

February 24, 2012

Robert C. Wilson III, President
The John M. O'Quinn Foundation
P.O. Box 27501
Houston, Texas 77227

Dear Mr. Wilson:

The Friends of Brazoria Wildlife Refuges requests \$450,000 to acquire 212.7 acres in the Columbia Bottomlands Ecosystem - the only expanse of hardwood forested wetlands in Texas adjacent to the Gulf of Mexico. Acquiring this acreage, the "Texas Red Oak Tract," serves a larger purpose: conserving the internationally-significant Columbia Bottomlands Ecosystem, found nowhere else in the United States. The land helps preserve quality of life for coastal communities while providing open space, recreation, and environmental education in a fast-growing region of Texas.

The project supports the ultimate goal of acquiring and protecting 70,000 acres of this old-growth bottomland forest in the floodplains of the Brazos, San Bernard, and Colorado rivers near the Gulf of Mexico. The Texas Red Oak Tract will add 212.7 acres to the 24,000 acquired to date, tying existing conservation areas into a corridor of prime waterfowl and forest songbird habitat. Also, the conservation of such priority tracts will protect the San Bernard River watershed, which provides fresh water to the Refuge's estuarine marshes. These estuaries are essential for conserving the coast's biological resources, including fish and shrimp, which support commerce and recreation.

The Columbia Bottomlands Ecosystem has high wildlife and wetland values, and the wetland types protected under this project are among the most productive for waterfowl and wildlife in the United States. A great diversity of birds, mammals, fish, reptiles, and amphibians rely on these wetlands for all or part of their life cycles. Millions of Nearctic-Neotropical songbirds make landfall in the Bottomlands during spring migration and also use the area during fall migration. Migrating birds depend on the forest tracts for rest and feeding after crossing the Gulf. Of the 650 species of birds known to occur in the United States, 320 species are found on the San Bernard National Wildlife Refuge - and most of them are likely to spend part of their life cycles on the Texas Red Oak Tract.

A \$450,000 grant from the John M. O'Quinn Foundation will fund pre-acquisition due diligence activities (e.g., title work, appraisal, survey) as well as the actual purchase of the Texas Red Oak Tract. Ultimately, The U.S. Fish and Wildlife Service will protect and preserve the tract, in perpetuity, as part of the National Wildlife Refuge System.

In the next three pages, we have carefully addressed each item in your application guidelines. Should you require additional information, please contact me at (979) 297-1815, Michael Lange, U.S. Fish and Wildlife Service at (979) 964-4011, or Tom Smith, National Fish and Wildlife Foundation, at (505) 292-2143. Thank you for considering this request.

Sincerely,

Ed Barrios
President, Friends of Brazoria Wildlife Refuges

History of Organization

Formed in 1994, Friends of Brazoria Wildlife Refuges (“Friends,” “Friends Group”) is a 501(c)(3) non-profit organization governed by a thirteen-member, volunteer board composed of persons who represent those interested in conservation, education, and the natural environment. Our mission is to promote, support, and assist the Texas Mid-Coast National Wildlife Refuge Complex in the operation and development of its refuge programs. Our founders created the Friends Group to promote public appreciation of the wildlife resources of the Refuge, which is contained within 100,000 acres of unique coastal habitat. The Refuge, its facilities, and its programs are located in southern Brazoria County, within 50 to 70 miles from Houston. This is the Houston area’s closest National Wildlife Refuge (NWR) that contains coastal marshes, prairies, and forested wetlands; 37% of program participants reside in the Houston metropolitan area. The Friends believe that public education, refuge improvements, and volunteer efforts are critical to conserving a unique habitat. Accordingly, improving public access and facilities at the Refuges is a major part of our mission. To that end, the Friends obtain resources for Refuge facilities, programs, and materials; recruit volunteers; and participate in habitat improvement, natural history experiences, community outreach education programs, environmental education programs, fund-raising, and facility improvements.

To date, the Friends Group has contributed significantly to the Texas Mid-Coast NWR, not only by donating thousands of volunteer hours but also by raising over \$1,500,000 for 40 projects and programs. Funding has supported the construction of trails, decks, boardwalks, benches, and observation platforms on the Refuges as well as annual public awareness and habitat education events: an annual Migration Celebration draws over 1,000 visitors, and Environmental Education programs for several local school districts reach 3,000 children a year. Funds also purchased equipment: an electronic gate at the Brazoria Refuge and equipment for the Environmental Education programs. Volunteers have donated countless hours to bird banding, clean-up at the refuges, invasive plant species control, and hosting visitors at the Discovery Center, Auto Tour Loop, and Migration Celebration. In 2011, the Friends Group obtained a \$300,000 grant from Houston Endowment for pre-acquisition funds to facilitate the purchase of ten tracts in the Columbia Bottomlands Ecosystem.

