

City of Costa Mesa

Inter Office Memorandum

To: Tom Hatch, Chief Executive Officer
Cc: Steven Mensinger, Mayor Pro Tem
From: Gary Armstrong, Economic and Development Services Director/Deputy CEO
Date: December 19, 2013
Subject: **SUMMARY OF FREESTANDING SIGN CODE REQUIREMENTS FROM SURROUNDING CITIES**



The attached summary of code requirements for freestanding signs from surrounding cities has been prepared in response to an inquiry from Mayor Pro Tem Mensinger.

Attached are the sign codes for the following cities: Newport Beach, Huntington Beach, Tustin, Orange, Fountain Valley, Santa Ana, and Costa Mesa.

Attachments

cc: Assistant Chief Executive Officer
Economic and Development Services Director/Deputy CEO
City Clerk ✓
Planning Staff (7)
File (2)

NEWPORT BEACH:

Code Section 20.42.080. Standards for Specific Types of Permanent Signs.

C. Freestanding Signs.

1. Freestanding signs include ground-mounted signs (monument) and pylon signs, which may either have a solid base or a base comprised of two legs. If legs are provided, the proportional dimensions of the sign shall comply with the requirements of subsection (C)(3)(c) of this section.

2. Freestanding signs shall be allowed only for lots with at least fifty (50) feet of frontage adjoining a public street. In addition, pylon signs are only allowed when a building is set back from the front property line a minimum of forty (40) feet.

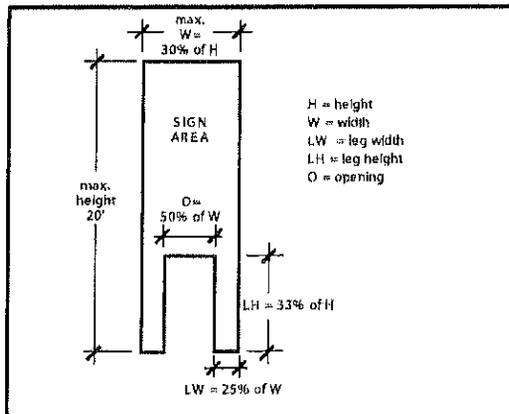
3. Freestanding signs shall not exceed the following maximum height dimensions and shall not exceed the proportional dimensions provided below:

- a. Pylon sign: maximum height = twenty (20) feet.
- b. Monument sign: maximum average height = six feet; maximum overall height = eight feet, including decorative elements and architectural features.

c. Proportional dimensions shall be as follows:

i. Pylon Sign.

- (A) Maximum $W = 30\% \times H$.
- (B) Maximum $LH = 33\% \times H$.
- (C) Maximum $O = 50\% \times W$.
- (D) Minimum $LW = 25\% \times W$.

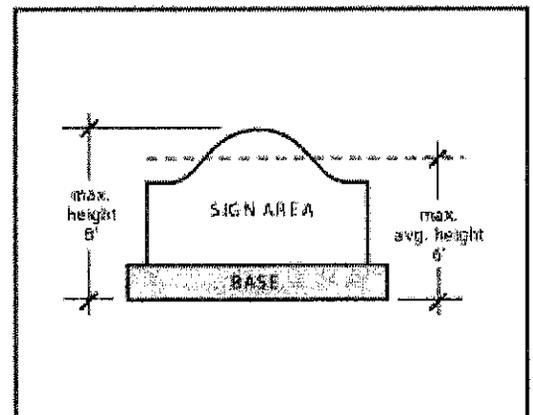
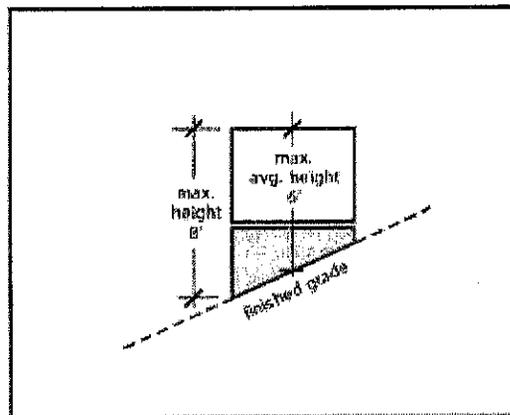
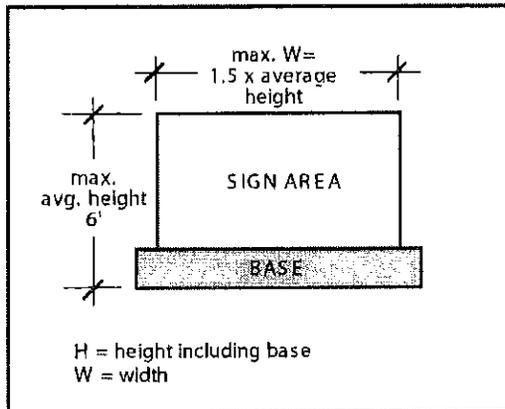


ii. Monument Sign.

(A) H = height inclusive of the base.

(B) W = width exclusive of the base.

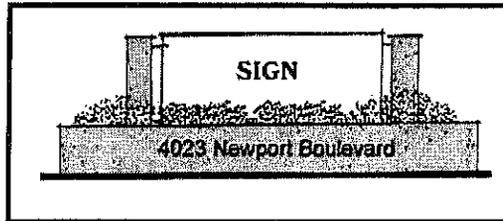
(C) Maximum W = 1.5 x average H.



4. Freestanding signs shall be set back a minimum of five feet from a street or interior property line and a minimum of ten (10) feet from the edge of a driveway.
5. To ensure the readability of freestanding signs, the minimum letter size allowed shall be six inches. Sign copy shall not be located closer than one-half letter height to the sign edge or other line of copy.
6. There shall be a minimum of fifty (50) feet between freestanding signs on adjoining sites to ensure adequate visibility for all signs.
7. Freestanding signs shall be a minimum of fifty (50) feet from a lot line of any residentially zoned property.
8. Freestanding signs shall not project over any building, or over any on-site driveway or vehicle circulation area.
9. The supporting structure of a pylon sign shall not include exposed metal pole(s), but shall be surrounded by a decorative cover that is architecturally compatible with the sign cabinet and the architectural character of buildings on the site.
10. Landscaping with automatic irrigation shall be provided at the base of the supporting structure equal to twice the area of one face of the sign or seventy-five (75) square feet, whichever is greater. For example, forty (40) sq. ft. of sign

area equals eighty (80) sq. ft. of landscaped area. The Director may waive or modify this requirement on a case-by-case basis to take into account existing conditions.

11. Freestanding signs shall contain an address plate identifying the subject property. Numbers shall be a minimum of six inches in height and shall be clearly visible from the public right-of-way. Address plates shall not be calculated against the allowed sign area. See following illustration:



Ground Sign with Appropriate Address

HUNTINGTON BEACH:

Code Section 233.06. Permitted Signs.

A. Commercial Districts.

1. Freestanding Signs on Adams Avenue, Beach Boulevard, Brookhurst Street, Edinger Avenue, Goldenwest Street and Warner Avenue.

	LOT FRONTAGE	MAX. NO. OF SIGNS	MAX. SIGN HEIGHT	MAX. SIGN AREA
a.	Interior lots with less than 200 feet of street frontage	One	10 ft. +5 ft. for Bonus	50 sq. ft. +25 sq. ft. for Bonus
b.	Interior lots with min. 200 feet but less than 400 feet	One	15 ft. +5 ft. for Bonus	70 sq. ft. +30 sq. ft. for Bonus
c.	Corner lots with the greatest street frontage less than 400 feet	One per street frontage	7 ft. +3 ft. for Bonus	30 sq. ft. +15 sq. ft. for Bonus
d.	Interior lots with min. 400 feet of frontage AND Corner lots with min. 400 feet on one street frontage	One primary (P) and two secondary (S) signs per street	20 ft. (P) +5 ft. for (P) Bonus 7 ft. (S)	100 sq. ft. (P) +25 sq. ft. (P) Bonus 30 sq. ft. (S)
e.	Regional mall identification sign	One per street frontage	25 ft.	100 sq. ft.
		One freeway sign	25 ft. above freeway	200 sq. ft.

2. Freestanding Signs on All Other Arterials Not Listed in Subsection (A)(1) of this Section.

	LOT FRONTAGE	MAX. NO. OF SIGNS	MAX. SIGN HEIGHT	MAX. SIGN AREA
a.	Interior lots with less than 400 feet of street frontage	One	7 ft. +1 ft. for Bonus	50 sq. ft. +10 sq. ft. for Bonus
b.	Corner lots with the greatest street	One per street	7 ft. +1 ft. for	30 sq. ft. +10 sq.

	frontage less than 400 feet		Bonus	ft. for Bonus
c.	Interior lots with min. 400 feet of frontage AND Corner lots with min. 400 feet on one street frontage	One primary (P) and two secondary (S) signs per street	15 ft. (P) +0.5 ft. for Bonus 7 ft. (S)	70 sq. ft. (P) + 10 ft. for Bonus 30 sq. ft. (S)

- Bonus signs (B) shall have an opaque background, internal illumination for items of information only.
- Multi-tenant panels are permitted provided the panels are minimum 10 inches in height, with a minimum six-inch letter height. They shall be restricted to one uniform background color and two colors for the sign copy, with the exception that the Center Identification may have a separate background color. Sign copies shall be limited to the company name or one generic item of information. Major tenant identification shall be encouraged by being placed on the largest panel.
- Secondary signs (S) are in addition to the Primary (P) sign. Secondary sign copy shall be limited to business identification only.
- Street addresses shall be included on all freestanding signs with minimum six-inch numerals.

Other Locational Criteria for Freestanding Commercial Signs

- No business shall have more than one freestanding sign facing each frontage.
- Freestanding signs on the same site shall be located a minimum of 150 feet apart unless approved by a planned sign program.
- A freestanding sign shall not be permitted in an area between the building and right-of-way when that portion of the building is located at the minimum setback.
- Signs shall be located in a landscape planter a minimum of two feet wider than the sign itself. Square poles or other architectural treatment shall be required, except if the sign is eight feet or less in height, it shall be of monument type, with a minimum two-foot base. Placement shall conform with Diagram A.
- No freestanding sign shall be located along a local street.

TUSTIN:

Code Section 9404. Sign Regulations

b. *Signs subject to conditional use permit approval.* The following types of signs are permitted only when reviewed by the Planning Commission and where a conditional use permit has been issued in accordance with the Tustin Zoning Code. An application for a conditional use permit for these types of signs shall be processed in accordance with conditional use permit procedures contained in the Tustin Zoning Code. Appeal procedures for conditional use permits shall also be governed by applicable sections of the Tustin Zoning Code.

2. Pole sign. All pole signs not considered freestanding freeway signs pursuant to subsection 9404b(3) shall require approval of a conditional use permit. In addition to findings required to be made on granting of a CUP contained in the Tustin City Code, the following restrictions and criteria shall apply:

(a) *Type of business.* Only center identification signs are permitted to be pole signs.

(b) *Size and scale of project.* The center identified by the sign is a single development project of at least one hundred thousand (100,000) building square feet or five (5) acres in project size which has a minimum of three (3) or more tenants.

(c) *Design.* The pole sign is designed to reflect theme of the center it identifies and incorporates similar design elements, materials, colors and special qualities of the architecture of the building(s) in the center and is compatible with existing or proposed signage in the center.

(d) *Location.* The pole sign shall (1) be located within a landscaped area and is limited to one (1) per street frontage, (2) maintain a minimum of one hundred

(100) lineal feet from any other monument sign or freestanding sign in the center, and (3) be set back a minimum of twenty-five (25) feet from interior side property line or maintain a minimum of fifty (50) feet from another pole or freestanding sign located on an adjacent site.

(e) *Height and size.* The sign shall be compatible with the size and scale of the project and shall not exceed twenty (20) feet in height and fifty (50) square feet in size.

ORANGE:

Code Section 17.36.070. Freestanding Signs.

Except as otherwise provided in this chapter, freestanding signs shall be allowed in commercial and industrial districts subject to the following regulations, permitted only in accordance with approval of a building permit.

A. Number. One freestanding sign shall be permitted for each parcel with frontage measuring up to four hundred (400) feet along an arterial street. Parcels with more than four hundred (400) feet of frontage may have one additional freestanding sign for each four hundred (400) foot increment. When a commercial or industrial center is comprised of multiple occupants or tenants with a common parking facility or shared access, frontage shall be considered by joint use of the shopping center or overall length of the project site and not the frontage of the individual businesses or occupancies.

B. Area.

1. The maximum area of such signs may be one-half square foot per lineal foot of parcel frontage upon the adjacent arterial street, with a maximum area of one hundred sixty (160) square feet.
2. When sixty (60) percent of the tenant signs on a freestanding sign have been replaced and conform to the approved sign plan for that property, the entire freestanding sign must be changed to conform to the approved sign plan.
3. A minimum of ten percent of sign area must be devoted to the development's title and address, as required in Chapter 15.52 of the Orange Municipal Code. Multi-tenant projects must display the full range of tenant addresses on the freestanding sign. The street address will be illuminated in the same manner as the sign display area. Phone numbers are not permitted on a sign in order to avoid confusion and minimize clutter.
4. No sign copy shall extend beyond a display area contained within architectural features.

C. Height. When parcel frontage measures one hundred (100) feet or more, freestanding signs are limited to a maximum height of fifteen (15) feet. For parcels with frontage measuring less than one hundred (100) feet, maximum height is limited to five feet. Sign height is measured from the top of the adjacent curb to the top of the sign face area. Architectural features may increase overall height, but not by more than fifteen (15) percent.

FOUNTAIN VALLEY:

Code Section 21.24.080. Standards for specific sign types.

(c) Freestanding Monument Signs.

Standards for Freestanding Monument Signs in Commercial, Industrial and Multi-Family Zoning Districts and Assembly Facilities

Number Allowed	Maximum Sign Area	Maximum Sign Height	Requirements
1 sign for every 300 feet of street frontage along a public street	50 sq. ft.*	8 ft.*	Sign shall be set back a minimum 5 ft. from property lines or public right-of-way and shall not block traffic safety area.
*Height and square footage may be increased for commercial and industrial properties that have 500 ft. or more of continuous street frontage along an arterial street	80 sq. ft.	12 ft.	Same as above.
See additional requirements below			

- (1) In commercial, industrial zones, multi-family zoning districts, and assembly facilities, the following limitations shall apply to monument signs:

Lineal Street Frontage	No. of Signs Permitted
0—300	1
300—600	2
600—900	3
Over 900	4

(2) Lineal street frontage on corner lots fronting arterial streets shall be combined and count towards the number of allowable monument signs.

(3) Separation. There shall be a minimum of seventy-five feet between two freestanding monument signs on the same property and adjoining properties to ensure adequate visibility for all signs. The director may waive this requirement in situations where its application would be impractical due to the locations of existing signs on adjacent properties.

(4) Freestanding monument signs shall not project over public property, vehicular easements or rights-of-way, or obstruct corner cutback area. A minimum of two hundred square feet of landscaping shall be provided at the base of the supporting structure;

(5) The width of the base structure shall be a minimum of one-half the length of the sign area;

(6) Illumination: freestanding monument signs may be illuminated with either interior or indirect lighting;

(7) Architectural Compatibility. Monument signs shall be compatible with the architectural features of the facility to which it relates.

(8) Addresses shall be provided on monument signs using Arabic numbers at least eight inches in height and be placed on the top face or the side parallel to the street of the monument sign.

(9) Sign area shall be computed by measuring the entire area contained within the frame or cabinet but excluding the monument base if it contains no sign copy and is clearly distinguishable from the sign copy area through the use of different texture, color, and design. The frame or cabinet structure shall be included in the maximum height calculation of the sign.

(d) Freeway Visible Monument Signs.

Standards for Freeway Monument Signs in the Commercial and Industrial Zones Adjacent to the 405 Freeway

Number Allowed	Maximum Sign Area	Maximum Sign Height	Requirements
1 sign	200 sq. ft.	Shall not exceed 20 ft. in height as measured from the elevation of the nearest freeway lane	Only on parcels that have a minimum freeway frontage of 200 ft.
See additional requirements below			

(1) Freeway monument signs may not be used as general advertising for hire.

(2) Landscaping. Freeway monument signs shall be located in a landscape berm area, approved by the director, a minimum of six hundred square feet in area.

(3) Orientation. Freeway monument signs shall be perpendicular to the freeway right-of-way.

(4) Separation. There shall be a minimum of two hundred feet between two freestanding signs on abutting sites to ensure adequate visibility for all signs and to alleviate sign clutter.

(5) All freeway monument signs shall be reviewed by the sign committee for compliance with this chapter.

SANTA ANA:

Code Section 41-862. Freestanding signs.

No permit shall be issued for a freestanding sign which does not comply with the following standards:

(a) Number.

(1) The number of freestanding signs permissible on an integrated development site shall be as follows:

Total Street Frontage (feet)	Number
0—299	1
300 — 599	2
600—899	3
900—1,199	4
1,200 or more	5

(2) No more than one (1) freestanding sign advertising or identifying the same business activity shall be permitted on each street on which the integrated development site has frontage.

(b) *Location.*

(1) No freestanding sign shall be permitted on any site which does not have street frontage.

(2) A freestanding sign shall be located only in a landscaped planter, with such planter not less than four (4) feet in any direction from the edge of the planter to the sign. The planning manager may reduce the amount of required landscaping for freestanding signs on sites with legal nonconforming landscaped setbacks. No sign shall obstruct or remove any required landscape materials.

(3) No freestanding sign shall be placed closer than twenty-five (25) feet to a side lot line.

(4) No freestanding sign for a commercial use shall be placed within fifty (50) feet of land used, zoned, or designated on the general plan for residential purposes on the same street frontage as the proposed sign.

(5) No freestanding sign shall be closer than one hundred (100) feet from another freestanding sign on the same site.

(6) No freestanding sign shall be located in the triangular area(s) measured fifteen (15) feet by fifteen (15) feet where a driveway enters onto a street, or in any other area which may obstruct the vision of motorists so as to create a safety hazard. Additionally, all signs are subject to sections 36-45 to 36-47 of this Code regarding obstructions to vision at corner intersections.

(c) Height and area.

(1) Properties with less than one hundred twenty (120) feet of street frontage shall be subject to the following requirements:

Total Street Frontage (feet)	Size
0—60	20 square feet maximum, not to exceed 5 feet in height.
61—119	30 square feet maximum, not to exceed 6 feet in height.

(2) Freestanding signs with more than one hundred twenty (120) feet of street frontage shall not exceed seven (7) feet in overall height from curb level unless otherwise stated in this section. The overall height plus the overall width shall not exceed sixteen (16) linear feet, and the sign face area shall not exceed forty-five (45) square feet.

