

BOARD MEETING DATE: May 3, 2024

AGENDA NO. 19

PROPOSAL: Annual Meeting of the Health Effects of Air Pollution Foundation

SYNOPSIS: The Board of Directors of the Health Effects of Air Pollution Foundation (Foundation) held a meeting on March 8, 2024, where Foundation staff detailed the current projects supported by the Foundation and presented a financial report. This item provides an annual report of the current research projects and a financial report to the Foundation.

COMMITTEE: No Committee Review

RECOMMENDED ACTIONS:
Receive and file the annual report.

Wayne Nastri
Executive Officer

BTG: RFL

Background

In February 2003, the Board established the Brain Tumor and Air Pollution Foundation to fund research into the potential connections between air pollution and brain cancer. In 2004, the Board changed the Foundation's name to the Brain & Lung Tumor and Air Pollution Foundation and expanded the Foundation's mission to support research related to the effects of air pollution on brain tumors and lung cancer. In 2017, the Board changed the Foundation's name to the Health Effects of Air Pollution Foundation (Foundation) and further expanded the Foundation's mission to support research on the incidence, detection, and causes and cures of various health conditions that may be caused or aggravated by air pollution. To date, the Foundation has received contributions of almost \$12 million and has funded studies with leading medical and public health researchers in Southern California.

Directors and Officers

Foundation Directors: Councilmember Michael Cacciotti, Foundation Chair
Supervisor Curt Hagman, Vice-Chair
Senator Vanessa Delgado (Ret.)

Foundation Officers: Wayne Nastri, Chief Executive Officer
Lori Langrell, Secretary
Sujata Jain, Treasurer
Susanna Leung, Assistant Treasurer

Annual Report

A. Foundation's Activities

Current Research Projects

The following are the research projects in progress that are currently being funded by the Foundation:

- “Ameliorating Alzheimer’s Disease by Targeting miRNAs in the Brain to Normalize Synthesis of Extracellular Matrix and Ribosomal Proteins” (HEAPF015)
Principal Investigator: Dr. Keith Black (Cedars-Sinai Medical Center)
Approved Funding: \$2,250,000
Term: 9/1/2020 - 5/31/2024
(CURRENT BALANCE: \$838,941.31)
- “Adverse Health Effects of Volatile Organic Compounds” (HEAPF016)
Principal Investigator: Dr. Arthur Cho (University of California, Los Angeles)
Approved Funding: \$467,952
Term: 8/5/2020 - 6/30/2024
(CURRENT BALANCE: \$132,285.17)

B. Financial Report

The financial audit for FY 2022-23 is still ongoing and is expected to be completed by May 2024. As of February 29, 2024, the Foundation has a cash balance of \$1,124,543, of which \$994,772 is encumbered for contracts and the available balance is \$129,771.

Attachments

- A. Amended and Restated Articles of Incorporation
- B. Resolution

**AMENDED AND RESTATED ARTICLES OF INCORPORATION
OF
THE HEALTH EFFECTS OF AIR POLLUTION FOUNDATION
a California nonprofit public benefit corporation**

Wayne Nastri and Lori Langrell certify that:

1. They are the Chief Executive Officer and Secretary, respectively, of the Health Effects of Air Pollution Foundation, a California nonprofit public benefit corporation.
2. The Articles of Incorporation of this Corporation are hereby amended and restated in their entirety to read as follows:

“I.

NAME

HEALTH EFFECTS OF AIR POLLUTION FOUNDATION

The name of this Corporation is Health Effects of Air Pollution Foundation.

II.

PURPOSES

This corporation is a nonprofit public benefit corporation and is not organized for the private gain of any person. It is organized under Nonprofit Public Benefit Corporation Law for public and charitable purposes.

The specific purposes of this corporation are: (i) to aid, assist, and support research on the incidence, detection and causes and cures of various health conditions that may be caused or aggravated by air pollution; and (ii) to receive and utilize funds acquired through the solicitation of donations, gifts, and bequests for the purposes for which this corporation was formed.

Notwithstanding any other provision of these Articles of Incorporation, this corporation shall not carry on any other activities not permitted to be carried on by a corporation exempt from Federal income tax under section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law), or by a corporation, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law).

