

MINUTES OF THE SPECIAL MEETING OF THE
BOARD OF DIRECTORS OF THE
DOROTHY M. SAKAZAKI
ENVIRONMENTAL ENDOWMENT FUND

August 13, 2020

1. CONVENE THE SPECIAL MEETING OF THE DOROTHY M. SAKAZAKI
ENVIRONMENTAL ENDOWMENT FUND BOARD OF DIRECTORS

The Directors of the Dorothy M. Sakazaki Environmental Endowment Fund Nonprofit Public Benefit Corporation convened a duly noticed Special Meeting in a virtual meeting online via Zoom at:
https://us02web.zoom.us/meeting/register/tZcvdemqqzopGNO3qQFQ11w7BaQ QJ_zGEvYp, on August 13, 2020, at 6:35 p.m.

2. ROLL CALL OF BOARD MEMBERS

PRESENT: Directors Gregory T. Pyka, Brian A. Danley, and Elmer J. Schaal, Secretary David P. Maggi and President Stanley R. Caldwell

ABSENT: None

ALSO PRESENT: Mt. View Sanitary District (MVSD): District Manager Lilia M. Corona, Secretary Stephanie L. Seregin, Administrative Services Manager Denise D. Gray, District Engineer Chris Elliott, and District Legal Counsel J. Daniel Adams

PUBLIC: Lorna Thomson

3. PUBLIC COMMENT

None

4. CONSENT CALENDAR

- A. RECEIVE THE MINUTES OF THE APRIL 11, 2019 AD HOC COMMITTEE MEETING
- B. APPROVE THE MINUTES OF THE DECEMBER 12, 2019, SPECIAL MEETING OF THE BOARD OF DIRECTORS OF THE DOROTHY M. SAKAZAKI ENVIRONMENTAL ENDOWMENT FUND

It was moved by Director Schaal, seconded by Director Danley, to adopt a motion approving Consent Calendar Agenda Items 4A through 4B.

Motion carried by the following vote:

AYES:	Directors Gregory T. Pyka, Brian A. Danley, and Elmer J. Schaal, Secretary David P. Maggi and President Stanley R. Caldwell
NOES:	None
ABSENT:	None
ABSTAIN:	None

5. NEW BUSINESS

A. DOROTHY M. SAKAZAKI ENVIRONMENTAL ENDOWMENT FUND AUDIT REPORT

1. REPORT FROM STAFF

MVSD District Manager Lilia M. Corona reported the Dorothy M. Sakazaki Environmental Endowment Fund (DMSEEF) annual meeting was not held on the second Thursday of April 2020, due to the inception of COVID-19 social distancing restrictions. The DMSEEF Audit Committee did not meet for the same reason.

MVSD District Manager reported the DMSEEF Financial Statements for the Years Ended December 31, 2018, and 2019 were completed by the Cropper Accountancy Corporation on March 24, 2020. The Auditor finds that the financial statements present fairly, in all material respects, the financial position of the Dorothy M. Sakazaki Environmental Endowment Fund. The financial statements reflect all new receipts into the fund, and the payments made to reimburse Mt. View Sanitary District for expenditures made in support of the Peyton Slough Hydraulic Relief Project.

2. COMMENT AND PROVIDE DIRECTION AS MAY BE REQUIRED

There was no direction provided.

3. CONSIDER ADOPTION OF A MOTION ACCEPTING THE FINANCIAL STATEMENTS FOR YEARS ENDING DECEMBER 31, 2018 AND 2019

It was moved by Director Pyka, seconded by Director Schaal, to adopt a motion accepting the financial statements for years ending December 31, 2018, and 2019.

Motion carried by the following vote:

AYES:	Directors Gregory T. Pyka, Brian A. Danley, and Elmer J. Schaal, Secretary David P. Maggi and President Stanley R. Caldwell
NOES:	None
ABSENT:	None
ABSTAIN:	None

MVSD District Manager Corona requested the Board take New Business Item 5D out of turn. The Board agreed and proceeded to Item 5D.

