



Board of Directors Meeting Minutes  
March 17th, 2022

Zoom: <https://sonomacountyzoom.us/j/83043446159>

Call In: 1 (669) 900-9128 | Meeting ID: 83043446159 | Passcode: 857518

**1. CALL TO ORDER AT 10:02 a.m.**

Staff present: Sonoma EDB- Bradley Johnson, Ethan Brown, Calvin Sandeen  
EDFC Mendocino- Robert Gernert, Stacey Caico

**2. ROLL CALL**

Jon Frech present  
Mary Anne Petrillo (Chair) present  
Paul Garza Jr. present  
Lisa Badenfort (Vice-Chair) present  
Robin Bartholow absent  
Jeff Kelly present  
Mike Nicholls present joined at 10:06 a.m.

**3. OPEN TIME FOR PUBLIC EXPRESSION**

*Note: Sonoma EDB staff, Bradley Johnson read an email submitted during Staff Updates #11 on the agenda.*

**4. AGENDA ADJUSTMENTS – DISCUSSION/ACTION**

Chair Petrillo asked for a motion to adjust the agenda as follows:

- Item added to the agenda by addendum item 9- Delegated Purchasing Authority.
- Items amended by addendum item 8- Comprehensive Economic Development Strategy Agreement

a) Delegate authority to the Chair to execute an agreement with Marie Jones in the amount not to exceed \$12,330 to complete the CEDS.

b) Direct County of Sonoma staff to create an agreement for review by the EDA and SMEDD counsel.

c) Open time for Public Expression- **None**

- Item amended by Addendum item 10- Designation of District Manager

a) Open time for Public Expression- **None**

**Motion by:** Jeff Kelly to adjust the agenda by adding and amending items 8, 9 and 10.

**Seconded by:** Paul Garza Jr.

**Public comment:** None

**Roll call:** Jon Frech, yes, Mary Anne Petrillo, yes, Paul Garza Jr., yes, Lisa Badenfort, yes, Robin Bartholow, absent, Jeff Kelly, yes, Mike Nicholls, yes.

**Motion passed**

#### **5. STATEMENT OF CONFLICT OF INTEREST**

None

#### **6. CONSENT ITEMS – DISCUSSION/ACTION**

- Approval of Previous Board Meeting Minutes

**Motion by:** Jeff Kelly to approve February 17, 2022 SMEDD Meeting minutes.

**Seconded by:** Paul Garza Jr.

**Public comment:** None

**Roll call:** Jon Frech, yes, Mary Anne Petrillo, yes, Paul Garza, yes, Lisa Badenfort, yes, Robin Bartholow, absent, Jeff Kelly, yes, Mike Nicholls, yes.

**Motion passed**

#### **7. FINANCIAL REPORT – DISCUSSION/ACTION**

- Monthly Financial Report - 8
- Monthly Reimbursement Request - 10

Brad Johnson provided a monthly financial report to the board. Budget vs. Actuals: \$96,244.69 funds remain. \$ 5,819.89 was requested be reimbursed to the County of Sonoma for District Admin, Fiscal Agent and Administrative Aide staff support for the month of February. \$2,702.64 from the supplemental grant and \$3,117.25 from the planning grant.

**Motion by:** Mike Nicholls to approve February financials as presented.

**Seconded by:** Jeff Kelly

**Public comment:** None

**Roll call:** Jon Frech, yes, Mary Anne Petrillo, yes, Paul Garza Jr., yes, Lisa Badenfort, yes, Robin Bartholow, absent, Jeff Kelly, yes, Mike Nicholls, yes.

**Motion passed**

**8. COMPREHENSIVE ECONOMIC DEVELOPMENT STRATEGY AGREEMENT–  
DISCUSSION/ACTION**

Items amended by addendum to include sub-items 8 a), 8 b) and 8 c).

a) Delegate authority to the Chair to execute an agreement with Marie Jones in the amount not to exceed \$12,330 to complete the CEDS.

b) Direct County of Sonoma staff to create an agreement for review by the EDA and SMEDD counsel.

c) Open time for Public Expression- None

The Board discussed the need to enter in a contract with Marie Jones for her services in completing the 2021 CEDS and convening the Strategy Committee meetings. They discussed the need to create an agreement to be reviewed by EDA and SMEDD counsel. The Ad hoc committee reported the need for SMEDD to find new legal counsel.

**a) Motion by:** Mike Nicholls to accept the contract agreement with Marie Jones Consulting not to exceed \$12,330 to complete the CEDS.

**Seconded by:** Paul Garza Jr.

**Public comment:** None

**Roll call:** Jon Frech, yes, Mary Anne Petrillo, yes, Paul Garza Jr., yes, Lisa Badenfort, yes, Robin Bartholow, absent, Jeff Kelly, yes, Mike Nicholls, yes.

**Motion passed**

**b) Motion by:** Mike Nicholls to authorize Mary Anne Petrillo to work with County of Sonoma staff to create an agreement for review by the EDA and SMEDD counsel.

**Seconded by:** Paul Garza Jr.

**Public comment:** None

**Roll call:** Jon Frech, yes, Mary Anne Petrillo, yes, Paul Garza Jr., yes, Lisa Badenfort, yes, Robin Bartholow, absent, Jeff Kelly, yes, Mike Nicholls, yes.

**Motion passed**

*Note: Friendly amendment added to address immediate need for new SMEDD legal counsel.*

**Motion by:** Mike Nicholls to delegate Chair Petrillo authority to enter into agreements with independent contractors to perform services as needed, when the total amount does not exceed \$5,000.