Description of Need: Problem the Project Will Address

At stake is the integrity of the nationally- and internationally-significant Columbia Bottomlands Ecosystem. In addition to the unique bottomland forest adjacent to the Gulf of Mexico, this floodplain Ecosystem contains a variety of environmentally-significant wetland habitats: rivers, bayous, sloughs, marshes, ponds, lakes, and native prairie. The Ecosystem habitat has high wildlife and wetland values; it is especially important for Nearctic-Neotropical migratory birds because of its location near the Gulf. Migrating birds depend on the Ecosystem that still remains to rest and feed after crossing the Gulf. Nearctic-Neotropical species and resident birds breed in this Ecosystem, and numerous species winter there. In addition, many species of waterfowl winter in the Bottomlands, while wood ducks, mottled ducks, and black-bellied whistling ducks also breed in the Ecosystem. The Columbia Bottomlands Task Force found that 237 species of birds, totaling at least 29 million individuals, migrate through the Ecosystem every year. Using Doppler radar, Dr. Sidney Gauthreaux, Jr. has documented that the Columbia Bottomlands is a major stopover area for these migrants.

Originally, this bottomland hardwood forest covered 700,000 acres and over 1,000 square miles. Clearing for grazing and agriculture, commercial and residential development, drainage, and logging decimate the Ecosystem habitat by thousands of acres each year. The Bottomlands adjoin the greater Houston area, which, even through economic downturns, continues to expand. Economic pressures threaten the forested wetlands and other habitats of the Bottomlands as landowners search for ways to pay their mortgages and provide a return on investment. The Bottomlands is increasingly fragmented as Houston and local municipalities expand and Houston’s levee districts clear and remove thousands of acres from the floodplain for development. The Columbia Bottomlands Task Force estimates that only 150,000 acres remain - less than one-quarter of the original forest. Once destroyed, old growth forest will take generations to replace, and the impact on wintering and nesting habitat will be unrecoverable. Failing to conserve and protect land in the Columbia Bottomlands now will result in severe population decline

among Nearctic-Neotropical migrants and wintering waterfowl. Acquiring the Texas Red Oak Tract and placing it in the Refuge system will prevent the loss of over 200 acres of critical habitat to development. The quantity of land currently in conservation is not adequate to protect either the Ecosystem or dependent wildlife species. Although the economic recession has had a comparatively minor impact on the Houston area, the recession has produced many more rural landowners who need to sell their land - and who now consider selling it for conservation. Willing sellers exist, but the lack of funding slows acquisitions, during which time development either destroys or encroaches on key habitat. Over the last century there has been an estimated 40 per cent decline in song bird population - attributed to loss of habitat. The speed of habitat loss undermines conservation efforts, which will not advance unless adequate funding is found soon. A \$450,000 grant from the O'Quinn Foundation to secure the Texas Red Oak Tract will not only increase the number of acres conserved directly but also support conservation goals while habitat is still available.

Compounding the benefits of habitat preservation, the acquisition of the Texas Red Oak Tract will provide added public benefits, in the form of compatible recreational uses, educational opportunities, and to further research. Other public benefits include providing green space, improving air quality, storing excess runoff and river overflow, buffering the impact from hurricanes, reducing noise pollution, conserving biodiversity and wildlife, capturing carbon dioxide (reducing green house gases), and generally maintaining the quality of life for the area residents. Regarding public access, demand for outdoor recreation is high in the greater Houston metropolitan area, and the US Fish and Wildlife Service can offer wildlife observation and interpretation on the proposed tract. Residents of Houston, Pearland, Bay City, Wharton, Sargent, Sugar Land, Needville, Richmond, Rosenberg, Lake Jackson, Angleton, Richwood, Brazoria, and Freeport will benefit directly from the conservation of the tract preserved under this proposal.

Intended use of the Grant: Project Purpose and Description

This project is a collaborative effort of the Friends Group, the National Fish and Wildlife Foundation (NFWF), the U.S. Fish and Wildlife Service (USFWS), and a private landowner partnership in Brazoria County. Through this proposal, the collaborators will acquire and protect over 200 acres of old-growth, high-quality, bottomland hardwood forest and forested wetlands. The property has been used for recreation, livestock grazing, and hunting, with potential future sale for development – all of which destroy habitat in the area's unique, threatened, and shrinking ecosystem.

The project's overall goal is to protect - permanently, through fee title acquisition - this bottomland hardwood forest and forested wetlands habitat that is important for the conservation of the Columbia Bottomlands Ecosystem. The project's specific objective is to acquire and conserve 212.7 acres that are adjacent to other tracts - particularly, the Dance Bayou Tract, 657 acres donated to USFWS by Mr. O'Quinn in April of 1997 - that are already part of the San Bernard National Wildlife Refuge System. Like the Dance Bayou Tract, the targeted tract features the Texas red oak, a species that appears on no other USFWS acres preserved to date within the Ecosystem. The Texas Red Oak Tract contains all age classes of the species, from old, mature trees estimated at between 150 and 200 years old to young saplings. Acquiring the Texas Red Oak Tract will not only enhance Mr. O'Quinn's prior contribution to environmental initiatives but also perpetuate his legacy of preserving threatened, critical habitat.

