

**BEFORE THE PUBLIC UTILITIES COMMISSION
OF THE STATE OF CALIFORNIA**



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In the Matter of the Application of SOUTHERN) Application No. 07-06-031
CALIFORNIA EDISON COMPANY (U-338-E)) Filed June 29, 2007
for a Certificate of Public Convenience and)
Necessity Concerning the Tehachapi Renewable)
Transmission Project (Segments 4 through 11))
_____)

**NOTICE OF INTENT TO CLAIM INTERVENOR COMPENSATION
BY THE CALIFORNIA STATE PARKS FOUNDATION**

California State Parks Foundation
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Date: January 4, 2012

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OF THE STATE OF CALIFORNIA**

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CALIFORNIA STATE PARKS FOUNDATION'S

NOTICE OF INTENT TO CLAIM INTERVENOR COMPENSATION

Pursuant to Public Utilities Code Section 1804(a) and Rule 17.1 of the California Public Utility Commission's ("Commission") Rules of Practice and Procedure, the California State Parks Foundation ("CSPF") submits its Notice of Intent to Claim Intervenor Compensation (NOI) and seeks a determination of its eligibility for such compensation in connection with its work on Application 07-06-031.

1.0 PROCEDURAL SUMMARY

On June 29, 2007, Southern California Edison Company ("SCE") submitted an application to the Commission for a Certificate of Public Convenience and Necessity ("CPCN") for the Tehachapi Renewable Transmission Project ("TRTP"). On April 16, 2009, CSPF filed a Motion for Party Status, which was granted by Order of ALJ Kolakowski on April 29, 2009. CSPF elected not to request Intervenor Compensation at the time because it did not anticipate the level of legal work that it would encounter during this proceeding. CSPF participated very actively in every aspect of the proceeding, meeting multiple times with staff and Commissioners,

filing several pleadings,¹ and testifying at the hearing.² By the time of the issuance of Decision 09-12-044 on December 17, 2009, CSPF had incurred \$124,428.39 in legal fees alone. CSPF absorbed the cost with the reasonable expectation that the issue was fully resolved by the issuance of the CPCN.

However, on October 28, 2011, the City of Chino Hills filed a Petition of the City of Chino Hills to Modify Decision 09-12-044 to Reopen the Record with Regard to Segment 8 of the Proposed Route (“Petition to Modify”). Amongst other items, the City’s Petition advocates alternatives to Segment 8 that potentially route TRTP through Chino Hills State Park (“CHSP” or “Park”). CSPF replied to on November 22, 2011, stating its intent to participate in this new and unexpected proceeding.

This NOI is timely under Public Utilities Code Section 1804(a)(1) and Rule 17.1(a) because it is filed within thirty (30) days of the Prehearing Conference held on December 5, 2011.

2.0 CSPF IS A CUSTOMER THAT IS ELIGIBLE FOR COMPENSATION

Compensation may be available for reasonable advocate's fees, reasonable expert witness fees, and other reasonable costs incurred by public utility customers who participate or intervention in any proceeding of the Commission. Pub. Util. Code § 1801.

Public Utilities Code Section 1802(b)(1) defines the term “Customer” as any of the following:

- (A) A participant representing consumers, customers, or subscribers of any electrical, gas, telephone, telegraph, or water corporation that is subject to the jurisdiction of the commission.
- (B) A representative who has been authorized by a customer.

¹ Reply Brief Of The California State Parks Foundation, filed September 15, 2009; multiple ex parte notices, filed on June 5, 2009, November 12 and 25, 2009, October 23 and 30, 2009, December 4, 11, and 16, 2009.

² Oral testimony of Elizabeth Goldstein, President, California State Parks Foundation, November 20, 2009.

(C) A representative of a group or organization authorized pursuant to its articles of incorporation or bylaws to represent the interests of residential customers, or to represent small commercial customers who receive bundled electric service from an electrical corporation

CSPF is a statewide membership organization, founded in 1969. Its mission is to protect, enhance and advocate for California's magnificent state parks. Statewide membership is approximately 120,000. In the three counties that surround Chino Hills State Park, CSPF's membership totals 11,299.³ Each of these individual CSPF members are customers of Southern California Edison, as all three counties are in their service area.

Although the CSPF Articles of Incorporation and Bylaws, attached to this Notice of Intent as Exhibit A, do not explicitly authorize representation of residential customers who are members of CSPF, the Commission has carved out an exception to the rule for environmental organizations. In describing the different categories of customers, the Intervenor Compensation Program Guide states that "Certain environmental groups that represent residential customers who have concerns for the environment may also qualify as Category 3 customers, even if the above requirement is not specifically met in the articles or bylaws."⁴

Indeed, the CPUC has awarded intervenor compensation to environmental groups not specifically organized to represent utility customers. For instance, in a decision granting Intervenor Compensation to Vote Solar Initiative, issued by Commissioner Peevey on December 18, 2008, the status of Vote Solar was analyzed in response to a contention that it was funded by the solar industry:

³ In Orange County, CSPF membership currently stands at 8,047. In Orange County, 4,795. In Riverside County, 1,849. In San Bernardino County, 1,403. See, Declaration of Greg Zelder, attached to this Notice of Intent as Exhibit B.

⁴ Intervenor Compensation Program Guide And Instructions On Completing Intervenor Compensation Standardized Forms (2011), p. 7, citing Decision 98-04-059.

Vote Solar may not have been originally organized to represent utility customers directly and explicitly. However, Vote Solar's interests do overlap those of the state's utility customers, and we have awarded intervenor compensation to other organizations, including the Natural Resource Defense Council, with institutional objectives that do not explicitly refer to utility customers but nevertheless promote utility customer interests. Vote Solar is a non-profit organization..⁵

CSPF represents its members' interests in this proceeding, and has vigorously pursued those interests throughout. CSPF intends to continue to represent its membership until the matter reaches final conclusion. Therefore, CSPF qualifies as a "customer" under Category 3.

