

**Minutes of the Board Retreat Meeting of the Board of Directors of  
Bear Yuba Land Trust  
Saturday, December 3rd, 2016 9:00 a.m.  
Home of Board Member Rebecca Coffman, Nevada City, California**

**Call to Order:** A regular meeting of the Board of Directors of Bear Yuba Land Trust (“BYLT”) was held on Saturday, December 3rd, 2016 at 9:00 a.m. PST. President Terry Hundemer called the meeting to order at 9:00 a.m. and verified the presence of a quorum.

1. **Roll Call:** The first item of business was the roll call of board members. Present and participating in the meeting were the following Board members: Terry Hundemer, President; Fran Cole, Vice President; Art Thielen, Treasurer; Michael Smiley, Secretary; Andy Cassano; Rebecca Coffman; Brent Fraser; Letty Litchfield; Bill Stewart; and Bill Trabucco. Guests present: Trent Pridemore and Lynnette Batt. Also present were the following staff members: Marty Coleman Hunt, Executive Director; and Erin Tarr, Director of Land Stewardship.

2. **Approval of Consent Agenda:**

Consent Agenda - The next item of business was the approval of the Consent Agenda. **Upon motions duly made and seconded, the list of items in the consent agenda and the consent agenda were approved.**

3. **President’s Report:**

Board Succession – **After discussion, the Board voted unanimously for the election of the 2017 Officers as follows: Michael Smiley will resign from the Board at the end of 2016 and Bill Trabucco will succeed Michael as Secretary; Art Thielen will remain on the Board as Treasurer; Terry Hundemer will remain on the Board as President; and Fran Cole will remain on the Board as Vice President.**

Nudelman Lawsuit Update – Terry reported that BYLT is moving forward with settlement discussions per the terms approved by the Board. Once a final settlement agreement has been reached, it will be presented to the Board for review and approval.

4. **Staff Report:**

Lands - Marty reported that four projects currently require Board approval. Marty stated that all documents, title reports, baseline documentation reports, and conservation easements (CEs) have been uploaded to the “Board Member Resources” page on the website for the Board to review.

- a. Peaceful Valley/Dover III CE – Marty stated that this is the final 40-acre phase of the project, after which the entire property will be held under CEs by BYLT. She reported that the land has been well managed and has been used for pasture boarding of horses, a pond, and a private residence. The Dover family will contribute a stewardship fund in the amount of \$5,500. In response to a question

from Terry regarding recent Board discussions to increase BYLT's stewardship funding model, Marty reported that the amount for the Dover CE is standard for a well-managed, easily-accessible property and, in any case, it would be difficult to change the amount for this project because it was negotiated over a year ago. The Dover's will also provide \$2,000 to cover transaction costs and have agreed to pay those fees now. Marty reported that clarifications have been made to the CE language by herself, Joe Byrne, and Al and Lynne Dover. Marty reported that indemnification clauses have been reviewed and agreed upon by the parties and will be changed in the final documents. **Upon motion duly made and seconded, the Board adopted the following resolution:**

**RESOLVED THAT, after changes have been made to the indemnification clauses, Executive Director Marty Coleman Hunt is hereby authorized by the Board to complete the transaction.**

- b. Camp 19/Grouse Ridge CE - **Bill Stewart left room due to a conflict of interest.** Marty stated that the Camp 19 CE is a PG&E property composed of three separate parcels, totaling 1,459 acres. The property once contained the historic Camp 19 buildings, all of which have been demolished. Marty reported that the Bowman-Spaulding Canal traverses the property and has been condemned by Nevada Irrigation District (NID). The parcel containing the Bowman-Spaulding Canal has been transferred and is now owned by NID. Marty stated that the property will be used by University of California as a research forest and that it is unusual to acquire a CE on a property that is used for research purposes, where "unnatural" projects will be taking place. Marty stated that the CE language will require careful wording in collaboration with the Stewardship Council in order to insure conservation values are protected. In response to a question from Rebecca, Marty stated that no structures will be built and that public access will neither be prohibited nor developed. In response to a question from Terry regarding stewardship funding, Marty reported that the stewardship fund for the property is the maximum amount PG&E will pay. She further stated that the fund is \$101,900 and that \$10,000 of that is dedicated for the defense fund and that PG&E has already provided \$11,000 for transaction costs. **Upon motion duly made and seconded, the Board adopted the following resolution:**

