

Friends of the Mt. Tamalpais Watershed Business Plan



Prepared by:

CEA CALIFORNIA
ENVIRONMENTAL
ASSOCIATES

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Executive summary

Marin County boasts an incredible roster of natural assets. First among them is Mt. Tamalpais. The mountain dominates the vistas and landscape of Marin, its ridges and valleys shaping the county’s neighborhoods. Marin County residents derive considerable value from Mt. Tamalpais. Beyond the abundant opportunities for recreation and retreat, the breathtaking views, and the spiritual nourishment many find in its quiet woods and hillsides, Mt. Tamalpais delivers a host of tangible ecosystem services. It is thanks to the mountain, its habitat and topography, that Marin residents breathe clean air, drink clean water, enjoy weather moderation, view rare and endangered species, and have an outdoor classroom for their children and grandchildren.

The lands owned by the Marin Municipal Water District (MMWD, the district) lie at the heart of Mt. Tamalpais. The 18,600 acres that the district stewards primarily on the northern flank of the mountain are the source of the majority of the county’s drinking water. The Mt. Tamalpais Watershed is one of the few contiguous community water delivery ecosystems in the United States.

The district has been an admirable steward of the watershed over the last one hundred years. Its care extends far beyond the reservoirs and pipes that reliably deliver clean drinking water across the county. Indeed, sustainable natural resource management is part of its mission. Over the last several years, the Watershed Department has expanded its suite of activities to include habitat restoration, more pro-active trails and facilities management, and nature education programs for school children and adults alike. However, the district needs additional resources to meet its mission to sustainably manage its natural resources because of the nature of its business structure. District revenues are generated almost entirely by water utility fees and at a time of increasing costs and decreasing revenue, quality improvements on the watershed struggle for funding. Watershed resource management activities require a funding infusion in the face of the range of threats: increasing levels of invasive species and disease (e.g., Sudden Oak Death), heightening pressure from climate change, and the deferral of maintenance to many of its trails and facilities.

The Mt. Tamalpais Watershed and Marin County residents have an opportunity to see a higher level of resource management than what is currently afforded through water utility fees. The Marin community is coming together to form a nonprofit “Friends” organization for the Mt. Tamalpais Watershed to help ensure that the natural assets provided by the watershed flourish for generations to come. The organization is designed to build a lasting partnership between Mt Tamalpais, the District and the community to harness more resources, both financial and human, to support the biological health of the Mt. Tamalpais Watershed and to help expand the educational value of the lands.

The “Friends” will be established to:

Promote community stewardship of the Mt. Tamalpais Watershed, and other district-owned lands, to preserve and enhance their long-term ecological value for natural habitat, biodiversity, education, water quality, and community enjoyment, in partnership with the Marin Municipal Water District.

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The “Friends” will pursue this mission through three goals.

1. **Enhanced resources for habitat, facilities and trails** - Ensure that adequate financial and human resources are available for effective management of natural resources, historic facilities and trails across the watershed.
2. **Stewardship through education** – Inspire all users of the Mt. Tamalpais Watershed to act as active stewards of the resource and to treat it with exceptional care.
3. **Community convening** - Provide a platform to convene user and environmental groups across the watershed for stronger coordination of volunteer capacity, fundraising, planning, and knowledge sharing.

Over the next several years, the “Friends” will pursue a set of activities to fulfill the organization’s goals (see Figure 1 below). These activities were developed through conversations and priority setting with the district and the community and they represent an example of the kinds of projects Friends could undertake

Figure 1: Overview of the “Friends” goals and activities



Organizational Structure and Startup

The “Friends” will be an independent nonprofit (501(c)(3)) membership organization designed to bring community support and engagement to the Mt. Tamalpais Watershed. The “Friends” will work closely with district staff, particularly the watershed team, and will work in service to the district’s watershed and vegetation management plans. As a community organization, the “Friends” will not have the authority or jurisdiction to influence or change the district’s policies, and will operate in accordance with the district’s land use policies.

The “Friends” will pursue several different sources of revenue including funding from foundations, government grants, paying members, local business sponsors, earned income, and events. The “Friends” will raise two major categories of funding: 1) operating funds for programs and administration; and 2) special funds for discrete capital projects (e.g., the Watershed Education Center, improved interpretive signage, habitat restoration or trails projects).

The “Friends” is in the early stages of development, but is already gaining momentum throughout Marin. The district is deeply committed to its success and is poised to invest \$175,000 in matching funds along with staff capacity to help launch the organization successfully. There is also strong interest from the community. Interviews and community meetings in the summer and fall of 2010 and winter and spring of 2011 have provided constructive support for the business plan and helped sharpen strategic objectives for the proposed organization.

Over the next 18 months, the “Friends” will take form: raise matching funds from the community, identify its initial projects along with the district, select a board of directors, hire an executive director, and formally launch as a new 501(c)(3).

Over the years, the “Friends” will evolve into an organization that works in close partnership with the district and the multiple facets of the Marin community to ensure that the Mt. Tamalpais Watershed receives the highest possible level of stewardship. The “Friends” will also provide Marin and Bay Area residents a way to give back to the mountain which offers so much to the community.

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Introduction

Mt. Tamalpais is the crown jewel of Marin County. Its vistas, redwood groves, creeks, trails, and wildlife have been close to the hearts of Marin residents for generations. The mountain provides nearly endless opportunities for recreation, enjoyment of the local flora and fauna, and spiritual rejuvenation. For many, it is Mt. Tamalpais that makes Marin home.

The history of Mt. Tamalpais is integral to the character of Marin County; a history of conservation, land stewardship, great vision and generosity, and deep respect for the natural environment and common resources.

Today, Marin County relies on several public agencies and dozens of private landowners to steward this incredible natural asset. Established in 1912 as part of the Marin Municipal Water District (the district, MMWD), the Mt. Tamalpais Watershed (the watershed) contains five storage reservoirs and a system of creeks. The watershed, along with two other district-owned reservoirs, Nicasio and Soulajule, provide the vast majority of the drinking water for Marin County. The Mt. Tamalpais Watershed is one of the few contiguous community water delivery ecosystems in California. Most other communities in California rely on water that is piped from hundreds of miles away. San Francisco draws its water from Hetch Hetchy in the Sierras. Los Angeles pipes its water 223 miles, lifting it 2,000 feet over the Tehachapi Mountains, to reach its destination. Marin draws its water from its backyard.

The Mt. Tamalpais Watershed is an administrative unit that comprises MMWD’s lands on Mt. Tamalpais and whose boundaries include several physical watersheds. The four main watersheds that drain Mt. Tamalpais are Lagunitas Creek, Corte Madera Creek, Arroyo Corte Madera del Presidio, and Redwood Creek. In simple terms a large number of the district’s customers live in watersheds that begin on the slopes of the mountain.

The Mt. Tamalpais Watershed provides a range of sustainable ecosystem services. Water delivery is the most tangible ecosystem service provided to the community and the only one that is paid for directly. The watershed also provides cleaner air, habitat for rare and endangered species, and an intact ecosystem that can strengthen Marin’s resiliency in the face of climate change, as well as unparalleled scenic beauty, opportunities for recreation, and an accessible outdoor classroom for students of all ages.

Thanks to the vision of early organizers, including William Kent, the water district infrastructure was developed in tandem with the purchase of surrounding lands, preserving the watershed lands and opening it as a beautiful natural resource accessible to the public. The district manages 18,600 acres on Mt. Tamalpais, nearly the entire northern flank of the mountain. The watershed is home to oak woodlands, old-growth redwood groves, native grasslands, and over 83 distinct plant communities. A wide diversity of habitat supports more than 900 species of vascular plants, including 50 that are federally or state listed as rare, threatened or endangered. The watershed also supports at least 400 species of vertebrate animals. Of particular note are the breeding populations of northern spotted owls, western pond turtles, ospreys, bald eagles, and foothill yellow-legged frogs. The primary creek system on the watershed, Lagunitas Creek, is one of the last preserves of endangered coho salmon, steelhead

trout, and California freshwater shrimp in the state. This wealth of native habitat and species diversity was a large part of the impetus for the creation of the Golden Gate Biosphere Reserve, established by UNESCO in 1988. The reserve covers over 300,000 acres of contiguous open space spanning from the Golden Gate to Point Reyes – a wild, pristine, and stunning stretch of land all within an hour’s drive of San Francisco.

Needs statement

The district’s commitment to watershed management has helped to preserve the natural environment of the Mt. Tamalpais Watershed over the past 100 years. However, the continued health and resilience of these lands will depend on enhanced stewardship from the watershed’s visitors and a heightened level of community focus, coordination and commitment to watershed lands. Mounting biological pressures on the watershed from invasive species, disease, and climate change are heightening the need for landscape-wide resource management to protect the ecosystem services provided by the watershed. These biological pressures, along with aging facilities and ongoing trail maintenance needs, are stretching the capacity of the district to steward the assets of the watershed. At the same time, significant budget cuts at the district are widening the gap between the financial resources required and those available for effective management.

Additionally, there is tremendous untapped potential to use the watershed as an educational tool. A modest investment in educational programs and materials would enhance the experience of all watershed users, helping create engaged stewards out of casual visitors. School children, Marin residents and out-of-town visitors alike can develop a deeper appreciation and understanding of habitat protection, ecosystem services, the water cycle, and the natural wonders of Mt. Tamalpais.

The district is one of several public agencies managing land on Mt. Tamalpais. Its neighbors include the Golden Gate National Recreation Area, two state parks (Mt. Tamalpais and Samuel P. Taylor), and Marin County Open Space District. Like all of its public agency neighbors, MMWD’s mission includes sustainable management of the natural resources with which it is entrusted. But unlike its neighbors, the district has a clear primary responsibility of delivering reliable, high-quality water at a reasonable price. And although the watershed lands are open to the public, the district does not have recreation as a core element of its mission.

The district is an active steward of the lands in its care, and is responsible for optimizing the biological value of the watershed to the best of its abilities. However, there is a widening gap between the financial resources required and those available for effective management. District revenues are derived almost entirely from water utility fees, which are fiercely contested. Of every rate payer dollar, 81 cents goes to the water system (collection, treatment and distribution of water, and maintenance of facilities) while 19 cents goes to protecting watershed lands, providing conservation programs, and running numerous customer services programs. This level of funding is not sufficient to provide the care necessary for long term health of the watershed. A Friends organization holds the promise of meeting the gap between what the District is able to afford and what could be delivered in providing the highest level of care by connecting the ecosystems of Mt. Tamalpais with resources and energy of the community of Marin.

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Watershed activities that the district considers “core” include:

- protecting water quality,
- reducing wildfire risk,
- managing Lagunitas Creek per State Water Resources Control Board (order WR-17),
- complying with environmental regulations such as the Endangered Species Act, and
- providing for public safety and access.

The district fully funds these core activities, as part of its mission. Additional support from the community will not change the district’s level of support and commitment to these fundamental watershed activities.

The watershed staff has greatly expanded activities on the watershed beyond its core responsibilities over the last few years. Today, they run a number of trails and facilities improvement projects, including volunteer trails days, as well as a range of natural resource management programs, including habitat restoration projects, management of invasive species, and monitoring of species at risk. They also run education and stewardship programs that serve nearly 1,200 elementary and high school students. These activities are partially funded by the district, but are also made possible through grants and volunteer support. District support of these “non-core” activities is frequently scaled back, or at risk during times of budget contraction. Though the Watershed Department does receive some grant funding, it is ineligible for most funding from foundations or individual donors because it does not have 501(c)(3) tax status. Further, most donors would prefer to give to the watershed through an independent organization where there is less risk of funds getting repurposed for other uses at the utility.

The watershed staff operates at an efficient level, and is doing high priority work. Their programs have already made a big difference in the quality of the watershed’s habitat, the condition of the trails system, and the access provided to school children. Yet, there is much more that could be done. Watershed staff and community members alike point to a long list of projects and management systems that, if realized, would elevate the health of the watershed’s natural systems. Implementing this suite of projects would also provide a more rewarding experience for all kinds of visitors, whether it is increased access and greater educational opportunities for school children, more interpretive materials for the casual visitor, or improved trail maintenance and invasive species control for the frequent user.

Several community-based organizations have been active partners and supporters of the district in the stewardship of its assets over the years. These organizations include the Mt. Tamalpais Conservation Club, West Point Inn Association, Marin Conservation League, California Native Plant Society, Sierra Club, Mt. Tamalpais Interpretive Association, Conservation Corps North Bay, Marin Stables and Trails, Marin County Bicycle Coalition, and many others (see Figure 2). However, most of these groups represent a specific constituency (e.g., hikers, bikers, equestrians, and native plant specialists) or are not capable of meeting the needs of the watershed effectively due to their focus on a narrower, broader, or geographically distinct set of assets. Despite the deep love of the Mt. Tamalpais Watershed among Marin residents, and the abundance of conservation and recreational groups, the county lacks a community-based organization that is dedicated to providing volunteer and financial support for Mt. Tamalpais and other watershed lands at a level that could be achieved by the “Friends”.

Figure 2: Overview of the NGO landscape in Marin (partial list)

	User group	Friends group	Enviro. Education	General conservation
Audobon Canyon Ranch			✓	✓
Students and Teachers Restoring a Watershed			✓	✓
Conservation Corps North Bay				✓
Friends of Corte Madera Creek		✓	✓	✓
Golden Gate National Parks Conservancy		✓	✓	✓
Headlands Institute			✓	✓
Marin Agricultural Land Trust				✓
Marin Audubon Society			✓	✓
Marin Bicycle Coalition	✓			
Marin Conservation League				✓
Marin Horse Council	✓			
Marin Open Space Trust		✓		✓
Marin Stables and Trails	✓			
The Marine Mammal Center			✓	✓
Meadow Club Golf Course	✓			
Mt. Tamalpais Interpretive Association		✓	✓	
Point Reyes National Seashore Assoc.		✓	✓	✓
PRBO Conservation Science			✓	✓
Richardson Bay Audobon Center			✓	
Sierra Club Marin				✓
Slide Ranch			✓	
SPAWN				✓
Tamalpais Conservation Club	✓	✓		✓
Trout Unlimited				✓
West Point Inn Association	✓			
Wildcare			✓	

Note: This is a preliminary analysis of the nonprofit landscape in Marin. Many of these organizations have multifaceted programs, which may not be fully represented in this figure.

Vision

The Marin community is coming together to form a “Friends” organization for the Mt. Tamalpais Watershed to help ensure that the natural assets provided by the watershed flourish for generations to come. The “Friends” are guided by the following vision.

Over the next several generations, the Mt. Tamalpais Watershed will receive the highest level of stewardship through strong partnerships between the Marin Municipal Water District, the community of Marin and the greater San Francisco Bay Area.

Community engagement, operating in service to, and in close partnership with the district, will be a highly effective means of elevating the level of excellence in natural resource management across the watershed. It will also provide an avenue for Marin residents to give back to the mountain that holds a special place in their hearts. Such engagement provides an enormous opportunity for Marin residents and non-resident visitors to develop a deeper appreciation and understanding of habitat protection, ecosystem services, the water cycle, and the natural wonders of Mt. Tamalpais.

The “Friends” will work in close partnership with the district’s watershed staff on several fronts. It will help to shore up management capacity for natural resources, trails, and historic facilities across the watershed by bringing new resources to bear – both financial and human. It will enable expanded educational opportunities on the watershed and foster stewardship among all visitors and regular users of the lands. Finally, it will provide a platform for convening and coordinating community efforts for conservation and stewardship across the watershed, and ultimately, all of Mt. Tamalpais.

Goals, programs and activities

The “Friends” will provide an avenue for community stewardship on the Mt. Tamalpais Watershed, working in tandem with the Marin Municipal Water District. The priorities and activities of the “Friends” will be designed to support or enhance ongoing district programs and projects, and will be informed by their close working relationship with the watershed staff. The “Friends” will operate in support of the district’s mission of “managing its natural resources in a sustainable manner”, maintaining the biological health of the watershed, and providing safe and gratifying public access to the watershed lands. The “Friends” will operate entirely within the district’s policies, and will not have any influence over these policies.

The “Friends” will be established to:

Promote community stewardship of the Mt. Tamalpais Watershed, and other district-owned lands, to preserve and enhance their long-term ecological value for natural habitat, biodiversity, education, water quality, and community enjoyment, in partnership with the Marin Municipal Water District.

The “Friends” will pursue this mission through three goals.

1. **Enhanced resources for habitat, historic facilities and trails** - Ensure that adequate financial and human resources are available primarily for effective management of natural resources, and also for historic facilities and trails across the watershed.
2. **Stewardship through education** – Inspire all users of the Mt. Tamalpais Watershed to act as active stewards of the resource and to treat it with exceptional care.
3. **Community convening** - Provide a platform to convene user and environmental groups across the watershed for stronger coordination of volunteer capacity, fundraising, planning, and knowledge sharing.

Over time, the “Friends” has the potential to expand its scope to serve not just the lands owned by MMWD, but all of Mt. Tamalpais’ natural geography. Most visitors to Mt. Tamalpais and most donors in Marin love the mountain. They do not differentiate between the agencies that manage its various parcels. The “Friends” will begin with support to the watershed lands as a way to develop an effective model on a small scale. The district is eager to work with a community organization and willing to invest financial resources (the funds will come from a nonprofit fund that was started over a decade ago). The “Friends” will spend the first 3-5 years building a solid foundation and proving the concept with the district. Then, if the organization has met with success and there is interest and opportunity for expansion, it could modify its mission and scope to become the “Friends” organization for all of Mt. Tamalpais and the four primary agencies that manage lands on the mountain (California State Parks, Golden Gate National Recreation Area, Marin Parks and Open Space, and the Marin Municipal Water District).

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Figure 3 below summarizes the projects and activities that the “Friends” will pursue towards each of its three goals over the next several years. These projects and activities were developed through conversations and priority setting with the district and the community.

