

Tri-Valley Conservancy Board Meeting Agenda

THURSDAY – March 17, 2011

7:00 p.m.

Robert Livermore Community Center
4444 East Avenue, Livermore, CA
Sycamore Room

- 1 **Call to Order** 7:00 p.m.
- 2 **Agenda Review –**
1. *At this time TVC Board may consider reordering or continuing agenda items*
2. *Review of any possible Conflict of Interest with the agenda items for any of the BOD*
- 3 **Thank you to outgoing Director**
Karl Wente, Livermore Valley Winegrowers Association Appointee
- 4 **Seating of New Appointed Director and oath of office:**
Ryan Callahan, Livermore Valley Winegrowers Association Appointee
- 5 **Treasurer for 2011**
1. Board Governance Committee Recommendation
2. Installation of Treasurer for 2011 and oath of office
- 6 **Minutes - Review and Accept Public Meeting Minutes February 8, 2011** 7:10 p.m.
- 7 **Open Forum – An opportunity for members of the audience to speak on an item not listed on the agenda. Each speaker is limited to five minutes** 7:12 p.m.
- 8 **TVC Committee Reports** 7:20 p.m.
1. Finance Committee –
a. February 2011 Finance Reports ~ *Review and Approve*
b. Resolution for 2011 Checking account signers ~ *Approve*
2. Land Conservation Committee
a. Priorities ~ *Review and discuss structure and assignments*
b. Upcoming Field Trips
3. Resource Development Committee
a. Fundraising: *Conservation Affair* ~ *update*
b. Outreach: *Wine Competition* ~ *update*
4. Board Governance Committee Report
a. Letter to support appointment of Tom Rosewall for Director of Department of Conservation ~ *Review and Approve*
b. Board Training Workshop ~ *recap and discuss*
c. TVC Advisory Council Draft Charter ~ *Review and discuss*
5. Personnel Committee Report~ *update*

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|----|---|-----------|
| 9 | Matters Initiated by Staff and Directors | 8:10 p.m. |
| | 1. Staff | |
| | 2. Board of Directors | |
| 10 | Adjournment | 8:20 p.m. |

Tri-Valley Conservancy Board Meeting Minutes

March 17, 2011

Robert Livermore Community Center
4444 East Avenue, Livermore 94550

Board Members Present:

Jean King–Chair
Mary Roberts -Vice Chair
Chris Schlies - Secretary
Michael Fredrich - Treasurer
Ryan Callahan
Connie Campbell
Jon Christensen
Kathy Farrell
Matt Ford
Rik Hansen
Norman Petermeier

TVC Staff

Sharon Burnham
Laura Mercier

Public:

Karl Wentz

1) Call to Order

The meeting was called to order at 7:05 pm by Chair Jean King

2) Agenda Review

1. Reordering or continuing agenda items – None
2. Conflict of Interests - None

3) Thank you to outgoing Director

King stated that Karl Wentz has devoted a tremendous amount of time and energy to TVC as a Director and Treasurer. The Board of Directors thanked him for his generous commitment of time, support and inspiration preserving land for future generations. King then presented Wentz with a token of appreciation for a job well done.

4) Seating of New Appointed Director and oath of office:

King turned the meeting over to Sharon Burnham, Executive Director to conduct the seating of Director's and the installation of the Treasurer Officer of the Tri-Valley Conservancy for the ensuing year.

She welcomed and acknowledged that it was her honor to conduct the seating of Ryan Callahan and the installation of our new Treasurer of the Tri-Valley Conservancy for the upcoming year.

Burnham explained that Ryan has been appointed to serve as a director of the Tri-Valley Conservancy as the Livermore Valley Winegrowers Association Appointee. He was chosen

because he exemplifies high standards of professional conduct and is passionate about the work TVC does. Callahan confirmed his commitment to service by affirming that he pledges to handle the affairs of the conservancy in an ethical and competent manner to the best of his ability.

