



San Dieguito River Park
Joint Powers Authority
18372 Sycamore Creek Road
Escondido, CA 92025
(858) 674-2270 Fax (858) 674-2280
www.sdrp.org

**JOINT POWERS
AUTHORITY BOARD OF
DIRECTORS**

Chair Dwight Worden
Del Mar City Council

Vice-Chair Dave Grosch
Poway City Council

Tina Inscoe
Escondido City Council

Joe LaCava
San Diego City Council

Marni von Wilpert
San Diego City Council

Joel Anderson
Supervisor, County of San Diego

Terra Lawson-Remer
Supervisor, County of San Diego

Kelly Harless
Solana Beach City Council

Jeff Barnouw
Citizens Advisory Committee

Dustin Fuller, Ex Officio
22nd District Agricultural
Association

Shawna Anderson
Executive Director

**AGENDA
SAN DIEGUITO RIVER PARK
JOINT POWERS AUTHORITY
VIA TELECONFERENCE ONLY
Friday, November 19, 2021 - 11:00 A.M.**

Pursuant to the State of California Executive Order N-29-20, and in the interest of public health, San Dieguito River Park is temporarily taking actions to reduce the spread of the COVID-19 pandemic by holding the Board Meeting via teleconference. All Board members and staff will be participating remotely.

To Join Zoom Meeting

<https://zoom.us/j/99988232354?pwd=SmRIQ1BPRWZBbVhVVnhXRvprMTJlUT09>

To join this meeting via Teleconference

Please dial: 1-669-900-9128

Meeting ID: 999 8823 2354

Passcode: 440149

Public Participation/Comment: It is highly recommended to call in to the meeting or log in to the waiting room **at least 15 minutes** prior to the commencement of the meeting. Persons wishing to address the Board on matters not on the agenda may do so under Public Comment. Those wishing to speak on items on the agenda may do so when the item is being considered. To make a comment, please use the raise hand feature of Zoom or let the moderator know by using the chat function. You may also participate in the meeting by emailing comments to Christal@sdrp.org by 3:00 p.m. the day prior to the meeting. The subject of your e-mail should clearly state the item number you are commenting on. All comments will be e-mailed to the Board of Directors prior to the start of the meeting. If you desire to have your comment read into the record during the meeting, please note that in the e-mail subject line. Comments may be mailed to the Board, but to be considered, must be received on or before the meeting date. Written comments should be mailed to: San Dieguito River Park, 18372 Sycamore Creek Road, Escondido, CA. 92025.

In compliance with the Americans with Disabilities Act, if you need assistance to participate in this meeting, please contact Christal Ames at 858-674-2270. Please notify Christal at least 48 hours prior to the Board meeting.

Approval of the Minutes of October 15, 2021 (page 3)

Executive Director's Report

Public Comment

This portion of the agenda provides an opportunity for members of the public to address the Board on items of interest within the jurisdiction of the Board and not appearing on today's agenda. Comments relating to items on today's agenda are to be taken at the time the item is heard. Pursuant to the Brown Act, no action shall be taken by the Board on public comment items.

DISCUSSION/ACTION

1. Approval of Resolution 21-5 Authorizing Remote Teleconference Meetings per AB 361 (Page 7)
2. JPA/San Dieguito River Valley Conservancy MOU Amendment (page 11)
3. Two Coast to Crest Trail Gaps in Detail (Sutherland and Hwy 78 to Boden Canyon) (oral)

INFORMATION

4. Project Status Updates
 - a. Osuna Segment of CTC Trail
 - b. San Dieguito Lagoon Phase II Restoration (aka W-19)
5. Coordination Reports (oral)
 - a. San Dieguito River Valley Conservancy
 - b. Friends of the San Dieguito River Valley
 - c. Volcan Mountain Foundation
 - d. San Dieguito Lagoon Committee
 - e. Friends of Sikes Adobe
6. Jurisdictional Status Reports (oral)

An opportunity for the Board members to report on actions taken within their jurisdictions to further the park planning process.

