



## Minutes of the Board of Directors Meeting September 15, 2011

The Board of Directors of the Pacific Forest and Watershed Lands Stewardship Council held a public board meeting at Preservation Park in Oakland, CA on September 15, 2011 beginning at 12:30 p.m.

The following Directors and/or Alternates were present:      The following Directors were absent:

Art Baggett, Jr.  
Truman Burns  
Robert Meacher  
Bob Mion (for David Bischel)  
Soapy Mulholland  
Nancee Murray (for Kevin Hunting)  
Chris Nota  
Mike Schonherr (for Randy Livingston)  
Dave Sutton

David Bischel  
Paul Clanon  
Kevin Hunting  
John Laird  
Steve Larson  
Randy Livingston  
Karen Mills  
Larry Myers  
Mark Rentz  
Richard Ross-Collins

The following staff were also present: Allene Zanger, Executive Director; David Moyce, General Counsel; Ric Notini, Director of Land Conservation; Steve Hagler, Director of Youth Investment; Joel Wagner, Director of Finance; Elizabeth Wroblicka, Deputy Director of Land Conservation; Rue Mapp, Youth Investment Program Officer; Heidi Krolick, Vanessa Park-Geisman, and Chantz Joyce, Regional Land Conservation Managers; Toby Perry, Land Conservation Project Manager; Lauren Kelly, Operations and HR Manager, Miriam Traore, Grants and Administrative Assistant.

Members of the public were also present.

### SUMMARY OF ACTIONS AND RESOLUTIONS

#### ***Consent Agenda***

- 1) The board adopted the minutes of the June 29, 2011 board of directors meeting.
- 2) The board approved the following recommendations by the Watershed Planning Committee:
  - a) Approve an expenditure, not to exceed \$65,000, for the cost of LIDAR imagery of the lands recommended for donation to the Fall River Resource Conservation District and a portion of the retained lands which are adjacent to the donated lands in the McArthur Swamp planning unit, supplemented with topographic surveys where needed.
  - b) Delegate authority to the Executive Director to approve one or more contracts for such surveys for a total amount not to exceed \$65,000.
- 3) The board approved the following recommendations by the Watershed Planning Committee:
  - a) Fund up to two enhancement projects in the Humbug Valley planning unit to be implemented by the Maidu Summit Consortium prior to the Stewardship Council board making a possible

fee title donee recommendation for the lands in that planning unit in an amount not to exceed \$200,000 assuming the Stewardship Council, Maidu Summit Consortium, and PG&E reach agreement on the projects and the grant terms.

- b) Delegate authority to the Watershed Planning Committee to approve the terms of the grant agreement with the Maidu Summit Consortium related to those enhancement projects.
  - c) Delegate authority to the Executive Director to enter into an initial grant agreement with the Maidu Summit Consortium for pre-project planning activities related to future enhancements in the Humbug Valley planning unit in an amount not to exceed \$5,000.
- 4) The board approved a dispute notice period for the foregoing actions to be five business days following the distribution of the minutes of this meeting.

#### ***Watershed Planning Committee Recommendations***

- 1) The board approved the California Department of Forestry and Fire Protection (CAL FIRE) to become the prospective recipient of fee title to approximately 2,251 acres available for donation within eight parcels (Parcels 292-299) in the Cow Creek planning unit, and PG&E to retain fee title to approximately 15 acres available for donation within Parcel 293.
- 2) The board approved Placer County to become the prospective recipient of fee title to approximately 15 acres within one parcel (Parcel 871) in the Lower Drum planning unit.
- 3) The board approved the Shasta Land Trust as the prospective organization to hold a conservation easement over the lands in the Cow Creek planning unit.
- 4) The board approved the Placer Land Trust as the prospective organization to hold conservation easements over the lands in the Lower Drum planning unit.
- 5) The board approved the Placer Land Trust as the prospective organization to hold conservation easements over the lands in the Fordyce Lake planning unit that are located in Placer County.
- 6) The board approved the Nevada County Land Trust as the prospective organization to hold conservation easements over the lands in the Fordyce Lake planning unit that are located in Nevada County.
- 7) The board approved the Mother Lode Land Trust as the prospective organization to hold conservation easements over the lands in the Middle Fork Stanislaus River planning unit.
- 8) The board approved the Northern California Regional Land Trust as the prospective organization to hold conservation easements over the lands in the Philbrook Reservoir planning unit.

#### ***Fiduciary Committee Actions***

- 1) The board delegated authority to the Fiduciary Committee to approve a grant agreement with the Foundation for Youth Investment (FYI) not to exceed \$2.5 million for FYI to administer the Stewardship Council's grantmaking plan and certain youth program initiatives in 2012, consistent with the 2012 annual budget plan that will be approved by the Stewardship Council board.
- 2) The board approved the proposed grant term sheet with respect to a potential Stewardship Council grant of up to \$10 million to FYI to carry forward the Stewardship Council's Youth Investment Program.
- 3) The board delegated authority to the Fiduciary Committee to approve the grant agreement consistent with the approved term sheet.