5) **Treasurer for 2011**

1. **Board Governance Committee Recommendation**

Roberts made a motion seconded by Farrell that Michael Fredrich be TVC's Treasurer for 2011.

Yes: 10

Abstained: Fredrich

2. **Installation of Treasurer for 2011 and oath of office**

Fredrich confirmed his commitment to service by affirming that he pledges to uphold the trust and serve the Conservancy to the best of his ability.

6) **Review and Accept Public Meeting Minutes**

Roberts made a motion, seconded by Ford to approve the minutes as presented.

Yes: 9

Abstained: Callahan, Christensen

7) **Open Forum** – None

8) **TVC Committee Reports**

King started the reports reminding the BOD that all Directors are welcome to attend any of the committee meetings – just be sure to notify the Chair of the Committee and the Executive Director.

1. **Finance Committee (FC) –**

1. ***February 2011 Finance Report***

The BOD reviewed the February 2011 Finance report and Roberts made a motion seconded by Petermeier to approve the report as presented.

Yes: 11

2. ***Resolution for 2011 Checking account signers***

King asked for a motion to approve Resolution # 2011-03-17-1 – change in signatories for the Tri-Valley Bank Operating Accounts. Hansen made the motion, seconded by Ford and unanimously passed.

Yes: 10

Abstained: Fredrich

2. Land Conservation Committee (LCC)

1. *Priorities*

Christensen handed out the list that LCC has been developing with staff identifying properties and projects that LCC and TVC are tracking to assist with identifying priorities, TVC's role, status and workload. After some discussion of the layout and information provided Christensen concluded stating if anyone has specific questions or comments please contact a member of the LCC.

2. *Field Trips*

Mercier reminded the BOD to be sure to RSVP for either or both of the Field trips scheduled for Bobba and the Alkali Sink.

3. *Ponderosa Development*

Christensen and staff explained the Ponderosa is seeking adjustment in mitigation for the Agricultural Mitigation requirement identified in the South Livermore Valley Specific Plan. There are two adjustments 1) the developer has applied for to pay a mitigation fee in lieu of acquiring agricultural conservation easements on land located within the South Livermore Valley Area Plan and 2) they too are seeking a 45 percent adjustment in mitigation fees.

He continued to explain the proposed development will be going in front of the City of Livermore Planning Commission April 5, 2011. Staff is investigating the detail plus they have contacted TVC's legal counsel, Tamara Galanter, regarding this matter. She recommended that TVC submits a letter to the City prior to the Planning Commission's meeting stating and identifying how the proposal is inconsistent with the intent of the SLVSP and undermines the whole point of these plans – both the SLVAP and SLVSP.

After discussion the entire BOD agreed that a letter must be sent to the City of Livermore and Legal Counsel, Tamara Galanter, should draft the letter. Once the letter is finalized it will be emailed to the BOD for approval.

3. Resource Development Committee (RDC)

1. *Wine Competition*

Farrell, Hansen and Burnham reviewed with the BOD the current status of the upcoming Wine Competition. The commitment from the judges and local winemakers involved is exciting and professional. Burnham confirmed the competition will be conducted in two rounds: June 5, 2011 and June 12, 2011. The name of the competition is "Tri-Valley Conservancy's Livermore Valley Uncorked Wine Competition".

The announcement for this competition will be going out to all of the wineries in the Livermore Valley AVA within the next two weeks.

2. ***Conservation Affair***

Burnham confirmed that this year TVC will be hiring Charity Benefit Auctions, Damon Casatico to be the Auctioneer. They were involved with TVC's event three years ago.

3. ***Donation Report***

Farrell reviewed the donation reports included in the packet identifying that the donations are following the 2009 so this may be a positive sign for 2011. She initiated conversation regarding BOD donations as described in the Marc Smiley handbook from last week's workshop. Roberts continued the discussion explaining to the BOD that it is important for TVC to have 100% BOD donating – this is important especially when applying for Grants. It is important for all non-profit Boards to show commitment through time and money. Hansen also stated that one's most significant gift should be to the organization that they serve as a Board member.

