

Peter Grenell

From: brian foss <brian.foss@me.com>
Sent: Friday, September 21, 2012 12:16 PM
To: Rita Koehnen; Jeff Wingfield; Peter Grenell; David Hull(home)
Subject: Fwd: CMIA
Attachments: CMIA bylawsApproval(byPort) 1.jpeg; ATT56703.htm; CMIA bylawsApproval(byPort) 2.jpeg; ATT56704.htm; CMIA bylawsApproval(byPort) 3.jpeg; ATT56705.htm; CMIA bylawsApproval(byPort) 4.jpeg; ATT56706.htm; CMIA bylawsApproval(byPort).jpeg; ATT56707.htm; CMIAJPAAgreementOriginal.doc; ATT56708.htm; CMIABylaws.doc; ATT56709.htm

Importance: High

Larry Mallon response to Tax exempt status.

approval of bylaws by individual port. Nov, 1995

Also individual Port Approval of 1995 bylaws

Peter Grenell

To: Doug Charchenko
Subject: RE: Status

Of course! That shows you what happens when the juggling act has one of the bowling pins (or whatever) lost in the stage lights up above.

OK- status: We're on hold until November. I expect that we will then get going again on next steps including proceeding on:



(a) the multi-use building design process and exploring potential financing. In preparation for proceeding on design, I expect Scott and I will first have some geotech work done on the B Lot project site to get clear on what's under the pavement. This will have direct implications for possible full basement design (parking, utilities, storage?), etc. After design, of course, down the line will be CEQA and permitting.

(b) the Perched Beach development site. Re: the latter, first up will be completion of engineering design by GHD of the protective bulkhead, now roughly 2/3-3/4 done, plus the new beach extension of the Perched Beach. We will need to do this in all likelihood for mitigation of loss of direct public beach access to the water because of the bulkhead. GHD will design/engineer this. Source(s) of beach material include sediment dredged from the Outer Harbor near the east arm of the Corps breakwater. There's several hundred thousand cu. yds. of decent material out there (2007 studies were done, and nothing significant to alter the chemistry or physical characteristics has occurred since); also, we may want/need to truck in some decent dry material as overlay. Second up, financing, CEQA, permits, etc.

I'll get back to you around first or second week of November and we can catch up.

Peter

From: Doug Charchenko [<mailto:Charchenko@montaguederose.com>]
Sent: Wednesday, October 10, 2012 11:13 AM
To: Peter Grenell
Subject: RE: Status

New headquarters building and other associated ocean side improvements.

Douglas Charchenko
Senior Vice President
Montague DeRose and Associates, LLC
2801 Townsgate Road, Suite 221
Westlake Village, CA 91361
T: (805) 496-2211 F: (805) 496-8077

C: (562) 666-5968
e-mail: charchenko@montaguederose.com

From: Peter Grenell [mailto:pgrenell@smharbor.com]
Sent: Wednesday, October 10, 2012 11:09 AM
To: Doug Charchenko
Subject: RE: Status

Good morning, Doug. Oops: brain rot flare-up: which project?

pg

From: Doug Charchenko [mailto:Charchenko@montaguederose.com]
Sent: Wednesday, October 10, 2012 9:42 AM
To: Peter Grenell
Subject: Status

Peter – I wanted to check in on the project status. Let me know if you need me to do anything. Doug

Douglas Charchenko
Senior Vice President
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Peter Grenell

From: brian foss <brian.foss@me.com>
Sent: Friday, September 21, 2012 12:03 PM
To: Peter Grenell; Jeff Wingfield; David Hull(home); Larry Mallon; Rita Koehnen
Subject: Fwd: CMIA documents

Importance: High

Hi all: CMIA Auditors wanted three items.



1. signed minutes approving by laws. They are attached in two forms. Minutes of Nov 28, 1995 CMIA meeting and individual Port Actions on minutes
2. Signed minutes of all CMIA minutes for 2011. David could you send them to Rita if you haven't already.
3. Letter from IRS confirming our tax exempt status. We don't have such a letter and are not required to have one. We are covered by state of Cal. statute as quoted by Larry (CMIA counsel). Will forward his email next.

6. RESOLUTION 95-01 - A RESOLUTION ADOPTING THE BYLAWS OF THE AUTHORITY

Motion was made by Jack Alderson to adopt Resolution 95-01. Motion was seconded by Bruce Hollingsworth. Motion carried unanimously.

7. RESOLUTION 95-02 - A RESOLUTION AUTHORIZING THE ISSUANCE OF NOT-TO-EXCEED \$90 MILLION AGGREGATE PRINCIPAL AMOUNTS OF CALIFORNIA MARITIME INFRASTRUCTURE AUTHORITY AIRPORT REVENUE BONDS (SAN DIEGO UNIFIED PORT DISTRICT AIRPORT PROJECT - LINDBERG FIELD), THE EXECUTION AND DELIVERY OF A TRUST AGREEMENT AND INSTALLMENT OF SALE AGREEMENT, A BOND PURCHASE CONTRACT AND AN OFFICIAL STATEMENT, AND THE TAKING OF CERTAIN OTHER ACTIONS IN CONNECTION THEREWITH

Motion made by Jack Alderson to adopt Resolution 95-02. Motion was seconded by Owen Block. Motion carried unanimously.