3.0 PARTICIPATION IN THIS PROCEEDING POSES A SIGNIFICANT FINANCIAL HARDSHIP

CSPF is a 501(c)(3) nonprofit organization that is funded through membership and board donations, grants and corporate underwriting. It is not a government agency, nor is it funded, directly or indirectly, through the California Department of Parks and Recreation.

As described above, CSPF has already incurred very significant costs in this case, but it is not CSPF's intention to seek compensation for costs incurred prior to the filing of the City's Petition to Modify. However, because of its reliance on the finality of the CPCN, and the fact that no adverse action challenging the validity of the final decision took place in the intervening years, CSPF did not allocate any funding or budget to support participation in this phase of the proceeding. Attached to this Notice of Intent as Exhibit C is CSPF's most recent Operating Statement, which reflects that no line item exists for payment of legal fees in this or any other proceeding.

⁵ Opinion Granting Intervenor Compensation To Vote Solar Initiative For Substantial Contributions To Decisions In This Proceeding, Decision 06-09-004, September 7, 2006, at p.5.

In advocating for Chino Hills State Park in this proceeding, CSPF's cost of participation far outweighs the cost of the benefit to the individual members it represents. Each CSPF member in the three counties surrounding Chino Hills State Park (Orange, San Bernardino and Riverside), as well as all of CSPF's members statewide, have an interest in being able to visit and enjoy the state park closest to their respective homes and partake of the "opportunities for tranquility, solitude, and relief from the hectic urban life that surrounds" Chino Hills State Park.⁶ While it is difficult to assign an exact monetary value to that interest, the cost of the benefit to individuals could best be analogized to the cost of a parking pass at Chino Hills State Park, which is \$5.00.⁷ Another relevant analogy would be the cost of membership in CSPF. Park supporters join CSPF to be their voice in matters relating to state parks and to represent their interests. CSPF has multiple tiers of membership, starting at \$25; the average gift for all 125,000 members is \$49.⁸ CSPF's legal cost is estimated to be approximately \$45,000 (see Sec. 5.0 below). Therefore, under either analogy, CSPF's cost of participation far outweighs the cost of the benefit to any individual members.

4.0 NATURE AND EXTENT OF CSPF's PLANNED PARTICIPATION IN THE TRTP PROCEEDING

CSPF plans to participate fully in this proceeding. CSPF has already engaged counsel, who is attending pre-hearing conferences, necessitating travel from Los Angeles. CSPF has also already filed a Response to the City of Chino Hills' Petition for Modification, and intends to file testimony relating to Chino Hills State Park. CSPF will also fully participate in any future hearings, briefing and/or any other actions necessary to defend Chino Hills State Park.

⁶ Chino Hills State Park General Plan (1999) at p. 4.

⁷ California Department of Parks and Recreation Website, Chino Hills State Park page, http://www.parks.ca.gov/?page_id=648.

⁸ See, Declaration of Greg Zelder, attached to this Notice of Intent as Exhibit B.

CSPF's ongoing engagement is fully explained in its Reply Brief. At that time, CSPF was concerned with the damage to Chino Hills State Park should new lines be moved into the park from an existing easement. CSPF was also very concerned with the serious policy implications for such an action and their impact on the entire State Park system in the future. These issues continue to be the primary reason for our involvement in this proceeding.

As set forth in CSPF's Response to Chino Hills' Petition to Modify, no justification has been offered to warrant modifications of the findings of fact and conclusions of law with respect to Alternative 4CM or any other alternative involving rerouting the Project through Chino Hills State Park. Therefore, CSPF will continue to assert its interests through the conclusion of these proceedings.

5.0 THE ESTIMATED COST OF CSPF'S PARTICIPATION

CSPF plans to request compensation for reasonable advocate fees and expenses in the amount of approximately \$44,000. Details of this compensation request are provided in the budget schedule attached as Exhibit D. The budget schedule reflects actual hours expended to date as well as a reasonable estimate of future hours that will be expended and travel expenses that will be incurred to participate to the extent previously described in Section 4 above.

6.0 CONCLUSION

The decision made in this case will have a profound impact not only on Chino Hills State Park, but also on the future of the entire California State Parks System. It is imperative that CSPF be given the ability to fully participate in the process in order to advocate on behalf of its members for the future of Chino Hills State Park in particular, and the California State Park system in general. Therefore, CSPF requests that the CPUC issue a preliminary ruling finding that (1) CSPF is a customer as defined in Public Utility Code Section 1802, (2) CSPF has met the requirements of Public Utilities Code Section 1804(a) for eligibility for compensation.

Respectfully submitted,

/s/ Sara Feldman

Sara Feldman

Vice President for Programs

California State Parks Foundation

/s/ Bradley S. Torgan

Bradly S. Torgan, JD, AICP

Attorney for

California State Parks Foundation

Date: January 4, 2012

EXHIBIT A

Articles of Incorporation, dated June 20, 2008 – attached

Bylaws - attached



State of California
Secretary of State

I, DEBRA BOWEN, Secretary of State of the State of California, hereby certify:

That the attached transcript of 2 page(s) has been compared with the record on file in this office, of which it purports to be a copy, and that it is full, true and correct.



IN WITNESS WHEREOF, I execute this certificate and affix the Great Seal of the State of California this day of

JUN 20 2008

DEBRA BOWEN
Secretary of State

ENDORSED - FILED
In the office of the Secretary of State
of the State of California

**RESTATED ARTICLES OF INCORPORATION OF
CALIFORNIA STATE PARKS FOUNDATION**

JUN 18 2008

A California Nonprofit Public Benefit Corporation

The undersigned certify that:

1. They are the president and secretary, respectively, of the California State Parks Foundation, a California corporation.
2. The Articles of Incorporation of this corporation are amended and restated to read as follows:

ARTICLE I

The name of this corporation is California State Parks Foundation.

ARTICLE II

A. This corporation is a nonprofit Public Benefit Corporation and is not organized for the private gain of any person. It is organized under the Nonprofit Public Benefit Corporation Law for charitable purposes. This corporation elects to be governed by all of the provisions of the Nonprofit corporation Law not otherwise applicable to it under Part 5.