(3) Developments over fifteen (15) acres and with at least seven hundred fifty (750) feet of street frontage shall have no more than one (1) freestanding sign not to exceed fifteen (15) feet in overall height and ten (10) feet in overall width; the sign face area shall not exceed sixty (60) square feet. Such sign shall not be located on any secondary frontage.

(4) A sign may be permitted to a height not exceeding thirty-five (35) feet and an area not exceeding one hundred (100) square feet, provided all of the following conditions are satisfied:

- a. The sign is located on a site which is located within three hundred (300) feet of the point where a freeway exit centerline intersects with a city street;

- b. The sign is oriented toward viewing by freeway traffic;
- c. The sign is limited in content to the identification of the business name of a restaurant, a service station or a lodging establishment.

(d) Design.

- (1) All signs shall be architecturally compatible with the development on which they are located.
- (2) The copy area of a freestanding sign shall not exceed forty (40) per cent of the sign face.
- (3) Freestanding signs shall be for the shopping center or development name and/or the major tenants thereon, not to exceed a total of eight (8) items of information.
- (4) No sign shall use mirrors reflecting a direct light source or utilize flashing, blinking or sequenced lights. No sign shall utilize unshielded incandescent, fluorescent or other lighting, except neon.
- (5) The project address shall be located on the monument sign base

COSTA MESA:

Code Section 13-115. Signs regulations and design standards.

**TABLE 13-115
SIGN REGULATIONS
PERMANENT SIGNS**

	RESIDENTIAL ZONES	COMMERCIAL ZONES	INDUSTRIAL ZONES	INSTITUTIONAL ZONES
TOTAL SIGN AREA PER STREET FRONTAGE	Residential uses: 1.0 sq. ft per unit, not to exceed 90 sq. ft. (25 sq. ft. minimum for sites with 4 or more units). Permitted non-residential uses: 30 sq. ft. for sites less than 1 acre. 45 sq. ft. for sites of 1 acre or more.	1.0 sq. ft. per ft. of lot width + 0.5 sq. ft. per ft. of lot depth		30 sq. ft. for sites less than 1 acre. 45 sq. ft. for sites of 1 acre or more.
	Total area of all permanent signs (freestanding signs and building signs) may not exceed TOTAL SIGN AREA PER STREET FRONTAGE. See <u>Section 13-116</u> for commercial or industrial signs located within 200 ft. of residentially-zoned property.			
FREESTANDING SIGNS PERMIT REQUIRED	Yes			
DEVELOPMENT	Must be located in landscaped planter 1. equal to twice the sign area. May not obstruct visibility for motorists or 2. pedestrians at driveways or intersections.			

STANDARDS	<p>May not obstruct visibility of 3. legal signs on adjacent site(s). May not consist of a pole sign with a 4. visible cylindrical pole structure(s). Planning Division may require 5. freestanding signs to incorporate street address if address on building is not visible from public streets: 6 inches high minimum in residential zones; 8 inches high minimum in nonresidential zones. The address area, up to 6 sq. ft., is not counted against allowable sign area. Address must be integrated into the design of the sign and placed at such an elevation so as not to be See obstructed by landscaping. 6. <u>section 13-116</u> if located within 200 ft. of residentially-zoned property.</p>		
MAXIMUM AREA	30 sq. ft. (Includes both on-site and neighborhood identification signs.)	Total area of all freestanding signs may not exceed 50% of total allowed sign area per street frontage.	15 sq. ft. for sites less than 1 acre. 30 sq. ft. for sites of 1 acre or more.
MAXIMUM HEIGHT	7 ft.	12 ft.	7 ft.
NUMBER & SEPARATION	300 ft. separation between freestanding signs on same site.		
ILLUMINATION	Exterior, or interior with opaque background. No flashing or blinking allowed.	No flashing or blinking allowed.	Exterior, or interior with opaque background. No flashing or blinking allowed.
VERTICAL CLEARANCE	8 ft. minimum clearance over pedestrian circulation areas. 16 ft. minimum clearance over parking and vehicular circulation areas.		
FREEWAY-ORIENTED FREESTANDING SIGNS PERMIT REQUIRED	Prohibited	Yes	Prohibited
MAXIMUM AREA AND HEIGHT	N/A	For commercial properties of one acre or more, within 300 feet of a freeway exit: One freeway-	N/A

		oriented sign may be allowed, not to exceed 230 sq. ft. and 32 ft. high.	
ILLUMINATION	N/A	No flashing or blinking	N/A
VERTICAL CLEARANCE	N/A	8 ft. minimum clearance over pedestrian circulation areas. 16 ft. minimum clearance over parking and vehicular circulation areas.	N/A

From: L. Chen
To: "Wendy.Leece@costamesaca.gov" <Wendy.Leece@costamesaca.gov>;
"sandra.genis@costamesaca.gov" <sandra.genis@costamesaca.gov>
Sent: Saturday, December 21, 2013 4:06 PM
Subject: Re: Summary of Dec 18th Meeting

Dear all,

Here's my summary. Sorry it is a bit long.

City of Costa Mesa
Motel Issues Meeting Agenda
1. Introduction- Mayor James M. Righeimer
2. Sharing Ideas for Best Practices
3. Q&A Sessions

City Officials In Attendance
Mayor Righeimer
Mayor Pro Tem Mensinger
Assistant CEO Rick Francis
City Attorney Elena Q. Gerli
Jon Neal (Code Enforcement)
Gary Armstrong (Planning)
Police Chief Gazsi
(Also another police officer and staff from Planning that I did not catch names of)

Mayor started out with the purpose of the ordinance, which is to recapture costs to the city and to stop the citizens' subsidy of the calls for services. He mentioned that during the last council meeting, the CFS came down dramatically with certain standards, but they will come up again based on new or revised standards. (This concerns us because this is another example of the vagueness of the ordinance and how terms and conditions are moving targets.)

Assistant CEO Francis was interested in the hoteliers' concerns, but highlighted that a change of approach was needed. He stated that the hoteliers could manage their problems themselves and the incentive to do so was financial (i.e. the fines). Wilson Wang of the Taiwanese Association of Hoteliers of Southern California asked why the ordinance was discriminatory, Mayor emphasized that the motel business model made it discriminatory because of its numbers of calls and it was draining resources. Mayor said although there has been **no** comparative studies, they "know" that the motels are outliers and are confident should this be litigated (This concerns us since if no comparative studies have been done, is our industry really disproportionately draining resources as they claimed and are we being arbitrarily and unfairly targeted?)

Mayor also stated many times that as a result of the ordinance, 3-4 motels may be out of business and if the motels want to exit out of the business, the City can help them get out by redevelopment and/or rezoning. (This concerns us because the ordinance is then a method to intentionally devalue lodging establishments and drive out certain businesses for redevelopment

and or to create a lower purchase price for developers/City; if the City is interested in acquiring properties for redevelopment or rezoning, they should use legal and court approved means such as eminent domain.)

Hoteliers expressed wanting increased police cooperation, such as the police providing lists of parolees, etc. Police seemed open to the idea. Hoteliers also asked for better understanding of how to improve screening and whether the City has some criteria. Mayor Pro Tem Mensinger mentioned accepting only credit cards and was in favor of economic screening. (This concerns us because many low income people do not have credit cards and we also question the benefits of a credit card only requirement as a screening method.)

Many unreasonable comparison were made throughout the meeting such as: 1) comparing retail establishments such as South Coast Plaza to a motel (different industries and serving different needs and purposes); and 2) comparing Westin to a motel (akin to comparing a Ferrari to a Ford Fiesta). Mayor Pro Tem Mensinger claimed that Westin has better screening process so less problems. I pointed out that smaller motel establishments have more stringent screening process and strictly adhere to them because of the police's regular patrol stops there. Motels are required to ask for IDs (many operators keep photo copies of the IDs), keep a guest register for police review, and ask guests if they have a car on the premises and for their car license numbers. (From my interviews with guests who stayed at the Westin Costa Mesa, it appears that Westin's standard "screening" practice only involves asking for an ID (no photocopies are made) and charging a credit card for potential incidentals. They may ask whether a car is parked on-site for parking validation purposes, not for screening, and do not ask the guests for their car license numbers. Also, I doubt that police go to the front desk and review the Westin's guest register regularly nor do they perform regular patrol stops there.)

Finally, hoteliers asked for clarifications on what kinds of calls are included and excluded in the "Calls for Service" definition. There were some clarifications, but this is another example of the general vagueness of the ordinance and how the terms are moving targets. (This concerns us since there seems to be a general rush to judgment to get this ordinance enacted without much thought regarding applications and consequences.)

Regards,
Lily Chen, Esq.

From: Murry Mc Claren
Sent: Monday, January 06, 2014 3:08 PM
To: GENIS, SANDRA
Subject: LED Signs in Metro Point

Hello Sandra

I appreciate your stand on LED signs at Metro Point. I commute to Los Angeles on the 5 and the LED signs in the City of Commerce along the freeway distract drivers from making safe lane changes because of the bright lights. I also drive the 405 past the Westminister Mall and find the bright lights created by the LED signs also causes traffic to slow down and make unsafe lane changes. I read the article by Bradley Zint in the Los Angeles Times dated January 5th where he stated that the Planning Commission approved the signs at a meeting on December 9th with a vote of 3-2. The article stated that there are "no residences across the 405" thus the officials ensured that the signs would not be visible to the residents. The bright lights of the LED are a "safety problem" not a residential problem. I believe that the bright LED lights from the Westminister Mall signs as well as the I-5 in the City of Commerce are an example of unsafe driving issues that must be considered.

Thank you for your time.

Merlin Mc Claren

Costa Mesa resident for 46 years in Mesa Verde

From: MUNOZ, ERNESTO
Sent: Sunday, January 05, 2014 8:46 PM
To: HATCH, THOMAS
Subject: Re: Question from Sandy

Tom,

We do not have a detailed scope for the work yet. This will be developed with the help of Commissioner Abernathy once the Council authorizes staff to release an RFP.

I believe the general interest is to upgrade the document. Some areas that will be addressed are changes to the landscaping scheme for medians and parkways to drought tolerant and different planting palette for arterials (Exhibit G, H, and I of Appendix E in the Standards); address the installation of bicycle racks; possible changes to the tree removal guidelines; changes to section 8, arterial walls; addition of a way finding signage program; in addition several standard design details in Appendix E require updating. Also, the incorporation of the West 19th beautification concepts in the document, and possibly adding the "vision" for the Harbor Blvd. corridor previously discussed with CC.

I am sure there will be other areas once we begin discussions with Commissioner Abernathy as he has many ideas, including looking at section 5, criteria for the repair/replacement of sidewalks, curbs, and gutters.

We estimated the cost for the update by obtaining an informal estimate from a landscape architect, and it seems reasonable for the update, of course we will know the actual cost when we receive the proposals.

Please let me know if CM Genis has additional questions relative to this item.

Ernesto Munoz
Public Services Director
City of Costa Mesa

Sent from my mobil phone

----- Reply message -----

From: "HATCH, THOMAS" <THOMAS.HATCH@costamesaca.gov>
To: "MUNOZ, ERNESTO" <ERNESTO.MUNOZ@costamesaca.gov>
Subject: Question from Sandy
Date: Fri, Jan 3, 2014 5:27 PM

Sandy had a basic question on CC12 – what is the interest for the change? What is the Commission interested in doing for \$25,000?

Thomas R. Hatch
Chief Executive Officer
City of Costa Mesa
77 Fair Drive, Costa Mesa, 92626

PUBLIC  **LAW CENTER**

PROVIDING ACCESS TO JUSTICE
FOR ORANGE COUNTY'S LOW INCOME RESIDENTS

Lili Graham
Public Law Center

January 6, 2014

Costa Mesa City Council
City Council Chambers
77 Fair Drive
Costa Mesa, California

Dear Councilpersons:

The Public Law Center ("PLC") is a pro bono law firm that has been providing free legal services to and representing the interests of low-income residents of Orange County for over 32 years. We are objecting to the proposed Excessive Use of Resources Ordinance, Chapter XI of Title 14 of the Costa Mesa Municipal Code to help protect the interests of low-income families using the long-term stay motels in Costa Mesa, CA as last resort housing. This ordinance will be a great detriment to residents who could be victims of serious crimes and need to access public safety resources, yet are concerned about the loss of their housing. There are a number of reasons why this ordinance is bad public policy.

First, the cost of the fines levied on the owners of the lodging establishments will trickle down to the residents. Either in the cost of their lodging or the loss of their housing, the lodging establishments could punish residents for calling any of the city's public safety resources. Public safety resources include but are not exclusive to the police department, fire station, or medical assistance. This ordinance would create bad public policy for the victims of crimes.

Second, the ordinance is overly broad and vague as to the nuisance activities it mentions. A victim of a minor to serious crime could be grouped with the nuisance activities listed in the proposed Section 14-81.

Third, the community, including the residents at the lodging accommodations, has a right to access public safety resources if needed. By levying a fine on the calls to community resources, the city is creating restrictions to access to public resources.

Fourth, the two proposals of threshold excessive calls for nuisance activities are much too restrictive and limited. The calls only allow either 5 calls per month or 13 calls per quarter. This restrictive number prejudicially affects the residents as their emergency needs could be trumped

by the fines levied against the lodging establishment. The residents could face retaliation and eviction from the owner if they use resources that result in the owner being fined.

Finally, there is no appeal process for the fines, therefore, violating the residents' and lodging establishments' ability to adequately appeal the necessity of some calls versus others.

As representatives of the low-income residents of Costa Mesa and Orange County, we strongly object to the passage of this ordinance. This ordinance would cause undue burdens to our clients who could be victims of serious crimes. This ordinance is denying access to public safety resources merely based on where someone is living. This ordinance is bad public policy.

Sincerely,

Lili Graham
Public Law Center

From: Colin McCarthy

Sent: Monday, January 06, 2014 4:33 PM

To: RIGHEIMER, JIM; LEECE, WENDY; MONAHAN, GARY; GENIS, SANDRA

Cc: GREEN, BRENDA; ARMSTRONG, GARY; Jim Fitzpatrick; HATCH, THOMAS

Subject: Public Hearing Item No. 1- LED at Metro Pointe

Mayor Righeimer and Councilmembers,

On Tuesday evening the City Council will consider an appeal of the Planning Commission's approval of LED signage at Metro Pointe by a 3-2 vote (Fitzpatrick and McCarthy voting no). Since I voted against the application, I wanted to explain my rationale for doing so and because my comments exceed 3 minutes, I have memorialized them.

We all know that LED signage is prohibited under our current sign ordinance. As recent as last year the Planning Commission, and ultimately the City Council, re-visited our entire sign program and looked at possible changes. Within that review was LED signage. The big question was whether we would permit LED in our City, subject to conditions, or maintain the prohibition. The Council ultimately decided to leave the prohibition in place. I do note that staff has not interpreted that prohibition as an all or nothing proposition. Meaning that even with this prohibition, LED signage could be allowed with some sort of compelling showing by an applicant, as we saw with the South Coast Collection (SOCCO). I agree with that interpretation as it strikes a fair balance. We should employ some standard of strict scrutiny whenever an LED application is submitted. Hopefully, within this approval would come strict standards and guidelines for the the LED signage. Standards that would protect the quantity and quality of the signage for the community.

At the December Planning Commission meeting, I asked the applicant a simple question: why did they need LED signage? Metro Pointe's representative responded simply by stating that it was needed to remain competitive in the market. That answer left me unfulfilled. What is the compelling reason that signage is needed here? Is there a fear that Best Buy is going to relocate to Irvine because Metro Pointe does not have LED signage? Judging by their parking lot before Christmas, I highly doubt that. Metro Pointe is a tremendous asset that generates significant sales and tax dollars for our City. Their proximity to South Coast Plaza has a synergistic effect on their business. Based on the recent sales tax reports, they have done quite well without LED signs. Why now?

Our staff recommended, and I supported, a significant amount of additional signage for Metro Pointe, without LED, Additional signage which allows them to remain competitive. Signage that other businesses do not enjoy. I simply did not see the need to go above and beyond that and move to LED at South Coast Metro. It is a path that once traveled, will be difficult to get off. Could LED signage near South Coast Plaza ignite an arms race? Is Bloomingdale's next? Followed by the 24 Hour Fitness, TGI Friday's and then Rutan & Tucker? All could demonstrate that they need such signage to remain "competitive." A slippery-slope towards Costa Mesa becoming the Citadel outlet shopping center off the 5 freeway, or the illuminated

casino in Hawaiian Gardens. Where do we draw the line? In my view, Metro Pointe has asked for the sun and moon, happy to get one, ecstatic to get both.

LED signage was controversial when it was approved at SOCCO. However, it was approved because SOCCO had a compelling reason--the shopping center was literally withering on the vine. Without drastic action, we would have lost SOCCO. The same cannot be said for Metro Pointe. It is an "apples to oranges" comparison. Regardless, we must ask ourselves whether SOCCO is succeeding because it has LED signage. I tend to believe SOCCO is succeeding not because of its signage, but because the new owners cracked the nut of the right tenant mix; a balance of stores which have attracted shoppers from all across Orange County, from ice cream, to baby clothes, to kitchen fixtures. That has little to do with an LED sign. Also, please keep in mind that LED signage at SOCCO occurred only after numerous public meetings and a detailed technical analysis of the quantity and quality of the LED proposed. None of that is present with Metro Pointe's application. At best, the application was incomplete. Speaking of SOCCO, what about LED signage at the Triangle? That concept presents a whole new set of questions and issues which our sign ordinance does not and cannot address.

I am not opposed to LED signage. As the Commission majority correctly noted, the technology has evolved greatly over time. I supported the signage at SOCCO. I stand behind that decision. It was the right decision at the right time for that center and was done based on an exigent circumstance and only after significant public input and technical analysis. However, I do think we should demand a compelling reason before we bring more of that technology into our City. Simply seeking to remain competitive is not enough. That applies to every situation imaginable and puts future Planning Commission's in a difficult quandary when pressed with an LED application. Wouldn't every application qualify? Wouldn't the Triangle qualify? What sets Metro Pointe apart? According to their consultant at the Commission hearing, nothing.

The bottom-line question is do we want to expand the use of LED signage in our City? If so, we should amend our sign ordinance to reflect that and impose strict quantitative and qualitative measures to ensure the signage is palatable to our residents. If not, I hope the Council will clearly articulate its expectations regarding LED signage to our staff and the Commission so that we can adequately advise applicants in the future of what our expectations are and are not.

Thank you.