## MEETING SUMMARY

Stewardship Council President Art Baggett welcomed the board and public and reminded everyone that advance copies of the meeting agenda and other materials were posted to the Council's website prior to the meeting to help facilitate public participation. Mr. Baggett then called the meeting to order and asked the directors and staff members to introduce themselves, noting that a quorum was present.

Mr. Baggett gave a brief overview of the current meeting agenda and, noting that the board meeting included several opportunities for public comment, instructed members of the public to submit comment cards should they wish to address the board.

Mr. Baggett noted the action items on the agenda and asked members of the board if they had any conflicts of interest to disclose at this time. Hearing none, the meeting proceeded.

Mr. Baggett invited the following members of the public to address the board.

**Tim Durkee:** He expressed his support of the Stewardship Council providing the Maidu Summit Consortium an opportunity to demonstrate their capacity to own and manage lands, per an item proposed for action on the Consent Agenda. He noted that his family has been a leaseholder in Humbug Valley for nearly 100 years. He also expressed concern about the Cowboy Cabin which has been abandoned since PG&E stopped cattle grazing 8 years ago. He stated that the site is a historical treasure.

**Becca Durkee:** In response to a proposed action on the Consent Agenda, Ms. Durkee expressed her support of efforts to preserve and restore the lands at Humbug Valley. She stated that the area is very important to her family as they have been stewards of the land for generations.

Mr. Baggett turned the board's attention to the Consent Agenda. He noted four requested actions and asked if there were any questions or objections. Hearing none, the board approved the Consent Agenda as presented in the published agenda for this meeting.

Soapy Mulholland, chair of the Watershed Planning Committee, provided an overview of the committee's purpose and asked Ric Notini, Director of Land Conservation, to provide an overview of actions to be presented for board consideration.

**Cow Creek Planning Unit - Fee Title Recommendation:** After a brief overview, Mr. Notini invited Chantz Joyce, Regional Land Conservation Manager, to discuss a recommendation by the Watershed Planning Committee that the California Department of Forestry and Fire Protection (CAL FIRE) become the prospective recipient of fee title to approximately 2,251 acres available for donation within eight parcels (Parcels 292-299) in the Cow Creek planning unit, and PG&E to retain fee title to approximately 15 acres available for donation within Parcel 293.

Following his presentation Mr. Baggett invited the following individuals to address the board:

**Dave Albrecht:** He asked if Shasta Land Trust would hold the conservation easement for the entire planning unit. Mr. Joyce indicated they would.



**Crawford Tuttle, CAL FIRE:** He thanked Mr. Joyce for summarizing their proposal, reviewed the goals of CAL FIRE, and stated that the lands in the Cow Creek planning unit would add a component not yet represented in their portfolio, thus filling a gap to meet their mission. He stated his belief that CAL FIRE's state demonstration forest provides a great fit for preserving the Beneficial Public Values established by the Stewardship Council.

After providing board members with an opportunity to ask questions or offer additional comments, Mr. Baggett requested action from the board to approve the request as presented. Hearing no objections the board approved the recommendation.

**Lower Drum Planning Unit – Fee Title Recommendation:** Heidi Krolick, Regional Land Conservation Manager, presented a recommendation by the Watershed Planning Committee that Placer County become the prospective recipient of fee title to approximately 15 acres within one parcel (Parcel 871) in the Lower Drum planning unit.

Following her presentation Mr. Baggett invited the following individual to address the board:

**Mark Rideout, Placer County:** Mr. Rideout introduced himself as the Deputy Director in Charge of Parks. He expressed appreciation for the Stewardship Council's process. He stated it has been a pleasure to work with staff.

After providing board members with an opportunity to ask questions or offer additional comments, Mr. Baggett requested action from the board to approve the request as presented. Hearing no objections the board approved the recommendation.

**Cow Creek Planning Unit – Conservation Easement Holder Recommendation:** Elizabeth Wroblecka, Deputy Director of Land Conservation, presented a recommendation by the Watershed Planning Committee that the Shasta Land Trust be the prospective organization to hold a conservation easement over the lands in the Cow Creek planning unit.

After providing board members with an opportunity to ask questions or offer additional comments, Mr. Baggett requested action from the board to approve the request as presented. Hearing no objections the board approved the recommendation.

**Lower Drum Planning Unit – Conservation Easement Holder Recommendation:** Ms. Wroblecka presented a recommendation by the Watershed Planning Committee that the Placer Land Trust be the prospective organization to hold conservation easements over the lands in the Lower Drum planning unit.

