



AGENDA
Sonoma Mendocino Economic Development District
Board of Directors Meeting - Friday, March 21, 2025, at 1:00 pm PT

Remote Attendance Link:
<https://us06web.zoom.us/j/86187012250>

In Person Meeting Locations:
Mendocino Coast Health Care District
775 River Drive, **Fort Bragg**, CA 95437
and
Mendocino County Executive Office (707) 463-4441
Conference Room A
501 Low Gap Road **Ukiah**, CA 95482
and
Sonoma County Economic Development Collaborative (707) 565-7170
141 Stony Circle, Suite 110, **Santa Rosa**, CA 95401

CALL TO ORDER by Paul Garza, Chairperson

ROLL CALL by Norma Alley

- Chairperson Paul Garza
- Vice Chairperson Jeff Kelly
- Board Member Lisa Badenfort
- Board Member Robin Bartholow
- Board Member Tim Karas
- Board Member Craig Schlatter
- Board Member Nicholas Schwanz
- Board Member Anna Shaw

Vacancies:

- Board Member At-Large - Vacant Seat Board Member At-Large - Vacant Seat

AGENDA CHANGES AND DELETIONS - To Current Agenda Only

APPROVAL OF THE AGENDA

PUBLIC COMMENT - Open time for Public Expression

Time reserved for members of the public to speak on matters not otherwise appearing on the agenda.

CONSENT CALENDAR

Matters listed under the Consent Calendar are considered to be routine and will be enacted by one motion and one vote. Unless otherwise requested by a Board Member, there will be no separate discussion of these items. If discussion is desired, that item will be removed from the Consent Calendar and will be considered separately.

There will be one opportunity for public comment on all consent items. Comments are limited to 3 minutes each, and the Chairperson may limit this time if reasonable under the circumstances.

- Item 1** Approve Meeting Minutes:
- *January 17, 2025, Regular Board Meeting*

- Item 2** Approval of Disbursements and Checks Register as of February 28, 2025
Financial Status Report

MATTERS FOR CONSIDERATION - Action Items

- Item 3** Consider and File Organizational and Strategic Vision and CEDS Update Process
- Item 4** Consider and Adopt Revisions to SMEDD Bylaws
- Item 5** Receive an Update on California Jobs First: Redwood Region RISE: North Bay Working Group

DISTRICT MANAGER’S REPORT UPDATES

- Reminder: Form 700s must be submitted before April 1, 2025, via the [FPFC online portal](#).

FUNDING OPPORTUNITIES

- CALSTART - [Communities in Charge](#)
- Jobs First - [Tribal Investment Initiative](#)
- Jobs First - [Regional Investment Initiative](#)

Letters of Support Issued & Outcomes

Request From	Topic/Project	SMEDD Letter Issued to Requestor	Status of Grant Award
Sonoma Clean Power	Geothermal Planning	12/23/24	Under Review
Northern Circle Indian Housing Authority	Elder Village with Community Center - Ukiah	9/16/2024	Under Review
Mendocino Community Health Clinic (MCHC)	1 Madrone Health Clinic in Willits CA	7/23/24	Under Review
Sonoma-Marin Area Rail Transit District (SMART)	Transit and Intercity Rail Capital (TIRCP)	7/23/2024	Awarded
Sonoma-Marin Area Rail Transit District (SMART)	Connecting Cloverdale to the Bay – Equitable Transportation Access & Resilience Project	2/26/2024	Denied
Regenerative Forest Solutions	Woody FeedStock Pilot Project (CalFire)	9/27/2023	Awarded
Regenerative Forest Solutions	Woody FeedStock Pilot Project (Bay Area Council)	9/27/2023	Awarded
Mendocino Forest Products	Biomass-to-Hydrogen Grant Application	9/15/2023	Awarded

West Business Development Center	CalOSBA Blue Economy iHub	8/31/2023	Denied ▾
Regenerative Forest Solutions	Woody FeedStock Pilot Project USDA Forest Service	8/9/2023	Awarded ▾
Regenerative Forest Solutions	NCRP Woody FeedStock Pilot Project	8/9/2023	Awarded ▾
Sonoma County Meat Company	USDA Local Meat Capacity Grant	6/21/2023	Awarded ▾
Noyo Harbor	Noyo Harbor District Port Infrastructure Development	4/24/2023	Denied ▾

UPCOMING EVENTS THAT MAY BE OF INTEREST - *not necessarily SMEDD connected*

- **March 27, 2025** [Sustainable Enterprise Conference](#), Sonoma County
- **March 28 - 29, 2025** [Forest Health Extravaganza](#) Laytonville, Mendocino County
- **May 7 - May 9, 2025** [California Association of Local Economic Developers Annual Conference](#), Ontario, CA

BOARD MEMBER REPORTS OR COMMENTS

Time reserved for members of the Board to report on AdHoc Committee activities and to speak on matters not otherwise appearing on the agenda. No Actions.

ADJOURNMENT by Paul Garza Jr., Chairperson

For a copy of Board Packet materials, please visit smedd.org or email Bradley Johnson (Bradley.Johnson@sonoma-county.org)



ITEM 1
Sonoma Mendocino Economic Development District
Board of Directors Regular Meeting
January 17, 2025, at 1:00 p.m.

**Meeting was held virtually over Zoom and
In Person Meeting Locations:**

Mendocino County Executive Office, 501 Low Gap Road, **Ukiah**, CA 95482
and

Sonoma County Economic Development Collaborative - 141 Stony Circle, Suite 110, **Santa Rosa**, CA 95401

CALL TO ORDER

Chair Garza called the meeting to order at 1:02 p.m.

Swearing In of Board Reappointments made to the SMEDD Board of Directors by the Sonoma County Board of Supervisors at their Regular Meeting of November 5, 2024.