**Seconded by:** Paul Garza Jr.

**Public comment:** None

**Roll call:** Jon Frech, yes, Mary Anne Petrillo, yes, Paul Garza Jr., yes, Lisa Badenfort, yes, Robin Bartholow, absent, Jeff Kelly, yes, Mike Nicholls, yes.

**Motion passed**

## **\*9. AD HOC COMMITTEE REPORTS- DISCUSSION/ACTION**

### **a) CEDS Strategy Committee Update**

#### **a) CEDS Strategy Committee Report 3.17.22 docx-13**

- Paul Garza Jr. reported the Strategy Committee meetings are going well, the process has been very good. The group is very committed to the work and he anticipates great results. The committee has insisted that the positions are based on data. Chair Petrillo reminded the Board that Marie Jones' contract doesn't include the presentation (design format) of the 2021 CEDS document. That would be an additional cost. Ethan Brown responded that Sonoma EDB has the ability to put the document together InDesign. The Board discussed the pros and cons of asking EPS to remunerate some of the funds they received and at best acknowledge their failure of the 2021 CEDS completed document. The Board agreed to wait until the 2021 CEDS was completed and advised staff to document the time they spend making the final version InDesign.

**No action**

*\*Note: Brad Johnson addressed Chair Petrillo regarding the Addendum to the agenda and the need to discuss item 9- Delegated Purchasing Authority.*

## **10. DELEGATED PURCHASING AUTHORITY – DISCUSSION/ACTION**

- The Board discussed the item added to the agenda by addendum to delegate authority to Chair Petrillo to enter into agreements with independent contractors to perform services as needed, when the total amount does not exceed \$5,000.

**Motion by:** Jeff Kelly to delegate purchasing authority to Chair Petrillo with the amendment to the amount, changing it from \$5,000 to "not to exceed \$10,000."

**Seconded by:** Paul Garza Jr.

**Public Comment:** None

**Roll call:** Jon Frech, yes, Mary Anne Petrillo, yes, Paul Garza Jr., yes, Lisa Badenfort, (absent-lost connection at 10:40 and returned at 10:41a.m.-after the vote), Robin Bartholow, absent, Jeff Kelly, yes, Mike Nicholls, yes.

**b) District Financials/Budget Ad Hoc**

**c) Restructuring and Planning Grant**

**a) SMEDD Finance Ad Hoc Summary JPA-MOU options and timeline.docx-14**

**b) Joint Powers Agreement- CA Code.pdf-16**

**c) Sonoma-mendocino-economic-development-district-joint-powers-of-agreement 1).pdf-21**

- Jeff Kelly reported the Ad Hoc determined the best option is for SMEDD to become a non-profit and amend the current JPA, rather than terminate it, due to the language around matching funds. The JPA would add a new member to the JPA so they can assume the responsibilities as SMEDD's Fiscal Agent. Members can be: 1) SMEDD as a non-profit 2) A Certified Public Accountant 3) A County Treasurer 4) An appointed officer of the SMEDD Board. The Board determined before moving forward, legal counsel needs to be consulted. On March 1<sup>st</sup>, the law firm Friedman Goldberg Wargo Hess LLP advised SMEDD to seek other counsel so the Ad Hoc is meeting with attorneys to find a good fit.
- The Board discussed the value of the SMEDD Board and regional collaboration moving forward.
- The Board discussed the current JPA and the commitment from both counties to match funds, a requirement of EDA.
- Chair Petrillo asked Vice Chair Badenfort to sit in on the meetings with staff and Ad hoc, discussing restructuring options. Vice Chair Badenfort agreed.

**Motion by:** Mike Nicholls to direct staff, and the Financial Ad hoc board members to bring back restructuring options for the Board to review and decide the best restructure model, at a special board meeting before April 8th.

**Seconded by:** Lisa Badenfort

**Public comment:** None

**Roll call:** Jon Frech, yes, Mary Anne Petrillo, yes, Paul Garza Jr., yes, Lisa Badenfort, yes, Robin Bartholow, absent, Jeff Kelly, yes, Mike Nicholls, yes.

**Motion passed**

**11. DESIGNATION OF DISTRICT MANAGER- DISCUSSION/ACTION**

- The Board discussed the need to appoint an Interim SMEDD District Manager due to Calvin Sandeen moving into Broadband full-time. Upcoming timelines were discussed as well as the need for a point of contact for grant administration.

**Motion by:** Paul Garza Jr. to appoint Bradley Johnson as the new Interim SMEDD District Manager effective immediately.

**Seconded by:** Mike Nicholls

**Public Comment:** None

**Roll call:** Jon Frech, yes, Mary Anne Petrillo, yes, Paul Garza Jr., yes, Lisa Badenfort, yes, Robin Bartholow, absent, Jeff Kelly, yes, Mike Nicholls, yes.

## **12. STAFF UPDATE - DISCUSSION**

- a. 2021 CEDS Update Bradley Johnson
- b. Broadband Initiative Update Calvin Sandeen

*NOTE: Due to time limitations, these items were not discussed. This time was used to read the public comment submitted.*

## **13. SUGGESTED AGENDA ITEMS FOR NEXT BOARD MEETING – DISCUSSION**

*NOTE: Due to time limitations, this item was not discussed.*

## **14. MEETING ADJOURNMENT - ACTION**

**Motion by:** Mike Nicholls made a motion to adjourn the meeting at 12:21 p.m.

**Seconded by:** Paul Garza Jr.

**Public comment:** None

**Roll call:** Jon Frech, yes, Mary Anne Petrillo, yes, Paul Garza, yes, Lisa Badenfort, yes, Robin Bartholow, absent, Jeff Kelly, yes, Mike Nicholls, yes.

**Motion passed**