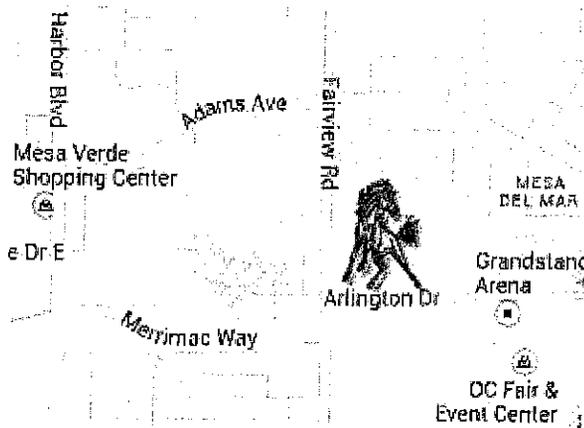
Colin McCarthy
Costa Mesa Planning Commission



Costa Mesa
High School Foundation



Contact Us



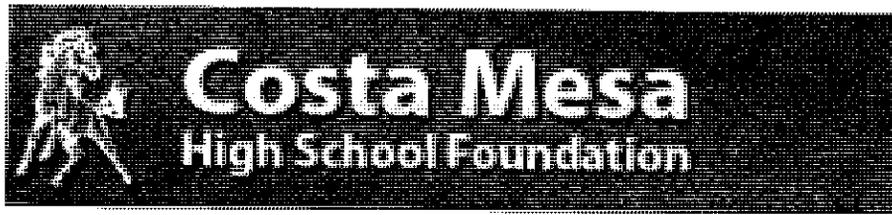
CMHS Foundation
 2650 Fairview Road
 Costa Mesa, CA 92626

(714) 604-9310

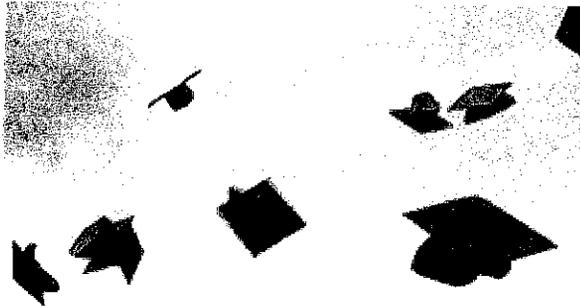
info@cmhsfoundation.com

Board of Directors

Name/Position	Address	Phone	E-mail	Term
Frank Albers President			frank@cmhsfoundation.com	
Debbie Speer Vice President			debbie@cmhsfoundation.com	
Candace Rice Chief Financial Officer			candace@cmhsfoundation.com	
Cynthia Blackwell Secretary			cynthia@cmhsfoundation.com	
Debra Wanbaugh Financial Secretary			debra@cmhsfoundation.com	



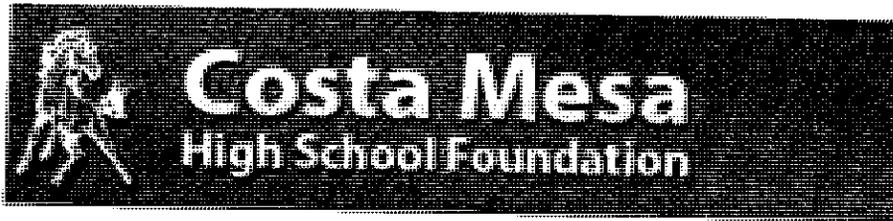
Our Mission



"Providing educational opportunities for Costa Mesa High School students."

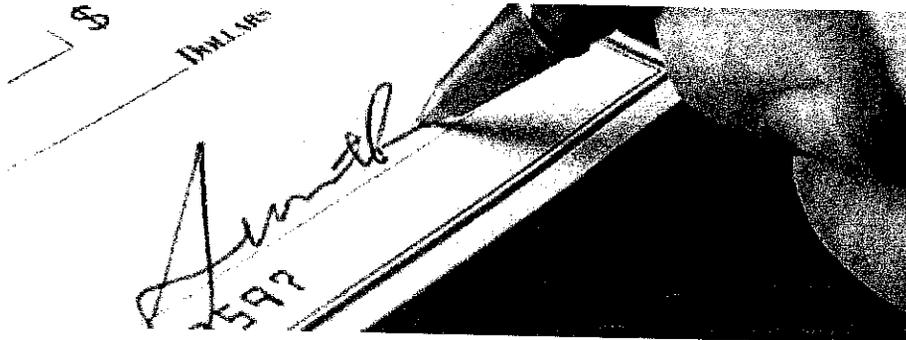
The Costa Mesa High School Foundation was formed in 2003 to manage an endowment that funds enhanced educational opportunities at Costa Mesa High School.

CMHS faculty, staff, and administration can apply for grants to fund specific projects or programs. The Foundation has a Board of Directors that reviews and acts on each grant request to ensure quality and accountability.



2013 – 2014 School Year

Grants Have Been Awarded!



<u>Grant Name</u>	<u>Requested By</u>	<u>Amount</u>	<u>Funded</u>
Graphing Calculators	Racine Cross	\$4319.57	\$4319.57*
We've Got Spirit	Carey Scott	\$5000.00	\$3,000
Improving Reading	K Piazza, J Ames, K. Marchbank	\$400.00	\$400.00**
Digital Art	K Piazza	\$1200.00	\$1200.00
Computers for Library	Georgianna Stevenson	\$7665.84	\$0.00
Computers for Library	Georgianna Stevenson	\$1305.55	\$0.00
Have Cart, Can Travel	Sandy Gilboe	\$2171.50	\$1600
Show your Mesa Colors	Sandy Gilboe	\$889.80	\$889.80
Beyond the Classroom	Cheri Daniels	\$5300.00	\$5300.00***
Academic Decathlon	Marya Ras	\$2043.50	\$2043.50
MS Robotics Program	Erin Clark	\$5732.15	\$5732.15***
On campus Supervision	Administration	\$10,000.00	\$5,000.00
PSAT Testing	Administration	\$10,000.00	\$10,000.00
PT College Guidance	Administration	\$10,000.00	\$5,000.00
PT Office Asst	Administration	\$5,000.00	\$5,000.00
School wide Academic Intervention	Administration	\$20,000.00	\$10,000.00

* With condition that District does not fund

** With condition that we don't get grant elsewhere

*** With condition that Science Department puts together an itemized budget for the 2013-2014 school year and the District does not fund

INTERNAL REVENUE SERVICE

DEPARTMENT OF THE TREASURY

Date: **MAR 19 2004**

COSTA MESA HIGH SCHOOL FOUNDATION
C/O CAROLINE NAIGLE

Employer Identification Number:
14-1896447
DLN:
17053048017024
Contact Person: ID# 31309
DEL TRIMBLE
Contact Telephone Number:
Accounting Period Ending:
December 31
Addendum Applies:
No

Dear Applicant:

Based on information supplied, and assuming your operations will be as stated in your application for recognition of exemption, we have determined you are exempt from Federal income tax under section 501(a) of the Internal Revenue Code as an organization described in section 501(c)(3).

We have further determined that, as indicated in your application, you are a private foundation within the meaning of section 509(a) of the Code. In this letter we are not determining whether you are an operating foundation as defined in section 4942(j)(3).

If your sources of support, or your purposes, character, or method of operation change, please let us know so we can consider the effect of the change on your exempt status and foundation status. In the case of an amendment to your organizational document or bylaws, please send us a copy of the amended document or bylaws. Also, you should inform us of all changes in your name or address.

As of January 1, 1984, you are liable for taxes under the Federal Insurance Contributions Act (social security taxes) on remuneration of \$100 or more you pay to each of your employees during a calendar year. You are not liable for the tax imposed under the Federal Unemployment Tax Act (FUTA). However, since you are a private foundation, you are subject to excise taxes under chapter 42 of the Code. You also may be subject to other Federal excise taxes. If you have any questions about excise, employment, or other Federal taxes, please let us know.

Donors may deduct contributions to you as provided in section 170 of the Code. Bequests, legacies, devises, transfers, or gifts to you or for your use are deductible for Federal estate and gift tax purposes if they meet the applicable provisions of sections 2055, 2106, and 2522 of the Code.

Contribution deductions are allowable to donors only to the extent that their contributions are gifts, with no consideration received. Ticket purchases and similar payments in conjunction with fundraising events may not necessarily qualify as deductible contributions, depending on the circum-

Letter 1076 (DO/CG)

COSTA MESA HIGH SCHOOL FOUNDATION

stances. See Revenue Ruling 67-246, published in Cumulative Bulletin 1967-2, on page 104, which sets forth guidelines regarding the deductibility, as charitable contributions, of payments made by taxpayers for admission to or other participation in fundraising activities for charity.

You are required to file Form 990-PF, Return of Private Foundation or Section 4947(a)(1) Trust Treated as a Private Foundation. Form 990-PF must be filed by the 15th day of the fifth month after the end of your annual accounting period. A penalty of \$20 a day is charged when a return is filed late, unless there is reasonable cause for the delay. However, the maximum penalty charged cannot exceed \$10,000 or 5 percent of your gross receipts for the year, whichever is less. For organizations with gross receipts exceeding \$1,000,000 in any year, the penalty is \$100 per day per return, unless there is reasonable cause for the delay. The maximum penalty for an organization with gross receipts exceeding \$1,000,000 shall not exceed \$50,000. This penalty may also be charged if a return is not complete, so please be sure your return is complete before you file it.

You are not required to file Federal income tax returns unless you are subject to the tax on unrelated business income under section 511 of the Code. If you are subject to this tax, you must file an income tax return on Form 990-T, Exempt Organization Business Income Tax Return. In this letter we are not determining whether any of your present or proposed activities are unrelated trade or business as defined in section 513 of the Code.

You are required to make certain returns available for public inspection for three years after the later of the due date of the return or the date the return is filed. The returns required to be made available for public inspection are Form 990-PF, Return of Private Foundation or Section 4947(a)(1) Nonexempt Charitable Trust Treated as a Private Foundation, and Form 4720, Return of Certain Excise Taxes on Charities and Other Persons Under Chapters 41 and 42 of the Internal Revenue Code. You are also required to make available for public inspection your exemption application, any supporting documents, and your exemption letter. Copies of these documents must be provided to any individual upon written or in person request without charge other than reasonable fees for copying and postage. You may fulfill this requirement by placing these documents on the Internet. Penalties may be imposed for failure to comply with these requirements. Additional information is available in Publication 557, Tax-Exempt Status for Your Organization, or you may call our toll free number shown above.

You need an employer identification number even if you have no employees. If an employer identification number was not entered on your application, a number will be assigned to you and you will be advised of it. Please use that number on all returns you file and in all correspondence with the Internal Revenue Service.

This determination is based on evidence that your funds are dedicated to the purposes listed in section 501(c)(3) of the Code. To assure your continued exemption, you should maintain records to show that funds are expended only for those purposes. If you distribute funds to other

COSTA MESA HIGH SCHOOL FOUNDATION

organizations, your records should show whether they are exempt under section 501(c)(3). In cases where the recipient organization is not exempt under section 501(c)(3), there should be evidence that the funds will remain dedicated to the required purposes and that they will be used for those purposes by the recipient.

If we have indicated in the heading of this letter that an addendum applies, the addendum enclosed is an integral part of this letter.

Because this letter could help resolve any questions about your exempt status and foundation status, you should keep it in your permanent records.

We have sent a copy of this letter to your representative as indicated in your power of attorney.

If you have any questions, please contact the person whose name and telephone number are shown in the heading of this letter.

Sincerely yours,

Lois G. Lerner
Director, Exempt Organizations
Rulings and Agreements



STATE OF CALIFORNIA
FRANCHISE TAX BOARD

In reply refer to
755:G :SIK

May 6, 2004

COSTA MESA HIGH SCHOOL FOUNDATION
RITA K PFETZING

Purpose : CHARITABLE
Code Section : 2370ld
Form of Organization : Corporation
Accounting Period Ending: December 31
Organization Number : 2549077

You are exempt from state franchise or income tax under the section of the Revenue and Taxation Code indicated above.

This decision is based on information you submitted and assumes that your present operations continue unchanged or conform to those proposed in your application. Any change in operation, character, or purpose of the organization must be reported immediately to this office so that we may determine the effect on your exempt status. Any change of name or address must also be reported.

In the event of a change in relevant statutory, administrative, judicial case law, a change in federal interpretation of federal law in cases where our opinion is based upon such an interpretation, or a change in the material facts or circumstances relating to your application upon which this opinion is based, this opinion may no longer be applicable. It is your responsibility to be aware of these changes should they occur. This paragraph constitutes written advice, other than a chief counsel ruling, within the meaning of Revenue and Taxation Code Section 21012(a)(2).

You may be required to file Form 199 (Exempt Organization Annual Information Return) on or before the 15th day of the 5th month (4 1/2 months) after the close of your accounting period. Please see annual instructions with forms for requirements.

You are not required to file state franchise or income tax returns

May 6, 2004

COSTA MESA HIGH SCHOOL FOUNDATION

ENTITY ID : 2549077

Page 2

unless you have income subject to the unrelated business income tax under Section 23731 of the Code. In this event, you are required to file Form 109 (Exempt Organization Business Income Tax Return) by the 15th day of the 5th month (4 1/2 months) after the close of your annual accounting period.

Please note that an exemption from federal income or other taxes and other state taxes requires separate applications.

A copy of this letter has been sent to the Registry of Charitable Trusts.

M SIKICH
EXEMPT ORGANIZATIONS
BUSINESS ENTITIES SECTION

ED :
CC :LATHAM & WATKINS

CMHS Foundation
Balance Sheet
As of September 30, 2013

	Sep 30, 13
ASSETS	
Current Assets	
Checking/Savings	
Paypal	1,419.45
Petty Cash Fund	300.00
Union Bank of California	3,366.62
Total Checking/Savings	5,086.07
Other Current Assets	
Fidelity Investment Account	
Adjustment to Fair Market Value	-48,859.57
Fidelity Investment Account - Other	1,053,451.79
Total Fidelity Investment Account	1,004,592.22
Total Other Current Assets	1,004,592.22
Total Current Assets	1,009,678.29
TOTAL ASSETS	1,009,678.29
LIABILITIES & EQUITY	
Liabilities	
Current Liabilities	
Other Current Liabilities	
Grants Payable	2,262.35
Total Other Current Liabilities	2,262.35
Total Current Liabilities	2,262.35
Total Liabilities	2,262.35
Equity	
Retained Earnings	988,194.16
Net Income	19,221.78
Total Equity	1,007,415.94
TOTAL LIABILITIES & EQUITY	1,009,678.29

1:10 PM
1/22/13
crual Basis

CMHS Foundation
Balance Sheet
As of December 31, 2012

	<u>Dec 31, 12</u>
ASSETS	
Current Assets	
Checking/Savings	
Paypal	1,419.45
Petty Cash Fund	300.00
Union Bank of California	18,972.79
Total Checking/Savings	<u>20,692.24</u>
Other Current Assets	
Fidelity Investment Account	
Adjustment to Fair Market Value	-48,859.57
Fidelity Investment Account - Other	1,029,123.84
Total Fidelity Investment Account	<u>980,264.27</u>
Total Other Current Assets	<u>980,264.27</u>
Total Current Assets	<u>1,000,956.51</u>
TOTAL ASSETS	<u><u>1,000,956.51</u></u>
LIABILITIES & EQUITY	
Liabilities	
Current Liabilities	
Other Current Liabilities	
Grants Payable	12,762.35
Total Other Current Liabilities	<u>12,762.35</u>
Total Current Liabilities	<u>12,762.35</u>
Total Liabilities	<u>12,762.35</u>
Equity	
Retained Earnings	951,243.22
Net Income	38,950.94
Total Equity	<u>988,194.16</u>
TOTAL LIABILITIES & EQUITY	<u><u>1,000,956.51</u></u>

1:10 PM
 1/22/13
 crucial Basis

CMHS Foundation
Profit & Loss
 January through December 2012

	Jan - Dec 12
Ordinary Income/Expense	
Income	
Investment Activity	
Long Term Gains/(Losses)	5,597.22
Short Term Gains/(Losses)	14.43
Investment Activity - Other	0.00
Total Investment Activity	5,611.65
Jr. High DC Trip	-185.17
Restricted income	
Investment earnings	
Capital Gain Distributions	5,317.23
Dividends	29,081.33
Total Investment earnings	34,398.56
Total Restricted income	34,398.56
Uncategorized Income	45.00
Unrestricted income	
Discretionary Fund Grants	-5,627.72
Donations-unrestricted	7,250.00
Fundraising	
Events	
Evening Under Stars	
Donations-EUTS	1,117.00
Total Evening Under Stars	1,117.00
Total Events	1,117.00
Membership	495.00
Total Fundraising	1,612.00
Total Unrestricted income	3,234.28
Total Income	43,104.32
Expense	
Advertising	342.35
Bank Service Charges	42.47
Dues and Subscriptions	272.00
Insurance	2,026.00
Postage and Delivery	13.95
Printing and Reproduction	400.00
Professional Fees	
Accounting Fees	500.00
Total Professional Fees	500.00
Restricted funds costs	
Grants	17,178.04
Portfolio fees	5,493.10
Restricted funds costs - Other	7,500.00
Total Restricted funds costs	30,171.14
Taxes on Net Investment Income	653.54
Telephone	162.85
Uncategorized Expenses	0.00
Total Expense	34,584.30
Net Ordinary Income	8,520.02
Other Income/Expense	
Other Income	
Unrealized FMV Gains	28,430.92
Total Other Income	28,430.92
Other Expense	

:10 PM
/22/13
crual Basis

CMHS Foundation
Profit & Loss
January through December 2012

	Jan - Dec 12
Other Expenses	0.00
Total Other Expense	0.00
Net Other Income	28,430.92
Net Income	<u>38,960.94</u>

**Return of Private Foundation
or Section 4947(a)(1) Nonexempt Charitable Trust
Treated as a Private Foundation**

2012

Department of the Treasury
Internal Revenue Service

Note. The foundation may be able to use a copy of this return to satisfy state reporting requirements.

For calendar year **2012**, or tax year beginning **2012**, and ending **2012**

COSTA MESA HIGH SCHOOL FOUNDATION

A Employer identification number
14-1896447

B Telephone number (see the instructions)

C If exemption application is pending, check here.

D 1 Foreign organizations, check here.
2 Foreign organizations meeting the 85% test, check here and attach computation

E If private foundation status was terminated under section 507(b)(1)(A), check here

F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here

G Check all that apply:

<input type="checkbox"/> Initial return	<input type="checkbox"/> Initial return of a former public charity
<input type="checkbox"/> Final return	<input type="checkbox"/> Amended return
<input type="checkbox"/> Address change	<input type="checkbox"/> Name change

H Check type of organization: Section 501(c)(3) exempt private foundation
 Section 4947(a)(1) nonexempt charitable trust Other taxable private foundation

I Fair market value of all assets at end of year (from Part II, column (c), line 16)
\$ **1,000,956.**

J Accounting method: Cash Accrual
 Other (specify) _____
(Part I, column (d) must be on cash basis.)