B. This corporation is organized exclusively for charitable purposes within the meaning of Internal Revenue Code section 501(c)(3) or the corresponding provision of any future United States internal revenue law. Despite any other provision in these articles, the corporation shall not, except to an insubstantial degree, engage in any activities or exercise any powers that do not further the purposes of this corporation, and the corporation shall not carry on any other activities not permitted to be carried on by (a) a corporation exempt from federal income tax under Internal Revenue Code section 501(c)(3) or the corresponding provision of any future United States internal revenue law, or (b) a corporation, contributions to which are deductible under Internal Revenue Code section 170(c)(2) or the corresponding provision of any future United States internal revenue law.

ARTICLE III

A. No substantial part of the activities of this corporation shall consist of lobbying or propaganda, or otherwise attempting to influence legislation; this corporation shall not participate or intervene in (including publishing or distributing statements) any political campaign on behalf of any candidate for public office.

B. All corporate property is irrevocably dedicated to the purposes set forth in Article II. No part of the net earnings of this corporation shall inure to the benefit of any of its directors, trustees, officers, private shareholders or members, or to individuals.

C. Upon the dissolution or winding up of the corporation, its assets remaining after payment, or provision for payment, of all debts and liabilities of this corporation shall be distributed in the discretion of the board to one or more of the following: (i) the State of California to be used for purposes of the State Park System; (ii) any county, municipal corporation, district or other public agency within the State of California, to be used for charitable public park purposes within said jurisdiction; or (iii) an organization (or organizations) organized and operated exclusively for charitable purposes which has established its tax-exempt status under Internal Revenue Code section 501(c)(3) (or corresponding provision of any future federal internal revenue law).

3. The foregoing amendment and restatement of Articles of Incorporation has been duly approved by the board of directors.
4. The corporation has no members.

We further declare under penalty of perjury under the laws of the State of California that the matters set forth in this certificate are true and correct of our own knowledge.

Date:

14 May 2008



President



Secretary



AMENDED AND RESTATED BYLAWS OF
CALIFORNIA STATE PARKS FOUNDATION
A California Nonprofit Public Benefit Corporation

I. OFFICES OF THE CORPORATION

A. Principal Office

The principal office for the transaction of the activities and affairs of the corporation is located in San Francisco County, California. The board of trustees may change the principal office from one location to another. Any change of location of the principal office shall be noted by the secretary on these bylaws opposite this Article, or this Article may be amended to state the new location.

B. Other Offices

The board may at any time establish branch or subordinate offices at any place or places where the corporation is qualified to conduct its activities.

II. MEMBERS AND ADVISORY TRUSTEES

A. Members

This corporation shall have no members. All acts which would otherwise require approval by a majority of all members or approval by the members shall require only approval of the board. All rights which would otherwise vest in the members shall vest in the trustees. The corporation may, from time to time, refer to persons associated with it as "members" even though such persons are not members, and no such reference shall constitute anyone a member, within the meaning of Section 5056 of the California Nonprofit Corporation Law.

B. Establishment of Advisory Trustees

The board of trustees shall elect not more than forty-five (45) advisory trustees to assist it in the conduct of the corporation's affairs. Advisory trustees shall be elected by the board of trustees at its annual meeting for a term of three (3) years. Any advisory trustee may be removed with or without cause by vote of the board of trustees at any meeting. Vacancies in the office of advisory trustee may be filled by the board of trustees at any meeting. Advisory trustees shall receive notice of each meeting of the board in accordance with Article III.E.5.b of these bylaws, and may attend any meeting unless the board is in executive session. Advisory trustees shall not be counted for purposes of determining quorum and shall have no voting rights. The board may, from time to time, by resolution, establish the responsibilities of advisory trustees.

III. TRUSTEES

A. Powers

1. General Corporate Powers

Subject to the provisions and limitations of the California Nonprofit Public Benefit Corporation Law and any other applicable laws, the corporation's activities and affairs shall be managed, and all corporate powers shall be exercised, by or under the direction of the board.

2. Specific Powers

Without prejudice to the general powers set forth in these bylaws, the trustees shall have the power to:

- (a) Appoint and remove, at the pleasure of the board, all the corporation's officers, agents, and employees; prescribe powers and duties for them that are consistent with law, with the articles of incorporation, and with these bylaws; and fix their compensation and require from them security for faithful performance of their duties.
- (b) Conduct, manage and control the affairs and business of the corporation and to make rules and regulations not inconsistent with law, the articles of incorporation, or these bylaws.
- (c) Change the principal office or the principal business office in California from one location to another.
- (d) Adopt, alter, and use a corporate seal.
- (e) 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 and securities.

B. Number and Qualification of Trustees

1. Authorized Number

The board of trustees, including the trustee appointed as set forth in Article III, Section C.2, shall consist of at least ten (10) but no more than forty-five (45) trustees until changed by amendment to these bylaws. The exact number of trustees shall be fixed, within those limits, by a resolution adopted by the board of trustees.

2. Restriction on Interested Persons as Trustees

No more than 49 percent of the persons serving on the board may be interested persons. An interested person is (a) any person compensated by the corporation for services rendered to it

within the previous 12 months, whether as a full-time or part-time employee, independent contractor, or otherwise, excluding any reasonable compensation paid to a trustee as trustee; and (b) any brother, sister, ancestor, descendant, spouse, brother-in-law, sister-in-law, son-in-law, daughter-in-law, mother-in-law, or father-in-law of such person. However, any violation of the provisions of this paragraph shall not affect the validity or enforceability of any transaction entered into by the corporation.

C. Election and Term of Office

1. Term of Office

Each trustee, except the trustee described in Section C.2 below, shall hold office for a term of three (3) years. Each trustee, including a trustee elected to fill a vacancy, shall hold office until expiration of the term for which elected or until a successor has been elected and qualified. The trustees (except the trustee described in C.2 below) shall be elected by the board at the annual meeting. The candidates receiving the highest number of votes up to the number of trustees to be elected shall be deemed elected.

