultural enrichment in the Eastern Sierra.

(V) Our Vision:

Dave McCoy's vision to cultivate higher education and the arts in the Eastern Sierra is shared by many. Our goal is a permanent and expanded college campus and facilities for academic studies, appreciation of the arts, and to support institutional public housing in Mammoth Lakes.

The Mammoth Lakes Foundation and our supporters believe that availability of higher education and cultural enrichment in the Eastern Sierra enhances the quality of life enjoyed by residents, second homeowners and visitors. It balances the recreational attractions in the community with cultural and educational opportunities. Higher education promotes leadership, stimulates growth and builds a stronger year-round economy and community.

(VI) Core Values / Guiding Principles:

Core values demonstrate the essential, unchanging values of the organization. Core values should not only represent what the organization stands for, but should also guide each generation of leadership regarding how and where to lead the organization.

- a. **Integrity:** It is crucial that the Foundation remains beyond reproach. Not only must the Foundation pursue honorable initiatives, but it must conduct business in a way that is honest, transparent and ethical.
- b. **Empowerment:** The Foundation strives to fix larger systemic problems and to improve the quality of life for people that choose to live, work and play in our community.
- c. **Excellence:** Show the world that the Foundation is not only pursuing something important but that we are doing it well.
- d. **Community:** The Foundation will collaborate and build partnerships with other agencies in the community. An organization can accomplish more if it attempts to complement the existing resources available in the community rather than duplicate them.
- e. **Good Stewardship:** The Foundation will demonstrate that we are good stewards of the resources bequeathed to the organization.

(VII) Strategic Priorities:

Strategic objectives are ranked by their importance in achieving the strategic goals. All subsequent operational or tactical planning and resource allocation is based on strategic priorities. We have identified the following strategic priorities for the Foundation;

1. **Foundation Operations**
2. **Communication & Branding of the Foundation**
3. **Project Funding, Debt Service and Operating Reserves**
4. **Cerro Coso Community College Support**
5. **Arts & Culture Programs**
6. **South Gateway Planning and Land Uses**
7. **The South Gateway Student Apartments**

(VIII) Strategic Objectives

Strategy #1: Foundation Operations

| | Objective | Tactic | People | Start Date | Completion Date | Evaluation |
|----|--|---|--|------------|-----------------|--|
| 1a | Ensure that the Foundation retains its nonprofit status | Prepare and submit the required reports | MLF Executive Director | 07.01.89 | On-Going | Retention of nonprofit status |
| 1b | Ensure that the bylaws are current | Conduct an annual review of the Corporate Bylaws and modify accordingly | MLF Executive Director | 08.26.17 | | Annual review by the MLF Executive Committee |
| 1c | Ensure that the foundation is compliant with all required state and federal laws | Annual reviews and updates of foundation policy and procedures | MLF Executive Director | 07.01.17 | On-Going | Number of complaints filed against the organization |
| 1d | Ensure that the foundation has GAAP (Generally Accepted Accounting Principles) framework guidelines for financial accounting are established | Conduct an annual audit by an independent third party | MLF Executive Director | 09.25.17 | | As identified by the number of audit findings that need to be addressed on an annual basis |
| 1e | Ensure that the foundation has a five year strategic plan that has been adopted by the board | Create the strategic plan spanning the five year window from 2017 - 2022 | MLF Executive Director, Board & MLF Staff | 07.01.17 | 12.02.17 | The "Visions of Success 2022" document is adopted by the Board and updated on an annual basis. |
| 1f | Develop a Board Governance Plan that revitalizes the MLF Board of Directors | Work with the non-profit Board Stages of Development and a Governance Coach to rekindle the focus and energy of the board | MLF Executive Director, MLF Exec Com, Governance Coach and the MLF Board | 01.01.18 | | The Board adopts a Governance Handbook |

Strategy #2: Communication & Branding of the Foundation

| | Objective | Tactic | People | Start Date | Completion Date | Evaluation |
|----|---|--|------------------------------------|-------------------|------------------------|---|
| 2a | Refine the message about who MLF is what the impact we have on the community – Branding 101 | Create a communication plan and an implementation strategy | MLF Marketing Director | 09.01.17 | | Approval of the communication plan by the Board of Directors |
| 2b | Increase the number of visitors to our website | Ongoing and consistent updates to the Foundation webpage | MLF Staff | 09.01.17 | On-Going | Monthly reviews of the webpage to ensure that it has been updated including updating our photo library to keep the page current |
| 2c | Expand our social media following | Create fresh posts that will engage and increase our number of followers | MLF Marketing Director | 09.01.17 | On-Going | Create baseline data to measure progress on a quarterly basis |
| 2d | Leverage the existing student college base | Develop social media strategies to attract out of the area students | MLF Marketing Director, CCCC Staff | 01.01.18 | | To identify the number of followers on our social media channels |
| 2e | Increase communication with the stakeholders about the work of the foundation | Develop and publish a monthly e-letter | MLF Marketing Director | 01.01.18 | | Through the number of e-letters that are distributed to our followers on a monthly basis |

Strategy #3: Project Funding, Debt Service and Operating Reserves

| | Objective | Tactic | People | Start Date | Completion Date | Evaluation |
|----|--|--|--|-------------------|------------------------|---|
| 3a | Create a fund development strategy to support the operations of the organization | Review all of our membership levels, prospects for grants, campaigns, legacy giving, the campus acre program and assorted campaigns. | MLF Executive Director & MLF Staff | 09.01.17 | | By identifying base level funding through memberships and to project a consistent stream of funding to support operations to accomplish the mission of the organization |
| 3b | Determine the annual funding gap which includes the operations of the facilities | Review of the last three annual budgets identifies the needs to raise \$30,000 a month to cover our base costs | MLF Executive Director, Board Treasurer & Accountant | 07.01.17 | 08.26.17 | One page fiscal analysis of the past three years of funding to support the foundation from a variety of sources. |
| 3c | Secure funding for the Performing Arts Theater from the Kern Community College District and the Town of Mammoth Lakes | Completion and approval of the funding agreements for one time capital and on-going support | MLF CEO, MLF Executive Director, MLF Exec Com | 07.01.15 | | Approval of these agreements by the appropriate governing agencies |
| 3d | Identify the costs to support the upgrade of the Foundation Offices including the parking lot, the grounds, interior paint and floors, lighting and a new roof | Request bids from multiple sources for each item | MLF Executive Director | 08.01.17 | | The number of projects that are completed that improve the facility and build a sense of pride |

Strategy #4: Cerro Coso Community College Support

| | Objective | Tactic | People | Start Date | Completion Date | Evaluation |
|----|--|--|---|-------------------|------------------------|--|
| 4a | Build relationships with the Kern Community and Cerro Coso College Districts | Schedule consistent meetings with the local staff, the district staff and the board president | MLF Executive Director | 07.01.17 | On-Going | Measured by the quality of the meetings and the agreed upon accomplishments |
| 4b | Assist with Increasing the student base to maintain sustainability that provides equal access to higher education in the Mammoth community | Engage and support the recruitment efforts of the Cerro Coso staff by attending college fairs and identifying targeted student populations for recruitment | MLF Executive Director, the College Director and our teams | 10.01.17 | | Use fall 2017 as a baseline for enrollment |
| 4c | Support the development of new programs | Collaborate with the college staff to identify potential new programs in the area of sports and academics | MLF Executive Director, College Director, MMSA Coaches, Mammoth Track Club Coaches, Resident Artists, and DSES NWWC | | | The number of new programs that the college adopts over a three year cycle |
| 4d | Develop strategic partnerships with organizations that support higher education | Collaborate with the staff at Valentine Reserve and SNARL | MLF Executive Director, College Director and Valentine / SNARL Director | | | The number of programs and projects that are completed over a three year cycle |

| | | | | | | |
|----|---|--|------------------------|--|--|--|
| 4e | Increase financial support for the students that are recipients of our scholarships | Identify new financial partners to support our mission | MLF Executive Director | | | |
|----|---|--|------------------------|--|--|--|

Strategy #5: Arts & Culture Programs

| | Objective | Tactic | People | Start Date | Completion Date | Evaluation |
|----|--|---|---|------------|-----------------|---|
| 5a | Work with the local resident artists to create an Arts & Culture Strategy for the community | Reflect on the “Boston Creates” Cultural Plan as a base for the development of the Mammoth Strategy | MLF Executive Director, MLF Artistic Director and Resident Artists | 11.01.17 | | The adoption of the strategy by the perspective governing boards |
| 5b | Create a programming plan for the three performing arts facilities on the Foundation campus starting with the 2020 calendar year | Facilitate the development of programming for the 2020 calendar with the local resident artists and the college staff | MLF Executive Director, MLF Artistic Director, Resident Artists and College staff | 01.01.18 | | The adoption of the strategy by the perspective governing boards |
| 5c | Support the Mammoth Film Festival as a potential fundraiser to support the arts | Develop the message for the Festival that would support the creation of a five year scope of work | MLF Executive Director, MLF Artistic Director | 01.01.18 | | The development of a five year plan for growth |
| 5d | Continue to develop the Food & Wine Event to be a major revenue source and a signature community event necessary to strengthen the MLF brand | Engage the stakeholders in refreshing the event | MLF Executive Director, MLF staff and vendors | 09.01.17 | | Measured by the success of the Summer 2018 Event to include increasing awareness about the work of the Foundation, the number of participants and funds raised for programs |

| | | | | | | |
|----|---|--|---|----------|--|---|
| 5e | Continue to support the Mammoth Lakes Repertory Theatre as an element of creating a thriving arts and culture community | Support the Artistic Director in capturing data related to the development of program | MLF Executive Director, MLF Artistic Director | 07.01.17 | | Increase the number and variety of performances and the number of seats sold |
| 5f | Work closely with the Mono Arts Council to develop collaborative programs | Engage the Mono Arts Council in the development of an Mammoth branded Anderson Ranch Model and continue to support the growth and development of the Forest Island Residency Program | MLF Executive Director, Mono Arts Council Executive Director and the Forest Island Lead | 08.01.17 | | The growth of the Forest Island Residency Program and the community impact measured by people involved with the project |

Strategy #6: South Gateway Planning and Land Uses

| | Objective | Tactic | People | Start Date | Completion Date | Evaluation |
|----|--|--|------------------------------------|------------|-----------------|---|
| 6a | Update the land use master plan | Contract with Design Works to engage the community stakeholders in the development of a master plan | MLF CEO | 10.05.17 | | Approval of the master plan by the MLF Board of Directors |
| 6b | Plan, design, construct and open the Performing Arts Center as an element of the Mammoth Arts & Culture Center | Completion of the environmental reviews, the design review process, a capital campaign, construction and the scheduling of the opening day program | MLF CEO, MLF ED, TOML, Consultants | 07.01.15 | | The programming and opening of the building |

| | | | | | | |
|----|--|--|---|----------|--|---|
| 6c | Collaborate with the Town of Mammoth Lakes to conduct the appropriate environmental reviews for the a variety of projects including the Performing Arts Theater, the National Wounded Warrior Center, and Housing on the open acres. | Submit the appropriate documents to the Planning Commission and the CEQA agreements to the Town. | MLF CEO, MLF Executive Director, Consultant & Architect | 07.01.17 | | Completion and approval of the environmental reviews |
| 6d | Appoint an MLF representative to the Mammoth Housing Task Force | Actively participate in the Mammoth Housing Task Force | MLF Executive Director | 07.01.17 | | By the acceptance of the Task Force Plan by the Town Council that outlines the request for a role in this process |
| 6e | Research opportunities to establish a Community Land Trust | Attend the California Ground Solutions Conference in Oakland, California to learn about the creation and impact of community land trusts | MLF Executive Director | 10.09.17 | | The ability to create a community land trust as a best practice that generates an on-going fund stream for the Foundation |

Strategy #7: The South Gateway Student Apartments

| | Objective | Tactic | People | Start Date | Completion Date | Evaluation |
|----|--|--|---|-------------------|------------------------|---|
| 7a | Collaborate with the Mammoth Lakes Hospital to sell the SGSA complex and the land that the building occupies. | The development of a draft agreement of the potential sale | Mammoth Hospital CEO MLF CEO | 07.01.17 | | The sale of the parcel |
| 7b | Collaborate with the Town of Mammoth Lakes staff to make recommendations to the Planning Commission and the Town Council to support an amendment to the General Plan to enhance the Institutional Public | Participate in the creation of the amended General Plan language, the development of the agenda bill and the public presentation of the agenda item. | Mammoth Hospital CEO MLF CEO MLF Executive Director | 07.01.17 | 09.20.17 | The Town Council approved amendment language to the Town General Plan |

(XI) Evaluation: Visions of Success in 2022

- Maintain our status as a leader of nonprofits in our region
- Implementation of a comprehensive communication plan for the Foundation
- Implementation of a robust fund development program that supports the mission of the organization
- Active partnership with the Kern Community College District supporting the growth and development of the Cerro Coso College Campus
- Securing funding from the Kern Community College District and the Town of Mammoth Lakes for one time capital and on-going operations for the Performing Arts Center as an element of the Mammoth Arts and Culture Center
- The Performing Arts Center has a full complement of programming for the community as an element of the Mammoth Arts and Culture Center
- Development of a Visual Arts Program similar to the Anderson Ranch Program
- South Gateway Apartments support a variety of community stakeholders as aligned with the Institutional Public designation
- Maximizing the Foundation property to support housing for the community

“Supporting Higher Education and Cultural Enrichment in the Eastern Sierra”

**Mammoth Lakes Foundation
Board of Directors
Agenda Action Sheet**

Executive Committee Meeting Date: November 28, 2017

Date Prepared: November 9, 2017

Prepared by: Rich Boccia; Executive Director
Mammoth Lakes Foundation

Title: Mammoth Lakes Management Financial Audit

Strategic Alignment #1: Foundation Operations

Recommended Motion:

It is recommended that the MLF Board of Directors accept the Management Financial Audit Findings for FY16-17.

Background Information:

A financial audit is an independent, objective evaluation of an organization's financial reports and financial reporting processes. The primary purpose for financial audits is to give regulators, investors, directors, and manager's reasonable assurance that financial statements are accurate and complete.

The firm of Pine, Pedroncelli and Aquilar, Inc., Certified Public Accountants have provided auditing services to the Mammoth Lakes Foundation over these past two years. Their services include the financial audit and the tax returns for the Foundation. The cost for these services is \$15,000 annually.

Please find two attachments to this agenda bill:

1. The 2015-16 Management Points dated 06.30.16
2. The 2016-17 Management Points dated 11.20.17

The MLF staff is recommending that the Board accept these Management Points to serve as base to develop stronger internal controls for the finances of the Foundation.

Funds Available: Yes

Account Number: 70263

“Supporting higher education and cultural enrichment in the Eastern Sierra”

**MAMMOTH LAKES FOUNDATION
MANAGEMENT POINTS
06/30/2016**

1. As a result of our audit procedures for cash, we found that the Organization had the following stale-dated items:

Wells Fargo Checking

Check # 16361 Paschoalini, Alexandre 06/15/2015 \$250.00

It is our recommendation that management review stale dated transactions and determine if items need to be voided or re-issued.

2. During our audit of Net Assets we noticed that beginning balances did not tie to 06/30/2015 audited balances. Net assets (unrestricted, temporarily restricted, and permanently restricted) should not contain any activity nor be adjusted for current year activity. All current year activity should be applied to the income/expense accounts and allocated by class. Year end "net income" should be closed and allocated to respective net asset accounts as of July 1st of the new year.
3. Because QuickBooks is not designed to track donor restricted activity and applying such activity to the equity accounts is not an accurate way of recording activity, we recommend the Foundation use classes to properly categorize income and expense activity by event/program. Additionally, the use of classes will simplify the Foundation's chart of accounts. There will be no need for repetitive accounts (i.e. 1 donation income account can be used for all programs/events and when allocated by class in QB, the board and management will be able to see total donation income as well as the amount received by program/event). Please feel free to contact us if additional explanation or assistance is needed.
4. Board minutes should include Board approval of significant decisions/policies (i.e. opening new bank acct). It is our recommendation that if such decisions are approved via e-mail or other form of communication, that they be retained and attached to minutes they would be reported on.
5. During our testing of student housing income it was found that student and income records were not properly maintained. Improved record keeping for student housing is strongly recommended. Each student file should include contract and payment details following such contract, as well as tracking of late/unpaid rent balances per student and changes in contract periods.

6. During our audit of fixed assets, we found that the Foundation has not compared assets on hand with those listed on their fixed asset schedule. It is our recommendation that the schedule be updated to properly reflect assets on hand (in use or in storage).

