

The following is a condensed version of the TRUCKEE TAHOE AIRPORT DISTRICT BOARD OF DIRECTORS special meeting held Thursday, April 14, 2011 at the Truckee Tahoe Airport Board Room, 10356 Truckee Airport Road, Truckee, CA 96161 at 9:00 am.

CALL MEETING TO ORDER: 9:00 a.m.

DIRECTORS PRESENT: President Kathleen Eagan
Vice President J. Thomas Van Berkem
Director Mary Hetherington
Director John Jones (via conference call)

STAFF PRESENT: Mr. Kevin Smith, General Manager
Ms. Jane Dykstra, Director of Finance and Administration
Mr. Kevin Bumen, Director of Aviation/Community Relations and Communications
(arrived at 9:25am)
Mr. Brent Collinson, District Legal Counsel
Ms. Maria Martinez, District Clerk

VISITORS: There was one (1) visitor present

MOMENT OF SILENCE

President Eagan requested that everyone remain standing and observe a moment of silence in honor of Katie Morrison.

SPECIAL ORDERS OF BUSINESS: None

PUBLIC COMMENT: None

PURCHASE-SALE AGREEMENT AND CONSERVATION EASEMENT

Mr. Smith reviewed the documents regarding the acquisition of a Conservation Easement in Martis Creek Estates with the Board. The property is due to close escrow on April 22, 2011. Mr. Perry Norris with the Truckee Donner Land Trust was also present to aid in the discussion. These documents are going to be reviewed in further detail by Mr. Collinson. If the board is ready to approve the documents after review, a resolution will need to be approved to allow the Board President to finalize negotiations and sign the conservation easement and purchase agreement.

Mr. Collinson stated that Vice President Van Berkem is not only a Board member of the District but also a Board member of the Truckee Donner Lake Trust with whom the District is in negotiations with. The Truckee Donner Lake Trust is a 501(c)(3) non-profit California Corporation and Vice President Van Berkem's position with the Land Trust is a non-paid position. Therefore, he can participate in the discussion but will abstain from voting.

The first document is the contract for the purchase of the conservation easement in the amount \$1.8 million dollars paid to the Land Trust, who will be the owners of the property. The District's payment will be used as part of the purchase price paid by the Land Trust to acquire fee simple title to the property. ~~Mr. Collinson has drafted the conservation easement by making it a mirror image of the conservation easement for Waddle Ranch, in that with Waddle Ranch, the District owns the property and the Land Trust holds the conservation easement, whereas with Martis Creek Estates, the Land Trust will own the property and the District will hold the conservation easement.~~

The second document is the conservation easement which has some variations keeping it from being a true mirror image. Mr. Collinson outlined for the Board the issues in the conservation easement that needed to be addressed prior to Board approval.

- **Liability and Indemnity** – Mr. Collinson recommended that the language mirror the Waddle Ranch conservation easement standard liability and indemnity language.

Public Comment: Mr. Perry Norris stated that on the indemnification issue, by listing the District as a co-insured on the Land Trust’s liability insurance, financially it is the best the Land Trust can do. The Land Trust does not have the means and the resources above their coverage to represent the airport in a lawsuit. The Board discussed the potential liability and indemnity issues associated with the conservation easement. The Board agreed with Mr. Collinson’s recommendation.

- **Avigation Easement** – Mr. Collinson recommended a change to the language at the beginning of the last sentence in Section 6.4, Page 7, to read, “Except as specifically set forth in Exhibit 1”.

Public Comment: None. The Board agreed with Mr. Collinson’s recommendation.

- **Individual Grantor Liability** – To Section 17.10, Page 16: Mr. Collinson recommended adding the following language at the end, “for acts carried out in accordance with in the course and scope of their agency”.

Public Comment: None. The Board agreed with Mr. Collinson’s recommendation.

- **Grantee Under No Obligation Regarding Maintenance of Conservation Values** – In Exhibit 1, Section 3: Mr. Collinson recommended reinserting the original language and not accept the redline changes to Section 3 proposed by the Land Trust.

Public Comment: Mr. Norris stated that this is probably generic language for a land trust that would be the grantee. The reason that the grantee would buy a conservation easement is to uphold the conservation values. It should be stated in the revised language that “as a grantee of the conservation easement you have a responsibility to make sure that the property’s conservation values are upheld”. Mr. Norris added that the Land Trust wants to maintain symmetry in the language and would agree with Mr. Collinson’s recommendation. The Board agreed with Mr. Collinson’s recommendation.