Pre-acquisition activities are the first step to purchasing and preserving acreage in the Columbia Bottomlands. In the pre-acquisition stage, the Texas Mid-Coast National Wildlife Refuge Complex (USFWS) and NFWF negotiate with landowners and conduct due diligence required to secure clear title. The USFWS Region 2 Realty Division undertakes pre-acquisition activities under the coordination of Michael Lange. Mr. Lange performs biological ascertainties, site inspections, and environmental assessments on each tract scheduled for acquisition. He draws upon a long-standing, highly-effective collaboration with NFWF, which provides land consulting services through Thomas E. Smith. Mr. Smith negotiates with landowners and obtains documents required to finalize purchases. Lange and Smith perform their functions in the field in Brazoria County. Assisting is Elizabeth Epstein, NFWF Account Manager, who provides support from NFWF offices in San Francisco. Pre-acquisition activities are:

- Contract appraisals
- Conduct biological ascertainment inspections

- Obtain title reports
- Complete “yellow book” appraisals and value approvals
- Perform site inspections
- Conduct environmental site assessments
- Obtain updated land surveys
- Order title policies
- Complete any necessary title curatives
- Prepare just compensation statements
- Submit written offers to landowner (with purchase agreement)
- Establish escrow closings

After completing pre-acquisition activities and title curative, the Friends Group will provide grant funds to the title company to purchase the property from the landowner. The Friends Group will transfer the property directly to the USFWS to protect and preserve the tract, in perpetuity, as part of the National Wildlife Refuge System.

The Friends Group will use \$450,000 in grant funds from the John M. O’Quinn Foundation for pre-acquisition and acquisition costs required to secure the Texas Red Oak Tract. Already, NFWF has negotiated with the landowner partnership - willing sellers who contacted USFWS to initiate the sale process. Also, USFWS has requested a contract appraisal report on the subject property, performed a USFWS environmental assessment, secured an updated title commitment from Great American Title Company, and obtained its legal description and maps. The Friends Group will use grant funds as follows:

- Title search \$1,000
- Survey \$15,000
- Appraisal \$6,000
- Tax Certificates \$100
- Land Consultant Fee \$7,200
- Recording Fee \$166
- Delivery Fees \$100
- Title Insurance & Title Policy \$1,000
- Escrow Fee \$500
- Fee title \$418,934 (\$1,970/ acre x 212.657 acres)

Amount of Money Needed

Costs will total \$450,000 for pre-acquisition due diligence as well as the actual land purchase.

Challenge or Matching Grant

There is no challenge or matching grant relating to this grant.

Previous Funding from The John M. O’Quinn Foundation

Because The Friends Group has not submitted any prior proposals to The John M. O’Quinn Foundation, our organization has never received funding from the Foundation. However, Mr. O’Quinn has made significant contributions to the Columbia Bottomlands project. In 1997, Mr. O’Quinn purchased 657 acres in the Bottomlands, for \$361,000, and donated that tract (the Dance Bayou Tract) directly to the USFWS. On January 12, 2001, the USFWS acquired the McNeill Tract from the Trust for Public Land (TPL); TPL was the recipient of another donation from The John M. O’Quinn Foundation, in the amount of \$100,000, for the McNeill Tract. Encompassing 1,276 acres, the McNeill Tract includes “The Big Tree,” the largest Live Oak recorded in the State of Texas. The John M. O’Quinn Foundation followed with another gift to TPL, this one for \$150,000, toward acquiring the Brazos River Unit, a beautiful old-growth tract totaling 731 acres across from Columbia Lakes on the Brazos River. TPL transferred the Brazos River Unit to the USFWS on December 17, 2004.

With the Dance Bayou Tract donation, Mr. O’Quinn initiated the Columbia Bottomlands project by acquiring the first bottomlands hardwood forest tract and donating it to the USFWS. He not only became

the Columbia Bottomlands project's first private donor but also initiated all subsequent efforts to preserve habitat through public and private partnerships.