MM 12/6/16

**Mammoth Lakes Foundation
Board of Directors
Agenda Action Sheet**

Executive Committee Meeting Date: November 28, 2017

Date Prepared: November 1, 2017

Prepared by: Rich Boccia; Executive Director
Mammoth Lakes Foundation

Title: FY17-18 Quarter 1 (Q1) Financial Report

Strategic Alignment #3: Project Funding, Debt Service and Operating Reserves

Recommended Motion:

It is recommended that the Mammoth Lakes Board of Directors review and consider accepting the FY17-18 Quarter 1 Financial Report.

Background Information:

The Mammoth Lakes Foundation Board of Directors approved the FY17-18 Budget at their August 26, 2017 Board of Directors Meeting. The fiscal year budget was built on three assumptions:

1. The McCoy funds will be greatly reduced if not eliminated.
2. The sale of the SGSA Complex will eliminate \$2.3 million in debt, an annual finance fee of \$65,000 and will generate approximately \$1 mil for endowments and organizational support.
3. All programs and events will either be revenue neutral or generate enhanced income for the organization.

One of the most crucial elements of the Foundations Strategic Plan is securing funds to support the mission of the organization. Strategic alignment #3 in the plan is focused on project funding, debt service and operating reserves.

The Executive Director will be presenting quarterly financial updates to the Executive Committee and the Board of Directors. This staff report includes two documents:

1. A one page budget summary – Budget to Actual Comparison Summary dated September 31, 2017
2. A six page detailed summary of the year to date actuals

Highlights of the summary page include: (Q1 – 07.01.17 thru 09.30.17)

- a. Line item #4 – Giving Programs - \$533 down from \$72,779
 - Fall Appeals are in process
- b. Line item #7 – Dave McCoy Birthday / August 24th – Web based donations = \$9110.
- c. Line item #12 – Other Income - \$96,434
 - \$90,000 is McCoy Funding for the interest on the SGSA
- d. Line item #13 – Total revenue - \$407,741
 - Food & Wine profit = \$60,000 and Golf Classic Profit \$7500

- e. Line item #20 – Total fundraising costs - \$151,442
 - Food & Wine and McCoy Golf Classic
- f. Line item #22 – Gross Margin - \$256,299
 - Line 13 minus line 20 = line 22
- g. Line item #25 – Salaries & Related Expenses - \$32,070
 - Includes 25% payroll (FY17-18 Q1) Executive Director @ \$65,000, Marketing Director @ \$51,000 and the Office Manager @ \$40,000.
- h. Line item #28 – Total Administrative Expenses - \$81,424 for Q1 minus Arts Programs (MLRT / Forest Island & The Museum)
- i. Line item #32 – College Programs - \$9865
 - Student Scholarships
- j. Line item #33 – Arts Programs (MLRT / Forest Island & The Museum) - \$60,338
 - Includes 25% (FY17-18 Q1) of Artistic Directors salary @ \$60,000
- k. Line item #35 – Total College & Cultural - \$70,253
- l. Line item #38 – Total Expense - \$151,677
- m. **Line item #43 – Net Income Before Depreciation - \$104,622 (All-inclusive except Depreciation & SGSA)**
 - Line 22 – minus line 38 = line 43
- n. Line item #52 – SGSA before tax and depreciation - \$22,333 up from (20,158 / FY16-17 Q1)
- o. Line item #59 – MLF Net Income - \$57,000 including depreciation
 - Eliminate depreciation = line 43 + line 52 = \$126,955

Other:

- 1. FY17-18 Q1 Overall Operational Expenses = \$303,119
 - a. Line item #20 (Fundraising Expenses) \$151,442 + Line item #38 (Total Expense) \$151,677
- 2. FY17-18 Q1 Salaries and Related Expenses = \$64,489 = 21% of the operational budget
 - a. Payroll tax @ 7.75% + SUI (State Unemployment Insurance) @ 6.2% per employee up to \$7000 each

Funds Available: Yes

Account Number: Various

Our mission is to support higher education and cultural enrichment in the Eastern Sierra

MAMMOTH LAKES FOUNDATION
 BUDGET TO ACTUAL COMPARISON SUMMARY
 AS OF SEPTEMBER 31, 2017

| | | Budget | Actual | Last | Total Budget | Remaining Budget | Agenda Item #5 |
|----|---|-----------------|-----------------|-----------------|------------------|------------------|----------------|
| | | Jul-Sep | Jul-Sep | Jul-Sep | 2017-18 | 2017-18 | Attachment #4 |
| 1 | | | | | | | |
| 2 | | | | | | | |
| 3 | Revenue | | | | | | |
| 4 | Giving programs | 12,500 | 533 | 72,779 | 50,000 | 37,500 | |
| 5 | Diamond Partnerships | - | - | - | 125,000 | 125,000 | |
| 6 | Friends of the Foundation | 5,000 | 5,000 | 15,350 | 48,000 | 43,000 | |
| 7 | Dave McCoy 102 Bday | 10,000 | 9,110 | - | 10,000 | - | |
| 8 | Fall & Spring & News Mailings | - | 150 | 565 | - | 34,500 | |
| 9 | MAC Release from restrictions | - | - | - | 100,000 | 100,000 | |
| 10 | Events | 202,000 | 233,554 | 245,902 | 302,000 | 100,000 | |
| 11 | Arts programs | 44,925 | 62,960 | 44,258 | 226,750 | 181,825 | |
| 12 | Other income | 1,900 | 96,434 | 4,195 | 24,200 | 22,300 | |
| 13 | Total revenue | 276,325 | 407,741 | 383,049 | 920,450 | 644,125 | |
| 14 | | | | | | | |
| 15 | Fundraising Costs | | | | | | |
| 16 | Giving programs | 1,267 | - | - | 12,547 | 11,280 | |
| 17 | Events | 112,053 | 151,030 | 146,375 | 227,053 | 115,000 | |
| 18 | General fundraising | 850 | 195 | 590 | 4,627 | 3,777 | |
| 19 | Foundation public relations | 204 | 217 | 924 | 1,316 | 1,112 | |
| 20 | Total fundraising costs | 114,374 | 151,442 | 147,889 | 245,543 | 131,169 | |
| 21 | Gross margin | 161,951 | 256,299 | 235,160 | 674,907 | 512,956 | |
| 22 | | | | | | | |
| 23 | Administrative expense | | | | | | |
| 24 | Salaries and related expenses | 46,275 | 32,070 | 67,822 | 181,100 | 134,825 | |
| 25 | Operating expenses | 25,989 | 35,314 | 23,006 | 115,954 | 89,965 | |
| 26 | Professional expenses | 15,500 | 14,040 | 10,573 | 62,000 | 46,500 | |
| 27 | | | | | | | |
| 28 | Total administrative expense | 87,764 | 81,424 | 101,401 | 359,054 | 271,290 | |
| 29 | | | | | | | |
| 30 | | | | | | | |
| 31 | College program & cultural | | | | | | |
| 32 | College programs | 6,289 | 9,865 | 174 | 40,156 | 33,867 | |
| 33 | Arts programs | 58,265 | 60,388 | 60,788 | 231,060 | 172,795 | |
| 34 | Campus | - | - | - | - | - | |
| 35 | Total college & cultural | 64,554 | 70,253 | 60,962 | 271,216 | 206,662 | |
| 36 | | | | | | | |
| 37 | Total expense | 152,318 | 151,677 | 162,363 | 630,270 | 477,952 | |
| 38 | | | | | | | |
| 39 | Other income | - | - | - | - | - | |
| 40 | Bad debt expense | - | - | - | - | - | |
| 41 | | | | | | | |
| 42 | Net income before depreciation | 9,633 | 104,622 | 72,797 | 44,637 | 35,004 | |
| 43 | | | | | | | |
| 44 | Depreciation | 10,986 | 10,987 | 10,267 | 43,945 | 32,959 | |
| 45 | Net income before SGSA | (1,353) | 93,635 | 62,530 | 692 | 2,045 | |
| 46 | | | | | | | |
| 47 | SGSA Revenue | 53,675 | 80,610 | 45,676 | 291,500 | 237,825 | |
| 48 | SGSA Salaries & benefits | 22,272 | 14,800 | 24,064 | 89,086 | 66,814 | |
| 49 | SGSA operating expense | 42,027 | 43,477 | 41,770 | 188,560 | 146,533 | |
| 50 | | | | | | | |
| 51 | SGSA before tax and depreciation | (10,624) | 22,333 | (20,158) | 13,854 | 24,478 | |
| 52 | | | | | | | |
| 53 | SGSA depreciation | 56,378 | 58,378 | 58,378 | 233,511 | 175,133 | |
| 54 | | | | | | | |
| 55 | SGSA net income | (69,002) | (36,045) | (78,536) | (219,657) | (150,655) | |
| 56 | | | | | | | |
| 57 | MLF Total income | (70,355) | 57,590 | (16,006) | (218,965) | (148,610) | |
| 58 | | | | | | | |
| 59 | | | | | | | |
| 60 | | | | | | | |
| 61 | | | | | | | |

MAMMOTH LAKES FOUNDATION
 BUDGET TO ACTUAL COMPARISON
 AS OF September 30, 2017

| | Jul-Sep Budget 2017-18 | Jul-Sep Actual 2017 | Jul-Sep Restricted 2017 | Jul-Sep Actual 2016 | Jul-Sep Restricted 2016 | Total Budget 2017-18 | Remaining Budget 2017-18 |
|--|------------------------------|---------------------------|-------------------------------|---------------------------|-------------------------------|----------------------------|--------------------------------|
| REVENUES | | | | | | | |
| Operating Expense | | | | | | | |
| 155 Advertising | 875 | (400) | | 1,358 | | 3,500 | 2,625 |
| 156 Alarm monitoring | - | - | - | - | - | - | - |
| 157 Auto | - | - | - | 66 | - | - | - |
| 158 Bank fees | 1,325 | 1,551 | - | 1,426 | - | 5,300 | 3,975 |
| 159 Contract services | 500 | 1,454 | - | - | - | 2,000 | 1,500 |
| 160 Computer hardware, software | 63 | - | - | - | - | 250 | 188 |
| 161 Dues & subscriptions | - | - | - | - | - | - | - |
| 162 Liability insurance | 1,790 | 1,790 | - | 1,790 | - | 7,161 | 5,371 |
| 163 License & fees | 75 | - | - | - | - | 300 | 225 |
| 164 Interest expense | 16,875 | 20,413 | - | 16,164 | - | 67,500 | 50,625 |
| 165 Postage | - | - | - | - | - | - | - |
| 166 Resident support | 150 | 736 | - | 353 | - | 600 | 450 |
| 167 Professional fees | 1,738 | 1,050 | - | 1,050 | - | 6,950 | 5,213 |
| 168 Maid Service | 875 | 950 | - | 1,565 | - | 3,500 | 2,625 |
| 169 Maintenance & repairs | 3,125 | 533 | - | 1,601 | - | 12,500 | 9,375 |
| Supplies | | | | | | | |
| 170 Materials & supplies | 1,250 | 1,589 | - | 1,186 | - | 5,000 | 3,750 |
| 171 Staff training & development | 250 | - | - | - | - | 1,000 | 750 |
| Telephone exp | | | | | | | |
| 172 Telephone- cell | 113 | 114 | - | 76 | - | 450 | 338 |
| 173 Internet expense | - | 436 | - | - | - | - | - |
| 174 Radio XM | - | - | - | - | - | - | - |
| 175 Cable TV | 2,625 | 2,681 | - | 2,683 | - | 10,500 | 7,875 |
| 176 Website | - | - | - | - | - | - | - |
| 177 Building Cleaning | 1,800 | 1,800 | - | 3,602 | - | 7,200 | 5,400 |
| 178 Penalties | - | 245 | - | - | - | - | - |
| 179 Property taxes | 75 | 74 | - | 75 | - | 299 | 224 |
| Utilities | | | | | | | |
| 180 SCE | 4,125 | 4,591 | - | 4,165 | - | 16,500 | 12,375 |
| 181 MCWD | 1,000 | 1,060 | - | 1,142 | - | 4,000 | 3,000 |
| 182 Amerigas | 1,700 | 1,149 | - | 1,673 | - | 15,250 | 13,550 |
| 183 Trash | 1,000 | 1,026 | - | 1,200 | - | 4,000 | 3,000 |
| 184 Recycling | 575 | 636 | - | 576 | - | 2,300 | 1,725 |
| 185 Snow Removal | - | - | - | - | - | 12,000 | 12,000 |
| 186 Travel | 125 | - | - | 19 | - | 500 | 375 |
| | 64,299 | 58,277 | - | 65,834 | - | 277,646 | 213,347 |
| Total SGSA, Operating Expense | | | | | | | |
| 187 SGSA Net Income before property tax and depreciation | (10,624) | 22,333 | - | (20,158) | - | 13,854 | 24,478 |
| 188 Depreciation | 58,378 | 58,378 | - | 58,378 | - | 233,511 | 175,133 |
| 189 SGSA net income | (69,002) | (36,045) | - | (78,535) | - | (219,657) | (150,655) |
| 190 MLF Total Net Income | (70,354) | (33,040) | 90,631 | (16,250) | 245 | (218,965) | (148,611) |

MAMMOTH LAKES FOUNDATION
BUDGET TO ACTUAL COMPARISON
AS OF September 30, 2017

| | Jul-Sep Budget 2017-18 | Jul-Sep Actual 2017 | Jul-Sep Restricted 2017 | Jul-Sep Actual 2016 | Jul-Sep Restricted 2016 | Total Budget 2017-18 | Remaining Budget 2017-18 |
|---|------------------------------|---------------------------|-------------------------------|---------------------------|-------------------------------|----------------------------|--------------------------------|
| REVENUES | | | | | | | |
| MUSEUM | | | | | | | |
| Operating expenses | | | | | | | |
| 134 Contract services | 18,000 | 18,250 | | 12,500 | | 25,000 | 7,000 |
| 135 License & permits | - | - | | - | | - | - |
| 136 Postage | - | - | | - | | - | - |
| 137 Materials & supplies | 375 | - | | 196 | | 1,500 | 1,125 |
| Trucks of Passion | | | | | | | |
| 138 Royalties | 500 | 30 | | 375 | | 2,000 | 1,500 |
| Total operating expense | 18,875 | 18,280 | | 13,071 | | 28,500 | 9,625 |
| Total Museum expense | 18,875 | 18,280 | | 13,071 | | 28,500 | 9,625 |
| 139 Total Arts & Cultural Program Support | 64,554 | 66,658 | 3,595 | 60,962 | - | 271,216 | 206,662 |
| 140 TOTAL PROGRAM SUPPORT & DEV | 64,554 | 66,658 | 3,595 | 60,962 | - | 271,216 | 206,662 |
| 141 (Gain) Loss on sale | - | - | | - | | - | - |
| 142 Other income | - | - | | - | | - | - |
| 143 Bad debt expense | - | - | | - | | - | - |
| TOTAL EXPENSES | 152,318 | 148,081 | 3,595 | 162,362 | | 630,270 | 477,953 |
| NET INCOME BEFORE DEPRECIATION | 9,634 | 13,992 | 90,631 | 72,552 | 245 | 44,637 | 35,003 |
| 144 Less MLF Depreciation | (7,500) | (7,501) | | (6,781) | | (30,000) | (22,500) |
| 145 Less Theater depreciation | (2,180) | (2,180) | | (2,180) | | (8,721) | (6,541) |
| 146 Less Museum depreciation | (1,306) | (1,306) | | (1,306) | | (5,224) | (3,918) |
| NET OPERATING INCOME BEFORE SGSA | (1,352) | 3,005 | 90,631 | 62,285 | 245 | 692 | 2,044 |
| SGSA Revenue | | | | | | | |
| 147 Student housing | 35,000 | 57,150 | | 29,300 | | 264,800 | 229,800 |
| 148 Short term revenue | 16,000 | 21,607 | | 13,879 | | 16,000 | - |
| 149 Vending machine revenue | 2,000 | 253 | | 195 | | 8,000 | 6,000 |
| 150 Cancellation fees | - | - | | 600 | | - | - |
| 151 Miscellaneous revenue | 675 | 1,600 | | 1,703 | | 2,700 | 2,025 |
| Total SGSA Revenue | 53,675 | 80,610 | | 45,676 | | 291,500 | 237,825 |
| SGSA Expense | | | | | | | |
| Salary & Related | | | | | | | |
| 152 Salaries & Wages | 19,372 | 12,951 | | 20,812 | | 77,486 | 58,115 |
| 153 Payroll Taxes | 1,900 | 1,212 | | 2,263 | | 7,600 | 5,700 |
| 154 Insurance: Worker's Comp | 1,000 | 637 | | 989 | | 4,000 | 3,000 |
| Total, Salary & Related | 22,272 | 14,800 | | 24,064 | | 89,086 | 66,815 |