8. ADOPTION OF CONFLICT OF INTEREST CODE

A draft conflict of interest code was presented to the Board. The code follows the form of the Humboldt Bay Harbor Recreation and Conservation District code. Motion made by Bruce Hollingsworth to adopt the conflict of interest code. Motion was seconded by Owen Block. Motion carried unanimously.

9. APPOINTMENT OF BOND COUNSEL AND SPECIAL COUNSEL FOR FINANCING MATTERS

The proposal before the Board was to use the firm of Ornick, Herrington & Sutcliffe for this purpose. A five page contract had been prepared and was presented to the Board. Jack Alderson made the recommendation and motion that the Board accept this contract and app Ornick, Herrington & Sutcliffe as bond counsel for the Authority. The motion was seconded by Owen Block. Motion carried unanimously.

10. APPOINTMENT OF INTERIM COUNSEL FOR THE CALIFORNIA MARITIME INFRASTRUCTURE AUTHORITY

Jack Alderson made a motion that Larry Mallon be appointed as general counsel to the Authority. The motion was seconded by Bruce Hollingsworth. Motion carried unanimously.

Thanks, Brian

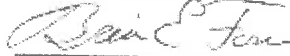
11. ESTABLISHMENT OF TIME AND PLACE FOR REGULAR MEETINGS OF THE GOVERNING BOARD

The discussion centered around the appropriate location for the Board meetings that would be centrally located and accessible to all interested parties. It was generally agreed that the annual meeting would be held in January of each year, with special meetings as needed. The place of meetings was to be the Port of Sacramento conference facilities. This would be complimentary to where the books would be kept with Doug Thompson, Treasurer. No specific date was set for the January, 1996, meeting.

12. ADJOURNMENT

Motion made by Bruce Hollingsworth to adjourn the meeting. Motion was seconded by Jack Alderson. Motion carried unanimously. Meeting adjourned at 12:40 p.m.

Respectfully submitted,



Brian E. Foss
Secretary

BEF:mo
meetings/pamts.doc

MINUTES

CALIFORNIA MARITIME INFRASTRUCTURE AUTHORITY

Meeting of November 26, 1995
11:00 am
at the offices of
Orrick, Herrington & Sutcliffe
400 Sansome Street
San Francisco, CA 94111

ATTENDEES: Doug Charchenko, Suro & Co.
Philip Morgan, Orrick, Herrington & Sutcliffe
Roger Davis, Orrick, Herrington & Sutcliffe
Jack Alderson, Humboldt Harbor Recreation and Conservation District
Owen Block, Stockton Port District
Bruce Hollingsworth, San Diego Unified Port District
Russell Goings, III, Lazard, Frères & Co.
Brian Foss, Santa Cruz Port District

1. The meeting convened at 11:30 am. Roger Davis gave an overview of the current status of the California Maritime Infrastructure Authority.
2. The second order of business was the election of officers for the Authority. Bruce Hollingsworth nominated Jack Alderson as chairman. The nomination was seconded by Owen Block. Motion carried unanimously.
3. The next order of business was the election of vice-chairman for the Authority. Jack Alderson nominated Owen Block. The nomination was seconded by Bruce Hollingsworth. Motion carried unanimously.
4. The next item of business was to appoint a secretary to the Board. Jack Alderson nominated Brian Foss. The nomination was seconded by Owen Block. Motion carried unanimously.
5. The next item of business was the appointment of treasurer. Owen Block nominated Doug Thompson of Sacramento Port District. The nomination was seconded by Bruce Hollingsworth. Motion carried unanimously.

Begin forwarded message:

From: lgmallon@vcweb.org
Subject: Re: CMIB
Date: September 4, 2012 5:15:35 PM PDT
To: brian foss <brian.foss@me.com>

Brian Who is Rita and what does she want and why?

Larry

Rita: I do not have a tax exemption letter from the IRS. Checking to see

if that is required. I would like to simply have the CMIA attorney, Larry

Mallon, provide a statement that we operation under specific state code

which is exempt by definition. But a crucial point. You said they wanted the CMIB documents. The audit for Bloomberg is for the CMIA only. Do the audits want the Bank or the Authority information?

I will look again, but I do not think I have signed bylaws. I may have ratification letters from each member. Again are the bylaws for the Bank or the Authority.

I think I have all the minutes. Am sending.

Thanks for effort here.

Regards, Brian Foss

On Aug 28, 2012, at 4:04 PM, Koehnen, Rita wrote:

Brian,

We are getting closer to the CMIB audit for 2011. They are requesting the following items:

Tax exempt letter from IRS

Executed bylaws

Executed meeting minutes for 2011

I do have the bylaws you had sent previously but they are not signed.

If you could supply this information it would be greatly appreciated.

Thank you,

Rita

| Rita L. Koehnen | Environmental Coordinator | Port of Stockton |
| 2201 W. Washington St., Stockton, CA 95203 |
rkoehnen@stocktonport.com<<mailto:rkoehnen@stocktonport.com>> |
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<winmail.dat>