

MINUTE ITEM
This Calendar Item No. 43
was approved as Minute Item
No. 43 by the State Lands
Commission by a vote of 2
to 0 at its 12/12/89
meeting.

CALENDAR ITEM

A. 58
S 37
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43

12/12/89
W 30029
PRC 4735
R 00286
Trout
Gorfain
Fossun

APPROVE COMMISSION MEMBERSHIP AND DESIGNATE ITS
REPRESENTATIVE TO THE BOARD OF DIRECTORS OF
THE NEWLY FORMED BOLSA CHICA CONSERVANCY

APPLICANT: State Lands Commission
1807 - 13th Street
Sacramento, California 95814

BACKGROUND:

On May 22, 1989, the Bolsa Chica Planning Coalition (Coalition) adopted a Concept Plan as an alternative to the Bolsa Chica Land Use Plan conditionally certified by the California Coastal Commission in January 1986. The Coalition's Executive Committee is comprised of representatives of the County of Orange, City of Huntington Beach, Signal Landmark, Amigos de Bolsa Chica, and the State Lands Commission. Additional members of the Coalition include other affected local, State and federal agencies, other landowners and a broad range of interested citizen organizations.

As an adjunct to its Concept Plan, the Coalition adopted a set of "Support Policies for Plan Components." Among these is the provision that:

1. A Conservancy will be formed to monitor the restoration effort at Bolsa Chica, to establish an educational/administrative facility, and will be managed by a board of directors.

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2. Coalition members will constitute the initial members of the Conservancy's board of directors. A board of trustees will be formed to assist the board of directors in an advisory capacity. The board of trustees should include members from the fields of education, business, finance, environmental concerns, local citizens, and other interested public or private agencies.
3. The State Coastal Conservancy will be requested to assist in the formation of such a Conservancy."

The early formation of a conservancy could have substantial public benefit as the Coalition proceeds to have its plan adopted by the appropriate public agencies. Accordingly, Signal Landmark, at the urging of the Amigos de Bolsa Chica, offered its assistance in filing Articles of Incorporation for "The Bolsa Chica Conservancy" to be organized under the Nonprofit Public Benefit Corporation Law for charitable purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code.

The specific purposes for which this corporation is being organized include, but are not limited to, the preservation, restoration, and enhancement of Bolsa Chica for fish and wildlife habitat, and wetland and estuarine resources and their uses for scientific, historic, educational, ecological, recreational, scenic and open space opportunities. All activities of the Bolsa Chica Conservancy shall be consistent with and supportive of the State Department of Fish and Game's management of the expanded Bolsa Chica Ecological Reserve.

In order to file the Articles of Incorporation, it is necessary to name the members of the organization's Board of Directors. It is proposed that the Conservancy's Board will be comprised of the existing five members of the Coalition's Executive Committee.

Since its formation in October 1988, James F. Trout, the Commission's Assistant Executive Officer and Daniel Gorfain, Senior Staff Manager, Division of Research and Planning, have represented the Commission on the Bolsa Chica Planning Coalition. Staff recommends that this representation be reaffirmed for the Commission's participation on the board of the Bolsa Chica Conservancy.

AB 884: N/A.

CALENDAR ITEM NO. A 3 (CONT'D)

OTHER PERTINENT INFORMATION:

1. Pursuant to the Commission's delegation of authority and the State CEQA Guidelines (14 Cal. Code Regs. 15061), the staff has determined that this activity is exempt from the requirements of the CEQA because the activity is not a "project" as defined by CEQA and the State CEQA Guidelines.

Authority: PRC 21065 and 14 Cal. Code Regs. 15378.

EXHIBITS:

- A. Site Map
- B. Proposed Articles of Incorporation

IT IS RECOMMENDED THAT THE COMMISSION:

1. FIND THAT THE ACTIVITY IS EXEMPT FROM THE REQUIREMENTS OF THE CEQA PURSUANT TO 14 CAL. ADM. CODE 15061 BECAUSE THE ACTIVITY IS NOT A PROJECT AS DEFINED BY PRC 21065 AND 14 CAL. CODE REGS. 15378.
2. AGREE TO PARTICIPATE AS A MEMBER OF THE BOARD OF DIRECTORS OF THE BOLSA CHICA CONSERVANCY ACCORDING TO THE PROPOSED ARTICLES OF INCORPORATION; AND
3. SELECT ITS DESIGNEE(S) ON THE BOLSA CHICA PLANNING COALITION EXECUTIVE COMMITTEE TO SERVE AS ITS REPRESENTATIVE(S) ON THE CONSERVANCY'S BOARD OF DIRECTORS.

