

MINUTES OF THE ANNUAL MEETING OF THE  
BOARD OF DIRECTORS OF THE  
DOROTHY M. SAKAZAKI  
ENVIRONMENTAL ENDOWMENT FUND  
May 11, 2023

1. CONVENE THE ANNUAL 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 Annual Meeting at its regular place of meeting at the Mt. View Sanitary District Board Room, 3800 Arthur Road, Martinez, County of Contra Costa, State of California, on May 11, 2023, at 8:05 p.m.

2. ROLL CALL OF DIRECTORS

PRESENT: Directors Brian A. Danley, Julia R. Halsne, Gregory T. Pyka, and Secretary David P. Maggi

ABSENT: None

ALSO PRESENT: Mt. View Sanitary District (MVSD): STAFF – General Manager Lilia M. Corona, Deputy General Manager Stacey Ambrose, District Engineer Chris D. Elliott, CFO/Administrative Services Manager Denise D. Gray, Board Secretary Stephanie L. Seregin, and District Legal Counsel J. Daniel Adams

PUBLIC: None

3. PUBLIC COMMENT

None

4. CONSENT CALENDAR

A. APPROVE THE MINUTES OF THE AUGUST 18, 2022, SPECIAL MEETING OF THE BOARD OF DIRECTORS OF THE DOROTHY M. SAKAZAKI ENVIRONMENTAL ENDOWMENT FUND

It was moved by Director Danley, seconded by Director Pyka, to approve the Minutes of the August 18, 2022, Special Meeting of the Board of Directors of the Dorothy M. Sakazaki Environmental Endowment Fund.

Motion carried by the following vote:

AYES:	Directors Danley, Halsne, and Pyka, and Secretary Maggi
NOES:	None
ABSENT:	None
ABSTAIN:	None

5. NEW BUSINESS

**A. DOROTHY M. SAKAZAKI ENVIRONMENTAL ENDOWMENT FUND ANNUAL REPORT**

1. REPORT FROM STAFF

MVSD General Manager Corona reported.

2. COMMENT AND PROVIDE DIRECTION AS MAY BE REQUIRED

General Manager Corona and District Legal Counsel Adams responded to questions from the Board.

3. CONSIDER ADOPTION OF A MOTION ACCEPTING THE ANNUAL REPORT FOR YEAR ENDING DECEMBER 31, 2022

It was moved by Director Danley, seconded by Director Pyka, to adopt a motion accepting the Annual Report for the year ending December 31, 2022

Motion carried by the following vote:

AYES:	Directors Danley, Halsne, and Pyka, and Secretary Maggi
NOES:	None
ABSENT:	None
ABSTAIN:	None

**B. APPOINT BOARD PRESIDENT & SECRETARY OF THE DOROTHY M. SAKAZAKI ENVIRONMENTAL ENDOWMENT FUND**

1. RECEIVE REPORT FROM STAFF

MVSD General Manager Corona reported.

2. NOMINATE AND ELECT THE BOARD PRESIDENT (CONDUCTED BY SECRETARY MAGGI)

a. SOLICIT NOMINATION(S)

Secretary Maggi nominated Director Halsne as President of the Dorothy M. Sakazaki Environmental Endowment Fund Board of Directors.

b. CONDUCT ELECTION OR REQUEST MOTION APPOINTING THE NOMINEE AS PRESIDENT

By consensus, the Board appointed Director Halsne as President of the Dorothy M. Sakazaki Environmental Endowment Fund.

3. NOMINATE AND ELECT THE BOARD SECRETARY (CONDUCTED BY THE NEWLY ELECTED BOARD PRESIDENT)

a. SOLICIT NOMINATION(S)

Director Danley nominated Director Maggi as Secretary of the Dorothy M. Sakazaki Environmental Endowment Fund Board of Directors.

b. CONDUCT ELECTION OR REQUEST MOTION APPOINTING THE NOMINEE AS PRESIDENT

By consensus, the Board appointed Director Maggi as Secretary of the Dorothy M. Sakazaki Environmental Endowment Fund.

MVSD CFO/Administrative Services Manager Denise D. Gray reported that a new bank signature card would require signatures from President Halsne and Secretary Maggi.

**C. 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.

District Legal Counsel Adams reported.

2. CONSIDER ADOPTION OF 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
  - b. 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.

It was moved by Director Danley, seconded by Director Pyka, 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, and Pyka, Secretary Maggi, and President Halsne
NOES:	None
ABSENT:	None
ABSTAIN:	None

3. ARRANGE WITH THE BOARD SECRETARY TO EXECUTE THE ANNUAL STATEMENT.

MVSD District Secretary Seregin advised the Board the annual statement would be available for signature at the end of the meeting.

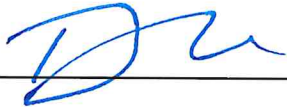
6. FUTURE BOARD ITEMS

A. REQUESTS AND DIRECTIVES FOR FUTURE MEETINGS

The Board inquired if DMS EEF funds could be utilized for updating the McNabney Marsh Viewing Platform and its Panels. MVSD General Manager Corona advised she will look into our options and report back at our next DMS EEF meeting.

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

At 8:28 p.m. President Halsne adjourned the meeting to return to the MVSD Regular Board Meeting.



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David P. Maggi, Secretary