MAMMOTH LAKES FOUNDATION
 BUDGET TO ACTUAL COMPARISON
 AS OF September 30, 2017

| | Jul-Sep Budget 2017-18 | Jul-Sep Actual 2017 | Jul-Sep Restricted 2017 | Jul-Sep Actual 2016 | Jul-Sep Restricted 2016 | Total Budget 2017-18 | Remaining Budget 2017-18 |
|--|------------------------------|---------------------------|-------------------------------|---------------------------|-------------------------------|----------------------------|--------------------------------|
| REVENUES | | | | | | | |
| COLLEGE PROGRAM SUPPORT & DEV | | | | | | | |
| 99 Administrative services | - | 57 | - | - | - | - | - |
| 100 Contract services | - | - | - | - | - | - | - |
| 101 Conferences and Travel | - | - | - | - | - | - | - |
| 102 Scholarships/benefits | 6,289 | 9,808 | 174 | 174 | 174 | 25,156 | 18,867 |
| 103 Snow removal | - | - | - | - | - | 15,000 | 15,000 |
| Total College Program Support & Dev | 6,289 | 9,865 | 174 | 174 | 174 | 40,156 | 33,867 |
| ARTS PROGRAM SUPPORT & DEV | | | | | | | |
| Theatre | | | | | | | |
| 104 Salaries | 15,250 | 15,181 | - | 15,556 | - | 61,000 | 45,750 |
| 105 Payroll taxes | 1,650 | 1,339 | - | 2,723 | - | 6,600 | 4,950 |
| 106 Workers compensation | 975 | 637 | - | 989 | - | 3,900 | 2,925 |
| Total, Salary & Related | 17,875 | 17,157 | - | 19,268 | - | 71,500 | 53,625 |
| 107 Advertising | 3,750 | 3,317 | - | 4,809 | - | 15,000 | 11,250 |
| 108 Auto expense | - | 67 | - | - | - | - | - |
| 109 Artists | 5,140 | 1,003 | - | 5,360 | - | 20,560 | 15,420 |
| 110 Concessions | 450 | 173 | - | 192 | - | 1,800 | 1,350 |
| 111 Contract services | 4,450 | 9,903 | - | 9,475 | - | 17,800 | 13,350 |
| 112 Contributions | - | - | - | - | - | - | - |
| 113 Entertainment | 625 | 221 | - | 412 | - | 2,500 | 1,875 |
| 114 Choreography | - | - | - | - | - | - | - |
| 115 Costumes | 625 | 835 | - | 528 | - | 2,500 | 1,875 |
| 116 Sound & Lighting | 675 | - | - | 300 | - | 2,700 | 2,025 |
| 117 Set | 625 | 498 | - | 997 | - | 2,500 | 1,875 |
| 118 Supplies | 300 | 380 | - | 366 | - | 1,200 | 900 |
| 119 License & permits | 300 | 75 | - | 500 | - | 1,200 | 900 |
| 120 R&M | - | 115 | - | - | - | - | - |
| 121 Miscellaneous | 188 | - | - | 5 | - | 750 | 563 |
| 122 Music/Orchestra | - | - | - | - | - | - | - |
| 123 Props | 100 | 8 | - | 80 | - | 400 | 300 |
| 124 Research | 250 | - | - | - | - | 1,000 | 750 |
| 125 Royalties | 1,075 | 4,490 | - | 4,463 | - | 4,300 | 3,225 |
| 126 Rental | 213 | - | - | 464 | - | 850 | 638 |
| 127 Janitorial | - | - | - | - | - | - | - |
| 128 Storage | - | - | - | - | - | 45,000 | 45,000 |
| 129 Utilities | - | - | - | - | - | - | - |
| 130 Young Audiences | - | - | - | - | - | - | - |
| 131 Tea Party Expense | 1,625 | (164) | - | - | - | 6,500 | 4,875 |
| 132 Travel | 1,125 | 434 | - | 498 | - | 4,500 | 3,375 |
| Total Theatre | 39,390 | 38,513 | - | 47,717 | - | 202,560 | 163,170 |
| 133 Forest Island | - | - | 3,595 | - | - | - | - |

MAMMOTH LAKES FOUNDATION
 BUDGET TO ACTUAL COMPARISON
 AS OF September 30, 2017

| | REVENUES | Jul-Sep Budget 2017-18 | Jul-Sep Actual 2017 | Jul-Sep Restricted 2017 | Jul-Sep Actual 2016 | Jul-Sep Restricted 2016 | Total Budget 2017-18 | Remaining Budget 2017-18 |
|----|--|------------------------|---------------------|-------------------------|---------------------|-------------------------|----------------------|--------------------------|
| | TOTAL, FUNDRAISING COSTS | 114,374 | 151,442 | - | 147,889 | - | 245,543 | 131,170 |
| 63 | GROSS MARGIN | 161,952 | 162,074 | 94,226 | 234,915 | 245 | 674,907 | 512,956 |
| | ADMINISTRATIVE EXPENSE | | | | | | | |
| | Salary & Related | | | | | | | |
| 64 | Salaries & Wages | 38,750 | 27,083 | | 66,129 | | 155,000 | 116,250 |
| 65 | Payroll Taxes | 4,650 | 3,075 | | 4,231 | | 18,600 | 13,950 |
| 66 | Insurance: Worker's Comp | 2,875 | 1,912 | | (2,537) | | 7,500 | 4,625 |
| | Total, Salary & Related | 46,275 | 32,070 | | 67,822 | | 181,100 | 134,825 |
| | Operating Expense | | | | | | | |
| 67 | Auto expenses | 375 | 350 | | 456 | | 1,500 | 1,125 |
| 68 | Bank Fees | 1,075 | 1,643 | | 1,977 | | 4,300 | 3,225 |
| 69 | Payroll service charges | 75 | 61 | | 96 | | 300 | 225 |
| 70 | Board Support: Meetings, Misc. Supplies | 163 | 85 | | | | 650 | 488 |
| 71 | Celebrations | 250 | 237 | | | | 1,000 | 750 |
| 72 | Computer hardware & software (non-capitalized) | 380 | 1,801 | | 835 | | 1,520 | 1,140 |
| 73 | Contracted computer services | 375 | 1,259 | | 410 | | 1,500 | 1,125 |
| 74 | Other contract services | - | 1,202 | | - | | - | - |
| 75 | Donations | - | - | | - | | - | - |
| 76 | Dues & Subscriptions | 830 | 420 | | 175 | | 3,320 | 2,490 |
| 77 | Leased equipment | 1,175 | 808 | | 1,573 | | 4,700 | 3,525 |
| 78 | Freight & Postage | 500 | 509 | | 254 | | 2,000 | 1,500 |
| | Insurance | | | | | | | |
| 79 | Insurance: Directors/Officers | 1,205 | 1,204 | | 1,205 | | 4,820 | 3,615 |
| 80 | Insurance: Liability | 2,693 | 2,693 | | 2,885 | | 10,772 | 8,079 |
| 81 | Interest expense | - | - | | - | | - | - |
| 82 | Penalties | - | 255 | | - | | - | - |
| 83 | Supplies & materials | 625 | 528 | | 1,325 | | 2,500 | 1,875 |
| 84 | Storage Unit | 108 | 108 | | 108 | | 432 | 324 |
| 85 | Staff Training & Development | 750 | 628 | | 844 | | 3,000 | 2,250 |
| | Telephone | | | | | | | |
| 86 | Five office lines | 750 | 794 | | 602 | | 3,000 | 2,250 |
| 87 | Fax line & Internet | 550 | 225 | | 395 | | 2,200 | 1,650 |
| | Property Taxes | | | | | | | |
| 88 | Gateway | 1,523 | 1,523 | | 1,523 | | 6,090 | 4,568 |
| 89 | Volunteer Development | - | - | | - | | - | - |
| 90 | Utilities | 8,125 | 4,848 | | 4,485 | | 32,500 | 24,375 |
| 91 | Supplies & misc equipment | 163 | 511 | | 194 | | 650 | 488 |
| 92 | Cleaning/janitorial | 1,800 | 1,843 | | 1,200 | | 7,200 | 5,400 |
| 93 | Maintenance & repair | 2,500 | 11,779 | | 808 | | 10,000 | 7,500 |
| 94 | Summit Condo | - | - | | 1,656 | | - | - |
| 95 | Snow removal | - | - | | - | | 12,000 | 12,000 |
| | Total, Operating Expense | 25,989 | 35,314 | | 23,006 | | 115,954 | 89,966 |
| | Professional | | | | | | | |
| 96 | Audit and Accounting Services | 3,000 | 2,700 | | 3,323 | | 12,000 | 9,000 |
| 97 | Accounting | 7,500 | 7,500 | | 7,250 | | 30,000 | 22,500 |
| 98 | Legal | 5,000 | 3,840 | | - | | 20,000 | 15,000 |
| | Total, Professional | 15,500 | 14,040 | | 10,573 | | 62,000 | 46,500 |
| | TOTAL, ADMINISTRATIVE EXPENSE | 87,764 | 81,423 | | 101,400 | | 359,054 | 271,291 |

MAMMOTH LAKES FOUNDATION
 BUDGET TO ACTUAL COMPARISON
 AS OF September 30, 2017

| | Jul-Sep Budget 2017-18 | Jul-Sep Actual 2017 | Jul-Sep Restricted 2017 | Jul-Sep Actual 2016 | Jul-Sep Restricted 2016 | Total Budget 2017-18 | Remaining Budget 2017-18 |
|--|------------------------------|---------------------------|-------------------------------|---------------------------|-------------------------------|----------------------------|--------------------------------|
| REVENUES | | | | | | | |
| Sponsorship Programs | | | | | | | |
| 36 Restaurant Plaques | - | 50 | - | - | - | - | - |
| | | 50 | - | - | - | - | - |
| Total, Sponsorship Programs | | | | | | | |
| Other Income | | | | | | | |
| 37 Rent | 1,650 | 1,650 | - | 1,450 | - | 6,600 | 4,950 |
| 38 Facility Rental | - | 300 | - | 100 | - | 100 | 100 |
| 39 Summit Condo | - | - | - | 2,400 | - | - | - |
| Total Other Income | 1,650 | 1,950 | - | 3,950 | - | 6,700 | 5,050 |
| Unrelated Income | | | | | | | |
| 40 Dividend Income | - | 104 | - | - | - | - | - |
| 41 Interest Income | - | 1 | 4,183 | 22 | 22 | - | - |
| 42 Unrealized Gain (loss) on Investments | - | - | 43 | 213 | 213 | - | - |
| Total Unrelated Income | - | 105 | 4,226 | - | 235 | - | - |
| 43 TOTAL REVENUE | 276,325 | 313,515 | 94,226 | 382,804 | 245 | 920,450 | 644,125 |
| FUNDRAISING COSTS | | | | | | | |
| Giving Programs | | | | | | | |
| 44 Diamond Partnerships - Benefits | 1,250 | - | - | - | - | 5,000 | 3,750 |
| 45 Diamond Partnerships - Solicitation | 17 | - | - | - | - | 66 | 50 |
| 46 Fall Mailings: Printing & Other | - | - | - | - | - | 2,000 | 2,000 |
| 47 Spring Mailings: Printing & Other | - | - | - | - | - | 1,000 | 1,000 |
| 48 Newsletter | - | - | - | - | - | 4,481 | 4,481 |
| 49 Director Dev expense | - | - | - | - | - | - | - |
| Total, Giving Programs | 1,267 | - | - | - | - | 12,547 | 11,281 |
| Events | | | | | | | |
| 50 Mammoth Food & Wine | 95,000 | 130,235 | - | 128,570 | - | 95,000 | - |
| 51 Burger Battle | - | - | - | - | - | - | - |
| 52 Friends of Education Dinner | - | 28 | - | - | - | - | - |
| 53 Sierra Star Golf Tournament | 17,053 | 18,986 | - | 17,053 | - | 17,053 | - |
| 54 Mammoth Lakes Film Festival | - | 1,782 | - | 752 | - | 115,000 | 115,000 |
| 55 New events | - | - | - | - | - | - | - |
| Total, Events | 112,053 | 151,030 | - | 146,375 | - | 227,053 | 115,000 |
| General Fundraising Expense | | | | | | | |
| 56 License and fees | 50 | - | - | - | - | 200 | 150 |
| 57 Donor Recognition & Cultivation | - | - | - | - | - | 1,227 | 1,227 |
| 58 Volunteer Retention | - | - | - | - | - | - | - |
| 59 Other miscellaneous cost | 800 | 195 | - | 590 | - | 3,200 | 2,400 |
| Total, General Fundraising Expense | 850 | 195 | - | 590 | - | 4,627 | 3,777 |
| Foundation Public Relations | | | | | | | |
| 60 Web Page | 79 | 149 | - | - | - | 316 | 237 |
| 61 Foundation PR events | - | - | - | - | - | 500 | 500 |
| 62 Other Foundation PR | 125 | 68 | - | 924 | - | 500 | 375 |
| Total Foundation Public Relations Costs | 204 | 217 | - | 924 | - | 1,316 | 1,112 |

MAMMOTH LAKES FOUNDATION
BUDGET TO ACTUAL COMPARISON
AS OF September 30, 2017

| | REVENUES | Jul-Sep Budget 2017-18 | Jul-Sep Actual 2017 | Jul-Sep Restricted 2017 | Jul-Sep Actual 2016 | Jul-Sep Restricted 2016 | Total Budget 2017-18 | Remaining Budget 2017-18 |
|----|---|------------------------|---------------------|-------------------------|---------------------|-------------------------|----------------------|--------------------------|
| | Giving Programs | | | | | | | |
| 1 | Diamond Partnerships | - | - | - | - | - | 125,000 | 125,000 |
| 2 | Fall Mailing | - | 150 | - | - | - | 20,000 | 20,000 |
| 3 | Spring Mailing | - | - | 565 | - | - | 10,000 | 10,000 |
| 4 | Newsletter | - | - | - | - | - | 4,500 | 4,500 |
| 5 | Scholarship released from restrictions (interest) | - | - | - | 10 | - | 8,500 | 8,500 |
| 6 | Endowment funds | - | - | - | - | - | 5,000 | 5,000 |
| 7 | Friends of the Foundation | 5,000 | 5,000 | - | 15,350 | - | 48,000 | 43,000 |
| 8 | Release from restrictions - MAC | - | - | - | - | - | 100,000 | 100,000 |
| 9 | Development Director | - | - | - | - | - | - | - |
| 10 | Dave McCoy 102nd | - | 9,110 | - | - | - | 10,000 | 10,000 |
| 11 | Giving Tuesday | - | - | - | - | - | 3,000 | 3,000 |
| 12 | Other Income | 250 | 103 | - | - | - | 1,000 | 750 |
| 13 | Other Giving Programs | 12,500 | 533 | 90,000 | 72,779 | - | 50,000 | 37,500 |
| | Total, Giving Programs | 17,750 | 14,896 | 90,000 | 88,694 | 10 | 385,000 | 367,250 |
| | Events | | | | | | | |
| 14 | MFWE | 175,000 | 190,283 | - | 209,532 | - | 175,000 | - |
| 15 | Burger Battle | - | - | - | - | - | - | - |
| 16 | Sierra Star Golf Tournament | 27,000 | 40,771 | - | 36,370 | - | 27,000 | - |
| 17 | Mammoth Lakes Film Festival | - | 2,500 | - | - | - | 100,000 | 100,000 |
| 18 | New Events | - | - | - | - | - | - | - |
| | Total, Events | 202,000 | 233,554 | - | 245,902 | - | 302,000 | 100,000 |
| | Arts Programs Revenue | | | | | | | |
| | Theatre | | | | | | | |
| 19 | Tickets/Season Pass | 9,375 | 11,086 | - | 7,906 | - | 37,500 | 28,125 |
| 20 | Raffle tickets | - | - | - | - | - | - | - |
| 21 | Noncash | 750 | 1,500 | - | - | - | 45,000 | 44,250 |
| 22 | Concessions | 500 | 1,439 | - | 1,479 | - | 7,000 | 7,000 |
| 23 | Donations/Sponsorships/Camps | 13,250 | 5,185 | - | 2,022 | - | 53,000 | 39,750 |
| 24 | Theatre for Young Audiences | - | 1,500 | - | - | - | 800 | 800 |
| 25 | Tea Party | - | - | - | - | - | 5,000 | 5,000 |
| 26 | Show Sponsorships | - | - | - | - | - | - | - |
| 27 | Release from restrictions | 10,750 | - | - | - | - | 10,750 | - |
| 28 | Measure U | 10,000 | 10,000 | - | - | - | 26,000 | 16,000 |
| 29 | Rentals | 1,000 | 1,175 | - | 800 | - | 4,000 | 3,000 |
| 30 | Other Events | - | - | - | - | - | - | - |
| 31 | Grants & Gifts | 175 | 18,910 | - | 18,450 | - | 700 | 525 |
| 32 | Raffle/Other events | - | - | - | - | - | - | - |
| | Total Theater income | 45,800 | 50,795 | - | 30,657 | - | 190,250 | 144,450 |
| | Museum | | | | | | | |
| 33 | Support and retail | 125 | 165 | - | 226 | - | 500 | 375 |
| 34 | Annual Support | 6,250 | 12,000 | - | 10,000 | - | 25,000 | 18,750 |
| 35 | Tracks of Passion | 2,750 | 3,375 | - | 3,375 | - | 11,000 | 8,250 |
| | Total Museum income | 9,125 | 12,165 | - | 13,601 | - | 36,500 | 27,375 |
| | Total, Arts Programs | 54,925 | 62,960 | - | 44,258 | - | 226,750 | 171,825 |

**Mammoth Lakes Foundation
Board of Directors
Agenda Action Sheet**

Executive Committee Meeting Date: November 28, 2017

Date Prepared: November 2, 2017

Prepared by: Rich Boccia; Executive Director
Mammoth Lakes Foundation

Title: MLF Bylaws

Strategic Alignment #1: Foundation Operations

Recommended Motion:

It is recommended that the MLF Board of Directors approve the amended and restated MLF Bylaws.