Figure 3: Overview of the “Friends” goals and activities



1. Enhanced resources for natural habitat and historic facilities and trails

The watershed is home to an abundance of incredible natural resources and world-class biodiversity. Easy access to these lands is one of the most valued benefits of living in Marin. Yet, the landscape is changing rapidly under the pressures of invasive species, widespread disease such as Sudden Oak Death, and climate change. Further, many of the historic facilities around the watershed are aging and are in need of repair and preservation, including the Civilian Conservation Corps era structure near Lake Lagunitas. Finally, the extensive trail system is in constant need of maintenance and upgrades to keep visitors safe, minimize erosion, and protect ecologically valuable habitat. At the same time, the district’s Watershed Department is facing severe budget cuts, diminishing its ability to support the resiliency and health of the watershed.

Current programs

The watershed staff has built several effective programs over the years that already engage the public in their efforts, including:

- Natural resources management (e.g., volunteer habitat restoration days, at-risk species monitoring, management of invasive species)
- Trails and historic facilities improvements (e.g., volunteer trails days, grant-funded roads and trails projects, trail restoration)

Trail projects are those identified in the Mt. Tamalpais Watershed Road and Trail Plan for which an EIR was completed in 2005. The basic premise of this plan was that the District intended to both reduce the footprint of the existing road and trail network and reduce the environmental impact of the official network that would remain. Further, the plan has an explicit goal of not expanding recreational opportunities on the watershed.

A robust “Friends” organization will work in partnership with the watershed team to significantly ramp up these existing volunteer programs and also run capital campaigns for major habitat restoration projects, and discrete trails and historic facilities projects. Elevating the level of financial and human resources available for natural resource management will raise our collective capacity to respond to the pressures on the watershed and ensure that the watershed will continue to provide a range of critical services to the Marin community for generations to come. Additional resources will also ensure that users of the watershed have safe and deeply enjoyable experiences without threatening critical habitat.

Primary strategies

The “Friends” will employ three main strategies to reach its goal of ensuring that adequate financial and human resources are available for effective trails, facilities, and natural resource management across the watershed consistent with board policies that subordinate recreational use to watershed environmental health.

- 1) Provide financial and volunteer support for natural resource management projects.
 - Expand habitat restoration efforts including removal of invasive species, enhancement of native species populations, and reintroduction or simulation of ecosystem processes such as fire and flood episodes. (e.g., Potrero Meadow and rare plant species habitat restoration; Pine Point oak woodland restoration, enhancing salmonid habitat in Corte Madera Creek).
 - Expand existing monitoring programs to include suites of species and habitats without regulatory protections (e.g., small mammals, fungi, pollinators, uplands grasslands).
 - Build and operate a volunteer-supported native plant nursery to support habitat restoration, a model garden, and water conservation projects.

- 2) Provide financial and volunteer support for trails and facilities maintenance.

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- Expand and ensure the success of ongoing Project Restore work aimed at protecting sensitive natural resources by improving existing trails and signs and removing redundant or environmentally damaging routes.
 - Conduct additional trail improvements and historic facilities preservation as needed (e.g., renovation of Deer Park and Lagunitas Picnic Areas).
- 3) Support research partnerships that can inform long-term resource management decisions on the watershed and contribute to the growing body of research around conservation and climate change adaptation.
- Support regional efforts to detect, understand, and respond to climate change impacts on local ecosystems, species, water supply, and wildfire risk.

2. Stewardship through education

The Mt. Tamalpais Watershed is a tremendous classroom for people of all ages, from the casual day-hiker visiting from San Francisco, to the nearly 1,200 elementary and high school students participating in the district’s field ecology and service learning programs. More comprehensive educational programs and activities would be valuable to watershed users, and are critical tools in creating the level of stewardship and awareness necessary for the long-term health of the watershed.

Water is a critical resource that is being stretched to the limit globally, nationally, and locally by population growth and conflicting demands. It is necessary to increase understanding and knowledge of the natural resources sustained in the Mt. Tamalpais Watershed in order to increase public participation in environmental stewardship, preservation, and conservation. Educational programs will have three areas of focus:

- 1) Inform users about valuable species and habitat.
- 2) Inform users about the relationship of humans to water and watersheds in the context of the county, the state, and the larger world, including (a) the Mt. Tamalpais Watershed as a uniquely diverse landscape and provider of vital ecosystem services such as water collection, filtration, and storage; (b) water as a critical resource; (c) the connections between drinking water production, energy use, greenhouse gas production and climate change; and (d) the role of public environmental stewardship and conservation actions in sustaining our water supply and local natural resources.
- 3) Provide nature experiences and education to underserved children in Marin County. Many children, even those who live in close proximity to natural areas, are facing a nature deficit today. Compared with a generation ago, children spend far more time in front of a screen than they do outside. According to author Richard Louv, who has coined the term “nature deficit disorder,” there is legitimate concern that the current disconnect between children and the natural world can contribute to attention problems, anxiety, obesity, and depression.

The district has conducted interviews, surveys, and public workshops with students, teachers, watershed visitors and district ratepayers and found that misperceptions and knowledge gaps persist with regard to the watershed’s ecology and its vital function within the water supply system. Even more poorly understood is how tightly water production, distribution, and consumption are tied to energy

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use, greenhouse gas production, climate change, and ecosystem health. Users of the watershed are often not aware when they have left adjacent lands and entered district lands. Thus, they often do not know that the land they are traveling through provides such a critical ecosystem service to Marin County.

Current programs

The watershed staff has had great success in recent years developing education and stewardship programs that improve outcomes on the watershed and influence the awareness and behavior of visitors of all ages. Some of the district’s most successful education programs include:

- Frog docent program: Since 2005, the watershed staff has trained a small team of volunteers who provide a presence in key areas of the watershed during breeding time for the foothill yellow-legged frog. This program has been effective in keeping visitors from disturbing frogs, egg masses and tadpoles.
- Schools on the watershed: In 2009, the district ran programs on the watershed for nearly 1,200 elementary and high school students from 20 schools (up from 175 in 2008). The programs focused on introducing the students to the water supply system and the habitats and species of the watershed. One hundred percent of participating teachers indicated they would come back next year and recommend the field trip to other teachers.
- Water conservation education: In 2009, the district’s Water Conservation team and the watershed staff began collaborating on water conservation programs. Previously, the Water Conservation team had been taking students to other facilities (e.g., California Academy of Science) to learn about watersheds. Using the Mt. Tamalpais Watershed for their programs helps drive the conservation lessons home in a more meaningful way.

The district will continue to fund its current staff and programs to the extent its budget allows. But additional volunteer capacity and financial support from the “Friends” will allow these programs to scale in a manner that the district would otherwise not be able to support. The “Friends” will work closely with the watershed staff to build on the momentum of these existing programs, expand them and develop new ones.

Primary strategies

Mt. Tamalpais is blessed with a visitor community that is steeped in the lore of local natural and cultural history and many donate their personal time caring for the land. To build on this good work, “Friends” will employ three primary strategies for reaching its Stewardship through Education goal of inspiring all users of the Mt. Tamalpais Watershed to act as active stewards of the resource and to treat it with exceptional care.

- 1) Maximize educational opportunities provided within the watershed to create widespread awareness of the ecological value and critical community services it provides.
 - o Develop a naturalist series featuring guided hikes, workshops, and lectures focused on the ecology of Mt. Tamalpais as well as emerging regional issues.
 - o Extend the docent program to the entire watershed.

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- Convene a Mt. Tamalpais Science Symposium every other year to present current research conducted on and/or related to Mt. Tamalpais for the benefit of district staff, members of the “Friends”, and the general public.
 - Develop a visitor center/education center to enhance visitor understanding of Mt. Tamalpais ecology and its role in the waters supply system, enable the district to host school groups, and promote local stewardship of the watershed.
- 2) Promote recognition of the watershed’s boundaries and natural assets through enhanced multi-lingual signage and interpretive materials.
- Install trail maps and location specific signage at major trail heads and adjacent to significant resources (e.g., Carson Falls and Leo T Cronin Fish Viewing).
 - Provide paper maps at trailheads.
- 3) Establish a strong connection to and an understanding of water systems and watershed lands for school-aged children in Marin and the Bay Area by expanding existing school and youth volunteer programs.
- Better coordination with MMWD’s water conservation team for more comprehensive programming across the county.
 - Provide transportation scholarships to schools.
 - Expand the capacity of the field ecology and service learning programs to ensure that 75% of the school children in Marin County have the opportunity to see where their water comes from (e.g., high school volunteer teams that get school credit, resume STRAW partnership with habitat restoration).

3. Community convening

The community of active users of the watershed includes many who are already involved in membership associations that support stewardship, maintenance, and restoration. The engagement and support of these individuals and organizations is a valued resource, and has enabled the expansion of educational programs and environmental protection activities on the watershed over the past several years. The “Friends” will not seek to supplant or supersede their various efforts, but rather to enhance them by providing a platform for better coordinating efforts. The “Friends” will seek to amplify and leverage existing resources, helping to reduce duplicate efforts within the community user-base. Many existing groups serve some of the goals that the “Friends” organization will support. Both existing groups and the “Friends” organization would benefit by sharing resources on programming, volunteer efforts, a stronger shared knowledge base, and possible shared fundraising or staff.

A coordinated base of organizations supporting the watershed and collaborating on planning and fundraising is also attractive to funders and foundations. Funders want to support the effective use of resources and often worry about duplication of efforts. Other Bay Area nonprofit organizations have been successful in forming “collaboratives” for open space protection and workforce development¹. Through collaborative planning, these groups have been able to raise additional funds collectively for

¹ The Open Space Protection Collaborative; Bay Area Workforce Funding Collaborative

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their causes. Funders appreciate the joint planning process and the robust annual strategic plans that emerge. It provides confidence that their resources are applied efficiently and that organizations are engaging in longer-term planning for the region.

Although the “Friends” organization may never establish a formal “collaborative”, it will serve a convening role for coordinated planning and fundraising for local organizations working on the watershed that are willing to engage. Over time, the scope of the “Friends” convening role could expand to include the organizations that are actively supporting adjacent land owners (e.g. Golden Gate National Parks Conservancy, Point Reyes National Seashore Association, and Marin Open Space Trust). This effort to engage in joint planning, prioritization and fundraising for the natural resources across Mt. Tamalpais will ultimately help to optimize collective community efforts for natural resource stewardship throughout.

Primary strategies

Key strategies to reach its goal of providing a convening platform for the Mt. Tamalpais Watershed and neighboring lands:

- 1) Optimize volunteer efforts among the various user groups.
- 2) Provide a central point of contact between the district and the community groups for joint planning and fundraising.
- 3) Coordinate with nonprofit organizations that support adjacent public lands (e.g., Golden Gate National Parks Conservancy, Point Reyes National Seashore Association, MOST) to engage in joint planning and prioritization for the natural resources for the Mt. Tamalpais region.
- 4) Host a summit of Mt. Tamalpais focused environmental and user group organizations possibly in conjunction with the Mt. Tamalpais Science Symposium.
- 5) Reinststate the Willis Evans grant that provided small grants to community groups conducting watershed education and restoration projects within the District’s service area.

See Appendix 2 for a complete logic model that summarizes the strategy for the “Friends”.

Benefits to the district

The “Friends” will provide a range of tangible and intangible benefits to the district, which will expand and accrue over time.

In the near term, the “Friends” will assume the AmeriCorps interns from the district and/or provide additional interns to help with volunteer coordination and educational programs. Additionally, once the “Friends” is able to hire its own volunteer coordinator (year 2), it will double staff capacity for managing volunteers and school programs.

Over time, the value that the “Friends” provides to the district will expand. In a few years, the “Friends” will have created an active membership and volunteer corps that can support labor-intensive activities on the watershed including trails and restoration work. It will also staff the Watershed Education Center

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once it is built, help to triple the number of school programs run on the watershed, expand wildlife and vegetation monitoring, and run naturalist and docent programs.

Ultimately, the “Friends” aims to conduct nearly \$300,000 of capital improvements to the watershed per year and provide a vehicle for major legacy donations dedicated to the watershed. In addition, the “Friends” will significantly increase the awareness of the ecosystem services provided by the Mt. Tamalpais Watershed specifically and watersheds and water systems in general throughout Marin County and the Bay Area.

Workplan

The Marin Municipal Water District, in partnership with the Marin community, is launching the “Friends” organization to support the Mt. Tamalpais Watershed. Many individuals from the Marin community and the district staff have been involved in the creation of this business plan. See Appendix 1 for a list of interviewees. In addition to individual interviews, community input was provided in several community meetings in 2010 and 2011.

Through the last half of 2011, the “Friends” will focus on positioning the organization for launch, including the following efforts. See Figure 4 below for a more detailed timeline.

- Completing the initial fundraising campaign (see the Revenue Sources section for more details).
- Developing a Selection Committee and selecting the founding board. The Selection Committee will be composed of MMWD Board members, MMWD staff and community members. The Selection Committee will rely on advice from select outside advisors from successful nonprofit organizations in the area that support public lands (e.g. Golden Gate National Parks Conservancy, Point Reyes Bird Observatory, Point Reyes National Seashore Association).
- Incorporating as a 501(c)(3) organization.
- Launching the “Friends” with the founding executive director hired in 2012.

By late 2012, the executive director and the “Friends” board will begin developing programs in partnership with the watershed staff, establishing multiple sources of revenue (including laying the ground work for long-term funding from foundations, local business sponsors, and various earned income streams), and cultivating a membership and donor base.

The specific suite of projects that the “Friends” implements during the first couple of years will depend largely on the success in raising funds. The following projects are high priority projects for the district and the community.

Habitat restoration – A number of habitat restoration projects have been identified and prioritized. The top priority project will likely be restoration of Potrero Meadow. Potrero Meadow is a seasonal wetland that supports the largest remaining population of a Mt. Tamalpais endemic plant species, the Mt. Tamalpais thistle (*circium hydrophilum* var. *vaseyi*). Two other rare plant species are also present: harlequin lotus and marsh zigadenus. Suitable rare plant habitat in this 21-acre meadow complex is being degraded by non-native grass species that are altering water movement. The Potrero Meadow Restoration will be a multi-phase, multi-year project that will include the salvage of remnant native plants and seeds, the elimination of invasive species, propagation and out-planting of hundreds of thousands of native plants, relocation of existing hiking trails out of sensitive wetland areas, and long-term monitoring. The goal is to reduce invasive plant populations by 95% over 10 years, to increase native species cover by 50% over 10 years, and to expand suitable habitat for the three rare plant species known to occur in the meadow.

Project Restore – Project Restore is a current district initiative to restore unauthorized or duplicative trails, in an effort to protect sensitive habitat and reduce the overall impact of the trails system. Project Restore will benefit greatly from additional volunteer capacity and financial resources. “Friends” will prioritize Project Restore in the near term, helping to ensure its success and possibly expand its current scope.

Interpretive signage– The Mt. Tamalpais Watershed has remarkably little interpretive signage. There is a need to provide better information to the casual user. First, a fair number of visitors get lost because of poor trail markers and the lack of trail maps. Second, visitors lose the opportunity to learn about the abundance of natural resources on the watershed, be it unique native habitat, historical facilities, or elements of the water-supply system. Finally, interpretive signage would help visitors identify when they are on watershed lands and understand the corresponding trail use policies. In addition, many of Marin’s immigrant residents are frequent users of Mt. Tamalpais. Providing interpretive signage in multiple languages (e.g., Spanish, Vietnamese), would allow for greater access and understanding by these populations.

Schools on the watershed – The “Friends” aims to expand the district’s field ecology and service learning programs serve so that 75% of the school children in Marin County have the opportunity to see where their water comes from. The “Friends” ability to do this will depend largely on its ability to hire a volunteer coordinator who can work in partnership with the district’s volunteer coordinator to liaise with schools, line up volunteers, and develop programming. The Friends could also raise funds to partner with existing organizations that deliver similar services such as Students and Teachers Restoring a Watershed (STRAW) or expanding the Marin Chapter of the California Native Plant Society’s Junior Botanist Program.

Wildlife and vegetation monitoring– Long-term monitoring is an important conservation tool as it provides a wealth of useful information about ecosystem health, species presence and population trends over time. The district supports long-term monitoring programs for a number of significant species including northern spotted owls, osprey, foothill yellow legged frogs, western pond turtles, nesting song birds, coho salmon and steelhead trout. This year, the district initiated landscape-scale, long-term monitoring for forest change relative to Sudden Oak Death. The district has also conducted a limited number of targeted inventories—short term surveys designed to determine the presence or absence of target species. Inventories have been conducted for over 30 rare plant species, all bat species, and red legged frogs.

By providing funding and expanding volunteer support, the “Friends” will enable the district to meet additional inventory and monitoring needs that have been identified. Currently un-inventoried species groupings of particular interest include large and small mammals, reptiles and amphibians, pollinators, fungi, bryophytes, lichen, aquatic plants, and benthic invertebrates. Future monitoring initiatives will address changes in both wildlife and plant assemblages relative to climate.

Provide a central point of contact – The “Friends” will make community convening an early priority, given how critical it is to ensure that the “Friends” is additive to existing efforts, not competitive. “Friends” will begin serving as a central point of contact as soon as an executive director is hired,

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and will host joint planning, volunteer coordination, and possibly fundraising meetings and events for the various community groups that are engaged on the watershed.

- **Watershed Education Center** - The district lacks a facility to serve needs of watershed visitors, including a meeting place for volunteer groups and environmental education programs. The Sky Oaks office is inadequate for current administrative needs, let alone for meeting visitor needs. Even minor expansion at Sky Oaks for public uses would require new construction and likely major investments to cover planning and utility costs. Other alternatives need to be explored.

The watershed education center would serve all watershed visitors, with a special focus on local schools and youth groups. It could combine the study of natural science with preservation through demonstration and education programs that serve diverse populations. It would provide hands-on learning delivered through interactive indoor and outdoor exhibits and field projects as well as stewardship programs for children and adults. Exhibits and programming will focus on the connection between ecosystems, drinking water production, energy use and greenhouse gas production, and climate change. The “Friends” will develop a campaign in year 2 or 3 after organizational launch. Friends could operate the center and provide for its upkeep.