- Oath of Office - Lisa Badenfort, Sonoma County for term 10/14/2024 - 10/13/2028

Clerk of the Board Tregenza provided the Oath of Office to Lisa Badenfort.

ROLL CALL

Board Present:	Paul Garza, Chair	Jeff Kelly, Vice Chair
	Lisa Badenfort	Tim Karas
	Craig Schlatter	Nicholas Schwanz

Board Absent: Robin Bartholow, Anna Shaw

Board Vacant Seats: One Seat - SMEDD Appointed At-Large Seat

Management Team:

Joshua Metz, District Manager/Economic Development Advisor
Tracy Fuller, Fiscal Agent/Economic Development & Finance Advisor
Katherine DiPasqua, Sonoma County Economic Development Collaborative Director of Special Projects and Partnerships
Anna Macken, Mendocino County Administrative Analyst
Harrison Tregenza, Clerk of the Board
Abigail Scott, Economic Development Advisor

AGENDA CHANGES AND DELETIONS

There were no changes or deletions to the agenda.

APPROVAL OF THE AGENDA

MOTION: Vice Chair Kelly, seconded by Badenfort, to approve the agenda. Motion was approved by a 6 Yes/0 No/2 Absent (Bartholow/Shaw)/1 Vacant roll call vote.

PUBLIC COMMENT

Chair Garza called for public comment. Seeing no one come forward, he closed public comment.

CONSENT CALENDAR

Item 1 Approve Meeting Minutes: November 15, 2024

Item 2 Approval of Disbursements and Check Register as of December 31, 2024

Item 3 Consider and Adopt Revised SMEDD Bylaws

Request was made to pull Items 1 and 3 for separate discussion and consideration.

Chair Garza called for public comment. Seeing no one come forward, he closed public comment.

Item 1

Director Schlatter noted on Page 7 it was Director Karas that provided the report, not Director Schlatter.

MOTION: Vice Chair Kelly, seconded by Director Schwanz, to approve Consent Calendar Item 1, amended to change Director Schlatter to Director Karas on Page 7. Motion was approved by a 6 Yes/0 No/2 Absent (Bartholow/Shaw)/1 Vacant roll call vote.

Item 2

Director Schlatter noted on Page 7 it was Director Karas that provided the report, not Director Schlatter.

MOTION: Vice Chair Kelly, seconded by Director Schlatter, to approve Consent Calendar Item 2. Motion was approved by a 6 Yes/0 No/2 Absent (Bartholow/Shaw)/1 Vacant roll call vote.

Item 3

Discussion commenced amongst the Board regarding a potential requirement of alternating in-person meetings between Ukiah and Santa Rosa. Discussion was held regarding the approval process of the Bylaws.

President Garza postponed discussion to the February meeting, by unanimous consent of the Board present.

MATTERS FOR CONSIDERATION

- Item 4** Consider and Approve Organizational Strategic Plan Workshop Logistics and Provide Direction to the District Management Team as Appropriate.

District Manager/Economic Development Advisor Metz presented a report and fielded inquiry from the Board. Discussion ensued amongst the Board regarding the logistics and meeting purpose/discussion items.

Chair Garza called for public comment. Seeing no one come forward, he closed public comment.

MOTION: Vice Chair Kelly, seconded by Director Schlatter, to approve Organizational Strategic Plan Workshop Logistics and directed the Management Team as appropriate. Motion was approved by a 6 Yes/0 No/2 Absent (Bartholow/Shaw)/1 Vacant roll call vote.

- Item 5** Receive an Update on California Jobs First: Redwood Region RISE: North Bay Working Group

Mendocino County Administrative Analyst Macken, Sonoma County Economic Development Collaborative Director of Special Projects and Partnerships DiPasqua, and District Manager/Economic Development Advisor Metz provided a report and fielded inquiries from the Board.

Chair Garza called for public comment. Seeing no one come forward, he closed public comment.

DISTRICT MANAGER'S REPORT

UPDATES

- Redwood Region RISE Catalyst Proposal Deadline 1/15/2025. Currently undergoing initial review
- North Coast Regional Partnership Quarterly Meeting in Santa Rosa

FUNDING OPPORTUNITIES

- CALSTART – Communities in Charge
- Jobs First – Tribal Investment Initiative
- Jobs First – Implementation Funds – release solicitation proposal

LETTERS OF SUPPORT ISSUED & OUTCOMES

UPCOMING EVENTS THAT MAY BE OF INTEREST

- January 21-22, 2025, North Coast Resource Partnership Quarterly Meeting, Sonoma County
- January 30, 2025, Economic Perspective, Sonoma State University Student Center
- February 5, 2025, California Jobs First: Redwood Region RISE Economic Development Finance Working Group Expert Session (Topic: Venture/Impact Capital + Investment Readiness)

District Manager/Economic Development Advisor Metz and Sonoma County Economic Development Board Management Analyst Johnson updated the Board on general matters of the District and announced upcoming events.

BOARD MEMBER REPORTS OR COMMENTS

Director Karas provided a brief update regarding the Willits Building Project.

Director Schlatter provided a brief update regarding a Winter Rural Economic Development Exchange with the California Association of Local Economic Development (CALED) and Rural Exchange Department.

ADJOURNMENT

Chair Garza adjourned the meeting at 2:34 p.m.

