



---

**B A S M A A**

**Board of Directors  
Regular Meeting**

**April 22, 2021  
Meeting Minutes**

A regular meeting of the Board of Directors of the Bay Area Stormwater Management Agencies Association was held Thursday, April 22, 2021 via videoconference. This regular meeting was called by Matt Fabry, 2021 Chair of the Board, with notice of said meeting given to all Directors by electronic mail. The following Officers of the Corporation, Directors, and others were present:

<b>Officers of the Corporation Present</b>	
Matt Fabry	Chair and Director
Kirsten Struve	Vice-Chair and Director
Jamison Crosby	Treasurer and Director
Kevin Cullen	Secretary and Director
<b>Directors Present</b>	
Rob Carson	Director
Karin Graves	Director
Jennifer Harrington	Director
Oriana Hart	Director
Jim Scanlin	Director
<b>Officers and Directors Absent</b>	
None	
<b>Staff Present</b>	
Geoff Brosseau	
Executive Director	
<b>Others Present</b>	
Jill Bicknell	SCVURPPP / EOA
Chris Sommers	SCVURPPP / EOA

**Quorum and Call to Order**

**Call to Order**

With 9 of the 9 Directors present at the time, a quorum was established, and Chair Matt Fabry called the meeting to order at 10:06 a.m.

21 **Introductions, Announcements, and Disclosures (Agenda Item 1).** (Matt Fabry) None.  
22

- 23 • AB 377 – Passed out of the Assembly Environmental Safety & Toxic Materials Committee  
24 to the Assembly Appropriations Committee on a 5-3-1 vote.  
25

26 **Changes to Agenda (Agenda Item 2).** (Matt Fabry) None.  
27

- 28 • Add to Executive Session – Potential transfer of BASMAA programs and projects (Matt  
29 Fabry)  
30

### 31 Consent Calendar

32  
33 **Approval – Board of Directors meetings minutes – February 25, 2021 (Agenda Item 3).**  
34 (Kevin Cullen) The Board of Directors was asked to approve the Consent Calendar.  
35

- 36  Vote: Director Crosby made a motion that the Board approves the Consent Calendar.  
37 Director Carson seconded the motion and the Board approved it unanimously.  
38

### 39 Executive Session (Agenda Item 4).

40  
41 The Board of Directors requested an executive session of just the Board of Directors and  
42 BASMAA and member program staff to discuss the following (Votes and Actions noted):  
43

- 44 • Potential transfer of BASMAA programs and projects – The Board of Directors received a  
45 report on the content and status of discussions regarding transferring select BASMAA  
46 programs and projects to being overseen by CASQA.  
47  
48 • MS4s vs. Monsanto PCBs lawsuits and settlements – The Board of Directors discussed the  
49 status of the lawsuits and proposed settlements.  
50  
51 • Administrative Draft: MRP 3.0 – MRP Program managers discussed the status of  
52 comments submitted on the Administrative Draft and next steps.  
53

54 The Executive Session was adjourned.  
55

### 56 Actions

57  
58 **Approval – Wind-Up and Proposed Distribution of BASMAA’s Remaining Assets (Agenda**  
59 **Item 5).** (Geoff Brosseau) The Board of Directors received a report on the final tasks to wind-up  
60 BASMAA as a 501(c)(3) non-profit and was asked to approve a proposed distribution of  
61 BASMAA’s remaining assets.  
62

- 63  Vote: Director Cullen made a motion that the Board approves the proposed estimated  
64 distribution of BASMAA’s remaining assets. Director Scanlin seconded the motion and  
65 the Board approved it unanimously.  
66

67 **Acceptance – BASMAA FY 2020-21 Tax Returns (Agenda Item 6).** (Geoff Brosseau) The  
68 Board of Directors was asked to accept the State and Federal tax returns for the year ended  
69 March 31, 2021. The State and Federal tax returns are usually based on an audit of financial  
70 statements for the same period of time. But given: the Board of Directors decision that the year  
71 would be a wind-up year for BASMAA as a 501(c)(3), that the volume of transactions in FY  
72 2020-21 was significantly less than in prior years, and that operations were scheduled to wind-up  
73 before the end of the fiscal year, management, in consultation with RLA, determined an audit  
74 was not necessary for FY 2020-21.  
75

76 For the final tax returns, Executive Director Geoff Brosseau worked with BASMAA's CPA  
77 accountant Annette Bevers to provide information to RLA for the preparation of the tax returns  
78 and to review drafts. The attached final tax returns include the requisite Schedule N –  
79 Liquidation, Termination, Dissolution, or Significant Disposition of Assets.  
80

81  Vote: Director Crosby made a motion that the Board accepts the State and Federal tax  
82 returns for the year ended March 31, 2021 as presented and authorizes their timely  
83 submission. Director Graves seconded the motion and the Board approved it unanimously.  
84

85 **Approval – Dissolution of BASMAA as a 501(c)(3) Non-Profit (Agenda Item 7).** (Geoff  
86 Brosseau) The Board of Directors was asked to approve the dissolution of BASMAA as  
87 501(c)(3) non-profit. In accordance with the state of California's nonprofit corporation  
88 dissolution requirements and the *Memorandum – Dissolution of BASMAA*, from BASMAA's  
89 organizational attorney Kenneth Price of Baker Manoch & Jensen, BASMAA has been taking  
90 the steps necessary – items that need to be developed and actions that need to be taken – to  
91 dissolve BASMAA. The steps are as follows (blue font = step completed; green font = step in  
92 progress; black font = step to be taken):  
93

- 94 1. Adopt a resolution to wind up the affairs of the corporation and dissolve – January 28, 2021
- 95 2. Notify California Attorney General and propose a distribution of assets – January 28, 2021
- 96 3. Notify any creditors as well as the BASMAA member agencies of the planned dissolution  
97 – March 24, 2021
- 98 4. Receive from the California Attorney General a waiver of objection to the disposition of  
99 assets (i.e., Dissolution Notice of Waiver Letter) – April 7, 2021
- 100 5. Wind up operations, pay or adequately provide for payment of any liabilities, and distribute  
101 assets – by April 30, 2021
- 102 6. File final informational tax returns, including Schedule N – by April 30, 2021
- 103 7. Submit Dissolution Notice of Waiver Letter and Nonprofit Certificate of Dissolution to  
104 California Secretary of State – April 30, 2021
- 105 8. Receive California Secretary of State's endorsement of BASMAA's Nonprofit Certificate  
106 of Dissolution – TBD

107  
108  Vote: Director Cullen made a motion that the Board approves the dissolution of BASMAA  
109 as a 501(c)(3) non-profit effective as of the California Secretary of State's endorsement of  
110 BASMAA's Certificate of Dissolution. Director Scanlin seconded the motion and the  
111 Board approved it unanimously.  
112

113 **Approval – Board of Directors meetings minutes – April 22, 2021 (Agenda Item 8).** (Kevin  
114 Cullen) The Board of Directors was asked to approve the minutes of the April 22, 2021 Board of  
115 Directors meeting.

116

117  **Vote:** Director Struve made a motion that the Board approves the the minutes of the April  
118 22, 2021 Board of Directors meeting, including the name of the motioner and seconder and  
119 the time of adjournment of the meeting. Director Harrington seconded the motion and the  
120 Board approved it unanimously.

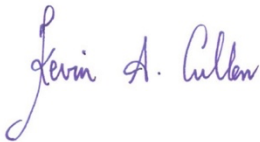
121

122 **Adjournment.** The meeting was adjourned at 12:25 p.m.

123

124

125 Kevin Cullen



126

127 Secretary, BASMAA

128

129 Approved: April 22, 2021 ###