Below is a summary of the timeline for organizational development and launch in 2012.

	Q3 2011	Q2 2011	Q1 2012	Q2 2012	Q3 2012	Q4 2012
1. Funding	◆					
Develop funding strategy	■					
Establish steering committee		■				
Reach out to donors and foundations		■				
Reach 75% of fundraising goal for launch			■			
Launch District-wide fundraising campaign				■		
Follow up with target donors and foundations				■		
Reach 100% of fundraising goal for launch					■	
Groundbreaking for the "Friends"						■
2. Governance						
Select founding board members			■			
Organizational set-up						■
3. Marketing & Communications						
Determine the name of the organization	■					
Establish messaging and branding		■				
Develop additional communications materials (including website)						■
4. Management						
Executive Director hire					■	

◆ Team will check in with the MMWD Board and provide an update on progress

Figure 4: “Friends” 2012 organizational launch workplan

Risks

Ultimately, the success of the “Friends” depends on the level of community engagement. If strong leadership, a robust membership, and generous donors emerge who resonate deeply with the vision and mission of the “Friends”, the organization will be a tremendous success. If the “Friends” does not resonate with the many residents of Marin who love Mount Tamalpais, it will struggle to find stable footing operationally and financially.

Specific risks include the following:

Leadership – The most important factor for success for the “Friends”, as for any organization, is the quality of its leadership. Strong and dedicated leaders that embody the holistic mission of the “Friends” and are able to effectively navigate the organization away from single-issue politics will be necessary. Additionally, the leadership team needs to be adept at fundraising; inspiring and cultivating major donors to see that the “Friends” is the strongest organization to carry out their legacy of conservation and stewardship on Mt. Tamalpais. Further, the leadership must be able to work seamlessly with the district as well as with its membership and the various user groups, skillfully navigating politics and conflicts of interest. Strong leaders are hard to find. Those that are effective are often in high demand. Finding and developing leaders that can serve the organization over several decades will be critical.

Risk management: The “Friends” will be launched with extreme care. The founding board will be appointed by a selection committee, whose composition (described above) will harness the energy, knowledge, and relationships of the district, the community, and outside experts. Once the founding board is in place, it will lead a rigorous search for a high quality executive director. The district management staff and board will also invest significant time in the first few years of the “Friends” development to help the organization launch successfully. The close relationship between the district and the “Friends” will provide stability to the “Friends”, especially in its early years.

Funding – To successfully execute its three program areas, the “Friends” will require an annual operating budget of approximately \$430,000 within the next several years. Building various revenue streams that can sustainably and predictably provide this level of funding will be a challenge and will require skilled and dedicated leadership. There are many membership-based organizations in Marin that are struggling to sustain far smaller operating budgets.

Risk management: The district is poised to make a substantial gift of \$175,000 to the “Friends” to help launch the organization. Before the “Friends” is formally launched and an executive director hired, the new “Friends” Board will work with the community to raise \$175,000 in matching funds. These matching donations from the district and the community will enable the “Friends” to build from a strong base. Ability to secure individual donations for the “Friends” (either directly or indirectly) will be an important criterion for board membership and the executive director.

Confusion in the marketplace – The vision of the “Friends” must be clearly articulated with a simple message that can be communicated quickly and easily throughout the county and the Bay Area. There

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are many possible points of confusion that the “Friends” will need to effectively address in its early months and years.

- o The “Friends” relationship with the district - Most Marin residents already pay water fees and perhaps have the perception that the district is relatively well funded. Thus, there is the risk that community members perceive that the Mt. Tamalpais Watershed does not need additional support or that the “Friends” are a slush fund for the district board. Clarifying the need and the relationship between the “Friends” and the utility is essential.
- o How the “Friends” fits into the landscape of other conservation and membership groups already working within the watershed - Clearly articulating how the “Friends” is different, and the unique role that it plays, will be critical for building a successful organization over the long run.

Risk management: Clarifying its unique purpose and mission as well as its relationship to the district will be an important near-term priority for the “Friends”. The district hosted several community meetings late 2010 and early 2011 to provide an opportunity for the community to give input into the development of the “Friends” business plan, and to provide a public forum for introducing and explaining the concept.

Local politics – There are a number of issues relating to use and management of the watershed that inspire controversy among Marin residents and with the district (e.g., bike access on single-track trails, the use of pesticides in invasive weed control). There is a risk that individuals or groups may try to use the “Friends” as a platform for their agenda, instead of allowing it to be a vehicle for broad support for the long-term health of the watershed. If such efforts are successful, they risk weakening the “Friends” or even, possibly, forcing it to dissolve.

Risk management: The “Friends” will exist to help the district manage their lands to their highest potential and will operate within its policies. The “Friends” will have no authority to change, or even influence, district policies. The roles and responsibilities of the district and the “Friends” will be drafted into all of its governing documents (including the mission statement, bylaws, and operating agreement). Any effort to use the “Friends” as a way of influencing district policies may result in a termination of its operating agreement with the district. Making the role of the “Friends” completely explicit at the onset will reduce the probability that the organization becomes embroiled in local politics. Further, setting a good precedent will be important. Early leaders will be selected in part for their commitment to the overall mission of the “Friends”.

Long-term engagement and demographics – As noted above, the long-term success of the “Friends” depends upon a high level of engagement throughout the community. There are two notable demographic trends that the “Friends” will need to keep in mind.

- a. Many of the active nonprofit leaders in Marin are aging. Younger residents are often too busy with careers and young families to fully engage in community efforts. While harnessing the vibrant and existing capacity of the baby boomer generation that is currently so active in Marin, the “Friends” will need to cultivate the next generation of leaders as well. If the “Friends” is unable to engage the younger generation to develop a strong future membership base and leadership, it risks surviving in a robust manner for only a short period of time. The organization

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cannot miss the mark with either group or it will flounder in the near term, the long term, or both.

- b. The ethnic profile of Marin is shifting. Latino and Southeast Asian populations are growing across the county. These populations are also growing users of the watershed. There is a risk that the “Friends” won’t reach these communities either because their communications aren’t targeted enough or because the mission and activities don’t resonate with them. Failing to engage these communities would be an unfortunate lost opportunity to engage an increasingly important part of Marin’s population.

Risk management: The “Friends” will work hard in its early years to ensure that the composition of its board and membership are reflective of the wider Marin community. In addition, the organization will be mindful of orienting its activities and programs to attract the next generation of Bay Area residents. The “Friends” will continuously strive to be responsive to the needs of the multiple populations that enjoy the watershed – be it different user groups, different generations, or different ethnicities.

Structure, governance, and staffing

Structure

The “Friends” will be an independent nonprofit (501(c)(3)) public benefit organization designed to bring community support and engagement to the Mt. Tamalpais Watershed. The “Friends” will work closely with district staff, particularly the watershed team, and will work in service to the district’s goals, board policies, and management plans.

Membership

A shared love of Mt. Tamalpais will be the common theme uniting the “Friends” supporters and underlying their working relationship with the district. The “Friends” will not be a formal membership non-profit, where members elect the Board of Directors (similar to corporate shareholders electing board members). Instead of having members with corporate voting rights, the Friends will invite supporters to become “members” who in return for a donation receives a specific benefit, such as a newsletter, invitations to special events, or other benefits (see below). This type of “member” would have no legal rights or legal standing in the organization. The term “supporter” and “member” are used interchangeably in this document. The organization may opt to name its supporters in such a fashion to distinguish them from formal corporate members with voting rights in the organization.

The “Friends” supporters will be comprised primarily of Marin residents who are actively engaged on the watershed. However, effort will be made to attract community members who have not been as engaged in the Marin environmental community to-date. In addition, it will be important to reach out to residents of the greater Bay Area who enjoy recreating on Mt. Tamalpais and feel a deep connection to the watershed lands. Lastly, there is an opportunity to engage out of town visitors who may fall in love with the mountain on their first visit. Membership will be an important source of financial support for the organization, but will also be a critical way to build stronger ties between the community and the watershed. Developing an active volunteer core will be concomitant to developing a membership base. A robust membership network will provide an excellent channel for educating and updating the Marin community on issues, challenges, and successes on the watershed.

Members will pay an annual membership fee (likely a range of \$25-\$40) for which they will receive a suite of benefits of equal value. Such benefits may include:

- two single-day parking passes or a discount on the annual pass,
- a semi-annual newsletter,
- discounted registration for the biennial Mt. Tamalpais Science Symposium, and

The “Friends” will also offer a higher level of membership (likely a range of \$85-\$100) that will include all of the benefits of regular membership along with an annual parking pass to Sky Oaks (\$60 value).

Membership fees will not be tax-deductible since benefits accrue to members at an equal value. However, any donations in excess of the membership fee will be tax-deductible. Supporters will be

encouraged to participate in the work through volunteerism and service to Friends-based programs including citizen science, habitat restoration and environmental education. The success of the organization will be measured in part by the quality and quantity of citizen participation in the work.

Governance

The “Friends” organization will be built to serve the long-term goals of the Marin Municipal Water District, specifically to help the district achieve an integral part of its mission - “to manage [its] natural resources in a sustainable manner”. As a community organization, the “Friends” will not have the authority or jurisdiction to influence or change the district’s policies and will operate entirely in accordance with the district’s land use policies. Any project or fundraising effort that the “Friends” proposes will need to be approved by the District board. The role of the “Friends” and the limits to its powers will be clearly outlined in its bylaws (see Appendix 5 for draft bylaws). A cooperative agreement would govern the overall relationship between MMWD and “Friends” (see Appendix 6 for a sample cooperative agreement).

All of the projects and activities undertaken by the “Friends” must be in accordance with the district’s policies and goals. The “cooperative agreement” with the district will outline the nature of the relationship between the groups and clearly articulate the respective roles and responsibilities of both organizations. Additional contracts or memorandums of understanding may be used to govern specific projects that the “Friends” and the district may engage in together (e.g., discrete capital campaigns, operations of the Watershed Education Center). These sorts of agreements or contracts are common for community-based nonprofits that work in partnership with agencies that manage public lands.

The district’s role is somewhat analogous to that of landlord. They have the right to terminate the cooperative agreement if the “Friends” organization violates the terms or intent of the contract. Though the “Friends” if terminated could still exist legally as a community-based nonprofit, it would no longer be able to effectively serve its mission without the district sanction. Because the watershed staff will work in close partnership with the “Friends”, they will effectively serve as gatekeepers to the watershed and ensure that the “Friends” and the district are operating synergistically. If the “Friends” grows and expands to serve other agencies on Mt. Tamalpais, they will develop specific operating agreements with these entities as well, honoring and managing multiple contracts at once.

Although the “Friends” will work closely with the district, it will seek to develop an independent profile as a community run entity. It is important that the “Friends” establishes a separate identity from the district so that it is clear that they are “friends” to the watershed and not to the utility. Organizations that are nonprofit, community organizations supporting public agencies and public assets largely do not have formal board representation from their sister agencies (these organizations include the Golden Gate National Parks Conservancy, California State Parks Foundation, Yosemite Association, Sequoia Parks Foundation, and the Angel Island Immigration Station Foundation). Instead, representatives from the public agencies hold a non-voting or ex-officio board seat. The public agencies have strong channels of communication and coordination with their affiliate nonprofit leadership. The public agency representatives attend board meetings, report on activities, and weigh in on planning and strategy decisions.

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However, because the "Friends" organization will be associated with an entity that is governed by a locally-elected Board of Directors, it will be operating in a different environment than those associated with administrative agencies such as the National Park Service or the California Department of Parks and Recreation. MMWD's customers expect a high degree of accountability from their elected Board members, and with the "Friends" organization being associated with this Board and with property that is very visible, important to the community and that has been the subject of many high-profile controversies, the MMWD Board of Directors will be more actively involved in the governance of the "Friends" organization than is typical of its neighboring jurisdictions. This level of involvement will likely include participation on the "Friends" Board by one or more members of the MMWD Board of Directors and will include a role for the MMWD Board of Directors in selecting the initial candidates for participation on the Board of Directors of the "Friends" and in selection of future Board members.

Governing board

The "Friends" board of directors will provide oversight to the 501(c)(3) corporation and will assume the legal and functional responsibilities of organizational leadership. The board will start off small with five to seven members in its first year or two, then grow over several years to as many as fifteen. Decisions will be made through majority rule, thus the number of board members will remain odd. In order for the "Friends" to fulfill its mission, the board will need to have significant fundraising capacity. Board members will be generally be expected to either make meaningful financial contributions directly or to consistently serve as successful fundraisers for the organization. After several years, assuming the organization is on stable footing, the board will likely expand to include additional expertise in disciplines such as law, public lands management, or ecology.

Advisory board

The "Friends" will have a large number of allies in the community who are not able to serve on the board for any number of reasons (e.g. they do not have the time to dedicate to the organization, their skill set is already well covered, or simply that the governing board is already full). The "Friends" will establish an advisory board made up of community members who will provide ideas, guidance, supplemental support to the board (e.g. serving on committees of the governing board), and a liaison role with the community. The "Friends" will seek an advisory board that has significant overlap with other NGOs that are active on the watershed, so as to help provide organizational alignment throughout the Marin community.

Staffing

Analogous "friends" organizations come in all shapes and sizes. Some such organizations in Marin County, such as Friends of China Camp and Friends of Corte Madera Creek, are run by volunteer boards with part-time or contract staff hired when the organization has a particular need or the means. Others, such as the Golden Gate National Parks Conservancy, have multi-million dollar budgets and a few dozen staff. Over time, the "Friends" will grow to be somewhere in the middle. Ideally, the "Friends" will grow in five to ten years to an operating budget of approximately \$825,000, raising nearly \$300,000 per year for capital improvements to the watershed, and close to \$100,000 per year in program support. However, the size and scope of the "Friends" will depend entirely on the appetite of the community for

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financial support and engagement. A “Friends” organization with one full time executive director and one intern, operating on a total budget of approximately \$300,000 would still be a great success and very beneficial to the watershed.

The Mt. Tamalpais Watershed Fund, which is managed by the Marin Community Foundation, currently has approximately \$175,000. This money is from a legacy effort to launch a “friends” organization for the watershed in the late 90’s. Though the effort never got off the ground, funds have been raised over the past decade from several fundraising events and rate payers making small donations via the “check-the-box” option on their water bills. The district is poised to use these funds to help launch the “Friends” organization. However, at least \$175,000 in matching funds should be raised before launching the organization. These matching funds are an important signal of sincere commitment by the community and will position the organization with donors who can help expand the funder base.

In the first year, a portion of these funds should support the salary and expenses for an executive director and a volunteer coordinator. Assuming the “Friends” is able to grow its membership and donor base, the organization would look to hire additional staff in subsequent years. By year five, the “Friends” expects to have a staff of five or more, including the following:

Executive director – responsible for all programs, activities, and operations of the “Friends” including reporting to the board of directors and managing all staff members.

Membership and development director – responsible for building and communicating with the membership base, cultivating individual donors, and managing grant applications and reports to foundation funders.

Volunteer coordinator – responsible for developing a robust volunteer base and managing volunteer labor for various projects, in coordination with district staff.

Staff ecologist – responsible for working with the watershed staff to prioritize, develop, and execute restoration projects and working with the volunteer coordinator to develop the naturalist program.

Office manager – responsible for providing administrative and basic accounting support to the team.

Intern(s) - additionally, the “Friends” might take on AmeriCorps or other interns to help manage volunteer efforts and school groups on the watershed. The “Friends” may assume the AmeriCorps volunteers that the district has taken on annually in the last eight years. In addition to its full time staff, the “Friends” will rely heavily on volunteers. Over time, the “Friends” membership will provide fertile ground for developing volunteer capacity.

Volunteers - The “Friends” will make establishing a docent program an early priority with an eye towards running a docent program across the watershed, and operating the Watershed Education Center with volunteer labor.

The scale of staffing will be dependent on fundraising success and actual hires will be accomplished as fundraising targets are met at a sustainable level. Five positions: executive director, development

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director, volunteer coordinator, staff ecologist, and office manager are envisioned for a fully successful level of development (see figure 5 on page 33).

“Friends” will set a goal of keeping the administrative and fundraising expenses below 25%. It is important to note that, especially in the early years, substantial staff time for some positions such as the executive director will be spent on program delivery. Program delivery in the case of “Friends” could be both educational programs and services, as well as on the ground habitat restoration and capital improvements. The interns, volunteer coordinator and the staff ecologist will be devoted to program delivery and their salaries are counted as a program expense. The administrative and fundraising expenses for the fully successful level of organizational build out at year five are estimated to be about 25% of the total budget.

Delivery of education programs will be accomplished in several ways. First, adding interns and a volunteer coordinator will allow “Friends” to augment the district’s existing schools on the watershed program. Secondly, “Friends” funding could support existing programs such as STRAW to come on to the watershed and become involved in habitat protection and environmental education. Third, partnership with other existing organizations powered by volunteers or docents could bring new programs to the watershed (e.g. Junior Botanist program with California Native Plant Society).

District staff will continue to maintain primary responsibility for natural resource management and volunteer management on the watershed. MMWD management staff and the MMWD Board of Directors will have a substantial role in helping to create the “Friends” organization in the first year or so. Once established, District staff’s role in regard to “Friends” will be to provide evaluation and direction for programs and projects. It is difficult to estimate any additional staff workload associated with the venture once created, but would likely be only a marginal impact overall.

Ultimately, the “Friends” will be housed at a facility that will serve as a watershed visitor center and a watershed education center ideally in close proximity to the district’s watershed staff. “Friends” will undertake a capital campaign to build the facility. The Watershed Education Center will be staffed by “Friends” volunteers and will also serve as a central facility for school groups. Operating at the hub of its core activities will allow the “Friends” staff to keep close tabs on its programs and will allow for regular interactions with its volunteers and program participants as well as district staff. Because creation of an education center will take time to develop over the first few years, the “Friends” will seek donated office space elsewhere in Marin.