APPROVAL:

ATTEST:

Paul Garza, Jr., Chair of the Board

Norma I. Alley, MMC, Clerk of the Board



Changes
since last transmittal*

SONOMA MENDOCINO ECONOMIC DEVELOPMENT DISTRICT
Disbursements / Check Register
Payments Through February 28, 2025

Transmittal on March 21, 2025, to the Board of Directors at their Board Meeting

Check No.	Amount	Date	Paid to (Payee)	Description
*CHANGES SINCE LAST TRANSMITTAL:				
Bank Bill Pay	\$23,013.90	2/6/2025	Regional Government Services	Professional Services - Administration; CEDS; EDA Grant Projects June 2024 - September 2024
	\$30.00	2/20/2025	District's Bank	Maintenance Fee Multiuser Commercial AI Online Banking for 01/25
	\$12.50	2/28/2025	District's Bank	Service Charge for Maintenance Fee
PREVIOUSLY REPORTED ACTIVITY:				
Check 1300	\$2,956.50	1/4/2023	William Adams; Johnson and Thomas LLC	Legal Services
Check 1301	\$28,280.22	1/4/2023	US Dept of Commerce / NOAA	Reimbursement to Grantor (EDA) of unexpended Partnership Planning grant funds: Grant No. ED17SEA3020055; Period 7/1/2017 - 6/30/2022
Check 1302	\$20.00	3/1/2023	Streamline	Website Platform Service - February 2023
Check 1303	\$28,303.55	3/17/2023	County of Sonoma	Sonoma County staff reimbursement for services for Partnership Planning grant funds: Grant No. ED17SEA3020055; Period 7/1/2017 - 6/30/2022
Check 1304	\$225.00	3/17/2023	Marie Jones Consulting	Provided CEDS Project Prioritization Services
Check 1305	\$6,786.95	7/12/2023	Regional Government Services	Professional Services - Administration; CEDS; EDA Grant Projects December 2022
Check 1306	\$8,426.75	7/12/2023	Regional Government Services	Professional Services - Administration; CEDS; EDA Grant Projects January 2023
Check1307	\$10,000.00	8/11/2023	AgInnovations	Ag Innovation Hub Brainstorming Workshop 5/30/2023
Bank Bill Pay	\$1,097.66	12/4/2023	West Business Development Center	EDA Round Table, M. Petrillo, Expenses Supplemental Grant
	\$5.95	1/22/2024	District's Bank	Banking Fees - Bill Pay monthly service charge
Bank Bill Pay	\$229,872.66	2/15/2024	Regional Government Services	Professional Services - Administration; CEDS; EDA Grant Projects December 2022 - December 2023
	\$30.00	2/15/2024	District's Bank	Banking Fees: Wire Fee
Bank Bill Pay	\$4,704.80	6/20/2024	Regional Government Services	Professional Services - Administration; CEDS; EDA Grant Projects January 2024
Bank Bill Pay	\$14,557.43	6/20/2024	Regional Government Services	Professional Services - Administration; CEDS; EDA Grant Projects February 2024
Bank Bill Pay	\$9,826.24	6/20/2024	Regional Government Services	Professional Services - Administration; CEDS; EDA Grant Projects March 2024
Bank Bill Pay	\$13,900.90	6/20/2024	Regional Government Services	Professional Services - Administration; CEDS; EDA Grant Projects April 2024
Bank Bill Pay	\$16,658.53	7/16/2024	Regional Government Services	Professional Services - Administration; CEDS; EDA Grant Projects May 2024 \$15,908.91 + 5 very small invoices for January - March 2024 totaling \$749.62
Bank Bill Pay	\$2,560.09	7/16/2024	Thatcher Hotel	Biomass Symposium Hosting Services
	\$5.95	7/22/2024	District's Bank	Banking Fees - Bill Pay monthly service charge
	\$5.95	8/20/2024	District's Bank	Banking Fees - Bill Pay monthly service charge
Bank Bill Pay	\$5,517.88	10/23/2024	Regional Government Services	Professional Services - Administration; CEDS; EDA Grant Projects June 2024
	\$5.95	11/20/2024	District's Bank	Banking Fees - Bill Pay monthly service charge



ITEM 3

DATE: March 21, 2025

TO: Board of Directors

FROM: Bradley Johnson, SMEDD Interim District Manager
Anna Macken, SMEDD Interim District Manager
Strategy Ad Hoc - Chair Garza, Vice Chair Kelly, and Director Schlatter

SUBJECT: Consider and File Organizational and Strategic Vision and CEDS Update Process

STATEMENT OF ISSUE: On February 21, 2025, the SMEDD Board of Directors held a special meeting to define SMEDD's internal vision and clarify its role in regional economic development. A primary outcome of the discussion was the decision to develop a new Comprehensive Economic Development Strategy (CEDS) to drive regional collaboration, set attainable economic development goals, and align local strategic plans with the CEDS. Additionally it was determined that the SMEDD's role is driven by the following objectives: Setting a vision for regional economic success, convening and aligning the region on specific strengths and opportunities, and enabling impactful and vision aligned projects.

SUMMARY OF RECOMMENDED ACTION:

Receive and file.

FINANCIAL IMPACTS:

There are no anticipated financial impacts for this item.

BACKGROUND:

