

ATTACHMENT A

The Indio Police Officers Memorial Widows Emergency and Scholarship Fund

This Trust Agreement made on May 1, 2004, and amended on February 19, 2013, by and between the Indio Police Officers Association (IPOA), hereinafter called the Trustor, and the trust's originator, the Indio Police Chief or his appointee, the President of the IPOA or his appointee, four appointees selected from the community by the originator, hereinafter called the Board of Trustees, to establish a trust for the purposes and under the terms and conditions herein stated.

1. The name of this trust shall be amended to The Indio Police Officers, John Rose Memorial, Widows Emergency and Scholarship Fund.

2. The trust property, hereinafter sometimes called the trust fund, shall consist of the sum of \$300.00 and the stocks, bonds, securities, and other property set forth and more particularly described in the schedule of property attached hereto and marked Exhibit "A" and such other real and personal property acceptable to the trustees which may hereafter be transferred to the trust by the trustor or by any other person, association, corporation, or other entities, all of which property shall be held in trust by the trustees and managed, administered, and disposed of as herein provided. The trustor hereby agrees to execute all assignments, conveyances, or other documents necessary to transfer title to the property described in Exhibit "A" to the trustees.

3. This trust is created to devote and apply the trust funds directly and exclusively to the charitable or educational needs of Indio Police Officers Association's members, their dependents, families, and survivors, and the property, assets, profits and net income of this trust are irrevocably dedicated to such purposes.

4. Notwithstanding any other provision contained in this declaration of trust, the trust shall be subject to each and all of the following limitations and restrictions:

(A) None of the activities of this trust shall consist of the carrying on of propaganda, or otherwise attempting to influence legislation, nor shall this trust participate in, or intervene in including the publishing or distributing of statements, of any political campaign on behalf of any candidate for public office.

(B) No part of the net earnings of this trust shall inure to the benefit of any private individual having personal or private interest in the activities of the trust, within the meaning of Section 501(c)(3) of the Internal Revenue Code and its regulations, as they now exist or may hereafter be amended, and the trust shall not be operated for the benefit of private interest such as the trustor, the trustees, or the contributors to this trust, or by such person or persons controlled, directly or indirectly, by such private interest.

(C) The trust fund shall be used for the purposes stated in paragraph 3 hereof only within the United States and its possessions and elsewhere.

(D) Notwithstanding any other provision contained herein the trustee shall distribute the income of this trust for each taxable year at such time and in such manner as not to become subject to the tax on undistributed income imposed by Section 4942 of the Internal Revenue Code of 1954, or corresponding provisions of any subsequent federal tax laws.

(E) Notwithstanding any other provision contained herein, the trustees shall not engage in any act of selfdealing as defined in Section 4941(d) of the Internal Revenue Code of 1954, or corresponding provisions of any subsequent federal tax laws; nor retain any excess business holding as defined in Section 4943(c) of the Internal Revenue Code of 1954, or corresponding provisions of any subsequent federal tax laws; nor make any investments in any such manner as to incur tax liability under Section 4944 of the Internal Revenue Code of 1954, or corresponding provisions of any subsequent federal tax laws; nor make any taxable expenditures as defined in Section 4945(d) of the Internal Revenue Code of 1954, or corresponding provisions of any subsequent federal tax laws.

(F) The trust is not organized nor shall it be operated for the primary purpose of carrying on any unrelated trade or business.

5. (A) Except as otherwise provided herein or by law, the trustees shall have all the powers and authority necessary or convenient to carry out the purposes of this trust set forth in paragraph 3 hereof, subject to the limitations and restrictions imposed by paragraph 4, without limiting the generality of such powers, the trustees are empowered and authorized:

(I) To distribute the trust fund, either as to principal or income, or both, for the purposes stated in paragraph 3 hereof as they may in their judgment deem most conducive to the public welfare.

(II) To take property and funds by Will, gift, or otherwise, and with or without specification of any charitable or eleemosynary purpose and with or without restriction on the uses and purposes of such property or funds, provided, however, that if no charitable or eleemosynary purpose is specified, the property or funds so received shall, nevertheless be held on the trust that they shall be used for the charitable or eleemosynary purposes described in paragraph 3 hereof and that any restricted use or purpose declared in the purposes stated in said paragraph 3, and provided further, that no bequest, devise, gift, or transfer of property or funds to this trust for a purpose stated in paragraph 3 shall be invalid because of indefiniteness or uncertainty as to the purposes or beneficiaries thereof, but, to the extent to which such indefiniteness or uncertainty exists shall be resolved by the trustees in the manner which in their judgment, is most consonant with the purpose of the donor and most conducive to the public welfare.