Background Information:

The MLF Board of Directors approved the Foundation Bylaws on December 7, 2002 and took action to appoint a committee to review, modify and amend the bylaws at their August 26, 2017 meeting.

Board member Jack Copeland worked with staff to review and make recommendations to the organizational bylaws which have been reviewed by legal counsel and are recommended for approval by the MLF Board of Directors. Staff also contacted the State of California Attorney General to ensure that the organization is meeting the legal mandates for changes in the organizations bylaws. The Attorney General's office indicated that the revisions have to be approved by the MLF Board of Directors and need to be posted as a public document.

It is recommended that the MLF Board of Directors approve the amended and restated bylaws for Mammoth Lakes Foundation.

Funds Available: Yes

Account Number: Administrative Staff Time

"Supporting higher education and cultural enrichment in the Eastern Sierra"

BYLAWS OF

The MAMMOTH LAKES FOUNDATION
A California Non-Profit Public Benefit Corporation

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(Amended and Restated as of December 2, 2017)

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NAME, LOCATION, AND PURPOSE

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1.1. The name of the corporation is Mammoth Lakes Foundation, a California Non-Profit Public Benefit Corporation, hereinafter referred to as the "Foundation" or the "Corporation". The principal office of the Foundation shall be located in the Town of Mammoth Lakes, County of Mono, California.

1.2. The Foundation is a non-profit public benefit corporation organized under the non-profit public benefit corporation law of the State of California. Notwithstanding any other provision of these articles, the Foundation shall not carry on any activities not permitted to be carried on (a) by a corporation exempt from federal income tax under Section 501(c)(3) of the Code (or the corresponding provision of any future United States Internal Revenue Law), or (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Code (or the corresponding provision of any future United States Internal Revenue Law).

1.3. The Foundation has been formed to promote, participate in, and develop, the establishment, maintenance, and growth of higher education in and around the Town of Mammoth Lakes and the County of Mono. The Foundation is also formed to engage in and develop cultural activities, and to perform all other functions reasonably related thereto.

II

BOARD OF DIRECTORS

2.1. General Function of the Board. The activities and affairs of the Foundation shall be conducted and all corporate powers shall be exercised by or under the direction of the Board of Directors (the "Board"). The Board may delegate the management of the activities of the Foundation to any person or persons (Chief Executive Officer or the Executive Director), or to any committees, however composed; provided that, all corporate powers be exercised under the ultimate direction of the Board. Pursuant to this authority, the Board has delegated its power pertaining to the management of the operations and all other activities of the Foundation to the Executive Committee, as more specifically defined and as set forth herein.

2.2. Members. The Foundation shall have no members. All rights which would otherwise vest in the members shall vest in the Directors.

2.3. Associate Directors. There may exist Associate Directors of the Board, at the sole discretion of the Board, who may enjoy all of the rights and responsibilities of regular members of the Board of Directors except that their powers shall be advisory, and such Associate Directors may enjoy voting privileges. Associate Directors are "ex-officio" and assume their office by virtue

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of their position Associate Directors may be appointed to serve on an annual basis.

2.4. Honorary Board Members. The Board of Directors may establish, at its sole discretion, Honorary Board Members, to serve in an advisory capacity to the Board of Directors of this Foundation as detailed in Article VIII below.

2.5. Number of Directors. The minimum number of Directors shall be 11. The affairs of this Foundation shall be managed by a Board of not more than forty (40) voting Director. There shall be no limitation on the number of Associate or Honorary Directors. The exact number of voting Directors shall be reviewed from time to time by the Board of Directors in the manner provided in these Bylaws at each Annual Meeting.

2.6. Term of Office. At each Annual Meeting scheduled in May of each year of the Board of Directors, half of the members of the Board of Directors shall be elected. Members shall serve for a term of two (2) years. Each Director shall serve until a successor has been elected and qualified. At the next Annual Meeting of the Foundation following the approval and adoption of these Bylaws, the Board of Directors shall elect half of the members of the Board of Directors to one-year terms and half of the members to two-year terms. Thereafter, the staggered two-year terms shall take effect as provided for herein. The initial term of a new Director shall be a one-year term, subject to conformance with and availability of the foregoing positions.

2.7. Removal; Resignation; Vacancies. Any Director may resign upon giving written notice to the Board Chairman, or the Secretary of the Foundation. In the event of death, removal, or resignation of a Director, a successor may be selected by a majority of the remaining members of the Board or by a sole remaining Director and shall serve for the unexpired term of his or her predecessor.

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All Directors must attend a minimum of fifty percent (50%) of the Board meetings, unless excused for good cause as approved by the remaining members of the Board. The Board shall declare a vacancy in the event a member of the Board of Directors is absent from any two (2) of the regular meetings during the fiscal year, or from three (3) of any five (5) consecutive meetings of the Board, and the Board by resolution declares that a vacancy exists on the Board.

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MEETINGS OF THE BOARD OF DIRECTORS

3.1. Regular Meetings. Regular meetings of the Board of Directors shall be held as determined by the Board of Directors; provided, however, that there shall be at least one Annual Meeting and at least one additional regular meeting per year. Should said meetings fall upon a legal holiday, then that meeting shall be held at the same time on the next day which is not a legal holiday. Notice of the time and place of the meetings shall be given in accordance with the provisions of section 3.4., provided, however, that notice of a meeting need not be given to any Director who has signed a waiver of notice or a written consent to holding of the meeting.

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3.2. Annual Meetings. The purpose of the Annual Meeting ~~in May of each year,~~ is to elect Directors to the Board and Officers of the Foundation, and to carry on such other business as is within the Board's authority ~~, and to approve the budget for the next fiscal year,~~

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3.3. Special Meetings. The Board of Directors shall hold a special meeting when requested by the ~~President, the~~ Chairman of the Board, ~~the~~ Vice Chairman, ~~the~~ CEO, ~~the~~ Secretary, or ~~the~~ Treasurer, by a written notice signed by any two (2) Officers of the Foundation, or by a written notice signed by any three (3) Directors. The notice shall specify the time and place of the meeting and the nature of any special business to be considered. Notice shall be made in the manner specified in paragraph 3.4 and shall be received by all Directors at least forty-eight (48) hours in advance of the special meeting.

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3.4. Notice. Notice of any meeting of the Board of Directors shall be given to each Director by one of the following methods: (a) by personal delivery; (b) by written notice via first class mail, postage prepaid; (c) by telephone communication, ~~or (d) email correspondence~~ either directly to the Director or to a person at the Director's office who would reasonably be expected to communicate such notice promptly to the Director. ~~Such notice shall be received by the Director at least five (5) days in advance of a regular or annual meeting. All such notices shall be given or sent to the Director's address or telephone number as shown on the records of the Foundation. All such notices shall specify the time and place of the meeting.~~

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Notice of any meeting of the Board of Directors need not be given to any Director who has signed a waiver of notice or a written consent to the holding of the meeting or an approval of its minutes, whether the consent or waiver is signed before or after the meeting. Any Director who attends a meeting without protesting a lack of notice shall have waived all objections to having failed to receive proper notice.

Notice of the time and place of resuming an adjourned meeting need not be given unless the meeting is adjourned for more than forty-eight (48) hours in which case personal notice of the time and place shall be given before the resumption of the adjourned meeting to any Directors who were not present at the time of the adjournment.

3.5. Place of Meeting. Meetings of the Board shall be held at the principal office of the Foundation or at any other place fixed by the Board from time to time.

3.6. Telephone Meetings. Any regular, annual, or special meeting may be held by conference telephone or other similar communication equipment so long as all Directors participating in the meeting can hear one another. All such Directors shall be deemed to be present in person at such meeting.

3.7. Quorum. Twenty-five percent (25%) of the number of full, voting Directors shall constitute a quorum for the transaction of business of the Board. A Director present by telephone as described in paragraph 3.6 shall be deemed present for purposes of establishing a quorum. Every act performed or decision made by a majority of the Directors present at a duly held meeting at which a quorum is present shall be regarded as an act of the Board. A meeting at which a quorum is initially present may continue to transact business, notwithstanding the withdrawal of Directors, but any action taken must be approved by a majority of the initial quorum of that meeting.

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3.8. Open Meetings. All meetings of the Board of Directors shall be open to guests invited by any Director, the President, the CEO, or the Executive Director; however, any such guests shall not participate in any discussion or deliberation unless expressly so authorized by the Chairman of the Board of Directors (or his/her designee) at the meeting. Such guests shall include members of the Honorary Board of Directors and Associate Directors.

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3.9. Executive Session. The Board may, with the approval of the Chairman of the Board, adjourn an open meeting and reconvene in executive session to discuss and vote upon personnel matters, litigation in which the Foundation is or may become involved, and orders of business of a similar nature. The nature of any and all business to be considered in executive session shall first be announced in open session.

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3.10. Action Without Meeting. Any action required or permitted to be taken by the Board of Directors may be taken without a meeting if all members of the Board, individually or collectively,

consent in writing to that action. Such action by written consent shall have the same force and effect as a majority vote of the Board present at a duly held Board meeting. Such written consent(s) shall be filed with the minutes of the proceedings of the Board.

IV

POWERS AND DUTIES OF THE BOARD OF DIRECTORS

41. Duties. In addition to the general powers and authority vested in the Board as otherwise provided for in these Bylaws and under the laws of the State of California, the Board of Directors shall have the specific duty to:

(a) maintain all insurance reasonably necessary for the benefit of the Foundation including, without limitation, workers compensation insurance, general liability insurance, directors and officers liability insurance, and insurance covering the assets of the Foundation.

(b) pay all expenses and obligations incurred by the Foundation in the conduct of its business including, without limitation, all licenses, taxes, or governmental fees levied or imposed against the property of the Foundation.

(c) cause to be kept a complete record of all of the Foundation's acts and business affairs and to present copies thereof to the Board at the annual meeting; keep adequate and complete books and records of the accounts and minutes of proceedings of the Board and all committees.

(d) supervise all officers, agents, and employees of the Foundation and see that their duties are properly performed.

(e) enforce these Bylaws and any and all governing documents of the Foundation.

42. Powers. In addition to the general powers and authority vested in the Board as otherwise provided for in these Bylaws and under the laws of the State of California, the Board of Directors shall have the power to:

(a) employ a Chief Executive Officer and an Executive Director who shall both be members of the Board of Directors and the Executive Committee.

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(b) contract for goods and/or services.

(c) delegate its authority and powers to committees, officers, or employees of the Foundation. Any such delegation shall be revokable by the Board at any time. Pursuant to this authority, the Board has delegated to and vested all of its authority and powers in the Executive committee of the Board. The Board shall select the Executive Committee from the officers of the Foundation.

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(d) The members of the Board, individually or collectively, shall not be liable for any omission or improper exercise by the officers and employees of any such duty, power, or function so delegated by the Board.

V

OFFICERS AND THEIR DUTIES

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5.1. Enumeration. The officers of the foundation shall be a Chairman, a Vice-Chairman, a Secretary, a Treasurer, and Vice-Presidents (as deemed appropriate) who shall at all times during their tenures be members of the Board of Directors. The Foundation shall also have a Chief Executive Officer, and an Executive Director and such other officers as may be appointed in accordance with the provisions of section 5.3. Any number of offices may be held by the same person.

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5.2. Election of Officers. The officers of the Board shall be chosen by the Board every year. Elections of officers shall take place at the annual meeting in May of the Foundation. Each officer shall hold office for the ensuing year or until his successor shall be elected and qualified, or until he is otherwise disqualified to serve.

5.3. Removal and Resignation. Any officer appointed or elected by the Board may be removed either with or without cause by a majority of the Directors at the time in office at any regular or special meeting of the Board. Officers hold their offices and serve the Corporation at the pleasure of the Board.

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Any officer may resign at any time by giving written notice to the Board, or to the Chairman or to the Secretary. Any such resignation shall take effect the date of the receipt of this notice or at any later time specified therein; and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

5.4. Vacancy. The vacancy in any office because of death, resignation, removal, disqualification, or any other cause, shall be filled in the manner prescribed by the Bylaws for regular appointments to such office.

5.5. Chairman of the Board. The Board shall elect one of its members to act as Chairman. If at any time, the Chairman shall be unable to act, the Vice-Chairman shall take his place and perform

his duties. If the Vice-Chairman shall also be unable to act, the Board may appoint some other member of the Board to do so; and such person shall be vested temporarily with all the functions and duties of the office of the Chairman. The Chairman:

(a) Shall preside over all meetings of the Board.

(b) Shall, as Chairman, and with the attestation of the Secretary, execute in the name of the Foundation, all contracts and conveyances, and all other instruments in writing which have been authorized by the Board.

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(c) Shall have, subject to the advice and control of the Board, and the ongoing responsibilities of the President/CEO, general responsibility for management of the affairs of the Foundation during his term of office.

5.6. Vice-Chairman. The Board shall elect a Vice-Chairman from its membership whose duties shall be in the event of death, absence, or other inability of the Chairman, exercise all the powers and perform all the duties herein given to the Chairman.

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5.7. Secretary. The Board shall elect a Secretary from its membership whose duties shall be to keep, or cause to be kept, accurate and complete minutes of all meetings, call meetings on order of the Chairman, and attend to all correspondence of the Board, attest the signature of the Chairman on contracts and conveyances. All other instruments shall have the recorded approval of the Board.

5.8. Treasurer. The Board shall elect a Treasurer from its membership, whose duties shall be to ascertain that all receipts are deposited, and disbursements made, in accordance with these Bylaws, the directions of the Board, and good business practice. The Treasurer shall work in coordination with any Certified Public Accounting firm retained by the Foundation.

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5.9. Vice-President(s). The Board may elect one or more Vice-Presidents on an as-needed basis, and in such event, the Board shall prescribe the specific duties applicable for each such office.

5.10. Delegation. The foregoing duties may be delegated to the Chief Executive Officer of the Foundation.

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5.11. Other Officers. The Board may create such other offices as the business of the Foundation may require, and the holder of each such office shall hold office for such period, have such authority, and perform such duties as are provided in these Bylaws, or as the Board may from time to time determine. Such additional offices may be filled either by members or nonmembers of the Board.

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VI

CHIEF EXECUTIVE OFFICER,

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6.1. Appointment. In addition to the officers of the Foundation, the Board shall select, appoint, and employ a Chief Executive Officer (CEO), qualified in education and experience appropriate to the proper discharge of his responsibilities. The CEO shall serve at the pleasure of the Board, and shall be a member of the Board and the Executive Committee during their tenure as CEO.