Revenue sources

One of the biggest challenges facing the “Friends” will be generating predictable and sustainable revenue to support its programs and overhead. Even if the “Friends” is successful in raising money from the Marin community for discrete projects, it will take considerable effort to develop a stable funding base to support ongoing operations.

Nevertheless, the “Friends” has a clear opportunity to develop multiple sources of revenue from foundations, government grants, paying members, local business sponsors, earned income, and events. Over the long run, individual donations will be the most significant and sustainable sources of revenue. The “Friends” will raise two major categories of funding: 1) operating funds for programs and administration; and 2) special funds for discrete capital projects (e.g., the Watershed Education Center, improved interpretive signage, restoration or trails projects). The “Friends” will pursue several different sources of funding. In the early years, it expects to rely heavily on large gifts (from individual donors) and foundation grants. But over time, as it builds up its membership, it expects to raise an increasing percentage of its revenues from a large pool of individual donors.

District staff will not participate in fundraising activities except to guide the development of programs and projects for which funds will be sought and the administration of funds received from donations accepted via water bills. As the public transitions fully to electronic payments of water bills this latter task will no longer exist.

Foundation support - In its early years, the “Friends” organization will collaborate with the watershed staff to seek programmatic support from foundations. Examples include foundations that focus on:

- ecosystem and watershed health in the Bay Area (e.g., Richard and Rhoda Goldman Fund, Allen Foundation, Campbell Foundation, Bella Vista Foundation);
- nature education for children (e.g., Stewardship Council, Kimball Foundation); and
- Marin County (e.g., Marin Community Foundation).

The “Friends” organization will pursue foundation grant funding particularly for its core activities. The district is limited in the type of private sector funding it can tap due to its status as a public agency. As a 501(c)(3) organization, the “Friends” group can access new funding streams and a whole new set of funders that are unable to fund public agencies. The “Friends” organization provides a unique grant-making opportunity because of the integral role that water supply and conservation plays in its programming.

An overview of potential foundation funders is provided in Appendix 3.

Government grants - The watershed staff has been successful in securing grant funding from a number of public agencies to support capital projects on the watershed, specifically to fund trail maintenance and access. The “Friends” organization will work with the watershed staff to expand these efforts to access additional public funding. Key opportunities include funding to support trails and recreation access from public sources such as the National Trails Program, River Parkways, Coastal Conservancy, and Proposition 84.

An overview of potential government funders is provided in Appendix 3.

Membership - To build a strong base of members will take years. However, cultivating this base of support is important to building both a stable base of funding and a group of engaged community participants. The members will be a tremendous source for volunteer crews, docents, educational activities, and funding. The “Friends” expectations for membership growth in the early years will be modest, and also acknowledge the care and feeding effort required to maintain a strong membership base. The “Friends” expects to develop a membership base of over 1,000 within five to seven years.

Individual donations – Mt. Tamalpais is iconic in Marin County. Residents love the mountain and flock to its trails and picnic areas in their leisure time. The community is also one of the wealthiest in the country with dozens of active environmental philanthropists among its ranks. The “Friends” has a great opportunity to tap the resources of the thousands of people who use the watershed on a regular basis, and who value living in such close proximity to the vibrant and wild ecosystem on Mt. Tamalpais. Building financial support in the form of significant individual donations from the Marin community should be feasible. However, given the abundance of environmental nonprofit organizations in Marin, and the recent recession, building a stable base of support may take several years. Thus, the “Friends” will be measured in its expectations, especially at the onset.

Currently there is a check off box on the MMWD monthly bills, but it is under-marketed and most Marin residents have never noticed it. A simple campaign to revise and rebrand the solicitation materials included in district water bills will be an effective and low-cost near-term effort to build awareness and cultivate members and donors.

Sponsorship – In addition to building a membership base among Marin residents, there is an opportunity for the “Friends” to secure long-term sponsorship relationships with some of Marin’s local businesses. Businesses that use large amounts of water may be logical targets, such as Marin Brewing Company or local wineries. Other possible sponsors might include local bike or fishing shops. Sponsors could either support events (e.g., the Mt. Tamalpais Science Symposium or fundraising events) or could work with the “Friends” to develop a product line (e.g., pint mugs or t-shirts) with the “Friends” logo to be sold in their shops with proceeds donated to the watershed.

Earned income – Developing predictable revenue streams to augment the “Friends” operating budget will be incredibly valuable. However, visitors to the watershed represent a very small market, especially when compared to that of analogous organizations such as the Golden Gate

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Parks Conservancy which operates audio tours on Alcatraz. The “Friends” will be modest in their expectations of revenue generation from earned income sources and recognizes the risk involved in making investments that don’t pay off.

The “Friends” will respect the policy of the district to prohibit commercial activity on the watershed, but sees earned income potential that would be in-line with the character and mission of the district. Ideas for income generation include:

- Selling a limited range of novelty items (e.g., gift cards, Mt. Tamalpais field guide) at the Watershed Education Center once it is built.
- Running field seminars on birds, flowers, fungus, or other ecological assets of the watershed. These seminars would likely be outsourced to subject matter experts, but the “Friends” would share in the revenues.
- Once the Watershed Education Center is built, the “Friends” may also be in a position to run a small concession, and/or charge fees for summer camps and to other nonprofit organizations for the use of its meeting rooms and facilities.

Additional research and analysis will be conducted before any earned income initiatives are launched.

Events – The “Friends” may also develop annual fundraising events that help build awareness, promote education, and provide social and recreational opportunities for its members and the greater public. Possible events include:

- A trail run across the watershed where participants raise money from their friends and families to support their run
- A barbeque, square dance and auction at Sky Oaks
- An up-scale gala dinner and auction
- A golf tournament

Budget

The “Friends” expects to launch by late 2011 and hire an executive director by late-2012. This is contingent upon raising funds to match the seed funding of approximately \$175,000 from the Mt. Tamalpais Watershed Fund that is currently hosted by the Marin Community Foundation. The district will direct the transfer of the fund to the “Friends” organization and then dissolve. Future donations from “checking the box” on water bills will be formalized into discrete donor levels and redirected to the “Friends”.

The “Friends” expects to be operating a budget of nearly \$825,000 by 2016, and to continue to grow in the subsequent decade. The operating budget for a staff of five plus two interns, including benefits and overhead, will run approximately \$430,000. Capital projects will require approximately \$300,000 and ongoing programs will account for the remainder (approximately \$100,000).

Realizing that fundraising and cultivating multiple stable sources of revenue may prove to be more challenging than expected, the “Friends” is also prepared to operate at a much more scaled-back level. Even with an operating budget of \$300,000 per year in 2016, the “Friends” will be able to create significant value for the watershed. At this level, the “Friends” will consist of two full-time employees, an executive director and one intern, will run educational programs with an annual budget of approximately \$50,000, and will support capital projects with a dedicated budget of approximately \$80,000 per year.

Figures 5 and 6 below show summary five-year budgets for the organization under an expected scenario and a conservative scenario.

Detailed budget assumptions are provided in Appendix 4.

Along with program development, the executive director’s primary focus in the first few years will be to:

- work with the watershed staff to secure grant funding for discrete projects and programs;
- establish and begin to grow multiple sources of revenue;
- cultivate a membership and donor base;
- identify sponsors from the local business community; and,
- lay the groundwork for fundraising events and earned income streams.

Early success will enable the organization to build out staff quickly, adding on a volunteer coordinator to help execute programs, and a membership and development director to help with fundraising efforts within the first couple of years.

Figure 5: “Friends” 5-year budget – expected

	<u>2012</u>	<u>2013</u>	<u>2014</u>	<u>2015</u>	<u>2016</u>
Revenue					
Foundation support	\$175,000	\$100,000	\$163,750	\$277,563	\$374,347
Membership	\$7,300	\$10,820	\$16,160	\$24,380	\$37,000
Individual donations	\$188,500	\$152,250	\$231,600	\$285,500	\$305,300
Sponsorship	\$0	\$0	\$20,000	\$12,500	\$25,625
Earned income	\$0	\$0	\$0	\$2,500	\$26,250
Events	\$0	\$0	\$28,000	\$39,500	\$56,125
Total revenues	\$370,800	\$263,050	\$459,500	\$641,950	\$824,650
Expenses					
Salaries, Benefits, Overhead	\$15,400	\$154,000	\$193,620	\$315,379	\$434,780
Programs	\$0	\$25,000	\$86,750	\$78,323	\$95,327
Capital projects	\$0	\$106,667	\$176,667	\$236,667	\$288,000
Total expenses	\$15,400	\$285,650	\$457,050	\$630,350	\$818,100

Figure 6: “Friends” 5-year budget – conservative

	<u>2012</u>	<u>2013</u>	<u>2014</u>	<u>2015</u>	<u>2016</u>
Revenue					
Foundation support	\$175,000	\$25,000	\$50,000	\$90,000	\$117,000
Membership	\$3,250	\$4,075	\$5,140	\$6,505	\$8,260
Individual donations	\$171,750	\$87,500	\$127,300	\$145,600	\$156,150
Sponsorship	\$0	\$0	\$10,000	\$0	\$10,000
Earned income	\$0	\$0	\$0	\$1,250	\$2,500
Events	\$0	\$0	\$7,000	\$8,750	\$10,938
Total revenues	\$350,000	\$116,600	\$199,450	\$252,100	\$304,850
Expenses					
Salaries, Benefits, Overhead	\$13,300	\$133,000	\$136,990	\$161,100	\$165,533
Programs	\$0	\$0	\$26,000	\$30,300	\$54,259
Capital projects	\$0	\$0	\$25,000	\$57,500	\$79,750
Total expenses	\$13,300	\$133,000	\$188,000	\$248,900	\$299,550

APPENDICES

Appendix 1: Interviewees

California Environmental Associates (CEA) interviewed the following individuals as part of the development of this business plan. CEA and the district also hosted a community meeting on September 22, 2010 to gather input from the community on priorities for the watershed.

MMWD staff and board

Greg Andrew – Fishery Program Manager
Tom Cronin – Facilities and Watershed Interim Division Manager
David Behar – MMWD board member
Jack Gibson – MMWD board member
Paul Helliker – General Manager
Bill Hogan – Chief Ranger
Janet Klein - Natural Resource Program Manager
Cynthia Koehler – MMWD board member
Pam Nicolai – former General Manager
Armando Quintero – MMWD board member
Libby Pischel – Public Information Officer
Nick Salcedo – Watershed GIS Analyst
Carl Sanders – Watershed Maintenance Supervisor
Mike Swezy - Watershed Manager
Suzanne Whelan – Volunteer Coordinator

Community stakeholders and external experts

Michael Barr - Golden Gate National Parks Conservancy (board)
Janice Barry - Mt. Tamalpais Conservation Club
Tom Boss - Marin County Bicycle Coalition
Linda Dahl - Marin County Open Space d
Nona Dennis - Marin Conservation League
Alexandra Derby - Marin Community Foundation
Torri Estrada - Marin Community Foundation
Charlene Harvey - Golden Gate National Parks Conservancy (board)
Tracy Hogan - Marin Community Foundation
Elizabeth Goldstein - California State Parks Foundation
Sandy Goldman - Friends of Corte Madera Creek

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Anne Layzer - League of Women Voters

Caroline McFadden - Marin Stables and Trails

Larry Minikes - Mt. Tamalpais Conservation Club

Greg Moore - Golden Gate National Parks Conservancy

Stacey Pogorzelski - California Native Plant Society

Arlene Rodriguez - San Francisco Community Foundation

Danita Rodriguez - California State Parks

Sue Rooney - Friends of the Cedar River Watershed

Eddie Wong - Angel Island Immigration Station Foundation

Appendix 2: The “Friends” Logic Model

<p>Mission: To promote community stewardship of the Mt. Tamalpais Watershed, and other District owned lands, to preserve and enhance their long-term ecological value for natural habitat, biodiversity, education, water quality, and recreation, in partnership with the Marin Municipal Water District.</p>		
<p>Vision: Over the next several generations, the Mt. Tamalpais Watershed, and other district owned lands, receive the highest level of stewardship through strong partnerships between the Marin Municipal Water District and the community of Marin and the greater San Francisco Bay Area.</p>		
Goals	Strategies	Projects & Activities
<p>Ensure that adequate financial and human resources are available for effective natural resource management of the watershed.</p>	<p>Provide financial and volunteer support for natural resource management projects (e.g. habitat restoration, landscape level resource management).</p>	<p>Build and operate a volunteer-supported native plant nursery to support habitat restoration, a model garden, and water conservation projects.</p>
		<p>Expand habitat restoration efforts including: remove invasive species; enhance populations of native species; reintroduce or simulate ecosystem processes such as fire and flood episodes. (e.g. Potrero Wet Meadow and Rare Plant Species Habitat Restoration; Pine Point Oak Woodland Restoration, enhance salmonid populations and habitat in Corte Madera Creek).</p>
		<p>Expand existing monitoring programs to include suites of species and habitats without regulatory protections (e.g. small mammals; large carnivores; fungi; pollinators; uplands grasslands; oak woodlands).</p>
	<p>Provide financial and volunteer support for historic facilities and trails</p>	<p>Expand and ensure the success of on-going Project Restore work, aimed at protecting sensitive natural resources by improving existing trails and signs and removing redundant alignments.</p>
		<p>Fund broadly supported trail projects that improve environmental conditions</p>
		<p>Conduct additional trail improvements and historic facilities (e.g., renovation of Deer Park and Lagunitas Picnic Areas).</p>
<p>Support research partnerships that can inform long-term resource management decisions on the watershed and contribute to the growing body of research around conservation and climate change adaptation.</p>	<p>Support regional efforts to detect, understand and respond to climate change impacts on local ecosystems, species, water supply, and wildfire risk.</p>	

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Goals	Strategies	Projects & Activities
<p>Inspire all users of the Mt. Tamalpais watershed to act as active stewards of the resource and to treat it with exceptional care.</p>	<p>Maximize educational opportunities provided within the watershed to create widespread awareness of the ecological value and critical community services it provides.</p>	<p>Build and operate a Watershed Education Center designed to enhance visitor understanding of Mt. Tamalpais ecology and role in the water supply system, enable the District to host school groups, and promote local stewardship of the Watershed.</p>
		<p>Develop a naturalist series featuring guided hikes, workshops, and lectures focused on the ecology of Mt. Tamalpais as well as emerging regional issues.</p>
		<p>Extend the docent program from single location and species issues to the entire watershed.</p>
		<p>Mt. Tamalpais Science Symposium: Convene a biennial gathering of researchers conducting work on and/or related to Mt. Tamalpais for the benefit of District staff, member of the "Friends", and the general public.</p>
	<p>Promote recognition of the watershed’s boundaries and natural assets through enhanced signage and interpretive materials.</p>	<p>Install trail maps and location specific signage at major trail heads or adjacent to significant resources (e.g. Carson Falls and Leo T Cronin Fish Viewing).</p>
	<p>Provide paper maps at trailheads.</p>	<p>Establish a strong connection to and understanding of water systems and watershed lands for school-aged children in Marin and the Bay Area by expanding existing school and youth volunteer programs.</p>
<p>Provide a platform to convene Mt. Tamalpais area user and environmental groups for stronger coordination of volunteer capacity, fundraising, planning, and knowledge sharing.</p>	<p>Provide a central point of contact between the District and the community groups for joint planning and fundraising.</p>	<p>Develop collaborative ventures among other Tam NGO's: shared calendar, shared newsletter, shared fundraising & membership development.</p>
		<p>Optimize the volunteer efforts among the various user groups.</p>
		<p>Reinstate the Willis Evans grant.</p>
	<p>Coordinate with friends groups of adjacent public lands (e.g. Golden Gate National Parks Conservancy, Point Reyes National Seashore Association, MOST) to engage in joint planning and prioritization for natural values.</p>	<p>Host Mt. Tam community summit for all NGOs and agencies as part of district centennial celebration to increase awareness of values.</p>
<p>Develop shared vision, collaborate on projects, and coordinate fundraising.</p>		

Appendix 3: Overview of potential funders

Foundations

Bella Vista Foundation *San Francisco, CA*

<http://www.pfs-llc.net/bellavista/index.html>

Bella Vista Foundation funds in the area of early childhood development in Marin, San Francisco, San Mateo, and Santa Clara counties, and ecosystem restoration projects in certain watersheds in California and Oregon. Under the Ecosystem Restoration Grants, the foundation focuses on protecting, restoring and revitalizing high priority watershed ecosystems in CA and OR. Within these watersheds, the priorities are promoting the sustainable management of forest and agricultural land, revitalizing streams, and restoring riparian areas, with the goal of enhancing and maintaining self-sustaining watershed ecosystems.

Relevant grants: California Trout, \$170,000 (2008); Upper Sacramento River Exchange, \$75,000 (2007); Northern California Resource Center, \$65,000 (2006)

The David and Lucile Packard Foundation *Los Altos, CA*

www.packard.org

The David and Lucile Packard Foundation was created in 1964 and provides grants to nonprofit organizations in the following program areas: Conservation and Science; Population; and Children, Families, and Communities. The foundation makes national and international grants and also has a special focus on the Northern California counties of San Mateo, Santa Clara, Santa Cruz, Monterey, and San Benito; however, the majority of conservation related grants are devoted to marine ecosystems.

Relevant grants: Sustainable Conservation, \$105,000 (2007); Save San Francisco Bay Association \$70,000 (2008); Elkhorn Slough Foundation, \$35,200 (2005)

Gordon and Betty Moore Foundation *Palo Alto, CA*

www.moore.org

Established in September 2000, the Gordon and Betty Moore Foundation seeks to develop outcome-based grants that will provide lasting and meaningful benefits to the environment, science and the San Francisco Bay Area community. In doing so, the foundation emphasizes measurable impact and supports programs that clearly identify targeted results and encourage transformative change. Two out of 4 Bay Area grant programs are relevant: land conservation to sustain a healthy Bay Area ecosystem and science learning to support a number of Bay Area science and technology museums to increase scientific awareness and literacy.

