

OHA Annual Meeting
September 24, 2023

Meeting called to order at 2:32 pm

- 1) Introduction and Welcome – Michael Bowen welcomed everyone to the meeting, including new members who have joined since last year’s meeting: Gary, Mark, Sylvie & Carrie, Monica.
- 2) Board’s Annual Report
 - a) Year in Review
 - i) Committee work: The Board established committees comprising non-Board members. Membership Committee worked to foster a fair process for recruiting and interviewing new members. Also the Legal Committee which worked on updating the Rules.
 - ii) Treasurer's Report – Early this year, the budget was looking grim. We were told by EBMUD that we would not get capital improvement credits for our lease payment; however, at the AGP meeting in February we were told that we would. Due to aggressive searching for a new hay supplier, our hay bill came in lower than had been budgeted. Expenses for the year are at \$37,791. We are \$6,845 dollars ahead in our Expenses. We have a positive balance in our legal fund budget. For revenue, we brought in \$41,310. Overall budget has a positive balance in the amount of \$9,212. Linnea will send budget documents to the membership after the meeting (her printer ran out of ink today).
 - iii) EBMUD Report – Our assigned ranger for the past few years, Virginia Northrup, retired mid-year. Joe Scornienchi, who has worked with us in the past, is again our assigned ranger. We did not receive an Annual Grazing Plan from EBMUD this year, which means we also did not get approval for the capital improvements that we proposed. Heather M. has requested approval to move forward with the projects and an extension to receive capital improvements credits for this year.
 - (1) Heather M. provided an overview of the structure of the lease payment and how capital improvements credit against the lease work.
 - (a) AUMs – the amount of our lease payment is based on the cost per “animal unit months.” 1 AUM is the amount of forage a mature cow eats in one month (~800 lbs)
 - (b) OHA has 398 AUMs per year.
 - (c) The cost per AUM is based on the average selling price of beef cattle and has increased dramatically in the past three years.
 - (d) Lease credits - For many years we have received credit for Tier 3 grazing rotation and capital improvements. Up to 50% of the lease payment was credited.

- (e) EBMUD did not provide capital improvement credits in 2021-22, but said they would provide them this year. However, the projects OHA proposed were never approved by EBMUD.
- (f) Likely they will stop giving credit for grazing rotation as well. But they will still expect us to follow the rotational grazing plan.

iv) Training Clinics held at OHA: Cheryl thanked Kusia for organizing two great on-site training clinics.

3) Michael made a motion to extend the timeframe for nominations to the Board and remote voting to 3:30 pm. Seconded and approved.

4) Rules Revision

- a) Linnea explained that all of the changes made to the rules up to this point have been made either to bring our governing documents into compliance with law or to increase our ability to prevail if we are sued. Now we need to determine whether to change the parts that are negotiable. A process for proposing rule changes has begun, in which all members are encouraged to participate.
- b) Michael reminded the group that in a prior year the membership approved a special assessment to obtain external counsel to update the Bylaws and Articles of Incorporation to bring them into compliance with California law and help protect the organization. The new Bylaws and Articles were adopted by the membership at last year's General Meeting. This year, the focus has been on updating the Rules to remove any discrepancies or conflicts between the new Articles and Bylaws and the existing Rules. Linnea explained that if the governing documents are not in alignment, it puts the organization at risk should OHA be litigated against.
- c) Elise stated that the policies were also updated to clarify membership status and to allow for guests on the property. Michael added that the updated policy was discussed with EBMUD.
- d) Michael asked members for input on the proposal for changing the rules.
 - i) Kim said she was glad to see members' trailers on the property. She said the trailer parking rule was never ratified. She asked members to chime in if they were aware of other changes that need to be made.
 - ii) Cheryl asked if the lawyers have been consulted to ensure that the rules revisions are in agreement with state law. Can the revisions that were made be changed in the future? Why were meetings with outside counsel held just with the members of OHA who are attorneys?
 - (1) Kusia answered that the new Bylaws include a process for changing the rules and Bylaws. The meetings held with counsel were very technical, which is why she and Elise were asked to participate in those meetings.

- (2) Elise reminded the membership that a survey was conducted to obtain member feedback. To keep the external counsel's fees in control, meetings were very concise and limited to a small number of people.
 - e) Michael conducted a roll call vote to adopt the new Rules (which were circulated prior to the meeting). 21 in favor, 1 abstained, 2 opposed. The new rules are adopted.
- 5) Election of Directors
- a) Review of Nominations – Prior to the meeting, the following individuals were nominated. Michael asked each of them to confirm they accepted their nominations, which all did.
 - i) Nichole' Davis
 - ii) Cheryl Fulton
 - iii) Anna Johnson
 - iv) Alix Quay
 - v) Mark Tompkins
 - vi) Elise Torres
 - vii) Sally Weare
 - viii) Linnea Wren
 - ix) Kim Zvik
 - b) Michael asked if there were any new nominations. Hearing none, nominations were closed.
 - c) Ballots, envelopes and pens were distributed for voting.
 - i) Members were instructed to vote for four candidates.
 - ii) Tanya is the Board member continuing for another year.
 - iii) One member, who was listening to the meeting via phone, voted by email during the meeting, to a special mailbox set up for that purpose. Another member, who could not be present, had left their ballot in the Treasurer's box in the Tuff Shed.
 - d) Votes were counted by Michael, Bubs and Heather M.
 - e) New Board members are Elise Torres, Mark Tompkins, Linnea Wren and Alix Quay. Alix will serve the remaining one year of the term vacated by Heather M. All other new Board members will serve two-year terms.

Meeting adjourned at 4:18 pm.