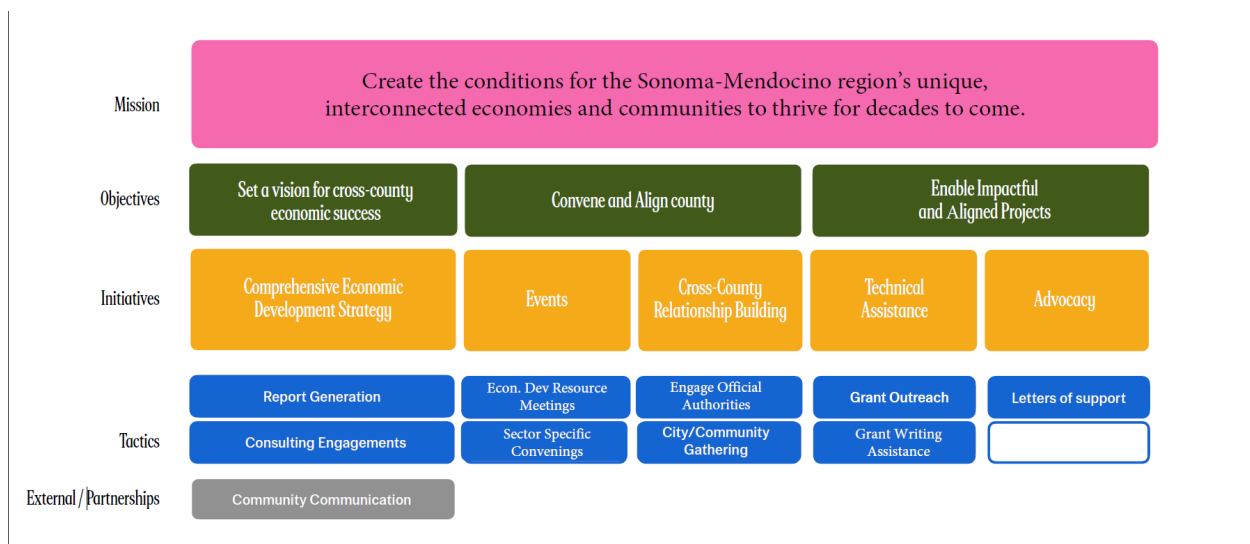
Since its inception in 2015, the SMEDD has primarily operated as a regional economic development planning entity. Funded by a modest \$210,000 in federal funds and accompanied by local in kind match, primarily in the form of staffing hours from the member counties, the SMEDD has engaged in a number of economic development activities: developing a CEDS, hosting sector specific conferences, engaging cohorts to apply for CEDS aligned funding, signing letters of support, and more. The SMEDD has been operating exclusively in alignment with its federal partnership and planning grant award, from the Economic Development Administration, to determine its scope and role for the region. In search of a more independent operational role and mission, the SMEDD Board of Directors dedicated the entirety of a special meeting held on February 21, 2025 to discuss the SMEDD's history, develop a vision / operational guidance strategy, and determine the next steps to accomplish the strategy. In short, below are the primary outcomes from the special meeting:

1. Agreement that SMEDD needs to set a mission for itself that is more aligned with the region's interconnected resources
2. Agreement that the current CEDS does not have meaningful support from regional partners
3. Agreement that a new CEDS will establish SMEDD as a collaborative partner and provide further understanding of SMEDD's role/vision. All the while, a new CEDS development will provide an opportunity to create impactful economic development relationships between workforce development agencies, natural resource partnerships, industry leaders, government, & cultural resources.
4. Established an ad hoc to assist in kind staff develop a CEDS update plan in alignment with the strategic vision outcomes.

DISCUSSION:

**Key Outcomes from the Special Meeting
SMEDD's Role and Mission**

Through the feedback from the Board of Directors and facilitation by Regional Government Services, the Board was able to draft concepts of a guiding mission statement for the SMEDD. Accredited to the initiative of Director Nick Schwanz, and review of the Strategic Ad Hoc Committee the following mission statement and strategic vision captures the feedback heard during the special meeting workshop:



CEDS Update Development Plan

The primary tactic that the SMEDD Board identified to be able to accomplish the mission while engaging regional stakeholders is through the development of a new CEDS. This action aligns well with the workplan submitted for the EDA pending partnership and planning grant award, as a new CEDS needs to be developed every 5 years as a requirement of the EDA. The last CEDS for the SMEDD was approved in 2022. To assist staff with the initial organization of planning for a CEDS update, the Board appointed an Ad Hoc composed of Chair Garza, Vice Chair Kelly, and Director Schlatter. Below is an initial outline of the CEDS development timeline and engagement plan. The development of the CEDS is pending the award of the outstanding 3-year partnership and planning grant application submitted by the SMEDD to the Economic Development Administration.

5 – year CEDS update Timeline & Engagement Strategy:

What	Who	How	When (completion)
Engage Cities, Electeds, and Partners for overview of SMEDD and Process	BOS, Cities, Chambers, MACs, Tribes, Private Industry	1:1 engagement, outline the process, receive input, and develop rapport	June-Aug 2025
Develop Strategy Committee (SC)	District Management & Ad Hoc. Leverage the strategy committee’s networks of who should be involved.	Inclusive of regional interests	Aug 2025
Develop Economic Context	District Management with Review of SC	Initially use tools such as Light Cast or Jobs EQ, consultant engagement	July 2025
Develop Vision & SWOT	Strategy Committee	In initial meeting	Aug 2025
Feedback on SWOT from Electeds, Cities, and Public	BOS, City Managers, Chambers, MACs?	Series of 1:1 meetings, lean on Board to make connections	September 2025
Develop Overarching ED Goals for the Region	Community survey, BOS, Cities, Focus Area Experts, and more	Survey, Focus Groups, Community Input, and Strategy Committee meetings - synthesize information to develop high level goals.	December 2025
Develop list of resources, connections, and funding opportunities related to economic development goals of the region	Consultants and SMEDD In Kind Staff	The list of resources will be directly related to the goals of the CEDS and used to develop specific objectives	February 2026

Engage cities, electeds, and stakeholders on objectives and strategies to accomplish the goals in relation to the list of resources	Strategy Committee, Cities, BOS, Industry Experts, and Education Institutions.		March 2026
Draft the first Draft of the CEDS	Consultants & SMEDD in Kind Staff		May 2026
Bring Draft to SC, Revise, Board of Directors, revise, then to engaged partners, and revise.	Strategy Committee, SMEDD Board of Directors		June 2026
Open for comment from the public (45 days)	SMEDD In Kind Staff		August 2026
Bring for final approval to SC and SMEDD Board of Directors			September 2026
Update the Board of Supervisors, Cities, Tribes, and engaged partners			October 2026