THE NEXT REGULAR JPA MEETING WILL BE December 10, 2021. If you have any questions, please contact Shawna Anderson at shawna@sdrp.org or (858) 674-2270 Ext. 13.

**SAN DIEGUITO RIVER PARK
JOINT POWERS AUTHORITY
Minutes of October 15, 2021**

MEMBERS PRESENT

Dwight Worden – Chair
Dave Grosch – Vice-Chair
Tina Inscoc
Joe LaCava
Marni vonWilpert
Kelly Harless
Phil Pryde
Dustin Fuller
Joel Anderson

REPRESENTING

City of Del Mar
City of Poway
City of Escondido
City of San Diego
City of San Diego
City of Solana Beach
Citizens Advisory Committee
22nd District Agricultural Association
County of San Diego Dist. 2

MEMBERS ABSENT

Terra Lawson-Remer

REPRESENTING

County of San Diego

VISITORS/STAFF PRESENT

Shawna Anderson
Ayden Zielke
Brenda Miller
Christal Ames
Maggie Brown
Trish Boaz
Wayne Brechtel
Kim Wehinger
Carol Kerridge
Chrystal Benham
Rebecca Smith
Quinton Grounds
Emily Kochert
Clem Brown
Brian Elliot
Volcan Mountain Foundation

San Dieguito River Park JPA
San Dieguito River Park JPA
San Dieguito River Park JPA
San Dieguito River Park JPA
Friends of San Dieguito River Valley
San Dieguito River Valley Conservancy
JPA Counsel
City of San Diego
San Dieguito Lagoon Committee
San Diego County Parks
County of San Diego District 3
City of San Diego District 5
San Dieguito River Valley Conservancy
City of Del Mar

Introduction and Announcements

Chair Worden convened the meeting at 11:00 a.m. A roll call was taken and a quorum of 8 Boardmembers were present to begin the meeting.

Chair Worden advised that he would proceed out of order to first pull up Agenda Item 1, Approval of Resolution 21-3.

1. Approval of Resolution 21-3 Authorizing Remote Teleconference Meetings per AB 361

Recommendation: *Adopt Resolution 21-3, Authorizing Remote Teleconference Meetings*

Counsel Brechtel explained that this resolution must be passed first, before remote meeting can be held. He explained that on September 30, 2021 the State's Brown Act authorization to hold virtual meetings expired, however the Governor's Declaration of Emergency caused by Covid-19 did not expire. The Resolution would allow the JPA to conduct their board meetings remotely for a maximum of 30 days. Brechtel explained that the new rule means the JPA must adopt the resolution at the beginning of each monthly board meeting, to continue board meetings in a virtual format, or elect to conduct meetings in person. Boardmember Harless made the motion to adopt the Resolution, Boardmember Anderson seconded the motion.

Public Comment - No Public Comments

Yes votes: Anderson, Pryde, Grosch, Harless, Inscoc, LaCava, vonWilpert, Worden
Absent: Lawson-Remer

Approval of Minutes of September 17, 2021

Boardmember LaCava made the motion to approve the minutes of September 17, 2021. Boardmember Inscoc seconded the motion. There was no public comment. A roll call vote was taken.

Yes votes: Pryde, Anderson, Harless, Inscoc, LaCava, von Wilpert, Worden, Grosch
Absent: Lawson-Remer

Executive Directors Report – Executive Director Shawna Anderson reported that SDRP Volunteer Trainings have ramped up and had great attendance during the month. JPA submitted an application for Covid-19 Relief Funding. Application was also submitted for California State Parks Outdoor Equity Grant for the Escondido Explorers in partnership with the Watershed Explorers program team and Escondido Library. Requested \$261,000 with awards to be announced Spring 2022. JPA staff is coordinating with Surf Cup representatives and Boardmember LaCava's office for a volunteer trail building event, date and details are being worked out. Staff is continuing their search for potential new operator for Sikes Farmer's Market.

