

State of California
Secretary of State

**CERTIFICATE OF STATUS
DOMESTIC CORPORATION**

I, DEBRA BOWEN, Secretary of State of the State of California, hereby certify:

That on the **29th day of August, 1994, TRI-VALLEY CONSERVANCY**, became incorporated under the laws of the State of California by filing its Articles of Incorporation in this office; and

That said corporation's corporate powers, rights and privileges are not suspended on the records of this office; and

That according to the records of this office, the said corporation is authorized to exercise all its corporate powers, rights and privileges and is in good legal standing in the State of California; and

That no information is available in this office on the financial condition, business activity or practices of this corporation.

IN WITNESS WHEREOF, I execute this certificate and affix the Great Seal of the State of California this day of June 16, 2008.



Debra Bowen

DEBRA BOWEN
Secretary of State

Tri-Valley Conservancy Board Meeting Minutes

July 12, 2007

Livermore Public Library
1188 So. Livermore Avenue, Livermore

Board Members Present:

Rik Hansen-Vice Chair
Karl Wente - Secretary
Jean King - Treasurer
Mark Eaton
Michael Princevalle
Mary Roberts
Bill Thomson

Board Members Absent

Jim Perry –Chair
Miriam Miller

TVC Staff

Sharon Burnham
Laura Mercier

Public

Lucas Gredell

1) Call to Order

The meeting was called to order at 7:01 pm by Vice-Chair Rik Hansen

2) Agenda Review

None

3) Review and Accept May 2007 Board Meeting Minutes

King made a motion, seconded by Thomson, to approve the May 10, 2007 Board Meeting minutes.

Yes: 6

Absent: Miller, Perry, Wente

4) Open Forum

None

5) Matters for Consideration:

1. **By-Laws**

Thomson and Burnham reviewed TVC's Board Directors agreement that an ad-hoc Brown Act committee be formed to review the Brown Act and prepare a recommendation to amend the bylaws incorporating appropriate portions of the Brown Act into TVC's bylaws.

Thomson introduced Lucas Gredell and explained Gredell is a law student and is working for Thomson for the summer. Gredell met with Burnham and Thomson, and reviewed, and drafted the submitted proposal included in the board packet. Thomson also noted to the board Mark Eaton has reviewed the proposed changes. Revised by-laws attached.

Detail discussion reviewing the proposed changes occurred including:

- a. Article III Section 7 – including Paragraph b) attendance requirements confirming this is applicable to regular scheduled board meetings only
- b. Article III Section 4 – Term of Office of Directors
- c. Article III Section 5 – Vacancies
- d. Article V Section 4 – Resignation: the BOD agreed the resignation should be submitted to the Executive Director in place of “any other officer”.
- e. Article IV Section 3 – Audit Committee; BOD concurred to keep in the requirement for an audit and reference Rules and Regulations of the Internal Revenue Services.
- f. Article III Section 3 – Limited on Interested Persons: BOD concurred not more than *two* directors of this corporation may be interested persons in place of 25%.

A motion was made by King, seconded by Eaton to approve the proposed amendments including the discussed edits.

Yes: 6

Abstain: Wentz

Absent: Miller, Perry

2. **Concannon/Wine Group Amendment** – review and approve amendment

Mercier reviewed the staff report and background of the Arroyo Mocho Trail Segment. A motion was made by Thomson, seconded by Wentz to:

1. Authorize staff to release a letter to the City of Livermore and Winegroup stating that the amendment is acceptable:
 - a. *subject to the receipt of the following from the Grantor*
 - i. Signed letter stating they will not need to remove any vines due to this additional trail segment
 - ii. Amended Easement executed by Grantor.
 - b. *subject to the receipt of the following from the City of Livermore*
 - i. Amendment Fee
 - ii. Title report to ensure title is still vested in the Wine Group
 - iii. Legal

2. Authorize the Chair or Vice-Chair to execute the documents on behalf of TVC, subject to receipt of the letter, amendment fee, and legal descriptions and executed amended easement as listed above.

Yes: 7

Absent: Miller, Perry

- 6) **Adjourn to closed session – According to Sections 54956.8 - Real Estate Negotiations and 5495730 - Personnel @ 7:46 p.m.**
Resumed open session @ 8:03 p.m.

7) TVC Committee Reports

1. Finance Committee

a. May and June 2007 Financial Reports

King reviewed the May and June 2007 financial reports with the Board.

