

**Inland Northwest Land Conservancy  
Board of Directors' Meeting Minutes  
November 5, 2018**

Board members present: Tom Bradley, Casey Brazil, Todd Beyreuther, Michael Currin, Carl Griffin, and Jake Williamson

Board members absent: Michelle Anderson, Rod Price, Rob Lindsay, Yvonne Smith

Staff present: Dave Schaub, Vicki Egesdal

Guest present: Mark Anderson of Geronimo Energy

Quorum having been achieved, Carl Griffin called the meeting to order at 4:09 PM.

**Idaho Club**

Carl reported that we may have an offer on the two properties listed at \$240K now. He suggested selling the two parcels for \$220K, which is more than the assessed value. He is seeking consensus if this is right strategy. **By consensus the board gave authority to Carl Griffin to negotiate the sale of the two properties for no less than \$215,000.** Bill Haberman is sending INLC a listing agreement to list the big parcel with his agent – there may be some high end prospects coming in over Thanksgiving. It would be listed around \$1.9 million. The access roads are overgrown. We may need to do a little more work to get the property easier for prospective buyers to visit.

**Geronimo Energy**

Mark Anderson of Geronimo Energy presented their proposal to lease the Mikkelsen property at Reardan for a solar installation. We have been preparing to put that land on the market subject to a conservation easement on the north 50 acres. This is an option to consider longer-term ownership. Geronimo Energy is an owner/operator interested in buying sites to operate for solar and wind and has been in business about 10 years. The majority of their projects so far are in Minnesota, New York state, and Wisconsin. They are just starting in Washington state. They pay to tie the land up while they are in R&D. The lease starts with actual construction. They usually pay between \$1,000 and \$1,200 per acre per year for the lease. They will want a 25 year lease with the right to extend for 3 more terms. We can set the area they are not to touch and where we want a buffer. They want to use 50-70 acres to produce 5-7 MW. Tom asked what happens when the lease is over. Based on the lease agreement they have to remove the panels and restore the land. There would be a surety bond. Mr. Anderson will send preliminary information to their engineers who will evaluate the land and then come back with an OK to proceed. Board would like a letter of intent to negotiate. Mr. Anderson provided a sample lease agreement. The Board asked for confidentiality at this point.

Geronimo will continue to explore feasibility leading to a letter of intent.

INLC needs to conduct due diligence:

- Learn more about Geronimo;
- Dig into Avista relationship and the feasibility of the power purchase agreement
- Obtain references from power companies and landowners
- Look into how conservation partners would view this
- Start building support from the town of Reardan

Mr. Anderson left the meeting.

#### **Consent Agenda**

Upon motion duly made, seconded, and passed the Board approved the items on the consent agenda as follows:

**September board meeting minutes** - The Board approved as written the previously distributed minutes of the September 24, 2018 board meeting.

**Clarification of Casey Brazil's term of service**- The Board clarified that Casey's term started when appointed at the September board meeting and will run through December 31, 2021.

**Authorizing bank signers** - The Board re-authorized that the signers on the accounts at Washington Trust Bank are the president, secretary, and treasurer. In addition, as a matter of continuing convenience Michael Currin is a signer on the general checking account.

**Moving INLC's Annual Membership Meeting** - The Board authorized moving the Annual Membership Meeting from October 2018 to January 22, 2019.

**Metrics** - The Board reviewed the metrics as presented.

#### **September Financials**

The Board reviewed the September financial reports as presented by staff.

#### **Purchasing Bruce Butterworth property**

Bruce Butterworth passed away this week. Carl or Chris will attend the memorial. Mr. Butterworth asked that gifts be made to INLC in lieu of flowers. The executive committee recommended making a cash offer of \$135,000 with no contingencies and a 90 day closing. Julia McHugh has offered to buy parcel 2 as a conservation buyer. The board wants to put both parcels under contract but with an option to assign parcel 2 to another buyer at closing.

After motion made, seconded, and passed, the Board authorized executive director Dave Schaub to negotiate a purchase and sale agreement with Bruce Butterworth's estate for an amount up to \$150,000

(appraised value) for both parcels 2 and 6 or just parcel 6 up to \$70,000 with 20-30 days to conduct due diligence, with up to 90 days to close.

It is unclear what effect probate will have on the sale. Dave will ask the family what they need and will let them know we have an offer prepared for when they are ready to accept it. The board discussed exit strategies in case we cannot complete the connection.

#### **Rimrock to Riverside – additional parcels**

Dave reported that the owner of parcel 1 wants to be in contract in 2019. Carl is recommending that if we sell Idaho club properties, then we also proceed on purchasing parcel 1 in the R2R project.

The owner of parcels 5 and 7 wants to be in contract by end of 2019.

INLC should attend the tax foreclosure sale on parcel 9 since it is a lynchpin to the whole project. City Parks is interested in purchasing parcel 9. Dave will find out their upper limit for buying the land in case we have to step in to purchase in a bidding war. The board needs to decide what they are willing for INLC to pay and designate someone authorized to purchase on INLC's behalf. The sale has not yet been scheduled. We would have to come in with cashier's checks to cover the purchase price. Casey Brazil is familiar with how tax foreclosure sales are run.

#### **Land Protection Committee**

Tom Bradley reported on the CDA Basin agreement. Our part is conservation easements – we are not involved with remediation. Reported on REPI, Avista (Lake Spokane). Avista interested in doing more on north side of Lake as well. Claussen.

#### **Executive Director's comments**

Dave asked the board to shift from broader management towards more relationship building. The story is good, we need to get in front of people. It's not a fundraising ask – it's a networking ask.

Meeting adjourned 5:30 PM.

Respectfully submitted,

Vicki Egesdal  
Recording Secretary