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

April 2, 2025

Offices of the Natomas Basin Conservancy
(Meeting was held in person)
4:00 p.m.
Notice of meeting posted on Conservancy website.

## Regular Meeting of the Board of Directors

**Board Members Present:** Melinda Bradbury, Chandra Chilmakuri, Steven Cohn, Matthew DiGiacomo, Patrick Huber, Michael Johnston, Doug Libby, Sean Minard, Gabrielle Stadem, and Ethan Valburg.

**Staff Present:** John Roberts, Kimberli Burns, Eric Dubovik, Yvonne Melkonian, Paulina Lu, Celeste Ingvaldsen, and Spencer Rees, IT consultant.

**Legal Counsel Present:** Ethan Walsh.

**Guests Present:** Lewis Hampton, Neal Hay, George Soares, Greg Webber, and Mark Young

**1. Call to Order.** Chilmakuri called the regular meeting to order at 4:04 p.m., noting a quorum was present. Roberts requested the Board move the agenda item with guest presenter George Soares after the consent calendar items. Roberts reminded the Board to submit a Form 700 for 2025.

**2. Public Comments.** Chilmakuri called for public comments. None were heard.

## Consent Calendar

*All items listed under the Consent Calendar, including minutes, are considered and acted upon by one Motion. Any Board member may request an item be removed for separate consideration.*

**Request:** Approval of the Consent Calendar in one motion, including Items #3, Approval of the minutes and #5, Land Dedication Checklist.

**Action:** Moved/Seconded: Johnston/Libby

**Yes:** Melinda Bradbury, Chandra Chilmakuri, Steven Cohn, Matthew DiGiacomo, Patrick Huber, Michael Johnston, Doug Libby, Sean Minard, and Ethan Valburg.

**Absent:** Gabrielle Stadem

**3. Approval of the minutes. Action:** Passed **Resolution No. RS 25.04.01.** February 5, 2025 Board of Directors Regular Meeting minutes were presented to the Board.

**4. Document Retention and Destruction Policy.** The Conservancy's Document Retention and Destruction Policy was last updated and approved by the Board of Directors on December 7, 2022. This policy was presented to the Compensation & Governance Committee for review and recommendation to the Board with minor changes.

**Request:** Board approval for the Document Retention and Destruction Policy.

Removed by Bradbury.

**Action:** Moved/Seconded: Bradbury/Johnston

**Yes:** Melinda Bradbury, Chandra Chilmakuri, Steven Cohn, Matthew DiGiacomo, Patrick Huber, Michael Johnston, Doug Libby, Sean Minard, and Ethan Valburg.

**Absent:** Gabrielle Stadem

**Passed: Resolution No. AM 25.04.02.**

**5. Land Dedication Checklist. Action:** Passed **Resolution No. RS 25.04.03.** The Conservancy's Land Dedication Checklist (Checklist) was last updated and approved by the Board of Directors on June 5, 2024. The Checklist was presented to the Compensation & Governance Committee for review and recommendation to the Board with minor changes.

**6. "Just and reasonable" determinations for the Executive Director and Chief Financial Officer.** The Board declared that the "just and reasonable" test had been met for the Chief Financial Officer, including a 5% increase in salary, as recommended by the Compensation and Governance Committee. No changes were recommended for the Executive Director due to the terms of an employment agreement between the Conservancy and the Executive Director.

**Request:** Board declare that the "just and reasonable" test has been met for the Chief Financial Officer.

Removed by Bradbury.

**Action:** Moved/Seconded: Libby/DiGiacomo

**Yes:** Melinda Bradbury, Chandra Chilmakuri, Steven Cohn, Matthew DiGiacomo, Patrick Huber, Michael Johnston, Doug Libby, Sean Minard, and Ethan Valburg.

**Absent:** Gabrielle Stadem

**Passed: Resolution No. AM 25.04.04.**

## Action Items

**7. Accept the Conservancy's December 31, 2024 audited financial statements.** The Audit Committee met and reviewed the Conservancy's December 31, 2024 audited financial statements with the Conservancy's auditor, Gilbert CPAs (Gilbert). Gilbert issued a clean opinion on the Conservancy's December 31, 2024 audited financial statements.

**Request:** The Board accept the Conservancy's audited financial statements for the year ended December 31, 2024.

**Action:** Moved/Seconded: Johnston/Libby

**Yes:** Melinda Bradbury, Chandra Chilmakuri, Steven Cohn, Matthew DiGiacomo, Patrick Huber, Michael Johnston, Doug Libby, Sean Minard, and Ethan Valburg.

**Absent:** Gabrielle Stadem

**Passed: Resolution No. RS 25.04.05.**

**8. Beaver damage repairs.** At the Annual Meeting of the Corporation, the Board was made aware of extensive beaver damage on Frazer North and Lucich North tracts. Conservancy

management proposed to enter into a Service Agreement with Triangle Land Restoration (Triangle) to repair this damage.