4. **Board Governance Committee (BGC)**

1. **Tom Rosewall for Director:** Roberts reviewed with the BOD the information provided by CCLT and the proposed letter. Roberts made a motion seconded by Schlies for TVC to support CCLT's position and sign on the letter.

Additional discussion ensued about the BGC and the Executive Director to review requests like this and not require the entire BOD to approve prior to the Executive Director signing the letter(s). After some discussion it was agreed the BGC would draft a policy and present it to the BOD at a later date.

2. **Board Training Workshop:** The BOD discussed how much they appreciated the workshop. Roberts stated she hoped everyone filled out the last page of the booklet identifying the things that were important to them based on the workshop. She also mentioned that she liked the suggestion to have the BOD meeting broken out – one hour for common business issues and the second hour discussing Strategic Planning.

It was recommended that the booklet handed out by Marc Smiley be included in the BOD Reference Book. It was also requested that the BGC develop a more formal orientation process for new BOD members.

3. **Draft TVC Advisory Council Charter-** Roberts explained after last week's workshop the BGC would like to reevaluate and fine tune the draft. After hearing Marc Smiley's suggestions about an advisory or trustee council, the BGC would like to reconsider the practicality of inviting a specific number of people if we want to be sure each one has a job or is "recruited to task", each is contacted regularly, and each will feel that he is contributing. (continuing) The BGC's hope is to get this program kicked off in late June or early July.

9) **Matters initiated by Staff and Directors**

1. Executive Director Burnham updated the Board with her activities from February 17, 2011 through March 17, 2011.
2. Hansen stated that he is installing Deer Fencing on his property along Arroyo and Marina. He contacted both TVC and City of Livermore who have confirmed it is permitted and is categorized as a "Right to Farm".

10) **Adjournment** - General consensus was made to adjourn the meeting at 8:30 p.m.