Public Comment–Clem Brown, Emergency Manager with City of Del Mar, City Manager's Office. Provided update and summary of emergency response by Incident Command regarding the October 2nd oil link off the coast of Huntington Beach. Mr. Brown summarized the findings at Del Mar's North Beach of tar balls and other effects of the oil leak. A coordinated assessment and clean up team was mobilized to assess and clean tar balls off beaches from Orange County to the US/Mexico border, booms placed at lagoon inlets to prevent oil from entering lagoons. , Mr. Brown reported that the APCD is testing air quality, all beaches remain open, and that the County DEH has confirmed that there has been no health impact, and that a boom to catch oil balls was being placed at Lagoon. Dustin Fuller relayed the information that the OES and CA Fish & Wildlife called for assistance to provide a staging area for vehicles and materials at the Fairgrounds needed for this placement and testing.

DISCUSSION/ACTION AGENDA

2. Resolution Appreciation for Outstanding Public Service – Brenda Miller

Words of thanks and appreciation for Brenda's long-term office management, leadership, loyalty, friendship and dedication to the San Dieguito River Park JPA were expressed by Chair Worden reading Resolution 21-4. In addition to the reading, the office of Tara Lawson-Reamer presented Brenda Miller with a "Recognition of Retirement". Boardmember Grosch moved to adopt the Resolution and was seconded by Boardmember Harless.

Public Comment - No Public Comments

Yes votes: Anderson, Pryde, Grosch, Harless, Inscoc, LaCava, von Wilpert, Worden
Absent: Anderson, Lawson-Reamer, von Wilpert

3. Coast to Crest Trail gap status (oral)

Executive Director Shawna Anderson gave a detailed presentation outlining the location and size of the existing gaps in the unfinished Coast to Crest Trail, their status, and future tasks needed to complete the regional trail. The presentation is hoped to draw more attention, enthusiasm and engagement on the filling of these trail gaps, and to explain how park users and supporters can help and what is needed to accomplish the goal. Chair Worden suggested Ms. Anderson provide a follow-up to provide an action plan targeted by jurisdictional area, so each Boardmember would know the gaps that are in their own area of jurisdiction. Director Anderson stated that she will follow up with that information.

Public Comment – No Public Comment

INFORMATION

4 Project Status Updates

- a. **Osuna Segment of CTC Trail -** Executive Director Shawna Anderson stated that engineering and environmental work is currently underway on the Osuna trail segment and permit applications are anticipated to be filed soon. Staff is also conducting community outreach for the project in October and November. .
- b. **San Dieguito Lagoon W-19 Restoration -** Executive Director Shawna Anderson summarized the status of the project and is working with SANDAG staff on a plan for community outreach prior to construction start. Caltrans' contractor is scheduled to start construction on December 2, 2021.

5. Coordination Reports (oral)

a. San Dieguito River Valley Conservancy- Executive Director Trish Boaz stated that the River Valley Fest is coming up November 7, 2021, from 4-7pm at the San Diego Del Mar Hilton. -The River Path Del Mar is also moving forward.

b. Friends of the San Dieguito River Valley- no report

c. Volcan Mountain Preserve Foundation – no report

d. San Dieguito Lagoon Committee- no report

e. Friends of Sikes Adobe- No Report

- 6. Jurisdictional Status Reports** – Boardmember Inscoe expressed her support for the partnership with the Escondido Library and the Watershed Explorers Program. Chair Worden commented that the River Path Del Mar is underway in the 3rd phase, permit process is in motion. This phase of the River Path trail will connect the Grand Avenue Overlook with Crest Canyon. Quarterly meetings between the JPA Chair and President of the Conservancy and directors of both organizations are under way, two have been held so far, and going well.

Chair Worden adjourned the meeting at 12:10 pm.

These minutes approved by Board action.

