

CARMEL VALLEY TRAILS ASSOCIATION

- 1-Carmel Valley Trails Association will have seven directors serving on its Board. One director will be appointed by BSLT and six directors will be elected by the membership of CVTA.
- 2-The directors will initially serve staggered terms, as follows:
 - Three directors will serve for three year terms
 - Two directors will serve for two year terms
 - One director will serve for a one year term
- 3-All directors elected subsequently will serve for three year terms.
- 4-Meetings of the Board of Directors of CVTA will usually be held monthly on the second Thursday of the month at a place designated by the Board of Directors of CVTA, but the Board of Directors of CVTA shall have the discretion to determine the frequency and locus of meetings.
- 5-BSLT will be provided with a copy of the Minutes of the Meetings of the Board of Directors of CVTA after their approval by said Board.
- 6-Carmel Valley Trails Association will operate as a "dba" of BSLT.
- 7-One director of CVTA shall be appointed as a Trustee of BSLT, said appointment to be made by the Board of Trustees of BSLT.
- 8-The Board of Directors of CVTA will elect its own officers.
- 9-No entry into contracts, acquisition of land, or litigation may be commenced by CVTA or its Board of Directors without the prior approval of BSLT's Board of Trustees.
- 10-Ten per cent (10%) of the monies received by the Carmel Valley Trails Association from dues and fund drives is to be paid to BSLT to help defray its operating and administrative expenses. These payments are to be made two times per year - on June 30th and on December 31st. The amount to be paid by CVTA to BSLT will be subject to re-evaluation and equitable adjustment in one year.

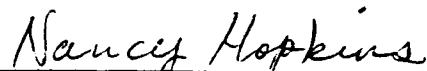
11-All funds received by CVTA are to be deposited into a BSLT bank account and credited to a separate ledger maintained in behalf of CVTA. All withdrawals from said account are to be signed by two persons - one an officer of CVTA and one by the Executive Director or an officer of BSLT. Any amount up to \$250.00 may be withdrawn without advance approval of BSLT's Board of Trustees. All sums in excess of \$250.00 shall require advance approval of the Board of Trustees of BSLT in order to be withdrawn. In addition, all expenditures of funds by CVTA must at sometime have the approval of the Board of Trustees of BSLT.

12-BSLT will obtain liability and errors and omissions insurance to cover the Board of Directors of CVTA. However, the cost of such insurance is to be paid from CVTA's funds in addition to the ten per cent (10%) contribution by CVTA to BSLT to defray its administrative expenses.

13-Carmel Valley Trails Association hereby accepts and agrees to the stated purposes and intent of BSLT. In addition, the purposes of CVTA are as follows: To promote trails in Monterey County for use as public hiking and riding trails by requesting land owners to grant easements over their land and then to further request that said grants be made to a public agency. However, CVTA may retain and operate in a limited manner trails easements, until the Association locates an appropriate government agency to take over the easements. The Carmel Valley Trails Association recognizes that public education and public relations regarding trails and their acquisition is part of its purposes. Furthermore, CVTA will give input and advice to the Trails Advisory Committee for Carmel Valley appointed by the Monterey County Board of Supervisors regarding the exact location of the proposed trails.

14-Individuals or organizations can become members of CVTA by submitting an application for membership to the Association, by acceptance by the Board of Directors of said individuals or organizations, and by payment of the annual dues, as determined from time to time by the Board of Directors of CVTA.

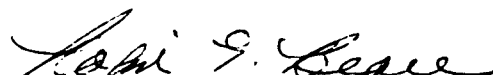
Respectfully submitted,



NANCY HOPKINS, Trustee, Big Sur
Land Trust



ROD MILLS, President, Carmel
Valley Trails Association &
Trustee, Big Sur Land Trust



ROBIN E. BEARE, Treasurer,
Carmel Valley Trails Association