

**Minutes of Regular Meeting
of
The Natomas Basin Conservancy**

February 1, 2023

Offices of the Natomas Basin Conservancy
(Meeting held virtually)

5:00 p.m.

Notice of meeting posted on Conservancy website.

Call to Order. Shirey called the regular meeting to order at 5:49 p.m., noting a quorum was present. Shirey announced a change in the agenda, whereby the endowment funds investment manager, would be moved to immediately after the consent items.

Board Members Present: Melinda Bradbury, Chandra Chilmakuri, David Christophel, Steve Cohn, Michael Johnston, John Shirey and Gabrielle Stadem.

Board Members Absent: Chris Norem.

Staff Present: John Roberts, Kim Burns, Jennifer Skupic, Yvonne Melkonian, Barbara Barrows, and Spencer Rees, IT consultant.

Legal Counsel Present: Ethan Walsh and Laura Fowler

Public Comments. Shirey called for public comments. None were heard. Announcements: 1.) the Executive Director reminded Board members of the annual filing of Form 700, 2.) legal counsel Walsh apprised the Board of the California Governor's upcoming ruling that repeals the Covid-19 emergency order, which will require the Board to resume in-person meetings as of the April 5, 2023 scheduled meeting, and 3.) the Chief Financial Officer informed the Board there was a clerical error in the agenda items as follows: Action Item: Amending the Employment Agreement between the Conservancy and its Executive Director and Executive Director Compensation, and Action Item: "Just and Reasonable" determinations for the Executive Director and Chief Financial Officer was labeled as Action by Consent; the correct label should be Action.

CONSENT ITEM: Approval of the Minutes. Bradbury requested this item be pulled for review with regards to the 2023 NBHCP Finance Model's rolling average provision and inclusion of the budget for managed marsh construction. Shirey asked Bradbury to work with Conservancy staff to develop amended minutes. Shirey directed that approval of the December 7, 2022 Regular Session minutes be deferred to the Board's April 5, 2023 Regular Meeting.

CONSENT ITEM: Authorization to amend signature cards and related financial institution authorizations. The Board was asked to authorize the Conservancy's Board Officers and the Executive Director, acting as Assistant Secretary to sign signature cards and related authorizing documents for the Conservancy's banking services and financial institution vendors. This agenda item also requested authorization to open accounts at River City Bank, Fidelity Investments, and Westamerica Bank, as may be needed, and closing accounts at Wells Fargo Bank and Wells Fargo Investments.

Request: Authorize updates to signature cards for officers and authorize the opening of accounts at River City Bank, Fidelity Investments, and Westamerica Bank, and closing accounts at Wells Fargo Bank and Wells Fargo Investments.

Action: Moved/Seconded: Cohn/Bradbury

Yes: Melinda Bradbury, Chandra Chilmakuri, David Christophel, Steve Cohn, Michael Johnston, John Shirey, and Gabrielle Stadem

Passed: Resolution No. RS 23.02.01

CONSENT ITEM: Barn Repairs. Conservancy Staff requests ratification for expenditure of \$43,387.00 for repairs to the large barn on the Silva tract, which suffered extensive damage from high winds during recent storms.

Request: The Board ratify the expenditures for barn repairs.

Action: Moved/Seconded: Cohn/Bradbury

Yes: Melinda Bradbury, Chandra Chilmakuri, David Christophel, Steve Cohn, Michael Johnston, John Shirey, and Gabrielle Stadem

Passed: Resolution No. RS 23.02.02

ACTION ITEM: Amending the Employment Agreement between the Conservancy and its Executive Director and Executive Director Compensation. The Compensation and Governance Committee made its recommendation to the Board of Directors with regard to the Executive Director's Employment Agreement extension and recommended that the Agreement be extended to March 15, 2026. The Committee further recommended that the compensation remain unchanged.

Request: This item asks the Board to authorize the Board Chair, Vice Chair, or Secretary to execute and deliver an amendment to the current Employment Agreement between the Conservancy and its Executive Director, which would extend the term of the agreement through March 15, 2026.

Action: Moved/Seconded: Chilmakuri/Cohn

Yes: Melinda Bradbury, Chandra Chilmakuri, David Christophel, Steve Cohn, Michael Johnston, John Shirey, and Gabrielle Stadem

Passed: Resolution No. RS 23.02.03

ACTION ITEM: "Just and Reasonable" determinations for the Executive Director and Chief Financial Officer. The Compensation and Governance Committee reported to the Board that it was satisfied that the "Just and Reasonable" test has been met for the Executive Director and Chief Financial Officer and recommended that the Board make a declaration to that effect.

Request: The Board is asked to make a declaration that the "Just and Reasonable" test has been met for compensation for the Conservancy's Executive Director and Chief Financial Officer.

Action: Moved/Seconded: Chilmakuri/Cohn

Yes: Melinda Bradbury, Chandra Chilmakuri, David Christophel, Steve Cohn, Michael Johnston, John Shirey, and Gabrielle Stadem

Passed: Resolution No. RS 23.02.04

DISCUSSION ITEM: City of Sacramento's Report. Cheryle Hodge from the City of Sacramento shared that the 2023 HCP mitigation fee resolution would be presented to the City of Sacramento's City Council at its February meeting. Hodge also stated that the City is currently working on its annual report and would be submitting that to the Conservancy ahead of the April 14, 2023 requested deadline. Hodge also shared that the City is working on information regarding MAPPOA. Bradbury requested that City share a map of graded areas and Hodge assured that this information was always included in the City's annual report which is publicly available.

DISCUSSION ITEM: Sutter County's Report. None heard.

DISCUSSION ITEM: Financial Statement Review. Burns reviewed the unaudited financial statement for the period ending December 31, 2022 and shared the scheduled dates for the audit with the Board.

DISCUSSION ITEM: Conservancy endowment funds investment advisor. Phil Burger, of T. Rowe Price, met with the Board for the purpose of providing the Board with a report on the Conservancy's endowment funds accounts for the year ended December 31, 2022.

DISCUSSION ITEM: Executive Director's Report. The Conservancy's Executive Director presented various matters for Board members' general information. Bradbury inquired if the Technical Advisory Committee would be consulted on the planned revised SSMPs in process. Roberts replied in the affirmative.

ADJOURNMENT: Official adjournment of the Regular Meeting of the Board of Directors.

Request: Meeting adjournment at 7:30 p.m.

Action: Moved/Seconded: Christophel/Bradbury

Yes: Melinda Bradbury, Chandra Chilmakuri, David Christophel, Steve Cohn, Michael Johnston, John Shirey, and Gabrielle Stadem.

Passed: Resolution No. RS 23.02.05

Attest:

Steven Cohn, Secretary

Date