**RESOLVED THAT, Executive Director Marty Coleman Hunt is hereby authorized by the Board to sign closing documents on behalf of Bear Yuba Land Trust for Camp 19 Conservation Easement. Bill Stewart abstained from vote.**

- c. Cascade Crossing Open Space Preserve – Marty stated that this CE and development mitigation project will be the third project BYLT has done with the HBT TowneHomes development group. This property is located at Combie Road, across from the Lake of the Pines (LOP) housing development. The Army Corps of Engineers (ACOE) has required the developer to set aside an existing pond and

surrounding open space. The ACOE also requires that the pond be restored to a standard defined in the development permit. The developer has negotiated with Bear River Parks Association (BRPA) to hold the property, but BRPA doesn't have the knowledge, background or resources required to manage the pond. Therefore, the parties have negotiated a transfer of the pond to BYLT, in order to meet the permit requirements of ACOE. Marty reported that the developers have created a parcel around the pond and are ready to transfer the property to BYLT. Marty reported that BYLT is in the process of completing the transaction for the project. Since 2015, BYLT has received \$17,000 to cover transaction and startup costs and has received \$7,000 from the developers to complete pond restoration to ACOE standards. Erin outlined the restoration plan. Marty stated that a \$10,000 annual fund will come from a LOP homeowners association fee for on-going maintenance.

Marty stated that BYLT can use the property to connect with the LOP community. In response to a question from Brent, Marty responded that BYLT accepted this project as BYLT has already received funding for two oak mitigation projects from the development, and the project will provide outreach to a community BYLT has previously had little connection with. In response to a question from Michael, Marty responded that the project is first and foremost a conservation project to protect aquatic resources. In response to a question from Rebecca, Marty responded that BYLT will host restoration days with school groups and, potentially, the local Garden Club or Lions Club. Marty stated that BYLT could ask volunteers to adopt the pond to lessen maintenance costs.

In response to a question from Bill Trabucco, Marty responded that BYLT would create public access to the pond. In response to a question from Trent, Marty responded that BYLT would install signage around the pond to protect BYLT from the liability of unsupervised children swimming in the pond. Lynnette stated that dam maintenance or dam failure could pose a financial concern. In response to a question from Fran, Marty responded that BYLT's insurance provider, Chubb, covers liability up to \$2,000,000 for this property.

**After much discussion, the Board decided to postpone approval of the project pending further due diligence and clarification of issues related to ACOE and County permit requirements, liability, long-term costs, access and signage requirements, and potential tax liabilities, insurance and other financial matters. Terry requested that staff investigate these issues further for discussion at a future Board meeting.**

- d. Nina Allen CE – The property will be named K'a.pe Hop Preserve CE and is located on the north fork of Deer Creek above Scotts Flat Reservoir. The property contains mixed conifer forest. Nina Allen, owner of the property, has donated the CE, as well as \$80,000 in 2014 for work on the property and other conservation efforts along Deer Creek. Marty reported that BYLT will use \$10,000 for a stewardship

fund and an additional \$14,000 for transaction costs. Pending a lot line adjustment, the CE should be completed by January 10<sup>th</sup>, 2017. **Upon motion duly made and seconded, the Board approved the following resolution:**

**RESOLVED THAT, Executive Director Marty Coleman Hunt is hereby authorized by the Board to sign closing documents on behalf of Bear Yuba Land Trust for the K'a.pe Hop Preserve Conservation Easement. Andy Cassano abstained from the vote.**

5. **Adjournment:** There being no further business, the meeting was adjourned at 10:24 a.m. PST.

Respectfully submitted,

Michael Smiley, Secretary; Erin Tarr, Director of Land Stewardship; and Mariah Simpson, Official Clerk of the Board