After discussing the above strategy, the strategic Ad Hoc Committee began to brainstorm the composition of the necessary Strategy Committee. To foster adequate engagement, while ensuring the size of the committee is not too large, the ad hoc committee agreed that the Strategy Committee should be composed of focus area experts that will lead engagement in that focus area. Initially, those focus areas are:

- 1) Local Government & Economic Development
 - a) Cities, Counties, Towns, Tribes, Partnerships, and others
- 2) Workforce Development and Higher Education
 - a) WIB, Community Colleges, Sonoma State, and others
- 3) Agriculture, Viticulture, and Food Systems Innovation

- a) Winegrowers, Ag Weights and Measure, Farm Bureaus, an/or others
- 4) Housing, Wildfire Resilience, and Climate Adaptive Real Estate
- 5) Small Business, Entrepreneurship & Rural Investment
 - a) SBDC, Go Local, chambers of commerce, and / or others
- 6) Blue Economy, Coastal Resilience, and Aquaculture
 - a) Noyo Center, Coastal Districts, Coastal Commissions, and/or others
- 7) Tourism, Hospitality, and the Creative Economy
 - a) Visit Mendocino, Sonoma County Tourism, Creative Sonoma, and/or others
- 8) Clean Energy, Circular Economy, & Climate Technology
 - a) Zero Waste, Sonoma Clean Power, and / or others
- 9) Manufacturing and Technology
 - a) Industry Experts
- 10) Tribal Economic Development and Indigenous Enterprises
 - a) Tribal leaders and/or representatives, CA Indian Museum, and/or others
- 11) Healthcare, Human Services, & Aging Economy
 - a) Healthcare providers, ambulatory care providers, departments of health or human services, and / or others
- 12) Wildfire Recovery and Disaster Resilience
 - a) Departments of Emergency Management, Cal Fire, sustainable foresters, Insurance, and/or others
- 13) Equity, Digital Access, & Economic Mobility
 - a) NBNCBC, Digital Access training organizations, Libraries, and/or others
- 14) Logistics, Transportation, & Supply Chain Resilience
 - a) SMART Train, Departments of Infrastructure, and/or others

ALTERNATIVES:

- 1:** Receive and File Organizational and Strategic Vision and CEDS Update Process
- 2:** Consider, *modify*, and approve the Organizational and Strategic Vision, and CEDS Update Process
- 3:** Other approach(s) may be developed after public comments and Board deliberations.
- 4:** Decline to act.

RECOMMENDATION for Alternative 1:

Move to:

- o Receive and File Organizational and Strategic Vision and CEDS Update Process.



ITEM 4

DATE: March 21, 2025

TO: Board of Directors

FROM: Brad Johnson, Sonoma County EDC, SMEDD Interim District Manager

Anna Macken, Sonoma County EDC, SMEDD Interim District Manager

SUBJECT: Consider and Adopt Revised SMEDD Bylaws

STATEMENT OF ISSUE: The purpose of this item is to consider and adopt revisions to the SMEDD's bylaws.

SUMMARY OF RECOMMENDED ACTION:

Adopt Revised SMEDD Bylaws

FINANCIAL IMPACTS:

None.

BACKGROUND:

The District was formed through the execution of a Joint Powers Agreement in July 2015, see Attachment C. Bylaws were adopted November 18, 2021, see Attachment B Redline. The Bylaws adopted on November 18, 2021, contain sections that contain errors, typos, or possibly language that could be improved for clarity.

This item was brought to the SMEDD Board of Directors on January 17, 2025 for consideration. Since then, there has been a minor change made to the suggested Bylaw amendments. The only difference is in ARTICLE XIV - EXECUTIVE DATE. The item brought to the SMEDD Board of Directors in January read the following, "These bylaws and future amendments thereto, unless otherwise specified, shall become effective upon adoption by the Sonoma-Mendocino Economic Development District Board of Directors". Whereas, the suggested language is now, "These bylaws and future amendments thereto, unless otherwise specified, shall become effective upon review and approval from Mendocino County and Sonoma County Staff adoption by the Sonoma-Mendocino Economic Development District Board of Directors".

In addition to the modest changes, the management team engaged Sonoma County Counsel to advise on how to best execute the changes from a procedural standpoint. It is of their opinion that the original

bylaws need to be brought to the Sonoma County Supervisors, approved, and simultaneously approve the amendment, adopted by the SMEDD Board of Directors. This is necessary because the original set of bylaws were adopted by the SMEDD Board and then not brought for consideration to the Sonoma County Board of Supervisors, despite the original language of Article XIV.

DISCUSSION:

The intent of this revision is to address those things that are fairly obviously in need of correction. There are sections of the Bylaws that need to be amended *in concert with* amendments to the Joint Powers Agreement. That will entail a more comprehensive revision. Coordinating the revisions of both documents will require the consideration and participation of the County Boards of Supervisors. The attached proposed revision to the SMEDD's Bylaws is intended to be more modest in scope and does not attempt to undertake that larger revision task.

The Board may identify additional desired revisions at this time. The attached draft Bylaws could be further revised. Small changes may be able to be incorporated into the draft. Larger changes may necessitate the Management Team bringing the draft back to the Board at its next Board meeting. The limits on how often the Bylaws may be revised are practical and procedural in nature, not statutory.

Voicing suggestions and criticisms at this time would be valuable because it would allow those things to be recorded for consideration and analysis within the context of the JPA + Bylaws revision task.

ALTERNATIVES:

- 1: Consider and Adopt Revised SMEDD Bylaws
- 2: Consider, *modify*, and adopt Revised SMEDD Bylaws
- 3: Other approach(s) as may be developed after public comments and Board deliberations.
- 4: Decline to act.