Date

Executive Director

TO: JPA Board

FROM: Staff

SUBJECT: Resolution regarding Virtual Teleconference Meetings

RECOMMENDATION:

Adopt Resolution 21-5 to continue virtual meetings in November 2021.

SITUATION:

As explained and discussed at your October 2021 board meeting, Assembly Bill 361 amended provisions of the Ralph M. Brown Act (Cal. Gov. Code 54950 et seq.) during a state of emergency proclaimed by the Governor to provide local agencies with authority to continue holding virtual meetings after making certain findings. At your 10/15/21 meeting, your board passed Resolution 21-3 authorizing the JPA to continue holding virtual board meetings. However, resolutions approving virtual meetings pursuant to AB 361 automatically expire after 30 days unless renewed. Thus, Resolution 21-5 is now before your board as a renewal to continue virtual meetings for another 30 days should you elect to do so.

CAC RECOMMENDATION

The CAC is a legislative body of the JPA that must comply with the same Brown Act rules as the JPA Board regarding virtual meetings. The CAC meetings have been held virtually since April 2020. The November CAC meeting was held virtually with JPA authorization passed by Resolution 21-3. If the JPA Board does not adopt Resolution 21-5 to authorize virtual meetings for another 30 days, then the CAC would have the option to either hold their next meeting in person or cancel the meeting.

FISCAL IMPACT

This situation would not pose a fiscal impact to the JPA.

ALTERNATIVES

1. Adopt Resolution 21-5 approving continuation of virtual meetings based upon a finding that as a result of the COVID-19 emergency, meeting in person would present imminent risks to the health or safety of attendees;

2. Do not adopt Resolution 21-5, and instead, set a date for an in-person meeting and adjourn.

Respectfully submitted,

Shawna Anderson
Executive Director

Attachments:

1. Draft Resolution 21-5

RESOLUTION NO. 21-5

**A RESOLUTION OF THE BOARD OF DIRECTORS OF THE SAN DIEGUITO RIVER
VALLEY REGIONAL OPEN SPACE PARK JOINT POWERS AUTHORITY
AUTHORIZING REMOTE TELECONFERENCE MEETINGS DUE TO THE
DECLARED STATE EMERGENCY RESULTING FROM THE COVID-19 PANDEMIC**

WHEREAS, the San Dieguito River Valley Regional Open Space Joint Powers Authority (JPA) is committed to ensuring public access and participation in meetings of its legislative bodies; and

WHEREAS, all meetings of the JPA Board of Directors (Board of Directors) and the JPA's other legislative bodies are open and public, as required by the Ralph M. Brown Act (Cal. Gov. Code 54950 – 54963), so that any member of the public may attend, participate, and watch the legislative bodies conduct their business; and

WHEREAS, the Brown Act, Government Code section 54953(e), makes provisions for remote teleconference meetings by members of a legislative body, without compliance with the requirements of Government Code section 54953(b)(3), during a proclaimed state of emergency, subject to specified conditions; and

WHEREAS, on March 4, 2020, the Governor of California issued a Proclamation declaring a state of emergency pursuant to Government Code section 8625 due to the COVID-19 pandemic that remains in effect; and

WHEREAS, COVID-19 can result in serious illness or death; and

WHEREAS, COVID-19 spreads effectively in indoor settings when multiple people are present,

NOW, THEREFORE, THE BOARD OF DIRECTORS FOR THE SAN DIEGUITO RIVER VALLEY REGIONAL OPEN SPACE PARK JOINT POWERS AUTHORITY HEREBY FINDS AND RESOLVES AS FOLLOWS:

1. The above recitations are true and correct.
2. The Board has reconsidered the circumstances of the COVID-19 pandemic state of emergency and finds that it continues to directly impact the ability of members to meet in person due to the risk of serious illness or death from the disease, and the ability of the disease to spread efficiently when multiple people are present, Board finds that meeting in person would present imminent risks to the health and safety of attendees.
3. Accordingly, the Board elects to continue holding legislative meetings telephonically pursuant to the alternative procedures authorized by Government Code section 54953(e).