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6.2. Duties of CEO. The CEO shall employ an Executive Director to be the chief administrator and operating officer, general manager, and supervisor of all the operations of the Foundation. The CEO shall be delegated such powers by the Board as are necessary to fulfill this responsibility. The CEO shall, among others authority and duties:

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1. Carry out all policies established by the Board.
2. Serve as a liaison officer and channel of communications between the Board and/or any of its committees and the staff
3. Prepare an annual budget showing the expected receipts and expenditures as required by the Board.
4. Select, employ, control, and discharge all staff members. Develop and maintain personnel policies and practices for the Foundation.
5. See that all physical properties are kept in a good state of repair and operating condition.
6. Supervise all business affairs and insure that all funds are collected and expended to the best possible advantage.
7. Submit regularly to the Board or its authorized committees or officers reports showing the professional service and financial activities of the Foundation and prepare and submit such special reports as may be required by the Board.
8. Attend all meetings of the Board and its committees.
9. Perform any other duties that may be necessary in the best interests of the Foundation.

10. Prepare and submit to the Board for approval and maintain a plan of organization of the personnel and others concerned with the operations of the Foundation.

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11. Prepare or cause to be prepared all plans and specifications for the construction and repair of works and facilities operated by the Foundation.

12. Perform other and additional duties as the Board may require by contract, directive, or otherwise.

6.3. Committee Membership. The CEO shall be a member, ex-officio, of all committees of the Board.

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VII

COMMITTEES

7.1. Committees. The Board may appoint standing and special committees, with the nature and scope as the Board may authorize pursuant to these Bylaws, to more effectively carry out the responsibilities of the Board. All committee chairs and members shall be selected by the Chairman of the Board, subject to the approval of the Board.

7.2. Executive Committee. As set forth in Section 4.2(c), the Board has broadly delegated its authority to the Executive Committee. The Executive Committee shall be composed of seven (7) members selected from the Board and/or the Associate Directors of the Board. All Executive Committee members shall be appointed by the Chairman of the Board. The Executive Committee shall meet at least four (4) times per year.

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7.3. Special Advisory Committees. The Board of Directors may, by resolution adopted by a majority of the authorized number of Directors then in office, designate one or more committees to serve in an advisory capacity to the Board of Directors. Such committees may consist of one or more members of the Board of Directors and may include non-members of the Board, the Associate Directors, and/or the Honorary Board of Directors. These advisory committees shall have no legal authority to act for the Foundation or bind the Foundation to any contract or obligation. Advisory committees shall report their findings and recommendations to the Board of Directors as directed by the Board. All members of advisory committees shall serve at the pleasure of the Board of Directors.

7.4. Scheduling of Committee Meetings. Committees shall meet on an as-needed basis.

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7.5. Notice and Conduct of Committee Meetings. All meetings of standing committees (e.g., the Executive Committee) shall be duly noticed as provided for in section 3.4. All meetings of

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temporary, advisory, or ad hoc committees shall not be subject to notice or open meeting requirements.

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HONORARY BOARD OF DIRECTORS

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Delete this Section – Why do we have this section?
(Ambassadors for a specific project?)

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8.1. Definition. The Board of Directors may establish, at its sole discretion, an Honorary Board of Directors to serve in an advisory capacity to the Board of Directors. The membership of the Honorary Board of Directors is intended to be comprised of persons both resident and non-resident to the local community, and from various areas of commerce, industry, and other sectors of the community.

8.2. Number. The number of members of the Honorary Board of Directors shall be set from time to time by Resolution of the Board of Directors.

8.3. Appointment, Removal and Vacancies. Each member of the Honorary Board of Directors shall serve at the pleasure of the Board of Directors.

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8.4. Compensation. No Honorary Director, while acting in the capacity of an Honorary Director, shall receive compensation for any services he or she may render to the Foundation. However, any Honorary Director may be reimbursed for his or her actual and reasonable expenses incurred in the performance of his or her duties. Each Honorary Director may be indemnified by the Foundation as provided for in Article IX.

8.5. Meetings. The Honorary Board of Directors shall hold a meeting whenever called by the Board of Directors. Notice shall be given to each member of the Honorary Board as provided in paragraph 3.4 of these Bylaws.

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8.6. Quorum. A majority of the number of Honorary Directors shall constitute a quorum for the transaction of business of the Honorary Board of Directors.

IX

**INDEMNIFICATION OF DIRECTORS, OFFICERS,
EMPLOYEES, AND OTHER AGENTS**

9.1. Agents, Proceedings, and Expenses. For the purposes of this Article, "agent" means any person who is or was a director or officer of this Foundation, except as set forth in paragraph 9.4 hereof.

9.2. Actions Other than by the Foundation. This Foundation shall indemnify any agent who was or is a party, or is threatened to be made a party, to any proceeding (other than an action by or in the right of this Foundation) by reason of the fact that such agent is or was an agent of this Foundation against expenses, judgments, fines, settlements, and other amounts actually and reasonably incurred in connection with such proceeding if that agent acted in good faith and in a manner that person reasonably believed to be in the best interests of this Foundation and, in the case of a criminal proceeding, had no reasonable cause to believe the conduct of that person was unlawful. The termination of any proceeding by judgment, order, settlement, conviction, or upon a plea of nolo contendere or its equivalent shall not, of itself, create a presumption that the agent did not act in good faith and in a manner which the agent reasonably believed to be in the best interests of this Foundation or that the agent had reasonable cause to believe that the agent's conduct was unlawful.

9.3. Actions by the Foundation. This Foundation shall indemnify any agent who was or is a party, or is threatened to be made a party, to any threatened, pending, or completed action by or in the right of this Foundation to procure a judgment in its favor by reason of the fact that the agent is or was an agent of this Foundation, against expenses actually and reasonably incurred by that person in connection with the defense or settlement of that action if that agent acted in good faith, in a manner that agent believed to be in the best interests of this Foundation and with such care, including reasonable inquiry, as an ordinarily prudent person in a like position would use under similar circumstances. No indemnification shall be made under this Section:

(a) In respect of any claim, issue, or matter as to which that agent shall have been adjudged to be liable to this Foundation in the performance of that agent's duty to this Foundation, unless and only to the extent that the court in which that action was brought shall determine upon application that, in view of all the circumstances of the case, that agent is fairly and reasonably entitled to indemnity for the expenses which the court shall determine;

(b) Of amounts paid in settling or otherwise disposing of a threatened or pending action, with or without court approval; or

(c) Of expenses incurred in defending a threatened or pending action which is settled or otherwise disposed of without court approval.

9.4. Successful Defense by Agent. To the extent that an agent of this Foundation within the meaning of Section 31(a) of the General Corporation Law of California has been successful on the merits in defense of any proceeding referred to in paragraphs 9.2 or 9.3, or in defense of any claim, issue, or matter therein, the agent shall be indemnified against expenses actually and reasonably incurred by the agent in connection therewith.

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9.5. Required Approval. Except as provided in paragraph 9.4, any indemnification under this Article shall be made by this Foundation only if authorized in the specific case on a determination

that indemnification of the agent is proper in the circumstances because the agent has met the applicable standard of conduct set forth in paragraphs 9.2 or 9.3, by:

(a) A majority vote of a quorum consisting of directors who are not parties to the proceeding;

(b) The court in which the proceeding is or was pending, on application made by this Foundation or the agent or the attorney or other person rendering services in connection with the defense, whether or not such application by the agent, attorney, or other person is opposed by this Foundation.

9.6. Advance of Expenses. Expenses incurred in defending any proceeding may be advanced by this Foundation before the final disposition of the proceeding on receipt of an undertaking by or on behalf of the agent to repay the amount of the advance unless it shall be determined ultimately that the agent is entitled to be indemnified as authorized in this Article.

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9.7. Other Contractual Rights. Nothing contained in this Article shall affect any right to indemnification to which persons other than directors and officers of this Foundation or any subsidiary hereof may be entitled by contract or otherwise.

9.8. Limitations. No indemnification or advance shall be made under this Article, except as provided in paragraphs 9.4 or 9.5(c), in any circumstances where it appears:

(a) That it would be inconsistent with a provision of the articles, resolution of the shareholders, or an agreement in effect at the time of the accrual of the alleged cause of action asserted in the proceeding in which the expenses were incurred or other amounts were paid, which prohibits or otherwise limited indemnification; or

(b) That it would be inconsistent with any condition expressly imposed by a court in approving a settlement.

9.9. Insurance. Upon and in the event of a determination by the board of directors of this Foundation as the Executive Committee to purchase such insurance, this Foundation shall purchase and maintain insurance on behalf of any agent, within the definition of Section 317(a) of the General Corporation Law of California, of the Foundation against any liability asserted against or incurred by the agent in such capacity or arising out of the agent's status as such whether or not this Foundation would have the power to indemnify the agent against that liability under the provisions of this section.

9.10. Fiduciaries of Corporate Employee Benefit Plan. ~~There is no plan so why is this section in the document?~~ This Article does not apply to any proceeding against any trustee, investment manager, or other fiduciary of an employee benefit in that person's capacity as such, even though that person may also be an agent of the Foundation as defined

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in paragraph 9.1. Nothing contained in this Article shall limit any right to indemnification to which such a trustee, investment manager, or other fiduciary may be entitled by contract or otherwise, which shall be enforceable to the extent permitted by applicable law other than this Article.

X

BOOKS AND RECORDS

10.1. Rights of Inspection. Every member of the Board of Directors shall have the absolute right at any reasonable time, after giving reasonable written notice, to inspect and copy all books, records, and documents of every kind and to inspect the physical properties of the Foundation.

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XI

AMENDMENTS

11.1. Amendments to Bylaws. These Bylaws may be amended by the affirmative vote of majority of the total membership of the Board of Directors. Any such amendment shall take effect upon formal adoption by the Board and by attestation by the Secretary of the Foundation and placement of the document evidencing the amendment to these Bylaws in the books and records of the Foundation.

XII

MISCELLANEOUS

12.1. Fiscal Year. The fiscal year of the Foundation shall begin on July 1 and end on June 30 of every year.

12.2. Effect of These Bylaws. These Bylaws as adopted hereby are Amended and Restated Bylaws and supplant, replace, and supersede any and all previous Bylaws and any Amendments thereto.

12.3. Severance. In the event any term or provision of these Bylaws is deemed to be in violation of law, null and void, or otherwise of no force or effect, the remaining terms and provisions of these Bylaws shall remain in full force and effect.

12.4. Interpretation. These Bylaws shall be interpreted under and shall be consistent with the laws of the State of California.

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12.5. Effect of Waiver. No waiver of any breach or violation of any term, provision, article, or section of these Bylaws shall be construed as a waiver of any succeeding breach or violation of the same. The consent or approval of the Board to or of any action or matter requiring consent or approval shall not be deemed to waive or render unnecessary any consent to or approval of any subsequent or similar act or matter.

12.6. Remedies. Enforcement of any term, provision, article, or section of these Bylaws shall be by proceedings at law or in equity against any persons or entities violating or attempting to violate these Bylaws, either to restrain violation, compel compliance or action, and/or to recover damages.

12.7. Remedies Cumulative. Any and all remedies provided by these Bylaws, law, operation of law, or otherwise, shall be deemed to be cumulative, and the choice of implementation of any particular remedy shall not be deemed to be an election of remedies to the mutual exclusion of any other remedy provided.

12.8. Construction of Bylaws. The masculine gender includes the feminine and neuter, the singular number includes the plural, and the plural number includes the singular, and the word "person" includes a corporation or other legal entity as well as a natural person.

**CERTIFICATE OF SECRETARY
OF
MAMMOTH LAKES FOUNDATION
a California Non-Profit Public Benefit Corporation**

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I, the undersigned, certify that

I am the presently elected and acting secretary of the Mammoth Lakes Foundation, a California Non-Profit Public Benefit Corporation.

The above bylaws, consisting of 14 pages, are the bylaws of this corporation as adopted by a meeting of the board of directors held on December 2, 2017.

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IN WITNESS WHEREOF, I have subscribed my name and affixed the seal of this corporation.

Secretary

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(Seal)

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I basis, from, but shall not be limited to, the following persons:

Dean of the Eastern Sierra College Center;

Superintendent of Public Schools of Mono County;

Superintendent of Mammoth Unified School District;

MCAC - Mammoth County Arts Council;

CCCC - Cerro Coso Community College;

KCCD - Kem Community College District;

Town of Mammoth Lakes.

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**Mammoth Lakes Foundation
Board of Directors
Agenda Action Sheet**

Executive Committee Meeting Date: November 28, 2017

Date Prepared: November 9, 2017

Prepared by: Rich Boccia; Executive Director
Mammoth Lakes Foundation

Title: South Gateway Student Apartments Sale

Strategic Alignment #7: The South Gateway Student Apartments

Recommended Motion:

It is recommended that the Mammoth Lakes Foundation Board of Directors review and consider approving the sale of selling a 50% partnership interest of the South Gateway Apartments to Mammoth Hospital.

Background Information:

The Board was provided with an information update at their August 26, 2017 meeting that provided background on the proposal to create a partnership between Mammoth Lakes Foundation (MLF) and Mammoth Hospital (MH) to, jointly own the South Gateway Student Apartment (SGSA) and for Mammoth Hospital, to manage and operate the South Gateway Student Apartment.

That board packet included a number of documents that provided background on this project.

1. A memorandum from the MLF Board President and the MLF CEO that provides background on the project dated April 25, 2017 to the MLF Board of Directors.
2. A draft SGSA Partnership Plan dated June 21, 2017 created by the MLF Board President and the MLF CEO.
3. The August 9, 2017 Town of Mammoth Lakes staff report to the Planning and Economic Commission recommending that the Commission adopt the Resolution, making the required CEQA and Municipal Code findings, and recommending to the Town Council approval of the General Plan Amendment 17-001 as recommended by staff or with modification. The recommendation by staff was passed on a 3 to 0 vote for a recommendation for approval to the Town Council on September 20, 2017.

This proposed General Plan Amendment was passed by the Town Council at their September 20, 2017 meeting on a 3 to 1 vote. MLF staff commented during the public hearing that our intent is to maximize the community benefits from the Mammoth Lakes Foundation property.

- A. Focus on building arts and culture facilities: The current Institutional Public (IP) assumes the theater as a component of the college. The proposed amendment permits it to be operates separately from Cerro Coso Community College.
- B. To provide wider community housing options in addition to Cerro Coso Community College students. Student housing was not fully occupied by students this past spring and this proposal would allow local entities such as the hospital, the schools, the library and other government agencies to lease the unoccupied rooms.
- C. To create physical wellness and rehabilitation facilities such as the National Wounded Warrior Center. The current housing limitation restricts it use.

It should be noted that there was a large delegation from the Trails Homeowners Association in the audience that evening that participated in the public hearing process. They were not supportive of the General Plan Amendment voicing their concern this modification in the amendment would potentially allow for the building of low income housing on Foundation property.

Next Steps:

Attached please find the legal contract that has been reviewed by staff at both the Foundation and the Hospital along with a review by legal counsel. It should also be noted that both the Mammoth Hospital Board and the Mammoth Lakes Foundation have approved language that recuses the CEO at Mammoth Hospital from participating in the development of this partnership.

It is recommended that the MLF Board of Directors approved the sale of selling a 50% partnership interest of the South Gateway Student Apartments to Mammoth Hospital.

Funds Available: Not Applicable

Account Number: Not Applicable

Our mission is to support higher education and cultural enrichment in the Eastern Sierra

**Mammoth Lakes Foundation
Board of Directors
Agenda Action Sheet**

Executive Committee Meeting Date: November 28, 2017

Date Prepared: November 1, 2017

Prepared by: Rich Boccia; Executive Director
Mammoth Lakes Foundation

Title: Mammoth Lakes Foundation Credit Card Policy

Strategic Alignment #1: Foundation Operations

Recommended Motion:

It is recommended that the Mammoth Lakes Board of Directors review and consider approving a credit card policy for the Foundation.

Background Information:

The Mammoth Lakes Foundation Board of Directors approved the application for a credit card for each of the employees of the Foundation through Eastern Sierra Community Bank on August 26, 2017.

The MLF CEO still has the Wells Fargo account credit card that is used for foundation expenses. This card and the account will be closed with the pending approval of the partnership between MLF and Mammoth Hospital for the SGSA complex and parcel.

The Board directed the Executive Director to create a policy for the use of the employee credit cards which is attached for your review, input and action.

Funds Available: Yes

Account Number: A Variety

Our mission is to support higher education and cultural enrichment in the Eastern Sierra

Mammoth Lakes Foundation

Business Credit Card Use Policy

Effective September 1, 2017

Overview and Statement of Intent

Mammoth Lakes Foundation issues a business credit card for staff to use for legitimate business purposes.

Purpose of Policy.

- I. To ensure that Foundation transactions are carried out as effectively as possible through the use of credit cards as aligned with the mission of the Foundation.
- II. To guard against any possible abuse of Foundation issued credit cards.

