#### Mammoth Lakes Foundation Executive Committee Meeting Tuesday, December 11, 2018 @ 3pm Mammoth Lakes Foundation Library 100 College Parkway, Mammoth Lakes, California 93546

www.mammothlakesfoundation.org

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

lember
1

Gary McCoy – President	Gary Myers – Board Chair	Shields Richardson - Secretary	
uan Mendel - Treasurer		Evan Russell – MLF CEO	
uan Mendel - Treasurer		Evan Russell – MLF CEO	

#### (3:02pm) Administrative Items

- 1. Approve any additions to the Agenda
- 2. Approve the minutes of the MLF Special Executive Committee Meeting dated 09.25.18 (Attachment #1)
- 3. (15 minutes @ 3:15pm) Review and consider accepting the Audit Firm Team Findings after a short presentation by Gil Aguilar from Pine, Pedroncelli & Aguilar, Inc. (Attachment #2 & #3)
- 4. (10 minutes) Finance Committee Chair Luan Mendel will provide the Executive Committee with an overview of the elements that the committee discussed at their meeting on November 27, 2018. (Attachment #4 & #5)
- 5. (15 minutes @ 3:45pm) Stifel Financial Advisor John Bush will make a short presentation to the Committee for their review and consideration to invest funds as aligned with our Investment Policy Statement. (Attachment #5 & #6)
- 6. (10 minutes) Development Director Betsy Truax will provide the Executive Committee with an update on the status of the Capital Campaign.
- 7. (15 minutes) CEO Evan Russell will make short presentation to the Committee for their review and consideration about Real Estate Goals for the Foundation based on the 2003 MLF Real Estate Goals & Analysis Report and a one-page discussion document dated November, 2018. (Attachment #7, #8 & #9)
- 8. (10 minutes) Review and consider approving the amended MLF Bylaws. (Attachment #10)
- 9. (10 minutes) Review and consider accepting the MLF 990 Forms that has been reviewed by the MLF Finance Committee. (Attachment #11)
- 10. Old Business
- 11. New Business
- 12. Executive Session:
  - A. (10 minutes) Review and consider approving the draft Joint Development and Use of Facilities Agreement between MLF and KCCD for the Mammoth Arts & Cultural Performing Arts Center. (Attachment #12)

#### (4:30pm) Adjournment

To the next meeting of the MLF Foundation Board of Directors meeting scheduled for Saturday, February 2, 2019 at 8:30am in the MLF Library.

- Executive Session as appropriate is scheduled to start at 8:30am
- The General Board Meeting is scheduled to start at 9:30am

MLF fulfills the vision of Dave McCoy to support higher education and cultural enrichment in the Eastern Sierra

#### Mammoth Lakes Foundation Executive Committee Meeting Minutes Tuesday, September 25, 2018 @ 4pm Mammoth Lakes Foundation Library 100 College Parkway, Mammoth Lakes, California 93546

#### www.mammothlakesfoundation.org

The meeting was called to order by Board Chair Gary Myers at 4:05pm. In attendance were Gary McCoy, Luan Mendel and Evan Russell with Shields Richardson being excused from the meeting.

The agenda was approved as submitted.

The minutes of the 09.04.18 MLF Special Executive Committee Meeting were approved as submitted. (Motion by McCoy / Second by Mendel / Passed 4 to 0)

The MLF Development Director introduced Capital Campaign Coach Andrea Kihlsedt for an introductory workshop about the roles and the responsibilities of the board in a capital campaign through a zoom conference from New York City. There was no action taken.

MLF Investment Committee Member John Bush called into the meeting at 4:55pm to review the redlined Investment Policy Statement. The Executive Committee took action to accept this document as a work in progress with a request to bring back recommendations for investing a portion of the one time capital funds that were generated through the partnership agreement between MLF and the SMHD this past June. (Motion by Mendel / Second by McCoy / Passed 4 to 0)

The Executive Committee took action to approve the joint parking license agreement between Mammoth Lakes Foundation, the Southern Mono Healthcare District and the Kern Community College District. The final draft for signature will be a clean copy without the redlining with the stipulation to approve any possible language changes requested by SMHD or KCCD that do not substantively change the terms of the agreement. (Motion by McCoy / Second by Mendel / Passed 4 to 0)

The Executive Committee discussed the need to expand the number of board members. They requested that the Executive Director continue to recruit a wide range of potential members that had a variety of expertise to support the evolution of the organization. They took action to approve the formation of a MACC PAT Advisory Board and that these recommended and all new members would join the board at that level with exceptions being made based on the background of that individual and the needs of the board. They also took action to create a new Associate Director position on the board for the ML Chamber of Commerce. (Motion by McCoy / Second by Mendel / Passed 4 to 0)

The Executive Committee took action to approve the Management Findings from the FY17-18 Audit. The Executive Director will schedule a budget workshop in early December to review all of financials including the final financial audit findings that the management firm is in process of completing. (Motion by Mendel / Second by McCoy / Passed 4 to 0)

The Executive Committee reviewed the license agreement between Starbucks Corporation and MLF for the art exhibition of Dave McCoy photos and quotes. There was a concern about the language in item #1 in the agreement regarding the Grant specifically that Starbucks shall have the right to remove the materials at their discretion but MLF did not have that same right. There was a request by the Executive Committee that the Executive Director continue to work with the Starbucks team to make modifications to the posted exhibit language and to request an exit clause from this art exhibition for MLF and to bring the item back to the Executive Committee for review and potential approval. There was no action taken at this time.

The Executive Committee took action to approve an Agreement for Loan of Property for Museum Purposes of the McCoy collection of memorabilia. (Motion by Mendel / Second by Russell / Passed 4 to 0)

There was no old business with the following calendar dates reviewed and accepted:

- October 1<sup>st</sup> @ 10am MLF Team presents to the TOML Advisory Design Panel
- October 3<sup>rd</sup> @ 10am MACC PAT Update
- October 3<sup>rd</sup> @ 6pm MACC PAT Update to the Town Council
- October 27 @ 8:30am MLF Board of Directors Meeting
- November 3 @ 5:30pm Friends of the Foundation Dinner @ Jimmy's Taverna

The Executive Committee agreed to the following dates for the Capital Campaign Workshop with Andrea Kihlstedt. The Executive Director will work with Andrea to craft the working agenda for the workshop.

- Tuesday, November 13<sup>th</sup> an introductory social with the Andrea, board and committee members
- Wednesday, November 14<sup>th</sup> 9am to 3pm Capital Campaign Workshop
  - The content and the attendees to be determined based on the development of the campaign
- Thursday, November 15<sup>th</sup> Debriefing breakfast with the Core Committee

The meeting was adjourned at 6pm to the next meeting of the MLF Foundation Board of Directors meeting scheduled for Saturday, October 27<sup>th</sup> at 8:30am in the MLF Library. The agenda will include:

- A Capital Campaign Update
- A Marketing Strategy Update
- An Artistic Director Update
- An End of the Year Campaign Update
- Review of the FY18-19 Budget and FY18-19 Q1 Financials
- Reports from the Associate Directors
- Review of the Calendar of Events

Respectfully submitted,

Rich Boccia; Executive Director 09.30.18

MLF fulfills the vision of Dave McCoy to support higher education and cultural enrichment in the Eastern Sierra

## Mammoth Lakes Foundation Executive Committee Agenda Action Sheet

#### Executive Committee Meeting Date: December 11, 2018

Date Prepared: December 3, 2018

Prepared by: Rich Boccia; Executive Director Mammoth Lakes Foundation

Title: Audit Management Findings

Strategic Priority #1: Foundation Operations

#### **Recommended Motion:**

It is recommended that the Executive Committee review and accept the draft Management Findings from Pine, Pedroncelli & Aguilar, Inc.

#### **Background Information:**

Their team was on campus the week of August 27, 2018 to audit the financial statements of Mammoth Lakes Foundation for the year ended June 30, 2018, and have issued their report dated 09.21.18.

Pine, Pedroncelli & Aguilar, Inc. Partner, Gil Aguilar will be calling in to review the attached documents with the Executive Committee.

- The cover letter dated 09.21.18
- The Management Points dated 06.30.18
- The Blue Book Financial Statements

Funds Available: Professional Services

Account Number: 70263

Mammoth Lakes Foundations fulfills the vision of Dave McCoy to support higher education and cultural enrichment in the Eastern Sierra



September 21, 2018

To the Board of Directors Mammoth Lakes Foundation PO Box 1815 Mammoth Lakes, CA 93546 William D. Pine, CPA Karen C. Pedroncelli, CPA Gamaliel 'Gil' Aguilar, CPA

Audit Manager Lynette A. Garcia, CPA Joanna G. Moffett, CPA Mihai I. Petrascu, CPA Aprille E. Wait, CPA Allen C. Dimick, CPA, MBA Corina A. Castro, CPA Consultant

Vern R. Onstine, CPA Richard J. Artis II, CPA

We have audited the financial statements of Mammoth Lakes Foundation, for the year ended June 30, 2018, and have issued our report thereon dated September 21, 2018. Professional standards require that we provide you with information about our responsibilities under generally accepted auditing standards, as well as certain information related to the planned scope and timing of our audit. We have communicated such information in our letter to you dated July 11, 2018. Professional standards also require that we communicate to you the following information related to our audit.

# Significant Audit Findings

# Qualitative Aspects of Accounting Practices

Management is responsible for the selection and use of appropriate accounting policies. The significant accounting policies used by Mammoth Lakes Foundation, are described in Note 1 to the financial statements. No new accounting policies were adopted and the application of existing policies was not changed during 2017/2018. We noted no transactions entered into by the Organization during the year for which there is a lack of authoritative guidance or consensus. All significant transactions have been recognized in the financial statements in the proper period.