Operating Account Recap
Monthly YTD vs. Budget

	Dec-10 Actual	Jan-11 Actual	Feb-11 Actual	YTD 2011 Actual	2011 Budget Approved	2010 Actual
Account Summary						
Capital Fund - OPEN	\$ 6,006,418	\$ 6,377,415	\$ 6,390,169			
Capital Fund - CLOSE	\$ 6,377,415	\$ 6,390,169	\$ 6,466,587			
Monthly Change in Value	\$ 370,997	\$ 12,754	\$ 76,418			
Account Statement from Below	\$ 283,226	\$ (68,365)	\$ 14,200			
Market Loss and Extraordinary?	\$ 87,772	\$ 81,119	\$ 62,218			
Endowment Fund - OPEN	\$ 7,150,939	\$ 7,467,129	\$ 7,635,468			
Endowment Fund - CLOSE	\$ 7,467,129	\$ 7,635,468	\$ 7,849,608			
Monthly Change in Value	\$ 316,189	\$ 168,339	\$ 214,140			
Account Statement from Below	\$ 24,830	\$ 23,392	\$ 33,287			
Market Loss and Extraordinary?	\$ 291,360	\$ 144,947	\$ 180,853			
Checking - OPEN	\$ 60,831	\$ 35,845	\$ 75,123			
Checking - CLOSE	\$ 35,845	\$ 75,123	\$ 39,662			
Monthly Change in Value	\$ (24,986)	\$ 39,278	\$ (35,461)			
Account Statement from Below	\$ (23,870)	\$ 36,127	\$ (33,172)			
	\$ (1,115)	\$ 3,151	\$ (2,289)			
Net Variance	\$ 662,201	\$ 220,371				
Capital Account						
Income						
Dividend Income	\$ 2,435	\$ 1,155.68	\$ 120.30	\$ 1,276		\$ 17,986
Interest Income	\$ (4,208)	\$ 15,479.61	\$ 29,079.93	\$ 44,560		\$ 209,998
Mitigation (Pleasanton, Ruby Hills)	\$ -	\$ -	\$ -	\$ -		\$ 73,336
Mitigation (Pleasanton Transition)	\$ -	\$ -	\$ -	\$ -		\$ 32,215
Investment Income - Class Action	\$ -	\$ -	\$ -	\$ -		\$ 1,476
Restricted Grant	\$ 300,000	\$ -	\$ -	\$ -		\$ 300,000
Total Income	\$ 298,226	\$ 16,635	\$ 29,200	\$ 45,836		\$ 635,011
Expense						
Transfer to Operating Account	\$ -	\$ 70,000	\$ -	\$ 70,000		\$ 300,000
Transfer to Endowment Account	\$ 15,000	\$ 15,000	\$ 15,000	\$ 30,000		\$ 180,000
Total Expense	\$ 15,000	\$ 85,000	\$ 15,000	\$ 100,000		\$ 480,000
Net Income / Expense Variance	\$ 283,226	\$ (68,365)	\$ 14,200	\$ (54,164)		\$ 155,011
Endowment Account						
Income						
Dividend income	\$ 4,725	\$ 2,053	\$ 940	\$ 2,993		\$ 32,810
Interest Income	\$ 5,105	\$ 6,339	\$ 17,307	\$ 23,646		\$ 119,419
Investment Income - Class Action	\$ -	\$ -	\$ 40	\$ 40		\$ 162
Transfer from Capital Fund	\$ 15,000	\$ 15,000	\$ 15,000	\$ 30,000		\$ 180,000
Total Income	\$ 24,830	\$ 23,392	\$ 33,287	\$ 56,679		\$ 332,391
Net Income / Expense Variance	\$ 24,830	\$ 23,392	\$ 33,287	\$ 56,679		\$ 332,391
Operating Account						
Income						
Donations	\$ 15,629	\$ 1,403	\$ 1,324	\$ 2,727	\$ 40,000	\$ 33,193
Special Events	\$ -	\$ -	\$ -	\$ -	\$ 60,000	\$ 42,215
Education	\$ -	\$ -	\$ 330	\$ 330		\$ 2,572
Grants	\$ -	\$ -	\$ -	\$ -	\$ 5,000	\$ 5,000
Checking Account Interest	\$ 11	\$ 16	\$ 13	\$ 29	\$ 200	\$ 176
Licenses & Fees	\$ 120	\$ 120	\$ 120	\$ 240	\$ 400	\$ 120
Stewardship	\$ (1,255)	\$ 1,262	\$ -	\$ 1,262	\$ 5,000	\$ 2,235
TRANSFER from CAPITAL	\$ -	\$ 70,000	\$ -	\$ 70,000	\$ 380,338	\$ 300,000
Total Income	\$ 14,505	\$ 72,801	\$ 1,787	\$ 74,588	\$ 490,938	\$ 385,511
Expenses						
Accounting/Bookkeeping	\$ -	\$ -	\$ -	\$ -	\$ 11,000	\$ 9,600
Acquisition Expenses	\$ -	\$ -	\$ -	\$ -	\$ 5,000	\$ -
Automobile Expense	\$ -	\$ -	\$ 32	\$ 32	\$ 600	\$ 6
Business Promo and Ad	\$ 271	\$ 556	\$ 3,272	\$ 3,828	\$ 39,350	\$ 28,162
Conferences/Seminars/Training	\$ 2,511	\$ 6,896	\$ 1,435	\$ 8,331	\$ 23,000	\$ 13,844
Dues and Subscriptions	\$ 394	\$ 185	\$ 414	\$ 599	\$ 4,500	\$ 4,546
Fundraising	\$ 788	\$ -	\$ -	\$ -	\$ 46,000	\$ 23,194
Information Services	\$ 1,315	\$ 176	\$ 240	\$ 415	\$ 9,050	\$ 5,808
Insurance	\$ -	\$ 117	\$ -	\$ 117	\$ 8,500	\$ 9,156
Land Conservation Research	\$ -	\$ -	\$ -	\$ -	\$ 10,000	\$ 432
Legal	\$ -	\$ -	\$ 322	\$ 322	\$ 5,000	\$ 1,750
Legislative Support	\$ -	\$ -	\$ -	\$ -	\$ 2,000	\$ -
Office Expense	\$ 1,124	\$ 5,237	\$ 2,754	\$ 7,992	\$ 34,800	\$ 31,263
Payroll & Benefits	\$ 31,836	\$ 22,680	\$ 21,851	\$ 44,531	\$ 267,888	\$ 270,068
Professional Fees	\$ -	\$ -	\$ 3,807	\$ 3,807	\$ 16,000	\$ 14,097
Stewardship Expenses	\$ 137	\$ 827	\$ 832	\$ 1,659	\$ 8,250	\$ 6,702
Total Operating Expenses	\$ 38,376	\$ 36,674	\$ 34,958	\$ 71,633	\$ 490,938	\$ 418,628
Net Income / Expense Variance	\$ (23,870)	\$ 36,127	\$ (33,172)	\$ 2,955	\$ -	\$ (33,117)