2. Non-voting Trustee

The Director of the Department of Parks and Recreation of the State of California (the "Director"), shall be a non-voting member of the board of trustees of this corporation. The Director shall be given notice, in the time and manner provided in Article III.E.5.b, of each meeting of the board, and may attend, in person, and participate in the meeting. Neither the failure to give notice of a meeting to the Director nor the absence of the Director at a meeting, or portion thereof, shall affect any action taken by the trustees at such meeting.

D. Vacancies on Board

1. Events Causing Vacancy

A vacancy or vacancies on the board shall exist on the occurrence of the following: (a) the death or resignation of any trustee; (b) the declaration by resolution of the board of a vacancy in the office of a trustee who has been declared of unsound mind by an order of court, convicted of a felony, or found by final order or judgment of any court to have breached a duty under Article 3 of Chapter 2 of the California Nonprofit Public Benefit Corporation Law; (c) the increase of the authorized number of trustees; or (d) removal of any trustee by vote of a majority of the trustees then in office.

2. Resignations

Except as provided below, any trustee may resign by giving written notice to the chair of the board, or to the president or the secretary. The resignation shall be effective when the notice is given unless it specifies a later time for the resignation to become effective. If a trustee's resignation is effective at a later time, the board may elect a successor to take office as of the date when the resignation becomes effective. Except on notice to the Attorney General of

California, no trustee may resign if the corporation would be left without a duly elected trustee or trustees.

3. Filling Vacancies

Vacancies on the board may be filled by the unanimous written consent of the trustees then in office, or by the affirmative vote of a majority of the trustees then in office at a regular or special meeting, or by a sole remaining trustee.

4. No Vacancy On Reduction of Number of Trustees

No reduction of the authorized number of trustees shall have the effect of removing any trustee before that trustee's term of office expires.

E. Trustees' Meetings

1. Place of Meetings

Meetings of the board shall be held at any place within the state of California that has been designated by resolution of the board or in the notice of the meeting or, if not so designated, at the principal office of the corporation.

2. Meetings by Telephone or Other Telecommunications Equipment

Any board meeting may be held by a conference telephone, video screen communication or other communications equipment. Participation in a meeting under this section shall constitute presence in person at the meeting if both of the following apply:

(a) Each member participating in the meeting can communicate concurrently with all other members.

(b) Each member is provided the means of participating in all matters before the board, including the capacity to propose, or to interpose an objection to, a specific action to be taken by the corporation.

3. Annual Meeting

Each year in September, October, or November, the board shall hold a regular meeting for purposes of organization, election of trustees and officers, appointing advisory trustees, appointing committees, and transaction of other business. This meeting shall be known as the annual meeting.

4. Other Regular Meetings

At least one other regular meeting of the board shall be held annually at such time and place as the board may fix from time to time.

5. Special Meetings

(a) 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, any vice president, the secretary, or any two trustees.

(b) Notice

(i) Manner of Giving Notice

Notice of the time and place of meetings shall be given to each trustee by one of the following methods: (a) by personal delivery of written notice; (b) by first-class mail, postage prepaid; (c) by telephone, including a voice messaging system or other system or technology designed to record and communicate messages; or (d) by facsimile, electronic mail, or other electronic means. All such notices shall be given or sent to the trustee's address, telephone or facsimile number, or electronic mail address, as shown on the records of the corporation

(ii) Time Requirements

Notices sent by first-class mail shall be deposited in the United States mails at least four days before the time set for the meeting. Notices given by personal delivery, telephone, telegraph, facsimile, electronic mail, or other electronic means, shall be delivered, telephoned, given to the telegraph company or transmitted at least 48 hours before the time set for the meeting.

(iii) Notice Contents

The notice shall state the time of the meeting, and the place if the place is other than the principal office of the corporation. It need not specify the purpose of the meeting.

6. Quorum

(a) Quorum

A majority of the trustees then in office shall constitute a quorum for the transaction of business, except to adjourn which shall be governed by Article III.E.8. The "ex officio" Trustee designated in Article III.C.2 shall not be counted in determining the number of Trustees then in office nor in determining a majority of such number.

(b) Act of Board

Every action taken or decision made by a majority of the trustees present at a duly held meeting at which a quorum is present shall be the act of the board, subject to the more stringent provisions of the California Nonprofit Public Benefit Corporation Law, including, without limitation, those provisions relating to (a) approval of contracts or transactions in which a trustee has a direct or indirect material financial interest, (b) approval of certain transactions between corporations having common directorships, (c) creation of and appointments to committees of

the board, and (d) indemnification of trustees. A meeting at which a quorum is initially present may continue to transact business, despite the withdrawal of trustees, if any action taken or decision made is approved by at least a majority of the required quorum for that meeting.

7. Waiver of Notice

Notice of a meeting need not be given to any trustee who, either before or after the meeting, signs a waiver of notice, a written consent to the holding of the meeting, or an approval of the minutes of the meeting. The waiver of notice or consent need not specify the purpose of the meeting. All such waivers, consents, and approvals shall be filed with the corporate records or made a part of the minutes of the meetings. Notice of a meeting need not be given to any trustee who attends the meeting and does not protest, before or at the commencement of the meeting, the lack of notice to him or her.

8. Adjournment

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

9. Notice of Adjourned Meeting

Notice of the time and place of holding an adjourned meeting need not be given unless the original meeting is adjourned for more than 24 hours. If the original meeting is adjourned for more than 24 hours, notice of any adjournment to another time and place shall be given, before the time of the adjourned meeting, to the trustees who were not present at the time of the adjournment.

F. Action Without a Meeting

Any action that the board is required or permitted to take may be taken without a meeting if all members of the board consent in writing to the action; provided, however, that the consent of any trustee who has a material financial interest in a transaction to which the corporation is a party and who is an "interested director" as defined in section 5233 of the California Corporations Code shall not be required for approval of that transaction. Such action by written consent shall have the same force and effect as any other validly approved action of the board. All such consents shall be filed with the minutes of the proceedings of the board.

G. Compensation

The trustees shall receive no compensation for their services as trustees.

IV. COMMITTEES

A. Executive Committee

There shall be an executive committee of at least four (4) members of the board of trustees. The chair of the board, vice chair, treasurer and the secretary shall be members of this committee, and the additional members shall be appointed by a majority vote of the trustees then in office. The executive committee shall have and exercise all of the authority of the board of trustees in the management of the corporation between meetings of the board of trustees, except that the executive committee may not act with respect to the matters set forth in Article IV.F.