Accounting estimates are an integral part of the financial statements prepared by management and are based on management's knowledge and experience about past and current events and assumptions about future events. Certain accounting estimates are particularly sensitive because of their significance to the financial statements and because of the possibility that future events affecting them may differ significantly from those expected. The most sensitive estimates affecting the financial statements were:

- The allocation of functional expenses based on management's determination
- The fair value of in-kind donations based on comparable transactions
- Management's estimate of the depreciation is based on estimated useful lives of the property and equipment. We evaluated the key factors and assumptions used to develop the depreciation expense in determining that it is reasonable in relation to the financial statements taken as a whole.

The financial statement disclosures are neutral, consistent, and clear.

# Difficulties Encountered in Performing the Audit

We encountered no significant difficulties in dealing with management in performing and completing our audit.

P.O. Box 5100 Visalia, CA 93278

### Corrected and Uncorrected Misstatements

Professional standards require us to accumulate all misstatements identified during the audit, other than those that are clearly trivial, and communicate them to the appropriate level of management. The attached schedule summarizes uncorrected misstatements of the financial statements. Management has determined that their effects are immaterial, both individually and in the aggregate, to the financial statements taken as a whole. The following material misstatements detected as a result of audit procedures were corrected by management: [See attached audit adjustments].

### Disagreements with Management

For purposes of this letter, a disagreement with management is a financial accounting, reporting, or auditing matter, whether or not resolved to our satisfaction, that could be significant to the financial statements or the auditor's report. We are pleased to report that no such disagreements arose during the course of our audit.

### Management Representations

We have requested certain representations from management that are included in the management representation letter dated September 21, 2018.

## Management Consultations with Other Independent Accountants

In some cases, management may decide to consult with other accountants about auditing and accounting matters, similar to obtaining a "second opinion" on certain situations. If a consultation involves application of an accounting principle to the Organization's financial statements or a determination of the type of auditor's opinion that may be expressed on those statements, our professional standards require the consulting accountant to check with us to determine that the consultant has all the relevant facts. To our knowledge, there were no such consultations with other accountants.

### Other Audit Findings or Issues

We generally discuss a variety of matters, including the application of accounting principles and auditing standards, with management each year prior to retention as the Organization's auditors. However, these discussions occurred in the normal course of our professional relationship and our responses were not a condition to our retention.

### **Other Matters**

This information is intended solely for the use of the Board of Directors and management of Mammoth Lakes Foundation and is not intended to be, and should not be, used by anyone other than these specified parties.

Very truly yours,

Pine Pedroncelli & Aguilar, Inc.

NPO-CX-12.2: AUDIT DIFFERENCE EVALUATION FORM

 Entity:
 Mammoth Lakes Foundation
 Statement of Financial Position Date:
 6/30/2018

 Completed by:
 Marilou Monsivais
 Date:
 9/4/2018

Instructions: This form may be used to accumulate audit differences (AD) greater than the amount considered clearly trivial (documented at Step 5 of NPO-CX-2.1). This form should not include normal closing entries. At the end of the audit, evaluate all uncorrected audit differences, individually and in the aggregate, in relation to individual amounts, subtotals, or totals in the financial statements and conclude on whether they materially misstate the financial statements taken as a whole. Before evaluating the effect of uncorrected misstatements, reassess whether materiality is still appropriate based on the entity's actual financial results. The notes following the table provide explanations and a listing of qualitative considerations in evaluating materiality. The form allows for quantifying the effect of misstatements using both the rollover and iron curtain methods, as appropriate. You need to be familiar with the guidance in section 1112 before completing this form.

				Fi	nancial State	ement Effect-	—Amount of	Over (Under	) Statement o	of:
Description (Nature) of Audit Difference (AD)	Factual (F), Judgmental (J), or Projected (P)	Cause	W/P Reference	Total Assets	Total Liabilities	Net Assets	Revenues	Expenses	Change in Net Assets	Working Capital
Student Housing Receivable	F	Record add'l receivables	D-12006	-\$950			-\$950		-\$950	-\$950
Fixed Assets	F	Computer equipment not capitalized	J-20004.3	-\$1,108		54		\$1,108	-\$1,108	
Accrued Vacation	F	To adjust accrued vacation @ 6/30/18	M-32310		-\$2,730			-\$2,730	\$2,730	\$2,730
Accrued Vacation prior period adjustment	F	To record accrued vacation @ 6/30/17	M-32310.1		-\$30,316	\$30,316				\$30,316
Student Housing Deposits and Prepaid Rents	F	Zero out liabilities transfered out to new	M-33531		-\$618		\$618		\$618	\$618
Temp Restricted: Museum Grant Fund	F	Move deposit & bills from equity acct to P&L accounts	Q-48000.1			-\$19,194	-\$9,055	\$28,249		
In-Kind Donations	F	To remove in-kind donations sold in auction	R-50000				\$82,039	\$82,039	\$0	
									\$0	NONDERMIT
Total				-\$2,058						\$32,714
Less Audit Adjustments Su	bsequently Booked			-\$950	-\$33,664		\$72,652			\$32,714
Unadjusted AD—Current Year (Iron Curtain Method)			-\$1,108	\$0	\$0	\$0	\$1,108	Contraction of the second seco	\$0	
Effect of Unadjusted AD—Prior Years					1000	100 × 22 ×			\$0	
Combined Current and Price		r Method)		-\$1,108	\$0		\$0	\$1,108		\$0
Financial Statement Captio	n Totals			\$7,064,220	\$199,817					\$2,100,241
Current Year AD as % of F	S Captions (Iron Cu	urtain Method)		-0.02%	0.00%	0.00%	0.00%	0.07%	-0.27%	0.00%

NPO-CX-12.2

EC 12-11-18

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Index

NPO (1/18)

Current and Prior Year AD as % of FS Captions (Rollover Method)	-0.02%	0.00%	0.00%	0.00%	0.07%	-0.27%	0.00%

Qualitative Factors: Describe qualitative factors that entered into your evaluation of whether uncorrected accumulated misstatements are material, individually or in the aggregate, in relation to specific accounts and disclosures and to the financial statements as a whole, and the reasons why.

**Conclusion:** Based on the results of the evaluation performed above, as well as the consideration of qualitative factors, uncorrected audit differences, individually and in the aggregate,

NPO-CX-12.2

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#### Qualitative Considerations in Evaluating Materiality

The judgment about whether a misstatement is material is influenced by qualitative considerations as well as quantitative considerations. The following are examples of qualitative considerations which are discussed further under "Qualitative Considerations" at section 1112.

- 1. Effect on other financial statement components (that is, the pervasiveness of the misstatement).
- 2. Effect of the misstatement on the overall trend of the change in net assets, such a misstatement that reverses a downward trend of contributions or changes a decrease in net assets to an increase in net assets.
- 3. Significance of the financial statement element or portion of the Organization's activities affected by the misstatement.
- 4. Effect of misstatement on the Organization's compliance with loan covenants, other contractual agreements, or regulatory provisions.
- 5. The existence of statutory or regulatory requirements affecting materiality thresholds.
- 6. A misstatement that affects management's compensation (for example, meeting a contribution target might trigger a bonus).
- 7. The sensitivity of the circumstances (such a implications of misstatements involving fraud, possible violations of laws and regulations, violations of contractual provisions, or conflicts of interest).
- 8. The effects of misclassifications that could be significant to the financial statements users.
- 9. Significance of the misstatement or disclosures in relation to known user needs.
- 10. The character of the misstatement (for example, the precision of the audit differences).
- 11. Motivation of management.
- 12. Offsetting effects of individually significant misstatements.
- 13. Potential effect on future periods.
- 14. Cost of making the correction.
- 15. Risk of possible additional undetected misstatements.

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NPO-CX-12.2

				Adjusting Journa July 1, 2017 - June				
Date	Reference	Account	Description	WP Reference	Debit	Credit	Net Income Effect	
djusting Jou	Imal Entries							
06/30/18	1		To adjust SGSA Rent Receivables.	D-12006			950.00	
			SH Accounts Receivable		950.00	075 60		
		51000	SGSA Revenue			950.00		
06/30/18	2		To zero out SGSA accruais.	M-33531			(618.19)	
		33531	Deferred SGSA: Security Deposit 17-18		6,400.00			
		33532	Deferred SGSA: Prepaid Rent 17-18			7,018.18		
		51000	SGSA Revenue		618.18			
06/30/18	3		To recognize museum income &	Q-48000.1			(19,194.25)	
		40330	expenses in equity Temporarily Restricted:Museum Grant	•		19,194.25		
			Fund					
		56300	Arts Programs Rev: Museum		30 340 45	9,054.91		
		63310	Museum Exp: Tracks of Passion Retail		28,249.16			
06/30/18	4		To adjust temp restricted museum	Q-46000.1			0.00	
		40320	balance @ 6/30/18. Temporarily Restricted:Museum Grant	:	19,194.25			
		48000	Fund			10 101 35		
		40000	Unrestricted (retained earnings)			19,194.25		
06/30/18	5		To adjust net assets per 6/30/17	Q-48000			0.00	
8		40320	audit. Temporarily Restricted:Museum Grant	2		19,194.25		
		40340	Fund		35 366 00			
		VPCUP	Temporarily Restricted:Scholarship Fund		35,766.80			
		40360	Temporarily Restricted:Cerro Coso Fund			372.33		
		40390	Temporarily Restricted:Mammoth Art		105,503.16			
		40202	& Cultural Cntr Permanently Restricted:Endowment		13,013.80			
		40200	Permanently Restricted Net Assets		5,000.00			
		49000	Unrestricted (retained earnings)			219,717.18		
06/30/18	6		To record prior period adjustment.	M-32310.1			0,00	
		48000			30,316.12			
		32310	Accrued Vacation			30,316.12		
06/30/18	7		To adjust accrued veration @	M-32310			(2,730.45)	
		70107	6/30/18. Admin Exp: Salaries & Wages		2,730.45			
		/0102	WITHIN LED'S SCIENCE OF WORKS		2,730,73			