Item 8.4.a: *Letter to support appointment of
Tom Rosewall for Director of Department of Conservation*

BACKGROUND:

Sharon Burnham met Tom Rosewall at the California Council of Land Trusts (CCLT) Conference last month. Tom is one of two candidates for appointment as the Director of the Department of Conservation (DOC). He is generating a lot of interest and support, and CCLT prepared a sign-on letter for land trusts.

CCLT has worked hard in recent years to improve farmland conservation in California. Among other things, they secured passage of a bill last year (SB 1142) to give the DOC more authority and flexibility for funding agriculture easements, and CCLT believes that this new law will attract greater funding in any future funding measures. In spite of this modest improvement, we (CCLT and members) continue to be very concerned about the Department and the future of its resource-related programs. In addition to the California Farm Conservancy Program (CFCP), the Department also has the Williamson Act (WAct) and the watershed coordinator program.

Obviously, serious questions abound about the future of these programs and activities. Does WAct become a purely locally-supported program? Are there additional conservation objectives that would justify some level of continued state support and/or how should the program be reconfigured? How will the renewables issue play out and can we find ways to direct the projects to marginal and degraded lands so that the best prime soils and habitat-rich rangelands are not swallowed up? Can we find a way to build upon the direction of SB 1142 and secure greater funding for working farms and ranches? We saw in Secretary Laird's comments at the conference, he seems interested in moving toward a watershed approach for managing and protecting California's natural resources. If so, how will this approach be structured and will DOC's watershed coordinator program play a role?

We do not know what directions the new administration will choose. There are solid arguments for both an expanded and more strategic role for DOC as well as a reduced or even eliminated one. What CCLT is confident about is that if we are to expand these programs within DOC we must have dramatically better leadership, and if we are to reduce DOC, we also need a very savvy leader to do it well so that we have the best outcomes possible for certain conservation objectives. We believe that Tom Rosewall is such a leader and that he would be a tremendous asset in helping Secretary Laird

think through various scenarios and ensure strong implementation of the Secretary's ultimate decisions.

Tom does not have the typical conservation pedigree. He has a strong business background in reshaping programs and companies, and leading innovation projects. He grew up in Pajaro Valley near Watsonville in Santa Cruz County; he still lives on the family farm (although he does not farm). In recent years, he was appointed to the Santa Cruz Environmental Commission by the Board of Supervisors, and has been consulting with the Strategic Growth Council and other state agencies about a carbon accounting system he developed for climate change. CCLTs' view is that he can learn (and he has been learning very fast already) what he needs to know about ag lands, watersheds and resource management, whereas he already brings intelligence, a strong strategic and political sensibility, an orientation toward working with partners and across boundaries, effectiveness, and strong leadership skills. These attributes in combination with his conservation ethic has all the makings of a great director for the Department of Conservation.

REQUEST

CCLT requested that all members consider supporting this position and sign on the attached letter.

