

BOARD MEETING DATE: February 6, 2026

AGENDA NO. 3

PROPOSAL: Annual Meeting of Health Effects of Air Pollution Foundation

SYNOPSIS: This item is a report on the annual Meeting of the Health Effects of Air Pollution Foundation (Foundation). Foundation staff presented on the research supported by the Foundation, the Foundation's plan for the future, and a financial report. The Foundation's Board of Directors recommends approval of the proposed amendment to the Foundation's Articles of Incorporation to remove language requiring South Coast AQMD to be the sole member of the 501(c)(3) organization receiving the remaining assets of the Foundation upon dissolution. Further, given that federal programs fund the same research studies at much higher levels and deeper efforts in multi-year studies than what the Foundation can offer, the Administrative Committee and HEAP Foundation recommend the conclusion and dissolution of the Foundation. As part of the dissolution process, remaining assets must be transferred to a 501(c)(3) organization. Actions include: 1) receive and file the annual report; 2) amend the Foundation's Article of Incorporation to remove language requiring South Coast AQMD to be the sole member of the 501(c)(3); and 3) authorize the Executive Officer to initiate the process to issue an RFP for distribution of the remaining assets of the Foundation.

COMMITTEE: No Committee Review

RECOMMENDED ACTIONS:

1. Receive and file the annual report and ratify the Health Effects of Air Pollution Foundation (Foundation) disbursements described in the annual report;
2. Amend the Foundation's Articles of Incorporation to remove language requiring South Coast AQMD to be the sole member of the 501(c)(3) organization receiving the remaining assets of the Foundation upon dissolution; and
3. Authorize staff to initiate the process to issue an RFP to seek a 501(c)(3) organization to receive distribution of the Foundation's remaining assets.

Wayne Nastri
Executive Officer

BTG: RFL:EC

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 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

Report on the Foundation's Activities

Completed Research Projects

“Impacts of Ambient Air Pollution on the Risk and Survival of Breast Cancer in Los Angeles County: The Multiethnic Cohort Study” (HEAPF014)
Principal Investigator: Dr. Anna Wu (University of Southern California)

“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)

“Adverse Health Effects of Volatile Organic Compounds” (HEAPF016)
Principal Investigator: Dr. Art Cho (University of California, Los Angeles)

Financial Report

The financial audits for FY 2022-23, FY 2023-24 and FY 2024-25 have been completed with an un-modified opinion which is a clean opinion. As of December 31, 2025, the Foundation has a cash balance of \$229,333.

Amend Articles of Incorporation

State law provides that the assets of a public benefit corporation such as the Foundation are considered irrevocably dedicated to charitable purposes. The Foundation’s Articles of Incorporation currently specify that upon dissolution, the remaining assets of the Foundation after all of its debts and liabilities are paid must be distributed to a nonprofit organization organized and operated exclusively for public or charitable purposes, and that is tax-exempt under Section 501(c)(3) of the Internal Revenue Code, and whose sole member is the South Coast AQMD. Aside from the Foundation, there are no other 501(c)(3) organizations, and the sole member is the South Coast AQMD. Accordingly, on August 11, 2023, the Foundation recommended amending the Articles of Incorporation to remove the language requiring that South Coast AQMD be the sole member of the receiving 501(c)(3) organization to ensure that the Foundation’s assets upon dissolution can be distributed to any 501(c)(3) organization as may be determined by the Board. This item is to amend the Foundation’s Articles of Incorporation to remove the language requiring that South Coast AQMD be the sole member of the receiving 501(c)(3) organization.

Conclusion and Dissolution of the Foundation

In March 2022, the Foundation’s Board of Directors discussed whether the Foundation should continue to exist given that federal programs financially support the same research that the Foundation funds, but at higher levels and with deeper efforts in multi-year studies. The Foundation’s Board recommended that the matter be submitted to the Administrative Committee for consideration. In April 2022, the Administrative Committee considered the matter and recommended that the Foundation should be dissolved after the existing contracts expire. South Coast AQMD staff has met with all of the Principal Investigators and has determined that the existing contracts are completed and have now expired. In January 2026, the Foundation’s Board of Directors recommended dissolution of the Foundation.

As part of the process of concluding the Foundation, there is a need to transfer the remaining assets to a tax-exempt 501(c)(3) organization. Staff recommends initiating the process to issue a Request for Proposals (RFP) to identify eligible organizations. Upon receipt of proposals, staff will review and make a recommendation for the selection of the organization and distribution of the remaining assets.

Staff will also return and recommend the adoption of the attached, or a similar, Resolution authorizing the conclusion and dissolution of the Foundation upon distribution of the Foundation's remaining assets to the 501(c)(3) organization chosen to receive the remaining assets.

Resource Impacts

None.

Attachments

1. Certificate of Amendment of Articles of Incorporation
2. Draft Resolution

**Certificate of Amendment
Of Articles of Incorporation**

The undersigned certify that:

1. They are the **president** and the **secretary**, respectively, of HEALTH EFFECTS AND AIR POLLUTION FOUNDATION, a California nonprofit corporation.
2. Article Number IV. DEDICATION AND DISSOLUTION, paragraph (b), of the Articles of Incorporation of this corporation is amended to read as follows:

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.~~

3. The foregoing amendment of Articles of Incorporation has been duly approved by the board of directors.
4. The foregoing amendment of Articles of Incorporation has been duly approved by the required vote of the members.

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.

DATE:_____

Wayne Nastri, President

Lori Langrell, Secretary

[DRAFT] RESOLUTION NO. 26-_____

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

WHEREAS, the Governing Board of the South Coast AQMD 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 non-profit corporation;

WHEREAS, the Health Effects of Air Pollution Foundation's Board of Directors recommended dissolution of the Foundation;

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 _____ to consider conclusion and dissolution of the corporation;

NOW, THEREFORE, BE IT 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 conclude 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 conclusion of the corporation, the remaining assets of the corporation to _____, an Internal Revenue Code Section 501(c)(3) tax-exempt non-profit 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