				MAMMOTH LA Adjusting Jour July 1, 2017 - Jun		ON		
Date	Reference	Account	Description	WP Reference	Debit	Credit	Net Income Effect	
		32310	Accrued Vacation			2,730,45		
06/30/18	8		To remove in-kind items sold at auction,	R-50000			0.00	
		52514	Events: Food & Wine Exp: In Kind Gifts		75,668.95			
		62506 52414	FR Costs: Event Costs: MFWE: Inkind Events: Sierra Star Gold Tourney: In-Kind Auction Donation	1	6,370.00	75,668.95		
		62402	FR Costs: Event Costs: SSGT: Auction	1		6,370.00		
			Totals for Adju	sting Journal Entries	409,780.87	409,780.87	(21,592.88)	
				Report Totals	409,780.87	409,780.87	(21,592.88)	
		Managen	Decin Approval		0921 Dte	18		
		CPA Pav	gun		9/17/18 Date			
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# MAMMOTH LAKES FOUNDATION MANAGEMENT POINTS 06/30/2018

- 1. It appears the Foundation has implemented some procedures to better track inventory on hand (i.e. wine). It is our recommendation that the executive director continue to work on strengthening these procedures assigned to staff members to ensure proper tracking and reporting of inventory on hand and sales.
- 2. During our search for items to be capitalized, we found an item that met the dollar amount for capitalization but was expensed. It is our recommendation that the capitalization policy be used as a guide to determine if an item should be capitalized or expensed.
- 3. It came to our attention that the employee handbook does not indicate that accrued Paid Time Off is payable to employees upon their departure from the foundation. Management has made it known that PTO is payable to employees upon their employment departure but the handbook does not specifically indicate this. It is our recommendation that the handbook be updated to reflect such policy.
- 4. Cash from events is a common area of risk. Because cash is frequently counted the day after an event is held, we suggest that two staff members be responsible for the cash. The cash should be sealed in an envelope at the end of the event and initialed by the two staff members. The day the cash is to be counted, both staff members should be present and confirm the initials are on the envelope and that the envelope remains sealed. Cash should be counted, written down on a cash receipts log, and signed by the two staffers before proceeding with normal recording procedures. (Repeat from 6/30/17)

## Mammoth Lakes Foundation Executive Committee Agenda Action Sheet

#### Executive Committee Meeting Date: December 11, 2018

Date Prepared: December 3, 2018

Prepared by: Rich Boccia; Executive Director Mammoth Lakes Foundation

Title: Finance Committee

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

#### **Recommended Motion:**

It is recommended that the Executive Committee review and accept the minutes from the Finance Committee meeting that was held on 11.27.18.

#### **Background Information:**

The Finance Committee met to review our current state of financial affairs with the goals of the meeting being outlined on the first page of the meeting notes and established a number of next steps in this process.

The purpose of this agenda item is to share financial information with the MLF Executive Committee and to gather their input in the development of the next steps.

Funds Available: Staff Time

Account Number: 7000

The mission of MLF is to support higher education and cultural enrichment in the Eastern Sierra

# Mammoth Lakes Foundation Finance Committee Meeting Notes November 27, 2018 @ 2pm

The meeting was called to order at 2pm and included Chair Luan Mendel, MLF CEO Evan Russell, MLF CPA Amy Graham and MLF ED Rich Boccia.

# The goals of the meeting were outlined as follows:

- 1. The financial history that started with Rich's tenure including the loss on one major benefactor that supported the foundation since its inception and the partnership agreement with SMHD
- 2. Identify what funds we do have both restricted and unrestricted as evidenced in the balance sheets and the cash reports
- 3. Review of our present expenses to include the P&L for each event and program with a goal of being revenue neutral or to enhance revenue
- 4. Identify our projected expenses for this next fiscal year to include:
  - a. \$125,000 CEQA invoice to the Town of Mammoth Lakes
  - b. \$530,000 for architectural services and related consultants
  - c. \$1500 per month for the Capital Campaign Coach
- 5. To provide any financial recommendations to the Executive Committee when we meet on 12.11.18 @ 3pm.

# We agreed to the following items:

- a. Work with John Bush and Stiffel to confirm legal signers on the account and the process to add and/or delete signers? (Evan & Gary Myers and requires board approval to add additional signers?
- b. Contact Tony Romo to inquire about the relationship the Foundation has with Wells Fargo based on our history of doing business with them that may provide some benefits to the Foundation.
- c. The already established MLF ESCB checking account that has been earmarked as the SGSA checking account will now transition to become the checking account for the MACC PAC. The goal is to not comingle funds.
- d. We will make adjustments to the current Chart of Accounts for the MACC PAC once we determine our needs based on contracting with a Construction Management Firm for the project.
- e. Funds that are automatically withdrawn on a monthly basis for our worker's compensation account will be transferred from the Wells Fargo Account to the ESCB account. (Total annual policy cost is \$9174 / AmTrust North America, Inc. thru Beach & Associates Insurance Agency)
- f. It was agreed that the \$8930.37 and the \$1694 Cerro Coso College funds may be used to support our scholarship program in areas other than scholarships such as student events, scholarship brunches and additional graduation supplies.
- g. There was a request to create and present a balanced budget for the 2019 Mammoth Lakes Film Festival.

- h. There was a request to initiate the planning of the Food & Wine Event to increase the number of paid tickets and to obtain higher end auction items that would generate greater revenue for Foundation.
- i. Amy was going to run the long term financial report that Evan and she created in 1998 for our review.
- j. The MLF Investment Policy was accepted by the MLF Exec Com on 09.25.18 and it was agreed that the redline document is ready for approval as a draft by the MLF Exec Com on 12.11.18.
- k. Evan reminded the Committee that the Tambour Letter of Agreement did allow for an allocation of campaign expenses which are outlined in the MACC Project Cost Options / Estimates document dated 11.03.18 that was accepted by the Finance Committee.
- I. There was a review of the Comparative Salary Analysis.

The meeting was adjourned at 4pm.

Respectfully,

Rich Boccia; Executive Director Mammoth Lakes Foundation

Project Options (assume Fall 2018 start) Project Square Footage: Main Floor Custome Storage Mechanical Attic	\$500 \$250 \$150		Ridər Lə√att Sucknall 21 502	Square footage 2*,1856 2,184 1,454	Updated 10-1-2018 10.928.000 546.000 213.100
Construction Cost, Net Trade Cost/Surrent			6 d	25,494	
Dollars May 2017-Probable Cost	5473		\$10,234,952		
Total-Building & Sitework Construction Contingency-remote location			510,234,952		\$11,692,100
phasing, and potential esclation beyond					
projected start date, change orders	5%		3511748		\$584,605
Design Evolution & Cost Estimating Allowance	644		200-000		2202.2.10
TOTAL -Building, Site, Contingency	2%	Acres and Sold	\$204.899		\$233,842
Features Not in Construction Estimate			\$10.961,399		\$12,510,547
PV systems			\$2.00 000		12222.000
FF&E			\$200,000		\$250.000 \$300,000
Audio/Visual/Sound/Lighting/PA			a200,000		\$300,000 incl
Telecom/Data Systems/Access & Security			incl		incl
Institutional Equipment-Drapert/Rigging/Proje	ction Scre	en	tbd		\$300,000
Total			\$400,000	A CONTRACTOR OF THE REAL OF	\$850,000
Estimate of Probable Construction Cost Tot	al	1	\$11.351,399		\$13,360,547
General Conditions Overhead & Profit From Total Probable Cost Overhead & Profit From Total Probable Cost	13	365,000 6 %			\$1,170,000
Total		6%	D4 054 004		\$750,633
ESTIMATED TOTAL CONSTRUCTION COST			\$1,851,084		\$1,920,633
ESHMATED TOTAL CONSTRUCTION COST			\$13,202,483		\$15,281,180
Project Soft Costs (% of Probable Cost Tota	ιtΣ				
Architectural, Engineering & Design Fees	3.00%		\$908,112		\$1.068,844
insurance-Builders Risk	1.25%		\$141,892		\$167,007
Town Planning, Design Review Permits, CEC		2,00%			\$267,211
Contingency	6.00%	#####	NAME OF TAXABLE PARTY OF TAXABLE PARTY.		\$1,336,055
			\$1,958,118	post per sqift	and the second
ESTIMATED PROBABLE COST-"PAT"			\$15,160,599	5711	\$18,120,296
Project Additions & Administration					
Administrative-Project Management - Marketing, Legal, C	apital Campa	ııgn	\$250,000		\$300,000
Workshop Equipment			\$500.000		\$100,000
Parking, Lighting, Landscapping, Signage			\$1,000,000		\$1,000,000
Edison Theatre Upgrade/Offices			\$100,000		\$100,000
Outdoor Amphitheatre			\$100,000		\$300,000
		-	\$4,950,000	post der sgift	and the local diversity of the local diversit
ESTIMATED PROBABLE COST-"MACC"	. :•		\$17,110,599	5784	
Land & Edison Ha Total with MLF Contribution	all				\$5,600,000
FUTAL WILL F CONTROLING					\$25,520,296

### Mammoth Lakes Foundation Executive Committee Agenda Action Sheet

#### Executive Committee Meeting Date: December 11, 2018

Date Prepared: December 3, 2018

Prepared by: Rich Boccia; Executive Director Mammoth Lakes Foundation

Title: MLF Investment Policy

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

#### **Recommended Motion:**

The MLF Executive Committee approves the revised MLF Investment Policy Statement dated September 2018.