Relevant grants: Western Watersheds Project, \$2,000 (2007); California Trout, \$9,700 (2004) Urban Creeks Council, \$4,000 (2008)

The Keith Campbell Foundation for the Environment, Inc. *San Francisco, CA*

www.campbellfoundation.org

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The Keith Campbell Foundation for the Environment promotes policy, advocacy, and enforcement to improve water quality, restore ecological balance, and foster an engaged citizenry within the watersheds of the Chesapeake Bay, Atlantic Coastal Bays and the Pacific Coast region. Pacific Coast projects focus on: Sustainable Fisheries (Domestic/Western US); Protection of Special Places(Domestic/Western US); Land-Sea Connection/Water Quality (Northern California); Communication of Ocean Conservation Issues. The Foundation is also increasingly concerned with models that predict the serious impact climate change will have on water resources in the western United States.

Relevant grants: Baykeeper, \$60,000 (2008); California Coastkeeper Alliance, \$50,000 (2008); National Parks Conservation Association, \$51,000 (2005); River Network, \$25,000 (2006)

The Kimball Foundation *San Francisco, CA*

<http://www.pfs-llc.net/kimball/kimball.html>

The Kimball Foundation makes grants in support of youth development and programs that serve the working poor in San Francisco, Marin, San Mateo, and Sonoma counties, and to a limited extent Santa Clara county, as far south as Palo Alto. Grants support programs that provide opportunities to the disadvantaged and at-risk, including education, youth development, academic enrichment, tutorials, leadership development, vocational training, employment, and sports, recreation and arts activities for low-income youth.

Relevant grants: Exploring New Horizons, \$26,000 (2009); Outward Bound Bay Area, \$40,000 (2009); San Francisco Nature Education, \$5,000 (2009)

Marin Community Foundation (MCF) *Novato, CA*

www.marincf.org

The Marin Community Foundation administers private funds for public purposes. It was established in 1986 and supports a broad array of programs, projects, and services, including fund development and management for individuals and organizations who place their philanthropic funds in its care. Grants are made in the areas of: Human Needs, Community Development, Education and Training, Religion, Environment, and Arts.

Relevant grants: Environmental Education Council of Marin, \$263,000 (2007); Center for Ecoliteracy, \$4,450,000 (2007); Conservation Corps North Bay, \$175,000 (2007)

Pacific Forest & Watershed Lands Stewardship Council *San Mateo, CA*

www.stewardshipcouncil.org

The Pacific Forest and Watershed Lands Stewardship Council (Stewardship Council) was established in 2004 as part of a Pacific Gas and Electric Company (PG&E) settlement with two goals: to ensure that over 140,000 acres of California's pristine watershed lands are conserved for the public good through the Land Conservation Program, and to invest in outdoor programs that serve California's young people through the Youth Investment Program. While the Stewardship Council's Land Conservation Program

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only addresses PG&E’s Watershed Lands, the Stewardship Council will invest in organizations that seek to improve the lives of underserved youth through greater access to outdoor experiences.

Relevant grants: Literacy for Environmental Justice, \$95,000 (2008); San Francisco Parks Trust, \$70,000 (2008)

Richard and Rhoda Goldman Fund *San Francisco, CA*

www.goldmanfund.org

The Richard and Rhoda Goldman Fund provides resources and leadership for creative, risk-taking philanthropy to support the local San Francisco community and California, a lifelong concern for the environment, a dedication to reproductive rights and stabilizing global population, and a deep and unwavering commitment to the Jewish people and Israel. The Environment program consists of three main goals: to protect and restore California’s environment; reduce the impact of Industry on the environment; and to protect threatened habitat.

Relevant grants: Adopt-A-Watershed, \$10,000 (2006); Sierra Nevada Alliance, \$75,000 (2008); Watershed Media, \$30,000 (2006)

The Rose Foundation for Communities and the Environment *Oakland, CA*

www.rosefdn.org

The Rose Foundation supports grassroots initiatives to inspire community action to protect the environment, consumers and public health with funding from donations, grants from other foundations, or legal restitution payments and cy pres funds. In support of this mission, the Foundation raises money to award as grants to qualified organizations; works directly in schools and in the community; engages in local, state and federal policy research and advocacy. Grant-making strategies include a focus on protecting and restoring the environment through stewardship and advocacy and providing hands-on environmental education, leadership development, and policy advocacy training to youth living in disadvantaged communities.

Relevant grants: California Water Impact Network, \$50,000 (2010); Citizens Committee to Complete the Refuge, \$20,000 (2010); Friends of Petaluma River, \$40,000 (2010)

The San Francisco Foundation *San Francisco, CA*

www.sff.org

Founded in 1948, the San Francisco Foundation addresses community needs by supporting innovative ideas and strengthening existing nonprofit organizations that lack sufficient resources or infrastructure. Funding priorities include protecting and restoring ecosystems; promoting a livable, sustainable, and healthful urban environment, with emphasis on the needs of the disadvantaged; promoting multicultural participation and leadership efforts; promoting environmental literacy and career opportunities, especially for young people of color; and protecting Bay Area greenbelt and parks, open space, and outdoor recreation opportunities. The San Francisco Foundation serves San Francisco, Alameda, Contra Costa, Marin, and San Mateo Counties.

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Relevant grants: Alameda Creek Alliance, \$10,000 (2005); Friends of Sausal Creek, \$46,000 (2007); San Francisquito Watershed Council, \$40,000 (2005)

The William and Flora Hewlett Foundation *Menlo Park, CA*

www.hewlett.org

The William and Flora Hewlett Foundation has been making grants since 1967 to solve social and environmental problems at home and around the world. The foundation's environment program works to: protect the great ecosystems of the North American West, slow global climate change by reducing greenhouse gas emissions, and address environmental problems that disproportionately affect disadvantaged communities in the San Francisco Bay Area. In this final category, the foundation makes a small number of multi-year grants to support regional organizations that partner with residents of these communities to: improve and expand urban parks; support outdoor recreation programs for youth; improve public transportation available to these communities.

Relevant grants: Association of Bay Area Governments, \$50,000 (2009); Pacific Institute for Studies in Development, Environment and Security, \$100,000 (2009)

Local Foundations

Winifred & Harry B. Allen Foundation *Belvedere, CA*

Established in 1963 in CA. Giving primarily in Marin County, CA. Grant areas: Animals/wildlife, preservation/protection; Education; Environment; Environment, natural resources; Health care; Health organizations, association; Human services; Performing arts; Visual arts. Types of grants: Building/renovation, Endowments, Land acquisition.

Relevant grants: Russian Riverkeeper, \$2,500 (2006); Bay Institute of San Francisco, \$1,000 (2006); Richardson Bay Audubon Center and Sanctuary, \$5,000 (2007)

Arntz Family Foundation *San Rafael, CA*

www.arntzfamilyfoundation.org

Established in 1994 in CA. Giving primarily in CA. The purpose of the foundation is to support environmental organizations, with an emphasis on those organizations that work toward systematic change and sustainability, particularly where the areas of environment and economic development come together.

Relevant grants: Seacology, \$32,000(2008); As You Sow, \$25,000 (2008); Environment California, \$25,000 (2008); Earth Island Institute, \$15,000 (2008)

The Endurance Fund *Nicasio, CA*

Established in 1993 in CA. Giving primarily in West Marin, CA. Grant Areas: Community/economic development; Education; Environment; Foundations (public); Health care; Human services; Reproductive health, family planning

Relevant grants: Audubon Alaska, \$1,000 (2008)

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The Fred Gellert Family Foundation, Tiburon, CA

Established in 1958 in CA. The foundation funds innovative programs that encourage a sustainable quality of life for present and future generations. Grants are awarded to organizations focused on the arts and humanities, education, environment, health and social service, and on projects that link two or more of these areas. Giving on a national and international basis for environmental grants; giving limited to San Francisco, East Bay, and Marin counties, CA, for all other grants.

Relevant grants: Green America, \$60,000 (2007); WELL Network, \$50,000 (2007); International Rivers Network, \$2,500 (2007)

Gruber Family Foundation Ross, CA

Established in 1987 in CA. Giving primarily in CA. Giving primarily for education, family planning and social services. Grant areas: Arts, Education, Environment, Higher education, Human services, Museums, Reproductive health, family planning.

Katz Family Foundation Mill Valley, CA

Established in 1986 in MA. Giving primarily on the West Coast, with emphasis on northern CA. Grant areas include: Children/youth, services; Environment; Health care, clinics/centers; Higher education; Media, film/video; Performing arts; Recreation.

Relevant grants: Rocky Mountain Institute, \$5,000 (2008); Bay Area Ridge Trail Council, \$2,500 (2008); Forest Ethics, \$2,500 (2008)

Nasaw Family Foundation Larkspur, CA

Established in 2005 in CA. Giving primarily in CA. Grant areas: Education; Environment, natural resources; Foundations (private grantmaking); Health organizations, association; Human services.

Relevant grants: Trust for Public Land, \$25,000 (2008)

Siebel Family Charitable Foundation Larkspur, CA

Established in 1994 in CA. Giving primarily in CA and VA. Grant areas include: Education; Environment; Higher education; Museums.

Relevant grants: Resources First Foundation, \$40,000 (2008); Bay Area Discovery Museum, \$10,000 (2008); Raptors of the Rockies, \$1,000 (2008)

Harvey L. & Maud C. Sorensen Foundation Larkspur, CA

Giving limited to San Francisco, CA. Grant areas: Animals/wildlife, preservation/protection; Environment, natural resources; Hospitals (general); Human services.

Relevant grants: California Waterfowl Association, \$5,000 (2008)

Public Funding Sources

California Coastal Conservancy

<http://scc.ca.gov>

The California Coastal Conservancy, established in 1976, is a state agency that uses entrepreneurial techniques to purchase, protect, restore, and enhance coastal resources, and to provide access to the shore. The Conservancy works in partnership with local governments, other public agencies, nonprofit organizations, and private landowners. To date, the Conservancy has undertaken more than 1,800 projects along the 1,100 mile California coastline and around San Francisco Bay. To achieve its goals, the Coastal Conservancy may award grants to public agencies and nonprofit organizations that qualify under Section 501(c)(3) of the United States Internal Revenue Code and whose purposes are consistent with Division 21 of the California Public Resources Code (commencing with section 31000). Some examples of the kinds of projects the Coastal Conservancy may fund include trails and other public access to and along the coast, natural resource protection and restoration in the coastal zone or affecting coastal areas, restoration of coastal urban waterfronts, protection of coastal agricultural land, and resolution of land use conflicts. The stages of a project generally funded by the Coastal Conservancy include pre-project feasibility studies, property acquisition, planning (for large areas or specific sites) and design, environmental review, construction, monitoring, and, in limited circumstances, maintenance.

EPA 5 Star Restoration Program

The Five Star Restoration Program brings together students, conservation corps, other youth groups, citizen groups, corporations, landowners and government agencies to provide environmental education and training through projects that restore wetlands and streams. The program was established so the U.S. EPA can work with its partners for education through community-based wetlands restoration projects in watersheds across the U.S. The National Association of Counties, the National Fish and Wildlife Foundation, and the Wildlife Habitat Council have joined together with EPA for this effort. Funding for the program is provided by EPA's Office of Wetlands, Oceans and Watersheds. The program provides challenge grants, technical support and opportunities for information exchange to enable community-based restoration projects. Funding levels are modest, from \$10,000 to \$40,000, with \$20,000 as the average amount awarded per project. However, when combined with the contributions of partners, projects that make a meaningful contribution to communities become possible.

**Because of the size of the 5-star grants and match requirements, MMWD has not yet been able to take advantage of this funding. A Friends group that provided matching funds and grants administration support would make partnership grants more viable.*

National Recreational Trails program

<http://www.americantrails.org/nationalrecreationtrails/>

The National Trail System Act of 1968 (Public Law 90-543) authorized creation of a national trail system comprised of National Recreation Trails, National Scenic Trails and National Historic Trails. The National

Recreation Trails Program supports designated NRT's with an array of benefits, including promotion, technical assistance, networking and access to funding. Its goal is to promote the use and care of existing trails and stimulate the development of new trails to create a national network of trails and realize the vision of "Trails for All Americans." Trails with NRT designation are eligible to be considered for support from the National Park Service Challenge Cost Share Program, Bureau of Land Management, and USDA Forest Service Challenge Cost Share Programs. The CCSP is a matching fund program. An equal amount of eligible and matching share (minimum 50%) of cash, goods, or services from non-federal sources is required. Currently, the maximum CCSP award is \$30,000. One-third of CCSP funding is set aside for National Trails System projects, supporting work under the National Trails System Act (16 U.S.C. 1241-51).

Proposition 84 - Safe Drinking Water, Water Quality and Supply, Flood Control, River and Coastal Protection Bond Act of 2006

<http://bondaccountability.resources.ca.gov/p84.aspx>

All funding awarded to the district from Prop 84 funds to date has been through the California Conservation Corps and Conservation Corps North Bay (Prop 84 via CCC via CCNB). The nature education center grant application is also under Prop 84 funding.

The Safe Drinking Water, Water Quality and Supply, Flood Control, River and Coastal Protection Bond Act of 2006 (Proposition 84) authorizes \$5.388 billion in general obligation bonds to fund safe drinking water, water quality and supply, flood control, waterway and natural resource protection, water pollution and contamination control, state and local park improvements, public access to natural resources, and water conservation efforts.

Proposition 84 provides \$45 million to the **California Conservation Corps (CCC)** for resource conservation and restoration projects, for facilities acquisition, development, restoration, and rehabilitation, and for administrative costs. The \$45 million is divided into three categories: \$12.5 million to the CCC for projects to improve public safety and improve/restore watersheds, including regional and community fuel load reduction projects on public lands, and stream and river restoration projects; \$12.5 million in grants to Local Conservation Corps for projects to improve public safety and improve/restore watersheds, including regional and community fuel load reduction projects on public lands, and stream and river restoration projects; and \$20 million for grants to local conservation corps for acquisition and development of facilities to support local conservation corps programs, and for local resource conservation activities.

Proposition 84 provides funds for grants for **nature education and research facilities** and equipment to nonprofit organizations and public institutions, including natural history museums, aquariums, research facilities and botanical gardens. Eligible institutions include those that combine the study of natural science with preservation, demonstration and education programs that serve diverse populations, institutions that provide collections and programs related to the relationship of Native American cultures to the environment, and institutions for marine wildlife conservation research. Grants may be used for buildings, structures and exhibit galleries that present the collections to inspire and educate the public and for marine wildlife conservation research equipment and facilities.

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Grants and funding distributed under the **Statewide Habitat Program** can occur through anyone of the eight (8) grant programs administered by the Wildlife Conservation Board (WCB). In general these programs promote the protection, restoration, enhancement of wildlife habitat and the development of wildlife oriented public access. Projects must accomplish one or more of the following objectives:

- Promotes the recovery of threatened and endangered species
- Provides corridors linking separate habitat areas to prevent fragmentation
- Protects significant natural landscapes and ecosystems
- Implements the recommendations of the California Comprehensive Wildlife Strategy

Up to \$25,000,000 of these funds may be used for matching grants, for University of California Natural Reserve System, land acquisition and facilities projects that improve management of natural lands and preservation of wildlife resources.

The **Watershed Coordinator Grant Program** is a competitive grant program originally created as The Watershed Coordinator Grant Program for Resource Conservation Districts (RCDs). In 2004, the grant program was expanded through CALFED funding from the Water Security, Clean Drinking Water, Coastal and Beach Protection Act of 2002 (Proposition 50). The program is administered by the Department of Conservation and awards funds to local public agencies and nonprofit organizations to provide watershed coordination assistance to locally developed, community based watershed efforts.

Appendix 4: Detailed budget assumptions

The following assumptions were made in developing the “expected” five year budget.

Note that the numbers below have been rounded to the nearest \$10, and therefore may not match the numbers in the budget tables (Figure 5 and 6) exactly.

Revenues

- Foundation and government funding
 - Initial \$175,000 is granted to the “Friends” by the district from the original “Mt. Tamalpais Watershed Fund” held at the Marin Community Foundation.
 - One “seed” grant is received in 2012 in the amount of \$25,000.
 - Subsequent funding is raised from funders focused on three main areas: trails and access, habitat restoration, and educational programming. In 2016, the split between these funding groups is \$168,000, \$112,000, and \$93,000 respectively.
 - A one-time grant of \$30,000 is raised in 2015 to support the build out of exhibits for the Watershed Education Center.
- Membership
 - Affiliate members are charged \$20, standard members are charged \$40.
 - By 2015, the “Friends” has 870 standard members and 115 affiliate members.
- Individual donations
 - Funds are raised at 5 discrete levels (\$100, \$250, \$1,000, \$5,000 and \$25,000)
 - \$176,000 is raised in year 1 to match the commitment from the district
 - Individual donations drop to \$150,000 in year 2, but then build back up, reaching \$305,000 in 2016.
 - By 2016, the donor count at the various levels are as follows:
 - § \$100 – 250
 - § \$250 – 130
 - § \$1,000 – 45
 - § \$5,000 – 20
 - § \$25,000 – 4
 - Over the five year period, 21 people are expected to give at the \$25,000 level.
- Sponsorship
 - General sponsorships from local businesses begin in 2014, growing from \$10,000 to \$15,000 from 2014 to 2016.
 - The “Friends” will also receive local business sponsorship of \$10,000 for each Mt. Tamalpais Science Symposium that they host – in years 2012 and 2014.
 - Additionally, sponsorship of fundraising events such as the trail run/walk-a-thon will begin in 2014 at \$10,000 and grow to \$15,000 in 2016.

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- Earned income
 - The "Friends" will begin running courses and seminars on the watershed in 2015, contracting out for the curriculum, but taking a cut. These programs contribute a modest amount to the budget (\$2,500 in 2015, \$6,000 in 2016).
 - Once the Watershed Education Center is in its first full year of operations, 2016, the "Friends" will launch several revenue generating activities hosted at the center, including – running a small concession, selling novelty items, and rental fees for summer camps and meeting rooms. These activities will be modest in volume and/or be only marginally profitable and will contribute \$5,000, \$5,000, and \$10,000 to the budget respectively.
- Events
 - In addition to raising funds from individual donors, the "Friends" will run event(s) on the watershed, probably a walk/run-a-thon. These activities will begin in 2014.
 - Funds will be raised by individual participants who fundraise from their friends and family, as well as from local business sponsors. In total, the event will raise \$28,000 in 2014, growing to \$56,000 in 2016. This total includes the sponsorship amounts noted above.
 - Other fundraising events such as gala dinners and auctions are not modeled separately, but are included in the individual donations section.