After providing board members with an opportunity to ask questions or offer additional comments, Mr. Baggett requested action from the board to approve the request as presented. Hearing no objections the board approved the recommendation.

**Fordyce Lake Planning Unit – Conservation Easement Holder Recommendations:** Ms. Wroblecka presented a recommendation by the Watershed Planning Committee that the Placer Land Trust be the prospective organization to hold conservation easements over the lands in the Fordyce Lake planning unit that are located in Placer County.

After providing board members with an opportunity to ask questions or offer additional comments, Mr. Baggett requested action from the board to approve the request as presented. Hearing no objections the board approved the recommendation.

Ms. Wroblecka then presented a recommendation that the Nevada County Land Trust be the prospective organization to hold conservation easements over the lands in the Fordyce Lake planning unit that are located in Nevada County.

Following her presentation, Mr. Baggett invited the following individual to address the board:

**Marty Coleman**, Executive Director of the Nevada County Land Trust: She stated that as in many rural mountain and foothill communities, there is a natural resource-based economy in which the wealth is in the water, timber, farms, ranches, and open space. She stated that Nevada County does not have a parks and recreation department or open space district. Therefore, she expressed her appreciation to the board and PG&E for offering lands for local management and conservation.

After providing board members with an opportunity to ask questions or offer additional comments, Mr. Baggett requested action from the board to approve the request as presented. Hearing no objections the board approved the recommendation.

**Middle Fork Planning Unit – Conservation Easement Holder Recommendation:** Ms. Wroblecka presented a recommendation by the Watershed Planning Committee that the Mother Lode Land Trust be the prospective organization to hold conservation easements over the lands in the Middle Fork Stanislaus River planning unit.

After providing board members with an opportunity to ask questions or offer additional comments, Mr. Baggett requested action from the board to approve the request as presented. Hearing no objections the board approved the recommendation.

**Philbrook Planning Unit – Conservation Easement Holder Recommendation:** Ms. Wroblecka presented a recommendation by the Watershed Planning Committee that the Northern California Regional Land Trust be the prospective organization to hold conservation easements over the lands in the Philbrook planning unit.

After providing board members with an opportunity to ask questions or offer additional comments, Mr. Baggett requested action from the board to approve the request as presented. Hearing no objections the board approved the recommendation.

**Oroville Reservoir Planning Unit – Conservation Easement Holder Recommendation:** Ms. Wroblecka noted that although the agenda indicated that there would be a recommendation of a prospective organization to hold conservation easements over the lands in the Oroville Reservoir planning, the board has decided to defer action on this item.

**Land Program Update:** Mr. Notini then provided an update on the Land Conservation Program in general including upcoming recommendations and transactions, as well as the status of work on tax neutrality and enhancements. Mr. Sutton stated that he is pleased to see the Stewardship Council moving forward with recommendations and commended the staff's work.

**Carrizo Plains Update:** Mike Schonherr provided an update on a previous action taken by the board concerning the Carrizo Plains planning unit. He reminded the board that they approved a resolution last year supporting the transfer of the Carrizo Plains property to First Solar in support of solar development in exchange for granting 1,200 acres of the Carrizo Plain National Monument to the Bureau of Land Management. Mr. Schonherr stated that the application was submitted to the California Public Utilities Commission (CPUC) for approval and such approval was received on July 28, 2011. Mr. Schonherr indicated that First Solar and PG&E are amending their agreement to accommodate the order by the CPUC. Mr. Schonherr reported that First Solar was able to secure financing to move forward with development of their solar project as a result of this decision, and noted that PG&E was able to take advantage of the streamlined application process approved by the CPUC in 2008.

Truman Burns, Fiduciary Committee Chair, reviewed the purpose of the committee and its activities over the last few months. He stated that a major focus of the committee has been fulfilling the terms of the Stewardship Council's March 30, 2011 pledge of funding to the Foundation for Youth Investment (FYI).

Prior to presenting several actions for consideration, Mr. Burns asked Joel Wagner, Director of Finance, to provide a budget update. Mr. Wagner reviewed the organization's financial statements and provided an update on financial investments.

Mr. Burns then went on to review a set of actions related to grants to FYI. He reviewed the action taken by the board at its March 30 board meeting in which the Stewardship Council pledged to provide up to \$13 million to FYI for the purposes of sustaining and carrying forward the work of the Stewardship Council's Youth Investment Program. He reviewed the conditions of this pledge and noted that the Fiduciary Committee was asked to propose key terms of the grant agreements effectuating the pledge. Mr. Burns noted that the committee is recommending several actions.

