

Minutes of a Regular Meeting¹
of
The Natomas Basin Conservancy

October 7, 2020

Offices of the Natomas Basin Conservancy
(Meeting held via Zoom)
5:30 p.m.

BOARD MEMBERS

PRESENT:

= attended

= did not attend

- Chandra Chilmakuri
- David Christophel
- Steve Cohn
- Michael Johnston
- Nancy Johnston
- Chris Norem
- John Shirey
- Gabrielle Stadem
- Paul Squires

**STAFF/LEGAL
COUNSEL/IT
CONSULTANT
PRESENT:**

John Roberts, Kim Burns, Jennifer Skupic and Sierra Paul; Ed Quinn and Isabel Safie Best Best & Krieger; Spencer Rees, iGuys Consulting

GUESTS:

Nick Avdis, Cheryle Hodge, Debra Jones, and Bob Shattuck.

EXECUTIVE SESSION

Executive Session was held for real estate. Nothing was reported out.

CALL TO ORDER

Shirey called the Regular Meeting of the Board of Directors to order at 5:30 pm, noting a quorum was present. Introduction of new Sutter County Board members.

Shirey made the following committee assignments for new Board members: Chris Norem and Paul Squires on Finance Committee, Nancy Johnston on Compensation and Governance Committee and Gabrielle Stadem on Audit Committee.

PUBLIC COMMENTS

Shirey called for public comments. None were heard.

¹ Notice of meeting posted on TNBC website.

APPROVAL OF MINUTES AND CONSENT ITEMS

Shirey requested a motion to approve the August 5, 2020 Board of Directors meeting minutes and the consent agenda items.

	<p>Approval of the minutes</p>	<p>The Board Chair will request approval of the minutes of the Board of Directors meeting of October 7, 2020.</p>
	<p>Conservancy non-rice farming properties; native grass project</p>	<p>The Alleghany and Cummings tracts continue to be difficult to farm. In consultation with the grower, staff created a plan this summer to clean up the properties with field work and eventually plant them to native grass. The grower continues to follow the plan to get the properties in better condition for planting to native grass in the future. In order to continue making progress on these fields, this item requests an additional budget of \$10,000. Previously, the Board approved \$25,000 for this project. The new project total is \$35,000.</p>
	<p>SAFCA non-rice farming properties; native grass project</p>	<p>The Sharma-AKT and Hewitt properties continue to be difficult to farm. In consultation with the grower, staff created a plan this summer to clean up the properties with field work and eventually plant them to native grass. The grower continues to follow the plan to get the properties in better condition for planting to native grass in the future. In order to continue making progress on these fields, this item requests an additional budget of \$15,000. Previously, the Board approved \$25,000 for this project. The new project total is \$40,000.</p>
	<p>Reclamation District 1000 Board of Directors election</p>	<p>This item requests authorization for the Executive Director to cast votes in the Conservancy's interest in the election of Directors at the Reclamation District 1000. Election is scheduled for November 3, 2020.</p>

Christophel noted that the native grass project sounded like a good idea and suggested that the Conservancy may want to seek grant funding for research on the Swainson's hawk foraging properties.

(Res.20.10.01) On a motion by Cohn and a second by Chilmakuri, the Board unanimously approved the following Consent Agenda items: August 5, 2020 Board meeting minutes, Conservancy non-rice farming properties; native grass project, SAFCA non-rice farming properties; native grass project and Reclamation District 1000 Board of Directors election. Roll call:

Board members

- | | |
|--|--|
| <input checked="" type="checkbox"/> Chandra Chilmakuri | <input checked="" type="checkbox"/> Chris Norem |
| <input checked="" type="checkbox"/> David Christophel | <input checked="" type="checkbox"/> John Shirey |
| <input checked="" type="checkbox"/> Steve Cohn | <input checked="" type="checkbox"/> Gabrielle Stadem |
| <input checked="" type="checkbox"/> Michael Johnston | <input checked="" type="checkbox"/> Paul Squires |
| <input checked="" type="checkbox"/> Nancy Johnston | |

Vote symbols

- = "aye" vote
 = "no" vote
 = not present
◆ = abstain or recuse

ACTION

Audit and tax services request for proposals. The December 31, 2019 financial statement audit, reported at the June Board meeting, concluded the current contract between the Conservancy and Gilbert CPAs. Last month, a Board-approved Request for Proposals (RFP) was sent to 10 qualified accounting firms as well as having been posted to the Conservancy's website. The RFP was designed to solicit responses for audit and tax services for fiscal years 2020 through 2022 with two one-year options to renew. Three responses were received. The Audit Committee recommended that Gilbert CPAs be awarded the contract for audit and tax services for 2020-2022 plus the option of two one-year optional extensions.