**Request:** Board approve a Service Agreement with Triangle not to exceed $29,250.00 toward repairs on Frazer North and Lucich North tracts, and authorize and direct either the Executive Director, John Roberts, or the Chief Financial Officer, Kimberli Burns, to take all actions deemed necessary or appropriate to implement this action.

**Action:** Moved/Seconded: Johnston/Bradbury

**Yes:** Melinda Bradbury, Chandra Chilmakuri, Steven Cohn, Matthew DiGiacomo, Patrick Huber, Michael Johnston, Doug Libby, Sean Minard, and Ethan Valburg.

**Absent:** Gabrielle Stadem

**Passed: Resolution No. RS 25.04.06.**

Stadem arrived at 4:57 p.m.

**9. Proposed urban development, update.** The Board of Directors heard from representatives of the Environmental Council of Sacramento (ECOS) at its February 5, 2025 meeting. ECOS representatives urged the Conservancy to more aggressively assert with public officials, especially the County of Sacramento, the impact of proposed new development outside the "Permit Area" will have on the Conservancy's ability to implement the HCPs. The Board requested that staff prepare a response to submit to the County of Sacramento Board of Supervisors for review by the Board at this (April 2, 2025) meeting. The Board-requested draft response was shared with the Board.

Bradbury, Chilmakuri, and Huber commented on how the statement was factual. Bradbury questioned whether the letter was strong enough. Roberts responded by citing relevant references in the draft letter. Cohn favored sending the letter not only to the Sacramento County Board of Supervisrs, but also to a number of additional others he named. Chilmakuri requested Conservancy staff amend the draft statement to include language on the in-basin mitigation land acquisition requirement.

**Request:** Board approval to: 1.) to include language in the statement on in-basin mitigation, 2.) release a statement on the matter to ECOS, Sacramento Local Agency Formation Commission (LAFCo), the County of Sacramento Board of Supervisors, City of Sacramento City Council and the County of Sutter Board of Supervisors, and 3.) to authorize and direct either the Executive Director, John Roberts, or the Chief Financial Officer, Kimberli Burns, to take all actions deemed necessary or appropriate to implement this action.

**Action:** Moved/Seconded: Johnston/Libby

**Yes:** Melinda Bradbury, Chandra Chilmakuri, Steven Cohn, Matthew DiGiacomo, Patrick Huber, Michael Johnston, Doug Libby, Gabrielle Stadem, Sean Minard, and Ethan Valburg.

**Passed: Resolution No. RS 25.04.07.**

**10. Managed marsh construction bid approval.** Westervelt Ecological Services (WES) obtained bids on behalf of the Conservancy for the Bennett North and Nestor managed marsh construction projects and reviewed them with the Board. Conservancy staff recommended Board approval to accept the WES-recommended contractor based upon WES' receipt of and recommendation for the "best value" submittal. The 2025 Board-approved budget for this restoration & enhancement project is $3,031,800.00.

Minard questioned WES on how it would measure cubic yards of dirt movement. WES answered with measuring grade lines that match the design plans.

Roberts recommended to increase the contingency from 10% to 20% of the contract amount for associated and unforeseen circumstances. That given the low bid amount presented by the low bidder, there could be "worse case" situations, or, conversely, opportunities for project enhancement, that could be needed and/or helpful.

Cohn made a motion to accept Apex Environmental Engineering's bid proposal for $1,642,750.00 and to include a 20% contingency of the contract amount, bringing the total to $1,971,300.00.

Minard seconded the action with a stipulation that the earthwork moving for this project is a lump sum and to include an estimate on total cubic yards of dirt movement.

**Request:** 1.) Board approval to accept the recommended contractor, Apex Environmental Engineering, and its quote of $1,642,750.00 for the Bennett North and Nestor managed marsh construction projects, 2.) include a contingency of twenty percent (20%) of the contract amount for associated and unforeseen circumstances and opportunities (the total including the contingency is $1,971,300.00), 3.) Real Estate Committee engagement if an emergency arises during the marsh construction projects for Bennett North and Nestor, for further consultation and action, as may be needed, and 4.) authorize and direct either the Executive Director, John Roberts, or the Chief Financial Officer, Kimberli Burns, to take all actions deemed necessary or appropriate to implement this action.

**Action:** Moved/Seconded: Cohn/Minard

**Yes:** Melinda Bradbury, Chandra Chilmakuri, Steven Cohn, Matthew DiGiacomo, Patrick Huber, Michael Johnston, Doug Libby, Sean Minard, Gabrielle Stadem, and Ethan Valburg.

**Passed: Resolution No. RS 25.04.08.**

**11. Covered Species Monitoring for Marsh Construction.** As required by the NBHCP and by the Incidental Take Permits, the Conservancy will have two Covered Species experts on site during the marsh construction. These species experts will be onsite at predesignated times and locations to ensure the safety of the Covered Species. The 2025 Board-approved budget for this restoration & enhancement project is $3,031,800.00.