O'Quinn

1. A copy of the most recent organizational budget and/or proposed budget for the coming year. PRINT FROM FOLDER.
2. A listing of the sources of financial and/or in-kind support for the project noting funds received, awarded/pledged, pending and planned to be submitted. DONE- SEE BELOW.
3. A current list of the Board of Directors or other governing body along with the percentage of total support coming from the Board of Directors as well as the percentage of Board of Directors that contributes to the organization. DONE – SEE BELOW.
4. A copy of the organization's most recently filed Internal Revenue Service (IRS) Form 990. PRINT FROM FOLDER.
5. A copy of the organization's most recent financial statements. PRINT FROM FOLDER.
6. A copy of the exemption letter from the IRS evidencing that the organization is an institution described in Section 501(c)(3) of the Internal Revenue Code (the "Code") and is not a "private foundation" within the meaning of Section 509(a) of the Code. Grants are only made to non-profit charitable organizations which are tax exempt as determined by the IRS. DONE - SEE BELOW.
7. Letters of support (optional). LETTERS FROM TPL, FWS, NFWF, David Towrey. MIKE WILL GET LETTERS. ALSO ATTACH THE ARTICLE FROM THE BIRDER MAGAZINE. ALSO INCLUDE THE MAP AND PHOTOS (GROUND & AERIAL).

Listing of Sources of Financial and/or In-kind Support for the Project

This proposal to the John M. O'Quinn Foundation is our first application for grant support for the Texas Red Oak Tract. Therefore, we have no other sources of support at this time. We have made this our first request for one primary reason, which we mention in our proposal: Mr. O'Quinn donated 657 acres adjacent to this tract in 1997. Unlike other potential donors, the John M. O'Quinn Foundation has a unique - and literal - connection to the Texas Red Oak Tract by virtue of his prior contribution. His three donations to the Columbia Bottomlands project for habitat conservation suggest a unique opportunity to expand his gift through a partnership on the proposed project. Mr. O'Quinn's history prompted The Friends to send our initial request for support for the Texas Red Oak Tract from his Foundation.

Because most foundations limit organizations to one request in each twelve-month period, we cannot submit proposals to Houston Endowment until late in 2012. However, USFWS and NFWF have discussed applications to Houston Endowment and Meadows Foundation, in 2013, for a multi-million dollar project targeting several tracts. Those applications could include the Texas Red Oak Tract.

Friends of Brazoria Wildlife Refuges Board of Directors

Ed Barrios	President	979-297-1815	barrios@refugefriends.org
Ron Bisbee	Vice President	979-548-6276	bisbee@refugefriends.org
Mickey Dufilho	Secretary	979-798-8460	dufilho@refugefriends.org
Krissy Plunkett	Treasurer	979-297-3322	kplunkett@refugefriends.org
Marty Cornell	Member at Large	979-297-2235	cornell@refugefriends.org
Sarah Heller	Member at Large	979-798-1966	heller@refugefriends.org
Sandy Henderson	Member at Large	979-297-5676	henderson@refugefriends.org
Phil Huxford	Member at Large	979-798-0725	huxford@refugefriends.org
Neal McLain	Member at Large	979-318-5043 832-736-5043	mclain@refugefriends.org
Denis Mudderman	Member at Large	979-316-4695	mudderman@refugefriends.org
David Plunkett	Member at Large	979-297-3322	plunkett@refugefriends.org
Tom Taroni	Member at Large	979-266-9962	taroni@refugefriends.org
Torry Tvedt	Member at Large	979-849-8725	tvedt@refugefriends.org

Board Member Support

One hundred per cent of Board members have contributed financially to the Friends Group in the last fiscal year. In 2011, the Board members contributed over \$2,530 in personal cash donations. Board members also contributed 4,914 volunteer hours on Refuge projects during that period. At the USFWS rate of \$20.80 per hour, Board members' volunteer effort has a value of over \$102,000.

Internal Revenue Service

Date: June 10, 2005

FRIENDS OF BRAZORIA WILDLIE REFUGES
PO BOX 505
LAKE JACKSON TX 77566-0505

Department of the Treasury
P. O. Box 2508
Cincinnati, OH 45201

Person to Contact:
Yvette Davis 31-07751
Customer Service Representative
Toll Free Telephone Number:
8:30 a.m. to 5:30 p.m. ET
877-829-5500
Fax Number:
513-263-3756
Federal Identification Number:
76-0440298

Dear Sir or Madam:

This is in response to your request of June 10, 2005, regarding your organization's tax-exempt status.

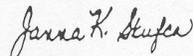
In May 1995 we issued a determination letter that recognized your organization as exempt from federal income tax. Our records indicate that your organization is currently exempt under section 501(c)(3) of the Internal Revenue Code.

Our records indicate that your organization is also classified as a public charity under sections 509(a)(1) and 170(b)(1)(A)(vi) of the Internal Revenue Code.

Our records indicate that contributions to your organization are deductible under section 170 of the Code, and that you are qualified to receive tax deductible bequests, devises, transfers or gifts under section 2055, 2106 or 2522 of the Internal Revenue Code.

If you have any questions, please call us at the telephone number shown in the heading of this letter.

Sincerely,



Janna K. Skufca, Director, TE/GE
Customer Account Services