#### **Background Information:**

The MLF Investment Committee met on September 18, 2018 with Stifel advisor John Bush with an initial task to update the MLF Investment Policy Statement which was presented for acceptance to the MLF Executive Committee on 09.25.18.

The Finance Committee met on November 27, 2018 to review the Investment Policy and agreed that it should finalized and presented to the MLF Executive Committee for approval at this meeting.

John Bush will be making a short presentation about our policy and potential recommendations for short term and long term investments based on our cash flow.

The MLF Cash Report is attached for your review with the interest bearing accounts itemized as follows: (12.03.15)

Line Item	Name	Balance	Purpose
7	Stifel	\$702,008.12	MACC Restricted – Tambour & Langston
8	Wells Fargo Endowment	\$162,923.53	Dempsey, Knoll, Interest Only / Scholarships
9	Wells Fargo Investment	\$1,208,203.52	Tambour & Building Sale / Earned Interest

Funds Available: Staff Time

Account Number: 7000

# Mammoth Lakes Foundation STATEMENT OF INVESTMENT POLICY Revised September 2018

# Purpose

The investment policy is an overall philosophy that represents the goals and objectives of the board of directors toward management of Foundation cash and assets. The philosophy takes into consideration both short term and long term needs. Key areas of concern include:

- The Endowment Fund
- Project Development
- Cash Reserves
- Restricted Funds

The purpose of the policy is to establish a clear understanding and best practices management of Foundation cash and asset. The policy is specific enough to provide guidance for investment, yet flexible enough to allow for changes in the economy and/or securities markets.

# Statement of Investment Objectives

The two primary investment objectives are:

- 1. To cause the total value of the assets to appreciate over time, exclusive of growth derived from donations and
- 2. To provide a continuing and dependable cash payout that is stable and preferable growing in real terms after giving effect to inflation.

To accomplish these goals, MLF should maximize the return on investments, consistent with the appropriate level of risk and subject to a generation of adequate current income.

Additionally, the assets should be diversified at all times to provide reasonable assurance that investment in a single security or class of securities will not have a significant impact on the assets. Specifically, MLF should have diversified investment options that have materially different risk and return characteristics.

# **Foundation Responsibilities**

Because such wide range of possibilities exist for investment policy, there exists no single investment philosophy upon which the Foundation may rely. Consequently, the prudent person should evaluate all reasonable alternatives available to people "familiar with such matters" and act accordingly. That is the Foundation Board of Director's must insure that all investments are made with care, skill, and diligence that a prudent person acting in the interest of the Foundation would consider and must be diversified to minimize the potential risk of loss. Preservation of Foundation asset's is the most important responsible

# Investments

In selecting investments, consideration will be given to the requirements for spending, liquidity, diversification, and safety of principal, yield, maturity, and the quality and capability of investment managers.

MLF will be permitted to invest in the following categories of investments:

- Growth investments These investments seek to maximize value over time, but are the most volatile from day to day. They invest primarily in stocks of companies that have a strong potential for growth.
- Growth-and-income investments These investments seek to provide both growth and income. They generally aren't as volatile as growth investments due to a focus on dividend-paying stocks and some bond holdings as well.
- Equity-income investments These investments seek current income and long-term growth of capital, primarily through dividends paid by stocks and/or interest paid by bonds.
- Balanced investments These investments seek conservation of capital and current income, as well as long-term growth of both capital and income by investing in stocks, bonds, and other fixed-income investments.
- Bond investments These investments seek to provide current income. Their primary investment vehicle is bonds.
- Cash-equivalent investments These investments are the most stable as they try to preserve the original investment but are limited in their ability to keep up with inflation.
- Alternative investments in a managed portfolio may not exceed 10%

MLF will not be permitted to invest in individual securities to mean personal or business loans, below investment grade bonds, stocks, commodities, and alternatives.

# **Asset Allocation and Rebalancing**

MLF asset allocation guidelines will be consistent with its investment objectives and risk tolerance. These guidelines are designed to provide the highest probability of meeting or exceeding MLF's return objectives the lowest possible risk.

# Short Term Objectives One to Three Years

The Foundation's short term objectives must give consideration to both interim and median term capital needs and the overall financial condition of the Foundation. The bench mark for measuring the Foundation's risk and return will be a customized index composed of the following:

- Cash and equivalents (using the median of a universe of Money Market Managers).
- Fixed Income (using the median of a universe of Fixed Income Managers).

# Long Term Objectives Five Years and Beyond

The policy is based on capital preservation and liquidity with capital appreciation and consistent returns being secondary goals. It is understood that the Foundation expects investment objectives to be met over a complete market "cycle" (typically five plus years) but will review investment performance on a quarterly basis.

# **Monitoring and Review**

Performance reports are reviewed by the executive committee on a quarterly basis and by the full board of Director's on an annual basis and will rebalance its portfolio of investments annually. Among other things, such reviews will evaluate:

- The general conditions and trends prevailing in the economy, securities market, and mutual fund industry.
- Whether the investment remains consistent with MLF's overall investment objectives.
- Whether the investments are adequately diversified.
- A comparison of the investment results with the established indexes or benchmarks over a series of different time horizons.
- The fee structure and expense ratio of selected investments as compared with the other alternatives available in the marketplace.
- The experience and qualifications of the personnel providing the investment management services.

Additionally, the Executive Committee will annually, or as needed review the following:

- The Investment Policy
- Economic and financial factors affecting the policy
- Adjustment to the Policy if necessary

Draft Reviewed & Accepted by the MLF Executive Committee September 25, 2018

		12.03.15	
Check	ing/Savings		
	perating accounts		
1	Wells Fargo - checking	20,313.65	AMTrust, misc - to close
2	ESCB - checking	11,373.75	SGSA checking - to use for MACC
3	MLF Depository	4,311.10	MLF deposit & ckg, payroll taxes
4	Events petty cash	0.00	
5	Theatre petty cash	200.00	
6	Total operating cash	36,198.50	Funds in the Bank
Ir	sterest bearing accounts		
7	Stifel	702,008.12	MACC restricted - Langston, Tambour
8	Wells Fargo endowment funds	162,923.53	Dempsey, Knoll perm restricted - interest only use for scholoarsips
9	Wells Fargo investment funds	1,208,203.52	Earned interest - \$405,000 Tambour & Bldg sales proceeds of \$800,000
10	Total investments	2,073,135.17	
Т	otal cash	2,109,333.67	
R	estricted funds		
11	Permanently restricted	161,967.00	Balance that is Perm restricted
12	Mammoth Art & Cultural Center	967,127.49	Tambour, Langston - interest
13	Forest Island	7,382.30	Balance
14	Development Grant	29,166.66	
15	McCoy Bday & MFWE, Other gifts	25,113.32	Paid \$12733 in scholarships this YTD
17	Measure U & Theatre Restricted	51,000.00	Edison Measure U 2018-19
18	Cerro Coso Fund	0.00	Transferred to unrestricted
20	Total Wells endowment fund	1,241,756.77	
	ummary	0/7 57/ 00	C
21	Operating	867,576.90	Cash
22	Board recommended reserve \$250,000		
23	Restricted	1,241,756.77	
Т	otal cash	2,109,333.67	

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## Mammoth Lakes Foundation Executive Committee Agenda Action Sheet

#### Executive Committee Meeting Date: December 11, 2018

Date Prepared: December 4, 2018

Prepared by: Rich Boccia; Executive Director Mammoth Lakes Foundation

Title: MLF Land Use Policy

Strategic Priority #6: South Gateway Planning and Land Uses

#### Information Item:

The purpose of this agenda item is to review the 2005 Land Use Policy and to begin discussions on the objectives for Mammoth Lakes Foundation Real Estate.

### **Background Information:**

The Mammoth Lakes Foundation Board of Directors approved a Land Use Policy in 2005. This policy was drafted and approved in anticipation of the construction of the initial student housing complex in that same year, 2005.

CEO Evan Russell has been working with Steve Noll from Design Workshop, Inc., over the years to create and modify the South Gateway Master Plan in collaboration with our partners. It is expected that a revised rendition of the Plan will be completed in mid-January, 2019. This will provide the Foundation staff with the opportunity to re-engage our partners with these conceptual designs as we plan for the future.

The goal of our conversation at this meeting is to review the one-page document that has been created by CEO Evan Russell that will begin to provide direction to staff regarding the Foundation's Real Estate goals for parcel LLA PAR 4.

Please find the following attachments:

- Mammoth Lakes Foundation Land Use Policy Statement January 2005
- MLF Real Estate Goals for Parcel LLA PAR 4 November 2018
- Exhibit B Lot Lines

Funds Available: Staff Time

#### Account Number: 7000

The mission of MLF is to support higher education and cultural enrichment in the Eastern Sierra

# Mammoth Lakes Foundation Land Use Policy Statement January 2005

The Mammoth Lakes Foundation's vision to cultivate higher education and the arts in the Eastern Sierra is shared by many. Education and the arts are the foundation for a well-balanced community. It is this vision that the Mammoth Lakes Foundation (Foundation) looks to time and time again for inspiration and purpose.

"The purpose of the Mammoth Lakes Foundation is to support development of higher education and cultural enrichment in the Eastern Sierra, including the establishment of a permanent campus in the Mammoth Lakes area that will provide facilities for academic studies, appreciation of the arts and student housing."

This mission statement is a commitment to our community. The availability of higher education and cultural enrichment in the Eastern Sierra enhances the quality of life enjoyed by the diverse community of 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.

<u>Use of Mammoth Lakes Foundation Land resources to accomplish our Mission:</u> The Mammoth Lakes Foundation has an opportunity to support community needs and build the necessary infrastructure to facilitate development of student, faculty and staff housing. The Foundation is revising its Master Plan to best utilize land resources for education, cultural enrichment and housing. The Master Plan revision will include locating housing in a planned community neighborhood that is deed restricted and designed to accommodate current and future needs.