Part I Analysis of Revenue and Expenses

(The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions).)

	(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
REVENUE				
1 Contributions, gifts, grants, etc. received (att sch)	495.			
2 Cl <input checked="" type="checkbox"/> if the foundn is not req to att Sch B				
3 Interest on savings and temporary cash investments				
4 Dividends and interest from securities	29,081.	29,081.	29,081.	
5 a Gross rents				
b Net rental income or (loss)				
6 a Net gain/(loss) from sale of assets not on line 10	5,544.			
b Gross sales price for all assets on line 6a 176,555.				
7 Capital gain net income (from Part IV, line 2)		5,612.		
8 Net short-term capital gain			14.	
9 Income modifications				
10 a Gross sales less returns and allowances				
b Less: Cost of goods sold				
c Gross profit/(loss) (att sch)				
11 Other income (attach schedule)				
SEE STATEMENT 1	13,684.	5,317.	8,367.	
12 Total. Add lines 1 through 11	48,804.	40,010.	37,462.	
ADMINISTRATIVE EXPENSES				
13 Compensation of officers, directors, trustees, etc.	0.			
14 Other employee salaries and wages				
15 Pension plans, employee benefits				
16 a Legal fees (attach schedule)				
b Accounting fees (attach sch) SEE ST. 2	500.		500.	
c Other prof fees (attach sch)				
17 Interest				
18 Taxes (attach schedule) (see instrs) SEE STM. 3	654.	107.	25.	
19 Depreciation (attach sch) and depletion				
20 Occupancy				
21 Travel, conferences, and meetings				
22 Printing and publications	400.		400.	
23 Other expenses (attach schedule)				
SEE STATEMENT 4	8,353.	5,493.	2,860.	
24 Total operating and administrative expenses. Add lines 13 through 23	9,907.	5,600.	3,785.	
25 Contributions, gifts, grants paid PART XV	30,446.			30,446.
26 Total expenses and disbursements. Add lines 24 and 25	40,353.	5,600.	3,785.	30,446.
27 Subtract line 26 from line 12:				
a Excess of revenue over expenses and disbursements	8,451.			
b Net investment income (if negative, enter -0-)		34,410.		
c Adjusted net income (if negative, enter -0-)			33,677.	

Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only. (See instructions.)			
		Beginning of year	End of year		
		(a) Book Value	(b) Book Value	(c) Fair Market Value	
ASSETS	1	Cash — non-interest-bearing	31,136.	20,692.	20,692.
	2	Savings and temporary cash investments			
	3	Accounts receivable			
		Less: allowance for doubtful accounts			
	4	Pledges receivable			
		Less: allowance for doubtful accounts			
	5	Grants receivable			
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)			
	7	Other notes and loans receivable (attach sch)			
		Less: allowance for doubtful accounts			
	8	Inventories for sale or use			
	9	Prepaid expenses and deferred charges			
	10a	Investments — U.S. and state government obligations (attach schedule)			
	b	Investments — corporate stock (attach schedule)			
	c	Investments — corporate bonds (attach schedule)			
	11	Investments — land, buildings, and equipment: basis			
	Less: accumulated depreciation (attach schedule)				
12	Investments — mortgage loans				
13	Investments — other (attach schedule)	937,423.	980,264.	980,264.	
14	Land, buildings, and equipment: basis				
	Less: accumulated depreciation (attach schedule)				
15	Other assets (describe)				
16	Total assets (to be completed by all filers — see the instructions. Also, see page 1, item I.)	968,559.	1,000,956.	1,000,956.	
LIABILITIES	17	Accounts payable and accrued expenses			
	18	Grants payable	17,316.	12,762.	
	19	Deferred revenue			
	20	Loans from officers, directors, trustees, & other disqualified persons			
	21	Mortgages and other notes payable (attach schedule)			
	22	Other liabilities (describe)			
23	Total liabilities (add lines 17 through 22)	17,316.	12,762.		
NET ASSET BALANCES	Foundations that follow SFAS 117, check here and complete lines 24 through 26 and lines 30 and 31.				
	24	Unrestricted			
	25	Temporarily restricted			
	26	Permanently restricted			
	Foundations that do not follow SFAS 117, check here <input checked="" type="checkbox"/> and complete lines 27 through 31.				
	27	Capital stock, trust principal, or current funds	951,243.	988,194.	
	28	Paid-in or capital surplus, or land, building, and equipment fund			
	29	Retained earnings, accumulated income, endowment, or other funds			
30	Total net assets or fund balances (see instructions)	951,243.	988,194.		
31	Total liabilities and net assets/fund balances (see instructions)	968,559.	1,000,956.		

Part III Analysis of Changes in Net Assets or Fund Balances

1	Total net assets or fund balances at beginning of year — Part II, column (a), line 30 (must agree with end-of-year figure reported on prior year's return)	1	951,243.
2	Enter amount from Part I, line 27a	2	8,451.
3	Other increases not included in line 2 (itemize) SEE STATEMENT 5	3	28,500.
4	Add lines 1, 2, and 3	4	988,194.
5	Decreases not included in line 2 (itemize)	5	
6	Total net assets or fund balances at end of year (line 4 minus line 5) — Part II, column (b), line 30	6	988,194.

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse; or common stock, 200 shares MLC Company)

(a)	(b) How acquired P — Purchase D — Donation	(c) Date acquired (month, day, year)	(d) Date sold (month, day, year)
1 a SEE STATEMENT 6			
b			
c			
d			
e			

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a			
b			
c			
d			
e			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69

(i) Fair Market Value as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of column (i) over column (j), if any	(l) Gains (Column (h) gain minus column (k), but not less than -0-) or Losses (from column (h))
a			
b			
c			
d			
e			

2 Capital gain net income or (net capital loss). If gain, also enter in Part I, line 7
If (loss), enter -0- in Part I, line 7 2 5,612.

3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6):
If gain, also enter in Part I, line 8, column (c) (see instructions). If (loss), enter -0-
in Part I, line 8. If gain, also enter in Part I, line 8, column (c) (see instructions). If (loss), enter -0-
in Part I, line 8 3 14.

Part V Qualification Under Section 4940(e) for Reduced Tax on Net Investment Income

(For optional use by domestic private foundations subject to the section 4940(a) tax on net investment income.)
If section 4940(d)(2) applies, leave this part blank.
Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period? Yes No
If 'Yes,' the foundation does not qualify under section 4940(e). Do not complete this part.

1 Enter the appropriate amount in each column for each year; see the instructions before making any entries.

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (column (b) divided by column (c))
2011	41,323.	969,989.	0.042602
2010	112,795.	980,529.	0.115035
2009	62,278.	925,612.	0.067283
2008	44,913.	980,311.	0.045815
2007	48,452.	1,057,821.	0.045804

2 Total of line 1, column (d)	2	0.316539
3 Average distribution ratio for the 5-year base period — divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years	3	0.063308
4 Enter the net value of noncharitable-use assets for 2012 from Part X, line 5	4	982,885.
5 Multiply line 4 by line 3	5	62,224.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	344.
7 Add lines 5 and 6	7	62,568.
8 Enter qualifying distributions from Part XII, line 4	8	30,446.

If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate. See the Part VI instructions.

Part VI Excise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948 -- see instructions)

1 a Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter 'N/A' on line 1. Date of ruling or determination letter: _____ (attach copy of letter if necessary -- see instrs)			
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input type="checkbox"/> and enter 1% of Part I, line 27b _____		1	688.
c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, column (b) _____			
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		2	0.
3 Add lines 1 and 2		3	688.
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		4	0.
5 Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-		5	688.
6 Credits/Payments:			
a 2012 estimated tax pmts and 2011 overpayment credited to 2012	6 a	510.	
b Exempt foreign organizations -- tax withheld at source	6 b		
c Tax paid with application for extension of time to file (Form 8868)	6 c		
d Backup withholding erroneously withheld	6 d		
7 Total credits and payments. Add lines 6a through 6d	7	510.	
8 Enter any penalty for underpayment of estimated tax. Check here <input checked="" type="checkbox"/> if Form 2220 is attached	8	5.	
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9	183.	
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10		
11 Enter the amount of line 10 to be credited to 2013 estimated tax	11		
	Refunded		

Part VII-A Statements Regarding Activities

	Yes	No
1 a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		X
1 b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see the instructions for definition)? <i>If the answer is 'Yes' to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.</i>		X
1 c Did the foundation file Form 1120-POL for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation. . . . \$ 0. (2) On foundation managers. . . . \$ 0.		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. . . . \$ 0.		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? <i>If 'Yes,' attach a detailed description of the activities.</i>		X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? <i>If 'Yes,' attach a conformed copy of the changes</i>		X
4 a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		X
b If 'Yes,' has it filed a tax return on Form 990-T for this year?		N/A
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? <i>If 'Yes,' attach the statement required by General Instruction T.</i>		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?		X
7 Did the foundation have at least \$5,000 in assets at any time during the year? <i>If 'Yes,' complete Part II, column (c), and Part XV.</i>	X	
8 a Enter the states to which the foundation reports or with which it is registered (see instructions) _____ CA		
b If the answer is 'Yes' to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? <i>If 'No,' attach explanation</i>	X	
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(i)(3) or 4942(j)(5) for calendar year 2012 or the taxable year beginning in 2012 (see instructions for Part XIV)? <i>If 'Yes,' complete Part XIV.</i>		X
10 Did any persons become substantial contributors during the tax year? <i>If 'Yes,' attach a schedule listing their names and addresses</i>		X

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Part VII-A Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If 'Yes', attach schedule (see instructions).....	11		X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If 'Yes,' attach statement (see instructions).....	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?..... Website address..... <u>WWW.CMHSFOUNDATION.COM</u>	13	X	
14	The books are in care of ▶ <u>CANDACE RICE</u> Telephone no. ▶ _____ Located at ▶ _____ ZIP + 4 ▶ <u>92626</u>			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here <u>N/A</u> and enter the amount of tax-exempt interest received or accrued during the year. ▶ <u>15</u> N/A			
16	At any time during calendar year 2012, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country?..... See the instructions for exceptions and filing requirements for Form TD F 90-22.1. If 'Yes,' enter the name of the foreign country ▶	16		X

Part VII-B Statements Regarding Activities for Which Form 4720 May Be Required

File Form 4720 if any item is checked in the 'Yes' column, unless an exception applies.

		Yes	No
1 a	During the year did the foundation (either directly or indirectly):		
(1)	Engage in the sale or exchange, or leasing of property with a disqualified person?..... <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(2)	Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?..... <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(3)	Furnish goods, services, or facilities to (or accept them from) a disqualified person?..... <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(4)	Pay compensation to, or pay or reimburse the expenses of, a disqualified person?..... <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(5)	Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?..... <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(6)	Agree to pay money or property to a government official? (Exception. Check 'No' if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.)..... <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
1 b	If any answer is 'Yes' to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? Organizations relying on a current notice regarding disaster assistance check here. ▶ <input type="checkbox"/>	1 b	N/A
1 c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2012?.....	1 c	X
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(i)(3) or 4942(i)(5)):		
a	At the end of tax year 2012, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2012?..... <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No If 'Yes,' list the years ▶ 20 __ , 20 __ , 20 __ , 20 __		
b	Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer 'No' and attach statement - see instructions.).....	2 b	N/A
c	If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here. ▶ 20 __ , 20 __ , 20 __ , 20 __		
3 a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?..... <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b	If 'Yes,' did it have excess business holdings in 2012 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969; (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest; or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2012.).....	3 b	N/A
4 a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?.....	4 a	X
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2012?.....	4 b	X

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Part VII-B Statements Regarding Activities for Which Form 4720 May Be Required (continued)

5a During the year did the foundation pay or incur any amount to:

- (1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? Yes No
- (2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive? Yes No
- (3) Provide a grant to an individual for travel, study, or other similar purposes? Yes No
- (4) Provide a grant to an organization other than a charitable, etc, organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see instructions) Yes No
- (5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? Yes No

b If any answer is 'Yes' to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)?

Organizations relying on a current notice regarding disaster assistance check here.

c If the answer is 'Yes' to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? Yes No
 If 'Yes,' attach the statement required by Regulations section 53.4945-5(d). N/A

6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? Yes No

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? Yes No
 If 'Yes' to 6b, file Form 8870.

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? Yes No
 b If 'Yes,' did the foundation receive any proceeds or have any net income attributable to the transaction? Yes No

5 b	N/A	
6 b		X
7 b		

Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors

1 List all officers, directors, trustees, foundation managers and their compensation (see instructions).

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
FRANK ALBERS	PRESIDENT 10.00	0.	0.	0.
CANDACE RICE	TREASURER 10.00	0.	0.	0.
DEBORAH WANBAUGH	FINANCIAL SE 10.00	0.	0.	0.

2 Compensation of five highest-paid employees (other than those included on line 1 - see instructions). If none, enter 'NONE.'

(a) Name and address of each employee paid more than \$50,000	(b) Title, and average hours per week devoted to position	(c) Compensation	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
NONE				

Total number of other employees paid over \$50,000. 0

Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors (continued)

3 Five highest-paid independent contractors for professional services (see instructions). If none, enter 'NONE.'

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
NONE		

Total number of others receiving over \$50,000 for professional services 0

Part IX-A Summary of Direct Charitable Activities

List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc.

	Expenses
1 N/A	
2	
3	
4	

Part IX-B Summary of Program-Related Investments (see instructions)

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2.

	Amount
1 N/A	
2	
All other program-related investments. See instructions.	
3	
Total. Add lines 1 through 3	0.

BAA

Part X Minimum Investment Return (All domestic foundations must complete this part. Foreign foundations, see instructions.)

1 Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:			
a Average monthly fair market value of securities.....	1a	970,843.	
b Average of monthly cash balances.....	1b	27,010.	
c Fair market value of all other assets (see instructions).....	1c		
d Total (add lines 1a, b, and c).....	1d	997,853.	
e Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation).....	1e	0.	
2 Acquisition indebtedness applicable to line 1 assets.....	2	0.	
3 Subtract line 2 from line 1d.....	3	997,853.	
4 Cash deemed held for charitable activities. Enter 1-1/2% of line 3 (for greater amount, see instructions).....	4	14,968.	
5 Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4.....	5	982,885.	
6 Minimum investment return. Enter 5% of line 5.....	6	49,144.	

Part XI Distributable Amount (see instructions) (Section 4942(j)(3) and (j)(5) private operating foundations and certain foreign organizations check here and do not complete this part.)

1 Minimum investment return from Part X, line 6.....	1	49,144.
2a Tax on investment income for 2012 from Part VI, line 5.....	2a	688.
b Income tax for 2012. (This does not include the tax from Part VI.).....	2b	
c Add lines 2a and 2b.....	2c	688.
3 Distributable amount before adjustments. Subtract line 2c from line 1.....	3	48,456.
4 Recoveries of amounts treated as qualifying distributions.....	4	
5 Add lines 3 and 4.....	5	48,456.
6 Deduction from distributable amount (see instructions).....	6	
7 Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1.....	7	48,456.

Part XII Qualifying Distributions (see instructions)

1 Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes:		
a Expenses, contributions, gifts, etc. — total from Part I, column (d), line 26.....	1a	30,446.
b Program-related investments — total from Part IX-B.....	1b	
2 Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes.....	2	
3 Amounts set aside for specific charitable projects that satisfy the:		
a Suitability test (prior IRS approval required).....	3a	
b Cash distribution test (attach the required schedule).....	3b	
4 Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4.....	4	30,446.
5 Foundations that qualify under section 4940(a) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b (see instructions).....	5	
6 Adjusted qualifying distributions. Subtract line 5 from line 4.....	6	30,446.

Note. The amount on line 6 will be used in Part V, column (b), in subsequent years when calculating whether the foundation qualifies for the section 4940(a) reduction of tax in those years.

Part XIII Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 2011	(c) 2011	(d) 2012
1 Distributable amount for 2012 from Part XI, line 7.....				48,456.
2 Undistributed income, if any, as of the end of 2012:				
a Enter amount for 2011 only.....			0.	
b Total for prior years: 20____, 20____, 20____		0.		
3 Excess distributions carryover, if any, to 2012:				
a From 2007.....				
b From 2008.....				
c From 2009.....				
d From 2010.....	20,469.			
e From 2011.....				
f Total of lines 3a through e.....	20,469.			
4 Qualifying distributions for 2012 from Part XII, line 4: ▶ \$ 30,446.				
a Applied to 2011, but not more than line 2a...			0.	
b Applied to undistributed income of prior years (Election required - see instructions).....		0.		
c Treated as distributions out of corpus (Election required - see instructions).....	0.			
d Applied to 2012 distributable amount.....				30,446.
e Remaining amount distributed out of corpus.....	0.			
5 Excess distributions carryover applied to 2012. (If an amount appears in column (d), the same amount must be shown in column (a).)	18,010.			18,010.
6 Enter the net total of each column as indicated below:				
a Corpus. Add lines 3f, 4c, and 4e. Subtract line 5.....	2,459.			
b Prior years' undistributed income. Subtract line 4b from line 2b.....		0.		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed...		0.		
d Subtract line 6c from line 6b. Taxable amount - see instructions.....		0.		
e Undistributed income for 2011. Subtract line 4a from line 2a. Taxable amount - see instructions.....			0.	
f Undistributed income for 2012. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2013.....				0.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions).....	0.			
8 Excess distributions carryover from 2007 not applied on line 5 or line 7 (see instructions).....	0.			
9 Excess distributions carryover to 2013. Subtract lines 7 and 8 from line 6a.....	2,459.			
10 Analysis of line 9:				
a Excess from 2008.....				
b Excess from 2009.....				
c Excess from 2010.....	2,459.			
d Excess from 2011.....				
e Excess from 2012.....				

Part XIV Private Operating Foundations (see instructions and Part VII-A, question 9)

N/A

1 a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2012, enter the date of the ruling

b Check box to indicate whether the foundation is a private operating foundation described in section 4942(j)(3) or 4942(j)(5)

2 a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed

	Prior 3 years				(e) Total
	(a) 2012	(b) 2011	(c) 2010	(d) 2009	
b 85% of line 2a					
c Qualifying distributions from Part XII, line 4 for each year listed					
d Amounts included in line 2c not used directly for active conduct of exempt activities					
e Qualifying distributions made directly for active conduct of exempt activities. Subtract line 2d from line 2c					
3 Complete 3a, b, or c for the alternative test relied upon:					
a 'Assets' alternative test — enter:					
(1) Value of all assets					
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					
b 'Endowment' alternative test — enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed					
c 'Support' alternative test — enter:					
(1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)					
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(ii)					
(3) Largest amount of support from an exempt organization					
(4) Gross investment income					

Part XV Supplementary Information (Complete this part only if the foundation had \$5,000 or more in assets at any time during the year — see instructions.)