RECOMMENDATION for Alternative 1:

Move to:

- Adopt Revised SMEDD Bylaws

ATTACHMENTS:

Attachment A: DRAFT of Proposed Bylaws (No Redline)

Attachment B: DRAFT of Proposed Bylaws (includes Redline)

Attachment C: Joint Powers Agreement Between Sonoma and Mendocino Counties for the Sonoma Mendocino Economic Development District (July 2015)

SONOMA-MENDOCINO
ECONOMIC DEVELOPMENT DISTRICT
BYLAWS

Approved by the Sonoma-Mendocino Economic Development District Board of Directors on February 17, 2025.

ARTICLE I - NAME

The name of this Board shall be the Sonoma-Mendocino Economic Development District (SMEDD) Board of Directors. The SMEDD is a Joint Powers Agreement (JPA) between the Counties of Sonoma and Mendocino (see Addendum 1).

ARTICLE II - AUTHORITY AND PURPOSE

Section 1. In order to facilitate regional economic development strategies, the SMEDD Board of Directors will act in accordance with the authority set forth in the SMEDD Joint Powers Agreement between the Counties of Sonoma and Mendocino for the purpose of:

- a. Establishing a regional organization for discussion and evaluation of regional socioeconomic problems of mutual interest and concern to Sonoma and Mendocino Counties.
- b. Identifying and comprehensively planning for the resolution of socioeconomic problems requiring multi-jurisdictional resources and cooperation.
- c. Seeking and securing resources to address economic challenges common to its members

Section 2. The duties of the SMEDD Board of Directors shall include those outlined in Section 5a. – n. of the SMEDD JPA (see Addendum 1).

ARTICLE III - MEMBERSHIP

Section 1. Membership. The membership of SMEDD Board of Directors shall be nine (9) members, who are appointed representatives of Sonoma and Mendocino Counties. The Board of Directors shall consist of equal representation from each member county, reserving one at-large seat.

Section 2. Appointment Authority. Each respective Board of Supervisors shall review all qualified applicants for their representative appointments. The remaining at-large seat shall be appointed by the SMEDD Board of Directors. Appointments shall be posted in accordance with the Maddy Act (Government Code section 54970).

Section 3. Terms. Members may serve a total of four four-year terms (16 years maximum). Except for the at-large member appointed by the SMEDD Board of Directors, reappointment is at the option of the appointing County Board of Supervisors. A membership term may be coterminous with the District Supervisor.

Section 4. Attendance. Members are expected to attend all meetings of the SMEDD Board of Directors. Unexcused absence from 25% of scheduled SMEDD meetings in a twelve-month period may result in removal. The SMEDD Chair and Vice Chair will review attendance regularly and can recommend removal of a member once this threshold is met.

Section 5. Notification of Absence. Members shall notify the SMEDD Chair or designee of any expected absence from a meeting as soon as possible. If notice is provided by 5:00 p.m. of the day before the meeting, and with sufficient reason for the absence, proper notification will be recorded as an excused absence and not recorded as a missed meeting.

Section 6. Vacancies. A vacancy shall exist when a member dies, resigns, or is removed. When a vacancy occurs, the appointment authority in Article III, Section 2 applies.

ARTICLE IV- RESIGNATION, REMOVAL AND REINSTATEMENT

Section 1. Resignation. Members shall document their resignation in writing to the Chair and their respective Board of Supervisors.

Section 2. Removal. The SMEDD Chair may, at their discretion, recommend the removal of any member for the reasons listed below. The recommendation must then be accepted by the Board of Supervisors of the corresponding appointing County. Recommendation of removal of a member shall require a majority vote of the SMEDD Board of Directors, with a quorum being present.

- a. Member ceases to be a representative of the category for which the appointment was made, or no longer serves in their elected capacity per the terms of Section 4d of the SMEDD Joint Powers Agreement.
- b. Member does not meet the attendance requirements specified in Article III, Section 4.
- c. Member fails to comply with Conflict of Interest provisions in Article IX, or fails to complete or declare applicable financial disclosures.
- d. Member violates Code of Conduct (see Addendum 2).

Section 3. Prior to a recommendation to the Board of Supervisors (for the corresponding county) for removal, any Board member recommended for removal shall be given the opportunity to present any extenuating circumstances or reasons why they should not be removed.

Section 4. Reinstatement shall require a majority vote of the SMEDD Board of Directors, with a quorum being present. The recommendation must then be accepted by the Board of Supervisors of the corresponding appointing County.

ARTICLE V- MEETINGS

Section 1. Brown Act. All meetings of the SMEDD Board of Directors and its standing committees and subcommittees shall be conducted in accordance with the Brown Act (Government Code section 54950 et seq.).

Section 2. Regular Meetings. Regular meetings of the SMEDD Board of Directors shall be held at an established date, time, and place open to the public. These meetings shall take place at least once quarterly, as frequently as once monthly or as frequently as necessary for the efficient operation of the District. Notice of the meeting time and place of regular should be given to the public and the SMEDD members at least seventy-two (72) hours before the meeting in accordance with the Brown Act. The Chair or Vice Chair may cancel any regular meeting by giving written notice at least seventy-two (72) hours before the regularly scheduled meeting time. This requirement of notification prior to cancellation shall not be waived.

Section 3. Special Meetings. The Chair may call and preside over special meetings. The Chair may call a special meeting by providing notice of the time, place, and agenda to each member and the public at least (twenty-four) 24 hours before the special meeting in accordance with the Brown Act. Only items on the agenda of the special meeting may be considered at said special meeting.

Section 4. Quorum. A quorum of SMEDD Board of Directors must be present at any regular or special meeting in order for a decision to be made on any matter. A quorum is defined as a majority (51%) of SMEDD membership.

Section 5. Voting. While SMEDD will strive for consensus, every official action taken by SMEDD shall be adopted by a quorum vote.

Section 6. Abstention. When any member abstains from participation in any matter before SMEDD because of a conflict of interest, that member shall not be counted as present for purposes of determining whether there is a quorum.