(III) To receive the income, profits, rents, and proceeds of the trust property, and to collect and receipt for the same.

(IV) Subject to the requirements of annual distribution of income under subparagraph (D) of paragraph 4 hereof, to accumulate income and allow it to become part of the principal from time to time, provided, however, that they shall not accumulate income for a period of longer than 5 years.

(V) To hold property received by the trust by virtue of this declaration or subsequently if, and as long as, in the exercise of good faith and of reasonable prudence, discretion, and intelligence, they may consider their retention is in the best interest of the trust.

(VI) Subject to the limitation that they exercise judgment and care, under the circumstances prevailing, which men of prudence, discretion, and intelligence exercise in the management of their own affairs, not in regard to speculation, but in regard to the permanent disposition of their funds, considering the probable income, as well as the probable safety of their capital, to sell, convert, exchange, or dispose of any stocks, bonds, securities, or other real or personal property in the trust fund, and to invest and reinvest income or funds thereby obtained, or the income from time to time accumulated, in any and every kind of property, real personal, or mixed, and every kind of investment, specifically including, but not by way of limitation, corporate obligations of every kind, and stocks, preferred or common, which men of prudence, discretion, and intelligence acquire for their own account, provided, however, that such action does not offend against any restrictions relating to prohibited transactions, accumulations, and investments, imposed by subparagraphs (D) and (E) of paragraph 4 hereof.

(VII) To borrow money for any purposes of the trust, including its administration, either on or without security, and to issue promissory notes or other evidences of indebtedness and pledges, mortgages, or other instruments of hypothecation, and to lend money on such terms and conditions, for such interest, and on such security as they may deem to be for the best interest of the trust, provided, however, that such loans shall not violate the restrictions imposed by subparagraphs (D) and (E) of paragraph 4 hereof.

(VIII) To appoint and employ such officers, agents, and employees as they may from time to time deem necessary or convenient to conduct and administer the affairs of the trust, and to fix their compensation and pay compensation from the trust fund, provided, however, that such compensation shall not

violate the restrictions imposed by subparagraphs (D) and (E) of paragraph 4 hereof.

(IX) To vote in person or by proxy all shares and other securities held by the trust subject to the Articles of Incorporation and Bylaws of the corporation which issued them.

(X) To deposit the moneys and securities of the trust fund at such banks and safe deposits and trust companies as they may from time to time select.

(XI) Subject to the restrictions imposed by subparagraph (E) of paragraph 4 hereof, to incur any expense and liability on behalf of the trust which they may consider necessary and proper to the effective administration of the trust, including, without limitation, reasonable attorneys fees, accountants fees, investment counsel fee, and the like.

(XII) Subject to the provisions of subparagraph (C) of paragraph 4 hereof, to transact trust business within or without the state of California.

(XIII) To make, execute, and deliver all instruments which may be necessary or proper for the accomplishment of the purposes of this trust or of any of the foregoing powers, including, without limitation, deeds, bills of sale, transfers, leases, mortgages, deeds of trust, assignments, conveyances, contracts, purchase agreements, waivers, releases, and settlements.

(XIV) To consult outside experts whenever necessary or convenient to determine the advisability of any specific grant, and to pay such experts from the trust fund for the consultation.

(B) The trustees shall:

(I) Use ordinary care and diligence in the execution of this trust, and manage the trust property in the same manner which men of prudence, discretion, and intelligence exercise in the management of their own affairs, not in regard to speculation, but in the regard to permanent disposition thereof, considering the probable income, as well as the probable safety of the capital.

(II) Act in the highest good faith in the execution of this trust.

(III) Apply the trust funds at such time or times, in such manner, and in such amounts as they may determine, or as may be required by restricted contributions, to the tax exempt purposes set forth in paragraph 3 hereof and not otherwise.

(IV) Keep, or cause to be kept, minutes of their meetings and a record of all questions voted on and the vote thereon, as well as a book setting forth the names, addresses and telephone numbers of all trustees, and in the case of the discharge or removal of a trustee, the date thereof and the manner in which such removal or discharge was affected.

(V) Keep, or cause to be kept, adequate and correct accounts of all properties and business transactions of the trust, including accounts of its assets, liabilities, receipts, disbursements, gains, and losses.