Foundation land is zoned for specific purposes as outlined in the Town General Plan and cannot be used for commercial purposes or open market housing. Proposed General Plan revisions would allow the Foundation to create deed restricted work force housing in a planned Community Neighborhood per Town guidelines.

Use of Foundation land (by sale, lease or trade) for such deed restricted housing will also allow the Foundation to create an additional revenue source that supports the mission of the Foundation. A revised Master Plan which includes the community neighborhood will be completed by early 2005. The Foundation anticipates starting construction of the initial student housing during 2005.

# Discussion MLF-Real Estate Goals for parcel LLA PAR 4 November 2018

- 1. OBJECTIVES FOR MLF REAL ESTATE-What do we want to accomplish?
  - a. Long term cash flow or short-term big bucks that could go into an endowment fund.
  - b. Support for the MACC and current/future projects, build-fund the PAT.
  - c. Future objectives may be contingent upon a successful capital campaign.
  - d. Evaluate options based on objectives and MLF strategic plan.
  - e. What business does MLF want to be in, in the future?
  - f. Support for local community needs.
  - g. Do we want to place conditions on a sale or lease of the property?
- Ownership and Development options? MLF is a non-for-profit community benefit organization and is not in the business of trying to make as much \$\$\$ as possible. We are not developers in the sense of holding property for profit or benefit to shareholders.

Does this prompt a more comprehensive discussion about who should own MLF land and buildings and how they can best be operated for community benefit? What if, the town owned the MACC and land of two of our three parcels? MLF would need a long-term operating agreement and guarantee of operational funding which could come from Measure U. The Town would acquire our 20-acre parcel for housing which they would be responsible for planning, zoning, entitlements, development, etc. I think this is an option that should be discussed.

- 3. Conditions
  - a. MLF parcel-LLA PAR 4, 21.08 acres includes part or Meridian Blvd and a small area adjacent to the trails. We will need to adjust the actual parcel size to determine buildable acres.
  - b. Density-what are willing to accept? The South Gateway Property is currently shown in town GP zoning as 4-units per acre. That is about the same density as the trails. The more density the higher the value of the property and lower cost of land for housing units.
  - c. Mission of MLF
    - i. Support for Cerro Coso students and programs.
    - ii. Support for Arts & Culture.
    - iii. Student housing.
    - iv. Any other activities would require a change of mission and statement of purpose.

- d. How does a proposed land development affect the DSES-NWWC? Does MLF need to notify DSES about the possibility of housing across the street?
- 4. Compatible use of MLF land with South Gateway Partners, Hospital, College, Arts & Culture, and Neighbors.
- 5. Who do we want to partner with? In past MLF board discussions, the board did not want to be in the real estate business. MLF was founded on being a catalyst for education, arts & culture. Partners could be:
  - a. Town of Mammoth
  - b. Mammoth Lakes Housing
  - c. Major Developer
  - d. Local Developer
  - e. Do we consider tying this parcel into a partnership with the Town that can guarantee funding for the PAT?
- 6. Mammoth Lakes Community Housing Plan as presented by California Community Reinvestment Corporation (CCRC) discussion document
  - a. How do we fit into this plan?
  - b. What are benefits and issues with being part of the plan?
  - c. Should we ask the CCRC to give a specific option that could be implemented on MLF property?
- 7. What type of housing do we want on this parcel?
  - a. Ownership
  - b. Deed restricted
  - c. Free market
  - d. A mix of free market and deed restricted, or do we care
  - e. Single family similar to the Trails subdivision
  - f. Rental, transit, seasonal, short term
  - g. MLF, Hospital, College; a specific number of units/lots held for our staff. Do we want to make this a condition of future development, sale or lease?
- 8. We need a financial analysis of options for sale, lease, other. I would suggest we ask the auditors to create an analysis of financial options. This may be connected to options presented by CCRC plan.
- 9. Present value vs. future value? What happens if we just hold the property?
- 10. Conclusions: Future MLF land use will have a major impact on sustainability of operations and financial security. What are the key issues that the board needs to understand to make the best decision?



### Mammoth Lakes Foundation Executive Committee Agenda Action Sheet

### Executive Committee Meeting Date: December 11, 2018

Date Prepared: December 4, 2018

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.

The MLF Board took action to approve an amendment version of the bylaws on December 2, 2017.

The CEO of the Mammoth Lakes Foundation has announced his retirement as of December 31, 2018. The bylaws have been modified to indicate that the organization no longer holds the position of CEO and that all of the duties and responsibilities of the CEO will now be the responsibility of the Executive Director.

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

Funds Available: Staff Time

Account Number: 7000

# **BYLAWS OF**

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

(Amended and Restated as of December 11, 2018) December 2, 2017)

### NAME, LOCATION, AND PURPOSE

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 nonprofit 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 50l(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.

#### Π

### **BOARD OF DIRECTORS**

2.1. <u>General Function of the Board</u>. 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 tThe 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. <u>Members</u>. The Foundation shall have no members. All rights which would otherwise vest in the members shall vest in the Directors.

2.3. <u>Compensation</u>. No Director shall receive compensation for any services he or she may render to the Foundation. However, any Director may be reimbursed for his or her actual and reasonable expenses incurred in the performance of his or her duties.

2.4. <u>Associate Directors</u>. 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 do not

have voting privileges. Associate Directors are "ex-officio" and assume their office by virtue of their position. Associate Directors may be appointed to serve on an annual basis.

2.5. <u>Advisory Board Members</u>. The Board of Directors may establish, at its sole discretion, Advisory Board Members to serve in an advisory capacity to the Board of Directors of this Foundation as detailed in Article VIII below.

2.6. <u>Number of Directors</u>. 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 Directors or Advisory 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.

2.7. <u>Term of Office</u>. 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.

2.8. <u>Removal: Resignation: Vacancies</u>. Any Director may resign upon giving written notice to the Board Chairman, <del>or</del> the Secretary, or the Executive Director 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.

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.

# III

# **MEETINGS OF THE BOARD OF DIRECTORS**

3.1. <u>Regular Meetings</u>. 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.

3.2. <u>Annual Meetings</u>. 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 following fiscal year.

3.3. <u>Special Meetings</u>. The Board of Directors shall hold a special meeting when requested by the President, the Chairman of the Board, the <u>CEO</u> the <u>Executive Director</u>, 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.

3.4. <u>Notice</u>. 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.

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. <u>Place of Meeting</u>. 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. <u>Telephone Meetings</u>. 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. <u>Quorum</u>. Twenty-five percent (25%) of the number of full, voting Directors shall constitute a quorum for the transaction of business of the Board and the Executive Committee. 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.

3.8. <u>Open Meetings</u>. 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 Advisory Board of Directors and Associate Directors. Associate Directors exercising rights and responsibilities as outlined in paragraph 2.3, including voting, may participate as deemed appropriate by the Chairman.

3.9. <u>Executive Session</u>. 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.

3.10. <u>Action Without Meeting</u>. 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**

4.1 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.

4.2 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 be members of the Board of Directors and the Executive Committee.

(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 revocable 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.

(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**

5.1. <u>Enumeration</u>. The officers of the foundation shall be a Chairman, a Secretary, and a Treasurer, who shall at all times during their tenures be members of the Board of Directors. The Foundation shall also have a <u>Chief Executive Officer</u>, 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.

5.2. <u>Election of Officers</u>. 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. <u>Removal and Resignation</u>. Any officer appointed  $\cdot$  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.

Any officer may resign at any time by giving written notice to the Board, or to the Chairman, or to the Secretary. or the Executive Director. 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. <u>Vacancy</u>. 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. <u>Chairman of the Board</u>. The Board shall elect one of its members to act as Chairman. If at any time, the Chairman shall be unable to act, the Secretary shall take their place and perform those duties. If the Secretary 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.

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

5.6. <u>Secretary</u>. 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.

5.7. <u>Treasurer</u>. 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.

5.8. <u>Delegation</u>. The foregoing duties may be delegated to the <u>Executive Director Chief</u> Executive Officer of the Foundation.

5.9. <u>Other Officers</u>. 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.

VI

# EXECUTIVE DIRECTOR CHIEF EXECUTIVE OFFICER

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

6.2. <u>Duties of EDCEO</u>. The <u>EDCEO</u> shall <u>employ an Executive Director to</u> be the chief administrator and operating officer, general manager, and supervisor of all the operations of the Foundation. The <u>ED CEO</u> shall be delegated such powers by the Board as are necessary to fulfill this responsibility. The <u>ED CEO</u> shall ensure that staff, among other authorities and duties:

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.

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. <u>Committee Membership</u>. The <u>ED CEO</u> shall be a member, ex-officio, of all committees of the Board.

# VII

#### **COMMITTEES**

7.1. <u>Committees</u>. 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. <u>Executive Committee</u>. 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 up to 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.

7.3. <u>Special Advisory Committees</u>. 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 Advisory 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 rs.

7.4. <u>Scheduling of Committee Meetings</u>. Committees shall meet on an as-needed basis.

7.5. <u>Notice and Conduct of Committee Meetings</u>. All meetings of standing committees (e.g., the Executive Committee) shall be duly noticed as provided for in section 3.4. All meetings of temporary, advisory, or ad hoc committees shall not be subject to notice or open meeting requirements.

### VIII

### **ADVISORY BOARD OF DIRECTORS**

8.1. <u>Definition</u>. The Board of Directors may establish, at its sole discretion, an Advisory Board of Directors to serve in an advisory capacity to the Board of Directors. The membership of the Advisory 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. <u>Number</u>. The number of members of the Advisory Board of Directors shall be set from time to time by Resolution of the Board of Directors.

8.3. <u>Appointment, Removal and Vacancies</u>. Each member of the Advisory Board of Directors shall serve at the pleasure of the Board of Directors.

