

<p>TNBC</p> <p>The Natomas Basin Conservancy</p> <p>Web site: www.natomasbasin.org</p> <p>Phone: (916) 649-3331</p>	<p>Regular Meeting of the Board of Directors</p>	<p>Upcoming Regular Meetings</p>	<p><i>t h e</i> NATOMAS BASIN <i>c o n s e r v a n c y</i></p> <p>April 4, 2012</p>
	<p>4:00 p.m.</p> <p>2150 River Plaza Drive, #460 Sacramento, CA <i>(Meeting in 1st floor Large Conference room.)</i></p>	<ul style="list-style-type: none"> • May 2 • June 6 • August 1 	

Agenda

Agenda format and readings tips

• Agenda packet sections

Agenda packet #	Section name	What's included
①	Agenda	This is the main agenda. Reading this section will provide the reader with an understanding of the plan for the meeting.
②	Supplemental materials	On some agenda items, there are handouts that are more extensive than can be covered in the "Discussion" section of the main agenda. These materials are included in agenda packet #2.
③	Executive Director's packet	The Executive Director includes items of general interest to the Board of Directors in agenda packet #3. The items in this packet are for general information, not action.
④	Executive Session	Material in this packet is for Board members' information in closed, executive session. It is confidential and not made public.

• Item organization

This agenda is prepared in order to facilitate understanding of the Conservancy Board of Director's agenda packet. Each agenda item is numbered in the far left-hand column. Then, as the reader moves from left to right, more information is provided. Ultimately, the far right-hand column presents a discussion of the agenda item.

1	Call to Order	Call to Order of the Regular Meeting of the Board of Directors	Admin.	∅	○ The Board President will call the meeting to order if a quorum is present. Announcements by the Board President or Executive Director may be made at this time.
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• Exhibit symbols attendant with agenda item

Agenda exhibit symbol in the "Pg." column	Definition
∅	There is no supplemental information that accompanies an agenda item.
①	There is more information in supplemental handouts.
2.21	Means that in agenda packet number 2, there will be supporting information on page 21.

• Staff agenda item recommendations symbols

In the "Discussion" column, there are a series of symbols used, also in order to facilitate quick understanding. These indicate the status of staff recommendations.

Agenda exhibit symbol in the "Pg." column	Definition
○	There is no staff recommendation on the matter.
⊕	Staff recommends approval.
●	Staff does not recommend approval.

<h1>TNBC</h1> <p>The Natomas Basin Conservancy</p> <p>Web site: www.natomasbasin.org</p>	<p>Regular Meeting of the Board of Directors</p>	<p>Upcoming Regular Meetings</p>	 <p>April 4, 2012</p>
	<p>4:00 p.m.</p> <p>2150 River Plaza Drive, #460 Sacramento, CA (Meeting in 1st floor Large Conference room.)</p>	<ul style="list-style-type: none"> • May 2 • June 6 • August 1 	

#	Section	Item	Type	Pg.	Discussion
1	Call to Order	Call to Order of the Regular Meeting of the Board of Directors	Admin.	∅	○ The Board President will call the meeting to order if a quorum is present. Announcements by the Board President or Executive Director may be made at this time.
2	Action	Approval of the minutes	Consent	2.1	⊕ The Board President will request approval of the minutes of the Board of Directors meeting of March 7, 2012. A draft of the minutes of the March 7, 2012 Annual Meeting of the Corporation are included in the minutes for review purposes only.
3	Action	Cancellation of July 6, 2011 Board meeting	Consent	∅	⊕ The Board customarily cancels its July Board meeting because getting a quorum has typically been difficult due to the July 4 holiday.
4	Action	Authorization to amend signature cards and related financial institution authorizations	Consent	∅	<p>⊕ Documents necessary for the Conservancy to conduct business with its financial institutions need to be updated from time-to-time, especially when officers change.</p> <p>As has been done in prior years, this action authorizes the Conservancy's President, Vice President, Chief Financial Officer, Secretary and Assistant Secretary to sign bank signature cards and related authorizing documents for the Conservancy's Wells Fargo Bank, Wells Fargo Investments, Wells Fargo Advisors, City of Sacramento Treasurer's Office and T. Rowe Price accounts. (Some accounts are effectively closed, but there is often post-close activity that may require officer signature authority.)</p>
5	Action	Authorizing the establishment of an Executive Committee	Consent	∅	<p>⊕ As required by the Conservancy's bylaws, Article VI, Section 1, the establishment of an Executive Committee of the Board of Directors requires Board action. As required in the bylaws, the Board President (or Board Chair) will serve as Chair of the Executive Committee. Two additional committee members are to be selected by the Board.</p> <p>This item requests action to establish an Executive Committee of the Board pursuant to Article VI, Section 1 of the bylaws, and that the</p>