Expenses

- Staff
 - Staff members are hired as follows
 - § Executive director - \$110,000 – end of year 2012
 - § Volunteer coordinator - \$50,000 – mid-year 2014
 - § Membership and development director - \$60,000 – mid-year 2015
 - § Staff ecologist – half time at \$30,000 – mid-year 2016
 - § Office manager - \$35,000 – 2016
 - § Interns (2) - \$20,000 each – 2015
 - Annual salary growth of 3% expected
 - Benefits assumed to be 20% of salary
 - Overhead (rent, office equipment, etc) assumed to be an additional 20% of salary
 - We are assuming rent is secured at a discounted rate or donated.
- Programs
 - "Friends" is supporting the following programs
 - § Schools on the watershed - \$15,000/year starting in 2013
 - § Naturalist and docent programs - \$10,000/year starting in 2014
 - § Volunteer events - \$10,000/year starting in 2013

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- § Mt. Tamalpais Science Symposium - \$16,000 in 2013, \$8,000 in 2015 (held at the Watershed Education Center in 2015)
 - § Wildlife and vegetation monitoring – starting at \$20,000 in 2013, growing to \$45,000 in 2015
 - § Other programming (e.g. climate change studies) – starting at \$15,000 in 2013, growing to \$20,000 in 2015
- Capital projects
 - An additional \$200,000 is raised in years 2013-2015 to support the full build-out of the center.
 - Once the center is operational, the Friend’s supports maintenance and upkeep at an annual cost of \$25,000.
 - Habitat restoration projects begin in 2014 at \$50,000 and grow to \$128,000 by 2016.
 - Trails and facilities projects begin in 2013 at \$40,000 and grow to \$135,000 by 2016.

The following assumptions were made in developing the “conservative” five year budget:

Revenues

- Foundation and government funding
 - Initial \$175,000 is granted to the “Friends” by the district from the original “Mt. Tamalpais Watershed Fund” held at the Marin Community Foundation.
 - One “seed” grant is received in 2012 in the amount of \$25,000.
 - Subsequent funding is raised from funders focused on three main areas: trails and access, habitat restoration, and educational programming. In 2016, the split between these funding groups is \$42,000, \$32,000, and \$42,000 respectively.
- Membership
 - Standard members are charged \$25.
 - By 2015, the “Friends” has 310 standard members.
- Individual donations
 - Funds are raised at 5 discrete levels (\$100, \$250, \$1,000, \$5,000 and \$25,000)
 - \$175,000 is raised in year 1 to match the commitment from the district
 - Individual donations drop to \$87,000 in year 2, but then build back up to \$156,000 by 2015.
 - By 2016, the donor count at the various levels are as follows:
 - § \$100 – 150
 - § \$250 – 90
 - § \$1,000 – 35
 - § \$5,000 – 9
 - § \$25,000 – 1.5
 - Over the five year period, 9.5 people are expected to give at the \$25,000 level.

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- Sponsorship
 - No general sponsors are secured from the local business community within the first five years.
 - However, the "Friends" does receive local business sponsorship of \$10,000 for each Mt. Tamalpais Science Symposium that they host – in years 2012 and 2014.
 - Additionally, sponsorship of fundraising events such as the trail run/walk-a-thon will begin in 2014 at \$2,500 and grow to \$4,000 in 2016.
- Earned income
 - The "Friends" does not take over any of the parking revenue from the district at any point during the first five years of operations.
 - The "Friends" begin running courses and seminars on the watershed in 2015, contracting out for the curriculum, but taking a cut. These programs contribute a modest amount to the budget (\$1,250 in 2015, \$2,500 in 2016).
 - The Watershed Education Center is not built within the first five years of operations, thus no additional funds are earned through the sale of novelty items, concessions at the center, or rental fees.
- Events
 - In addition to raising funds from individual donors, the "Friends" will run event(s) on the watershed, probably a walk/run-a-thon. These activities will begin in 2013.
 - Funds will be raised by individual participants who fundraise from their friends and family, as well as from local business sponsors. In total, the event will raise \$7,000 in 2014, growing to \$11,000 in 2016. This total includes the sponsorship amounts noted above.
 - Other fundraising events such as gala dinners and auctions are not modeled separately, but are included in the individual donations section.

Expenses

- Staff
 - Staff members are hired as follows
 - § Executive director - \$95,000 – late 2012
 - § Interns (1) - \$20,000 – 2014
 - Annual salary growth of 3% expected
 - Benefits assumed to be 20% of salary
 - Overhead (rent, office equipment, etc) assumed to be an additional 20% of salary
 - We are assuming rent is secured at a discounted rate or donated.
- Programs
 - "Friends" is supporting the following programs
 - § Schools on the watershed - \$5,000/year starting in 2014
 - § Naturalist and docent programs - \$5,000/year starting in 2014
 - § Volunteer events - \$5,000/year starting in 2013

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§ Mt. Tamalpais Science Symposium - \$16,000 in 2012 and 2014

§ Wildlife and vegetation monitoring – starting at \$15,000 in 2015, growing to \$22,000 in 2016.

- Capital projects
 - The Prop 84 grant for the Watershed Education Center is not received. The “Friends” hold off on launching a capital campaign to build the Center for the first five year in order to focus on developing a stable organization.
 - Habitat restoration projects begin in 2014 at \$25,000 and grow to \$38,000 by 2015.
 - Trails and facilities projects begin in 2013 at \$25,000 and grow to \$42,000 by 2015.

Appendix 5: Draft Bylaws

NOTE: This is a draft intended as an example and may be amended when the Friends organization actually incorporates. In particular, by laws related to the makeup of the Board of Directors and related governance issues are likely to be modified from this version.

DRAFT BYLAWS OF FRIENDS OF THE MT TAMALPAIS WATERSHED

ARTICLE 1 NAME OF CORPORATION

The name of this Corporation is Friends of the Mt Tamalpais Watershed.

ARTICLE 2 OFFICES

Section 2.1 Principal Office

The principal office for the transaction of the business of the Corporation shall be located at _____. The Board of Directors (the "Board") may change the principal office from one location to another, and this Section shall be amended accordingly.

Section 2.2 Other Offices

The Board may at any time establish branch offices, either within or without the State of California, in order to advance the proper purposes of the Corporation.

ARTICLE 3 OBJECTIVES AND PURPOSES

This Corporation has been formed under the California Nonprofit Public Benefit Corporation Law for charitable purposes.

The specific purpose of this Corporation is to promote community stewardship of the Mt. Tamalpais Watershed, and other district-owned lands, to preserve and enhance their long-term ecological value for natural habitat, biodiversity, education, water quality, and community enjoyment, in partnership with the Marin Municipal Water District.

To fulfill its mission, the Friends of the Mt Tamalpais Watershed will operate within the terms of a cooperative agreement established with the Marin Municipal Water District.

**ARTICLE 4
DEDICATION OF ASSETS**

The properties and assets of this nonprofit Corporation are irrevocably dedicated to charitable and educational purposes meeting the requirements for exemption provided by Section 214 of the California Revenue and Taxation Code. No part of the net earnings, properties, or assets of this Corporation, on dissolution or otherwise, shall inure to the benefit of any private person or individual, or any Director or Officer of this Corporation. On liquidation or dissolution, all properties and assets remaining after payment, or provision for payment, of all debts and liabilities of this Corporation shall be distributed to one or more nonprofit funds, foundations or corporations which have established their tax-exempt status under Section 501(c)(3) of the Internal Revenue Code (the "Code") and which have satisfied the requirements of Section 214 of the California Revenue and Taxation Code.

**ARTICLE 5
DIRECTORS**

Section 5.1 Powers

(a) General Corporate Powers. The business and affairs of the Corporation shall be managed, and all corporate powers shall be exercised by or under the direction of the Board.

(b) Specific Powers. Without prejudice to their general powers, the Directors shall have the power to:

- (i) Select and remove the Officers of the Corporation; prescribe any powers and duties for them that are consistent with the law, with the Articles of Incorporation, and with these Bylaws; and fix their compensation, if any.
- (ii) Change the principal executive office or the principal business office in the State of California from one location to another; cause the Corporation to be qualified to do business in any other state, territory, dependency, or country, and conduct business within or outside the State of California; and designate any place within or outside the State of California for the holding of any meeting
- (iii) Adopt, make, and use a corporate seal and alter the form of the seal.
- (iv) Borrow money and incur indebtedness on behalf of the Corporation and cause to be executed and delivered for the Corporation's purposes, in the Corporate name, promissory notes, bonds, debentures, deeds of trust, mortgages, pledges, hypothecations, and other evidences of debt.

Section 5.2 Number of Directors

The authorized number of Directors shall be not less than three (3) nor more than fifteen (15) as the Board shall determine.

Section 5.3 **Appointment and Term of Office of Directors**

- (a) Directors shall be elected by a majority vote of the Directors, including the vote(s) of any Director whose term of office expires with such meeting.
- (b) All Directors shall serve terms of three years, arranged so that not more than one-third plus one of the Directors' terms shall expire in any year. Directors may serve three consecutive terms. A Director may serve additional terms after one year hiatus off the Board.
- (c) The Chair of the Board shall be selected by a majority vote of the Directors following the appointment or election of Directors at each annual meeting.
- (d) An ex-officio Board position will assigned to a representative designated by the Marin Municipal Water District. It will be a permanent, non-voting position.

Section 5.4 **Qualifications of Board Members**

Any person 18 years of age or older may be nominated or elected to serve as a Director. Directors need not be residents of the State of California.

Section 5.5 **Vacancies**

- (a) Events Causing Vacancy A vacancy on the Board shall be deemed to exist at the occurrence of any of the following:
 - (i) The death, resignation, or removal of any Director.
 - (ii) The declaration by resolution of the Board of a vacancy in the office of a Director who has been declared of unsound mind by court order or convicted of a felony, or who has been found by final order or judgment of any court to have breached a duty under Corporation Code Section 5231 and following of the California Nonprofit Corporation Law.
 - (iii) The failure of the Board, at any meeting of the Board at which any Director(s) is to be appointed or elected, to appoint or elect the Director(s) to be appointed or elected at such meeting pursuant to the provisions of (a).
 - (iv) The increase of the authorized number of Directors.
- (b) Resignation Except as provided in this paragraph, any Director may resign, which resignation shall be effective on giving written notice to the Chairman of the Board, the President, or the Secretary, unless the notice specifies a later time for the resignation to become effective. No Director may resign when the Corporation would then be left without a duly elected Director or Directors in charge of its affairs.

(c) Removal

- (i) Any Director may be removed, with or without cause, by the vote of the majority of the members of the entire Board at a special meeting called for that purpose, or at a regular meeting, provided notice of that meeting and of the removal questions are given as provided in 5.8(f). Any vacancy caused by the removal of a Director shall be filled as provided in 5.3(a).
- (ii) Any Director who does not attend three (3) successive Board meetings will automatically be removed from the Board without Board resolution unless:
 - (A) The Director requests a leave of absence for a limited period of time, and the leave is approved by the Directors at a regular or special meeting. If such leave is granted, the number of Board members will be reduced by one in determining whether a quorum is or is not present.
 - (B) The Director suffers from an illness or disability which prevents him or her from attending meetings and the Board by resolution waives the automatic removal procedure of this subsection (ii).
 - (C) The Board by resolution of the majority of Board members agrees to reinstate the Director who has missed three (3) meetings.

(d) Filling of Vacancies. Any vacancy caused by the death, resignation, or removal of a Director shall be filled in accordance with the provisions of 5.3(a).

Section 5.6 **Place of Meeting; Meeting by Telephone**

Regular meetings of the Board may be held at any place within or outside the State of California, as designated from time to time by resolution of the Board. In the absence of such designation, regular meetings shall be held at the principal office of the Corporation. Special meetings of the Board shall be held at any place within or outside of the State of California, as designated in the notice of meeting or, if not stated in the notice or if there is no notice, at the principal office of the Corporation. Notwithstanding the above provisions of this section, a regular or special meeting of the Board may be held at any place consented to in writing by all Board members, either before or after the meeting. Any meeting, regular or special, may be held by conference telephone or similar communication equipment, so long as all Directors participating in the meeting can hear one another, and all such Directors shall be deemed to be present in person at such meeting.

Section 5.7 **Annual Meeting**

The Board shall hold an annual meeting 30 days before or after December 1 of each year at a time and place designated by the Board for purposes of electing officers, designating committees, and transacting regular business. Notice of these meetings shall be by first-class mail postmarked not less than ten (10) nor more than forty (40) days in advance thereof, or forty-eight (48) hours before any such meeting if given personally or by telephone, electronic mail, or facsimile transmission, except that any Director may waive notice as provided in 5.8(g).

Section 5.8 **Special Meetings**

(e) Authority to Call. Special meetings of the Board for any purpose may be called at any time by the Chair of the Board, the President, or any two (2) Directors.

(f) Notice. Notice of any special meeting of the Board shall be given to all Directors either by first-class mail at least four (4) days in advance or by notice delivered personally or by telephone, electronic mail, or facsimile transmission at least forty-eight (48) hours in advance, except that such notice may be waived by any Director as set forth in (g).

(g) Waiver of Notice. The transactions of any meeting of the Board, however called and noticed and wherever held, shall be as valid as though taken at a meeting duly held after regular call and notice if (a) a quorum is present and (b) either before or after the meeting, each of the Directors not present signs a written waiver of notice, a consent to holding of the meeting, or an approval of the minutes. The waiver of notice or consent need not specify the purpose of the meeting. All waivers, consents, and approvals shall be filed with the corporate records or made a part of the minutes of the meeting. Notice of a meeting shall also be deemed given to any Director who attends the meeting without protesting before or at its commencement about lack of adequate notice.

Section 5.9 Quorum

A majority of the Board shall constitute a quorum for the transaction of business, except to adjourn as provided in 5.10. Every act or decision done or made by a majority of the Directors present at a meeting held at which a quorum is present shall be regarded as the act of the Board, subject to the provisions of the California Nonprofit Corporation Law. A meeting at which a quorum is initially present may continue to transact business, notwithstanding the withdrawal of any Director, if any action taken is approved by at least a majority of the quorum required for the meeting.

Section 5.10 Adjournment

A majority of the Directors present, whether or not constituting a quorum, may adjourn any meeting to another time and place.

Section 5.11 Notice of Adjournment

Notice of the time and place of holding an adjourned meeting need not be given, unless the meeting is adjourned for more than twenty-four (24) hours, in which case notice of the time and place shall be given before the time of the adjourned meeting to the Directors who were not present at the time of the adjournment. Such notice may be waived in the same manner as set forth under 5.8(g).

Section 5.12 Action Without Meeting

Any action required or permitted to be taken by the Board may be taken without a meeting if all members of the Board, individually or collectively, consent in writing (via signed original documents or facsimile copies of original signed documents) to that action. Such action by written consent shall have

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the same force and effect as a unanimous vote of the Board. Such written consent or consents shall be filed with the minutes of the proceedings of the Board.

Section 5.13 Compensation of Directors

Directors and members of committees may receive reimbursement of expenses as may be determined by resolution of the Board to be just and reasonable. Directors shall not otherwise be compensated.

Section 5.14 Restriction on Interested Directors

Not more than forty-nine percent (49%) of the persons serving on the Board at any time may be interested persons. An interested person is (a) any person compensated by the Corporation for services rendered to it within the previous twelve (12) months, whether as a full-time or part-time employee, independent contractor, or otherwise; (b) any shareholder, employee or officer of any corporation, or partner or employee of any partnership, which has rendered compensated services to the Corporation within the previous twelve (12) months; and (c) any brother, sister, ancestor, descendant, spouse, brother-in-law, sister-in-law, mother-in-law, or father-in-law of any person described in (a) or (b) hereof. Any violation of the provisions of this paragraph shall not, however, affect the validity or enforceability of any transaction entered into by the Corporation.

ARTICLE 6 COMMITTEES

Section 6.1 Committees of Directors

The Board may, by resolution adopted by a majority of the Directors then in office, designate one or more committees consisting of two (2) or more Directors to serve at the pleasure of the Board. Any member of any committee may be removed, with or without cause, at any time by the Board. Any committee, to the extent provided in the resolution of the Board, shall have all or a portion of the authority of the Board, except that no committee, regardless of the Board resolution, may:

- (a) Fill vacancies on the Board or on any committee;
- (b) Amend or repeal the Articles of Incorporation or Bylaws or adopt new Bylaws;
- (c) Amend or repeal any resolution of the Board;
- (d) Designate any other committee of the Board or appoint the members of any committee;
- (e) Approve any transaction (i) to which the Corporation is a party and as to which one or more Directors has a material financial interest, or (ii) between the Corporation and one or more of its Directors or between the Corporation and any corporation or firm in which one or more of its Directors has a material financial interest.

Section 6.2 Executive Committee

Pursuant to 6.1, the Board may appoint two (2) or more Directors and the Chair of the Board of the Corporation, to serve as the Executive Committee of the Board. The Chair of the Board shall serve as chair of the Executive Committee. The Executive Committee, unless limited by a resolution of the Board, shall have and may exercise all the authority of the Board in the management of the business and affairs of the Corporation between meetings of the Board; provided, however, that the Executive Committee shall not have the authority of the Board in reference to those matters enumerated in 6.1.