D. REIMBURSEMENT OF COSTS CARRIED BY MT. VIEW SANITARY DISTRICT

1. REPORT FROM STAFF

MVSD District Manager Lilia Corona reported that on January 12, 2012, the Mt. View Sanitary District Board of Directors met and formed the Dorothy M. Sakazaki Environmental Endowment Fund (DMSEEF) to operate as an entity for the receipt and disbursement of funds supporting the Mt. View Sanitary District's environmental programs.

The District is now requesting reimbursement of costs carried by the District.

Ms. Corona provided the Board with background relating to the request for reimbursement for the expenses incurred for completion of the Peyton Slough Hydraulic Relief Project. Ms. Corona had staff prepare Mt. View Sanitary District Invoice No. 453 for \$30,056.96. Ms. Corona recommended the Board adopt Resolution No. 030-2020 authorizing payment to Mt. View Sanitary District (MVSD) for all expenses incurred in support of the Peyton Slough Hydraulic Relief Project Supplemental Environmental Project (SEP) for the period July 1, 2019, through June 30, 2020.

2. ADOPT RESOLUTION NO. 030-2020 AUTHORIZING PAYMENT TO MT. VIEW SANITARY DISTRICT (MVSD) FOR ALL EXPENSES INCURRED IN SUPPORT OF

THE PEYTON SLOUGH HYDRAULIC RELIEF PROJECT SUPPLEMENTAL ENVIRONMENTAL PROJECT (SEP) FOR THE PERIOD JULY 1, 2019, THROUGH JUNE 30, 2020

It was moved by Director Schaal, seconded by Director Pyka, to adopt Resolution No. 030-2020 authorizing payment to Mt. View Sanitary District (MVSD) for all expenses incurred in support of the Peyton Slough Hydraulic Relief Project Supplemental Environmental Project (SEP) for the period July 1, 2019, through June 30, 2020.

Motion carried by the following vote:

AYES: Directors Gregory T. Pyka, Brian A. Danley, and Elmer J. Schaal, Secretary David P. Maggi and President Stanley R. Caldwell
NOES: None
ABSENT: None
ABSTAIN: None

MVSD District Manager Lilia Corona provided the Board with background relating to the request for reimbursement for MVSD's payment of the Administrative Civil Liability (ACL) Complaint No. R2-2009-0027 and Settlement No. R2-2009-0066. She confirmed that the District had previously deposited the penalty funds with DMSEEF where they had earned interest. Ms. Corona had staff prepare Mt. View Sanitary District Invoice No. 489 for \$135,321.56 for the reimbursement of the ACL penalty payment. Ms. Corona recommended the Board adopt Resolution No. 031-2020 authorizing payment to Mt. View Sanitary District (MVSD) for MVSD's payment of the Administrative Civil Liability (ACL) Complaint No. R2-2009-0027 and Settlement No. R2-2009-0066

3. ADOPT RESOLUTION NO. 031-2020 AUTHORIZING PAYMENT TO MT. VIEW SANITARY DISTRICT (MVSD) FOR REIMBURSEMENT OF MVSD'S PAYMENT OF THE ADMINISTRATIVE CIVIL LIABILITY (ACL) COMPLAINT NO. R2-2009-0027 AND SETTLEMENT NO. R2-2009-0066

It was moved by President Caldwell, seconded by Director Danley, to adopt Resolution No. 031-2020 authorizing payment to Mt. View Sanitary District (MVSD) for reimbursement of MVSD's payment of the Administrative Civil Liability (ACL) Complaint No. R2-2009-0027 and Settlement No. R2-2009-0066.

Motion carried by the following vote:

AYES: Directors Gregory T. Pyka, Brian A. Danley, and Elmer J. Schaal, Secretary David P. Maggi and President Stanley R. Caldwell
NOES: None
ABSENT: None
ABSTAIN: None

The MVSD District Manager Lilia Corona provided the Board with background relating to the reimbursement request for the May 2019 Moorhen Marsh Grand Opening expenses. Ms. Corona had staff prepare Invoice No. 490 for the Moorhen Marsh Grand Opening Celebration expenses in the amount of \$17,772.94, for reimbursement of the Event expenditures. Ms. Corona recommended the Board adopt Resolution No. 032-2020 authorizing payment to Mt. View Sanitary District (MVSD) for the Moorhen Marsh Grand Opening expenses.