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

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

8.6. <u>Quorum</u>. A majority of the number of Advisory Directors shall constitute a quorum for the transaction of business of the Advisory Board of Directors.

## IX

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

9.1. <u>Agents, Proceedings, and Expenses</u>. 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. <u>Actions Other than by the Foundation</u>. 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 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 the person 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. <u>Actions by the Foundation</u>. 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. <u>Successful Defense by Agent</u>. 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.

9.5. <u>Required Approval</u>. 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. <u>Advance of Expenses</u>. 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.

9.7. <u>Other Contractual Rights</u>. 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. <u>Limitations</u>. No indemnification or advance shall be made under this Article, except as provided in paragraphs 9.4 or 9.S(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. <u>Insurance</u>. 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 3 1 7(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. <u>Fiduciaries of Corporate Employee Benefit Plan</u>. 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 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. <u>Rights of Inspection</u>. 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.

## XI

#### **AMENDMENTS**

11.1. <u>Amendments to Bylaws</u>. 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. <u>Fiscal Year</u>. The fiscal year of the Foundation shall begin on July 1 and end on June 30 of every year.

12.2. <u>Effect of These Bylaws</u>. 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. <u>Severance</u>. 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. <u>Interpretation</u>. These Bylaws shall be interpreted under and shall be consistent with the laws of the State of California.

12.5. <u>Effect of Waiver</u>. 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. <u>Remedies</u>. 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. <u>Remedies Cumulative</u>. 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. <u>Construction of Bylaws</u>. 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**

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 11, 2018. December 2, 2017

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

Secretary

(Seal)

08.01.18

## Mammoth Lakes Foundation Executive Committee Agenda Action Sheet

### Executive Committee Meeting Date: December 11, 2018

Prepared by: Rich Boccia; Executive Director Mammoth Lakes Foundation

Title: MLF 990 Forms

### Strategic Alignment #1: Foundation Operations

### **Recommended Motion:**

It is recommended that the MLF Board of Directors review and accept the Mammoth Lakes Foundation Form 990.

### Background Information:

The Form 990 is an annual reporting return that many federally tax-exempt organizations must file with the Internal Revenue Service. Because it records information on the filing organization's mission, programs, and finances, it is a very useful document for understanding and evaluating a nonprofit organization.

One of the elements of the annual audit conducted by Pine, Pedroncelli & Aguilar, Inc. is to complete and submit our Form 990 to the State of California along with our tax information.

Section B of Form 990 requires information about policies that are not required by the Internal Revenue Service. Page 6, section 11a inquires, has the organization been provided a complete copy of the Form 990 to all members of its governing body before filing the form?

Our answer to that question is no. Best practice recommends that all members of the Board are provided a copy of the Form 990 before its submittal but it is not required. We did submit the documents to meet the required deadline of November 15, 2018.

The Finance Committee did review the Form 990 at their committee meeting on November 27, 2018 and accepted the document as submitted.

It is recommended that the MLF Executive Committee review and accept the Form 990 as submitted.

## Funds Available: Professional Services

Account Number: 70263

Date Prepared: December 4, 2018

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IN INC (201/) MAMMOTH LAKES FOUNDATION 37-024533 art W Checklist of Required Schedules.		-	94.
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i Did the organization's separate or non-sinsaled financial statement for the law year include a controller that collinations has proamization's liad (1) for program to a positions under https://doi.org/10.12.14.14.14.15.02.14.01.24.14.14.15.14.14.14.14.14.14.14.14.14.14.14.14.14.	m	x	
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$3$ is the organization a school described in section $120(c)(1)(A)$ , $12^{-1}$ for isomolella Schedula $\Xi$	B		
4 a Circline organization main organis of steel unrologies, or sgenis outside of the United States"	344	_	
9.04 the organization have appropriate inheritures or expensions of more transfit 0.000 firm systemating, landings and program tamoral activities and sold fire. In text 50000 form systematic program tamoral activities and sold fire. In text 50000 for any anteresting fractional solution of \$1000000 or more 7.11 Keys, complete foregram tamoral activities and sold fire. In text 500000 for any anteresting fractional solution of \$1000000 or more 7.11 Keys, complete foregram tamoral activities and \$1000000 or more 7.11 Keys, complete foregram tamoral activities and \$1000000 or more 7.11 Keys, complete foregram tamoral activities and \$1000000 or more 7.11 Keys, complete foregram tamoral activities and \$1000000 or more 7.11 Keys, complete foregram tamoral activities and \$1000000 or more 7.11 Keys, complete foregram tamoral activities and \$1000000 or more 7.11 Keys, complete foregram tamoral activities and \$1000000 or more 7.11 Keys, complete foregram tamoral activities and \$1000000 or more 7.11 Keys, complete foregram tamoral activities and \$1000000 or more 7.11 Keys, complete foregram tamoral activities and \$1000000 or more 7.11 Keys, complete foregram tamoral activities and \$1000000 or more 7.11 Keys, complete foregram tamoral activities and \$1000000 or more 7.11 Keys, complete foregram tamoral activities and \$1000000 or more 7.11 Keys, complete foregram tamoral activities and \$100000 or more 7.11 Keys, complete foregram tamoral activities and \$100000 or more 7.11 Keys, complete foregram tamoral activities and \$100000 or more 7.11 Keys, complete foregram tamoral activities and \$100000 or more 7.11 Keys, complete foregram tamoral activities activities and \$100000 or more 7.11 Keys, complete foregram tamoral activities and \$100000 or more 7.11 Keys, complete foregram tamoral activities and \$100000 or more 7.11 Keys, complete foregram tamoral activities and \$100000 or more 7.11 Keys, complete foregram tamoral activities and \$100000 or more 7.11 Keys, complete foregram tamoral activities activities and \$100000 or more	145		
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5 Dit the provincelion report on Part 14, commit (A) the 3, from than \$5,000 to pipplegate gravits or other assesses to the foreign individuals? If Yes, complete Schedule + Plants III and 14	16		1
7. Scilling arganization report a rotation more share \$15,000 or encomers to professional functions sing services on Part 13, rotation (A) intel 5 and 11e2 // Kest, contantle Safedule G. Part (see instructions).	17		1
8 Out the impanuation leads more than \$15,000 totation funder single uncil gross interme and coll to outcome (in Policy 11) mession and a 2 of these control tell Science (e.g., Policy 1).	18	Х	
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urt.	IV Checklist of Required Schedules (continued)			
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la :	old the organization operate one or more isospilal raciities? If Yes, complete Schedule H	20u		Х
5	es to ine 20al per ne organization uttach piccory of ils audited interdus statements or inis retuin?	206		
	2rr the prigenzation report more than 55.333 of grants or other assistance to any domestic organization or ternestic government on Part Part palumn (4), the 17 th Yes," complete Schedwie I, Parts I and II.	21		х
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d	Did ine organization oct is an ich behalf of issuer for conds pulstanding ut any time during the year?	24d	<u> </u>	+
5 a	Section 501(c)(3), 501(c)(4), and 501(c)(29) organizations. Did the propriation anglage in an exclass belief th I binsurdion with a dispatchfed person during the year? If Masil compariso Schedule 2, Partic	254		X
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19	Nas the inigentration a party to a russness transaction with one or on to lowing part as isse Schedule L. Part M Instructions for applicable filling transitiolds, conditions, and exception ()			1.
3	A current or former orficer, director, trustee, ut kay employed? If Yes, comprete Schedure I. Part IV	28	-	3
5	A family member all a current or to mer privat. Brestur, trustee, or key employee? If Yes, complete Schedule up Part W	28	5	1
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9	the the organization listence more than \$25,000 in conictash contributions? If Yes, complete Stredule M	29	4	1.5
10	Did inte organization receive contributions of art, ristorical freque es, or other similar assets, or availled conservation contributions? If free, complete Schedular M.	30		.8
\$1	Did its inderization, guidate terminate or disactive and cause coerations? It lifes, complete Scherive V, Part I	31		
32	Did iho prigan zotion sert, accrange, Jispose un or transfer more tran 25% of 15 tet assers? In Yes, complete Screardie 11, Part II	32		
33	Did the projenzation perc (00% of an antity o <del>screptioned as teoprate from the properitation linger Reputations sectors</del> 301-(1017) and 3017731-1711 Mast, co <b>mpliate Schedule</b> A, Rart F	33	e.	1
34	Yes its organization related to any lisk exemption tarable enally? If $r_{B_{2,1}}$ tomplete Schedule R. Part II. If $r_{\rm const}$ and $\pi_{\rm R}$	ы		
35 a	Did the organization have a controlled entity within the ineumity of section of 2(5)(13).	35	4	1
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36	Section 501(c)(3) organizations. On the organization make provir ansters to an exemption charitable related reparizotion? If thes," complete Spredule 9, Part V, Ane 2.	36	1	
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38	Do ma proper present comparing Screedule O and provide insulanzament in Introduced Conference on United "20" Note: All Conference on the responding Conference on Confe	31		x.