The following procedures shall be observed when using a Foundation issued business credit card:

1. Issuance of Card.

- a. Only one credit card will be issued per Cardholder. Prior to issuance of the card, Cardholders shall sign the Business Credit Card Compliance Agreement, a copy of which is attached to this Business Credit Card Use Policy as *Attachment 1*, stating they have read and will adhere to the policies and procedures outlined in this Policy. A signed original of the Business Credit Card Compliance Agreement must be on file in the Finance Department prior to the card's usage.
- b. Credit cards shall only be used by the cardholder. The Cardholder is responsible for payment or resolution of all charge transactions placed on the credit card, with no exceptions.

- #### 2. Keep the Card in a Secure Location. Cardholders are responsible for the safekeeping of the Business credit card. In the event that the card has been lost or stolen, or if unauthorized transactions are detected, it is the Cardholder's responsibility to immediately notify (1) the bank; and (2) the Executive Director.

3. Credit Card Expenditures in General. The Cardholder agrees that:

- a. The card will only be used for those activities that are a direct consequence of the Cardholder's function within the Foundation and that under no circumstance will the card be used for personal reasons; furthermore, the Cardholder agrees to be personally liable for any unauthorized transactions unless the card is lost, stolen or subject to fraud on some part of a third party;
- b. Maximum credit limits established for the card by the Executive Director will not be exceeded;
- c. When using the card to make online internet purchases, the Cardholder shall make every effort to ensure that the purchase is made from a secure website using secure online access, thereby limiting the risk of fraud or theft;
- d. All credit card purchases that require shipment will be shipped to the Cardholder's business address. In no instance shall any shipment resulting from a credit card purchase be shipped to the Cardholder's home address; and
- e. Credit card statements will be periodically reviewed by the Executive Director to ensure that the card is used for authorized purchases; adequate receipts and/or sufficient documentation to support purchases is provided by the cardholder.

4. Credit Card Expenditures in conjunction with Foundation Travel. When utilizing the business credit card for travel expenses associated with Foundation business, the Cardholder agrees that:

- a. All business travel must be pre-approved by the Executive Director.
- b. Use of the card for the purchase of alcoholic beverages is strictly prohibited;

- c. Use of the business credit card to purchase in-room movies during the hotel stay while on Foundation business is allowable; however such purchases shall be reimbursed to the Foundation immediately following the trip.
5. **Credit Card Statements.** A monthly credit card statement will be mailed from the bank to the Cardholder at the Foundation. The Cardholder agrees:
 - a. For all purchases, to obtain and retain sufficient supporting documentation (itemized receipts) to validate all expenditures made using the card. A credit card *authorization* receipt that does not include an itemized detail of purchases does not constitute supporting documentation. In the event sufficient documentation (including non- itemized, missing or lost receipts) is not provided, the Cardholder's privileges may be suspended.
 - b. To review the credit card statement and report any inaccuracies to the Executive Director;
 - c. To verify that the goods and/or services listed on the credit card statement were in fact received.
6. **Return of the Foundation Credit Card.** The Cardholder agrees to return the card in the event the Cardholder retires, resigns, or his or her employment with the Foundation is otherwise terminated. Additionally, the Cardholder agrees to return the card in the event it is determined there is no longer a need to retain his or her card or if the card has been cancelled by the bank.
7. **Credit Card Misuse.** Any misuse of the business credit card will serve as grounds for disciplinary action, including and up to termination of employment with the Foundation.

Mammoth Lakes Foundation
Business Credit Card Compliance Agreement
Effective September 1, 2017

I have read and understand the Mammoth Lakes Foundation Business Credit Card Policy and agree to all terms outlined in the Policy. I understand and agree that the business credit card is issued to me with the express understanding that I will, at all times, comply with the following conditions:

USE:

1. The business credit card is the property of the Foundation and is in my possession and under my strict control. I am responsible for any and all charge transactions that are made using the credit card, excepting the unauthorized use of the card unless the card is lost, stolen or subject to fraud on some part of a third party.
2. I will not permit the card to be used by any person other than myself.
3. I will only use the card for official business purposes.
4. I will immediately report any unauthorized use of the card to the bank and to the Executive Director.
5. I agree that my monthly expenses will be reviewed by the Executive Director to ensure that these business expenses are aligned with the mission of the organization and my work with the Foundation.

MONTHLY RECONCILIATIONS:

1. I will be issued a monthly statement by the bank. I will ensure that all transactions appearing on the statement are verified by me to ensure that:
 - a. Transactions are supported by adequate documentation (itemized receipts) that are attached to each monthly statement when submitted to the Executive Director for payment; and
 - b. Goods and/or services that appear on the statement were actually received, have been delivered or provided.
2. After reviewing the statement and attaching all supporting documentation, I will sign the statement to indicate that the transactions appearing on the statement have been made for official Foundation purposes.
3. I will immediately advise the Executive Director and the bank of any change in my name or contact details.
4. I will immediately return my card to the Executive Director if I resign, retire or if my employment with the Foundation is otherwise terminated; or if it is determined that there is no longer a need to retain my card or if the card has been cancelled by the bank.
5. I will immediately report the loss or theft of the card to the bank and to the Executive Director.
6. If there are any transactions on my statement that appear suspicious or if any unauthorized transactions are detected, I will immediately report said transactions to the bank and to the Executive Director.
7. I confirm that I have access to only one Business credit card

| Print Employee Name | Signed Employee Name | Date |
|--|----------------------|------|
| | | |
| Approved by Executive Director Rich Boccia | | |

**Mammoth Lakes Foundation
Board of Directors Executive Committee
Agenda Action Sheet**

Executive Committee Meeting Date: November 28, 2017

Date Prepared: November 6, 2017

Prepared by: Rich Boccia; Executive Director
Mammoth Lakes Foundation

Title: Director of Development

Strategic Plan Alignment #3: Project Funding, Debt Service & Operating Reserves

Recommended Motion:

It is recommended that the MLF Board of Directors Executive Committee approve the advertising for a Director of Development effective with the start of the next calendar year, January 1, 2018, contingent on future funding.

Background Information:

The Mammoth Lakes Foundation has employed a Director of Development over the years to support the financial growth and development of the organization. There is evidence to indicate that the board and the organization have been challenged to identify the right candidate to be appointed to that position in the past.

The Chronicle of Philanthropy Magazine published an article entitled “Development Directors re Not Miracle Workers” in January 2013 and indicated that, hiring a development director will only be transformative under the right conditions, which include:

- A board and executive who view bringing on a development director as a strategy for expanding and enhancing their essential roles in fundraising, rather than a way to avoid or minimize their involvement.
- A clear job description for the development director, with realistic performance expectations on the part of the executive director and board.
- A high level of trust and engagement between the executive director and the development director.
- Input from the development director on budgets and fundraising goals.
- A willingness on the part of the organization to invest in systems and infrastructure, such as software and formal planning, to support fundraising.
- An understanding among all staff that fundraising and stewardship are part of everyone's job, not the responsibility of one person, and that fundraising is important programmatic work—not just a necessary evil.

Please find a copy of a draft job description that we would post on a variety of sources effective December 1, 2017 with a closing date of December 15, 2017. The MLF Executive Director would screen the applications and recommend the top three for interviews with the MLF Executive Committee.

There is the potential for limited funding to support a position in the organization that works with the Board and the Executive Director to focus on fund development for the Foundation.

Funds Available: Pending

Account Number: TBD

“Supporting higher education and cultural enrichment in the Eastern Sierra”

**Mammoth Lakes Foundation
Staff Position and Responsibilities**

Job Title: Director of Development

Person: TBD

Reports To: Executive Director (ED)

Salary Range: \$50,000 to \$60,000

Benefits: PTO & Paid Holidays

Objective: The Director of Development is responsible for the creation and implementation of a fund development strategy for the Foundation.

Qualifications: Mammoth Lakes Foundation seeks an experienced Development Director with a track record of raising significant funds in a nonprofit setting, has experience in event management, and has a passion for building relationships.

Description & Duties: The Development Director will work to build strong, meaningful relationships with businesses and increase general awareness of and support for MLF. The Development Director will work to increase and track strategic donor follow-ups, increase donor appreciation and oversee fundraising strategies. This role is focused on growing the number of individuals and businesses/organizations that engage with and donate to MLF. The Development Director reports directly to the Executive Director.

Specific roles and responsibilities include:

- ***Fundraising*** – oversee all aspects of raising funds for the organization, including fundraising events, annual giving campaigns, sponsorship acquisition, individual donor acquisition, and the membership program; track data using donor software (DonorPerfect); develop and oversee fundraising budgets; fulfill program fundraising goals; report to Executive Director and Board of Directors on progress and updates
- ***Relationship Development*** – Develop relationships with key stakeholders to gain support and funding; maintain relations with new and existing sponsors through outreach; reach out to new businesses to engage them in MLF events, ask for support and/or donations; create and distribute development materials including packets, fliers, and targeted emails; develop procedures and processes for donor relations
- ***Annual Fundraising Event*** – oversee sponsorship acquisition and logistics to put on a successful Food & Wine Event; manage contractors, vendors, and oversee Event Committee; acquire sponsors for all sponsorship levels; develop relationships with sponsors and ensure a meaningful/positive experience

- *Grant Management* – manage grant process which includes research, budget oversight, drafting and submitting grant proposals, tracking (using DonorPerfect) and reporting on grant requirements; guide support staff in grant writing and submission
- *Other Duties As Assigned*

Ideal candidate will:

- Have at least 5 years of experience in sales and fund development, grant writing and event planning
- Have experience in marketing and brand management
- Be a natural leader who is positive, genuine and passionate
- Possess a high degree of diplomacy
- Have a passion for the local community and the mission of MLF
- Possess a collaborative spirit of excellence
- Have a solid understanding of fundraising concepts, proposal writing for grants, donor software and reporting
- Possess extensive and proven experience interacting with high level contacts, including board members, and key community stakeholders
- Have experience managing by influence and being an effective relationship builder
- Adept at time management

Desirable Traits:

- A sense of humor
- Knowledge of Donor Perfect
- Be flexible
- Willingness and enthusiasm to support MLF events and activities

Work Conditions: An office environment, but the mission of the organization requires lifting more than 20 pounds and working in non-standard work environments.

Hours: Standard work week, additionally may work evenings, and weekends. Flex hours to accommodate activities and representing the organization at public events.

***To Apply: Send a cover letter and resume to Rich Boccia at
rich@mammothlakesfoundation.org
by December 8, 2017***



**Mammoth Lakes Foundation
Performing Arts Theater Update
October 2017**

- We currently have \$13 million in commitments which includes Measure C and Measure U funding
- We have started the Town CEQA review and update which is estimated to take 6-months to complete.
- We have contracted with The Ruzika Company as our Theatre consultants. Rose Steele, the person we are working with has worked on over 200 theatre projects.
- We are contracting with Steve Noll, Design Workshop to update facility and land planning as it relates to the PAT Project and College Parkway.
- We will be issuing an RFQ/RFP for Acoustics and Media Systems in November. We have top industry people interested in the project.
- We are contracting with Bill Blake, AMS Planning & Research for the Arts and Entertainment Industries to review our business plan and best practices for ongoing operations.
- We are contracting with Bruce Woodward, Woodward Architecture for design, planning and Architectural services.
- We expect to have the project ready to go out to bid by summer.
- The project will be a Design-Bid-Build contract.
- We contracted with RLB/Rider Levett Bucknall for a Conceptual Design Estimate of Probable Construction Cost which is the \$15-million construction estimate. This will be the big wild card given all the unknown factors in today's construction world. We have been told to expect higher bids because of all the natural disasters in the US this year. –TBD.

Supporting higher education and cultural enrichment in the Eastern Sierra

AGENDA

To: Ruth Traxler, Town of Mammoth Lakes
From: Eddie Torres and Kristen Bogue, Michael Baker International
Date: November 14, 2017
Subject: Kickoff Meeting for the Mammoth Arts and Cultural Center

We appreciate the opportunity to work with the Town of Mammoth Lakes as we move forward with the environmental clearance for the Mammoth Arts and Cultural Center (MACC). The following serves as the agenda for our kickoff meeting on November 14, 2017. The results of our kickoff meeting will be documented in a follow-up memorandum:

1. Project Team and Communications. The Michael Baker International (Michael Baker) Project Management team will be led by Kristen Bogue serving as Project Manager. Eddie Torres will serve as Project Director, providing quality assurance/quality control. Ruth Traxler will serve as the primary Town contact. We will need to confirm timing for regular communications, such as a weekly call, e-mail communications, and other status briefings.
2. Project Background and Current Status. This discussion to be led by Town Staff/Mammoth Lakes Foundation (MLF).
3. CEQA Determination. Based on the June 2, 2017 Environmental Compliance Proposal, it is our understanding that there is concurrence between the Town and MLF to proceed forward with Technical Studies and an Initial Study in order to determine the best approach (a Mitigated Negative Declaration or an Environmental Impact Report). Based on the information we have received to date, Michael Baker anticipates an Initial Study/Mitigated Negative Declaration (IS/MND). However, this process will confirm this approach. The primary steps in moving forward will include:
 - Data/Reference Gathering
 - Draft Project Description
 - Draft Technical Analyses and Initial Study
 - Environmental Clearance Approach Meeting
 - Draft and Final Environmental Clearance Documentation
4. Schedule. Attached you will find an update to our Preliminary CEQA Schedule (Attachment A), which is also referenced on Page 23 of the June 2, 2017 Proposal. At the kickoff meeting, we would like to discuss the timeline in greater detail. As a follow-up to the kickoff, we will provide an update to the schedule if any adjustments have been made.

5. Project Description. A clear and detailed project description will be essential in order to move forward with the CEQA process. Our goal is to have detailed information for the Environmental Clearance Documentation. The following are the subsections of the Project Description:

- Location – Local and regional setting.
- Background and History – This section will acknowledge the background of the property and noted entitlement history. Based upon information to be provided by the Town and MLF; past uses, CEQA clearances, and development proposals will be discussed.
- Project Characteristics – We will need detailed information for the project, both in a narrative and graphic form. This includes proposed land uses, acreage, square footages, circulation, and listing of entitlements and approvals required for the project.

6. Data Requirements. Please provide the following information:

- Provide any plans/information available, such as:
 - Site Plans;
 - Grading (including conservative cut and fill quantities);
 - Perspective views and/or cross sections; and
 - Utilities.
- Detailed information on the proposed uses and programming at the facility (i.e., indoor theater, outdoor amphitheater, proposed functions for the outdoor patio space and office space, what types of programming would use the conference rooms and event function room):
 - Please provide square footage associated with each use;
 - Please provide the estimated number of persons at one time; and
 - Please describe the hours of operation for each use.
- If available, please provide a listing of Project Design Features that would reduce water consumption, increase energy efficiency on-site, and/or reduce vehicle miles traveled.
- Full listing of all approvals required for the project.
- We will need the Construction Questionnaire (see Attachment B) filled out. No need to identify the construction equipment, we are more concerned about quantities and phasing.
- Confirm type of amplified speakers, if any, for the outdoor amphitheater.
- Will-serve letters (i.e., water, sewer, solid waste, etc.).

7. Reference Materials. Although Michael Baker has completed several CEQA Compliance Studies for the Town over the years, there is the need to recheck data/references. The following are our current sources/references pertaining to the project (please verify):

- Town of Mammoth Lakes, *Town of Mammoth Lakes General Plan 2007*, dated May 2007.
- Town of Mammoth Lakes, *Final Program Environmental Impact Report, Town of Mammoth Lakes 2005 General Plan Update*, dated May 2007.
- L.K. Johnston and Associates, *Eastern Sierra College Center Mammoth Lakes Draft Environmental Impact Report*, SCH No. 94012060, November 1, 1994.
- Town of Mammoth Lakes, *Municipal Code*, Codified through Ordinance No. 17-07, passed September 6, 2017. (Supp. No. 32, 9/17)
- Town of Mammoth Lakes, *Design Guidelines*.
- Mammoth Community Water District, *2015 Urban Water Management Plan*, January 2017.
- Settlement Agreement between Los Angeles Department of Water and Power and the Mammoth Community Water District, July 2013.
- Town of Mammoth Lakes, *Town of Mammoth Lakes 2005 Storm Drain Master Plan Update*, May 26, 2005.
- Town of Mammoth Lakes, *Town of Mammoth Lakes Stormwater Master Plan 2015*, adopted in 2015.
- Town of Mammoth Lakes, *Master Facilities Plan*, June 2008.
- Town of Mammoth Lakes, *Town of Mammoth Lakes Trail System Master Plan*, October 19, 2011.
- Wallace Roberts & Todd, Inc., *Town of Mammoth Lakes Parks and Recreation Master Plan*, February 1, 2012.

We look forward to a successful review process with the Town. Contact information for Kristen Bogue and Eddie Torres are provided below.

