

**MINUTES FOR MEETING OF BOARD OF DIRECTORS  
OF  
SAN BERNARDINO VALLEY CONSERVATION TRUST,  
a California Nonprofit Public Benefit Corporation**

**Wednesday, May 03, 2023 – 2:00 pm**

CALL TO ORDER –2:09 p.m.

ROLL CALL

David E. Raley, SBV Water Conservation District (District)  
John Longville, SBV Water Conservation District  
Paul Kielhold, SBV Municipal Water District  
Brad Buller, IE Resource Conservation District (Absent)

Milan Mitrovich, SBV Water Conservation District  
Angie Quiroga, SBV Water Conservation District  
David Cosgrove, SBV Water Conservation District  
Mandy Parkes, IE Resource Conservation District  
Matt Smith, PFM Asset Management(remote)  
Bob Stewart, SBV Water Conservation District (remote)  
Joanna Gibson, SBV Municipal Water District (remote)  
Chris Jones, SBV Municipal Water District (remote)

1. PUBLIC PARTICIPATION -None
2. APPROVAL OF MINUTES FROM JANUARY 18, 2023

**Action:** Motion was made by Vice President Longville and seconded by President Raley to approve the meeting minutes from January 18, 2023. The motion carried 2-1-1 with all members present voting in the affirmative.

President Raley: Yes  
Vice President Longville: Yes  
Director Kielhold: Abstain  
Director Buller: Absent

3. UPDATE MILAN MITROVICH'S TITLE TO INCLUDE CHIEF FINANCIAL OFFICER

Angie Quiroga explained when the Board designated Milan Mitrovich to take over the role from Betsy Miller as Secretary/Chief Financial Officer (CFO), the Board titled Mr. Mitrovich as Executive Officer/Secretary. To conform with the Trust's bylaws, Mr. Mitrovich should have received the title of CFO to officially have the authority to authorize financial transactions for the Trust. District staff requests Mr. Mitrovich's title be updated to include CFO.

**Action:** Motion was made by Vice President Longville and seconded by President Raley to include Chief Financial Officer in Milan Mitrovich's title under the Trust. The motion carried 3-0-1 with all members present voting in the affirmative.

President Raley: Yes  
Vice President Longville: Yes  
Director Kielhold: Yes  
Director Buller: Absent

#### 4. PFM INVESTMENT PERFORMANCE REVIEW UPDATE FOR QUARTER ENDED MARCH 31, 2023

Matt Smith from PFM Asset Management provided a review of economic activity for the first quarter and how it affected the Trust's portfolio. An Investment Performance Review was included starting on package page 7. Mr. Smith reviewed various indexes highlighting the Russell 3000 which covers about 99% of US stocks and has had two consecutive quarters of positive returns, the Russell 1000 Value Index which was negatively affected by Silicon Valley Signature Bank and First Republic Bank recently going into FDIC receivership which impacted lending standards, and the Russell 1000 Growth Index which includes the top ten performing growth stocks in the S&P 500. He stated the MSCI AC World ex USA index, used by PFM to gauge the entire stock market outside of the US as a whole had a return of 6.87% for the quarter. This return is not as strong as the fourth quarter of last year but a good sign, nonetheless. Under fixed income, the Blmbg. U.S. Aggregate index came in at 2.96%. We are starting to see stacked positive quarters. Higher interest rates are starting to be shown in the yield returns. As interest rates go down, the price of bonds will go up. Mr. Smith reviewed the U.S. inflation rate on package page 11. He stated mid last year, the CPI was over 9%. As of March, it is down to 5% which is giving PFM some cautious optimism that the Federal Reserve will be able to rein in inflation without tipping the US economy into a recession. He stated expectations for Global GDP growth were a little lower than expected but ultimately there is some optimism coming out. Growth is slowing but still positive. PFM will be keeping a close eye on it. On package page 13, he reviewed the S&P 500 Index Performance by Sector graph noting PFM did underperform compared to the S&P 500 due to volatility following the collapse of Silicon Valley Bank and Signature Bank. The P/E Ratios of Major Stock Indices, a good measure of how cheap or expensive stocks are, shows both the S&P 500 and S&P 600 are trending below their 5-year average. The S&P 600 is materially lower which gives more optimism investing in small cap stocks. He reviewed PFM's changes in investment sentiment between Quarter 1 and Quarter 2 on package page 18 noting emerging markets and international small-cap stocks went from slightly negative to neutral on their rating scale. On package page 19, Mr. Smith noted Monetary Policy went from slightly negative to neutral as well. The past 18 months have been marred by uncertainty. PFM is waiting to see what the Federal Reserve does and believes no additional rate hikes will be made and possibly even a cut in interest rates by year-end if consumer demand is being challenged. President Raley inquired as to how the Trust's portfolio did compared to the market. Mr. Smith directed the Board to package page 21. He stated we finished the quarter at about \$3.1 million, which represented a one quarter return of 5.36%. We did have two consecutive quarters of positive performance but unfortunately, we did underperform the benchmark of 5.84% for the quarter and came in at -7.47% for the one-year period under the -6.30% benchmark. That is not the standard we hold ourselves to. The benchmark was outperformed through 2021 and then we hit some headwinds. Since inception, about four years, the portfolio has slightly outperformed

