

AGENDA

BOARD OF DIRECTORS OF
BARDEEN PARTNERS, INC.

ADJOURNED REGULAR ANNUAL MEETING

JUNE 25, 2018

CALL TO ORDER 5:00 p.m. Irvine Ranch Water District
Board of Directors Meeting Room
15600 Sand Canyon Ave., Irvine, Calif.

ROLL CALL Directors Matheis, Reinhart, Swan, LaMar
and President Withers

Bardeen Partners, Inc. was formed in March 1991 to act on behalf of IRWD in matching its real estate investments, and to segregate such investments from other activities of IRWD.

Section 10 of the Bylaws requires that one regular meeting be held each year and be designated an annual meeting.

1. APPROVAL OF MINUTES

Recommendation: Approve the minutes of Special Meeting of February 12, 2018 and the Annual Meeting on June 11, 2018.

2. RESOLUTION RESCINDING RESOLUTION NO. 1997-2 AND REESTABLISHING TIME AND PLACE OF THE REGULAR MEETINGS

Recommendation: Adopt a resolution Rescinding Resolution No. 1997-2 and reestablishing time and place of the Regular meetings.

3. ELECTION OF OFFICERS

Section 22 of the Bylaws state the officers of the Board shall be elected annually. Current officers are John Withers as President and Steve LaMar as Vice President.

Recommendation: Elect a President and Vice President.

4. ORAL COMMUNICATIONS

5. ADJOURNMENT

MINUTES OF SPECIAL MEETING OF
BARDEEN PARTNERS, INC.

FEBRUARY 12, 2018

The special meeting of the Board of Directors of the Bardeen Partners, Inc. was called to order by President Withers at 5:30 p.m. in the Board Room of the principal office of the Irvine Ranch Water District, 15600 Sand Canyon Avenue, Irvine, California.

Directors Present: Matheis, LaMar, Swan, Reinhart, and President Withers

Directors Absent: None

Also Present: Secretary Bonkowski of Bardeen Partners, Inc., Legal Counsel Smith, and member of the IRWD, staff and public.

APPROVAL OF MINUTES

On MOTION by Swan, seconded and unanimously carried, THE JUNE 12, 2017 MINUTES OF SPECIAL MEETING WERE APPROVED AS PRESENTED.

STATE AND FEDERAL EXEMPT ORGANIZATION TAX FILING

On MOTION by Swan, seconded and unanimously carried, THE STATE AND FEDERAL EXEMPT ORGANIZATIONAL FILINGS FOR THE BARDEEN PARTNERS, INC. FOR CALENDAR YEAR 2016 WERE APPROVED.

COMMUNICATIONS – None

ADJOURNMENT

There being no further business, President Withers adjourned the meeting.

Date: February 27, 2018

Leslie Bonkowski, Secretary

APPROVED and SIGNED this _____ day of _____, _____.

John Withers, President

MINUTES OF ANNUAL MEETING OF
BARDEEN PARTNERS, INC.

JUNE 11, 2018

The annual meeting of the Board of Directors of the Bardeen Partners, Inc. was called to order by Secretary Bonkowski at 6:30 p.m. in the Board Room of the principal office of the Irvine Ranch Water District, 15600 Sand Canyon Avenue, Irvine, California.

Directors Present: None.

Directors Absent: Matheis, Reinhart, LaMar, Swan, and President Withers

Also Present: Secretary Bonkowski.

ADJOURNMENT

Due to a lack of a quorum, Secretary Bonkowski adjourned the meeting to June 25, 2018 at 5 p.m.

Date: June 12, 2018

Leslie Bonkowski, Secretary

APPROVED and SIGNED this _____ day of _____.

President

APPROVED AS TO FORM:

Legal Counsel, Bardeen Partners, Inc.

RESOLUTION NO. 2018 -1

RESOLUTION OF THE BOARD OF DIRECTORS
OF BARDEEN PARTNERS, INC. RESCINDING RESOLUTION
NO. 1991-2 AND REESTABLISHING TIME AND PLACE
OF THE REGULAR MEETINGS

Bardeen Partners, Inc. (the "Corporation") was duly incorporated on March 20, 1991; and

It is necessary to reestablish the time and place of the regular meetings of the Board of Directors of the Corporation.

THE BOARD OF DIRECTORS OF THE BARDEEN PARTNERS, INC. THEREFORE RESOLVES AS FOLLOWS:

1. Resolution No. 1991-2 dated March 25, 1991 is hereby rescinded.
2. That the second Monday in June of each year at the hour of 5:00 p.m. at the offices of the Irvine Ranch Water District is hereby established as the time and place for the regular meetings of the Board of Directors of the Corporation, pursuant to Article IV of Section 10 of the Bylaws of the Corporation.

This resolution is adopted and is being signed on June 25, 2018.

President,
BARDEEN PARTNERS, INC.
And of the Board of Directors
thereof

Secretary,
BARDEEN PARTNERS, INC.
And of the Board of Directors
thereof

APPROVED AS TO FORM:

Claire Hervey Collins, Legal Counsel – Lewis Brisbois