



## Minutes of Quarterly Meeting

Date: December 15, 2016  
Time: 1:00 p.m.  
Location: Community Meeting Room, Irvine Ranch Water District  
15500 Sand Canyon Avenue, Irvine, CA

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### **I. Call to Order**

The meeting was called to order at 1:08 p.m., by President Steve LaMar. President LaMar led the meeting attendees in the flag salute.

### **Roll Call**

The following Directors or Alternates, constituting a quorum of the Board, were recorded as present at the meeting:

- Jonathan Snyder, US Fish and Wildlife Service
- David Mayer, California Department of Fish and Wildlife
- Eric Dymmel, Alternate, California Department of Parks and Recreation
- Stacy Blackwood, County of Orange
- Steve LaMar, Irvine Ranch Water District
- Diane Doesserich, Metropolitan Water District
- Travis Huxman, University of California, Irvine
- Valarie McFall, Transportation Corridor Agencies
- Dean Kirk, Irvine Company
- Nancy Gardner, City of Newport Beach
- Michael Recuperero, At-Large Public Director (Business)
- George Ewan, Orange County Fire Authority
- Tom Maloney, Coastal Greenbelt Authority

The following Directors were recorded as absent:

- Ken Borngrebe, Southern California
- Edison Laurie Hoffman, City of Irvine

Headlands Reserve, LLC  
Garry Brown, At-Large Public Director (Business)  
Thomas Eastman, At-Large Public Director (Recreation)

**II. On a motion by Director Nancy Gardner, which was seconded by Secretary Valarie McFall, the minutes of the September 15, 2016, meeting was approved with abstentions from those who were not present at the meeting.**

**III. Award Honoring the Service of Mark Denny**

President LaMar invited Mark Denny to join him in front of the Board of Directors to be recognized for his service to the organization as a director and president, representing the County of Orange, since 2009.

**IV. Investment Report: 3<sup>rd</sup> Quarter 2016**

Daniel Schoessow, Senior Vice President and Senior Investment Officer of Northern Trust, reported on the investment performance of the Endowment, Acquisition and Restoration, and Cowbird Funds during the 3<sup>rd</sup> Quarter of 2016.

**V. Audited Financial Statements, September 30, 2016**

Michael Barloewen, Partner, Audit & Assurance Services with Windes, presented the audited financial statements for the previous fiscal year to the Board. Mr. Barloewen presented the audit results to the Audit Committee earlier in the month for review and comment. The Audit Committee recommended the report for Board of Directors approval.

**On a motion by Treasurer Dean Kirk, which was seconded by Director Stacy Blackwood, the September 30, 2016, audited financials were approved unanimously.**

**VI. Wildland Reports:**

**A. Update on Regional Issues: NCC Engagement with Invasive Wood Boring Beetles**

Milan Mitrovich, PhD, NCC's Science Coordinator, provided a brief overview of the regional threat to riparian, woodland and landscape trees resulting from the spread of invasive wood boring beetles. Dr. Mitrovich also updated the Board on the coordinated efforts underway to both understand and manage the species throughout Southern California.

**B. 2016 Implementation of the of the Wildland Fire Management Plan**

Danny Fry, NCC's Wildlife Management Coordinator, provided a summary of actions taken in support of the implementation of the approved Wildland Fire Management Plan in 2016.

**VII. Financial Report: November 30, 2016**

President LaMar invited Treasurer Kirk and Executive Director Sulentich to provide an update on the financials. They reminded the Board that every month, other than those in which the board meets, the monthly financials are reviewed and approved by the Executive Committee.

The financials were summarized emphasizing that the report reflects only a two month view of the fiscal year.

**On a motion by Secretary McFall, which was seconded by Treasurer Kirk, the November 30, 2016, financial report was approved unanimously.**

**VIII. Governance**

Executive Director Sulentich reported that NCC Bylaws require that all officers newly appointed by the president shall be confirmed by a vote of the full Board of Directors. Former President Denny appointed before his resignation the following directors to serve as officers: Steve LaMar as President; Diane Doesserich as Vice President, and Dean Kirk as Treasurer.

**On a motion by Director Blackwood, which was seconded by Secretary McFall, Directors LaMar, Doesserich and Kirk, were confirmed as President, Vice President and Treasurer respectively. The vote was unanimously.**

Executive Director Sulentich reminded the Board that the NCC Bylaws specify that all officers, other than the President, have indefinite terms. The President serves a two-year term and is eligible to serve multiple terms based on the mutual interest of the office holder and the Board of Directors.

President LaMar, duly confirmed by the NCC Board, has agreed to serve as President for the 2016 – 2018 term.