III.

MEMBER

This corporation shall have only one member within the meaning of Section 5056 of the California Corporations Code (“CCC”), and it is the South Coast Air Quality Management District, a district formed under statutes.

IV.

DEDICATION AND DISSOLUTION

- (a) The property of this corporation is irrevocably dedicated to public and charitable purposes, and no part of the net income or assets of this corporation shall ever inure to the benefit of any director, officer, or member thereof, or to the benefit of any private person.
- (b) On the dissolution or winding up of the corporation, its assets remaining after payment of, or provision for payment of, all debts and liabilities of this corporation shall be distributed to a nonprofit fund, foundation, or corporation which is organized and operated exclusively for public or charitable purposes and which has established its tax-exempt status under section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law), ~~and whose sole member is the South Coast Air Quality Management District.~~
- (c) If this corporation holds any assets in trust, or if the corporation is formed for charitable purposes, then such assets shall be disposed of in such manner as may be directed by decree of the superior court of the county in which the corporation has its principal office, on petition therefore by the Attorney General or by any person concerned in the liquidation, in a proceeding to which the Attorney General is a party.

V.

LIMITATION ON CORPORATE ACTIVITIES

No substantial part of the activities of this corporation shall consist of the carrying on of propaganda, or otherwise attempting to influence legislation, nor shall this corporation participate or

intervene in any political campaign (including publishing or distribution of statements) on behalf of or in opposition to any candidate for public office.

VI.

AMENDMENT

These Articles of Incorporation may not be amended, restated, or modified without the consent of its sole member and without the consent of more than two-thirds (2/3) majority of the Board of Directors of this corporation.”

3. The foregoing amended and restated Articles of Incorporation have been duly approved by the Board of Directors of this Corporation.

4. The foregoing amended and restated Articles of Incorporation have been duly approved by the member of this Corporation. This Corporation has one member.

We further declare under penalty of perjury under the laws of the State of California that the matters set forth in this certificate are true and correct of our own knowledge.

Dated: _____

Wayne Natri
Chief Executive Officer

Lori Langrell
Secretary

RESOLUTION NO. 24-_____

**A Resolution of the South Coast Air Quality Management District Governing Board
Regarding the Winding Up and Dissolution of the
Health Effects of Air Pollution Foundation**

WHEREAS, the Governing Board of the South Air Quality Management District established the Health Effects of Air Pollution Foundation to support research projects regarding the incidence, detection, and causes and cures of various health conditions that may be caused or aggravated by air pollution;

WHEREAS, the South Coast AQMD Governing Board is the sole member of the Health Effects of Air Pollution Foundation, a California nonprofit corporation;

WHEREAS, Section 2.8 of the corporation's bylaws provide that every act or decision done or made by a majority of the members of the South Coast AQMD Governing Board present at a meeting duly held at which a quorum is present is an act of the member of the corporation;

WHEREAS, the South Coast AQMD Governing Board, as the sole member of the corporation, may authorize the voluntary dissolution of the corporation;

WHEREAS, a quorum of the South Coast AQMD Governing Board held a duly noticed special meeting on May 3, 2024 to consider the winding up and dissolution of the corporation;

NOW, THEREFORE, BE IT RESOLVED, that the South Coast AQMD Governing Board has determined that it is in the best interest of the corporation that the corporation be wound up and dissolved;

BE IT FURTHER RESOLVED, that the South Coast AQMD Governing Board hereby authorizes and directs the directors and officers of the corporation to take all actions, including, but not limited to, executing, verifying and filing any document, instrument and certificate, as may be necessary or reasonable to wind up and dissolve the corporation; and

BE IT FURTHER RESOLVED, that the South Coast AQMD Governing Board hereby authorizes and directs the board of directors and officers of the corporation to distribute, upon the dissolution and winding up of the corporation, the remaining assets of the corporation to an Internal Revenue Code Section 501(c)(3) tax-exempt nonprofit organization selected by the South Coast AQMD Governing Board, and to take all actions as may be necessary or reasonable to complete said distribution.

Dated: _____

Faye Thomas
Clerk of the Governing Board