4. ADOPT RESOLUTION NO. 032-2020 AUTHORIZING PAYMENT TO MT. VIEW SANITARY DISTRICT (MVSD) FOR REIMBURSEMENT OF MAY 2019 MOORHEN MARSH GRAND OPENING EXPENSES

It was moved by Director Pyka, seconded by Director Danley, to adopt Resolution No. 032-2020 authorizing payment to Mt. View Sanitary District (MVSD) for reimbursement of May 2019 Moorhen Marsh Grand Opening expenses.

Motion carried by the following vote:

AYES: Directors Gregory T. Pyka, Brian A. Danley, and Elmer J. Schaal, Secretary David P. Maggi and President Stanley R. Caldwell
NOES: None
ABSENT: None
ABSTAIN: None

MVSD District Manager Corona provided the Board with background relating to the expenses incurred for the Wetlands Field Trip(WFT) program and workshops. Ms. Corona requested staff prepare Invoice No. 491 for the reimbursement of WFT expenses for \$7,092.52. Ms. Corona recommended the Board adopt Resolution No. 033-2020 authorizing payment to Mt. View Sanitary District (MVSD) for reimbursement of expenses incurred for the Wetlands Field Trip Program and Workshops.

5. ADOPT RESOLUTION NO. 033-2020 AUTHORIZING PAYMENT TO MT. VIEW SANITARY DISTRICT (MVSD) FOR REIMBURSEMENT OF EXPENSES INCURRED FOR THE WETLANDS FIELD TRIP PROGRAM AND WORKSHOPS

It was moved by Director Schaal, seconded by Director Pyka, to adopt Resolution No. 033-2020 authorizing payment to Mt. View Sanitary District for reimbursement of expenses incurred for the Wetlands Field Trip Program and Workshops.

Motion carried by the following vote:

AYES: Directors Gregory T. Pyka, Brian A. Danley, and Elmer J. Schaal, Secretary David P. Maggi and President Stanley R. Caldwell
NOES: None
ABSENT: None
ABSTAIN: None

MVSD District Manager Corona provided the Board with background relating to the request for reimbursement of expenses incurred for McNabney Marsh Nesting Raft Maintenance. Ms. Corona requested staff prepare Invoice No. 492 for the reimbursement of nesting raft maintenance expenses for \$1,811.31. Ms. Corona recommended the Board adopt Resolution No. 034-2020 authorizing payment to Mt. View Sanitary District (MVSD) for reimbursement of expenses incurred for McNabney Marsh Nesting Raft Maintenance.

6. ADOPT RESOLUTION NO. 034-2020 AUTHORIZING PAYMENT TO MT. VIEW SANITARY DISTRICT (MVSD) FOR REIMBURSEMENT OF EXPENSES INCURRED FOR M McNABNEY MARSH NESTING RAFT MAINTENANCE

It was moved by Director Schaal, seconded by Director Danley, to adopt Resolution No. 034-2020 authorizing payment to Mt. View Sanitary District for reimbursement of expenses incurred for the McNabney Marsh Nesting Raft Maintenance.

Motion carried by the following vote:

AYES: Directors Gregory T. Pyka, Brian A. Danley, and Elmer J. Schaal, Secretary David P. Maggi and President Stanley R. Caldwell
NOES: None
ABSENT: None

ABSTAIN: None

The Board returned to the published Agenda at Item 5B.

B. DOROTHY M. SAKAZAKI ENVIRONMENTAL ENDOWMENT FUND (DMSEEF) –
CONFLICT OF INTEREST POLICY PERIODIC REVIEW

1. RECEIVE REPORT FROM STAFF AND CONDUCT THE REQUIRED PERIODIC
REVIEW OF THE ATTACHED CONFLICT OF INTEREST POLICY.

MVSD District Legal Counsel Adams reported that in order for the (DMSEEF) fund to maintain its 501(c)(3) exception a conflict of interest policy must be adopted. This policy was adopted at the September 13, 2012 Board Meeting.