**On a motion by Director Blackwood, which was seconded by Secretary McFall, Steve Lamar was approved as Board President unanimously for the 2016 – 2018 term.**

Executive Director Sulentich reported that with a change in officers comes a change in signature authority on accounts with financial institutions. A resolution is required to remove the signature authority from the former president and treasurer and add the current officers. Northern Trust requires the following Board resolution:

RESOLUTIONS

The Corporation named on this resolution resolves that,

- (1) The Financial Institution is designated as a depository for the funds of the Corporation and to provide other financial accommodations indicated in this resolution.
- (2) This resolution shall continue to have effect until express written notice of its rescission or modification has been received and recorded by the Financial Institution. Any and all prior resolutions adopted by the Board of Directors of the Corporation and certified to the Financial Institution as governing the operation of this corporation's account(s), are in full force and effect, until the Financial Institution receives and acknowledges an express written notice of its revocation, modification or replacement. Any revocation, modification or replacement of a resolution must be accompanied by documentation, satisfactory to the Financial Institution, establishing the authority for the changes.
- (3) The signature of an Agent on this resolution is conclusive evidence of their authority to act on behalf of the Corporation. Any Agent, so long as they act in a representative capacity as an Agent of the Corporation, is authorized to make any and all other contracts, agreements, stipulations and orders which they may deem advisable for the effective exercise of the powers indicated on page one, from time to time with the Financial Institution, subject to any restrictions on this resolution or otherwise agreed to in writing.
- (4) All transactions, if any, with respect to any deposits, withdrawals, redcounts and borrowings by or on behalf of the Corporation with the Financial Institution prior to the adoption of this resolution are hereby ratified, approved and confirmed.
- (5) The Corporation agrees to the terms and conditions of any account agreement, properly opened by any Agent of the Corporation. The Corporation authorizes the Financial Institution, at any time, to charge the Corporation for all checks, drafts, or other orders, for the payment of money, that are drawn on the Financial Institution, so long as they contain the required number of signatures for this purpose.
- (6) The Corporation acknowledges and agrees that the Financial Institution may furnish at its discretion automated access devices to Agents of the Corporation to facilitate those powers authorized by this resolution or other resolutions in effect at the time of issuance. The term "automated access device" includes, but is not limited to, credit cards, automated teller machines (ATM), and debit cards.
- (7) The Corporation acknowledges and agrees that the Financial Institution may rely on alternative signature and verification codes issued to or obtained from the Agent named on this resolution. The term "alternative signature and verification codes" includes, but is not limited to, facsimile signatures on file with the Financial Institution, personal identification numbers (PIN), and digital signatures. If a facsimile signature specimen has been provided on this resolution, (or that are filed separately by the Corporation with the Financial Institution from time to time) the Financial Institution is authorized to treat the facsimile signature as the signature of the Agent(s) regardless of by whom or by what means the facsimile signature may have been affixed so long as it resembles the facsimile signature specimen on file. The Corporation authorizes each Agent to have custody of the Corporation's private key used to create a digital signature and to request issuance of a certificate listing the corresponding public key. The Financial Institution shall have no responsibility or liability for unauthorized use of alternative signature and verification codes unless otherwise agreed in writing.

Pennsylvania. The designation of an Agent does not create a power of attorney; therefore, Agents are not subject to the provisions of 20 Pa.C.S.A. Section 5601 et seq. (Chapter 56; Decedents, Estates and Fiduciaries Code) unless the agency was created by a separate power of attorney. Any provision that assigns Financial Institution rights to act on behalf of any person or entity is not subject to the provisions of 20 Pa.C.S.A. Section 5601 et seq. (Chapter 56; Decedents, Estates and Fiduciaries Code).

EFFECT ON PREVIOUS RESOLUTIONS This resolution supersedes resolution dated 06/19/2014 . If not completed, all resolutions remain in effect.

CERTIFICATION OF AUTHORITY

I further certify that the Board of Directors of the Corporation has, and at the time of adoption of this resolution had, full power and lawful authority to adopt the resolutions on page 2 and to confer the powers granted above to the persons named who have full power and lawful authority to exercise the same. (Apply seal below where appropriate.)

If checked, the Corporation is a non-profit corporation.

In Witness Whereof, I have subscribed my name to this document and affixed the seal of the Corporation on \_\_\_\_\_ (date).

Attest by One Other Officer  
James M Sulentic

Secretary  
Valarie McFall

**On a motion by Director Blackwood, which was seconded by Secretary McFall, the Resolution was approved by the Board of Directors unanimously.**

**IX. Committee Reports**

President LaMar called Board members' attention to the committee meeting minutes included in the meeting packet. He invited committee chairs to provide additional information.

**X. Executive Director's Report and Strategic Plan Update**

Given the length of the meeting and the dwindling quorum, the executive director suggested to the President that the report be abbreviated to allow for the Board of Directors to go into closed session to conduct yearend staff evaluations. The suggestion was approved.

**IX. Oral Communications**

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President LaMar asked the Board and public in attendance if there were any oral communications. None was offered.

**X. Adjournment and Closed Session**

The public meeting was adjourned at 2:48 p.m. The Board of Directors went into closed session.

Respectfully submitted, \_\_\_\_\_  
*James Sulentich, Executive Director*

ATTEST: \_\_\_\_\_  
*Mark Denny, President*