There being no further discussion, a motion was made by Princevalle and seconded by Roberts to approve the May and June 2007 Financial Reports as presented.

Yes: 7

Absent: Miller, Perry

b. Formal approval of \$6,000 expense for hiring part-time staff person

Burnham reviewed with the board the discussion during the May 10, 2007 TVC Board meeting it was discussed there is a need for additional part time staff to assist with Stewardship. As TVC is expanding, the work load is increasing. During the May TVC Board meeting the board gave a general consensus and directed the ED to go ahead with the hiring and put this additional operating expense on the next TVC Board Meeting Agenda for approval.

A motion was made by King seconded by Roberts to approve \$6,000 for hiring part-time staff to assist with Stewardship.

Yes: 7

Absent: Miller, Perry

c. Update meeting with Altamont Capital regarding Endowment Fund

King and Eaton explained to the board the Finance Committee met with Libby Mihalka to discuss the endowment fund. The current endowment fund was based on the assumption of one employee for stewardship mode only.. That would cost \$150,000 per year for operations.

Discussion ensued about what the endowment fund should be now that TVC has expanded its mission. The current TVC operating budget is \$350,000. The committee is reviewing options including best guesses about potential legal costs, inflation, dividends, income considerations, staff, and other expenses. Libby Mihalka will incorporate the assumed variables and run Monte Carlo analysis again and the committee will meet again on August 20th.

d. Authorize signing of the contract with Altamont Capital Management

Burnham and Eaton reviewed the contract with the Board stating the contract identifies Altamont Capital Management will act as an Advisor providing investment advisory services

to TVC for in the amount of a one time \$1,000 setup fee and an annual management fee to be the greater of \$5,000 or as follows:

<u>Total Account Value</u>	<u>Fees</u>
Under \$500,000	1.00%
\$500,001-\$1,500,000	0.75%
\$2,500,001 - \$5,000,000	0.65%
Over \$5 million	0.11%

A motion was made by King, seconded by Roberts to authorize Karl Wente, Secretary, to sign the contract with Altamont Capital Management.

Yes: 7

Absent: Miller, Perry

2. Board Development Committee

a) Recommendation regarding Previous Director Returning to the TVC Board

Thomson stated the Board Development Committee discussed the possibility of changing the by-laws to allow previous directors to come back on the board. The committee concluded and recommends not changing the by-laws and leaving them as is. The committee would like to see new people getting on the board and let previous directors who would like to serve TVC to participate on committees like Bill Hoppes and Jon Harvey are on the Land Conservation Planning Committee.

b) Update Directors review

Thomson stated they have received and reviewed the submitted self evaluations from the directors. He noted the Board Development Committee evaluations were in sync with most self-evaluations but noted in some cases the directors underestimated themselves.

3. Resource Development Committee

Hansen reminded the board that Taste of Terroir is July 26 and tickets are selling quickly.

Hansen also reviewed the status of TVC's upcoming Annual BBQ noting \$1,250 has been committed by three underwriters: Moreland and Bologna, Friends of the Vineyards, and State Farm Insurance-Kathy Farrell.

Hansen reviewed with the board staff has identified top TVC Donors and the Resource Development committee would like to request each Board of Director to invite at least one donor party to their table and purchase the tickets for the donors. The Board agreed they would be willing to support this. Hansen stated staff will coordinate this effort.

4. Ad-Hoc Land Conservation Planning Committee

Burnham noted the Land Conservation Implementation Plan is being worked on and the committee will be receiving a copy of it in August to review – the Board will receive an update. Thomson

noted the intent is to show the Land Conservation Plan Map during the BBQ in September which was approved in May.

8) Matters initiated by ED and Directors

Burnham noted to the board that Ravenswood Easement Concept was presented to the LARPD Board on July 11, 2007 and they approved their staff to move forward for discussions.

Burnham also noted the Sycamore Grove Easement has been agreed upon between LARPD and TVC Staff and Legal counsel. This CE is in the final stages of being completed and should be presented to both boards for approval in August.

Burnham stated she attended a meeting with Jim Perry regarding the Cedar Grove property; attendees included adjacent property owners, City of Livermore, Alameda County and Cedar Grove representatives. Five alternative sites were reviewed with two potentials requiring further investigation. It appears Cedar Grove does not like any of the choices.