Agenda Item 1
November 19, 2021

4. The Executive Director is hereby authorized and directed to take all actions necessary to carry out the intent and purpose of this Resolution including, conducting open and public meetings in accordance with Government Code section 54953(e) and other applicable provisions of the Brown Act.

5. This Resolution shall take effect immediately upon its adoption and shall be effective until the earlier of (i) November 14, 2021, or such time the Board of Directors adopts a subsequent resolution in accordance with Government Code section 54953(e)(3) to extend the time during which the legislative bodies of the JPA may continue to teleconference without compliance with paragraph (3) of subdivision (b) of section 54953.

PASSED AND ADOPTED at a meeting of the Board of Directors of the San Dieguito River Valley Regional Open Space Park Joint Power Authority held October 15, 2021 by the following vote:

AYES:

NOES:

ABSENT:

ABSTAIN:

ATTEST:

TO: JPA Board

FROM: Staff

SUBJECT: Second Amended MOU between JPA and San Dieguito River Valley Conservancy

RECOMMENDATION:

Approve Second Amended MOU between JPA and Conservancy.

SITUATION:

In 2000, the JPA and San Dieguito River Valley Conservancy (Conservancy) signed a Memorandum of Understanding (MOU) to facilitate a cooperative working relationship and clarify shared funding and membership procedures. The MOU was amended in 2014, although several of the MOU terms are again outdated and require updating. This Second Amended MOU is being considered for approval by both organizations' boards of directors (Attachment 1).

BACKGROUND:

The JPA and Conservancy boards agreed last year that although both organizations coordinate activities and education, it would be advantageous for the board chairs and directors of both organizations to meet quarterly to further enhance a cooperative working relationship to serve the common goals of both organizations. Two meetings have been held thus far and it was determined that the 2014 MOU (Attachment 2) should be updated to accurately reflect current procedures.

Both board chairs and directors worked together on the MOU revisions and support the draft amended MOU. The Conservancy board of directors plans to consider and vote on this amended MOU at their November 17th meeting and the results will be reported at this JPA board meeting.

CAC RECOMMENDATION

The CAC has not reviewed the amended MOU. However, the CAC supports the cooperative working relationship between the JPA and Conservancy.

Respectfully submitted,

Agenda Item 2
November 19, 2021

Shawna Anderson
Executive Director

Attachments:

1. Second Amended MOU final draft
2. Amended MOU, adopted 2014

**SECOND AMENDED MEMORANDUM OF UNDERSTANDING BETWEEN
THE SAN DIEGUITO RIVER VALLEY REGIONAL OPEN SPACE PARK
JOINT POWERS AUTHORITY AND
THE SAN DIEGUITO RIVER VALLEY LAND CONSERVANCY**

This Second Amended Memorandum of Understanding ("MOU") amends and replaces, in its entirety, the First Amended Memorandum of Understanding between the San Dieguito River Valley Regional Open Space Park Joint Powers Authority ("JPA") and the San Dieguito River Valley Land Conservancy ("Conservancy") which was approved and executed by both parties on September 2, 2014 (1st Amended MOU) with reference to the following facts:

WHEREAS, the JPA is a governmental entity comprised of the County of San Diego and the cities of San Diego, Poway, Escondido, Del Mar, and Solana Beach organized and operating under the laws of California and pursuant to the JPA's Joint Exercise of Powers Agreement for the purpose, generally, of furthering and promoting an open space/natural habitat park in the San Dieguito River Valley as specified in more detail in the JPA Agreement; and

WHEREAS, the Conservancy is a non-profit, public benefit corporation duly organized and existing pursuant to the laws of California, and pursuant to Section 501(c)(3) of the federal Internal Revenue Code, for the purpose, generally, of furthering and promoting an open space/natural habitat park in the San Dieguito River Valley as specified in more detail in the Conservancy's Articles of Incorporation and Bylaws; and