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					<p>Board President, Vice President and Chief Financial Officer (Treasurer) will serve as the Executive Committee members. As required by the bylaws, the Executive Director would serve as a nonvoting member of the Executive Committee.</p> <p>This item also authorizes the Executive Committee to act in accordance with the bylaws, which specifically excludes action to fill vacancies on the Board, fix compensation of Directors, amend or repeal the bylaws or adopt new bylaws, amend or repeal any resolution of the Board which by its express terms is not so amendable or repealable, create any other committees of the Board or appoint members of committees, or approve any contract or transaction to which the corporation is a party and in which one or more of its Directors have a material financial interest, except as special approval is provided for in the Nonprofit Public Benefit Corporation Law Section 5233(d)(3).</p>
6	Action	Authorization for Farm Air Flying Service, Inc., to utilize the landing strip on the Conservancy's Bianchi West tract	Consent	∅	<p>⊕ The only remaining agricultural aircraft operator in the Natomas Basin is Farm Air Flying Service, Inc. The Conservancy and its tenants use Farm Air, and without the firm operating in the Basin, costs would rise substantially, and delays in planting crops would likely also result. (Rice is typically seeded by air.) Farm Air has requested permission to use the Conservancy's Bianchi West tract landing strip for use in serving its customers, including the Conservancy and its tenants.</p> <p>Before acquiring the Bianchi West tract, the Conservancy completed Phase One and Phase Two environmental testing on the airstrip. This was done in order to ascertain the level, if any, of toxicants in the soil at the landing strip site. (The studies revealed acceptable levels, so the Conservancy moved forward with its acquisition of the tract.) With this baseline data, the Conservancy can keep track of the status of soils on and around the runway.</p> <p>Staff requests authorization to enter into an agreement with Farm Air Flying Service, Inc. to allow it to utilize the Conservancy's Bianchi West landing strip. The authorization would include the following restrictions, among others:</p> <ol style="list-style-type: none"> 1.) the authorization terminates December 31, 2012, 2.) only seed and fertilizer are permitted to be used on the landing strip, 3.) no pesticides may be used on the strip without the written authorization of the Conservancy's Executive Director, 4.) only in-Basin sites may be served by Farm Air from the landing strip, and 5.) a properly executed right-of-entry (ROE) agreement must be in the Conservancy's office prior to Farm Air's use of the landing

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					<p>strip, and that the ROE contain the Conservancy's standard indemnification, hold harmless protections, and that the Conservancy be named as an additional insured on the relevant Farm Air insurance policy or policies.</p> <p>The Executive Director expects no authorization request for pesticide use on the landing strip. However, there could be special occasions that might warrant such authorization, but only for the use by the Conservancy or its contractors and tenants.</p>
7	Action	Accept the Conservancy's 2011 audited financial statement	Action	①	<p>⊕ The Audit Committee reports on the audited financial statements for the year ended December 31, 2011. The Committee has reviewed the audit report with the auditor, Gilbert & Associates. The auditor has issued a clean opinion on the Conservancy's 2011 financial statement. The Committee recommends the Board accept the audit, along with the auditor's report contained in the financial statements for the year ended December 31, 2011.</p>
8	Action	Update and discussion on the Conservancy's proposed preserve limited and controlled public access plan	Action	∅	<p>⊕ In previous meetings, the Board has discussed a plan to prepare one of the Conservancy's preserves for limited and controlled public access (a "pilot" project).</p> <p>The Board has previously authorized implementation of the following strategy:</p> <ul style="list-style-type: none"> ☑ 1.) Introduce Concept Plan to the Conservancy Board of Directors (October 5, 2011 meeting). DONE ☑ 2.) Refine Concept Plan based on Board member comments. DONE ☑ 3.) Conduct legal and insurance review and submit to Board. DONE ☑ 4.) Develop budget detail of proposed Concept Plan implementation. DONE ☑ 5.) Return to Board of Directors with a plan, budget and a proposal for acceptance and authorization to submit to the NBHCP Technical Advisory Committee (TAC). DONE Ⓟ 6.) Present proposal to the NBHCP TAC and request its approval of Concept Plan (meeting held February 28, 2012; action pending). ☐ 7.) Development of detailed design, construction plans and specifications, and bid package for physical access features (e.g., trails, parking, interpretive panels, directional signs, etc.).

