

Memorandum of Understanding

*Between
Sierra Los Tulares Land Trust and The Nature Conservancy*

September 30, 2002

Introduction

This memorandum explains the nature of the partnership between Sierra Los Tulares Land Trust, a California non-profit corporation, and The Nature Conservancy, a District of Columbia non-profit corporation, through its California office, in accomplishing their mutual conservation goals.

Recitals

The mission of the Sierra Los Tulares Land Trust is to protect the natural, scenic, agricultural, and historic lands of the southern Sierra foothills and Tulare Valley through stewardship, restoration, and education.

The mission of The Nature Conservancy is to preserve the plants, animals and natural communities that represent the diversity of life on Earth by protecting the lands and waters they need to survive.

Sierra Los Tulares Land Trust and The Nature Conservancy share common conservation goals, in the Southern Sierra and San Joaquin Valley.

Sierra Los Tulares Land Trust and The Nature Conservancy share common methods and organizational values.

Sierra Los Tulares Land Trust and The Nature Conservancy have complementary skills and assets.

Sierra Los Tulares Land Trust has a local presence and The Nature Conservancy has a state-wide presence, thereby allowing the organizations to complement each other and help each other achieve mutual goals.

Purposes/Objectives

This partnership is designed to assist Sierra Los Tulares Land Trust to become fully sufficient in fundraising, media and public relations, stewardship, and land protection capacity. Sierra Los Tulares Land Trust and The Nature Conservancy enter into this memorandum with the following purposes and objectives:

Roles of the Organizations

The role of Sierra Los Tulares Land Trust is to deliver local conservation and to grow and develop into a strong, sustainable organization. The role of The Nature Conservancy is to assist Sierra Los Tulares Land Trust in developing its organizational capacity and to participate in delivering local conservation. Both organizations will focus on, but not be limited to, implementing the regional conservation plan developed for the Sequoia Foothills project area in Tulare County, California.

Fundraising

The Nature Conservancy will help Sierra Los Tulares Land Trust develop a fundraising plan (scheduled for completion by mid-November, 2002) and capacity to implement the plan, including membership development, major donor fundraising, and media and public relations.

The Nature Conservancy will help train Sierra Los Tulares Land Trust staff, board and volunteers in key elements of fundraising, including but not limited to membership development, major donor solicitation, grantsmanship, and data management.

Sierra Los Tulares Land Trust will provide field trip support for donor cultivation, will develop promotional materials, and will recruit and engage volunteers and staff to implement the fundraising plan.

Both organizations will participate jointly in donor solicitations as appropriate to the fundraising strategy. When a joint funding request results in donation or grant to only one organization, a letter agreement will be developed detailing if and how funds will be apportioned between the Parties and if and how the funds will be conveyed by the recipient to the other organization.

Both organizations agree to notify the other in advance when planning to approach a donor that has been solicited jointly in the past.

Decision-making

The Nature Conservancy will name a partnership manager to represent and commit The Nature Conservancy, subject to TNC policies, procedures, and delegations of authority.

Sierra Los Tulares Land Trust board represents and commits Sierra Los Tulares Land Trust.

Both organizations agree to develop specific partnership agreements for joint land protection activities that involve joint financial exposure or other risk.

Communications

Initial contacts on new issues will come to and from the executive director of Sierra Los Tulares Land Trust and the partnership manager of The Nature Conservancy. Either organization may delegate further communications to staff and volunteers as appropriate.

Both organizations agree to meet annually to review progress, identify priorities, and plan future work.

Dispute Resolution

Both organizations will seek to avoid disputes by frequent communication, joint decision-making and other good business practices. In the event that the organizations cannot agree on an issue requiring agreement, the organizations will engage a third-party mediator mutually acceptable to both organizations to help find agreement.

Termination of This Memorandum

This memorandum will remain in effect for five years from the later date of signature. Either organization may terminate this memorandum with 90 days written notice.

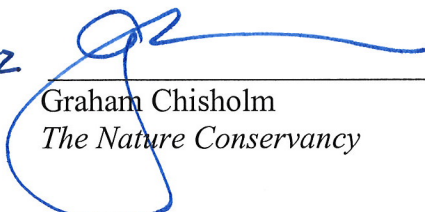
Risk and Responsibility

Each Party agrees that it will be responsible for its own acts and the results thereof, and shall not be responsible for the acts of the other Party or the results thereof. Each Party, therefore, agrees that to the extent it may legally do so, it shall assume all risk and liability to itself, its officers, employees or agents, under this memorandum, for any claims, damages, losses, judgments, expenses or other costs including litigation costs and attorney's fees, arising out of, in connection with, or resulting at any time from any and all causes due to any act or acts, negligence, or failure to exercise proper precautions, of or by itself, or its own officers, employees or agent, in the performance of this memorandum.

Signature

The parties hereby enter into this memorandum.


Scott Spear (date) 9-25-02
Sierra Los Tulares Land Trust


Graham Chisholm (date) 9/24/02
The Nature Conservancy