B. Nominating Committee

The board shall appoint a nominating committee of at least two (2) trustees whose duties shall be to select nominees, prior to the annual meeting, to fill the vacancies of the board members whose terms are expiring, and to perform such other duties as may be assigned by the board from time-to-time.

C. Finance and Investment Committee

The board shall appoint a finance and investment committee of at least two (2) trustees whose duties shall be to review the financial operation of the corporation and the investments of the corporation, to review the performance of those providing investment advice and consultation to the corporation and to make recommendations to the board regarding investments and such advisors and consultants, and to perform such other duties as may be assigned by the board from time-to-time. If the treasurer is a trustee the treasurer shall be a member of the finance and investment committee, and shall act as its chair.

D. Audit Committee

The board shall appoint an audit committee of at least two (2) trustees and may include non-voting committee members. The audit committee, subject to the supervision of the board: (1) shall recommend to the board the retention and termination of the independent auditor, (2) may negotiate the compensation of the auditor on behalf of the board, (3) shall confer with the auditor to satisfy the committee members that the financial affairs of the corporation are in order, (4) shall review and determine whether to accept the audit (5) shall assure that any non-audit services performed by the auditing firm conform with the standards for auditor independence to which reference is made in section 12586 of the California Government Code, and (6) shall approve the performance of any non-audit services by the auditing firm.

The audit committee shall not include any member of the corporation's staff including the president or the treasurer (if such officers are on the staff). Members of the finance and investment committee may serve on the audit committee; however, the chairperson of the audit committee may not be a member of the finance and investment committee and members of the finance and investment committee shall constitute less than one-half of the membership of the

audit committee. Members of the audit committee shall not have a material financial interest in any entity doing business with the corporation.

E. Other Special Committees

The board, by resolution adopted by a majority of the trustees then in office, provided a quorum is present, may from time to time create one or more special committees of the board each consisting of two or more trustees to serve at the pleasure of the board. Appointments to committees of the board shall be by majority vote of the trustees then in office. The board may appoint one or more trustees as alternate members of any such committee, who may replace any absent member at any meeting.

Additionally, the board or the board chair may, from time to time, create one or more committees which shall not be committees of the board, consisting of two or more committee members, who need not be trustees.

F. Limitation

No committee, regardless of board resolution, may:

- (a) Take any final action on any matter that, under the California Nonprofit Public Benefit Corporation Law, also requires approval of the members or approval of a majority of all members;
- (b) Fill vacancies on the board or on any committee that has the authority of the board;
- (c) Amend or repeal bylaws or adopt new bylaws;
- (d) Amend or repeal any resolution of the board that by its express terms is not so amendable or repealable;
- (e) Create any other committees of the board or appoint the members of committees of the board;
- (f) Expend corporate funds to support a nominee for trustee after more people have been nominated for trustee than can be elected; or
- (g) Approve any contract or transaction to which the corporation is a party and in which one or more of its trustees has a material financial interest, except as special approval is provided for in section 5233(d)(3) of the California Corporations Code.

G. Meetings and Actions of Committees

Meetings and actions of committees of the board shall be governed by, held, and taken in accordance with the provisions of these bylaws concerning meetings and other board actions.

Minutes of each meeting of any committee of the board shall be kept and shall be filed with the corporate records. The board may adopt rules for the governance of any committee, provided they are consistent with these bylaws or, in the absence of rules adopted by the board, the committee may adopt such rules.

II. Non-board Committee Members

Members of any committee may include non-board members so long as such at least two committee members are trustees of the board. Non-board members shall be non-voting members of the committee.

V. OFFICERS

A. Officers of the Corporation

The officers of the corporation shall be the chair of the board, a vice chair, a secretary, and a treasurer. The executive director employed by the corporation shall also be an officer of the corporation. The corporation may also have, at the board's discretion, a president, one or more vice presidents, one or more assistant secretaries, one or more assistant treasurers, and such other officers as may be appointed in accordance with Article V.C of these bylaws. Any number of offices may be held by the same person, except that neither the secretary nor the treasurer may serve concurrently as either the president or chair of the board.

B. Election of Officers

The officers of the corporation, except those appointed under Article V.C of these bylaws, shall be chosen annually by the board and shall serve at the pleasure of the board, subject to the rights, if any, of any officer under any contract of employment.

C. Other Officers

The board may appoint and may authorize the chair, the president, or other officer, to appoint any other officers that the corporation may require. Each officer so appointed shall have the title, hold office for the period, have the authority, and perform the duties specified in the bylaws or determined by the board.

D. Removal of Officers

Without prejudice to any rights of an officer under any contract of employment, any officer may be removed with or without cause by the board and also, if the officer was not chosen by the board, by any officer on whom the board may confer that power of removal.

E. Resignation of Officers

Any officer may resign at any time by giving written notice to the corporation. The resignation shall take effect as of the date the notice is received or at any later time specified in the notice and, unless otherwise specified in the notice, the resignation need not be accepted to be 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.

F. Vacancies in Office

A vacancy in any office because of death, resignation, removal, disqualification, or any other cause shall be filled in the manner prescribed in these bylaws for regular appointments to that office, provided, however, that vacancies need not be filled on an annual basis.

G. Responsibilities of Officers

1. Chair of the Board

The chair of the board shall preside at meetings of the board and shall exercise and perform such other powers and duties as the board may assign from time to time. The chair of the board shall also be the chief executive officer.

2. Vice Chair

In the absence or disability of the chair of the board, the vice chair shall perform all of the duties of the chair of the board, and in so acting, shall have all the powers of the chair of the board. The vice chair shall have such other powers and perform such other duties as may be prescribed from time to time by the board.

3. Executive Director

Subject to the control of the board, the executive director shall be the general manager of the corporation and shall supervise, direct, and control the corporation's activities and affairs. The executive director shall attend all meetings of the board and all meetings of committees of the board, except when the board or committee act in executive session. The executive director shall have such other powers and duties as the board or the bylaws may prescribe. If the board appoints a president, the executive director may serve as the president.