1 Information Regarding Foundation Managers:

a List any managers of the foundation who have contributed more than 2% of the total contributions received by the foundation before the close of any tax year (but only if they have contributed more than \$5,000). (See section 507(d)(2).)

NONE

b List any managers of the foundation who own 10% or more of the stock of a corporation (or an equally large portion of the ownership of a partnership or other entity) of which the foundation has a 10% or greater interest.

NONE

2 Information Regarding Contribution, Grant, Gift, Loan, Scholarship, etc, Programs:

Check here if the foundation only makes contributions to preselected charitable organizations and does not accept unsolicited requests for funds. If the foundation makes gifts, grants, etc (see instructions) to individuals or organizations under other conditions, complete items 2a, b, c, and d.

a The name, address, and telephone number or e-mail of the person to whom applications should be addressed:

b The form in which applications should be submitted and information and materials they should include:

c Any submission deadlines:

d Any restrictions or limitations on awards, such as by geographical areas, charitable fields, kinds of institutions, or other factors:

Part XV Supplementary Information (continued)

3 Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
<i>a</i> Paid during the year COSTA MESA HIGH SCHOOL	BENEFICIARY	GRANT	SR HIGH AND MIDDLE SCHOOL EDUCATIONAL TOOLS	30,446.
Total				3 a 30,446.
<i>b</i> Approved for future payment				
Total				3 b

Underpayment of Estimated Tax by Corporations

Department of the Treasury
Internal Revenue Service

▶ Attach to the corporation's tax return.
▶ Information about Form 2220 and its separate instructions is at www.irs.gov/form2220.

2012

Name **COSTA MESA HIGH SCHOOL FOUNDATION** Employer identification number **14-1896447**

Note: Generally, the corporation is not required to file Form 2220 (see Part II below for exceptions) because the IRS will figure any penalty owed and bill the corporation. However, the corporation may still use Form 2220 to figure the penalty. If so, enter the amount from page 2, line 38 on the estimated tax penalty line of the corporation's income tax return, but do not attach Form 2220.

Part I Required Annual Payment

1 Total tax (see instructions)		1	688.
2a Personal holding company tax (Schedule PH (Form 1120), line 26) included on line 1	2 a		
b Look-back interest included on line 1 under section 460(b)(2) for completed long-term contracts or section 167(g) for depreciation under the income forecast method	2 b		
c Credit for federal tax paid on fuels (see instructions)	2 c		
d Total. Add lines 2a through 2c		2 d	
3 Subtract line 2d from line 1. If the result is less than \$500, do not complete or file this form. The corporation does not owe the penalty		3	688.
4 Enter the tax shown on the corporation's 2011 income tax return (see instructions). Caution: If the tax is zero or the tax year was for less than 12 months, skip this line and enter the amount from line 3 on line 5.		4	680.
5 Required annual payment. Enter the smaller of line 3 or line 4. If the corporation is required to skip line 4, enter the amount from line 3		5	680.

Part II Reasons for Filing — Check the boxes below that apply. If any boxes are checked, the corporation must file Form 2220 even if it does not owe a penalty (see instructions).

- 6 The corporation is using the adjusted seasonal installment method.
- 7 The corporation is using the annualized income installment method.
- 8 The corporation is a 'large corporation' figuring its first required installment based on the prior year's tax.

Part III Figuring the Underpayment

		(a)	(b)	(c)	(d)
9 Installment due dates. Enter in columns (a) through (d) the 15th day of the 4th (Form 990-PF filers: Use 5th month), 6th, 9th, and 12th months of the corporation's tax year	9	5/15/12	6/15/12	9/15/12	12/15/12
10 Required installments. If the box on line 6 and/or line 7 above is checked, enter the amounts from Schedule A, line 38. If the box on line 8 (but not 6 or 7) is checked, see instructions for the amounts to enter. If none of these boxes are checked, enter 25% of line 5 above in each column	10	170.	170.	170.	170.
11 Estimated tax paid or credited for each period (see instructions). For column (a) only, enter the amount from line 11 on line 15. <i>Complete lines 12 through 18 of one column before going to the next column.</i>	11			510.	
12 Enter amount, if any, from line 18 of the preceding column	12				
13 Add lines 11 and 12	13			510.	
14 Add amounts on lines 16 and 17 of the preceding column	14		170.	340.	
15 Subtract line 14 from line 13. If zero or less, enter -0-	15	0.	0.	170.	0.
16 If the amount on line 15 is zero, subtract line 13 from line 14. Otherwise, enter -0-	16		170.	0.	
17 Underpayment. If line 15 is less than or equal to line 10, subtract line 15 from line 10. Then go to line 12 of the next column. Otherwise, go to line 18	17	170.	170.		170.
18 Overpayment. If line 10 is less than line 15, subtract line 10 from line 15. Then go to line 12 of the next column	18				

Go to Part IV on page 2 to figure the penalty. Do not go to Part IV if there are no entries on line 17 — no penalty is owed.

Part IV Figuring the Penalty

	(a)	(b)	(c)	(d)
19 Enter the date of payment or the 15th day of the 3rd month after the close of the tax year, whichever is earlier (see instructions). (Form 990-PF and Form 990-T filers: Use 5th month instead of 3rd month.)	19	9/15/12	9/15/12	5/15/13
20 Number of days from due date of installment on line 9 to the date shown on line 19	20	123	92	151
21 Number of days on line 20 after 4/15/2012 and before 7/1/2012	21	46	15	
22 Underpayment on line 17 \times $\frac{\text{Number of days on line 21}}{366} \times 3\%$	22	0.64	0.21	
23 Number of days on line 20 after 6/30/2012 and before 10/1/2012	23	77	77	
24 Underpayment on line 17 \times $\frac{\text{Number of days on line 23}}{366} \times 3\%$	24	1.07	1.07	
25 Number of days on line 20 after 9/30/2012 and before 1/1/2013	25			16
26 Underpayment on line 17 \times $\frac{\text{Number of days on line 25}}{366} \times 3\%$	26			0.22
27 Number of days on line 20 after 12/31/2012 and before 4/1/2013	27			90
28 Underpayment on line 17 \times $\frac{\text{Number of days on line 27}}{365} \times 3\%$	28			1.26
29 Number of days on line 20 after 3/31/2013 and before 7/1/2013	29			45
30 Underpayment on line 17 \times $\frac{\text{Number of days on line 29}}{365} \times 3\%$	30			0.63
31 Number of days on line 20 after 6/30/2013 and before 10/1/2013	31			
32 Underpayment on line 17 \times $\frac{\text{Number of days on line 31}}{365} \times \text{\%}$	32			
33 Number of days on line 20 after 9/30/2013 and before 1/1/2014	33			
34 Underpayment on line 17 \times $\frac{\text{Number of days on line 33}}{365} \times \text{\%}$	34			
35 Number of days on line 20 after 12/31/2013 and before 2/16/2014	35			
36 Underpayment on line 17 \times $\frac{\text{Number of days on line 35}}{365} \times \text{\%}$	36			
37 Add lines 22, 24, 26, 28, 30, 32, 34, and 36	37	1.71	1.28	2.11
38 Penalty. Add columns (a) through (d) of line 37. Enter the total here and on Form 1120, line 33; or the comparable line for other income tax returns	38			5.

*Use the penalty interest rate for each calendar quarter, which the IRS will determine during the first month in the preceding quarter. These rates are published quarterly in an IRS News Release and in a revenue ruling in the Internal Revenue Bulletin. To obtain this information on the Internet, access the IRS website at www.irs.gov. You can also call 1-800-829-4933 to get interest rate information.

COSTA MESA HIGH SCHOOL FOUNDATION

14-1896447

STATEMENT 1
FORM 990-PF, PART I, LINE 11
OTHER INCOME

	(A) REVENUE PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME
OTHER INVESTMENT INCOME.....	\$ 5,317.	\$ 5,317.	
TOTAL	\$ 5,317.	\$ 5,317.	0.

STATEMENT 2
FORM 990-PF, PART I, LINE 16B
ACCOUNTING FEES

	(A) EXPENSES PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ACCOUNTING.....	\$ 500.		\$ 500.	
TOTAL	\$ 500.	\$ 0.	\$ 500.	\$ 0.

STATEMENT 3
FORM 990-PF, PART I, LINE 18
TAXES

	(A) EXPENSES PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ATTORNEY GENERAL REGISTRY OF CT....	\$ 25.		\$ 25.	
FOREIGN TAXES.....	107.	\$ 107.		
INCOME TAXES.....	522.			
TOTAL	\$ 654.	\$ 107.	\$ 25.	\$ 0.

STATEMENT 4
FORM 990-PF, PART I, LINE 23
OTHER EXPENSES

	(A) EXPENSES PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ADVERTISING.....	\$ 342.		\$ 342.	
BANK SERVICE CHARGE.....	42.		42.	
DUES & SUBSCRIPTIONS.....	273.		273.	
INSURANCE.....	2,026.		2,026.	
PORTFOLIO FEES.....	5,493.	\$ 5,493.		
POSTAGE & DELIVERY.....	14.		14.	
TELEPHONE.....	163.		163.	
TOTAL	\$ 8,353.	\$ 5,493.	\$ 2,860.	\$ 0.

COSTA MESA HIGH SCHOOL FOUNDATION

14-1896447

STATEMENT 5
FORM 990-PF, PART III, LINE 3
OTHER INCREASES

DISALLOWED WASH SALES.....	\$	69.
NET UNREALIZED GAINS OR LOSSES ON INVESTMENTS.....		28,431.
	TOTAL \$	<u>28,500.</u>

STATEMENT 6
FORM 990-PF, PART IV, LINE 1
CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME

ITEM	(A) DESCRIPTION	(B) HOW ACQUIRED	(C) DATE ACQUIRED	(D) DATE SOLD
1	12.388 ARDEN ALTERNATIVE STRATEGIES CLASS I	PURCHASED	11/27/2012	12/06/2012
2	1.725 CREDIT SUISSE COMMO RTRN STRTGY INSTL SH	PURCHASED	12/16/2011	1/12/2012
3	252.324 STRATEGIC ADVISERS SHORT DURATION FUND	PURCHASED	1/12/2012	12/06/2012
4	41.685 T ROWE PRICE SHORT TERM	PURCHASED	11/30/2011	11/14/2012
5	52.283 AQR DIVERSIFIED ARBITRAGE CLASS 1	PURCHASED	9/20/2010	12/06/2012
6	1122.577 CREDIT SUISSE COMMO RTRN STRTGY INSTL SH	PURCHASED	VARIOUS	1/12/2012
7	51.864 FIDELITY GNMA FUND	PURCHASED	3/16/2011	12/06/2012
8	210.996 FIDELITY REAL ESTATE INCOME	PURCHASED	VARIOUS	VARIOUS
9	3.938 FIDELITY SELECT GOLD	PURCHASED	3/26/2009	12/06/2012
10	717.305 FIDELITY TOTAL BOND	PURCHASED	9/15/2006	VARIOUS
11	2823.078 METROPOLITAN WEST LOW DURATION	PURCHASED	VARIOUS	VARIOUS
12	2374.278 PIMCO SHORT TERM ADMINISTRATIVE SHS	PURCHASED	VARIOUS	VARIOUS
13	1062.363 PIMCO SHORT TERM ADMINISTRATIVE SHS	PURCHASED	9/15/2006	VARIOUS
14	563.372 STRATEGIC ADVISERS CORE FUND	PURCHASED	6/15/2010	VARIOUS
15	641.198 STRATEGIC ADVISERS CORE INCOME FUND	PURCHASED	10/12/2007	12/06/2012
16	18.380 STRATEGIC ADVISERS EMERGING MARKETS	PURCHASED	10/26/2010	12/06/2012
17	670.612 STRATEGIC ADVISERS GROWTH FUND	PURCHASED	6/15/2010	VARIOUS
18	1987.462 STRATEGIC ADVISERS INCOME OPPORTUNITIES	PURCHASED	VARIOUS	VARIOUS
19	1848.108 STRATEGIC ADVISERS INTERNATIONAL FUND	PURCHASED	VARIOUS	VARIOUS
20	241.445 STRATEGIC ADVIERS SMALL-MID CAP FD	PURCHASED	7/16/2008	3/07/2012
21	27.709 STRATEGIC ADVIERS US OPPTY FUND	PURCHASED	12/22/2008	12/06/2012
22	278.001 STRATEGIC ADVISERS VALUE FUND	PURCHASED	3/30/2010	3/07/2012
23	4928.677 T ROWE PRICE SHORT TERM	PURCHASED	10/26/2010	VARIOUS
24	386.509 TEMPLETON GLOBAL BOND	PURCHASED	5/27/2009	3/07/2012
25	WASH SALE			

ITEM	(E) GROSS SALES	(F) DEPREC. ALLOWED	(G) COST BASIS	(H) GAIN (LOSS)	(I) FMV 12/31/69	(J) ADJ. BAS. 12/31/69	(K) EXCESS (I)-(J)	(L) GAIN (LOSS)
1	124.		124.	0.				\$ 0.
2	14.		13.	1.				1.
3	2,551.		2,537.	14.				14.
4	202.		203.	-1.				-1.
5	584.		583.	1.				1.
6	9,239.		8,420.	819.				819.
7	612.		600.	12.				12.

COSTA MESA HIGH SCHOOL FOUNDATION

14-1896447

STATEMENT 6 (CONTINUED)
 FORM 990-PF, PART IV, LINE 1
 CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME

ITEM	(E) GROSS SALES	(F) DEPREC. ALLOWED	(G) COST BASIS	(H) GAIN (LOSS)	(I) FMV 12/31/69	(J) ADJ. BAS. 12/31/69	(K) EXCESS (I) - (J)	(L) GAIN (LOSS)
8	2,400.		2,314.	86.				\$ 86.
9	144.		146.	-2.				-2.
10	8,002.		7,408.	594.				594.
11	24,298.		25,827.	-1,529.				-1,529.
12	23,336.		23,608.	-272.				-272.
13	12,200.		11,360.	840.				840.
14	6,517.		5,726.	791.				791.
15	7,082.		6,540.	542.				542.
16	178.		189.	-11.				-11.
17	8,397.		6,943.	1,454.				1,454.
18	19,509.		18,638.	871.				871.
19	15,236.		15,101.	135.				135.
20	2,721.		2,310.	411.				411.
21	289.		245.	44.				44.
22	3,939.		3,465.	474.				474.
23	23,873.		24,067.	-194.				-194.
24	5,108.		4,644.	464.				464.
25								68.
							TOTAL \$	<u>5,612.</u>

AGREEMENT GOVERNING USE OF
EDUCATION CONTRIBUTION

This Agreement Governing Use of Education Contribution (this "Agreement") is made and entered into this 20th day of October, 2003, by and between the City of Costa Mesa, a municipal corporation (the "City") and the Costa Mesa High School Foundation, a California non-profit public benefit corporation (the "Foundation").

WHEREAS, the City, C.J. Segerstrom & Sons, a California general partnership, Segerstrom Properties LLC, a California limited liability company, and Henry T. Segerstrom Properties LLC, a California limited liability company, entered into a Development Agreement dated December 3, 2001 and recorded March 20, 2002 (the "Development Agreement") (C.J. Segerstrom & Sons, Segerstrom Properties LLC and Henry T. Segerstrom Properties LLC shall be collectively referred to as the "Segerstroms"); and

WHEREAS, in consideration for entering the Development Agreement, and as acknowledged in Section 2.1 of the Development Agreement, the City required the Segerstroms to provide the community benefits described in Exhibit F of the Development Agreement; and

WHEREAS, pursuant to Section C of Exhibit F to the Development Agreement ("Section C") the Segerstroms agreed to contribute \$2,000,000 for expanding educational advancement opportunities and facilities in Costa Mesa, California (the "Contribution"); and

WHEREAS, Section C specifies that \$1,000,000 of the Contribution (the "Initial Contribution") shall go towards Costa Mesa High School programs/facilities; and

WHEREAS, pursuant to Section C, the Contribution has been initially paid to the City and held in a separate account earmarked for expanding educational advancement opportunities and facilities in Costa Mesa; and

WHEREAS, pursuant to Section C, the Foundation was duly formed according to the laws of the State of California as a non-profit public benefit corporation to accept and manage the Initial Contribution earmarked for Costa Mesa High School; and

WHEREAS, the Foundation has adopted or will adopt its Bylaws (the "Bylaws"), attached hereto as Exhibit A; and

WHEREAS, the Bylaws contain provisions setting forth how the Initial Contribution may be expended and granting the City the authorization to enforce those provisions in a court of law; and

WHEREAS, Section C provides that the City enter into such agreements with the Foundation as may be necessary to ensure that the Foundation's share of the Contribution be used for the exclusive benefit of Costa Mesa students; and

WHEREAS, the City wishes the parties to enter into this Agreement to ensure that the Foundation will use its share of the Contribution in accordance with the restrictions contained in the Development Agreement and the Bylaws.

NOW, THEREFORE, for and in consideration of the mutual covenants and conditions contained herein, the parties hereby agree as follows:

1. The Foundation covenants to the City that it shall use the Initial Contribution in accordance with the requirements of Section C. In the event a breach of this Agreement results from the use of any money from the Initial Contribution for any unauthorized purpose, the Foundation shall replace as much as possible such money with funds from other sources available to the Foundation.
2. The Foundation covenants to the City that it will comply with Sections 3.9(a), 5.5, 5.7, 5.8, 5.11 and 5.12 of the Bylaws. Any notice of a meeting at which the aforementioned sections of the Bylaws are to be amended, repealed or modified shall include notice of such proposed action. A copy of such notice must be furnished to the City Attorney at least seventy-two (72) hours before the start of such meeting at the following address: 77 Fair Drive, Costa Mesa, California 92626.
3. The Foundation shall not spend any portion of the Initial Contribution or any income earned on the Initial Contribution in excess of Five Thousand Dollars (\$5,000) without first obtaining a co-signature of the City's Finance Director on any checks or drafts drawing more than Five Thousand Dollars (\$5,000) from the Initial Contribution or any income earned on the Initial Contribution. Within sixty (60) days of the execution of this Agreement, the Foundation shall create and adopt an investment policy for all investments of the Initial Contribution or any income earned on the Initial Contribution. Such investment policy shall be subject to the reasonable approval of the City's Finance Director. The City and the Foundation agree and acknowledge that the role of the City's Finance Director with respect to co-signatures and approvals under this Section 3, is not discretionary in nature, but instead is simply an administrative safeguard. Accordingly, with respect to requests for co-signature and approvals of the City's Finance Director under this Section 3, the City shall cause its Finance Director to: (i) respond to all such requests within five (5) business days, and (ii) approve and/or co-sign all requests that do not violate Sections 1 and 2 of this Agreement.
4. In the event a breach of this Agreement results from the use of any portion of the Initial Contribution for any unauthorized purpose (*i.e.*, a purpose not authorized by Section C or the Bylaws), the City shall have the option, at its sole discretion, to demand from the Foundation the return of the then remaining portion of the Initial Contribution and any remaining funds representing income generated from the Initial Contribution for placement with another or new non-profit foundation formed pursuant to Section C. The

Foundation shall return the remaining funds within 30 days of the receipt of such demand. The City's rights pursuant to this Section 4 shall be in addition to its rights under any other provision of this Agreement, but shall be exercisable only upon a resolution adopted by two-thirds of the members of the City Council after a hearing as to which the Foundation receives written notice and an opportunity to address the City Council.