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3 Sponsoring organizations maintaining donor advised funds			
a Did the sponsoring organization make any facable distributions under taction 49667		9.8	
<ul> <li>b Did the sponsoring organization make a distribution to a donor donor advisor or related person?</li> </ul>		96	-11-
Section 501(c)(7) organizations. Enter	3		-
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a Grass receipts, included on horm (40 - art Vill time 12, for sublic use of club facilities 10b			
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a Gross income from memoers or shareholders			
Gross income from other sources (Do not cet amounts due or paid to other sources			
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2a Section 4947(a)(1) non-exempl chantable trusts. Is the organization filing Form 990 in lieu of Fair		1	
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Form 990 (2017) MANNOTH LAKES FOUNDATION	77-0245395	Page 7
Part VII Compensation of Officers, Directors, Trustees, Key Employees, Highest Independent Contractors	Compensated Employee	rs. and

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 Section A. Officers, Directors, Trustees, Kay Employees, and Highest Compensated Employees
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3)	CARY MYERS CHAIRMAN	i- <u>1</u>	x	x	0.	<b>3</b> .	a
(4)	SHIELDS RICHARDSON SECRETARY		x	x	- aS	0	0
m,	LUAN MENDEL TREASURER	- 1	x	x	05	0	0
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- Part VII: Section A. Officers, Directors, Trustees, Key Employees, and Highest Compensated Employees Page 8 3) hts 2A)) 1419 April 10 (\*9, RICH BOCCIA EXECUTIVE DIR ő 54, 558 × (14) (17) (18) 1 (19) (20) (21) 11111 (22) -----(23) (24) (25) ..... 1.11 Th Sub-lotal c Tatal from continuation sheats to Part VII. Section A d Tatal (add lines 10 and 1c) t contact of a state of contact of the section state of the section of t 174,057 an Br 114,057 lion the implimitation 1 Yes No. Did the organization for any former officer precise or frustee key a tiployee or nighest compensated emotypes on line fait. If Yes, comprete Scherklar 2 for such indexidat. X 3 4 For any individual fisial bit inclusion to a sub-sum or reported e companyation and other companyation role me inganization and realed organizations granter than \$150,000° or Yes, complete schedule, for each individual. X Construction of the second secon 5  $\mathbf{X}$ (C) Compensation (A) Name and business address (B) Description of services 2 \$100,000 of compensation in million of the second secon

Form 990 (2017)

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t VIII Statement of Revenue				
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2 STUDENT HOUSING	392, 368	292.558.		
· FILM FESTIVAL	112,591	113.591		
<ul> <li>THEATER INCOME</li> <li>TI 1990</li> <li>ARTS - FOREST_ISLAND</li> </ul>	14,645.	14,845		
> MUSEUM LNCOMES 713990	21,750	21, 750		
1 AL other program service revenue WKS	7,560,	7,550		
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c Net income or (loss) from rund analysis	69, 535.			66,33
9 g Gross income from gaming activities	Str. edel			
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10 Cross sales of inventory, essicitums and allowances				
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ar	X	Balance Sheet	_			2453	Page 11	
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					Seprind Prymer		(a) and style	
1	1	Cash - ron interesticesting				1	1, 368, 455.	
	z	Savings and lemparally cash investments	1.194.050	2	1,164.399			
	3	esges und grants receivable livel.				3	15,000	
	4	Accounts receivable inel			35, 346,	4	19,965	
	5	Loans and other receivablos from our ept and former Rustees: key kimpioyaes, and highest compensated a Fart of Schedule L		5				
		Loans and other receivables from other discussified or action 4958/t)(1) persons assurant in section 4958/t) implayers and sportioning leganizations of declars 50 (c) benefaciary angenerations (see institucitions) from electronics.		4				
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	8	myettinges für selene 1988			2,554.		17.947	
	э	Pregato expenses and belle red prances			47.559.	•	11,161	
	10 a	Land buildings and equipment bast is other basis. Complete Part VI of Schedula D	10 a	5,732,163				
	5	Lass accumulated depreciation	105	2.156.029.	7, 585, 733.	136	4, 566, 435	
	11	measiments - publicly raded securities		COLORADO.	- Income and	11		
	12	avesiments - older securities See Part V, me if				12		
	13	rivestments ~ program related. See Part V. ine !!		13				
	14					14		
	15				19,262.	35	20.760	
	16	Total assets. Add trees 1 through 15 should input little	340		8, 985, 922.	16	7,354,220	
Ż	17	Accounts prevale and account trainment			43, 835	17	127,113	
	18	Grants payable		18	CONTRACTOR .			
	19	Deferred levenue			140,900.	19	71.010	
	20	Fax exempt bond habilities				20		
ł	21	Esprow or custodial appoint Laokity. Complete Part	V of Sch	edule D		21		
	22	Loans with other layables to current and former officery analogies, ingless containtuited, involuyees, an Complete Part 9 of Schedure L.	ers, direc d disqual	lars, trustees. intel certors.		2		
3	23	Secured moligages and notes payable to unratated t				23		
	24	Unsecured notes and yeahs payable to unretaled the			2, 300, 000	24		
Ì	25	Other Babilities (including federal income (ak, payeb) and other Habilities not included on limits 17-20. Con	les to rela replete Pa	eled third parties, int X of Schedue D	21,744	25	1.694	
	26	Total liabilities, Add lines 17 through 25			2,506,379	26	199.817	
ŧ		Organizations that follow SFAS 117 (ASC 958), check h lines 27 through 29, and lines 33 and 34.	er: *	X) and complete				
ś	27	Unrestricted net assets.			5, 425, 221	21	5, 590, 161	
į.	28	Templatanly restricted per assets			910,269	21	1.111.977	
2	29	Permanently restricted net assets.		24.27	143, 953	29	161.967	
ANTING NEDLIN MARAN INI		Organizations that do not follow SFAS 117 (ASC 958), c and complete lines 30 through 34.	heck here	P []				
ŝ	30	Capital stock or trust orincipal, or current lunds				30		
Ĩ	31	Paid in or capital surplus, or fand, puliding, by equip	ment fun	d		31		
ŝ.	3Z	fatamed earlings, prodement, sorymulate noom	e ur sitte	e funcis		32		
ž	33	Total pet assets or fund balances			5,479,443	33	5,264,40	
z	164	Tells canodies and not assessment patences					2.064.225	

	IX Statement of Functional Expense			A CONTRACTOR OF A CONTRACTOR OFTA CONTRACTOR O	_
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3	a rissistanie to al wynigtweinmag of de Geellant Mis and 161				
4	Renerits pauli lo ni for mampars Comcensation ul corrent officers, precipis Justeps, ph3 Kby emokycets	54,558	)	64,150	).
ē	Compensation not included above, lo disquarilied perform jos tipfined under section 4555(r)(3)(d) persons described in station 4555(r)(3)(d)		3.	0.	0
7	Viter talaries and wates	221.012.	126,301.		
8	Pension bran accruais and ionthousees Include raction (301(4) and (03(5) employee controutorist				
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9	Citer (Illine Tip should indeets 19% of the 25, channel 1) should rist the Tip expenses in Scheduler Di Advertising and pramo on	88,067.	43,766,	44,200.	191
	Office expenses	-			
	elormation rachrology				_
15	>oyailins			1	
16	Derupancy	117,929.	61,233	55,596	
17	Travot				
10	Payments of raveror entertainment expenses for any federal state, or noal outro officius				
	Conterences, conventions, and meetings				
Z0	terest	92.891	92,893		
	Payments to affiliates	1.00 m (1.1.1.1		10.771	
	Sepreciation, Jepletian, and amplitization	278,440	249,169	29,271;	
	Other expenses itemize expenses not covered above (List in socianeous expenses in the 24e - time 24e anount excess 10% at time 25 (p) umn (4) amount i at i le 24e excenses on Schedule (3)				
	FILM SESITIVAL DOSTS	157.582	157, 582		
	THEATER COSTS	\$4, 117.	24.417		
	ADMIN COSTS	55,144	100.02011	56,844,	
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SCHEDULE A Form 990 or 990-EZ)	Complete if the organiz	rity Status and Pu ation is a section 501(c)(3 (a)(1) nonexempt charitab	oman	tation of		2017	
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A and B if you threaked 125 of Part I, complete	- Herstons A and C. If you precked 12c of Part 1, complete
Sections A, D, and E. If you checked 12t of P	art 1, complete Sections A and (2, and complete Part V.)
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	b Type I or Type II only. Was any added or suscifuled subborted biganization part of a class already designated in the organization's organizing document?	5	1	1
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section C. Type II Supporting Organizations			
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ection D. All Type III Supporting Organizations			
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a Did the organization have the power to regularly appoint or elect a inajority of the onloces: directors, or trustees of such of the supported organizations? Provide betails in Pairt VI.

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3 Forent of Supported Organizations. Animetr (a) and (b) below

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7	Diver expenses (see instructions)	170		
8	Adjusted Net Income (subtract lines 5, 5, and 7 from line 4)			
Sec	tion B Minimum Asset Amount		V1 - V4	<ul> <li>H. Sciril Dis Outeent)</li> </ul>
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- 3	Average monthly card taxAveat	56		
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	Minimum asset amount for prior year than Section B. Ine 4. Court AS	3		
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 separately induction rate instructions
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 implementation(s) AAE

Schedule A (Form 990 or 990 EZ) 2017

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Part VI	Supplemental Information. Provide the selections required by Part II. The Section A, Innes J. Y. Hu, J. R. S. San, S. M. S. K. T. Y. To, and S. S. Part IV. Some Part IV. Section D, Innes J. A. San J. Y. Socion E, Innes IC, J. Y. Da, and Su Part Section D, Innes S. and Stand Part V, Section E, Innes Z, S. and S. Also consider the See instructions.	(, line 1; Part V, Section O, line 12; Part V,	भा ल

PART II, LINE 10 - OTHER INCOME											
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5chedule A (Form 190 or 190-EZ) 2917

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Schedule A (Form 990 or 990-EZ) 2017

Schedule El (Form 990, 990-EZ, or 990-PF)	Schedule of Contributors • Anach to Form 990, Form 990-EZ, or Form 990-PF. • Go to event in gov/Form990 for Material Information.	<b>20</b> 17
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Note Only a section SOI(c)(7) (3) or (10) organization can check boxes for toth the General Rule and a Seecial Rule. Sea instructions Ceneral Rule □ Darma constantiation familie Form 190, 190 -20, or 190 -27 that receives futuring the year, controlutions latering 53,000 primore (in money a Discovers) form any pre-out-out-out-out-Points in all 1 See institutions for Sectormening a confection's 3,000 primore (in money a

#### Special Rules

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Part VII Investments - Other Securities.	Yes' on Form 99	N/A D. Part IV, line 11b. See Form 990, Part X, line 12
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Part XIII Supplemental Information. Provide the descriptions required for Part III, ines 3, 5, and 9. Part III, "nes 1s and 4; Part IV, lines 1b and 2b: Part V, line 4; Part X, line 2; Part XI, lines 2d and 4b; and Part XII, "ines 2d and 4b. Also comover this part to provide any additional inf

PART III, LINE 4 - DESCRIPTION OF ORGANIZATION COLLECTIONS & HOW FURTHERS EXEMPT PURPOSE

THE FOUNDATION DISPLAYS ITS COLLECTION OF SKI MEMORABILIA IN THE MAMMOTH SKI MUSEUM PART V, LINE 4 - INTENDED USES OF ENDOWMENT FUND

THE ENDOWMENT FUNDS ARE HELD IN A FINANCIAL INSTITUTION EARNING INTEREST AT THE MARKET RATE. THE PRINCIPAL BALANCE IS PERMANENTLY RESTRICTED, THE INTEREST INCOME EARNED IS RESTRICTED FOR STUDENT SCHOLARSHIPS AND IS TRANSFERED TO THE UNRESTRICTED FUNDS WHEN IT IS EARNED.