The policy states each director, principal officer, and member of a committee with governing board delegated powers shall annually sign a statement which affirms such person:

- a. Has received a copy of the conflicts of interest policy,
- b. Has read and understands the policy,
- c. Has agreed to comply with the policy, and
- d. Understands the Organization is charitable and in order to maintain its federal tax exemption it must engage primarily in activities which accomplish one or more of its tax-exempt purposes."

MVSD District Legal Counsel Adams stated the Board of Directors has received the report of the DMSEEF's 2018 and 2019 Fiscal Year activities under Agenda Item 5A at this meeting. Upon receipt of the report, it can be confirmed that the DMSEEF is operating in a manner consistent with its charitable purposes and does not engage in activities that could jeopardize its tax-exempt status. It is thereby recommended that the Board, having completed the review, adopt the following motions:

2. ADOPT A MOTION FINDING AS FOLLOWS:

- a. BASED UPON THE FACT THAT DIRECTORS AND STAFF DONATE THEIR TIME WITHOUT ANY COMPENSATION, CURRENT COMPENSATION ARRANGEMENTS AND BENEFITS ARE REASONABLE; AND
 - a. CURRENT OPERATIONS CONFORM TO THE ORGANIZATION'S WRITTEN POLICIES, ARE PROPERLY RECORDED, REFLECT REASONABLE INVESTMENT OR PAYMENTS FOR GOODS AND SERVICES, FURTHER CHARITABLE PURPOSES AND DO NOT RESULT IN INUREMENT, IMPERMISSIBLE PRIVATE BENEFIT OR IN AN EXCESS BENEFIT TRANSACTION.
3. ARRANGE WITH THE BOARD SECRETARY TO EXECUTE THE ANNUAL STATEMENT.

It is further requested that each Director arranges with the MVSD Board Secretary to execute the original Conflict of Interest Policy "Annual Statement" a copy of which is included in the meeting materials.

It was moved by President Caldwell, seconded by Director Pyka, to adopt a motion finding that based upon the fact that Directors and Staff donate their time without any compensation, current compensation arrangements and benefits are reasonable; and current operations conform to the Organization's written policies, are properly recorded, reflect reasonable investment or payments for goods and services, further charitable purposes and do not result in inurement, impermissible private benefit or in an excess benefit transaction.

Motion carried by the following vote:

AYES:	Directors Danley, Schaal and Pyka, Secretary Maggi and President Caldwell
NOES:	None
ABSENT:	None
ABSTAIN:	None

C. BRANDING UPDATE

1. REPORT FROM STAFF

District Legal Counsel reported that at the December 12, 2019, Special Board Meeting the Board received a report from Legal Counsel of the successful application of the DMSEEF to conduct business under the fictitious name Mt

Diablo Wetlands Fund. The application being successful, DMSEEF was now authorized to conduct business as the Mt Diablo Wetlands Fund.

One of the recommendations of the branding effort was to "trademark" the dba "Mt Diablo Wetlands Fund" and District Legal Counsel was asked to research and follow up on this task. After researching the name, District Legal Counsel determined that no one has applied for or is using this or any similar name. In the course of Counsels' research, it was discovered that the cost to go forward with trademarking the name will be at least \$500 in application fees and that the trademark must be renewed every ten years at a similar expense.

2. PROVIDE DIRECTION

The Board requested District Legal Counsel do additional trademark research and report back to the Board.

6. COMMUNICATIONS

None

7. FUTURE BOARD ITEMS

A. REQUESTS AND DIRECTIVES FOR FUTURE MEETINGS

None

8. ADJOURN TO THE RESUMED MT. VIEW SANITARY DISTRICT REGULAR BOARD MEETING

At 7:16 p.m., President Caldwell adjourned the meeting to return to the MVSD Regular Board Meeting.



David P. Maggi, Secretary