Burnham and Thomson stated along with Jim Perry they had attended a dinner with PLCS, RCD, NRCS to connect and discuss future potential projects and partnerships. At this time Thomson will be the designated contact for TVC.

Burnham and Thomson also noted they had also met with the Executive Director and two Board Directors of the Brentwood Agricultural Land Trust (BALT). Jim Perry had also attended this meeting. The intent was to get to know more about BALT and how TVC and BALT might work together.

Burnham and Roberts reviewed with the Board that the City of Pleasanton Planning Commission denied the EIR for the Oak Grove Plan. Roberts noted the developer will appeal the EIR to the City Council.

9) Adjournment

Motion was made by Eaton and seconded by Wente to adjourn at 9:15 p.m.

Yes: 7

Absent: Miller, Perry

**NOT
APPLICABLE**

INTERNAL REVENUE SERVICE
DISTRICT DIRECTOR
P. O. BOX 2508
CINCINNATI, OH 45201

DEPARTMENT OF THE TREASURY

Date: **AUG 06 1999**

SOUTH LIVERMORE VALLEY AGRICULTURAL
LAND TRUST
PO BOX 2208
LIVERMORE, CA 94551

New Name and Address:
*Tri-Valley Conservancy
1736 Holmes Street, Bldg B
Livermore, CA 94550*

Employer Identification Number:
94-3216468
DLN:
17053191719019
Contact Person: ID# 31187
THOMAS E O'BRIEN
Contact Telephone Number:
(877) 829-5500
Our Letter Dated:
August 1995
Addendum Applies:
N

Dear Applicant:

This modifies our letter of the above date in which we stated that you would be treated as an organization that is not a private foundation until the expiration of your advance ruling period.

Your exempt status under section 501(a) of the Internal Revenue Code as an organization described in section 501(c)(3) is still in effect. Based on the information you submitted, we have determined that you are not a private foundation within the meaning of section 509(a) of the Code because you are an organization of the type described in section 509(a)(1) and 170(b)(1)(A)(Vi).

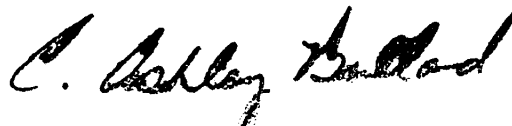
Grantors and contributors may rely on this determination unless the Internal Revenue Service publishes notice to the contrary. However, if you lose your section 509(a)(1) status, a grantor or contributor may not rely on this determination if he or she was in part responsible for, or was aware of, the act or failure to act, or the substantial or material change on the part of the organization that resulted in your loss of such status, or if he or she acquired knowledge that the Internal Revenue Service had given notice that you would no longer be classified as a section 509(a)(1) organization.

If we have indicated in the heading of this letter that an addendum applies, the addendum enclosed is an integral part of this letter.

Because this letter could help resolve any questions about your private foundation status, please keep it in your permanent records.

If you have any questions, please contact the person whose name and telephone number are shown above.

Sincerely yours,



District Director

OGDEN UT 84201-0046

In reply refer to: 0424105751
Dec. 05, 2003 LTR 252C
94-3216468 200306 67 000

03636

BODC: TE

TRI-VALLEY CONSERVANCY
PO BOX 2208
LIVERMORE CA 94551

2C1
Tri-Valley Conservancy
(TVC)

Taxpayer Identification Number: 94-3216468

Dear Taxpayer:

Thank you for your Form 990.

We have changed your business name as requested. The number shown above is valid for use on all tax documents. For your convenience, we have ordered corrected Forms 8109, Federal Tax Deposit Coupons for you to make your deposit. You should receive them in five to six weeks. REMINDER - Your new business name should also be used if you deposit electronically. You can make Electronic Funds Transfer (EFT) payments using the government's Electronic Federal Tax Payment System (EFTPS) through a financial agent designated to process tax payments.

If you have any questions, please call us toll free at 1-877-829-5500 between the hours of 8:00 a.m. and 6:30 p.m., Eastern Time.

If you prefer, you may write to us at the address shown at the top of the first page of this letter.

Whenever you write, please include this letter and, in the spaces below, give us your telephone number with the hours we can reach you. Also, you may want to keep a copy of this letter for your records.

Telephone Number () _____ Hours _____

Thank you for your cooperation.

Sincerely yours,

Nadine Wille
Dept. Manager, Code & Edit/Entity 3

Enclosure(s):
Copy of this letter

**NOT
APPLICABLE**