Schedule O (Frim 910) 2017

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Screening & Committee 221

#### Scheoula D (Form 990) 2017 MANNOTH LAKES FOUNDATION Part XIII Supplemental Information (continued)

77-0245395

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#### PART X - FIN 48 FOOTNOTE

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THE FOUNDATION ACCOUNTS FOR INCOME TAXES IN ACCORDANCE WITH FIN 49. INCOME TAXES, WHICH CLARIFIES THE ACCOUNTING FOR INCERTAINTY IN INCOME TAXES RECOGNIZED IN THE FOUNDATION'S FINANCIAL STATEMENTS AND PRESCRIBES A RECOGNITION THRESHOLD AND MEASUREMENT ATTRIBUTED FOR THE FINANCIAL STATEMENT RECOGNITION AND MEASUREMENT OF A TAX POSITION TAKEN OR EXPECTED TO BE TAKEN IN A TAX RETURN FASH FIN 49. INCOME TAXES, ALSO PROVIDES SUIDANCE ON DERECOGNITION AND MEASUREMENT OF A TAX POSITION TAKEN OR EXPECTED TO BE TAKEN, BASED ON THIS ANALYSIS, A LIABILITY IS RECORDED IF UNCERTAIN TAX BENEFITS HAVE BEEN RECEIVED. THE FOUNDATION'S PRACTICE IS TO RECOGNIZE INTEREST AND PENALTIES, IF ANY, RELATED TO INCERTAIN TAX POSITIONS IN THE TAX EXPENSE, THERE WERS NO UNCERTAIN TAX POSITIONS IDENTIFIED OR RELATED INTEREST AND PENALTIES RECORDED AS OF THE FISCAL YEAR END AND THE FOUNDATION DOES NOT EXPECT THIS TO CHANGE SIGNIFICANTLY OVER THE NEXT TWELVE MOTIFS

SCHEDULE D, PART XI, LINE 2D OTHER REVENUE INCLUDED IN F/S BUT NOT INCLUDED ON FORM 990		
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BAA For Paperwork Reduction Act Notice, see the Instructions for Form 999 or 990-EZ. Schedule G (Form 990 or 990-EZ) 2017

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Schedule G (Form 990 or 990-EZ) 2017

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MAMMOTH LAKES FOU	NDATION 77-024	5395

FORM 990, PART III, LINE 1 - ORGANIZATION MISSION

THE FOUNDATION SUPPORTS THE DEVELOPMENT OF HIGHER EDUCATION AND CULTURAL ENRICHMENT IN THE EASTERN SIERRA, INCLUDING THE ESTABLISHMENT OF A PERMANENT CAMPUS IN THE NAVMOTH LAKES AREA THAT WILL PROVIDE FACILITIES FOR ACADEMIC STUDIES, APPRECIATION OF THE ARTS, AND STUDENT HOUSING

FORM 990, PART III, LINE 48 - PROGRAM SERVICE ACCOMPLISHMENTS

MAMMOTH LAKES FOUNDATION, DBA MANMOTH LAKES REPERTORY THEATER (MLRT) CONTINUES TO PROVIDE COMMUNITY THEATER BY EXPANDING PROGRAMMING FOR PEOPLE OF ALL AGES. AND PROVIDES ENTERTAINMENT FOR LOCAL RESIDENTS AND GUESTS FROM OUT OF THE COMMUNITY, IN THE PAST YEAR, MLRT HAS PRODUCED MANY MAIN PRODUCTIONS WHICH INVOLVE REHEARSAL AND PERFORMANCE NIGHTS. OTHER CULTURAL PROGRAMMING PRODUCED AT THE THEATER INCLUDES COMEDY, SHAKESPEARE KIDS CAMP, A THEATER FOR YOUNG AUDIENCE PROGRAM, A MONO COUNTY HIGH SCHOOL POETRY RECITATION COMPETITION, MUSICAL PERFORMANCES, AND MUCH MORE, THE THEATER IS ALSO AVAILABLE FOR USE BY LOCAL ORGANIZATIONS AND HAS HOSTED MANY COMMUNITY FUNCTIONS AT USE BY LOCAL ORGANIZATIONS AND HAS HOSTED MANY FUNCTIONS AT NO COST TO THE LOCAL ORGANIZATIONS AND HAS HOSTED A GRANT FROM THE TOWN TO EXPAND THE YEAR ROUND PROGRAMMING. THE THEATER IS ALSO AVAILABLE FOR USE BY THE TOWN.

#### FORM 990, PART III, LINE 4D - OTHER PROGRAM SERVICES DESCRIPTION

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CURRENTLY, THE SKI MUSEUM HAS LIMITED EXHIBITS AS MOST OF THE EXHIBIT SPACE HAS BEEN CONVERTED TO THEATER USE. THO ROOMS DISPLAY OLD MAMMOTH LAKES PHOTOS AND ONE TELLS A STORY ABOUT HOW THE AREA WAS DEVELOPED.

THE FOUNDATION AWARDED 52 SCHOLARSHIPS IN THE FALL AND SPRING SEMSETERS. OVER 678 STUDENTS HAVE RECEIVED SCHOLARSHIPS SINCE THE PROGRAM WAS STARTED.

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Chedule I (Form 950) (2017)

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AAMMOTH LAKES FOUNDATION	77-0245395

THE FOUNDATION CONTINUES TO WORK WITH COMMUNITY ORGANIZATIONS AND THE COLLEGE AS TO

FUTURE LAND USE AND FACILITIES, THE NEXT PROJECT THE COMMUNITY WOULD LIKE TO SEE DEVELOPED IS A CULTURAL CENTER, EXPANDED THEATER, AND NEW ARTS PROGRAMS, PLANNING AND VISIONING IS WHY WE HAVE A COLLEGE IN MANMOTH LAKES, IT IS ESSENTIAL TO CONTINUE THIS PROCESS WHICH OFTEN TAKES YEARS BEFORE THE NEXT PROJECT CAN BECOME A REALITY.

THE FOREST ISLAND PROJECT IS AN ART AND ADVOCACY PROGRAM SUPPORTING CONTEMPORARY ARTISTS AND CREATIVE CULTURAL INNOVATORS WHO ARE WORKING AT THE HIGHEST LEVELS IN THEIR FIELDS THROUGH THE ORGANIZATION OF AN ARTIST'S AND CRITICAL THINKER'S FELLOWSHIP/RESIDENCY.

FORM 990, PART VI, LINE 2. BUSINESS OR FAMILY RELATIONSHIP OF OFFICERS, DIRECTORS, ETC. DAVE MCCOY (FOUNDER/DIRECTOR) AND GARY MCCOY (CHAIRMAN) HAVE A FAMILY RELATIONSHIP. FORM 990, PART VI, LINE 11B - FORM 990 REVIEW PROCESS

THE EXECUTIVE DIRECTOR AND ACCOUNTANT REVIEW THE FORM 990 BEFORE IT IS FILED. FORM 990, PART VI, LINE 12C - EXPLANATION OF MONITORING AND ENFORCEMENT OF CONFLICTS BOARD MEMBERS AND EMPLOYEES ARE EXPECTED TO BE ALERT FOR AND AVOID SITUATIONS WHICH MIGHT BE CONSTRUED AS CONFLICTS OF INTEREST. ANY POSSIBLE CONFLICT OF INTEREST ON THE PART OF ANY BOARD MEMBER SHOULD BE DISCLOSED IN WRITING TO THE EXECUTIVE COMMITTEE AND MADE A MATTER OF RECORD.

FORM 990, PART VI, LINE 15A - COMPENSATION REVIEW & APPROVAL PROCESS - CEO & TOP MANAGEMENT THE CEO'S SALARY IS REVIEWED AS PART OF THE ANNUAL BUDGET PROCESS WITH THE EXECUTIVE COMMITTEE. THE EXECUTIVE COMMITTEE USES COMPARABILITY DATA FROM SIMILAR ORGANIZATIONS IN THE COMMUNITY: THE BOARD VOTES TO APPROVE THE CEO'S SALARY. FORM 990, PART VI, LINE 19 - OTHER ORGANIZATION DOCUMENTS PUBLICLY AVAILABLE ANY INTERESTED PARTIES WHO DESIRE TO OBTAIN A COPY OF ANY OF THE GOVERNING

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2017	CALIFORNIA STATEMENTS	PAGE 1
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	LAKES: DANIEL C HOLLER - PO BOX 1609 MAMMOTH LAKES, C	A 93546