4. Secretary

(a) Book of Minutes

The secretary shall keep or cause to be kept, at the corporation's principal office or such other place as the board may direct, a book of minutes of all meetings, proceedings, and actions of the board and of committees of the board. The minutes of meetings shall include the time and place that the meeting was held, whether the meeting was annual, regular, or special, and, if special, how authorized, the notice given and the names of those present at board and committee

meetings. The secretary shall keep or cause to be kept, at the principal office in California, a copy of the articles of incorporation and bylaws, as amended to date.

(b) Notices, Seal, and Other Duties

The secretary shall give, or cause to be given, notice of all meetings of the board and of committees of the board required by these bylaws to be given. The secretary shall keep the corporate seal in safe custody and shall have such other powers and perform such other duties as the board or the bylaws may prescribe.

5. Treasurer

(a) Books of Account

The treasurer shall keep and maintain, or cause to be kept and maintained, adequate and correct books and accounts of the corporation's properties and transactions. The treasurer shall send or cause to be given to the trustees such financial statements and reports as are required to be given by law or by these bylaws. The books of account shall be open to inspection by any trustee at all reasonable times.

(b) Deposit and Disbursement of Money and Valuables

The treasurer shall deposit, or cause to be deposited, all money and other valuables in the name and to the credit of the corporation with such depositories as the board may designate, shall disburse the corporation's funds as the board may order, shall render to the co-chairs of the board and the board, when requested, an account of all transactions as treasurer and of the financial condition of the corporation, and shall have such other powers and perform such other duties as the board or the bylaws may prescribe.

VI. INDEMNIFICATION

A. Right of Indemnity

To the fullest extent permitted by law, this corporation shall indemnify its trustees, officers, employees, and other persons described in section 5238(a) of the California Corporations Code, including persons formerly occupying any such position, against all expenses, judgments, fines, settlements and other amounts actually and reasonably incurred by them in connection with any "proceeding," as that term is used in that section, and including an action by or in the right of the corporation, by reason of the fact that the person is or was a person described in that section. "Expenses," as used in this bylaw, shall have the same meaning as in section 5238(a) of the California Corporations Code.

B. Approval of Indemnity

On written request to the board by any person seeking indemnification under section 5238(b) or section 5238(c) of the California Corporations Code, the board shall promptly

determine under section 5238(c) of the California Corporations Code whether the applicable standard of conduct set forth in section 5238(b) or section 5238(c) has been met and, if so, the board shall authorize indemnification.

C. Advancement of Expenses

To the fullest extent permitted by law and except as otherwise determined by the board in a specific instance, expenses incurred by a person seeking indemnification under Article VI of these bylaws in defending any proceeding covered by that Article shall be advanced by the corporation before final disposition of the proceeding, on receipt by the corporation of an undertaking by or on behalf of that person that the advance will be repaid unless it is ultimately determined that the person is entitled to be indemnified by the corporation for those expenses.

D. Insurance

The corporation shall have the right to purchase and maintain insurance to the fullest extent permitted by law on behalf of its officers, trustees, employees, and other agents, against any liability asserted against or incurred by any officer, trustee, employee, or agent in such capacity or arising out of the officer's, trustee's, employee's, or agent's status as such.

VII. RECORDS AND REPORTS

A. Maintenance of Corporate Records

The corporation shall keep:

- (a) Adequate and correct books and records of account;
- (b) Written minutes of committees of the board; and the proceedings of its board and;
- (c) The original or a copy of the articles of incorporation and bylaws, as amended to date.

B. Inspection by Trustees

Every trustee shall have the absolute right at any reasonable time to inspect the corporation's books, records, documents of every kind and physical properties. The inspection may be made in person or by the trustee's agent or attorney. The right of inspection includes the right to copy and make extracts of documents.

C. Annual Report

The board shall cause an annual report to be sent to the trustees within 120 days after the end of the corporation's fiscal year. That report shall contain the following information, in appropriate detail, for the fiscal year:

- (a) The assets and liabilities, including the trust funds, of the corporation as of the end of the fiscal year.
- (b) The principal including trust funds, changes in assets and liabilities.
- (c) The revenue or receipts of the corporation, unrestricted and restricted to particular purposes.
- (d) The expenses or disbursements of the corporation for both general and restricted purposes.
- (e) Any information required by Article VII.D of these bylaws.

The annual report shall be accompanied by any report on it of independent accountants or, if there is no such report, by the certificate of an authorized officer of the corporation that such statements were prepared without audit from the corporation's books and records. This requirement of an annual report shall not apply if the corporation receives less than \$25,000 in gross receipts during the fiscal year, provided, however, that the information specified above for inclusion in an annual report must be furnished annually to all trustees who request it in writing.

D. Annual Statement of Certain Transactions and Indemnifications

The corporation shall annually prepare and mail or deliver to each trustee a statement of any transaction or indemnification of the following kind within 120 days after the end of the corporation's fiscal year:

- (a) Any transaction (i) in which the corporation, its parent, or its subsidiary was a party, (ii) in which an interested person had a direct or indirect material financial interest, and (iii) which involved more than \$50,000, or was one of a number of transactions with the same interested person involving, in the aggregate, more than \$50,000. For this purpose, an "interested person" is either of the following:
 - (i) Any trustee or officer of the corporation, its parent, or subsidiary (but mere common directorship shall not be considered such an interest); or
 - (ii) Any holder of more than 10 percent of the voting power of the corporation, its parent, or its subsidiary.
- (iii) The statement shall include a brief description of the transaction, the names of interested persons involved, their relationship to the corporation,

the nature of their interest in the transaction and, if practicable, the amount of that interest, provided that if the transaction was with a partnership in which the interested person is a partner, only the interest of the partnership need be stated.

(b) Any indemnifications or advances aggregating more than \$10,000 paid during the fiscal year to any officer or trustee of the corporation under Article VI of these bylaws.

VIII. 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 preceding sentence, the masculine gender includes the feminine and neuter, the singular includes the plural, the plural includes the singular, and the term "person" includes both a legal entity and a natural person.