Kristen Bogue, Project Manager / 949.855.5747 / kbogue@mbakerintl.com
Eddie Torres, Project Director / 949.855.3612 / egtorres@mbakerintl.com

Attachments:

- A – Schedule
- B – Construction Questionnaire

Attachment A – PRELIMINARY CEQA SCHEDULE



III. PRELIMINARY SCHEDULE¹

A date-specific schedule will be provided at the project Kick-Off Meeting. The schedule considers on-going coordination and meetings with the project team through the duration of the project.

PROJECT SCOPING

| | |
|---|--------------|
| MBI provides Town data needs/Construction Questionnaire | Month 1 |
| Research and Investigation Initiated | Month 1 |
| Environmental Analysis Kick-off | Month 1 |
| Town provide MBI data needs (#2 above) | Month 1 |
| Project Kick-Off Meeting | Month 1 |
| Initial Study Preparation | Months 2 - 5 |
| Initial Study Findings and Conference Call with Town | Month 5 |

CEQA CLEARANCE OPTION 1: MITIGATED NEGATIVE DECLARATION

| | |
|--|---------|
| Public Review Draft Initial Study/Mitigated Negative Declaration | Month 5 |
| Final Initial Study/Mitigated Negative Declaration | Month 6 |
| Mitigation Monitoring and Reporting Program | Month 6 |
| Completion of the Final IS/MND | Month 6 |

CEQA CLEARANCE OPTION 2: ENVIRONMENTAL IMPACT REPORT

| | |
|--|---------------|
| Initial Study/NOP/Scoping Meeting | Month 5 |
| 30-Day NOP Public Review | Month 5 |
| Preliminary Draft EIR | Month 6 |
| Complete, Publish, and Circulate Draft EIR | Month 6 |
| 45-Day Draft EIR Public Review Period | Months 7 - 8 |
| Public Hearing During Draft EIR Public Review Period | Month 8 |
| Administrative Final EIR | Months 9 - 10 |
| Complete and Publish Final EIR | Month 10 |
| Certification Hearing | TBD |

¹ This schedule assumes on-going coordination with the Town/Project Team through the duration of the project. This schedule also assumes that all project data will be available prior to the Project Kick-Off Meeting.

Attachment B – Construction Questionnaire

DATA, EQUIPMENT AND TIME ESTIMATE – General Information

Project: _____

| LAND USE TYPE | UNITS/SF |
|---------------|----------|
| | |
| | |
| | |
| | |
| | |
| | |

ZONING (Will this project require one?)

Zone Change?

Yes

No

GPA?

Yes

No

START DATES – One-Phase

(Month/Year) Duration (Months)

| | | |
|-----------------------------|--|--|
| Demolition (if applicable): | | |
| Grading: | | |
| Paving: | | |
| Construction: | | |
| Painting: | | |

Pile Driving

Is pile driving required?

Yes

No

Type of pile driving (e.g., diesel hammer, hydraulic hammer, hydraulic press-in, vibratory, etc.):

Number of piles:

| |
|--|
| |
| |

Duration (days):

| |
|--|
| |
| |

START DATES – Multi-Phase

(Month/Year) Duration (Months)

| | | | |
|---------|---------------|--|--|
| Phase 1 | Demolition: | | |
| | Grading: | | |
| | Paving: | | |
| | Construction: | | |
| | Painting: | | |
| Phase 2 | Demolition: | | |
| | Grading: | | |
| | Paving: | | |
| | Construction: | | |
| | Painting: | | |
| Phase 3 | Demolition: | | |
| | Grading: | | |
| | Paving: | | |
| | Construction: | | |
| | Painting: | | |

COMPLETION DATE

(Month/Year)

For ALL Construction:

| |
|--|
| |
|--|

DEMOLITION DETAILS

Project: _____

DEMOLITION

| Units | Type of Equipment |
|-------|----------------------------|
| | Bore/Drill Rigs |
| | Concrete/Industrial Saws |
| | Crane |
| | Crawler Tractors |
| | Crushing/Processing Equip. |
| | Excavators |
| | Graders |
| | Off-Highway Tractors |
| | Off-Highway Trucks |
| | Other Equipment |
| | Pavers |
| | Paving Equipment |
| | Rollers |
| | Rough Terrain Forklifts |
| | Rubber Tired Dozers |
| | Rubber Tired Loaders |
| | Scrapers |
| | Signal Boards |
| | Skid Steer Loaders |
| | Surfacing Equipment |
| | Tractors/Loaders/Backhoes |
| | Trenchers |

BUILDING DEMOLITION

Structure Dimensions

| Width | Length | Height |
|-------|--------|--------|
| | | |

or

Tons of Demolished Material

Haul Truck Data:

Number of Trips/Day:

Round Trip to Disposal Site:

(miles)

Approx. Cubic Yards of Each Truck

Asbestos Containing Material:

(Check One)

Known to be Present?

Yes

No

Underground Storage Tanks (UST):

(Check One)

Known to be Present?

Yes

No

RELATED ADDITIONAL INFORMATION:

GRADING EQUIPMENT / DUST CONTROL DETAILS

Project: _____

GRADING

| Units | Type of Equipment |
|-------|----------------------------|
| | Bore/Drill Rigs |
| | Concrete/Industrial Saws |
| | Crane |
| | Crawler Tractors |
| | Crushing/Processing Equip. |
| | Excavators |
| | Graders |
| | Off-Highway Tractors |
| | Off-Highway Trucks |
| | Other Equipment |
| | Pavers |
| | Paving Equipment |
| | Pile Drivers |
| | Rollers |
| | Rough Terrain Forklifts |
| | Rubber Tired Dozers |
| | Rubber Tired Loaders |
| | Scrapers |
| | Signal Boards |
| | Skid Steer Loaders |
| | Surfacing Equipment |
| | Tractors/Loaders/Backhoes |
| | Trenchers |

DUST CONTROL

Will Haul Roads be paved? (Check One)

Yes

No

How will dust be controlled? (Check One)

Water? (Recommended)

Chemical?

Other? Specify: _____

How often will the control method be applied? (Check One)

> 3 Times / Day (Recommended)

> 1 Time / Day

Other

EARTHWORK

| | | |
|------------|----------------------|-------------|
| Total Cut | <input type="text"/> | cubic yards |
| Total Fill | <input type="text"/> | cubic yards |
| Duration | <input type="text"/> | days |

SOIL IMPORT / EXPORT INFORMATION

| | | |
|---------------------|----------------------|---|
| Soil to be imported | <input type="text"/> | cubic yards |
| Soil to be exported | <input type="text"/> | cubic yards |
| Hauling Days | <input type="text"/> | (# of days soil will be brought in or out) |
| Roundtrip Distance | <input type="text"/> | (distance from site to haul/dump site and back) |

RELATED ADDITIONAL INFORMATION:

CONSTRUCTION, PAVING, AND PAINTING EQUIPMENT DETAILS

Project: _____

CONSTRUCTION

| Units | Type of Equipment |
|-------|----------------------------|
| | Bore/Drill Rigs |
| | Concrete/Industrial Saws |
| | Crane |
| | Crawler Tractors |
| | Crushing/Processing Equip. |
| | Excavators |
| | Graders |
| | Off-Highway Tractors |
| | Off-Highway Trucks |
| | Other Equipment |
| | Pavers |
| | Paving Equipment |
| | Pile Drivers |
| | Rollers |
| | Rough Terrain Forklifts |
| | Rubber Tired Dozers |
| | Rubber Tired Loaders |
| | Scrapers |
| | Signal Boards |
| | Skid Steer Loaders |
| | Surfacing Equipment |
| | Tractors/Loaders/Backhoes |
| | Trenchers |

PAVING

| Units | Type of Equipment |
|-------|---------------------------|
| | Graders |
| | Off-Highway Trucks |
| | Other Equipment |
| | Pavers |
| | Paving Equipment |
| | Rollers |
| | Rubber Tired Loaders |
| | Signal Boards |
| | Surfacing Equipment |
| | Tractors/Loaders/Backhoes |

PAVING AREA (Includes existing street widening/excludes concreted areas)

Total Acres Paved: (estimate)

(Please note that "paving" does NOT include concreted areas.)

BUILDING INSULATION – TITLE 24

Will structures MEET Title 24 requirements?
 Will structures EXCEED
 If they EXCEED Title 24 requirements – by what percentage?
 Check: 10%
 20%
 30%
 Other: (Fill in %)

Please describe any structures/buildings will be pre-coated or painted (please provide square footages as well):

**Mammoth Lakes Foundation
Board of Directors
Agenda Action Sheet**

Executive Committee Meeting Date: November 28, 2017

Date Prepared: November 21, 2017

Prepared by: Rich Boccia; Executive Director
Mammoth Lakes Foundation

Title: Mammoth Lakes Foundation Legal Challenge

Strategic Alignment #1: Foundation Operations

Background Information:

The MLF Board of Directors approved an allocation not to exceed \$20,000 on August 26, 2017 to support the legal defense of the naming rights of the Mammoth Lakes Film Festival. The producers of the Mammoth Film Festival approached members of the community requesting their support of another film festival that would be scheduled during the month of February, 2018 this past spring, 2017.

Their initial conversation with Mammoth Lakes Foundation Artistic Director and the producer of the Mammoth Lakes Film Festival supported the event but requested that they change the name of the event. That request was denied and the producers of the Mammoth Film Festival have continued to plan for their inaugural event this winter.

The Executive Committee provided direction to staff to engage legal counsel on two fronts with a cap of \$2000 as follows:

1. Engaging in contract services with an Intellectual Property lawyer, Michael Chen. Attached please find the opposition to the trademark of the Mammoth Film Festival
2. Engaging in contract serves with legal counsel, Michael Bornfeld, to conduct a phone conference with the representatives of the Mammoth Film Festival to convince the producer to change the name because there is evidence of a violation of the California Business and Professions Code. Michael failed to convince them to change their name.
3. The Executive Committee convened on August 2, 2017 with attorney Michael Bornfeld to review the case law, to determine the potential strength of the Foundation case, and to make a decision about the next steps in this process. Staff was directed to conduct their due diligence with the five posted Mammoth partners on the Mammoth Film Festival website. There was a common theme that we support economic development but not at the expense of violating the law. Each of the five posted Mammoth partners agreed to make contact with the representative of the Mammoth Film Festival and to share the concerns expressed by the Mammoth Lakes Foundation Executive Committee, the concern about potential litigation and to urge a change in name. This due diligence was completed by staff on August 9, 2017 and provided as evidence to the Executive Committee and attorney Michael Bornfeld. The next step in the process is to contact the representative of the Mammoth Film Festival to express our escalating concerns and to agree upon a settlement that supports the law.

Since this action has been taken a number of activities have transpired including:

- a. Michael Chen did submit a legal document opposing the request of the trade name for the Mammoth Film Festival. The legal counsel had until September 27, 2017 to submit a rebuttal to our opposition but instead petitioned the courts to extend that deadline due to a change in legal counsel. That deadline for their legal counsel to submit an opposition to our rebuttal is November 18, 2017. If they do not meet that deadline their request for a trade name is null and void and the Mammoth Lakes Foundation request for trade name will be submitted.
- b. Michael Bornfeld submitted a complaint Mammoth Lakes Foundation vs TB Silver Sail Entertainment dated October 26, 2017 to the Superior Court of California, County of Mono, for an unlimited amount not to exceed \$25,000., as a non-PI/PD/WD Tort – Business tort/unfair business practice. There is an expectation that a hearing date will be scheduled prior to the end of the calendar year.
- c. The defendant in the case, TB Silver Sail Entertainment, LLC., filed an “Applicant’s Answer to Notice of Opposition on November 20, 2017 at 4:59pm just before the end of the extended time period for submittal on November 20, 2017 at 5pm. Michael will provide more information as it becomes available.
- d. The following funds have been expended on this legal challenge as of November 21, 2017:
 - Michael Chen = \$500 in FY16-17 and \$3840 in FY17-18 = \$4340.
 - Michael Bornfeld – nothing billed at this time but he provided me with an estimate of \$4000.
 - Total expended = \$8340.

Funds Available: Yes

Account Number: 70264

“Supporting higher education and cultural enrichment in the Eastern Sierra”

ATTORNEY OR PARTY WITHOUT ATTORNEY (Name, State Bar number, and address)
MICHAEL J. BORNFIELD
P.O. BOX 2975
MAMMOTH LAKES, CA 93546
TELEPHONE NO (760) 934-1688 FAX NO (760) 934-8004
ATTORNEY FOR (Name) MAMMOTH LAKES FOUNDATION, A CALIFORNIA NON PROFIT CORPORATION

FOR COURT USE ONLY
FILED
OCT 26 2017
SUPERIOR COURT OF CALIFORNIA
COUNTY OF MONO SK
BY

SUPERIOR COURT OF CALIFORNIA, COUNTY OF MONO COUNTY
STREET ADDRESS: 100 THOMPSONS WAY
MAILING ADDRESS: P.O. BOX 1037
CITY AND ZIP CODE: MAMMOTH LAKES 93546
BRANCH NAME SOUTH COUNTY

CASE NAME: MAMMOTH LAKES FOUNDATION v. TB SILVER SAIL ENTERTAINMENT,

CIVIL CASE COVER SHEET
[X] Unlimited (Amount demanded exceeds \$25,000)
[] Limited (Amount demanded is \$25,000 or less)

Complex Case Designation
[] Counter [] Joinder
Filed with first appearance by defendant (Cal. Rules of Court, rule 3.402)

CASE NUMBER: CV170092
JUDGE: EHEV
DEPT: 1

Items 1-6 below must be completed (see instructions on page 2).

- 1. Check one box below for the case type that best describes this case:
Auto Tort
Contract
Provisionally Complex Civil Litigation
Other PI/PD/WD (Personal Injury/Property Damage/Wrongful Death) Tort
Real Property
Unlawful Detainer
Non-PI/PD/WD (Other) Tort
Judicial Review
Employment

- 2. This case [] is [X] is not complex under rule 3.400 of the California Rules of Court. If the case is complex, mark the factors requiring exceptional judicial management:
a. [] Large number of separately represented parties
b. [] Extensive motion practice raising difficult or novel issues that will be time-consuming to resolve
c. [] Substantial amount of documentary evidence
d. [] Large number of witnesses
e. [] Coordination with related actions pending in one or more courts in other counties, states, or countries, or in a federal court
f. [] Substantial postjudgment judicial supervision
3. Remedies sought (check all that apply): a. [] monetary b. [X] nonmonetary; declaratory or injunctive relief c. [] punitive
4. Number of causes of action (specify): ONE
5. This case [] is [X] is not a class action suit.
6. If there are any known related cases, file and serve a notice of related case. (You may use form CM-015.)

Date: OCTOBER 25, 2017
MICHAEL J. BORNFIELD
(TYPE OR PRINT NAME)

[Signature]
(SIGNATURE OF PARTY OR ATTORNEY FOR PARTY)

NOTICE
Plaintiff must file this cover sheet with the first paper filed in the action or proceeding (except small claims cases or cases filed under the Probate Code, Family Code, or Welfare and Institutions Code). (Cal. Rules of Court, rule 3.220.) Failure to file may result in sanctions.
File this cover sheet in addition to any cover sheet required by local court rule.
If this case is complex under rule 3.400 et seq. of the California Rules of Court, you must serve a copy of this cover sheet on all other parties to the action or proceeding.
Unless this is a collections case under rule 3.740 or a complex case, this cover sheet will be used for statistical purposes only.

IN THE UNITED STATES PATENT AND TRADEMARK OFFICE
BEFORE THE TRADEMARK TRIAL AND APPEAL BOARD

In the matter of: U.S. Serial No. 87/376,213
Date of Filing: March 17, 2017
Mark: MAMMOTH FILM FESTIVAL
Date of Publication: July 25, 2017

| | | |
|-----------------------------------|---|-----------------------------|
| Mammoth Lakes Film Festival, | § | |
| | § | |
| Opposer, | § | Opposition No. 91236160 |
| | § | |
| v. | § | Serial No.: 87/376,213 |
| | § | |
| TB Silver Sail Entertainment, LLC | § | Mark: MAMMOTH FILM FESTIVAL |
| | § | |
| Applicant. | § | |

APPLICANT'S ANSWER TO NOTICE OF OPPOSITION

Applicant TB Silver Sail Entertainment, LLC (“Applicant”), for its Answer to the Notice of Opposition (“the Notice”) filed August 16, 2017 by Mammoth Lakes Film Festival (“Opposer”) against Applicant’s pending United States trademark Application Serial No. 87/376,213 (“the ‘213 Application”), filed March 17, 2017 and published in the Official Gazette of July 25, 2017, pleads and avers as follows:

1. In response to allegations made in the unnumbered introductory paragraph of the Notice, Applicant denies that Mammoth Lakes Film Festival is a non-profit corporation organized under the laws of the State of California. On information and belief, Mammoth Lakes Film Festival is merely a fictitious business name for some other entity. Applicant otherwise denies the allegations made in the unnumbered introductory paragraph of the Notice.