Section 7. Recusal. Members may not participate in the consideration or decision of any matter that member has a material interest in, or a professional, business, or personal relationship with, or if such participation shall create an appearance of impropriety (as determined by the majority of the remaining members). In any such case, the member shall recuse himself or herself. If any member is recused from consideration of a matter, any decision on the matter shall be by a vote of a majority of the remaining members of the Board or the applicable Committee. If any Board member suspects another may be participating in a decision for which they should recuse themselves, they may raise the issue with the Chair.

Section 8. Secretary. Administrative support for SMEDD shall be provided by an assignee, who shall not be a member of the SMEDD Board of Directors. The assignee may be a staff person or a contractor.

Section 9. Minutes. The Secretary shall record meeting minutes that include the time and place of the meeting, members present, official acts of the SMEDD Board of Directors, member votes (ayes, noes, abstentions). The minutes shall be presented for approval at the following meeting. Minutes must be kept in accordance with Brown Act requirements, and the Secretary shall make them available at the request of members of the public.

Section 10. Notice. SMEDD Board of Directors regular meetings will be open and public, with notice of the time and place given to the public and SMEDD members at least seventy-two (72) hours before the time of regular meetings and at least twenty-four (24) hours before special meetings.

Section 11. Public Comment. At each SMEDD Board of Directors regular meeting, members of the public will be given the opportunity to directly address the items on the agenda before being voted on, and on Advisory Topics within the jurisdiction of SMEDD. Any individual or group may appear before the SMEDD Board of Directors to disseminate information only.

ARTICLE VI – ADMINISTRATIVE ROLES

Section 1. The SMEDD Board of Directors shall have a Chair and Vice Chair. The Chair and Vice Chair shall be appointed by SMEDD members by election. Unless sooner replaced by a majority vote of the Board of Directors, the Chair and Vice Chair will serve a term of one year each, with annual elections. The Chair and Vice-Chair shall be elected annually from within the membership of the SMEDD Board of Directors. The sitting Chair and Vice Chair shall at no time represent the same member county. Each role shall rotate between representatives of member counties; no member county shall have a representative as Chair or Vice Chair for more than one consecutive year. They shall be elected to terms beginning on July 1 and continuing to June 30 of the following year, or until their successors have been duly elected.

Section 2. Chair. The Chair shall preside at all meetings of the SMEDD Board of Directors and call for special meetings. The Chair shall carry out the duties listed in the Sonoma County Municipal Advisory Council Policy

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Section 3. Vice Chair. In the Chair's absence, the Vice Chair shall assume the Chair's responsibilities. The Vice Chair shall carry out the duties listed in the Sonoma County Municipal Advisory Council Policy and Procedures.

Section 4. Removal of Chair. If the Chair is found to be in violation of any of the conditions for removal outlined in Article IV, Section 2, he or she may be removed by a motion from any member, and by majority vote of the SMEDD Board of Directors, with a quorum being present.

ARTICLE VII - COMMITTEES AND SUBCOMMITTEES

Section 1. Ad Hoc Committees. The SMEDD Board of Directors may establish single-purpose Ad Hoc committees, consisting solely of less than a quorum of SMEDD members on an as-needed basis by a quorum vote. All Ad Hoc committees shall have a life of less than one year. The Ad Hoc committees can conduct research, meet with members of the community, and develop recommendations to bring back to the SMEDD Board of Directors in an open and public meeting. If the SMEDD Board of Director determines that an Ad Hoc committee should be formed for longer than one year, then in that event the Board of Directors shall form the committee as a Standing Committee and the Standing Committee must comply with the open and public meeting requirements of the Brown Act.

Section 2. Authority. No standing or ad hoc committee shall have independent authority to commit the SMEDD to policy or action without approval of the SMEDD Board of Directors.

Section 3. Committee Reports. Committees shall report progress and recommend actions as appropriate at SMEDD meetings.

ARTICLE VIII - FISCAL AFFAIRS, AUDITS AND BUDGETS

Section 1. Fiscal Year: The fiscal year for SMEDD shall be July 1 through June 30 of the following year.

Section 2. Audits: Funds provided for the operation of the SMEDD through an annual budget shall be under the control and supervision of the Financial Agent, as defined by the SMEDD Joint Powers Agreement, and shall be periodically reviewed by the SMEDD Board of Directors. All funds must be expended in accordance with laws governing the disbursement of public funds.

Section 3. Budget: The Financial Agent shall once each year prepare and present to the SMEDD Board of Directors an itemized budget setting forth the financial requirements for the ensuing year. All items appearing in the budget requirements shall be carefully considered and approved by the SMEDD Board of Directors before approval by majority vote, with a quorum present.

ARTICLE IX - CONFLICT OF INTEREST/GRIEVANCES

Section 1. Conflict of Interest. SMEDD members will not involve themselves in official SMEDD activities that could materially benefit them personally, their business interests, or the interests of organizations that they represent. In a conflict of interest, the member will abstain from voting, and the abstention will be recorded in the minutes. If a board member or staff member participates in the making of a contract, even in the early negotiation stages, that will benefit that member or their financial interest, the contract will be void pursuant to Government Code section 1090.

Section 2. Members and staff will comply with State of California laws regarding conflict of interest for publicly appointed bodies, including the Political Reform Act and Government Code section 1090 (conflicts of

interest in contracting laws). Designated Employee Staff of the County of Sonoma shall file annual Statement of Economic Interests (CA State Form 700). As SMEDD members serve under appointment from their respective Board of Supervisors, each member of the SMEDD Board of Directors must comply with conflict of interest laws and file a Form 700 annually and more frequently as required by State law.