5. The City shall have the right to appoint a liaison to the Foundation (the "City Liaison"). The City Liaison shall not be a director, but shall be entitled to attend and participate in meetings of the Foundation's board of directors (the "Board") or any committee thereof and to advise the Board or any committee thereof as the Board deems appropriate from time to time; provided, that the Board may, in its sole discretion, exclude the City Liaison from meetings discussing litigation or fundraising matters.

6. The parties hereto agree that irreparable damage would occur in the event that any of the provisions of this Agreement are not performed in accordance with their specific terms or were otherwise breached. It is accordingly agreed that the parties shall be entitled to an injunction or injunctions to prevent breaches of this Agreement and to enforce specifically the terms and provisions hereof.

7. Only a writing executed by the parties hereto may amend this Agreement.

8. In the event that litigation is brought by any party in connection with this Agreement, the prevailing party shall be entitled to recover from the opposing party all costs and expenses, including reasonable attorneys' fees, incurred by the prevailing party in the exercise of any of its rights or remedies hereunder or the enforcement of any of the terms, conditions, or provisions hereof.

9. This Agreement shall be governed by and construed under the laws of the State of California without giving effect to that body of laws pertaining to conflict of laws. In the event of any legal action to enforce or interpret this Agreement, the parties hereto agree that the sole and exclusive venue shall be a court of competent jurisdiction located in Orange County, California.

10. The delay or failure of either party at any time to require performance or compliance by the other with any of its obligations or agreements shall in no way be deemed a waiver of those rights to require such performance or compliance. No waiver of any provision of this Agreement shall be effective unless in writing and signed by a duly authorized representative of the party against whom enforcement of a waiver is sought. The waiver of any right or remedy in respect to any occurrence or event shall not be deemed a waiver of any right or remedy in respect to any other occurrence or event, nor shall any waiver constitute a continuing waiver.

11. If any provision of this Agreement is determined by a court of competent jurisdiction to be unenforceable in any circumstance, such determination shall not affect

the validity or enforceability of the remaining terms and provisions hereof or of the offending provision in any other circumstance.

12. The persons executing this Agreement on behalf of the parties hereto warrant that they are duly authorized to execute this Agreement on behalf of said parties and that by doing so, the parties hereto are formally bound to the provisions of this Agreement.

13. This Agreement shall be binding upon and inure solely to the benefit of each party hereto and their respective successors and assigns, and nothing in this Agreement, express or implied, is intended to or shall confer upon any other person any right, benefit or remedy of any nature whatsoever under or by reason of this Agreement

14. This Agreement constitutes the entire agreement of the parties and supersedes all prior agreements and undertakings, both written and oral, between the parties with respect to the subject matter hereof.

IN WITNESS WHEREOF, the parties hereto have caused this Agreement to be executed by and through their respective authorized officers, as of the date first above written.

CITY OF COSTA MESA,
a municipal corporation

COSTA MESA HIGH SCHOOL
FOUNDATION,
a California non-profit public
benefit corporation

Mayor of the City of Costa Mesa

Bonnie Saryan
President

ATTEST:

Deputy City Clerk and ex-officio Clerk
of the City of Costa Mesa

APPROVED AS TO FORM AND CONTENT

City Attorney

EXHIBIT A

THE FOUNDATION'S BYLAWS

BYLAWS

OF

COSTA MESA HIGH SCHOOL FOUNDATION,
a California nonprofit public benefit corporation

BYLAWS
OF
COSTA MESA HIGH SCHOOL FOUNDATION,
a California nonprofit public benefit corporation

ARTICLE I.
OFFICES

Section 1.1 Principal Office. The corporation's principal office shall be fixed and located at such place as the Board of Directors (the "Board") shall determine. The Board is granted full power and authority to change said principal office from one location to another.

Section 1.2 Other Offices. Branch or subordinate offices may be established at any time by the Board at any place or places.

ARTICLE II.
MEMBERSHIP

Section 2.1 Members. The corporation shall have no members. Any action 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 directors.

Section 2.2 Associates. Nothing in this Article II shall be construed as limiting the right of the corporation to 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 (the "Law"). The corporation may confer by amendment of its Articles or of these Bylaws some or all of the rights of a member, as set forth in the Law, upon any person or persons who do not have the right to vote for the election of directors or on a disposition of substantially all of the assets of the corporation or on a merger or on a dissolution or on changes to the corporation's Articles of Incorporation (the "Articles") or Bylaws, but no such person shall be a member within the meaning of said Section 5056.

ARTICLE III.
DIRECTORS

Section 3.1 Powers. Subject to the limitations of the Articles and these Bylaws, the activities and affairs of the corporation shall be conducted and all corporate powers shall be exercised by or under the direction of the Board. The Board may delegate the management of the activities of the corporation to any person or persons, a management company or committees, however composed, *provided* that the activities and affairs of the corporation shall be managed and all corporate powers shall be exercised under the ultimate direction of the Board. Without prejudice to such general powers, but subject to the same limitations, it is hereby expressly declared that the Board shall have the following powers in addition to the other powers enumerated in these Bylaws:

(a) To select and remove all officers, agents and employees of the corporation, prescribe powers and duties for them as may not be inconsistent with law, the Articles or these Bylaws, fix their compensation and require from them such security, if any, for faithful service as the Board may deem appropriate.

(b) To conduct, manage and control the affairs and activities of the corporation, and to make such rules and regulations therefor not inconsistent with law, the Articles or these Bylaws, as they may deem appropriate.

(c) To adopt, make and use a corporate seal and to alter the form of such seal from time to time as they may deem appropriate.

Section 3.2 Number. The authorized number of directors shall be between five (5) and fifteen (15), the actual number to be established from time to time by the vote of two-thirds (2/3rds) of the directors then qualified to act. In the absence of any such resolution, the authorized number of directors shall be seven (7).

Section 3.3 Term. The initial directors of the corporation shall establish the term of service for which directors are elected; provided, however, until the initial directors have established such terms of service, the initial directors shall hold office for a term of three years.

Section 3.4 Selection. The initial directors of the corporation shall be those persons selected by the sole incorporator of the corporation. Thereafter, the directors of the corporation shall be selected as follows: at each meeting of the Board at which the terms of all directors are scheduled to expire, one director shall be designated by the acting President of the Parent Teacher Student Association (the "PTSA") of Costa Mesa High School ("CMHS") and the remaining directors shall be elected by a plurality of the directors in office immediately prior to this annual meeting. If these Bylaws are amended to create different classes of directors, then the right of the President of CMHS to designate one director shall continue, but such person may only designate one director for the entire board, and such designation may be made every other year in the case of two classes of directors and every third year in the case of three classes of directors.

Section 3.5 Qualification. The Board may, from time to time, establish additional guidelines as the Board shall deem appropriate in connection with consideration of prospective directors. The principal of CMHS shall not be a director, but shall be invited to participate in Board or committee meetings and to advise the Board and committees as the Board deems appropriate from time to time; *provided*, that the Board may, in its sole discretion, exclude the principal from meetings discussing litigation or fundraising matters.

Section 3.6 Interested Persons. In accordance with Section 5227 of the Law, not more than forty-nine percent (49%) of the persons serving on the Board at any time may be "interested persons." For purposes of this Section 3.6, an "interested person" is:

(a) Any person being compensated by the corporation for services rendered to it within the previous twelve months, whether as a full-time or part-time employee, independent contractor or otherwise; or

(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 any such person.

Any violation of the provisions of this Section 3.6 shall not affect the validity or enforceability of any transaction entered into by the corporation.

Section 3.7 Vacancies. Subject to the provisions of Section 5226 of the Law, any director may resign effective upon giving written notice to the President, the Secretary or the Board, unless the notice specifies a later time for the effectiveness of such resignation. If the resignation is effective at a future time, a successor may be selected before such time, to take office when the resignation becomes effective.

Vacancies on the Board shall be filled in the same manner as the director whose office is vacant was selected, *provided* that any vacancy to be filled by election by directors may be filled by a majority of the remaining directors, although less than a quorum, or by a sole remaining director at any regular or special meeting of the Board. Each director so selected shall hold office until the expiration of the term of the replaced director and until a successor has been selected and qualified.

A vacancy on the Board shall be deemed to exist in case of the death, resignation or removal of any director or an increase in the authorized number of directors.

The Board may declare vacant the office of a director who has been declared of unsound mind by a final order of court, or convicted of a felony, or been found by a final order or judgment of any court to have breached any duty arising under Sections 5230 through 5239 of the Law.

No reduction of the authorized number of directors shall have the effect of removing any director prior to the expiration of the director's term of office.

Section 3.8 Place of Meeting. Meetings of the Board shall be held at any place within or without the State of California which has been designated from time to time by the Board. In the absence of such designation, regular meetings shall be held at the principal office of the corporation.

Section 3.9 Open to the Public.

(a) All meetings of the Board (except those meetings held to discuss litigation and fundraising) shall be noticed and open to the public ("Public Meetings"). Notice of such Public Meetings shall include the time, location and agenda of the Public Meeting and shall be posted at least seventy-two (72) hours before the Public Meeting in a publicly accessible location at the City of Costa Mesa (the "City") City Hall, the City's internet website and CMHS. For purposes of this Section 3.9(a), "litigation" includes any pending, concluded, threatened or potential adjudicatory proceeding before a court, administrative body exercising its adjudicatory authority, hearing officer, or arbitrator.

(b) Absent (1) a legal opinion issued from the Office of the Attorney General of the State of California or (2) a decision by a court of competent jurisdiction, which in

each case states that the meetings of the Board need not comply with California Government Code Sections 54950 et seq., (the "Brown Act"), the corporation shall use reasonable efforts to comply with the Brown Act, as if it were subject to the same.

Section 3.10 Annual Meetings. The Board shall hold an annual meeting for the purposes of organization, selection of directors and officers and the transaction of other business. Annual meetings of the Board shall be held on such dates and at such times as may be fixed by the Board.

Section 3.11 Regular Meetings. Regular meetings of the Board may be held on such dates and at such times as may be fixed by the Board.

Section 3.12 Special Meetings. Special meetings of the Board for any purpose or purposes may be called at any time by the President or any two directors.

Section 3.13 Notice. Annual and special meetings of the Board shall be held upon at least four (4) days notice by first-class mail or seventy-two (72) hours notice given personally or by telephone, telegraph, facsimile, e-mail, overnight courier or other similar means of communication.

Any such notice shall be addressed or delivered to each director at such director's address as it is shown upon the records of the corporation or as may have been given to the corporation by the director for purposes of notice or, if such address is not shown on such records or is not readily ascertainable, at the place where the meetings of the directors are regularly held.

Notice by mail shall be deemed to have been given at the time a written notice is deposited in the United States mails, postage prepaid. Any other written notice shall be deemed to have been given at the time it is personally delivered to the recipient or is delivered to a common carrier for transmission, or actually transmitted by the person giving the notice by electronic means, to the recipient. Oral notice shall be deemed to have been given at the time it is communicated, in person or by telephone or wireless, to the recipient or to a person at the office of the recipient who the person giving the notice has reason to believe will promptly communicate it to the receiver.

Section 3.14 Quorum. A majority of directors then in office shall constitute a quorum of the Board for the transaction of business, except to adjourn as provided in Section 3.17. Each director shall be entitled to one vote. Every act or decision done or made by a majority of the directors present at a meeting duly held at which a quorum is present shall be regarded as the act of the Board, unless a greater number be required by law or by the Articles, except as provided in the next sentence. A meeting at which a quorum is initially present may continue to transact business notwithstanding the withdrawal of directors, if any action taken is approved by at least a majority of the required quorum for such meeting.

Section 3.15 Participation in Meetings by Conference Telephone. Directors may participate in a meeting of the Board, or a committee meeting, through-use of a conference telephone or similar communications equipment, so long as all members participating in such meeting can hear one another.

Section 3.16 Waiver of Notice. Notice of a meeting need not be given to any director who signs a waiver of notice or a written consent to holding the meeting or an approval of the minutes thereof, whether before or after the meeting, or who attends the meeting without protesting, prior thereto or at its commencement, the lack of notice to such director. All such waivers, consents and approvals shall be filed with the corporate records or made a part of the minutes of the meeting.

Section 3.17 Adjournment. A majority of the directors present, whether or not a quorum is present, may adjourn any Board or committee meeting to another time and place. Notice of the time and place of holding an adjourned meeting need not be given to absent directors if the time and place be fixed at the meeting adjourned, except as provided in the next sentence. If the meeting is adjourned for more than twenty-four (24) hours, reasonable notice of any adjournment to another time or place shall be given prior to the time of the adjourned meeting to the directors who were not present at the time of the adjournment.

Section 3.18 Rights of Inspection. Every director shall have the absolute right at any reasonable time to inspect and copy all books, records and documents of every kind and to inspect the physical properties of the corporation.

Section 3.19 Chairman & Conduct of Meetings.

(a) Chairman of Meetings. If the person serving as President is a director of the corporation, such person shall, when present, preside at all regular and special meetings of the Board, shall present at the annual meeting of the Board a report on the activities of the corporation during the preceding year, and shall generally perform all other duties incident to the office, required by the Bylaws or from time to time assigned to him or her by the Board. If (x) the President who is also a director of the corporation does not attend a meeting of the Board, or (y) the person serving as President is not a director of the corporation, at each meeting of the Board, the Board shall elect, from among those present, a chairman who shall preside at such meeting.

(b) Conduct of Meetings. The person presiding at a meeting of the Board, pursuant to Section 3.19(a), shall conduct each such meeting in a businesslike and fair manner, but, in the absence of any Board resolutions to the contrary, shall not be obligated to follow any technical, formal, or parliamentary rules or principles of procedure. Such person's rulings on procedural matters shall be conclusive and binding on the Board, unless at the time of a ruling a request for a vote is made by a majority of the directors present at the meeting, in which case the decision of a majority of such directors shall be conclusive and binding. Without limiting the generality of the foregoing, such person shall have all of the powers usually vested in the chairman of a meeting of directors.

Section 3.20 Executive Committee. The Board may, by resolution adopted by a majority of the number of directors then in office, establish an executive committee consisting of such number of directors as may be determined by the Board which, except when the Board is in session, and except as its powers may be otherwise limited by the Board, shall have and may exercise the powers of the Board in the management of the business and affairs of the

corporation and may authorize the seal of the corporation to be affixed to all papers which may require it.

The executive committee shall also have the power of general supervision, management and control of the business of the corporation and over its several officers.

Appointments to the executive committee shall be by a majority vote of the directors then in office. A majority of all the members of the executive committee may determine its rules of procedure unless the Board shall otherwise provide. The Board shall have the power to change the members of the executive committee at any time, either with or without cause and to fill vacancies; *provided* that all appointments to the executive committee shall be by a majority vote of the directors then in office.

Section 3.21 Nominating Committee.

The Board may, by resolution adopted by a majority of the number of directors then in office, establish a nominating committee consisting of such number of directors as may be determined by the Board. The nominating committee shall present candidates to the Board to be considered as directors of the corporation. Appointments to the nominating committee shall be by a majority vote of the directors then in office. A majority of all the members of the nominating committee may determine its rules of procedure unless the Board shall otherwise provide. The Board shall have the power to change the members of the nominating committee at any time, either with or without cause and to fill vacancies; *provided* that all appointments to the nominating committee shall be by a majority vote of the directors then in office.

Section 3.22 Standing or Special Committees. In the event that the Board determines that the management of the corporation would be benefited by the establishment of one or more standing or special committees in addition to the executive committee, the Board may from time to time establish one or more such committees.

The establishment of a standing or special committee shall be effected by a resolution of the Board approved by the vote of the majority of the directors then in office, which specifically sets forth the powers and duties delegated to such committee. Each such committee shall consist of two (2) or more directors and such other persons who are not members of the Board, as determined by the Board, and shall be presided over by a director selected by the Board. The Board may designate one or more persons as alternate members of any committee, and such alternates may replace any absent or disqualified member of the committee at any meeting of the committee.

The term "standing committee" or "special committee" shall mean any committee appointed by the Board which is authorized by specific delegation, without further Board action, to make and implement decisions on behalf of the Board, or to implement, with some degree of discretion, decisions of the Board pursuant to guidelines established by the Board. Notice of, and procedures for, meetings of standing or special committees shall be as prescribed by the chairman of each such standing or special committee, and meetings of standing or special committees may be called by the Board, the chairman of the standing or special committee, or two or more members of the standing or special committee.

Section 3.23 Limitations Upon Committees of the Board. No committee of the Board, including any executive committee, shall have any of the authority of the Board with respect to:

- (a) the filling of vacancies on the Board or on any committee of the Board;
- (b) the amendment or repeal of Bylaws or the adoption of new Bylaws;
- (c) the appointment of other committees of the Board or the members thereof;
- (d) the expenditure of corporate funds to support a nominee for director;
- (e) the expenditure of corporate funds in excess of the limitations provided for in Section 5.5;
- (f) the election, appointment or removal of any member of any committee or any director or officer of the corporation;
- (g) the amendment or restatement of the Articles;
- (h) the adoption of a plan of merger or plan of consolidation with another corporation;
- (i) the authorization to sell, lease, exchange or mortgage of all or substantially all of the property and assets of the corporation;
- (j) the authorization to voluntarily dissolve the corporation or to revoke proceedings therefor;
- (k) the adoption of a plan for the distribution of the assets of the corporation;
- (l) the amendment, alteration or repeal of any resolution of the Board; or
- (m) the approval of any self-dealing transaction, except that when it is not reasonably practicable to obtain approval of the Board prior to entering into such a transaction, a committee authorized by the Board may approve the transaction in a manner consistent with the standards set forth in Section 5233(d) of the Law subject to ratification by a majority of the directors then in office (without counting the vote of any interested director) at the next meeting of the Board.