Note: is fully allowable for nonprofits to support appointments (but never individuals for elected office).

If approved by TVC CCLT will add TVC's logo & digital signature.

<<logos go here>>

March 7, 2011

The Office of Governor Jerry Brown
Attn: Appointments Unit / Appointments Secretary
State Capitol
Sacramento, California 95814

Re: **Endorsement of Tom Rosewall for Director,
California Department of Conservation**

Dear Governor Brown:

As land trusts dedicated to conserving California's natural habitats, in addition to its working farms, ranches, and waterways, we are writing to endorse and encourage your appointment of Tom Rosewall as the Director of California's Department of Conservation. We believe that he is highly qualified for the position, and brings a diversity of backgrounds and experiences that will be crucial for the management and protection of California's unique natural resources.

As you know better than anyone, the State of California faces challenges on all fronts, including how we shepherd our lands and waters forward during a time of financial crisis. Your administration needs leaders to set new and sustainable directions for protecting and managing natural resources with an openness to considering how state and local governments, along with nonprofit organizations, can work together to ensure that your goals are achieved.

Our organizations partner with a number of agencies and departments within the Natural Resources Agency, and the Department of Conservation is an important department with which we frequently work. We are knowledgeable about its programs, with three being particularly critical for conserving working farms and ranches, and waterways. The California Farmland Conservancy Program permanently conserves the state's rich agricultural lands; the watershed program supports efforts to bring parties together to improve water quality and habitat for Californians; and the Williamson Act has safeguarded working landscapes for decades. Further, the Department administers the grant-making programs of the California Strategic Growth Council, an interagency body that is charged with moving California toward a more sustainable future.

Like many areas of state government, the Department of Conservation faces questions of how we effectively and efficiently meet its broad mandates for resource conservation and management. Achieving this within the context of the state's many competing demands will take sound and balanced reasoning, creative solutions, determined action, and strong leadership. Mr. Rosewall's extensive, varied and successful background, as well as his demonstrated intelligence, thoughtfulness, strategic and creative thinking, and conservation ethic, make him an ideal candidate for the position. We are convinced that he will work towards the kind of non-traditional solutions – and focus on action – that California and your administration will need to truly advance the conservation of critical working landscapes and waterways.

It is our pleasure to endorse Tom Rosewall for this position. If we can answer any specific questions related to his candidacy or our endorsement, please feel free to contact Dr. Darla Guenzler of the California Council of Land Trusts at 916.669.0660.

Sincerely,

Item 8.4.c

TVC ADVISORY COUNCIL CHARTER

Purpose

- The Council supports and assists Tri-Valley Conservancy (TVC) in carrying out its mission.
- The Council advises the Board of Directors (BOD) on strategic, complex or specialized matters as well as programmatic goals and direction.
- The Council is informed about the organization's mission, services, policies, operations and programs in order to identify, discuss, and rank issues of concern to be communicated as recommendations to the Board.

Criteria

- Members may provide the BOD with access to persons with special or technical backgrounds, who can be tapped for useful information on topics of particular concern to the organization.
- Members' assistance should focus on broadening TVCs base of support and contacts in order to strengthen partnerships and develop relationships within key communities and with potential contributors.

Nominations

- Any board or staff member may nominate individuals for the Council of Friends.
- Nominations may occur any time during the year.
- Nominations are submitted to the Board Governance Committee for review and recommendation.
- The Board Governance Committee submits final recommendations for approval to the full board during regular board meetings.

Membership Number and Term of Service

- An optimal working group should consist of 20 +/- members.
- The candidates will officially serve for two years. The official year begins July 1.
- Members will be considered active for the partial year in which they are nominated and the full, following year.
- The Board of Directors shall reaffirm the membership of the Council at its June board meeting each year.

Frequency of meetings

- The Council will meet at least twice annually.

Staff Implications

- TVC staff will organize and coordinate all meetings of the Advisory Council.
- Staff will maintain current records of membership participation and services provided.