**Request:** 1.) Board approval of a Service Agreement with species experts to provide GGS monitoring and relocation, and Swainson's hawk monitoring for the Bennett North and Nestor marsh construction projects, totaling $35,000.00, 2.) include a contingency of ten percent (10%) of the contract amount for associated and unforeseen circumstances (the total including the contingency is $38,500.00), and 3.) authorize and direct either the Executive Director, John Roberts, or the Chief Financial Officer, Kimberli Burns, to take all actions deemed necessary or appropriate to implement this action.

**Action:** Moved/Seconded: Johnston/Bradbury

**Yes:** Melinda Bradbury, Chandra Chilmakuri, Steven Cohn, Matthew DiGiacomo, Patrick Huber, Michael Johnston, Doug Libby, Sean Minard, Gabrielle Stadem, and Ethan Valburg.

**Passed: Resolution No. RS 25.04.09.**

**12. Project Oversight for Marsh Construction.** During marsh construction the Conservancy will need to have a project management team onsite to ensure the marsh

construction tasks are being executed per the Request for Information. This project management team provided by WES will perform tasks that will include but are not limited to: 1.) provide stamped record drawings with ortho topo linework, 2.) 35 full days on site (focus time during start up period(s), planting, WCS install, etc.), 3.) weekly visits of 3 hours, 2-3 days a week (depending on work intensity), and 4.) GPS work to verify construction accuracy and progress of work. WES will provide oversight from May through October. The 2025 Board-approved budget for this restoration & enhancement project is $3,031,800.00.

**Request:** 1.) Board approval of a Service Agreement with Westervelt Ecological Services for Bennett North and Nestor marsh construction project oversight, totaling $125,000.00, 2.) include a contingency of ten percent (10%) of the contract amount for associated and unforeseen circumstances (the total including the contingency is $137,500.00), and 3.) authorize and direct either the Executive Director, John Roberts, or the Chief Financial Officer, Kimberli Burns, to take all actions deemed necessary or appropriate to implement this action.

**Action:** Moved/Seconded: Minard/Libby

**Yes:** Melinda Bradbury, Chandra Chilmakuri, Steven Cohn, Matthew DiGiacomo, Patrick Huber, Michael Johnston, Doug Libby, Sean Minard, Gabrielle Stadem, and Ethan Valburg.

**Passed: Resolution No. RS 25.04.10.**

## Discussion Items

**13. City of Sacramento Report.** No City of Sacramento report was presented.

**14. County of Sutter Report.** Hay provided updates to the Sutter Pointe development project.

**15. Financial Report.** Burns reviewed with the Board the unaudited financial statements for the period ending February 28, 2025, and other financial updates.

**16. Meeting with legal counsel on Board responsibilities and obligations.** George Soares with Kahn, Soares, & Conway, LLP provided Board members with an overview on Board members' responsibilities and obligations, including duty of care, duty of loyalty, and the business judgment rule among others.

**17. Review 2024 IRS Form 990.** This item presented the Conservancy's 2024 IRS Form 990 for Board review. At its recent meeting, the Audit Committee reviewed the 2024 Form 990 as presented. Stadem notified the Board of the committee's confidence in the accuracy of the Conservancy's 2024 IRS Form 990.

This item acknowledges the Board had an opportunity to review the Conservancy's 2024 Form 990 prior to filing.

**18. Agreement between U.S. Government and Sacramento River Settlement Contractors.** Staff updated the Board on the status of the contract executed between the U.S. Government (Bureau of Reclamation) and the Sacramento River Settlement Contractors, of which the Conservancy is a member. The cost and benefits of this agreement will change the use of the Conservancy's water rights.

## Executive Director's Report

**19. Executive Director's Report.** The Conservancy's Executive Director presented various matters for the Board members' general information.

A recess was held from 6:11 p.m. until 6:16 p.m.

## Executive Session

**20. Executive Session.** Executive Session was held for real estate and personnel matters pursuant to Government Codes 54956.8 and 54957 from 6:16 p.m. until 6:53 p.m. The Board concluded real estate matters to be further explored by Conservancy staff. Nothing warranted reporting out.

## Adjournment

**21. Adjournment.** Chilmakuri reconvened Regular Session after the adjournment of Executive Session. Chilmakuri made a motion to adjourn the Regular Meeting of the Board of Directors.

**Request:** Meeting adjournment at 6:53 p.m.

**Action:** Moved/Seconded: Johnston/Bradbury

**Yes:** Melinda Bradbury, Chandra Chilmakuri, Steven Cohn, Matthew DiGiacomo, Patrick Huber, Michael Johnston, Doug Libby, Sean Minard, Gabrielle Stadem, and Ethan Valburg.

**Passed: Resolution No. RS 25.04.11.**

**Attest:**

Gabrielle Stadem — 6-4-25

*Gabrielle Stadem, Secretary* — *Date*