(VI) On request of an assessor, make available at a place mutually acceptable to them and the assessor a true copy of all business records relevant to the amount, cost, and value of the trust property subject to local assessments.

(VII) Prepare and file, or cause to be prepared and filed, all proper applications for exemptions from federal, state, and county and city taxes, and other papers and documents required to be submitted therewith.

(VIII) Prepare and file, or cause to be prepared and filed, all tax returns and tax reports now required, or which may hereafter be required, by any taxing authority, and to publish notice of such reports and to make such reports available to the public when required by law.

(IX) Pay all federal, state and local taxes, or other assessments, debts, claims, or charges, which may exist against the trust and are due and owing.

(X) Prepare and file, or cause to be prepared and filed, with the office of the California Attorney General, such registration, reports, and accountings as are now, or which may hereafter be, required by law.

(XI) Prosecute actions by and on behalf of the trust and defend any actions against it, and, in connection

therewith, to compromise, settle, or arbitrate claims or demands made by or against the trust.

(XII) Fulfill the purposes of the trust as declared herein.

(XIII) Have the books and records of the trust periodically audited, but not less often than annually, by a certified public accountant and carefully review the audit report.

(C) The trustee shall not:

(I) Use or deal with the trust property for their own profit, or any other purpose unconnected with the trust, in any manner.

(II) Nor shall any of their agents take part in any transaction concerning the trust in which they, or anyone for whom they act as agent, have an interest, present or contingent, adverse to this trust or its purposes.

(III) Willfully and unnecessarily mingle the trust property with their own so as to constitute themselves in appearance the absolute owner thereof.

6. Meetings shall be called and held at such times and places as shall be specified by the Chairman of the Board of Trustees or by any two trustees. The person, or persons calling any such meeting shall give notice to the other trustees by mail or telegram sent to each trustee at his address as it appears on the books of the trust at least 7 days prior to the date thereof, providing, however, that the transactions of any meeting of the Board, however called and noticed or wherever held, are as valid as though the meeting had been duly held after proper call and notice if, either before or after the meeting, each of the trustees not present signs a waiver of notice, consent to holding the meeting, or an approval of the minutes thereof. All such waivers, consents, or approval shall be filed with the trust records or made a part of the minutes of the meeting.

7. The trustees shall act by a vote of the majority of their number at any given time and every act or decision done or made by a majority of the trustees shall be deemed to be the act of the Board of Trustees. All actions of the board shall be taken either by resolution at a meeting or by written record without a

meeting. In the absence of a resolution or written record as herein provided, no trustee, officer, agent, or employee shall have power or authority to bind the trust property or the trustees hereof by any contract or engagement or to pledge its or their credit or to render it or them pecuniarily liable for any purpose or in any amount. A copy of any resolution or written record of Board action, certified by anyone of the trustees or by the secretary of the trust, may be relied on by any person dealing with this trust, and no person shall be required to see the application of any money securities, or other property paid or delivered to the trustees, or to inquire into any action, decision, or authority of the trustees.

8. Instruments authorized to be executed by resolution or written record as provided in paragraph 7 shall be executed by the Chairman of the Board and Secretary or by any two trustees, provided, however, that the Board may, by resolution, authorize any trustee, officer, or agent of the trust to enter into any contract or execute and deliver any instrument in the name of and on behalf of the trust, and such authority may be general or confined to specific instances, and any such contract or instrument so entered into or executed shall be binding on the trust.

9. Each trustee is entitled to one vote on each matter voted on, and voting may be done in person at any meeting, by mail, or in such other manner as the Board may from time to time by resolution designate.

10. The trustees herein named shall serve until their death, discharge, or removal as herein provided.

11. The office of the trustee is vacated on his discharge or removal, his death, appointment of a conservator or guardian of his person or estate, or the filing by him of a petition for adjudication of bankruptcy or for approval of any arrangement composition, or other extension under the national bankruptcy act, or the approval of a petition filed against him for any of said purposes.

12. A trustee shall be discharged from this trust by his written resignation delivered to and accepted by the remaining trustees without leave of court, by the Board of Directors of the trustor at any time with cause and without leave of court, on completion of his duties under the trust, on termination of the trust

for whatever reason, by the judgment of a competent tribunal in a direct proceeding for that purpose that he is an incompetent as defined in Section 1435.2 of the Probate Code, or by the Superior Court, and the Superior Court may remove any trustee who has violated or, is unfit to execute, the trust, on petition therefore by the Attorney General or by any person interested in the trust, or the court may accept the resignation of a trustee.