Section 6.3 **Audit Committee**

The Corporation may have an Audit Committee consisting of at least one Director, and may include nonvoting advisors. Directors who are employees of the Corporation or who receive, directly or indirectly, any consulting, advisory, or other compensatory fees from the Corporation (other than for service as Director) may not serve on the Audit Committee. The President and Treasurer, if also Directors, may serve on the Audit Committee only if such persons are volunteers and are not compensated by this Corporation. The Audit Committee shall perform the duties and adhere to the guidelines set forth in the Corporation’s Audit Committee Charter as amended from time to time by the Board. Such duties include, but are not limited to: (i) assisting the Board in choosing an independent auditor and recommending termination of the auditor, if necessary, (ii) negotiating the auditor’s compensation, (iii) conferring with the auditor regarding the Corporation’s financial affairs, and (iv) reviewing and accepting or rejecting the audit. Members of the Audit Committee shall not receive compensation for their service on the Audit Committee in excess of that provided to Directors for their service on the Board. If the Corporation has a Finance Committee, a majority of the members of the Audit Committee may not concurrently serve as members of the Finance Committee, and the Chair of the Audit Committee may not serve on the Finance Committee.

Section 6.4 **Compensation Committee**

The Corporation may have a Compensation Committee consisting of at least three (3) Directors and no one who is not a Director. Directors who are also employees of the Corporation may not serve on the Compensation Committee. Pursuant to Section 12586(g) of the California Government Code and the applicable provisions of federal law, the Compensation Committee shall review the compensation of the President and Treasurer, and such other Officers of the Corporation the Compensation Committee determines appropriate annually and whenever a modification in compensation is proposed. The review shall include an evaluation of the performance of the Officers and an analysis of appropriate comparability data. Based on its review, the Compensation Committee shall recommend just and reasonable compensation amounts for the Officers to the Board. At the request of the President or the Board, the Compensation Committee shall review any issue involving staff compensation and benefits, including but not limited to housing, health, and retirement plans.

Section 6.5 **Meeting and Action of Committees**

The Board may adopt rules for any committee not inconsistent with the provisions of these Bylaws.

**ARTICLE 7
OFFICERS**

Section 7.1 Officers

The Corporation shall have the following Officers: President, Secretary, and Treasurer, and such other Officers as the Board may designate by resolution and appoint pursuant to 5.1. Officers need not be Directors. One person may hold two (2) or more offices, except those of President and Secretary, and President and Treasurer.

Section 7.2 Election of Officers

The Officers of the Corporation, except those appointed in accordance with the provisions of 0, shall be chosen by the Board, and each shall serve at the pleasure of the Board, subject to the rights, if any, of any Officer under a contract of employment.

Section 7.3 Subordinate Officers

The Board may appoint, and may authorize the President or any other Officer to appoint, any other Officers that the business of the Corporation may require, each of whom shall have the title, hold office for the period, have the authority, and perform the duties specified by the Bylaws or determined from time to time by the Board.

Section 7.4 Removal of Officers

Subject to rights, if any, under any contract of employment, any Officer may be removed, with or without cause, by the Board, at any regular or special meeting of the Board, or, except in the case of an Officer chosen by the Board, by an Officer on whom such power of removal has been conferred by the Board.

Section 7.5 Resignation of Officers

Any Officer may resign at any time by giving written notice to the Board, the President, or the Secretary of the Corporation. Any resignation shall take effect at the date of receipt of that notice or at any later time specified in that notice. Unless otherwise specified in that notice, the acceptance of the resignation shall not be necessary to make it effective. Any resignation shall be without prejudice to the rights, if any, of the Corporation under any contract to which the Officer is a party.

Section 7.6 Vacancies in Office

A vacancy in any Office because of death, resignation, removal, disqualification, or any other cause shall be filled only in the manner prescribed in these Bylaws for regular appointments to that Office.

Section 7.7 Responsibilities of Officers

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(a) President. The President shall be the chief executive officer of the Corporation. He or she shall have such other powers and duties as may be prescribed by the Board or these Bylaws. The President shall be responsible to the Board, shall see that the Board is advised on all significant matters of the Corporation's business, and shall see that all orders and resolutions of the Board are carried into effect. The President shall be empowered to act, speak for, or otherwise represent the Corporation between meetings of the Board within the boundaries of policies and purposes established by the Board and as set forth in the Articles of Incorporation and these Bylaws. The President shall be responsible for keeping the Board informed at all times of staff performance as related to program objectives, and for implementing any personnel policies adopted by the Board.

(b) Secretary. The Secretary shall attend to the following:

- (i) Book of Minutes. The Secretary shall keep or cause to be kept, at the principal executive office or such other place as the Board may direct, a book of minutes of all meetings and actions of Directors and committees of Directors, with the time and place of holding regular and special meetings, and if special, how authorized, the notice given, the names of those present at such meetings, and the proceedings of such meetings.
- (ii) Notices and Other Duties. The Secretary shall give, or cause to be given, notice of all meetings of the Board required by the Bylaws to be given. The Secretary shall have such other powers and perform such other duties as may be prescribed by the Board or the Bylaws.

(c) Treasurer. The Treasurer shall be the chief financial officer of the Corporation and shall attend to the following:

- (i) Books of Account. The Treasurer shall keep and maintain, or cause to be kept and maintained, adequate and correct books and records of accounts of the properties and business transactions of the Corporation, including accounts of its assets, liabilities, receipts, disbursements, gains, losses, capital, and other matters customarily included in financial statements. The books of account shall be open to inspection by any Director at all reasonable times.
- (ii) Deposit and Disbursement of Money and Valuables. The Treasurer shall deposit all money and other valuables in the name and to the credit of the Corporation with such depositories as may be designated by the Board; shall disburse funds of the Corporation as may be ordered by the Board; shall render to the President and Directors, whenever they request it, an account of all financial transactions and of the financial condition of the Corporation; and shall have other powers and perform such other duties as may be prescribed by the Board or the Bylaws.
- (iii) Bond. If required by the Board, the Treasurer shall give the Corporation a bond in the amount and with the surety specified by the Board for the faithful performance of the duties of his or her office and for restoration to the Corporation of all its books, papers, vouchers, money, and other property of every kind in his or her possession or under his or her control on his or her death, resignation, retirement, or removal from office.

**ARTICLE 8
RECORDS AND REPORTS**

Section 8.1 Maintenance of Articles and Bylaws

The Corporation shall keep at its principal executive office the original or a copy of its Articles and Bylaws as amended to date.

Section 8.2 Maintenance of Other Corporate Records

The accounting books, records, and minutes of the proceedings of the Board and any committee(s) of the Board shall be kept at such place or places designated by the Board or, in the absence of such designation, at the principal executive office of the Corporation. The minutes shall be kept in written or typed form, and the accounting books and records shall be kept in either written or typed form or in any other form capable of being converted into written, typed, or printed form.

Section 8.3 Inspection by Directors

Every Director shall have the absolute right at any reasonable time to inspect all books, records, and documents of every kind and the physical properties of the Corporation and each of its subsidiary corporations. This inspection by a Director may be made in person or by an agent or attorney, and the right of inspection includes the right to copy and make extracts of documents.

Section 8.4 Annual Statement of Certain Transactions and Indemnification

The Corporation shall prepare and mail or deliver to each Director an annual statement of the amount and circumstances of any transaction or indemnification of the following kind:

- (a) Any transaction(s) in which the Corporation was a party, and in which any Director or Officer of the Corporation had a direct or indirect financial interest.
- (b) Any indemnifications or advances aggregating more than Fifty Thousand Dollars (\$50,000) paid during the fiscal year to any Officer or Director of the Corporation pursuant to 9.1 hereof, unless such indemnification has already been approved pursuant to 9.2.

**ARTICLE 9
INDEMNIFICATION OF DIRECTORS AND OFFICERS**

Section 9.1 Right to Indemnification

This Corporation shall indemnify any person who was or is a party, or is threatened to be made a party, to any action or proceeding by reason of the fact that such person is or was an Officer, Director, or agent of this Corporation, or is or was serving at the request of this Corporation as a director, officer, employee, or agent of another foreign or domestic corporation, partnership, joint venture, or other enterprise, against expenses, judgment, fines, settlements, and other amounts actually and reasonably

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incurred in connection with such proceeding, to the fullest extent permitted under the California Nonprofit Corporation Law.

In determining whether indemnification is available to the Director, Officer or agent of this Corporation under California law, the determination as to whether the applicable standard of conduct set forth in Section 5238 of the California Nonprofit Corporation Law has been met shall be made by a majority vote of a quorum of Directors who are not parties to the proceeding. If the number of Directors who are not parties to the proceeding is less than two-thirds ($\frac{2}{3}$) of the total number of Directors seated at the time the determination is to be made, the determination as to whether the applicable standard of conduct has been met shall be made by the court in which the proceeding is or was pending.

The indemnification provided herein shall not be deemed exclusive of any other rights to which those indemnified may be entitled, and shall continue as to a person who has ceased to be an agent and shall inure to the benefit of the heirs, executors, and administrators of such a person.

Section 9.2 Insurance

This Corporation shall have the power and shall use its best efforts to purchase and maintain insurance on behalf of any Director, Officer, or agent of the Corporation, against any liability asserted against or incurred by the Director, Officer, or agent in any such capacity or arising out of the Director's, Officer's, or agent's status as such, whether or not the Corporation would have the power to indemnify the agent against such liability under these Bylaws; provided, however, that the Corporation shall have no power to purchase and maintain such insurance to indemnify any Director, Officer, or agent of the Corporation for any self-dealing transaction, as described in Section 5233 of the California Nonprofit Corporation Law.

ARTICLE 10 CONTRACTS AND LOANS WITH DIRECTORS AND OFFICERS

Section 10.1 Contracts with Directors and Officers

- (a) No Director or Officer of this Corporation, nor any other corporation, firm, association, or other entity in which one or more of this Corporation's Directors or Officers are directors or have a material financial interest, shall be interested, directly or indirectly, in any contract or other transaction with this Corporation, unless (i) the material facts regarding such Director's or Officer's financial interest in such contract or transaction and/or regarding such common directorship, officership, or financial interest are fully disclosed in good faith and are noted in the minutes, or are known to all members of the Board prior to consideration by the Board of such contract or transaction; (ii) such contract or transaction is authorized in good faith by a majority of the Board by a vote sufficient for that purpose without counting the vote or votes of such interested Director(s); (iii) prior to authorizing or approving the

transaction, the Board considers and in good faith determines after reasonable investigation under the circumstances that the Corporation could not obtain a more advantageous arrangement with reasonable effort under the circumstances; and (iv) this Corporation enters into the transaction for its own benefit, and the transaction is fair and reasonable to this Corporation at the time the transaction is entered into.

- (b) The provisions of this Section do not apply to a transaction which is part of an educational or charitable program of the Corporation if it: (i) is approved or authorized by the Corporation in good faith and without unjustified favoritism; and (ii) results in a benefit to one or more Directors or Officers or their families because they are in the class of persons intended to be benefited by the educational or charitable program of this Corporation.

Section 10.2 Loans to Directors and Officers

The Corporation shall not make any loan of money or property to or guarantee the obligation of any Director or Officer, unless approved by the Attorney General of the State of California; provided, however, that the Corporation may advance money to a Director or Officer of the Corporation for expenses reasonably anticipated to be incurred in the performance of the duties of such Director or Officer, provided that in the absence of such advance such Director or Officer would be entitled to be reimbursed for such expenses by the Corporation.

**ARTICLE 11
FISCAL YEAR**

The fiscal year of the Corporation shall be the calendar year, ending on December 31.

**ARTICLE 12
CONSTRUCTION AND DEFINITIONS**

Unless the context requires otherwise, the general provisions, rules of construction, and definitions in the California Nonprofit Corporation law shall govern the construction of these Bylaws. Without limiting the generality of the above, the masculine gender includes the feminine and neuter, the singular number includes the plural, and the plural number includes the singular.

**ARTICLE 13
AMENDMENTS**

Bylaws may be adopted, amended, or repealed by a majority vote of the entire Board.

**ARTICLE 14
MEMBERS**

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This Corporation shall not have voting members within the meaning of the California Nonprofit Corporation Law. The Board may admit nonvoting members of one or more classes having such rights and obligations as the Board shall deem appropriate from time to time.

**ARTICLE 15
PRIVATE FOUNDATION RESTRICTIONS**

In any period in which the Corporation is a private foundation, as defined in Section 509 of the Code, this Corporation shall make distributions at such time and in such manner as not to subject the Corporation to tax under Section 4942 of the Code, and the Corporation shall not (i) engage in any act of self-dealing, as defined in Section 4941(d) of the Code, (ii) retain any excess business holdings, as defined in Section 4943(c) of the Code, (iii) make any investments in such manner as to subject the Corporation to tax under Section 4944 of the Code, or (iv) make any taxable expenditures, as defined in Section 4945(d) of the Code.

CERTIFICATE OF SECRETARY

I, the undersigned, the duly elected Secretary of Friends of the Mt Tamalpais Watershed, a California nonprofit public benefit corporation, do hereby certify:

That the foregoing Bylaws consisting of ____ pages were adopted as the Bylaws of the Corporation by the Directors of the Corporation on _____, 2006, and the same do now constitute the Bylaws of said Corporation.

IN WITNESS WHEREOF, I have hereunto subscribed my name this ____ day of _____, 2006.

xxxxx, Secretary

Appendix 6: Model Cooperative Agreement Between the "Friends" Organization and the Marin Municipal Water District

This Cooperative Agreement is entered into as of the ___ day of _____, 2011, by and between the Marin Municipal Water District, hereinafter referred to as the "District", and the Friends of Mt. Tamalpais, a non-profit corporation organized under the laws of the State of California, hereinafter referred to as the "Friends".

Section A. Recitals

Whereas the District owns and maintains watershed lands that are one of Marin's most valuable natural resources, providing and protecting the major source of domestic water for our customers and held in trust as a natural wildland of great biological diversity, as scenic open space and as an area for passive daytime recreation for Marin and much of the Bay Area; and

Whereas, the District maintains a work force to protect water quality and to manage natural resources, constructed facilities, and safety and recreational experiences for the visiting public; and

Whereas the "Friends" is uniquely qualified and willing to develop and administer programs, including activities that facilitate volunteer involvement in the watershed, bring public donations of time, services, and funds to support the watershed and involve the community in education, restoration, conservation, and other activities within the watershed; and

Whereas, the "Friends" will be an active partner in MMWD watershed programs and community outreach efforts and is uniquely qualified to provide specialized expertise to design, and implement programs, projects and initiatives of benefit to the District; and

Whereas, the "Friends" can bring specific skills and expertise related to community education, coordination of volunteer support to the watershed and creation of sales items and services designed to promote education and awareness and enjoyment of the Mt Tamalpais and other watershed lands, and to provide support to the District; and

Whereas, the District does not itself have sufficient financial and personnel resources to provide such programs and desires the "Friends" under the supervision of the District to establish and operate the same; and

Whereas, the District and the "Friends" wish to cooperate in the development of activities and uses consistent with District Code of Regulation, Board Policies, Watershed management plans, and other state and federal laws pertaining to managing watershed lands for public drinking waters supply; and

Whereas, the District will be substantially involved with the "Friends" in carrying out the activities herein contemplated; and

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Now therefore, the parties agree as follows:

Section B. Obligations and Responsibilities

Section B.1. District Responsibilities and Involvement

The Marin Municipal Water District involvement pursuant to this agreement will include, but is not limited to, the following:

1. Provision and interpretation of District Code of Regulations, Board Policies, and Management Plans.
2. Provision of facilities with which to support the objectives of this Agreement.
3. The right to review and approve the use of District funds administered by The “Friends” pursuant to section F.
4. Insuring compliance with statutory requirements.
5. Monitoring of programs and services provided by the “Friends” in the furtherance of this Agreement, provided that in all situations requiring the written approval of the Districts, unless specified otherwise, said approval, disapproval, or other determination in response to the “Friends” request shall be made within ninety (90) days of receipt thereof by the District.

Section B.2. “Friends” Responsibilities

The “Friends” agrees, in consultation and cooperation with the District, to undertake the following responsibilities in carrying out the objectives of this agreement:

1. Provide programs designed to enhance public understanding of and involvement in the watershed.
2. Staff and manage facilities to enhance community use, enjoyment and understanding of the watershed, including but not limited to exhibit areas, visitors centers, educational and meeting facilities and adaptive reuse of historic structures for visitor programs and services.
3. Develop educational tools to enhance public understanding of the watershed including but not limited to publications, plans and designs, exhibits, media, interpretive sales items, interpretive programs including fee-based tours, seminars, and lectures.
4. Engage in environmental and historic restoration projects, conservation and related programs throughout the watershed, with a particular emphasis, when appropriate, on developing community-based volunteer programs to assist the District with these activities.
5. Provide skills and expertise which are uniquely available to the “Friends” to enhance and improve the watershed. Enlist special expertise to provide the skills needed to perform the “Friends” responsibilities under this agreement.
6. Accept and administer funds obtained from governmental and non-governmental entities and expend them in accordance with District goals and objectives on the watershed. Facilitate the planning, funding and completion of District approved projects by using non-District funds or by leveraging limited amounts of District funds, when available, with non-District assistance. All

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such funds shall be administered in accordance with the financial and accounting procedures specified in this Agreement.

Section B.3. “Friends” Personnel and Contractors

The “Friends” shall provide all personnel necessary for the fulfillment of its obligations under this agreement, including staff, contractors, friends, and volunteers.

Section B.4. Technical Assistance

Upon request of the “Friends” and subject to the availability of funds and personnel, the District may provide appropriate staff and equipment to assist the “Friends” in meeting needs arising out of programs and services conducted or authorized by the “Friends” under this agreement and to insure the proper performance of the obligations of the “Friends” under this agreement.

Section C. Terms of Agreement

Unless terminated earlier by operation of the terms of this Agreement or by agreements of the parties in writing, this Agreement shall be for a term of twenty (20) years unless sooner terminated pursuant to Section I of this agreement.