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				<p>☐ 8.) Development of detailed design for virtual access elements and interpretive programming (e.g., docent program, brochures, enhanced web-site, etc.).</p> <p>This agenda item follows up with the February 28, 2012 NBHCP TAC meeting, where the Conservancy was asked for clarification on the following issues:</p> <ul style="list-style-type: none"> --to determine if this initiative is to be characterized as “educational” or “recreational.” This is an important distinction. --to define and report back to the federal and state agencies the Conservancy’s determination regarding how many preserves will be impacted; the initial Natomas Farms preserve and then the secondary Silva tract preserve? Or additional preserves? --If HCP fee payers will not be asked to pay for this access program, how will it be funded? --There was some criticism from the agencies as to the Conservancy being able to offer mitigation land access without public restrooms, which is currently our proposal. We were asked a couple of times how we could expect that entire school classes could be on-site for a couple of hours without public restroom availability. This needs to be resolved. <p>Conservancy staff recommends that the Conservancy reply to the Wildlife Agencies as follows:</p> <ul style="list-style-type: none"> --That the purpose of the initiative is for educational as opposed to recreational, and all programs and projects will follow an educational and research function; --that if the Natomas Farms pilot project works well, that the Silva tract is opened up for public access in the future and that these would be the only preserves impacted by the public access project; --the Conservancy staff will be diligent about making certain HCP fee payers will not have to foot the bill for these programs and that they will be paid for by grants or donations and that the project will only move forward if grants and donations or similar sources of non-HCP fee payer money is identified and secured; --at this point, the Conservancy cannot see a path going forward that would include installation and maintenance of public restrooms. <p>This item requests Board authorization to convey this message to the Wildlife Agencies so that they can respond to the request to authorize the Conservancy to conduct the public access pilot project.</p>
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9	Action	Amended agreements between the Conservancy and the Sacramento Area Flood Control Agency	Action	2.10	<p>○ This item requests authorization for the Executive Director to execute and deliver two agreement amendments between the Conservancy and the Sacramento Area Flood Control Agency (SAFCA).</p> <p>The first is the “First Agreement to the Master Agreement.” The intent of this amendment is to provide for certain funding authority for the Conservancy’s time and effort given over to SAFCA projects.</p> <p>The second agreement is titled, “Third Amendment to the Implementation Agreement No.1 Between the Natomas Basin Conservancy and the Sacramento Area Flood Control Agency Regarding the Natomas Levee Improvement Program (Brookfield Property).” The primary purpose of this agreement is to provide updated funding authorization so that the Conservancy continues to operate with adequate funds, and do so on a fund replenishment (rather than reimbursement) basis.</p> <p>Staff recommends approval of the item so that the Executive Director is authorized to execute and deliver these amendment agreements on behalf of the Conservancy.</p>
10	Discussion	City of Sacramento report	No action	∅	○ Report from the City of Sacramento regarding HCP-related activity and other topics.
11	Discussion	Financial statement review	No action	Ⓜ	○ A financial statement will be provided for the period ended February 29, 2012 (unaudited). Additional financial information will be provided.
12	Discussion	Cash flow projection	No action	Ⓜ	○ Board members requested staff share with it management’s long-term cash flow projection like the one requested by former Board member Kay Backer. Conservancy staff will share this with the Board, discuss it, and seek any guidance the Board might offer on the topic.
13	Discussion	Committee assignments	No action	2.21	○ The Board President will review with the Board recommendations on committee assignments for the year.
14	Discussion	Conservancy biological monitoring report	No action	∅	○ The Conservancy’s annual biological monitoring report will be presented by the Conservancy’s biological monitoring contractor, ICF International. Doug Leslie will deliver the report and entertain any questions from Board members. Full hard copy reports will be available to the Board at the next regular meeting of the Board.
15	Discussion	Staff proposal to record a long-term receivable on its financial statements regarding Metro Air Park fee	No action	∅	○ Staff will update the Board on the matter of the long-term receivable on the Conservancy’s financial statements in the amount of \$318,186.16 for Metro Air Park Tier One development. The matter will be discussed with the Board and guidance will be sought.

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16	Discussion	City of Sacramento City Council discussion on Conservancy Board of Director's request to adjust the HCP fee for 2012 and ensuing discussion on the Greenbriar development and the need for competition among HCP plan operators in the Natomas Basin	No action	2.22	⊕ At its last meeting, the Board requested that the City of Sacramento be sent a clarification from the Conservancy Board of Directors with respect to the issue of the proposed Greenbriar HCP. Staff will brief the Board on the communications submitted and seek guidance, if any, from the Board moving forward.
17	Public Comments	Public Comments	No action	∅	○ Opportunity for members of the public to address the Conservancy's Board of Directors.
18	Executive Session	Executive Session	Action	4.0	○ Executive Session is scheduled, including for real estate and to initiate discussion on performance review and evaluation of the Executive Director. Executive Session for the performance review is pursuant to Government Code Section 54957, Employee performance evaluation.
19	Executive Director's Report	Executive Director's Report	No action	①	○ Various matters for Board members' general information will be presented by the Conservancy's Executive Director.
20	Adjournment	Adjournment	Admin.	∅	○ Official adjournment of the meeting.

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