



MINUTES

UPPER TRINITY CONSERVATION TRUST MEETING OF THE BOARD OF TRUSTEES

MARCH 8, 2012

REGULAR SESSION BOARD MEETING:

1. Call to Order.

The Board of Trustees of the Upper Trinity Conservation Trust convened with President Trent Lewis presiding at 8:45 AM on Thursday, March 8, 2012, in the Board Room of Upper Trinity Regional Water District at 900 N. Kealy, Lewisville, Texas.

2. Roll Call and Certification of Quorum.

The attendance of the Trustees was taken. A quorum was present for the meeting.

Trustees in Attendance:

Trent Lewis, Place 7, President
Doug Franklin, Place 4
Ken Dickson, Place 8

Thomas Muir, Place 6, Vice President
Robert Harpool, Place 5

Trustees Absent:

Janet Aune, Place 2, Secretary/Treasurer
Bruce Arledge, Place 3

Shirley Haisler, Place 1
Don Hill, Place 9

Staff & Advisors of Upper Trinity Regional Water District in Attendance:

Jason Pierce, Manager / Watershed & Contract Services
Nancy Tam, Assistant to Executive Director
Brenda Scott, Sr. Executive Secretary
Olu Ososanya, Staff Accountant

3. Pledge of Allegiance and Invocation.

Thomas Muir led the Pledge of Allegiance. Trent Lewis provided the Invocation.

4. Receive Report from Staff concerning on-going activities of the Trust.

Jason Pierce reported on the following:

- Recently, staff mailed invitations to all Members and Customers of Upper Trinity Regional Water District, as well as those individuals who attended the Watershed Partners Breakfast in November, soliciting their participation in the Watershed Partners Program. To date, two entities have enrolled as Sustaining Partners and two individuals have enrolled as Contributing Partners.
- On May 31, the term of three Trustees will expire:

Place 2 – Janet Aune
Place 4 – Doug Franklin
Place 9 – Don Hill

Per the Bylaws, Place 2 and Place 4 are to be appointed by the Board of Directors of UTRWD. This is the end of their initial term, and the new term will be for the standard full three-year term. If the Trustees are willing to serve again, Staff will present the reappointments at the April UTRWD Board meeting.

Place 9 is to be appointed by the Trust Board. This reappointment will be placed on the next Trust meeting agenda for consideration.

- The Trust was invited to a meeting hosted by the Meadows Foundation and the Dixon Water Foundation on March 23, 2012. Robert Potts, with the Dixon Water Foundation, hosted a round-table meeting to discuss the challenges land trusts face in carrying out their mission, including funding opportunities. Several other land trusts were represented.

5. Adopt minutes of January 12, 2012 Trust Board Meeting.

Thomas Muir made a motion to approve the minutes as written. Seconded by Doug Franklin. The votes were unanimous. Motion carried.

6. Consider approval of invoice from Upper Trinity Regional Water District for reimbursement of prior cost incurred by Trust and authorize payment thereof.

The invoice from UTRWD was presented and discussed. The expenditures incurred by UTRWD during the first quarter of the fiscal year are for salaries, memberships, public information, and conferences.

Dr. Ken Dickson made a motion to approve payment of Invoice No: W1201UTCT to the District. Seconded by Thomas Muir. Votes were unanimous. Motion carried.

7. Discuss draft policy regarding attendance of Board Members at regular meetings of the Board of Trustees and take appropriate action.

At the January 12, 2012 Board meeting, an agenda item was requested to discuss how to encourage regular attendance at Board meetings. Staff shared a draft policy regarding Board attendance. The draft policy was prepared using a similar policy from the UTRWD Board of Directors, as well as guidance from the Land Trust Alliance. The Board discussed the proposed draft policy. Dr. Dickson asked about participating in a Board meeting via telephone or internet. He stated there might be times when Trustees are unable to physically attend the meetings, but could participate by telephone or internet.

Thomas Muir made a motion to approve the Board Attendance policy, with the additional provision that phone and internet conferencing would be considered as attending the Trust Board meetings. Seconded by Dr. Ken Dickson. The votes were unanimous. Motion passed.

8. Receive Report from Board Trustees and Staff regarding recent TLTC statewide conference.

President Lewis asked for a report from those attending the TLTC Conference.

- Bob Harpool reported that the conference was well attended and worthwhile. This year, the sessions focused more on land trust evaluations and drafting sound conservation easements - - a little more technical from a legal and accounting perspective. One speaker discussed Board development. Overall, it was a good session.
- Dr. Dickson enjoyed the conference, especially the sessions dealing with fundraising. It was interesting and insightful in terms of the speaker's concept of how fundraising should be approached. There was a lot of emphasis on trusts being able to raise funds.

9. Review status of the Trust's application with the IRS for tax-exempt status, and consider adoption of a sample conservation easement agreement.

Staff is currently working on the response to the IRS' second request for information. The Trust had previously submitted a sample conservation easement agreement as part of its response to IRS' first request for information. However, Staff prepared an updated sample conservation easement agreement using a model provided by Guadalupe Blanco as a guide. This updated easement agreement addresses how to deal with a new landowner that has bought property with an existing conservation easement, and what happens if the landowner wants to do something that contradicts the provisions of the easement. The Board reviewed and discussed the updated sample conservation easement agreement. The sample agreement contains the required standard provisions, and is flexible to enable the Trust and landowner to negotiate specifics based on the unique circumstances of each transaction. Staff recommended approval of draft conservation easement agreement.

Thomas Muir moved for approval of the sample conservation agreement for purposes of corresponding with the IRS as an indication of our future intent. Seconded by Trent Lewis. The vote was unanimous. Motion carried.

10. Discuss progress concerning activities and goals in the Trust's Annual Work Program Guidelines.

Progress is being made to enroll partners into the Watershed partners Program; and, staff is making plans for another partner's breakfast meeting late in 2012. Staff is still working with the consultant to finish the website, which is taking a little more time.

11. Receive report from Committees and take appropriate action.

A. Development Committee

No report.

B. Acquisition Committee

No report.

C. Promotions / Events Committee

The date for the 2012 Conservation Development Symposium will be Thursday, May 10, from 9 a.m. to 5 p.m. in the Board Room of UTRWD. Randall Arendt will be the keynote speaker. The Promotions Committee has reviewed the marketing material. Staff is working to obtain sponsors; and, Trustees were asked to solicit as well. Registration will be online; however, phone registration will be accepted. Topics for the symposium will generally focus on conservation development, but will also emphasize watershed protection.

12. Confirm date, time and location of next meeting.

Given that the next regular Board meeting is May 10, the date of the 2012 Conservation Development Symposium, the next meeting was postponed until June.

13. Review agenda items, activities and announcements for future Board Meeting.

- Inviting Robert Potts, Executive Director of the Dixon Water Foundation, to discuss the Foundation and explore opportunities for collaboration.
- Board Development

14. Visitor Comments.

None.

15. Adjournment.

Trent Lewis made a motion to adjourn the meeting. Seconded by Doug Franklin. The meeting was adjourned at 10:45 A.M.

Recorded By:



Brenda Scott, Asst. Secretary
Upper Trinity Conservation Trust

Certified By:



~~Dr. Janet Aune, Secretary / Treasurer~~ TRENT LEWIS, PRESIDENT
Upper Trinity Conservation Trust