WHEREAS, the parties agree that the 1st Amended MOU has facilitated a cost effective and cooperative working relationship between the JPA and Conservancy, but that an updated agreement is appropriate at this time to better serve their common goals and objectives;

NOW, THEREFORE, the parties agree to cooperate as follows:

1. Conservancy Membership Solicitations.

The parties agree that with respect to each new Conservancy membership fee, or renewal thereof, received after the effective date of this MOU, the Conservancy shall return Two Dollars (\$2.00) to the JPA and shall retain the balance for River Park purposes.

a. All direct mail (including email, text, and social media) fundraising solicitations related to Conservancy membership, except as provided below, shall be spearheaded by the Conservancy.

b. The JPA shall forward any inquiries it receives about Conservancy memberships to the Conservancy. The JPA will forward any membership donations to the Conservancy.

2. Fundraising and Donation Solicitations.

a. It is the intent of the parties that when possible and efficient they will engage in joint fundraising campaigns for projects and activities that meet both of their missions.

b. Individuals who wish to donate funds restricted for certain purposes including land acquisition, an endowment fund, construction/maintenance of the Coast to Crest Trail, or park improvements, will be advised of the option to donate to either the Conservancy or JPA. Handling of funds will be governed by the policies of the selected agency.

c. A joint contact list has been created in Constant Contact. This list will be accessible for use and maintained by both organizations.

3. Fiscal Responsibility

The Conservancy shall keep accurate books and accounts of all donations and memberships received and provide information to the JPA upon its request.

4. Coordination

The JPA Board provides an opportunity at its Board meetings for representatives of the Conservancy to report on its activities. In addition, coordination at the staff level is ongoing. The Board of Directors and staff of each organization will cooperate in a manner they deem appropriate including regular or occasional meetings.

5. Amendment

This MOU may be amended and updated at any time by agreement of the parties.

6. Termination

Either party may terminate this MOU at any time upon thirty (30) days written notice to the other. The JPA and Conservancy will transfer any funds they hold, on behalf of the other party, at the time of termination without penalty of any kind.

7. Effective Date

This MOU shall take effect on the date it has been approved and signed by both parties and, upon taking effect, shall supersede and replace the 1st Amended MOU.

APPROVED by the JPA Board of Directors on _____.

By: _____
Name:
Title:

APPROVED by the Conservancy Board of Directors on _____.

By: _____
Name:
Title:

**AMENDED MEMORANDUM OF UNDERSTANDING
BETWEEN THE SAN DIEGUI TO RIVER VALLEY
REGIONAL OPEN SPACE PARK JOINT POWERS AUTHORITY
AND THE SAN DIEGUI TO RIVER VALLEY LAND CONSERVANCY**

This Amended Memorandum of Understanding ("MOU") amends and replaces, in its entirety, the Memorandum of Understanding between the San Dieguito River Valley Regional Open Space Park Joint Powers Authority ("JPA") and the San Dieguito River Valley Land Conservancy ("Conservancy") which was approved and executed by both parties as of February 18, 2000 ("Original MOU"), with reference to the following facts:

WHEREAS, the JPA is a governmental entity comprised of the County of San Diego and the Cities of San Diego, Poway, Escondido, Del Mar, and Solana Beach organized and operating under the laws of California and pursuant to the JPA's Joint Powers Agreement for the purpose, generally, of furthering and promoting an open space/natural habitat park in the San Dieguito River Valley as specified in more detail in the JPA Agreement; and

WHEREAS, the Conservancy is a non-profit, public benefit corporation duly organized and existing pursuant to the laws of California, and pursuant to Section 501(c)(3) of the federal Internal Revenue Code, for the purpose, generally, of furthering and promoting an open space/natural habitat park in the San Dieguito River Valley as specified in more detail in the Conservancy's Articles of Incorporation and Bylaws; and