Rules governing procedures for meetings of any committee of the Board shall be as established by the Board, or in the absence thereof, by the committee itself. If no rules are established, then the rules that govern the directors shall govern each committee. All committees are to report promptly to the Board and only take such action(s) as is specifically designated in the Bylaws or in the resolution chartering the committee. Members of a committee shall serve until the next annual meeting of the Board or until their successors are appointed.

Section 3.24 Advisory Commissions. The Board, the executive committee or the President may from time to time appoint such advisory commissions as deemed appropriate,

consisting of directors or persons who are not directors, but such advisory commissions shall not be deemed committees of the Board and shall not exercise any powers of the Board. Notice of, and procedures for, meetings of advisory commissions shall be as prescribed by the chairman of each such advisory commission, and meetings of advisory commissions may be called by the Board, the executive committee, the President or the chairman of the advisory commission.

Section 3.25 Fees and Compensation. Directors and members of committees or commissions shall not receive any compensation for their services; *provided, however*, that the corporation may reimburse any director or member for expenses that they reasonably incurred in their performance of their duties, as may be determined by the Board.

Notwithstanding the foregoing, this corporation shall not make any loan of money or property to, or guarantee the obligation of, any director or officer, unless approved by the Attorney General or otherwise permitted by the Law; *provided, however*, that the corporation may advance money to a director or officer of the corporation for expenses reasonably anticipated to be incurred in the performance of the duties of such officer or director, *provided* that in the absence of any such advance, such director or officer would be entitled to be reimbursed for such expenses by the corporation. Subject to the provisions of Section 3.6, nothing contained in this Section 3.25 shall be construed to preclude any director from serving the corporation in any other capacity as an officer, agent, employee or otherwise, and receiving compensation therefor.

Section 3.26 Removal of Director for Cause. The Board may remove a director from office for cause. Cause shall mean any director who has been declared of unsound mind by a final order of court, or convicted of a felony, or been found by a final order or judgment of any court to have breached any duty under Article 3 of the Law, or for failure to attend at least fifty percent (50%) of the Board meetings held over the previous twelve (12) months, unless excused by the President.

ARTICLE IV. OFFICERS

Section 4.1 Officers. The officers of the corporation shall be a President, a Secretary and a Chief Financial Officer. The corporation may also have, at the discretion of the Board, one or more Vice Presidents, one or more Assistant Secretaries, one or more Assistant Treasurers, and such other officers as may be elected or appointed in accordance with the provisions of Section 4.3. Any number of offices may be held by the same person except that neither the Secretary nor the Chief Financial Officer may serve concurrently as the President.

Section 4.2 Election. The officers of the corporation, except such officers as may be elected or appointed in accordance with the provisions of Section 4.3 or Section 4.5, shall be chosen annually by, and shall serve at the pleasure of, the Board, and shall hold their respective offices until their resignation, removal or other disqualification from service, or until their respective successors shall be elected.

Section 4.3 Subordinate Officers. The Board may elect, and the President may appoint, such other officers as the business of the corporation may require, each of whom shall

hold office for such period, have such authority and perform such duties as are provided in these Bylaws or as the Board or the President may from time to time determine consistent with these Bylaws and any actions of the Board.

Section 4.4 Removal and Resignation. Any officer or agent may be removed by the Board, or a committee appointed by the Board for such purpose, with or without cause, whenever in its judgment the best interest of the corporation will be served thereby, but such removal shall be without prejudice to the contract rights, if any, of the person so removed. Election or appointment of an officer or agent shall not in itself create contract rights.

Any officer may resign at any time by giving written notice to the corporation, but without prejudice to the rights, if any, of the corporation under any contract to which the officer is a party. Any such resignation shall take effect at the date of the receipt of such notice or at any later time specified therein and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

Section 4.5 Vacancies. 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 election or appointment to such office, *provided* that such vacancies shall be filled as they occur and not on an annual basis.

Section 4.6 President. The President is the general manager and chief executive officer of the corporation and has, subject to the control of the Board, general supervision, direction and control of the business and officers of the corporation. In accordance with Section 3.19, the President shall preside at meetings of the Board. The President has the general powers and duties of management usually vested in the office of president and general manager of a corporation and such other powers and duties as may be prescribed by the Board.

Section 4.7 Vice President. In the absence or disability of the President, the Vice President shall perform all the duties of the President and, when so acting, shall have all the powers of, and be subject to all the restrictions upon, the President. The Vice President and any additional Vice Presidents shall have such other powers and perform such other duties as from time to time may be prescribed for them respectively by the Board.

Section 4.8 Secretary. The Secretary shall keep or cause to be kept, at the principal office or such other place as the Board may order, a book of minutes of all meetings of the Board and its committees, with the time and place of holding, whether regular or special, and if special, how authorized, the notice thereof given, the names of those present at Board and committee meetings, and the proceedings thereof. The Secretary shall keep, or cause to be kept, at the principal office in the State of California the original or a copy of the corporation's Articles and Bylaws, as amended to date.

The Secretary shall give, or cause to be given, notice of all meetings of the Board and any committees thereof required by law or by these Bylaws to be given, shall keep the seal of the corporation in safe custody, and shall have such other powers and perform such other duties as may be prescribed by the Board.

Section 4.9 Chief Financial Officer. The Chief Financial Officer shall keep and maintain, or cause to be kept and maintained, adequate and correct accounts of the properties and business transactions of the corporation. The books of account shall at all times be open to inspection by any director.

The Chief Financial Officer shall deposit all moneys and other valuables in the name and to the credit of the corporation with such depositaries as may be designated by the Board. The Chief Financial Officer shall disburse the funds of the corporation as may be ordered by the Board, shall render to the President and the directors, whenever they request it, an account of all transactions as Chief Financial Officer and of the financial condition of the corporation, and shall have such other powers and perform such other duties as may be prescribed by the Board.

ARTICLE V. OTHER PROVISIONS

Section 5.1 Endorsement of Documents; Contracts. Subject to the provisions of applicable law, any note, mortgage, evidence of indebtedness, contract, conveyance or other instrument in writing and any assignment or endorsement thereof executed or entered into between the corporation and any other person, when signed by the President or any Vice President on the one hand, and the Secretary, or the Chief Financial Officer on the other hand, of the corporation shall be valid and binding on the corporation in the absence of actual knowledge on the part of the other person that the signing officers had no authority to execute the same. Any such instruments may be signed by any other person or persons and in such manner as from time to time shall be determined by the Board, and, unless so authorized by the Board, no officer, agent or employee shall have any power or authority to bind the corporation by any contract or engagement or to pledge its credit or to render it liable for any purpose or amount.

Section 5.2 Representation of Shares of Other Corporations. The President and any other officer or officers authorized by the Board or the President are each authorized to vote, represent and exercise on behalf of the corporation all rights incident to any and all shares of any other corporation or corporations standing in the name of the corporation. The authority herein granted may be exercised either by such officer in person or by any other person authorized to do so by proxy or power of attorney duly executed by said officer.

Section 5.3 Construction and Definitions. Unless the context otherwise requires, the general provisions, rules of construction and definitions contained in the General Provisions of the California Nonprofit Corporation Law and in the California Nonprofit Public Benefit Corporation Law shall govern the construction of these Bylaws.

Section 5.4 Maintenance of Certain Records. The accounting books, records, minutes of proceedings of the Board and the executive committee of the Board shall be kept at such place or places designated by the Board, or, in the absence of such designation, at the principal business office of the corporation. The minutes shall be kept in written or typed form, and the accounting books and records shall be kept either in written or typed form, or in any other form capable of being converted into written, typed or printed form.

Section 5.5 Finances of the Corporation.

(a) Initial Contribution. The initial contribution of One Million Dollars (\$1,000,000) given to the corporation in connection with that certain Development Agreement between C.J. Segerstrom & Sons, et. al. and the City dated as of December 3, 2001 (the "Initial Contribution"), shall be invested to generate income for the corporation; *provided, however*, that the corporation may make such expenditures or distributions of the Initial Contribution, so as to comply with the applicable requirements of federal and California laws regarding "public foundations". Notwithstanding the foregoing, the corporation may spend up to Fifty Thousand Dollars (\$50,000) of the Initial Contribution in the first twelve months of its existence.

(b) Income. Subject to the applicable requirements of federal and California laws regarding "public foundations," the corporation shall conduct its financial activities in such a manner so that:

(i) in each fiscal year, at least eighty-five percent (85%) of the income earned on the Initial Contribution shall be used for directly expanding educational advancement opportunities and facilities for CMHS, and no more than fifteen percent (15%) of the corporation's distributions shall be used for administrative, personnel, fundraising or similar expenses of the corporation;

(ii) in each fiscal year, no more than twenty-five percent ²⁵~~(25%)~~ of the income earned on the Initial Contribution shall be used for activities or facilities involving non-revenue generating athletics, and no portion of the interest earned on the Initial Contribution shall be used for activities or facilities involving revenue generating athletics; and

(iii) any income earned on the Initial Contribution from the time it was deposited with the City until the corporation's receipt of the Initial Contribution, may be spent in accordance with Sections 5.5 (b)(i) and 5.5(b)(ii).

(c) Fundraising. The restrictions set forth in Sections 5.5(a) and 5.5(b) only apply to the Initial Contribution and the income earned on the Initial Contribution and are inapplicable to any other money or assets raised or procured through any fundraising efforts of the corporation.

Section 5.6 Authorization for Expenditures. The Board may by resolution or amendment of these Bylaws, from time to time, establish additional guidelines as the Board shall deem appropriate in connection with authorization requirements for expenditures or investments.

Section 5.7 Annual Report and Audit. The Board shall cause an annual report to be furnished to the directors and the City Attorney of the City (the "City Attorney") not later than one hundred twenty (120) days after the close of the corporation's fiscal year. The annual report shall be accompanied by an audit thereon of independent certified public accountants which shall be made available to the public. The annual report shall be in conformity with accounting principles generally accepted in the United States of America and contain in appropriate detail the following:

- (a) The assets, liabilities and net assets of the corporation as of the end of the fiscal year;
- (b) The principal changes in net assets during the fiscal year;
- (c) The revenue or receipts of the corporation, both unrestricted and restricted to particular purposes, for the fiscal year;
- (d) The expenses or disbursements of the corporation, for both general and restricted purposes, during the fiscal year; and
- (e) Any information required by Section 5.8 of these Bylaws.

Section 5.8 Annual Statement of Certain Transactions and Indemnifications.

(a) The corporation shall furnish annually to its directors and the City Attorney a statement of any "covered transaction" or indemnifications described below, if such covered transaction or indemnification took place. Such annual statement shall be affixed to and sent with the annual report described in Section 5.7 of these Bylaws. A "covered transaction" under this Section 5.8 is a transaction in which the corporation was a party, and in which any director or officer of the corporation, or its parent or subsidiary had a direct or indirect material financial interest (excluding a mere common directorship); and

(b) The statement required by this Section 5.8 shall describe briefly:

(i) Any covered transaction (including compensation of officers) during the previous fiscal year involving more than Five Thousand Dollars (\$5,000), or which was one of a number of covered transactions in which the same interested persons had a direct or indirect material financial interest and which transactions in the aggregate involve more than Five Thousand Dollars (\$5,000).

(ii) The names of the interested persons involved in such transactions, stating such person's relationship to the corporation, the nature of such person's interest in the transaction, and, where practicable, the amount of such interest; *provided* that in the case of a transaction with a partnership of which such person is a partner, only the interest of the partnership need be stated.

(iii) The amount and circumstances of any indemnifications or advances aggregating more than Five Thousand Dollars (\$5,000) paid during the fiscal year to any officer or director of the corporation.

Section 5.9 Indemnification. The corporation shall, to the maximum extent permitted by the Law, indemnify each of its directors and officers against expenses, judgments, fines, settlements and other amounts actually and reasonably incurred in connection with any proceeding arising by reason of the fact any such person is or was a director or officer of the corporation and shall advance to such director or officer expenses incurred in defending any such proceeding to the maximum extent permitted by the Law. For purposes of this Section 5.9, a

"director" or "officer" of the corporation includes any person who is or was a director or officer of the corporation, or is or was serving at the request of the corporation as a director or officer of another corporation or other enterprise, or was a director or officer of a corporation which was a predecessor corporation of the corporation or of another corporation or other enterprise at the request of such predecessor corporation. The Board may, in its discretion, provide by resolution for such indemnification of, or advance of expenses to, other agents of the corporation, and likewise may refuse to provide for such indemnification or advance of expenses except to the extent such indemnification is mandatory under the Law. The corporation shall have the right to purchase and maintain insurance to the maximum extent permitted by the Law on behalf of its officers and directors against any liability asserted against or incurred by an officer or director in such capacity or arising out of the officer's or director's status as such. The corporation may also purchase liability and other insurance as the Board determines to be appropriate from time to time.

Section 5.10 No Private Inurement. The corporation is not organized for profit and is to be operated exclusively for one or more of the purposes as specified in Section 501(c)(3) of the Internal Revenue Code, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, and in the promotion of social welfare in accordance with the purposes stated in the Articles. The net earnings of the organization shall be devoted exclusively to charitable and educational purposes and shall not inure to the benefit of any private individual. No director or person from whom the organization may receive any property or funds shall receive or shall be entitled to receive any pecuniary profit from the operation thereof, and in no event shall any part of the funds or assets of the organization be paid as salary or compensation to, or distributed to, or inure to the benefit of any member of the Board; *provided, however*, that (a) reasonable compensation may be paid to any director while acting as an agent, contractor, or employee of the corporation for services rendered in effecting one or more of the purposes of the organization; and (b) any director may, from time to time, be reimbursed for his or her actual and reasonable expenses incurred in connection with the administration of the affairs of the organization.

Section 5.11 Enforcement by City Attorney. The corporation acknowledges that irreparable damage would occur in the event that certain provisions of these Bylaws were not performed in accordance with their specific terms. It is accordingly provided that the City Attorney shall be entitled to an injunction or injunctions to prevent noncompliance with Sections 3.9(a), 5.5, 5.7, 5.8, 5.11 and 5.12 of these Bylaws and to enforce specifically such terms and provisions in any court located in Orange County, California having jurisdiction. The prevailing party (whether it is the corporation or the City Attorney) in any such enforcement action shall be entitled to recover from the opposing party all costs and expenses, including reasonable attorneys' fees, incurred by the prevailing party in any such enforcement action.

Section 5.12 Amendments. These Bylaws may be amended, repealed or modified, and new Bylaws adopted, by the affirmative vote of a majority of the entire Board; *provided*, that the right of the President of the PTSA of CMHS to appoint one director pursuant to Section 3.4 may not be amended, repealed or modified without such person's written consent; *provided, further*, that Sections 3.9(a), 5.5, 5.7, 5.8, 5.11 and this 5.12 may not be amended, repealed or modified without the written consent of the City Attorney. Any notice of a meeting at which these Bylaws

are to be amended, repealed or modified shall include notice of such proposed action. A copy of such notice must also be furnished to the City Attorney at least seventy-two (72) hours before the start of such meeting.

ARTICLE VI. CONFLICT OF INTEREST

Section 6.1 Conflict Defined. A conflict of interest may exist when the interests or activities of any director, officer or staff member may be seen as competing with the interests or activities of this corporation, or the director, officer or staff member derives a financial or other material gain as a result of a direct or indirect relationship.

Section 6.2 Disclosure Required. Any possible conflict of interest shall be disclosed to the Board by the person concerned, if that person is a director or the president of the corporation, or to the president, or to such person or persons as he or she may designate, if the person is a member of the staff.

Section 6.3 Abstinance From Vote. When any conflict of interest is relevant to a matter requiring action by the Board, the interested person shall call it to the attention of the Board or its appropriate committee and such person shall not vote on the matter; *provided, however,* any director disclosing a possible conflict of interest may be counted in determining the presence of a quorum at a meeting of the Board or a committee thereof.

Section 6.4 Absence From Discussion. Unless requested to remain present during the meeting, the person having the conflict shall retire from the room in which the Board or its committee is meeting and shall not participate in the final deliberation or decision regarding the matter under consideration. However, that person shall provide the Board or committee with any and all relevant information.

Section 6.5 Minutes. The minutes of the meeting of the Board or committee shall reflect that the conflict of interest was disclosed and that the interested person was not present during the final discussion or vote and did not vote. When there is doubt as to whether a conflict of interest exists, the matter shall be resolved by a vote of the Board or its committee, excluding the person concerning whose situation the doubt has arisen.

Section 6.6 Annual Review. A copy of Article VI of the Bylaws shall be furnished to each director, officer and senior staff member who is presently serving the corporation, or who may hereafter become associated with the corporation. This policy shall be reviewed annually for the information and guidance of directors, officers and staff members. Any new directors, officers or staff members shall be advised of this policy upon undertaking the duties of such office.

CERTIFICATE OF SECRETARY
OF
COSTA MESA HIGH SCHOOL FOUNDATION,
a California nonprofit public benefit corporation

I, the undersigned, do hereby certify:

(1) That I am the duly elected and acting Secretary of Costa Mesa High School Foundation, a California nonprofit public benefit corporation; and

(2) That the foregoing Bylaws, comprising fourteen (14) pages, constitute the Bylaws of said corporation as duly adopted by the Board of Directors of said corporation as of September 25, 2003.

IN WITNESS WHEREOF, I have hereunto subscribed my name as of the _____ day of October, 2003.

James Ferryman

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WARRANT INFORMATION January 7, 2014

Payment Ref.	Date	Remittance to:	Remittance ID:	Payment Amount	Explanation of payment
0177115	12/27/13	Larry's Building Materials	2912	\$1,508.87	Where exactly? Maintenance Services – The invoice paid for purchases of sand for the public access sandbag program provided by the City at FS#4 during the winter months. The invoice also paid for decomposed granite for our normal stock in the Corp Yard for use in parks and for the canon renovation project at West Side Police Substation. The invoice paid for top soil used by park maintenance staff for filling ruts in parks or for top dressing turf.
0177117	12/27/13	Liebert Cassidy Whitmore	2960	\$2,271.00	What is this for? H.R. – Employee Discipline
0176790	12/13/13	Colin K McCarthy	20464	\$200	What is this for? Animal Control – Refund
0176554	11/29/13	City of Brea	8323	\$32,070.00	What is this for? Police Dept. – Integrated Law and Justice Agency of Orange County (ILJAO) Member Agency Fee. The agency creates and supports COPLINK electronic subpoenas, electronic citation program, ISE collaborative scheduling and a host of other Orange County regional critical IT projects.
0176558	11/29/13	OC Treasurer Tax Collector	3489	\$16,011.75	Victim Physicals? Police Dept. Child Abuse Services Team (CAST) Exam. These are fees for specialized services and exams of highly technical crimes often sexual in nature. Do we pay to County? Parking citation processing for October 2013.