IX. AMENDMENTS

The board may adopt, amend, or repeal bylaws by the vote of a majority of the board of trustees, except that a bylaw fixing or changing the number of trustees may be adopted, amended, or repealed by the votes or written consent of a majority of a quorum of the board. The board may not extend the term of a trustee beyond that for which the trustee was elected.

CERTIFICATE OF SECRETARY

I certify that I am the duly elected and acting Assistant Secretary of California State Parks Foundation, a California nonprofit public benefit corporation, that the above bylaws, consisting of 14 pages, are the bylaws of this corporation as adopted by the board of trustees on May 14, 2008, and that they have not been amended or modified since that date.

Executed on June 25, 2008 at San Francisco, California.

Georgia Smith
Assistant Secretary

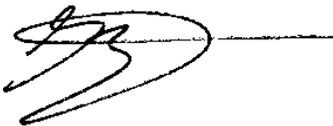
EXHIBIT B

DECLARATION OF GREG ZELDER

I, Greg Zelder, do hereby declare that that the following is true and correct to the best of my knowledge:

1. I am the Director of Membership for the California State Parks Foundation
2. On Wednesday, December 28, 2011, I created a query within CSPF's membership data system requesting a count of current membership in three counties: Orange, San Bernardino and Riverside.
3. My query had the following results:
 - a. Orange County: 4,795
 - b. Riverside County: 1,849
 - c. San Bernardino County: 1,403TOTAL MEMBERS: 8,047
4. I also created a query within the membership system to determine the average gift per person for all 120,000 CSPF members.. The query reflected that the average gift per person is \$49.

Signed this 30th day of December, 2011 at San Francisco, California.



Greg Zelder
Director of Membership
California State Parks Foundation

EXHIBIT C

**California State Parks Foundation's Monthly Operating Income Statement,
November 30, 2011 - attached**

California State Parks Foundation
 Monthly Operating Income Statement
 November 30, 2011 (Preliminary)

	Nov-11	YTD-FY11-12	Budg-FY11-12	% of Budget
Revenue				
Contributions				
Contributions and Grants	\$ 30,725	\$ 35,517	\$ 275,000	12.92%
Major Gifts	\$ 27,035	\$ 171,853	\$ 1,135,000	15.14%
Fundraising Events	\$ -	\$ 443,500	\$ 443,500	0.00%
Bequests and Memorial Gifts	\$ 5,480	\$ 125,557	\$ 36,000	348.77%
Total Contributions	\$ 63,240	\$ 332,927	\$ 1,889,500	17.62%
Grant Revenues from Reimbursable Contracts for State Parks Projects	\$ 519,633	\$ 705,578	\$ -	N/A
	\$ 519,633	\$ 705,578	\$ -	0.00%
Membership				
Membership Dues and Donations	\$ 325,750	\$ 2,124,604	\$ 5,165,000	41.13%
Other Membership Giving	\$ 59,205	\$ 497,790	\$ 1,158,000	42.99%
List Rental	\$ -	\$ 18,664	\$ 65,000	28.71%
Total	\$ 384,955	\$ 2,641,058	\$ 6,388,000	41.34%
Corporate Ventures				
Corporate Underwriting	\$ -	\$ -	\$ 79,400	0.00%
Direct Mail Product Sampling	\$ -	\$ -	\$ 10,000	0.00%
Other Commission Programs	\$ 833	\$ 5,001	\$ 3,000	166.70%
Total	\$ 833	\$ 5,001	\$ 92,400	5.41%
Online Ventures				
Online Store	\$ 6,602	\$ 8,251	\$ 28,500	28.95%
Phone Applications	\$ -	\$ -	\$ 51,200	0.00%
Travel Program	\$ -	\$ -	\$ 51,100	0.00%
MyParkPhotos.com Revenues	\$ 250	\$ 1,250	\$ 3,000	41.67%
Total	\$ 6,852	\$ 9,501	\$ 133,800	7.10%
Other Income				
Administrative Fee Income	\$ 100,106	\$ 135,561	\$ 65,000	208.56%
Investment Income	\$ 6,948	\$ 40,634	\$ 100,000	40.63%
Miscellaneous Income	\$ 240	\$ 239	\$ 2,500	9.56%
Rental Income	\$ -	\$ 10,725	\$ 30,000	35.75%
Total	\$ 107,294	\$ 187,159	\$ 197,500	94.76%
Restricted Programmatic Funds Released from Restrictions	\$ 154,850	\$ 655,695	\$ 1,276,000	51.39%
Total Revenues	\$ 1,237,657	\$ 4,536,919	\$ 9,977,200	45.47%

California State Parks Foundation
 Monthly Operating Income Statement
 November 30, 2011 (Preliminary)