WHEREAS, the parties agree that the Original MOU has facilitated a cost effective and cooperative working relationship between the JPA and Conservancy, but that an updated agreement is appropriate at this time to better serve their common goals and objectives;

NOW, THEREFORE, the parties agree to cooperate as follows:

1. Membership and Fundraising Solicitations.

In order to coordinate and most efficiently carry out membership and fundraising efforts, the JPA and the Conservancy agree to the following: (1) the Conservancy shall continue managing the JPA's "Park Partner" membership program and do all member solicitation; (2) all direct mail fundraising solicitations, except as provided below, shall be spearheaded by the Conservancy; and (3) the JPA shall refer any inquiries it receives about new memberships, and shall forward membership fees that may be sent to the JPA, to the Conservancy. It is the intent of these provisions to avoid the same individuals being solicited by both the JPA and the Conservancy, and, instead, to provide that all such solicitations shall be carried out by the Conservancy on behalf of both the Conservancy and the JPA. It is further the purpose to relieve the JPA of the administrative burden and expense of managing a membership program.

2. Sharing of Membership and Donation Solicitations.

The parties agree that with respect to each new membership fee, or renewal thereof, received after the effective date of this MOU, the Conservancy shall return Two Dollars (\$2.00) to the JPA and shall retain the balance for River Park purposes. Individuals who wish to donate additional funds shall be given the option of designating that the funds be used for one of the following purposes: (1) land acquisition, (2) endowment fund (JPA or Conservancy) or (3) trail maintenance and park improvements. Donors will not be required to designate how funds are to be used. Non-designated funds and funds for land acquisition shall be retained by the Conservancy. Funds designated for a JPA endowment fund or trail maintenance and park improvements shall be transferred to the JPA. The parties agree to establish a joint Education Committee composed of Conservancy members or designees and JPA staff, to recommend allocation of resources for education purposes. In addition to the JPA's receipt of these funds, the parties agree that the JPA may request that the Conservancy make available to the JPA, or to JPA programs, such additional funds held by the Conservancy as the JPA shall deem appropriate. The Conservancy agrees to consider such requests in good faith. In the event that the Conservancy shall either decline to make additional funds available to the JPA, or shall fail to respond to a written JPA request for additional funds within thirty (30) calendar days, the JPA shall be free, notwithstanding provisions of this MOU to the contrary, to undertake such direct fundraising and solicitation efforts as the JPA may deem appropriate as an alternative means to raise the monies for the particular project at issue. It is the expectation of the parties that in most situations, to the extent the Conservancy has funds available, they will be made available to the JPA for its River Park programs upon request, but the parties recognize that the Conservancy may in given cases decline such requests. It is the further expectation of the parties that, generally, the JPA will not engage in duplicative fundraising and solicitation efforts, but that in those cases, if any, where the Conservancy declines to make additional funds available, the JPA will be free with respect to that matter to engage in fundraising and solicitation.

3. Mailing Lists.

A. JPA Mailing List.

The JPA and its staff will maintain a JPA mailing list to meet all JPA needs as required by law, the JPA Agreement and JPA policy. To the extent required by California law, the parties recognize that this list or portions of this list may be a public record. To the extent that the JPA's mailing list is a public record, upon request from the Conservancy, copies and updates of such mailing list shall be provided to the Conservancy.

B. Conservancy Mailing List.

The Conservancy shall maintain such mailing lists as it deems necessary for its purposes. It is agreed that the Conservancy will maintain an up to date mailing list for purposes of solicitations, newsletters, announcements of events and activities, and related matters. The parties recognize that the Conservancy is not a government entity and, therefore, that its mailing lists are generally not public records. The parties further recognize that in some cases it may be important to the Conservancy and/or to donors to maintain the confidentiality and privacy of the

names, addresses, donations, etc. of donors, event participants, and members. It is the mutual intent of the parties to this MOU to honor such privacy concerns.