the benchmark and that is what we always strive to do. The reason for the underperformance in the 1<sup>st</sup> quarter was due to higher exposure to small and mid-cap stocks rather than the large information technology stocks that really drove the market. We do have optimism that with the upturning market, these small and mid-cap stocks will outperform large cap stocks, which is what historically happens. PFM believes the market will be positive here over the next 9-12 months. He reviewed several other funds and reminded the Board that PFM is an active manager that takes on active exposure. There are going to be years where you overperform and years where you underperform but we are comfortable with your current exposure. He reviewed the Trust's current Asset Allocation Summary vs. Target Allocation on package page 26. Domestic Equity and International Equity are slightly above target at 46.1% and 24.7% respectively. Fixed Income slightly under target at 29% and <1% in cash. Adjustments will be made, if necessary, with changes in the market. President Raley inquired as to how the Trust did compared to our benchmark. Mr. Smith advised for 2022, the benchmark was -16.3% and we were -17.77% so we underperformed. PFM has confidence that they will re-establish their trend of outperforming the benchmark for 2023. PFM has managers looking at the Trust's portfolio every day and if any changes are recommended, the Trust will be notified right away. Discussion ensued. This item was received and filed.

## 5. FINANCIAL STATUS UPDATE

Angie Quiroga presented the financial status update starting on package page 62. She stated there were very few changes for the quarter. Insurance fees and audit fees for the previous fiscal year were expensed. The cash status ending balance was \$885,191.64. In our investment account with US Bank, dividends and interest along with an unrealized gain of \$151,046.58 less administrative and advisory fees left an ending balance of \$3,104,569.16. The balance in accounts receivable has not changed but we are hopeful payments from Cemex and Roberston's will be received by the end of the year. She reviewed the liabilities to the Conservation District for habitat management, implementation costs and Wash Plan completion expenses in the amount of \$2,433,498.76 which includes \$38,053.32 state permitting fees that are to be reimbursed. On package page 63, she discussed the reimbursement due to the Conservation District for work completed against the mitigation agreements held by the Trust.

**Action:** Motion was made by Vice President Longville and seconded by Director Kielhold to approve the quarterly financial report as presented. The motion carried 3-0-1 with all members present voting in the affirmative.

President Raley: Yes

Vice President Longville: Yes

Director Kielhold: Yes

Director Buller: Absent

## 6. WASH PLAN IMPLEMENTATION BUDGET FY 23/24

Milan Mitrovich reviewed the Wash Plan Implementation Budget FY 23/24 for year 4 on package page 64 noting these requirements are consistent with the Wash Plan MOU. He briefly reviewed the ten requirements and stated collectively the cost will be \$374,450 which is the total estimated budget. Funding for these requirements will come from three sources: Jump start funds of \$33,000, \$295,500 estimated interest from the endowment, and a loan from the District of \$45,550 depending on final rollover funds from FY 2022/2023. Mr. Mitrovich