0176620	11/29/13	Prado Family Shooting Range	17668	\$1,400.00	Do we have regular training at this range? Police Dept. - November 4, 5, 6 th full days training. Prado Range is used for rifle and specialty weapon qualifications for active shooter and other specialized training not possible in our indoor range.
0176658	12/6/13	ARC	21323	\$325.89	What is this for? Planning/Development – Microfilm of drawings
0176664	12/6/13	Animal Friends Pet Hotel	20111	\$2,074.00	What is this for? Police Dept. - Tornado, food, vaccines, medications, and boarding services.
0176670	12/6/13	Bear Valley Waterfeatures	21728	\$106.92	Did we keep the ladder? Maintenance Services - Ladder purchased by contractor in conjunction with construction project to handle an urgent situation. City retained possession of the ladder.
0176748	12/13/13	Fortel Traffic Inc.	15480	\$20,998.52	What is this for? Transportation – The payment to Fortel Traffic of about \$21k are for Radar Speed Feedback Signs installed on Susan Street.
0176879	12/13/13	Target Specialty Products	4218	\$932.46	Colorant for TeWinkle Lakes? Maintenance Services purchased through Target Specialty Products (with whom the City has an annual price agreement) a colorant for TeWinkle Lake. This is standard maintenance practice to control the growth of algae in the lakes by shading out sunlight from the water. This practice reduces or eliminates the use of algaecides.
0176925	12/20/13	Brenda Emrick	14473	\$2,845.80	What is this for? Reimbursement for toys from Costa Mesa Foundation.

0177133	12/27/13	RBF Consulting	8672	\$8,948.67	What is this for? Development Services – 17 th & Superior Project
0176829	12/13/13	LSA Associates Inc.	3007	\$4,865.00	What is this for at Fairview Park? Public Services - LSA Associates Inc made a presentation to the Fairview Park Citizens Advisory Committee on the biological resources at Fairview Park, surveyed the boundaries of the vernal pools and prepared a report addressing the decomposed granite that was placed at or near Vernal Pools #5 and #6.
0176946	12/20/13	Endemic Environmental Services	21277	\$4,590.00	What is this for at Fairview Park? Misc. Expense? Public Services - Endemic Environmental Services provided maintenance services for the wetlands and riparian habitat project. This work is covered by M2 grant.
0176953	12/20/13	Filarsky & Watt LLP	2206	\$2,973.00	What is this for? Human Resources – Meeting with staff; investigation.



CITY COUNCIL

SUPPLEMENTAL MEMORANDUM

MEETING DATE: JANUARY 7, 2014

PH-1

**SUBJECT: APPEAL AND REVIEW OF ZONING APPLICATION ZA-13-22
AMENDMENT TO PLANNED SIGN PROGRAMS FOR METRO POINTE OFFICE AND
RETAIL CENTER
901 SOUTH COAST DRIVE & 950 SOUTH COAST DRIVE**

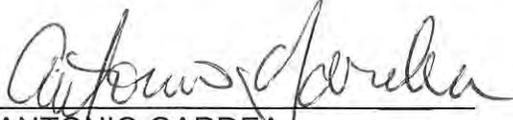
DATE: JANUARY 7, 2014

FROM: DEVELOPMENT SERVICES DEPARTMENT

**FOR FURTHER INFORMATION CONTACT: ANTONIO GARDEA, (714) 754-5692
antonio.gardea@costamesaca.gov**

Per Councilmember Genis' request, the following two items are attached:

1. Elevations of the entire frontage along the 405 freeway were not provided as part of the application submittal. Sign permits for the various tenants only include partial elevations of the buildings. A reduced copy of the sign submittal package for the Edwards Cinemas sign is provided. The partial South Elevation of the building facing the 405 Freeway shows the location of the sign. The approximate height of the existing building is 65 feet to the parapet.
2. Also attached is a copy of the existing project identification sign on the parking structure. Because the sign was much smaller, the copy of the drawing submitted for this sign is to scale. The height of the parking structure wall to the top of the railings is 14 feet.
3. A copy of the running total of signage is also attached. The summary of sign area includes approximations for the painted signs. The summary differs slightly from the material provided by the applicant in that it adjusts the total allowable area with the approved amendments.


ANTONIO GARDEA
Senior Planner


GARY ARMSTRONG, AICP
Economic & Development Services
Director / Deputy CEO

ATTACHMENT:

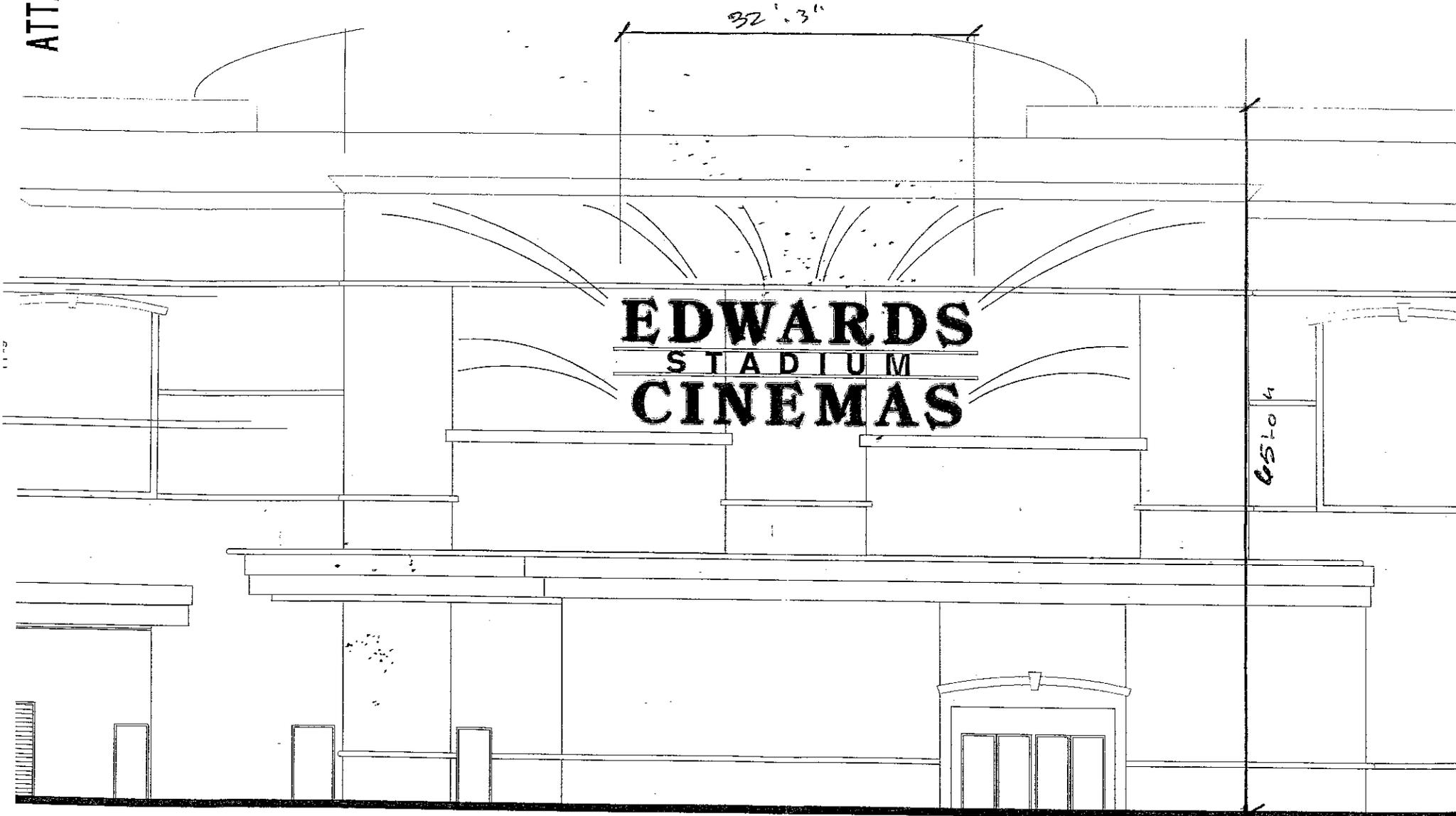
1. Building Elevation
2. Parking Structure Elevation
3. Metro Point Signage Summary

DISTRIBUTION:

Chief Executive Officer
Assistant Chief Executive Officer
Director of Economic & Development / Deputy CEO
City Attorney
Interim Development Svs. Director
Public Services Director
Transportation Svs. Mgr.
City Clerk (2)
Staff (4)
Planning Staff (8)
File (2)

Barbara Cohen
Architectural Design & Signs
2950 Palisades Drive
Corona, CA 92880

Rosanna Dalat
Arnel Property Development
949 South Coast Drive Suite 600
Costa Mesa, CA 92626



SIGN "D"
PARTIAL SOUTH ELEVATION

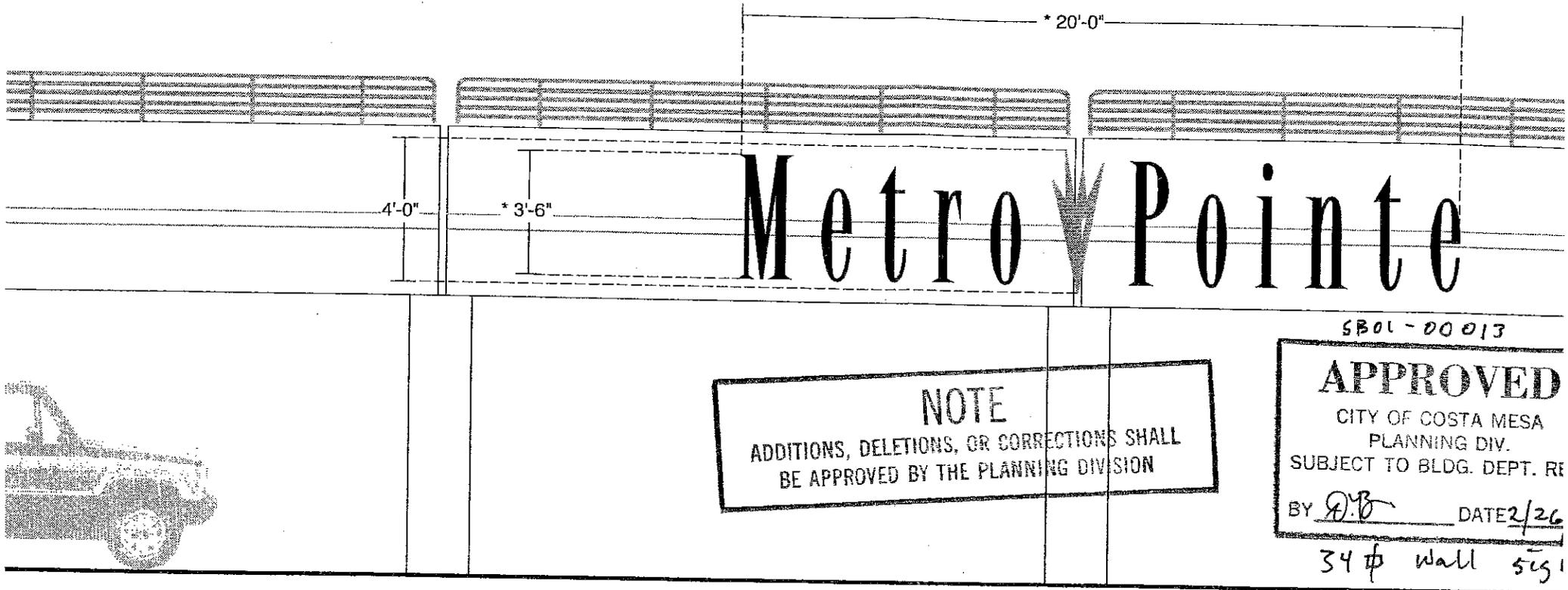
Scale: 1/8" = 1'-0"

Project Freeway Identification

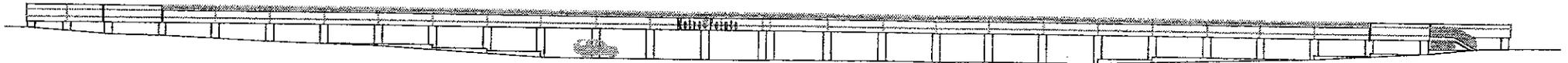
Letters to be 42" high fabricated aluminum pan-channel letters with black-day/white-night acrylic faces.
Logo symbol to be 48" high fabricated aluminum reverse pan-channel with concealed neon halo illumination.

34.3
Square feet Total Sign Area

* Dimensions used to calculate Total Sign Area.



Scale: 1/4" = 1'-0"



Scale: 1" = 40'-0"

Metro Pointe Retail Center						
Planned Sign Program ZA-97-13/ZA-96-14/PA-89-36						PA-89-36 A2
Freeway Zone	Quantity		Approved	Committed	Balance	
	2	Freeway Pylon 'P1'				1,476
	2	Office Building	444	222	222	
	1	Project ID 'P3'	50	34	16	264
	1	Edwards	400	379	21	
	2	Pad Tentant Wall	240	-	240	
		Pac Sun*		100	(100)	
		Tilly's*		100	(100)	
		Verizon*		100	(100)	
		Multiple Restaurant Listings*		200		
	1	Restaurant (Karl Strauss*)	320	200	120	
	2	Restaurant	640	-	640	
		David's Bridal	-	156	(156)	
		Pacific Mechantile Bank		87	(87)	
	2	Nordstroms Rack	230	284	(54)	
	1	Container Store	235	145	90	
	1	Linens N Things	175	175	-	
	1	Marshalls	120	120	-	
	1	Barnes & Noble	330	155	175	
	2	Best Buys	456	342	114	
*approximate size of painted signs						
Sub-Total			3,640	2,799	841	1,740
South Coast Drive						
	4	Office Ground	120	120	-	
	8	Office Tenant	160		160	
	2	Large Ground	480	240	240	628
	2	Project Id Wall	50		50	
	1	Theater Ground	300	244	56	
	6	Pad Wall	720		720	
		Karl Strauss		172		
	3	Pad Ground	135		135	
	1	Barnes & Noble Wall	120	82	38	
	1	Linens & Things	65	65	-	
	1	Marshalls	45	45	-	
	1	Old Navy	99	99	-	
Sub-Total			2,294	1,067	1,399	628
Bear Street						
	1	Large Ground	240	120	120	314
	1	Corner Ground -Project Id 'P6'	76	76	-	26
	1	Project Id Wall	50	-	50	
	1	Big & Tall (Pad Wall)	120	107	13	
	1	Pad Ground	45	-	45	
	1	Old Navy	130	111	19	
	2	Container Store	300	179	121	
	1	Best Buys Wall	110	110	-	
Sub-Total			1,071	703	368	340
Misc City Approved			236	-	236	
Total			7,241	4,569	2,844	2,708



**Costa Mesa Police Department
Calls For Service by Address for Calendar Year 2012
January 6, 2014**

Process:

Using BI Web, a report was run in CAD for the calendar year 2012.

A total of 96892 CFS were documented as being received.

CFS were sorted by address and then sub-totaled to provide the number of CFS to each location.

A threshold of 50 or more CFS to a location was used as a baseline for inclusion in this report.

Of those included, there were 45 locations where more than 200 CFS were logged

It should be noted:

Included in, but removed from, the top 45 were:

99 Fair Drive (PD Headquarters) = 3700 CFS

79 Fair Drive (Communications) = 1126 CFS

And a few Apartment Complexes are defined by more than a single street address

Of those combined, the following complexes fell into the 200 or more CFS category:

Pinebrook Villas (1555 and 2775 Mesa Verde Dr E)

The Enclave (400 to 450 Enclave Cir)

Villa Sienna (1250 Adams and 2885 Fairview Rd)



Costa Mesa Police Department Locations with more than 200 CFS during 2012

3333 BRISTOL ST (SCPL) =	1552
570 W 18TH ST (Lions Park) =	1086
2300 HARBOR BLVD (Harbor Center) =	877
1555 E MESA VERDE DR (Pinebrook Village) =	614
2775 E MESA VERDE DR (Pinebrook Village) =	614
2277 HARBOR BLVD (Motor Inn) =	568
1835 NEWPORT BLVD (Courtyards) =	559
2855 PINECREEK DR (Villa Martinique) =	554
360 W WILSON ST (Wilson Park) =	538
2701 FAIRVIEW RD (OCC) =	437
2200 HARBOR BLVD (K-Mart Center) =	424
2501 PLACENTIA AV (Estancia Park) =	415
1250 ADAMS AV (Villa Sienna) =	410
2885 FAIRVIEW RD (Villa Sienna) =	410
901 SOUTH COAST DR (Metro Point) =	410
3030 HARBOR BLVD (Costa Mesa Square) =	393
360 OGLE ST (Pinkley Park) =	376
1441 GISLER AV (Motel 6) =	352
2700 PETERSON PL (Harbor Greens) =	333
3143 BEAR ST (Shiffer Park) =	329
970 ARLINGTON DR (Tewinkle Park) =	329
3400 AV OF THE ARTS (The Lakes) =	320
257 E 16TH ST (Heller Park) =	317
3333 BEAR ST (Plaza West) =	313
3400 SMALLEY RD (Smalley Park) =	312
1870 HARBOR BLVD (The Triangle) =	297
2602 NEWPORT BLVD (Arco/Jack in the Box) =	275
2205 HARBOR BLVD (New Harbor Inn) =	261
2180 HARBOR BLVD (Albertsons Center) =	241
1780 HUMMINGBIRD DR (Tanager Park) =	234
655 W BAKER ST (Oakwood Apts) =	229
1250 GISLER AV (Gisler Park) =	227
425 E 18TH ST (Harper Park) =	222
265 MONTE VISTA AV (MVHS) =	221
900 ARLINGTON DR (Skate Park) =	220
1830 NEWPORT BLVD (Goat Hill Tavern) =	219
400-450 ENCLAVE CIR (The Enclave) =	216
2544 NEWPORT BLVD (Regecy Inn) =	214
2701 HARBOR BLVD (Mesa Verde Center) =	210
1855 PARK AV (Library) =	207
220 23RD ST (Lindbergh Park) =	203
970 ARBOR ST (Canyon Park) =	202
99 FAIR DR (Main Station) =	3700
79 FAIR DR (Communications) =	1126