2. Applicant admits the factual averments made in ¶1 of the Notice subject to correction of any error that may appear in the text purportedly restated from the ‘213 Application.

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Contact Us (<http://www.uspto.gov/about-us/contact-us>)

Electronic System for Trademark Trials and Appeals

Receipt

**Your submission has been received by the USPTO.
The content of your submission is listed below.
You may print a copy of this receipt for your records.**

ESTTA Tracking number: **ESTTA859591**

Filing date: **11/20/2017**

IN THE UNITED STATES PATENT AND TRADEMARK OFFICE
BEFORE THE TRADEMARK TRIAL AND APPEAL BOARD

| | |
|-------------------------------|---|
| Proceeding | 91236160 |
| Party | Defendant TB Silver Sail Entertainment, LLC |
| Correspondence Address | JEFFREY R ROSS ROSS BARNES LLP 275 W CAMPBELL ROAD, SUITE 210 RICHARDSON, TX 75080 UNITED STATES jross@rossbarneslaw.com |
| Submission | Answer |
| Filer's Name | Jeffrey R. Ross |
| Filer's e-mail | docket@rossbarneslaw.com |
| Signature | /Jeffrey R. Ross/ |
| Date | 11/20/2017 |
| Attachments | AnswerToNoticeofOpposition20010301100.pdf(128525 bytes) |

[Return to ESTTA home page \(https://estta.uspto.gov/\)](https://estta.uspto.gov/) [Start another ESTTA filing \(https://estta.uspto.gov/filing-type.jsp\)](https://estta.uspto.gov/filing-type.jsp)

3. Applicant admits the factual averments made in ¶2 of the Notice.
4. Applicant admits the factual averments made in ¶3 of the Notice.
5. Applicant denies the factual averments and allegations made in ¶4 of the Notice.

6. Applicant admits that Opposer filed a use-based United States trademark application Serial No. 87/449,897 (“the ‘897 Application”) for MAMMOTH LAKES FILM FESTIVAL on May 15, 2017, almost two months following the filing date of the ‘213 Application on March 17, 2017. On information and belief, the ‘897 Application is currently under rejection because MAMMOTH LAKES FILM FESTIVAL is geographically descriptive. Applicant otherwise denies the factual averments and allegations made in ¶5 of the Notice.

7. Applicant denies the factual averments and allegations made in ¶6 of the Notice.
8. Applicant denies the factual averments and allegations made in ¶7 of the Notice.
9. Applicant denies the factual averments and allegations made in ¶8 of the Notice.

10. Applicant does not have sufficient knowledge or information to form a belief as to the truth of the factual averments and allegations made in ¶9 of the Notice and accordingly denies those averments and allegations.

11. Applicant does not have sufficient knowledge or information to form a belief as to the truth of the factual averments and allegations made in ¶10 of the Notice and accordingly denies those averments and allegations.

12. Applicant denies the factual averments and allegations made in ¶11 of the Notice.

13. Applicant denies the factual averments and allegations made in ¶12 of the Notice.

14. In response to the factual averments and allegations made in ¶13 of the Notice, Applicant admits that the ‘213 Application recites goods identified under International Class 016. On information and belief, the ‘897 Application also identifies goods under IC 016, and the identified goods are similar in order and content to the goods recited in the ‘213 Application. The ‘897 Application also alleges dates of first use and first use in commerce of MAMMOTH LAKES FILM FESTIVAL on the goods identified under IC 016 on January 1, 2015. Applicant otherwise denies the factual averments and allegations made in ¶13 of the Notice.

15. In response to the factual averments and allegations made in ¶14 of the Notice, Applicant admits that the ‘213 Application recites goods identified under International Class 025. On information and belief, the ‘897 Application also identifies goods under IC 025, and the identified goods are similar in order and content to the goods recited in the ‘213 Application.

The '897 Application also alleges dates of first use and first use in commerce of MAMMOTH LAKES FILM FESTIVAL on the goods identified under IC 025 on January 1, 2015. Applicant otherwise denies the factual averments and allegations made in ¶14 of the Notice.

16. In response to the factual averments and allegations made in ¶15 of the Notice, Applicant admits that the '213 Application recites services identified under International Class 041. On information and belief, the '897 Application also identifies services under IC 041, and the identified services are similar in order and content to the services recited in the '213 Application. The '897 Application also alleges dates of first use and first use in commerce of MAMMOTH LAKES FILM FESTIVAL in connection with the services identified under IC 041 on January 1, 2015. Applicant otherwise denies the factual averments and allegations made in ¶14 of the Notice.

17. Applicant denies the factual averments and allegations made in ¶16 of the Notice.

18. Applicant denies the factual averments and allegations made in ¶17 of the Notice.

19. Applicant knew of the existence of an organization or group of people doing business as MAMMOTH LAKES FILM FESTIVAL in Mammoth Lakes, California prior to filing of the '213 Application. Applicant otherwise denies the factual averments and allegations made in ¶18 of the Notice.

FIRST AFFIRMATIVE DEFENSE

20. Opposer is not a proper party and lacks the capacity to oppose registration of Applicant's mark as presented in the '213 Application for the reason that no legal entity named "Mammoth Lakes Film Festival" exists. Moreover, because this opposition was not timely instituted by an entity having the legal capacity to bring such action, any further activity in this proceeding is time barred.

SECOND AFFIRMATIVE DEFENSE

21. Opposer fails to state a claim for which relief can be granted.

THIRD AFFIRMATIVE DEFENSE

22. There is no likelihood of confusion, mistake or deception because, *inter alia*, Applicant's mark and Opposer's purported mark are not confusingly similar.

FOURTH AFFIRMATIVE DEFENSE

23. Alternatively, any similarity between Applicant's opposed mark and Opposer's mark is not actionable because Opposer's mark is not protectable as a matter of law.

FIFTH AFFIRMATIVE DEFENSE

24. Opposer is not entitled to the relief sought because Opposer's assertion that it will be damaged by registration of Applicant's mark is based on its unfounded and unsustainable belief that its geographically descriptive assumed business name is entitled to legal protection as a trademark. As Opposer has no protectable mark or associated rights, Opposer is not damaged by Applicant's use of the MAMMOTH FILM FESTIVAL mark or by registration of said mark.

SIXTH AFFIRMATIVE DEFENSE

25. Based on information and belief, Opposer has unclean hands by reason of actions Opposer has taken since on or about January 2017 to intentionally and wrongfully create confusion in the minds of consumers as to the goods and services being offered by Opposer under Opposer's fictitious trade name MAMMOTH LAKES FILM FESTIVAL in relation to the goods and services of Applicant as recited in the '897 Application.

SEVENTH AFFIRMATIVE DEFENSE

26. Based on information and belief, Opposer fraudulently alleged dates of first use in its use-based '897 Application that are factually and legally insupportable for goods and services and for international classes that were largely copied from Applicant's prior-filed '213 Application. More specifically, Opposer's '897 Application was filed approximately two months after Applicant filed the '213 Application and alleges actual use of Opposer's purported mark as of January 1, 2015 for numerous goods/services which, on information and belief, were largely copied from the '213 Application and for which Opposer cannot substantiate such dates of first use but rather selected for the purpose of mirroring Applicant's '213 Application and bolstering Opposer's claims as made in the Notice.

In view of the foregoing and without waiver or limitation, Applicant contends that this Notice is legally insupportable; that Opposer lacks capacity to assert this claim; that the time for opposing registration has now passed; that Opposer has not alleged or shown how it has been, will be, or is likely to be, damaged by registration of Applicant's trademark as presented in the '213 Application; that Opposer's geographically descriptive, purported mark is not distinctive and has not acquired distinctiveness during its brief period of use as a fictitious trade name; that Applicant's mark does not create any likelihood of confusion with or dilute any lawful mark of Opposer; and that Opposer has alleged dates of first use of its purported mark with goods and services it cannot substantiate. Applicant accordingly prays that this Opposition be dismissed and that Applicant be granted registration of its trademark made the subject of the '213 Application and this Opposition.

Dated: November 20, 2017

Respectfully submitted,

ROSS BARNES LLP

/Jeffrey R. Ross/

Jeffrey R. Ross
Monty L. Ross

ROSS BARNES LLP
275 W. Campbell Rd
Suite 210
Richardson, TX 75080
jross@rossbarneslaw.com
mross@rossbarneslaw.com
214.420.2300

Attorneys for Applicant

CERTIFICATE OF SERVICE

The undersigned counsel for Applicant hereby certifies that a true and correct copy of this Applicant's Answer to Notice of Opposition is being served via e-mail on November 20, 2017 addressed as follows:

Che-Yang Chen
Law Offices of Scott Warmuth
mchen@law888.com

/Jeffrey R. Ross/

Jeffrey R. Ross
Attorney for Applicant

**Mammoth Lakes Foundation
2017-2018 Meeting & Event Calendar**

| Date | Activity | Time | Location |
|--------------------|----------------------------------|-------------|--------------------------|
| July 4 | The Annual 4th of July Parade | 11am | Mammoth Lakes |
| July 13 - 15 | Foundation Food & Wine Event | Various | Mammoth Lakes |
| August 17 | Welcome BBQ @ SGSA | 3pm | SGSA |
| August 24 | Dave McCoy's 102nd Birthday | All Day | Worldwide |
| August 26 | Foundation Board Meeting | 8:30am | Foundation Library |
| August 27 | Foundation / DSES Golf Classic | 8am | Sierra Star |
| August 30 - Sept 3 | Always Patsy Cline | Various | Edison Theatre |
| October 19 - 29 | The Crucible | Various | Edison Theatre |
| November 12 | Art Dog | 11am | Edison Theatre |
| November 20 | Annual Newsletter | | |
| November 28 | Foundation Executive Committee | 3pm | Foundation Library |
| November 28 | Giving Tuesday | Digital | Worldwide |
| December 1 | Friends of the Foundation Dinner | 5:30pm | The Brassiere |
| December 2 | Foundation Board Meeting | 8:30am | Foundation Library |
| December 3 | Poetry Out Loud | 2pm | Bridgeport Memorial Hall |
| December 11 | Fall Appeal | | |
| December 14 - 30 | The Ultimate Christmas Show | Various | Edison Theatre |
| January 13 & 14 | Drunk With Hope | Various | Edison Theatre |
| February 8 - 18 | The Importance of Being Earnest | Various | Edison Theatre |
| March 10 | Tahoe Film Festival | Various | Edison Theatre |
| March 13 | Foundation Executive Committee | Various | Foundation Library |
| March 17 | Foundation Board Meeting | 8:30am | Foundation Library |
| April 15 | Spring Appeal | | |
| May 11 | MLF Graduation Breakfast | 9am | Foundation Library |
| May 23 - 27 | Mammoth Lakes Film Festival | Various | A Variety of Venues |

Five Levels of Change

There are five levels of change that can occur in an organization, each of which is more difficult and needs more careful management.

1. Fine tuning

Most business are changing all the time in all kinds of ways, including refining policies, developing people, adjusting processes and so on.

This is relatively easy and is often done without needing separate improvement or change projects. Nevertheless, even small changes can create surprising resistance and whilst the business change may be easy, care may need to be taken in deployment. There can also be a risk of 'butterfly wings' (the story of a butterfly who flaps its wings in the Amazon and tips air movement into a hurricane further North), so watching the overall system may also be sensible.

2. Incremental adjustment

Slightly larger than fine tuning, incremental adjustment to the organization can include correcting faulty processes, changing business emphasis, reallocating staff and so on.

This takes more work and has a greater risk of going wrong and so is more likely to use local improvement projects, where people take time out of their day work to engage in study of the situation and design of appropriate solutions.

Companies that do this often have internal facilitators who are trained up in the methods of improvement and techniques of facilitating teams.

3. Process reengineering

Beyond incremental improvement is 'Business Process Reengineering', or BPR, where the principle is that where incremental changes have limited effect, significant improvements may be achieved by forgetting how the process is enacted at the present and starting with a clean drawing board.

Such 'clean slate' approaches both liberate the designer to entirely re-think how things are done and also give the opportunity for significant failure. A common failure in such projects is where a process gets automated but the software does not behave as well as intended.

4. Modular transformation

The next stage is to take an entire section of the business and re-think and re-build it, possibly in re-engineering way to be more efficient and maybe to re-direct it into new products or markets.

Whilst reengineering may be done with the support of an external consultant, modular transformation is far more likely to require external support from consultants, organizational psychologists and the like.

5. Corporate transformation

Corporate transformation is larger again and involves major change that affects the whole company. Such levels of change may appearing mergers or acquisitions, where entire management layers may be swept away, departments combined and so on. Another case is where a company has stagnated and seeks to transform itself for the modern age and new markets. This is the most difficult form of change and is typically much harder than starting a company from scratch.

Dunphy, D. and Stace, D. (1993). *The Strategic Management of Corporate Change*, Human Relations

Stages of Board Development

| The Founding Board | The Governing/Managing Board | The Governing/Fund Raising Board |
|--|---|---|
| The Board is the organization | Assumption of responsibility for well-being and longevity of the organization | Focus on fund raising and recruitment of prestigious board members, increased expectations of staff |
| Strong sense of ownership, power shared, consensus leadership, reluctance to release power to staff, often entrepreneurial staff emerges from the founding board | Balancing of power between staff and board | Formal or informal levels of boardsmanship cause an “in” group or an “out” group, heavy reliance on the expertise of staff |
| Informal, consensus decision-making; sometimes “rubber stamping” | Formalized decision-making process, increased reliance on staff recommendations | Decision making delegated to committees and executive committee, formalized process, often “rubber stamping” |
| Strong mission focus, little distinction between policy and administration. | Focus on policy, planning, and oversight responsibilities; focus on building management systems and structures; micro-management often a problem; beginning to embrace fundraising responsibilities | Pre- and Post operations focus (planning and evaluation); strong commitment to fundraising |
| Small group, few committees | Committees more important, more delegation of work to committees, add board members | Add more board members, executive committee often functions as governance board |
| Passion for mission | Passion for mission decreases with focus on building internal capacity | Passion high (especially among leading fund raisers) |
| Composed of individuals with close ties to the mission of the organization | Recruit board members who are specialists in management, computers, finance, etc. | Recruit board members of high visibility and with “money” connections, members gain certain amount of prestige by sitting on this board |

| Transition: | Transition: |
|---|--|
| <ul style="list-style-type: none"> • Due to growth and crisis • Tension between board and staff • New board members (new ideas) • Painful | <ul style="list-style-type: none"> • Due to growth or crisis • Need for change mutually recognized • Less traumatic |

Life Stages of Non Profit Boards

| Stage | Early | Middle | Mature |
|-----------------------|---|---|--|
| Focus | Organizing Board | Governing Board | Institutional Board |
| Characteristic | <ul style="list-style-type: none"> • Small • Involved in everything • Homogeneous • Informal • Committed | <ul style="list-style-type: none"> • Board accepts responsibilities • Board is enlarged & diversified • Committee structure allows some tasks to be delegated • Staff gain new responsibilities & decision making power | <ul style="list-style-type: none"> • Focus on recruiting a large board that has the capacity to give or have access to funders and donors, and influential people. • Serving on the Board is considered prestigious • Board oversight responsibilities delegated to committees • Planning and budgeting is done by staff and approved by the Board |
| Transitions | <ul style="list-style-type: none"> • Shift to more business like operation • Board/Staff must redefine roles • Open up to new people • Development of systems • Clearer job descriptions | <ul style="list-style-type: none"> • Established organization becomes increasingly "professionalized" • Fundraising function of Board increasingly important | <ul style="list-style-type: none"> • Ability to delegate governance of the institution to an executive or management committee • Becomes an institutional fundraising board |
| Challenges | <ul style="list-style-type: none"> • Find it difficult to hire or trust first staff members and share power • Some founding members will choose to leave | <ul style="list-style-type: none"> • Frustration with change occurring slowly • The Board is often the slowest to change and operate on a new dynamic, due to its operation being focused on last | <ul style="list-style-type: none"> • Initially the straggle between being independent and interdependent may get in the way until both board and staff learn to adjust to their new roles |

Source: Board Passages: Three Key Stages in a Nonprofit Board's Life Cycle, National Center for Nonprofit Boards