emphasized that the estimated endowment interest is based on an infusion of cash from the miners upwards of \$10 million received before the close of this calendar year. This infusion of cash is consistent with the Wash Plan and is dependent upon our ability to secure our 2081 incidental take permit (ITP) from CDFW. The miners need the 2081 ITP in addition to the Wash Plan and federal permits to do their work. When this permit is received, the miners will be in a position to release their payments which will fully fund the endowment to the amount it was intended. Receiving these funds by the end of this calendar year will give us 6 months of interest, at 4%, to build up the endowment interest to the amount needed in the budget. This is an important milestone in receiving the full funding for the endowment that we need. Mr. Mitrovich reminded the Board that each of the participating partners contributed a percentage of the \$231,000 jump start funds needed to conserve and manage 200 acres of land set aside for the WP preserve. These funds allow us to get in front of any impacts and use \$33,000/yr. over seven years as described in the Wash Plan MOU. President Raley requested additional information regarding if funding from the miners isn't received. Mr. Mitrovich indicated we will have to revise the budget or talk to the District to discuss loans. Vice President Longville inquired as to why the District is the only one covering this shortfall loan. David Cosgrove state there are issuance costs that were shared by all Wash Plan members and were collected when the ITP was issued. Additional costs have come about as Wash Plan members wanted to expand the cooperative efforts to include state permitting. The District, which serves as lead agency, has fronted and collected most of these issuance and additional costs. Mr. Cosgrove stated he has drafted a promissory note that will come to both the District and Trust Boards to memorialize and itemize all those amounts. Monies from the Trust will be used to retire any liability to the District. We are going to put specific numbers to the allocated issuance costs, additional processing costs and how the Trust liabilities breakdown. Vice President Longville thanked Mr. Cosgrove for the clarification. This item was received and filed.

#### 7. IERCD'S REQUESTED CHANGE TO THE CONSERVATION TRUST BYLAWS

IERCD's District Manager clarified that IERCD was not making a request to change the Trust Bylaws but rather inquired as to whether alternates were allowed for Directors in their absence. Mr. Cosgrove stated since alternates were not currently included in the Trust's Bylaws that any such allowance would require a change to the bylaws. However, after further review, we cannot revise the bylaws since there is no provision in the corporations' code for public benefit corporations to have alternate Directors. Mr. Cosgrove stated counsel's recommendation is to take no action. The Board took no action per counsel's recommendation.

#### 8. RESOLUTION TO UPDATE CONFLICT OF INTEREST POLICY

Mr. Cosgrove noted the date on the Resolution to Update Conflict of Interest Policy needed to be corrected to today's date.

**Action:** Motion was made by Vice President Longville and seconded by Director Kielhold to approve Resolution No. 2023-04 to update the Trust's Conflict of Interest Code with corrected date. The motion carried 3-0-1 with all members present voting in the affirmative.

President Raley: Yes  
Vice President Longville: Yes  
Director Kielhold: Yes  
Director Buller: Absent

## 9. COMMUNITY MITIGATION UPDATES

Milan Mitrovich stated this is a continuation of a previous meeting discussion about the Trust being recognized by CDFW to hold conservation easements. He presented the actual approval letter received on April 4, 2023, from CDFW on package page 76, for the State Route 210 Mixed Flow Lane Addition project. CDFW will provide these approvals on a project-by-project basis. We are now in a position to expect to be approved to hold the conservation easement each and every time we move forward with a project. President Raley clarified that the Trust will receive the mitigation funds for this project. Mr. Mitrovich confirmed that is correct. The Trust will hold the funds and disperse them as needed while also holding the actual easement. Included in the packet is the District's letter of approval to hold and manage easements as well. David Cosgrove noted that we cleared an administrative hurdle. USFWS had some expressed qualms about some of the structural makeups between the District and the Trust. That has all been cleared and we are back and operating as intended. President Raley commended staff. This item was received and filed.

## 10. DR HORTON TRESPASS UPDATE

Mr. Mitrovich stated this is the last time you will see this item on the agenda. This is a continuation in which the District received funds for a trespass violation on District property. Discussion was had as to whether the Trust would hold and manage these funds or if the District would. It was determined the District will hold the funds. IERCDC will manage the restoration and enhancement of that land. We will look to make that a multi-year agreement. Director Kielhold asked for background on the trespass as a newer Board member. Mr. Cosgrove explained the District got a \$250,000 settlement to restore disturbed District property by a developer's grading contractor who exceeded the boundaries of their project area. The District is putting together and reviewing the remediation plan with USFWS and CDFW. The current thought is that the restoration costs will fit in easily within the amount of settlement funds collected. This item was received and filed.

## 11. ADJOURN MEETING –3:05 pm.

*Action:* A motion was made by Vice President Longville and seconded by Director Kielhold to adjourn the meeting. The next Board of Director's meeting will be held on Wednesday, July 19, 2023, at 2:00 pm at 1630 W. Redlands Blvd., Redlands, CA or via teleconference and Zoom. The motion carried 3-0-1 with Director Buller noted absent from the vote.

President Raley: Yes  
Vice President Longville: Yes  
Director Kielhold: Yes  
Director Buller: Absent

  
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Milan Mitrovich  
Executive Officer/Secretary/CFO