	Nov-11	YTD-FY11-12	Budg-FY11-12	% of Budget
Expenses				
Administrative				
Salaries and Related Expenses	\$ 214,383	\$ 1,042,123	\$ 2,908,900	35.83%
Total	\$ 214,383	\$ 1,042,123	\$ 2,908,900	35.83%
Membership				
Membership-General	\$ 44,570	\$ 360,410	\$ 621,400	58.00%
Membership-Acquisition	\$ 202,896	\$ 696,338	\$ 1,703,700	40.87%
Membership-Renewals	\$ 31,467	\$ 127,173	\$ 163,000	78.02%
Membership-Lapsed Renewals	\$ -	\$ 917	\$ 30,000	3.06%
Membership-Special Appeals	\$ 12,966	\$ 144,177	\$ 398,900	36.14%
Membership-Online	\$ 4,500	\$ 22,500	\$ 50,000	45.00%
Total	\$ 296,399	\$ 1,351,515	\$ 2,967,000	45.55%
Government Affairs				
Staff	\$ 123	\$ 1,479	\$ 2,000	73.95%
Advocacy and Lobbying	\$ 5,519	\$ 40,047	\$ 276,300	14.49%
Park Advocacy Day	\$ -	\$ 2,095	\$ 30,000	6.98%
Total Park Policy and Advocacy	\$ 5,642	\$ 43,621	\$ 308,300	14.15%
Programs				
Staff	\$ 253	\$ 2,120	\$ 10,000	21.20%
Foundation Programs	\$ 175,826	\$ 727,609	\$ 1,261,000	57.70%
Program Development	\$ 8,862	\$ 12,003	\$ 10,000	120.03%
Reimbursable Expenses for State Parks Projects	\$ 497,188	\$ 660,688	\$ -	N/A
Total	\$ 682,129	\$ 1,402,420	\$ 1,281,000	109.48%
Corporate Ventures				
Staff Travel and Meals	\$ -	\$ 1,408	\$ 4,800	29.33%
Media Campaigns	\$ -	\$ -	\$ 20,200	0.00%
Visual Concept Support	\$ -	\$ -	\$ 4,000	0.00%
Travel Program	\$ -	\$ -	\$ 10,000	0.00%
Corporate Ventures Collateral	\$ -	\$ -	\$ 2,500	0.00%
Unrelated Business Income Taxes	\$ -	\$ -	\$ 1,000	0.00%
Total	\$ -	\$ 1,408	\$ 42,500	3.31%
Online Ventures				
Online Store	\$ 677	\$ 3,386	\$ 29,800	11.36%
MyParkPhotos.com	\$ -	\$ 438	\$ 2,000	21.90%
Total	\$ 677	\$ 3,824	\$ 31,800	12.03%

California State Parks Foundation
 Monthly Operating Income Statement
 November 30, 2011 (Preliminary)

	Nov-11	YTD-FY11-12	Budg-FY11-12	% of Budget
Other Operating Expenses				
Database Management	\$ 698	\$ 23,716	\$ 34,500	68.74%
Facility Expenses	\$ 35,277	\$ 192,047	\$ 500,100	38.40%
General Office Expenses	\$ 26,413	\$ 124,551	\$ 276,400	45.06%
Development	\$ 33,821	\$ 154,071	\$ 666,800	23.11%
Communications	\$ 27,534	\$ 166,783	\$ 345,500	48.27%
Professional Fees	\$ 102,419	\$ 158,733	\$ 116,800	135.90%
Staff Development	\$ 225	\$ 1,022	\$ 20,000	5.11%
General Meetings and Travel	\$ 395	\$ 13,844	\$ 38,000	36.43%
Total	\$ 226,782	\$ 834,767	\$ 1,998,100	41.78%
Grants, Passes and Other Expenses				
Grants and Passes	\$ 25,010	\$ 255,415	\$ 757,500	33.72%
Total	\$ 25,010	\$ 255,415	\$ 757,500	33.72%
Total Expenses	\$ 1,451,022	\$ 4,935,093	\$ 10,295,100	47.94%
Surplus (deficit) before other activity	\$ (213,365)	\$ (398,174)	\$ (317,900)	
Transfers and Other Activity				
Operating Reserve Transfers:				
Park Closure Initiatives/Campaign Initiation			\$ 300,000	
Computer Replacement Fund			\$ (15,000)	
Repayment of prior year deficit balances in restricted funds	\$ -	\$ 110,645	\$ -	
Other Transfers	\$ -	\$ 3,853	\$ -	
Depreciation	\$ -	\$ 114,498	\$ 285,000	40.17%
Investment Gains and (Losses)	\$ 9,110	\$ 45,831	\$ -	N/A
Realized	\$ 11,720	\$ (17,721)	\$ -	
Unrealized	\$ (55,427)	\$ (229,033)	\$ -	
Capital Expenditures	\$ (43,707)	\$ (246,754)	\$ -	N/A
Total Transfers and Other Activity	\$ (34,597)	\$ (182,940)	\$ 217,500	-84.11%
NET SURPLUS/(DEFICIT)	\$ (247,962)	\$ (581,114)	\$ (100,400)	>100%

California State Parks Foundation
 Monthly Operating Income Statement
 November 30, 2011 (Preliminary)

	Nov-11	YTD-FY11-12	Budg-FY11-12	% of Budget
Membership Activity				
Period ended:				
Membership Revenues	\$ 2,641,058	\$ 2,291,108	\$ 2,280,340	\$ 1,639,909
Membership Expenses	\$ (1,351,515)	\$ (1,264,742)	\$ (1,276,835)	\$ (1,120,217)
Actual Net Membership Revenues	\$ 1,289,543	\$ 1,026,366	\$ 1,003,505	\$ 519,692
Budgeted Net Membership Revenues	\$ 3,421,000	\$ 3,411,500	\$ 3,298,900	\$ 3,059,500
% Raised at 11/30	37.69%	30.09%	30.42%	16.99%
Inc in FY12 Actual Net Memb Revs over P/Ys	\$	\$ 263,177	\$ 286,038	\$ 769,851
Surplus (Deficit) before other activity	\$ (398,174)	\$ (720,510)	\$ (74,831)	\$ (519,450)
Park Closure Initiatives/Campaign initiation: Board designation	\$ 136,245			
Primal Scream PR included in Public Relations expenses	\$ 48,318			
Bequests	\$ (98,216)	\$ -	\$ (352,132)	\$ (34,071)
Campaign contributions funded by operating reserves	\$	\$ 250,000		
Net Surplus (Deficit) Generated by Operations	\$ (311,827)	\$ (470,510)	\$ (426,963)	\$ (553,521)

EXHIBIT D

Estimated legal fees and costs:

Preliminary Investigation	35 hours (already expended)
January 18 Pre-Hearing Conference	4 hours (already expended)
Preparation of NOI	4 hours (already expended)
Opening Testimony Preparation	50 hours
Review of Testimony of Other Parties & Rebuttal Testimony, if necessary	25 hours
Witness Preparation in advance of Hearings	10 hours
Attend hearings	12 hours (over two days)
Transcript Review/Briefing	50 hours
Review/Comment on Decision, if necessary	10 hours
Prepare for/ attend PUC oral arguments	10 hours
Time Estimate: 215 hours x \$200/hour	\$43,000
Expenses (Travel, one night lodging)	\$ 1,000

Estimated Total = \$44,000