- **Roadways** – In Exhibit 2, Section 3: in comparison to the language in the Conservation Easement, Section 3.8, Page 4, the Board recommended that the language for roadway maintenance be symmetrical which would clarify responsibility for both parties. In addition Mr. Kevin Bumen suggested changing the language in Section 3.8 to be non-specific to Waddle Ranch. The Board discussed adding symmetry in language that lets either party build a road to access adjacent property. And whoever builds the road, maintains it. Either party can build roads without the approval of either party. The roads must be minimum width and cannot be used for residential or commercial development.

Public Comment: Mr. Norris agreed with the Board’s recommendations. However, he requested Mr. Collinson, President Eagan, Mr. Smith meet with him to work on the language justifying the road with the intended uses. Mr. Norris stated that “Waddle Ranch” should remain in the verbiage of Section 3.8 and just add specifics to adjacent properties. The Board agreed.

- **Right to Construct Trails** – In Exhibit 2, Section 4.1: Mr. Collinson recommended adding, “not in conflict with the conservation values of this conservation easement” to the end of the last sentence of this section. The Board agreed with Mr. Collinson’s recommendation.

Public Comment: Mr. Norris agreed with the Board’s recommendation.

- **No Impairment of Water Rights** – The Board discussed the three (3) existing wells on the property and the possibility of having access to that water for either the Land Trust or the District. The Board agreed to leave the language as noted in the draft.

Public Comment: Mr. Norris agreed with the Board’s recommendation.

- **Dogs / Guidelines for Public Access** – In Exhibit 2, Section 7 and 8: Mr. Collinson recommended deleting Section 7 and 8 completely and under Section 8 (Guidelines for Public Access) replace the existing language with “Guidelines for public access will be developed by the grantor in order to allow a qualified right of the public not to interfere with conservation values”.

Public Comment: Mr. Norris agreed with Mr. Collinson’s recommendation. The Board agreed with Mr. Collinson’s recommendation.

BREAK: At 11:03 a.m. the Board recessed for a short break. At 11:06 a.m. President Eagan reconvened the meeting.

- **Signs and Monuments** – In Exhibit 2, Section 5: Mr. Collinson recommended adding “other entities or individuals” to the second sentence. The Board agreed with Mr. Collinson’s recommendation.

Public Comment: Mr. Norris agreed with Mr. Collinson’s recommendation.

- **Trail Closure** – In Exhibit 2, Section 4.5: Mr. Collinson recommended changing the word “terminate” to “replace”. The Board agreed with Mr. Collinson’s recommendation.

Public Comment: Mr. Norris agreed with Mr. Collinson’s recommendation.

- **Trail Maintenance** – In Exhibit 2, Section 4.6: The Board discussed the inconsistency between Section 4.6 and Section 4.7. Mr. Collinson recommended adding “not constructed by Grantor” to the last sentence in the paragraph. The Board agreed with Mr. Collinson’s recommendation.

Public Comment: Mr. Norris agreed with Mr. Collinson’s recommendation.

MOTION #1 APR-14-11: Director Jones moved to have President Eagan negotiate with airport staff and Mr. Perry Norris and represent the District admirably.

The Board discussed amending the motion to include that information will be brought back to the Board for further consideration if needed.

MOTION #1 - AMENDED APR-14-11: Director Jones moved to have President Eagan negotiate with airport staff and Mr. Perry Norris and represent the District admirably and that information will be brought back to the Board for further consideration if needed. Director Hetherington seconded the motion. President Eagan, Directors Hetherington and Jones voted in favor of the motion. Vice President Van Berkem abstained. The motion passed.

The Board agreed to continue the Board meeting for possible further discussion of this item to Wednesday, April 20, 2011 at 9:00 a.m.

RESOLUTION 2011-02 – ACCEPTING A CONSERVATION EASEMENT FOR MARTIS CREEK ESTATES

Mr. Collinson stated that before a public agency accepts any interest in real property, there has to be a resolution authorizing the public agency to accept it. Mr. Collinson has drafted a resolution for Board approval.

MOTION #2 APR-14-11: Director Hetherington moved to approve Resolution 2011-02 of the Truckee Tahoe Airport District Board of Directors accepting a Conservation Easement for that property commonly known as Martis Creek Estates and waive the reading. Director Jones seconded the motion. President Eagan, and Directors Hetherington and Jones voted in favor of the motion. Vice President Van Berkem abstained. The motion passed.

ADJOURN

MOTION #3 APR-14-11: Director Hetherington moved to adjourn the Board meeting until Wednesday, April 20, 2011 at 9:00 a.m. at the Truckee Tahoe Airport District Board Room. Vice President Van Berkem seconded the motion. President Eagan, Vice President Van Berkem, and Directors Hetherington and Jones voted in favor of the motion. The motion passed.

At 11:39 a.m. the April 14, 2011 special meeting of the Truckee Tahoe Airport Board of Directors adjourned.