

**MINUTES FOR MEETING OF BOARD OF DIRECTORS  
OF  
SAN BERNARDINO VALLEY CONSERVATION TRUST,  
a California Nonprofit Public Benefit Corporation**

**Thursday, March 10, 2016 – 11:00 a.m.**

CALL TO ORDER – 11:08 a.m.

ROLL CALL

David Cosgrove, Rutan & Tucker  
Shawna McKee, Rutan & Tucker  
Paul Williams, Inland Empire Resource Conservation District  
David E. Raley, SBV Water Conservation District  
John Longville, SBV Water Conservation District  
Daniel Cozad, SBV Water Conservation District  
Athena Monge, SBV Water Conservation District

1. PUBLIC PARTICIPATION – Jane Hunt, Save Lytle Creek Wash
2. APPOINTMENT OF BOARD OF DIRECTORS

**Action:** As Incorporator, Mr. Cosgrove formally appointed David E. Raley, SBV Water Conservation District; John Longville, SBV Water Conservation District and Paul Williams, Independent Director.

3. INCORPORATION

**Action:** Motion was made by Director Raley and seconded by Director. Williams to ratify the Articles of Incorporation of Conservation Trust. The motion carried 3-0 with all directors present voting in the affirmative.

Ayes: Raley, Williams, Longville

Noes:

Absent:

Abstain:

4. RATIFICATION OF ACTS OF INCORPORATOR

**Action:** Motion was made by Director Williams and seconded by Director Longville to ratify acts of Incorporator as acts of this Corporation. The motion carried 3-0 with all directors present voting in the affirmative

Ayes: Raley, Williams, Longville

Noes:

Absent:  
Abstain:

## 5. ADOPTION OF BYLAWS

**Action:** Motion was made by Director Raley and seconded by Director Williams to adopt Bylaws of this Corporation. (A copy of the Bylaws of this Corporation are attached to these minutes.)

Ayes: Raley, Williams, Longville  
Noes:  
Absent:  
Abstain:

## 6. APPOINTMENT OF OFFICERS

**Action:** Motion was made by Director Longville and seconded by Director Raley to appoint David E. Raley as Board President and Paul Williams as Vice President. The motion carried 3-0 with all directors present voting in the affirmative.

Ayes: Raley, Williams, Longville  
Noes:  
Absent:  
Abstain:

**Action:** Motion was made by Director Longville and seconded by Vice President Williams to appoint Mr. Daniel B. Cozad as both Secretary and Chief Financial Officer. The motion carried 3-0 with all directors present voting in the affirmative.

Ayes: Raley, Williams, Longville  
Noes:  
Absent:  
Abstain:

## 7. FISCAL YEAR

**Action:** Motion was made by Director Longville and seconded by President Raley to adopt the fiscal year of this Corporation as commencing on July 1 and concluding on the immediately following June 30. The motion carried 3-0 with all directors present voting in the affirmative.

Ayes: Raley, Williams, Longville  
Noes:  
Absent:  
Abstain:

## 8. PRINCIPAL OFFICE LOCATION

**Action:** Motion was made by Director Longville and seconded by President Raley to identify the principal office for the transaction of the business of this Corporation as 1630 West Redlands Blvd., Suite A, Redlands, California 92373. The motion carried 3-0 with all directors present voting in the affirmative.

Ayes: Raley, Williams, Longville

Noes:

Absent:

Abstain:

## 9. AGENT FOR SERVICE OF PROCESS

**Action:** Motion was made by Director Longville and seconded by Vice President William to name Daniel Cozad as initial agent for service of process. The motion carried 3-0 with all directors present voting in the affirmative.

Ayes: Raley, Williams, Longville

Noes:

Absent:

Abstain:

## 10. EMPLOYER IDENTIFICATION APPLICATION

**Action:** Motion was made by Director Longville and seconded by Vice President Williams to authorize and direct Daniel Cozad or his designee to apply for and obtain any necessary employer identification number with the Internal Revenue Service ("IRS") and any other identification numbers, permits, or licenses required by law or deemed necessary or advisable. The motion carried 3-0 with all directors present voting in the affirmative.

Ayes: Raley, Williams, Longville

Noes:

Absent:

Abstain:

## 11. EXEMPTIONS FROM FEDERAL AND STATE TAXES

**Action:** Motion was made by Director Longville and seconded by Vice President Williams to authorize and direct Daniel Cozad or his designee to execute and file all necessary applications for exemptions from such taxes with the appropriate state and federal tax authorities, and to pay the necessary filing fees. The motion carried 3-0 with all directors present voting in the affirmative.

Ayes: Raley, Williams, Longville

Noes:

Absent:

Abstain:

## 12. FILINGS WITH STATE ATTORNEY GENERAL

**Action:** Motion was made by Director Longville and seconded by Vice President Williams to authorize and direct Daniel Cozad or his designee to make initial and periodic filings as required by the California Attorney General describing the financial activity of this Corporation and the distribution of the assets held for charitable purposes. The motion carried 3-0 with all directors present voting in the affirmative.

Ayes: Raley, Williams, Longville

Noes:

Absent:

Abstain:

## 13. CONFLICT OF INTEREST POLICY

**Action:** Motion was made by Director Longville and seconded by Vice President Williams to adopt a Fair Political Practice Commission's conflict of interest rules as this Corporation's Conflict of Interest Policy. The motion carried 3-0 with all directors present voting in the affirmative.

Ayes: Raley, Williams, Longville

Noes:

Absent:

Abstain:

## 14. INVESTMENT POLICY STATEMENT

**Action:** Motion was made by Director Longville and seconded by Vice President Williams to approve and adopt the Investment Policy Statement Prepared by PFM Asset Management and recommended by SBVWCD Board of Directors to govern the management of endowment funds received by this Corporation, electing for 70/30 investment portfolio. The motion carried 3-0 with all directors present voting in the affirmative.

Ayes: Raley, Williams, Longville

Noes:

Absent:

Abstain:

## 15. OTHER FILINGS

**Action:** Motion was made by Director Longville and seconded by Vice President Williams to authorize and direct Mr. Daniel B. Cozad or his designee to make such filings and applications, and to execute and deliver such documents and instruments and to perform such acts and actions as he deems necessary in order to obtain such licenses, authorizations, and permits as are necessary or desirable in furtherance of the Corporation's purpose, to fulfill such legal requirements as are applicable to the Corporation, or to complete the organization of the Corporation and its approval as a

Land Trust with California Department of Fish and Wildlife. The motion carried 3-0 with all directors present voting in the affirmative.

Ayes: Raley, Williams, Longville

Noes:

Absent:

Abstain:

16. ADJOURN MEETING – 11:58 a.m.

**Action:** Motion was made by Director Longville and seconded by Vice President Williams to direct Conservation Trust Secretary to arrange next meeting date to be held within the next 90 days and to adjourn meeting. The motion carried 3-0 with all directors present voting in the affirmative.

Ayes: Raley, Williams, Longville

Noes:

Absent:

Abstain:



Daniel B. Cozad  
Secretary/CFO