Section D. Facilities

Section D.1 District Land and Improvements

1. The District, retaining right of entry, may assign for use by the “Friends” during the term of this Agreement, parcels of land and improvements necessary for the conduct of the operations authorized hereunder. Said land and improvements are solely for the conduct of the operations authorized by this Agreement. Terms and conditions related to the “Friends” use and occupancy of lands and improvements under this section shall be detailed in a separate agreement between the District and “Friends”.
2. “District improvements” as used herein, means the buildings, structures, utility systems, fixtures, equipment, and other improvements upon the lands assigned hereunder, constructed or acquired by the District and assigned by the District to the “Friends” for the purposes of this agreement.

Section E Compliance with District Policies and Management Plans

All new projects, programs, and fundraising campaigns to be conducted by the “Friends” shall be presented to the District Board of Directors for their approval.

Section F. Financial Assistance/ Cost Sharing/ Award

Section F.1. Financial Assistance, Cost Sharing and Award

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1. The “Friends” will work closely with the District to identify funding sources for programs and activities authorized by this Agreement.
2. The capability of the District to provide financial assistance will be determined on a year by year, project by project basis, subject to availability of funds.
3. The commitment of District funds in furtherance of this Agreement shall be authorized by individual project statements appended to this Agreement. When work to be accomplished and a cooperative work program are mutually agreed upon by both parties, an appropriate project statement shall be consummated obligating funds. In the development of a cooperative work program, the “Friends” and the District shall agree to the projected costs of component work projects, and determine the level of funding available – both through the District as well as other public and private sources, the level of cost sharing shall be determined and documented in project statements appended to this agreement stating the estimated cost, indirect cost rate, method of disbursement, payment information, and applicable appropriation and accounting data. Any and all costs, funding advances, financial management systems and reporting requirements will be as stipulated in Appendix A Administrative Provisions.
4. All funds received and all funds expended by the “Friends” under this agreement shall be maintained as in Section G.1 of this Agreement.

Section G. Reports

Section G.1. Financial and Accounts

1. The “Friends” shall maintain an accounting system whereby its accounts can be readily identified. All funds received by the “Friends” from the District shall be maintained in specified restricted funds or accounts and expended in accordance with the specific purposes of the restricted fund or account in which they are deposited. At the request of the District, the “Friends” shall provide with a reasonable amount of time all relevant information concerning these funds or accounts, including but not limited to amounts and sources of income, amounts and recipients of expenditures, and current balances. The “Friends” may establish restricted funds or accounts associated with other sources of funds and programs for which shall be expended.
2. The “Friends” shall submit annually, as soon as possible but not later than 90 days after the close of its fiscal year, a financial statement for the preceding year or any portion of years, as prescribed the District. The financial statements shall be audited by an independent certified public accountant. The District shall have the right to verify and copy for its use all such reports from the books, correspondences, memoranda, and other records of the “Friends” and cooperators and contractors, during the period of this agreement and for such time thereafter as may be necessary to accomplish such verification.

Section G.2. Annual Reports

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The "Friends" shall prepare and submit to The District an annual report of the "Friends" activities after the close of each "Friends" fiscal year during the term of this agreement. The report shall include, but need not be limited to the following:

1. Statement of achievement during the preceding year.
2. Description of activities and services offered in furtherance of this agreement.
3. Financial statements as required in Section F.1
4. Other information as may be requested by the District.

Section H General Provisions

Section H.1 Assignment/Delegation: Except as above, neither party hereto shall assign, sublet or transfer any interest in or duty under this agreement without written consent of the other, and no assignment shall be of any force or effect whatsoever unless and until the other party shall have so consented.

Section H.2 Status of "Friends": The parties intend that the employees of the "Friends" are not to be considered an agent or employee of the District, and is not entitled to participate in any pension plan, insurance, bonus or similar benefits the District provides its employees.

Section H.3 Indemnification: The "Friends" hereby warrants that all its work will be performed in accordance with generally accepted professional practices and standards, as well as the requirements of applicable federal, state and local laws, it being understood that acceptance of the Friend's work by the District shall not operate as a waiver or release.

With respect to all activities under this agreement, The "Friends" shall indemnify, hold harmless, release and defend the District, its officers, directors, agents, volunteers, and employees from and against any and all actions, claims, damages, disabilities, liabilities and expenses, including attorney's and expert fees and witness and litigation costs that may be asserted by any person or entity, including the "Friends", its officers, agents, employees and/or subcontractors, arising out of the negligent acts, errors or omissions, failure to perform or willful misconduct of the "Friends" in connection with this agreement and the activities necessary to perform the services and complete the task provided for herein, but excluding liabilities due to the sole negligence or willful misconduct of the District.

This indemnification is not limited in any way by any limitation on the amount or type of damages or compensation payable by or for the District or its agents under workers' compensation acts, disability benefit acts or other employee benefit acts.

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Section H.4 Modification This writing is intended both as the final expression of the agreement between the parties hereto with respect to the included terms of the agreement, pursuant to California Code of Civil Procedure Section 1856 and as a complete and exclusive statement of the terms of the agreement. No modification of this agreement shall be effective unless and until such modification is evidenced by a writing signed by both parties.

Section H.5 Severability: Each provision of this agreement is intended to be severable. If any term of any provision shall be determined by a court of competent jurisdiction to be illegal or invalid for any reason whatsoever, such provision shall be severed from this agreement and shall not affect the validity of the remainder of the agreement.

Section H.6 Nondiscrimination: The "Friends" shall comply with all applicable federal, state and local laws, rules and regulations in regard to nondiscrimination in employment because of race, color, ancestry, national origin, religion, sex, marital status, age, medical condition or physical handicap.

Section H.7 Insurance: The "Friends" shall obtain insurance acceptable to the District in a company or companies with a Best's rated carrier of at least "A". The required documentation of such insurance shall be furnished to the District at the time the "Friends" return the executed contract. The "Friends" shall not commence work nor shall it allow its employees or subcontractors or anyone to commence work until all insurance required hereunder has been submitted and approved.

The "Friends" shall have and maintain at all times during the life of this agreement, up to the date of acceptance, the following policies of insurance:

a. Workers' Compensation Insurance: Workers' Compensation Insurance to cover its employees, as required by the State of California, and shall require all subcontractors similarly to provide Workers' Compensation Insurance as required by the Labor Code of the State of California for all of the subcontractors' employees. All Workers' Compensation policies shall be endorsed with the following specific language:

"This policy shall not be canceled without first giving thirty (30) days prior notice to the Marin Municipal Water District,
Attn: Laurie Offenbach by certified mail."

The Workers' Compensation Insurance self-insured deductibles and retentions for both the "Friends" and its subcontractors shall not exceed \$ 1,000 (one thousand dollars)

b. Public Liability Insurance: Personal Injury (including bodily injury) and Property Damage Insurance for all activities of the "Friends" and its subcontractors arising out of or in connection with this agreement, written on a commercial general liability form which provides coverage at least as broad as ISO Commercial General Liability Occurrence Form CG 00 01 11 85 or 88 or any subsequent

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revision or equivalent including benefit contractual coverage, completed operations coverage, protective coverage, and automobile coverage. The automobile coverage should be at least as broad as ISO Business Auto Form CA001 edition 187 or equivalent including employer's non-ownership liability. All deductibles or self-insured retentions shall not exceed \$1,000 (one thousand dollars). Coverage in an amount not less than \$1,000,000 (one million dollars) combined single limit personal injury, including bodily injury, and property damage for each occurrence is required. Each such policy shall be endorsed with the following language:

1. The Marin Municipal Water District, its officers, agents, employees and volunteers are additional insured under this policy.
2. The insurance shall be primary as respects the insured shown in the schedule above.
3. The insurance afforded by this policy shall not be canceled except after thirty days prior written notice by certified mail return receipt requested has been given to the District.
4. The referenced policy does not exclude explosion, collapse, underground excavation hazards or removal of lateral support.
5. The inclusion of more than one insured shall not operate to impair the right of one insured against another insured, and the coverage afforded in the policy shall apply as though separate policies had been issued to each insured.

“Friends” policy shall be endorsed with "Attachment C - Additional Insured Endorsement" form.

The General Aggregate Limits of Insurance in the referenced policies apply separately to this project.

c. Professional Liability Insurance: The “Friends” shall procure and maintain throughout the term of this agreement, Professional Liability Insurance in an amount not less than \$1,000,000 (one million dollars). All insurance deductibles or self-insured retentions shall not exceed \$1,000 (one thousand dollars). All Professional Liability Insurance policies shall be endorsed with the following specific language:

- (i) This policy shall not be canceled without first giving thirty (30) days prior notice to the District by certified mail.

d. Documentation: The following documentation of insurance shall be submitted to the District:

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- (i) A Certificate of Insurance for Workers' Compensation Insurance for "Friends". A copy of the required policy endorsements specified in subparagraph a. shall be attached to each such Certificate submitted.
- (ii) Certificates of Liability Insurance showing the limits of insurance provided. Copies of the required endorsements specified in subparagraphs b. and c. shall be attached to each Certificate submitted.

Section H.8 Dispute Resolution: Any dispute or claim in law or equity between District and "Friends" arising out of this agreement, if not resolved by informal negotiation between the parties, shall be mediated by referring it to the nearest office of Judicial Arbitration and Mediation Services, Inc. (JAMS) for mediation. Each party shall provide the others with a list of four mediators. The parties shall confer on the list and select a mutually agreeable mediator. Mediation shall consist of an informal, non-binding conference or conferences between the parties and the judge-mediator jointly, then in separate caucuses wherein the judge will seek to guide the parties to a resolution of the case. If the parties cannot agree to a mutually acceptable member from the JAMS panel of retired judges, a list and resumes of available mediators with substantial experience in mediating claims of the type at issue between the parties, numbering one more than there are parties, will be sent to the parties, each of whom will strike one name leaving the remaining name as the mediator. If more than one name remains, JAMS arbitrations administrator will choose a mediator from the remaining names. The mediation process shall continue until the case is resolved or until such time as the mediator makes a finding that there is no possibility of resolution.

At the sole election of the District, any dispute or claim in law or equity between District and "Friends" arising out of this agreement which is not settled through mediation shall be decided by neutral binding arbitration and not by court action, except as provided by California law for judicial review of arbitration proceedings. The arbitration shall be conducted in accordance with the rules of Judicial Arbitration Mediation Services, Inc. (JAMS). The parties to arbitration may agree in writing to use different rules and/or arbitrators.

Section I. Health, Safety, and Security

(a) The "Friends" shall provide for the safety of its employees, contractors, volunteers and the general public in their use of any facilities assigned to the "Friends" under this Agreement. The "Friends" will take such steps as are necessary to insure a safe and healthful work environment for its employees, contractors, volunteers and the general public. The "Friends" shall designate a Safety Officer to be responsible for implementation of the safety program and development of the Annual Safety Plan and Report. Periodic inspections shall be conducted by the District's safety office. All other required inspections shall be conducted by The "Friends" Safety Officer. The "Friends" Safety Officer may be the same person as is required in (d) following. Such designation shall be by written notification to The District within thirty (30) days from the effective date of this Agreement.

(b) Operations under this Agreement and the administration thereof by The District shall be subject to the Federal, State and local laws the District and the rules, regulations and policies promulgated there

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under, whether now in force of hereafter enacted or promulgated, including building safety, health and sanitation codes, statutes and standards as may apply.

(c) The “Friends” must also comply with current applicable requirements promulgated by the U.S. Department of Labor pursuant to the Occupational Safety and Health Act of 1970 as well as California Occupational Safety and Health Administration. The District may provide technical support and assistance in meeting these requirements.

(d) The “Friends” shall designate a staff person with authority to represent and to carry out The “Friends” responsibilities for health and safety under this Agreement, or The “Friends” and other approved Park partners serving under existing cooperative agreements may share the services of a “safety officer” which has been approved in writing by The District to provide specified services under this Article for more than one principal to a cooperative agreement. Such designation shall be in writing with notification to The District or to The “Friends” within thirty (30) days from the effective date of this Agreement.

(e) The “Friends” will, in consultation with the District, and other appropriate inspection officials participate in a regular program of Fire and Safety Inspections covering all facilities and programs authorized under this Agreement. Written reports covering all inspections of physical facilities will be completed by the inspectors and forwarded to The District within ten (10) days of the inspection date. As a minimum, all facilities shall be inspected on an annual basis, provided however that The District may at his discretion require more frequent inspections.

(f) The “Friends” will provide and maintain fire protection equipment including portable fire extinguishers of appropriate size, type and distribution to adequately protect all facilities assigned to the “Friends” under this Agreement. Provision and maintenance of this equipment will comply with National Fire Protection Friends Standards as defined in NFPA No. 10, 1975.

(g) The “Friends” will provide and maintain adequate first aid equipment and qualified personal to serve the potential needs of the “Friends” employees, volunteers and the general public in the use of any facilities assigned the “Friends” under this Agreement.

(h) The “Friends” shall take immediate steps to correct health and safety and sanitation infractions called to its attention by The District and other Federal, State, or local inspection officials when such infractions, in the opinion of the inspecting official pose and immediate threat to the health and/or safety of persons or property.

(i) The “Friends” shall take steps to insure that all accidents involving personal injury (other than minor first aid) and/or property damage and fires occurring within the facilities assigned under this Agreement are reported immediately to The District or his authorized representative.

(j) The “Friends” shall be responsible for the security of any buildings that may be assigned under this Agreement and property contained therein. Discovery of any break-in or other criminal act shall be immediately reported to The District or his authorized representative.

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(k) The District will provide appropriate levels of day-to-day routine law enforcement and shall undertake to enforce, as deemed appropriate, all applicable laws and regulations pertaining to the conduct of persons at activities conducted by the “Friends”.

Section J. Modification, Assignment, Termination

Section J.1. Suspension

This agreement may only be modified by written modifications which include mutual consent and signatures of both parties. Request for modifications will be forwarded in writing by one party to the other, enclosing the proposed form of modification, at least sixty (60) days prior to the proposed date of said modification(s).

Section J.2. Assignment

This agreement may not be assigned in whole or in part by The “Friends” without the prior written approval of the District.

Section J.3. Suspension or Termination

1. Termination of the Agreement means the cancellation of District sponsorship of this agreement, in whole or in part, at any time prior to the completion of the Term of the Agreement (Section C). Suspension of the Agreement is an action by the District that temporarily suspends District sponsorship, pending corrective action the “Friends” or pending a decision to terminate by the District.
2. If the “Friends” fail to comply with terms of the agreement, the District may, on reasonable notice to the “Friends”, suspend the Agreement, and withhold further payments and prohibit the “Friends” from incurring additional obligations of funds, pending corrective action by the “Friends”; or decide to terminate in accordance with paragraph 3 below. All necessary and proper costs that the “Friends” could not reasonably avoid during the period of suspension shall be allowed provided that they meet the provisions of the applicable cost principles.
3. This agreement may be terminated as follows:
 - (a) Termination for Cause – The District may terminate the Agreement in whole or in part at any time before the completion of the Term of the Agreement, whenever it is determined that the Friend’s has failed to comply with the conditions of the Agreement. The District shall notify the “Friends” in writing of the determination and the reasons for the termination together with the effective date which must provide at least ninety (90) days notice. The “Friends” shall not incur new obligations after the effective date of the termination notice and shall cancel as many outstanding obligations as possible. Payments made to the “Friends” or recoveries by the District under agreements terminated for cause shall be in accordance with the legal rights and liabilities of the parties.

- (b) Termination for Convenience - The Agreement may be terminated in whole or in part when both parties agree that the continuation of the project would not produce beneficial results commensurate with the further expenditures of funds. The two parties shall agree upon the termination conditions, including the effective date and, in the case of termination conditions, including the effective date and in the case of partial termination, the portion to be terminated. In the event that both parties cannot agree, the District and the "Friends" each reserve the right to unilaterally terminate the Agreement by giving the ninety (90) days written notice of termination to the other party. The "Friends" shall not incur new obligation for the terminated portion after the effective date, and shall cancel as many outstanding obligations as possible. The District shall allow full credit to the "Friends" for the District share of non-cancellable obligation, properly incurred by the "Friends" prior to termination.

Section K. Special Provisions

Section J.1 Use of Area

This Agreement is entered into by the "Friends" with the knowledge that the historic, natural and recreational qualities of the District lands are to be preserved. The "Friends" will not use any premises, or exercise any of the rights or privileged herein provided for, except to the extent necessary for the purposes of this Agreement.

Section J.2 Non-profit Status

During the term of this Agreement, the "Friends" must retain its non-profit status pursuant to the General Non-Profit Corporation Law of the State of California. Loss of this status shall be cause for termination of this Agreement. This provision does not apply to any financially independent subsidiary of the "Friends".

Section J.3 Taxes

Any and all taxes which may be lawfully levied by any State or its political subdivisions upon the property or business of the "Friends" shall be paid by the "Friends" based on terms and conditions imposed by the taxing agent. No delinquencies shall be allowed to accrue. Delinquencies are grounds for termination of this agreement.

Section J.4 Volunteers

All unpaid representatives of the "Friends" shall be deemed watershed volunteers per District guidelines. Watershed volunteers are not District employees.

Section J.5 District Procurement

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The "Friends" is not entitled to be awarded or to have sole negotiating rights to any District procurement or service contract by virtue of any provision of the Agreement. However, this does not preclude the "Friends", or any subsidiary of the "Friends", from participation in competitive District procurement processes.

Section J.6 Officials Not To Benefit

(a) No member District Board Member shall be admitted to any share or part of the Agreement, or to any benefit to arise there from, unless the share or part or benefit is for the general benefit of a corporation or company.

(b) In connection with the performance of work under this Agreement, the "Friends" agrees not to employ, enter into any contract with, or provide any benefit arising from this Agreement to, employees of the Marin Municipal Water District and/or members of the Board of Directors of the "Friends".

Section J.7 Headings

The headings throughout this Agreement are for convenience and reference only and the works contained therein shall in no way be held to explain, modify, amplify or aid in the interpretation, construction or meaning of the provisions of this Agreement.

Section J.8 Invalidity

If any provisions of this Agreement or its application to any persons or any circumstances shall be invalid and unenforceable, the other provisions of this Agreement shall not be affected by such invalidity or unenforceability.

Draft Agreement - January 25, 2011 ms