13. Vacancies in the Board of Trustees shall be filled in accordance with the powers of appointment set forth in the opening paragraph of this document. However, the Chairman shall have the power of appointment to fill any vacancy after the vacancy has existed for one hundred eighty days or more, provided the person or entity normally holding the power of appointment is served written legal notice by the Chairman to fill said vacancy within ninety days or forfeit said power of appointment and the vacancy remains unfilled ninety days after said notice.

14. The trustees shall serve without compensation except that they shall be allowed and paid from the trust fund their reasonable and necessary expenses incurred in carrying out the terms of the trust. Provided, however, that such compensation shall not offend against the provisions of Section 4941 of the Internal Revenue Code and its regulations as they now exist or may hereafter be amended.

15. The trustees shall not be personally liable for the debts, liabilities or obligations of this trust, nor shall they be liable to the trust for any loss arising out of property held by them in the trust or out of investments made by them in exercise of their judgment and discretion and in accordance with the provisions of this declaration.

16. No trustee shall be required to furnish any bond or surety for the faithful performance of his duties under this trust.

17. (A) The trust shall have a Chairman of the Board of Trustees, a Secretary, and other such officers, including a Treasurer, agents, and employees as the Board from time to time deems necessary or convenient to administer and carry out the terms of the trust.

(B) The Chairman and Secretary shall be selected by the trustees from their members, shall serve as such for two years and shall be eligible for reelection without limitation on the number of terms they may serve as such.

(C) The other officers, agents and employees shall be employed and their compensation fixed as may be determined from time to time by resolution of the Board of Trustees, provided, however, that such compensation shall not violate the provisions of Section 4941 of the Internal Revenue Code and its regulations as they now exist or may hereafter be amended.

18. Subject to the restrictions on payment of compensation to certain persons imposed by Section 4941 of the Internal Revenue Code of 1954, as incorporated herein by subparagraph (E) of paragraph 4 hereof, the compensation of the trustees, if any, officers, agents and employees and all other necessary expenses incident to the administration of this trust including the expenses of the trustees as provided in paragraph 14 hereof, shall be paid or provision for payment made each year out of the income of the trust property, or out of the principal if necessary, before any distribution shall be made for that year.

19. The trustees may incorporate whenever a majority of them by resolution or written record deem it to be in the best interest of the trust to do so.

20. This trust shall terminate on incorporation, on exhaustion of the trust funds, by the judgment of the Superior Court on petition therefore by the Attorney General or by any interested person in a proceeding to which the Attorney General is a party, or 100 years from the date hereof, whichever occurs first, and not otherwise, and in no event shall the trust fail for want of a trustee, but in such event the Superior Court shall appoint the necessary trustees and direct execution of the trust on petition therefore by the Attorney General or by any person interested in the trust in a proceeding which the Attorney General is a party.

21. On termination of this trust for any reason, the principal and income then undistributed, if any, after all debts and liabilities of the trust shall have been paid or provision for payment made, shall be paid over to one or more organizations

organized and operated exclusively for religious, charitable, scientific, literary, or educational purposes, or for prevention for cruelty to children or animals, which has established its tax exempt status under Section 501(c)(3) of the Internal Revenue Code, as the trustees hereof shall determine. Any such principal or income not so distributed shall be distributed by the Superior Court of the county of Riverside on application therefore by the Attorney General or by any person concerned in the liquidation of the trust in a proceeding to which the Attorney General is a party.

22. This trust is irrevocable, provided, however, that it may be terminated as provided in paragraph 20 hereof.

23. This declaration of trust is executed and delivered in the State of California, the situs of the trust shall be in said State, and the provisions of this declaration shall be construed, and this trust governed and administered in accordance with the laws of said State.

24. The trustees hereby accept the trust created by this agreement and acknowledge receipt of the property described in the Schedule of Property attached hereto as Exhibit "A" and agree to act as trustees, and to hold, manage, administer and distribute the trust property in accordance with the terms hereof.

Executed on May 1, 2004, in Indio, Riverside County, California.

ORIGINAL SIGNATURES ON FILE	
John W. Rose	Edward Kotkin
Brad Ramos	Terry Porter
Ray Elias	Ron Hare
Rick Diaz	