C. Mailings.

The JPA may request that the Conservancy conduct a mailing to the Conservancy's mailing list at any time for a purpose that is consistent with, and in furtherance of, the common goals of the JPA and the Conservancy with respect to the River Park. The parties shall, on a case by case basis, work out the specific details of how such a mailing is to be handled, recognizing that such procedures should not render the Conservancy's mailing list a "public record" subject to public disclosure and that the JPA will cover the actual costs incurred in any mailing undertaken on its behalf. The parties also contemplate that they may undertake joint mailings in some situations where a joint mailing is deemed most beneficial. Such joint mailings shall be conducted by the Conservancy on behalf of both organizations for purposes consistent with the common goals of both organizations. Such joint mailings shall be undertaken in such manner as the parties shall agree upon on a case by case basis, provided that the Conservancy's mailing list shall not be made a public record subject to disclosure, and the parties shall negotiate and agree upon the cost sharing for any such mailing at the time of the mailing.

4. JPA Audit; Conservancy Books and Accounts; Quarterly Report.

The parties understand and acknowledge that the JPA, as a governmental entity, is subject to an annual independent outside audit. The parties agree that the Conservancy will make available any and all information that the JPA's auditor may request in order to complete the required audit.

The Conservancy shall at all times keep accurate books and accounts of all donations and memberships received and of all disbursements and expenditures and shall make the same available for review, inspection and/or audit by the JPA upon reasonable request by the JPA. And, the Conservancy shall report, in writing, at least quarterly to the JPA the following information:

- (1) The number of new members joining since the last preceding report and the total number of members;
- (2) The total amount of membership fees and renewals received since the last report;
- (3) The total amount of funds on hand which could be available for JPA related projects;

5. Land Donations and Other Non-Solicited Receipts.

Routine membership and fund solicitation efforts, through direct mailings, will be carried out as outlined above principally by the Conservancy on behalf of both organizations. With respect to other fundraising activities, including but not limited to solicitation of land or other tangible property donations and offers of donations whether solicited or unsolicited, each organization shall retain its right to engage in these activities independently. It is the intention of the parties that both the JPA and the Conservancy will inform potential land donors, or potential donors of other assets, that they have the option of donating either to the JPA or to the Conservancy. The parties agree that they shall keep each other advised with respect to such activities so that they can be coordinated to the maximum extent feasible.

6. Endowments.

JPA currently has several endowment funds that are restricted in a manner that requires them to be used to pay for management and maintenance of specific properties and/or mitigation projects and two general endowment funds designed to provide funding for ongoing River Park management and operations ("JPA Endowments"). The Conservancy currently has an endowment for Bernardo Mountain, and intends to establish additional endowments for purposes that are consistent with the Conservancy's mission to protect and share the natural and cultural resources of the San Dieguito River Valley ("Conservancy Endowments").

7. Board Coordination.

The JPA Board provides an opportunity at its meetings for representatives of the Conservancy to report on its activities. In addition, at least once a year, the Conservancy shall be provided with an opportunity to make a more formal presentation during a meeting of the JPA Board. The parties may agree to additional meetings between Conservancy Board members and the JPA Board and/or its committees. It is the intent of the parties to have members of their respective boards meet together at least once a year to discuss common issues and concerns.

8. Amendment.

This MOU is intended to be an informal outline of the understanding between the parties to further and facilitate productive cooperation. It may be amended and updated at any time by agreement of the parties.

9. Termination.

Either party may terminate this MOU at any time upon thirty (30) days written notice to the other. Such termination shall be without penalty of any kind.

10. Effective Date.

This MOU shall take effect on the date it has been approved and signed by both parties and, upon taking effect, shall supersede and replace the Original MOU in its entirety.

APPROVED by the JPA Board of Directors on: 9/2/14.

By Dave Roberts
Name: Dave Roberts, JPA Board Chair
Title:

APPROVED by the Conservancy Board of Directors on: 6/18/14.

By Peter Shapiro
Name: PETER M. SHAPIRO
Title: PRESIDENT