(Res.20.10.02) On a motion by Christophel and a second by M. Johnston, the Board unanimously approved Gilbert CPA's be awarded the contract for audit and tax services for 2020-2022 plus two one-year optional extensions. Roll call:

Board members

- | | |
|--|--|
| <input checked="" type="checkbox"/> Chandra Chilmakuri | <input checked="" type="checkbox"/> Chris Norem |
| <input checked="" type="checkbox"/> David Christophel | <input checked="" type="checkbox"/> John Shirey |
| <input type="checkbox"/> Steve Cohn | <input checked="" type="checkbox"/> Gabrielle Stadem |
| <input checked="" type="checkbox"/> Michael Johnston | <input checked="" type="checkbox"/> Paul Squires |
| <input checked="" type="checkbox"/> Nancy Johnston | |

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Habitat land maintenance request for proposals. The existing habitat land maintenance contract between the Conservancy and Sopwith Farms ends on December 31, 2020. The Conservancy has engaged various contractors over the years to conduct property maintenance work on managed marsh complexes. This work consists largely of cleaning out water control structures, controlling non-native and/or noxious aquatic vegetation and keeping access open to marsh complexes for biological monitoring personnel and other contractors as necessary. Other responsibilities include disposal or removal of dead and predatory animals, water management and certain groundwater well maintenance activities.

With the Board's agreement, a RFP was circulated last month. A total of 12 firms were invited to respond. The RFP was also posted to the Conservancy's website. The Conservancy-prepared RFP was designed to solicit responses from qualified contractors to conduct land maintenance work for calendar years 2021-2023 with two one-year options to renew. Staff presented the results of the responses and recommended HRS for the Fisherman's Lake Reserve area and Triangle Properties for the North and Central Basin Reserve Areas. Should HRS not agree to the Fisherman's Lake Reserve Area engagement alone, the entire three Reserve Area segments would be awarded to Triangle. This item also requested the Board approve for the Executive Director to execute and deliver an agreement with the Board's approved RFP respondent for calendar years 2021-2023 with two one-year extensions.

(Res.20.10.03) On a motion by M. Johnston and a second by Squires, the Board unanimously approved HRS for the Fisherman’s Lake Reserve Area and Triangle Properties for the North and Central Basin reserve areas. At the Executive Director’s option, the entire contract could be awarded to Triangle should HRS not agree to doing Fisherman’s Lake Reserve Area alone. This also allows for the Executive Director to execute and deliver an agreement with the Board’s approved RFP respondent for calendar years 2021-2023 with the option of two one-year extensions. Roll call:

Board members

- Chandra Chilmakuri
- David Christophel
- Steve Cohn
- Michael Johnston
- Nancy Johnston

- Chris Norem
- John Shirey
- Gabrielle Stadem
- Paul Squires

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DISCUSSION

City of Sacramento report. Cheryle Hodge with the City of Sacramento had nothing to report but was available for questions.

Financial statement review. Burns presented unaudited August 31, 2020 financial statements. Additional information was provided.

Draft 2021 budget. Staff reviewed with the Board the draft 2021 budget. The submitted draft was for familiarization purposes and was reviewed by the Board. The final 2021 proposed budget will be included with the NBHCP Finance Model update and presented for approval to the Board at its December 2, 2020 regular meeting.

Meeting with legal counsel on Board and staff rights and responsibilities. For many years, the Board has periodically entertained briefings with respect to Board members’ responsibilities and obligations, including duty of care, duty of loyalty and a discussion of the business judgment rule among others. Attorney Isabel Safie of Best, Best & Krieger provided Board members with a brief overview and responded to questions. (The last such Board briefing was in August 2018.)

Executive Director’s Report. Various matters for Board members’ general information were presented by the Conservancy’s Executive Director.

ADJOURNMENT

Official adjournment of the meeting.

(Res.20.10.04) On a motion by M. Johnston and a second by Chilmakuri the Board unanimously voted to adjourn the meeting at 7:28 pm.

Board members

- Chandra Chilmakuri
- David Christophel
- Steve Cohn
- Michael Johnston
- Nancy Johnston

- Chris Norem
- John Shirey
- Gabrielle Stadem
- Paul Squires

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ATTEST:

Chandra Chilmakuri, Secretary

Date