



The Western Cave Conservancy, Inc.

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Minutes of the Special Board Meeting of November 16, 2003

This special meeting of the board of directors of the Western Cave Conservancy was held, pursuant to notice duly given to the directors, on Sunday, November 16, 2003 at the home of Ray and Gale Beach, 488 Oak Court, Menlo Park, California 94025-2843. The meeting followed a weekend board retreat.

ATTENDEES

Rolf Aalbu, Director/Vice-President
Joel Despain, Director
Robert "Martin" Haye, Director/Treasurer
Jerald Johnson, Director
Bruce Rogers, Director
Marianne Russo, Director/President
Daniel Snyder, Secretary

Donald Dunn, Public Relations Advisory Committee Chair
Ray Beach, host
Gale Beach, host

President Marianne Russo called the meeting to order at 12:39 p.m.

AGENDA

No formal agenda was adopted, business items coming out of discussions during the board retreat.

NEW BUSINESS

RESOLVED, that the board of directors expand to seven members, and that Donald Dunn be appointed to the newly opened board vacancy, his term to expire at the end of the annual meeting in January 2006.

RESOLVED, that the board adopts as the official corporate seal an industry-standard circular embossed seal, stating the corporation's name, State of incorporation, and date of incorporation. Said seal will be used by the Secretary in certifying official records of the corporation, and on legal agreements such as deeds, promissory notes, and so forth.

RESOLVED, to combine the Public Relations Advisory Committee and the Fundraising and Development Advisory Committee, including their specific duties, into a single committee named the Public Relations/Fundraising Advisory Committee, allowing the committee to suggest a better name in the future.

RESOLVED that the annual meeting scheduled for January 12, 2004 be rescheduled to Saturday, January 24, 2003, at a location to be decided.

RESOLUTION REGARDING XXXXXXXXXXXX ["M2"] CAVE:

Whereas this body deems it desirable to protect a certain limestone cave known as XXXXXXXX Cave located on a portion of Tax Lot XXXXX in XXXXX County, Oregon; and

Whereas the Owner of said property, XXXXXXXXXXXX, is selling said property at a sealed bid auction with no published reserve; and

Whereas this body learned of said auction too near the closing date to complete its investigations with due diligence before submitting a bid;

Therefore be it resolved that the President of the corporation, Marianne Russo, is hereby authorized to submit to Owner or their duly authorized representative, an offer or letter of intent to purchase a subdivision of Tax Lot XXXXX consisting of approximately 80 acres as set forth below;

Further resolved that the President is authorized to offer \$XXXXXXXX for said subdivision, or if appropriate and if Owner wishes, for the entire undivided property;

Further resolved that the President may offer to pay for any and all costs associated with splitting the subdivision from the property; and

Finally resolved that the President is authorized to determine other details of the offer, including, but not limited to, timing, wording, contingencies, payment of associated fees, and means of funds transfer or deposit.

Proposed property subdivision, believed to contain 82.4 acres:

[confidential legal description follows]

ADJOURNMENT

The meeting was adjourned at approximately 3:00 p.m.

I certify that the above is, to the best of my knowledge, the true and complete record of business conducted at the special meeting of the Board of Directors of the Western Cave Conservancy held on November 16, 2003.



Daniel S. Snyder, Secretary