BOLSA CHICA LOCATION MAP

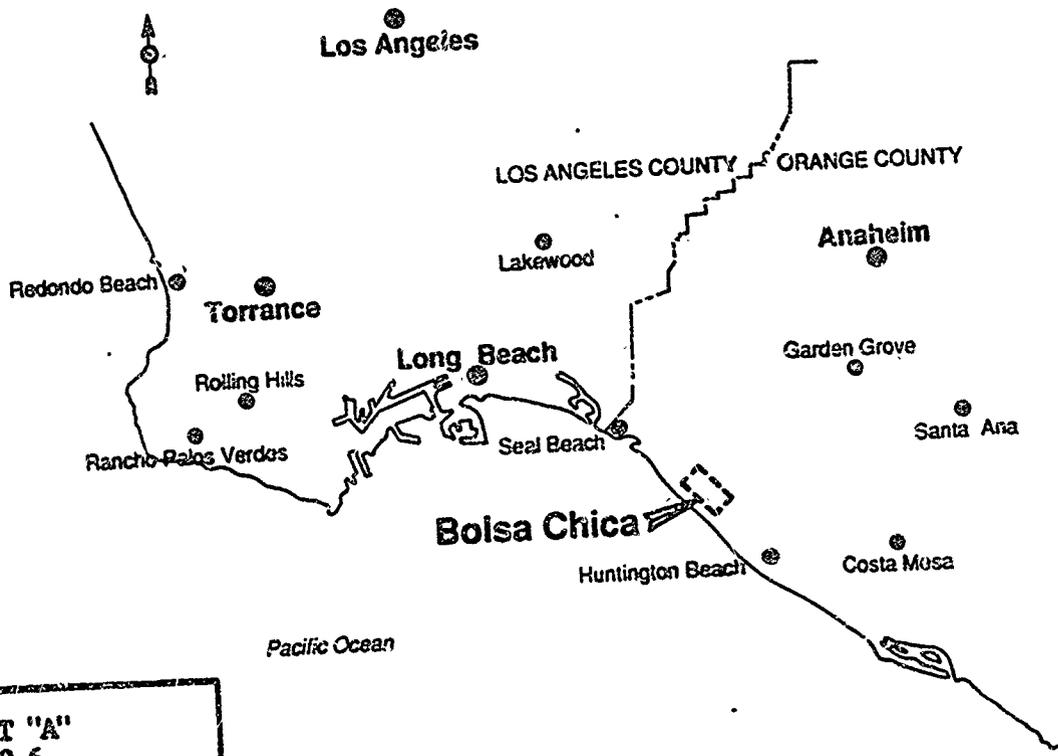


EXHIBIT "A"
W 30029.6



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EXHIBIT "B"

DRAFT

ARTICLES OF INCORPORATION
OF
THE BOLSA CHICA CONSERVANCY

ARTICLE I

The name of this Corporation is: THE BOLSA CHICA CONSERVANCY

ARTICLE II

A. This organization is a nonprofit public benefit corporation and is not organized for the private gain of any person. It is organized under the Nonprofit Public Benefit Corporation Law for charitable purposes.

B. The Specific purpose for which this corporation is organized include, but are not limited to the preservation, restoration and enhancement of Bolsa Chica for scientific, historic, educational, ecological, recreational, wetlands, scenic and open space opportunities.

ARTICLE III

The name and address in this State of California of this Corporation's initial agent for service of process is:

Lucetta Dunn, Esq.
Signal Landmark, Inc.
17890 Skypark Circle
Irvine, California 92714

102389

ARTICLE IV

A. The corporation is organized and operated exclusively for charitable purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code.

B. Notwithstanding any other provision of these Articles, the corporation shall not carry on any other activities not permitted to be carried on (1) by a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code or (2) by a corporation contributions to which are deductible under Section 170(c)(2) of said Code, or the corresponding provisions of any future statute of the United States.

C. No substantial part of the activities of this corporation shall consist of carrying on propaganda or otherwise attempting to influence legislation; nor shall the corporation participate or intervene in any political campaign (including the publishing or distribution of statements) on behalf of any candidate for public office.

ARTICLE V

A. The names and address of the persons designated to act as the initial Board of Directors of this corporation are:

Harriet M. Wieder
Orange County Board of Supervisors
10 Civic Center Plaza, 5th Floor
Santa Ana, California 92702

James Trout
California State Lands Commission
1907 13th Street
Sacramento, California 95814

Peter Green
Huntington Beach City Council
2000 Main
P.O. Box 190
Huntington Beach, California 92648

Shirley Dettloff
Amigos de Bolsa Chica
15545 Computer Lane
Huntington Beach, California 92648

Peter Denniston
Signal Landmark, Inc.
17890 Skypark Circle
Irvine, California 92714

ARTICLE VI

A. The property of this Corporation is irrevocably dedicated to charitable purposes and no part of the net income or assets of the corporation shall ever inure to the benefit of any director, trustee, member or officer of this corporation, or to any private person.

B. Upon the dissolution or winding up of the corporation, any assets remaining after payment of, or provision for payment of, all debts and liabilities shall be distributed to a governmental entity described in Section 170(b)(1)(A)(v) of the Internal Revenue Code, or to a nonprofit fund, foundation, or corporation which is organized and operated exclusively for charitable

purposes, which has established its tax exempt status under Section 501(c)(3) of the Internal Revenue Code, and which is qualified to receive "qualified conservation contributions") within the meaning of Section 170(h) of said Code, or the corresponding provisions of any future statute of the United States.

C. In the event of a liquidation of this corporation, all corporate assets shall be disposed of in such a manner as may be directed by decree of the superior court for the county in which the corporation has its principal office, on petition therefor by the Attorney General or by any person concerned in the dissolution, in a proceeding to which the Attorney General is a party.

IN WITNESS WHEREOF, the undersigned, being the Incorporators of THE BOLD CHICA CONSERVANCY and the initial directors named in these Articles of Incorporation on _____, 1989.

DRAFT

DECLARATION

We are the persons whose names are subscribed below. We collectively are all of the incorporators of THE BOLSA CHICA CONSERVANCY and all of the initial directors named in the Articles of Incorporation, and we have executed these Articles of Incorporation. The foregoing Articles of Incorporation are our act and deed, jointly and severally.

Executed on _____, 1989, at _____, California.

DRAFT