**Delegation to Fiduciary Committee to Approve a Grant Agreement with FYI to Administer 2012 Grantmaking Plan:** Mr. Burns reviewed a recommendation by the committee that the board delegate authority to the Fiduciary Committee to approve a grant agreement with the Foundation for Youth Investment (FYI) not to exceed \$2.5 million for FYI to administer the Stewardship Council's grantmaking plan and certain youth program initiatives in 2012, consistent with the 2012 annual budget plan that will be approved by the Stewardship Council board.

After providing board members with an opportunity to ask questions or offer additional comments, Mr. Baggett requested action from the board to approve the request as presented. Hearing no objections the board approved the delegation.

**Recommendation to Approve a Grant Term Sheet:** Mr. Burns reviewed a recommendation by the Fiduciary Committee that the board approve the proposed grant term sheet provided in their board packets with respect to a potential Stewardship Council grant of up to \$10 million to FYI to carry forward the Stewardship Council's Youth Investment Program.

After providing board members with an opportunity to ask questions or offer additional comments, Mr. Baggett requested action from the board to approve the request as presented. Hearing no objections the board approved the term sheet.

**Delegation to Fiduciary Committee to Approve Grant Agreement Consistent with Approved Term Sheet:** Mr. Burns reviewed a request to delegate authority to the Fiduciary Committee to approve the grant agreement with FYI consistent with the approved term sheet. Mr. Baggett requested that the board approve the delegation provided that all board members will have an opportunity to comment on the final grant agreement prior to signature.

Mr. Baggett provided board members with an opportunity to ask questions or offer additional comments. Dave Sutton asked about the status of FYI securing donations to be matched by the Stewardship Council matching grants and whether the organization has initiated this process. Steve Hagler stated that the organization is currently in discussions with a variety of potential donors and that this initial funding is a great way to bring attention to a new organization that it otherwise would not get.

Mr. Baggett then requested action from the board to approve the request to delegate authority to the Fiduciary Committee to approve the grant agreement with FYI provided that it is consistent with the approved term sheet, and provided that all board members will have an opportunity to comment on the final grant agreement prior to signature. Hearing no objections the board approved the delegation.

Mr. Baggett then asked Allene Zanger, Executive Director, to deliver remarks about the Stewardship Council's recent work progress. Ms. Zanger welcomed Jayne Battey, the Stewardship Council's former Executive Director, who was in attendance at the meeting. Ms. Zanger then introduced new staff member Miriam Traore who is the Grants and Administrative Assistant for the youth program. She went on to review recent board member changes and progress in the land program. Ms. Zanger concluded her report by talking about a youth program grantee site visit she recently conducted and her impressions about how that program is benefiting many young Asian women in Alameda County by connecting them to the outdoors.

Mike Schonherr, Co-Chair of the Youth Investment Committee, provided an update on the recent work of the committee. Mr. Schonherr then asked Rue Mapp, Youth Investment Program Officer, to provide an update on the Youth Investment Program. Ms. Mapp provided an update on the 2011 grantmaking progress. As part of this, she informed the board of the Catalyst Fund Round 2 decisions to award \$100,000 in grant funding, as follows:

**2011 Catalyst Fund Round 2:**

- Sunrise Middle School Outdoor Program: \$11,000
- Growing Up Wild: \$13,000
- WildPlaces/SEE: \$14,000
- Get Out and Learn: \$14,000
- North Roseville Recreational Education and Creative Center, Inc.: \$11,000
- Kids in Parks: \$15,000
- Alliance Equine Rescue and Youth Education Foundation: \$10,000



- Movimiento: \$12,000

Ms. Mapp concluded her report by reviewing several field building initiatives currently underway.

Mr. Baggett then invited any further comments from the public. Noting one public comment card he called the following individual to address the board:

**Roger Miller**, Acting General Manager of the Yosemite Conservancy: He indicated he was glad to see the process for creating the Foundation for Youth Investment moving forward and indicated that he was happy to have played a role in the process. He also stated that he is pleased the Yosemite Conservancy has been a multi-year grantee of the Stewardship Council and thanked the board for its support. Mr. Miller went on to state that it will be a challenge to launch a new organization and foundation and that the Stewardship Council pledge of matching funds would be very important to attract major donations to the Foundation for Youth Investment.

Mr. Baggett then provided an opportunity for any board members to raise any issues or communicate news or topics of interest. Chris Nota reported out on the success of a recent joint meeting held with the California Biodiversity Council and observed that the Outdoor Youth Providers Database created by the Youth Investment Program staff is beginning to attract attention. Mr. Baggett notified the board that he will be sending an email regarding 2012 officer and committee chair nominations, and thanked board members for their participation. Ms. Zanger stated that staff will be developing the 2012 board and committee meeting calendar for review soon.

Hearing no further comments or announcements, the meeting adjourned.

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Assistant Secretary, Mike Schonherr