ARTICLE X - AMENDMENTS

Section 1. A recommendation to amend these bylaws may be made at any regular meeting of the SMEDD Board of Directors by a quorum vote of SMEDD members, provided that copies of the proposed amendments are sent to all members of SMEDD at least ten (10) days prior to the regular meeting at which such action is taken. The amendment will not be effective until and unless it is approved by majority vote of the SMEDD Board of Directors.

ARTICLE XI – RECORDS

Section 1. Records of all SMEDD agendas, minutes, meeting materials, records of action, annual reports, and external communications from at least the prior two years shall be maintained by the SMEDD Secretary and retained at a location designated by the Board. Digital retention is an acceptable form of retention. These records shall be available for public inspection and copying as required by the Public Records Act (Government Code section 6250 et seq.).

ARTICLE XII- PARLIAMENTARY AUTHORITY

Except as otherwise provided by law, these bylaws, or rules adopted by the SMEDD Board of Directors, Robert’s Rules of Order shall be the parliamentary authority of the SMEDD Board of Directors.

ARTICLE XV– LEGAL COMPLIANCE

The SMEDD Board of Directors shall comply with the legal requirements of the County of Sonoma, County of Mendocino, the State of California, and with Federal funding sources. Nothing in these bylaws shall be interpreted to be inconsistent with local, state, or federal ordinances and/or laws.

ARTICLE XIV - EXECUTIVE DATE

These bylaws and future amendments thereto, unless otherwise specified, shall become effective upon review and approval from Mendocino County and Sonoma County Staff adoption by the Sonoma-Mendocino Economic Development District Board of Directors.

Approved by the Sonoma-Mendocino Economic Development District Board of Directors on March 21, 2025.

Chair, Sonoma-Mendocino Economic Development District Board of Directors

SONOMA-MENDOCINO
ECONOMIC DEVELOPMENT DISTRICT
BYLAWS

Approved by the Sonoma-Mendocino Economic Development District Board of Directors on February 17~~November 18th~~, 2025~~1~~.

ARTICLE I - NAME

The name of this Board shall be the Sonoma-Mendocino Economic Development District (SMEDD) Board of Directors. The SMEDD is a Joint Powers Agreement (JPA) between the Counties of Sonoma and Mendocino (see Addendum 1).

ARTICLE II - AUTHORITY AND PURPOSE

Section 1. In order to facilitate regional economic development strategies, the SMEDD Board of Directors will act in accordance with the authority set forth in the SMEDD Joint Powers Agreement between the Counties of Sonoma and Mendocino for the purpose of:

- a. Establishing a regional organization for discussion and evaluation of regional socioeconomic problems of mutual interest and concern to Sonoma and Mendocino Counties.
- b. Identifying and comprehensively planning for the resolution of socioeconomic problems requiring multi-jurisdictional resources and cooperation.
- c. Seeking and securing resources to address economic challenges common to its members

Section 2. The duties of the SMEDD Board of Directors shall include those outlined in Section 5a. – n. of the SMEDD JPA (see Addendum 1).

ARTICLE III - MEMBERSHIP

Section 1. Membership. The membership of SMEDD Board of Directors shall be nine (9) members, who are appointed representatives of Sonoma and Mendocino Counties. The Board of Directors shall consist of equal representation from each member county, reserving one at-large seat.

Section 2. Appointment Authority. ~~The each~~Each respective Board of Supervisors shall review all qualified applicants for their representative appointments. The remaining at-large seat shall be appointed by the SMEDD Board of Directors. Appointments shall be posted in accordance with the Maddy Act (Government Code section 54970).

Section 3. Terms. ~~Members may serve a total of four four-year terms (16 years maximum). Except for the at-large member appointed by the SMEDD Board of Directors, rA membership term shall be coterminous with the District Supervisor. EDB members may be reappointed. Reappointment is at the option of the appointing County Board of SupervisorsDistrict Supervisor. A membership term may be coterminous with the District Supervisor. Members may serve a total of four four-year terms (16 years maximum).~~

Section 4. Attendance. Members are expected to attend all meetings of the SMEDD Board of Directors. Unexcused absence from 25% of scheduled SMEDD meetings in a twelve-month period may result in removal. The SMEDD Chair and Vice Chair will review attendance regularly and can recommend removal of a member once this threshold is met.

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Section 5. Notification of Absence. Members shall notify the SMEDD Chair or designee of any expected absence ~~for~~from a meeting as soon as possible. If notice is provided by 5:00 p.m. of the day before the meeting, and w- With sufficient reason for the absence, proper notification will be recorded as an excused absence and not recorded as a missed meeting.

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Section 6. Vacancies. A vacancy shall exist when a member dies, ~~resigns~~resigns, or is removed. When a vacancy occurs, the appointment authority in Article III, Section 2 applies.

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ARTICLE IV- RESIGNATION, REMOVAL AND REINSTATEMENT

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Section 1. Resignation. Members shall document their resignation in writing to the Chair and their respective Board of Supervisors.

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Section 2. Removal. The SMEDD Chair may, at their discretion, recommend the removal of any member for the reasons listed below. The recommendation must then be accepted by the Board of Supervisors of the corresponding appointing County. Recommendation of removal of a member shall require a majority vote of the SMEDD Board of Directors, with a quorum being present.

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1-a. Member ceases to be a representative of the category for which the appointment was made, or no longer serves in their elected capacity per the terms of Section 4d of the SMEDD Joint Powers Agreement,

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2-b. Member does not meet the attendance requirements specified in Article III, Section 4.

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3-c. Member fails to comply with Conflict of Interest provisions in Article IX, or fails to complete or declare applicable financial disclosures.

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4-d. Member violates Code of Conduct (see Addendum 2).

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Section 3. Prior to a recommendation to the Board of Supervisors (for the corresponding county) for removal, any Board member recommended for removal shall be given the opportunity to present any extenuating circumstances or reasons why they should not be removed.

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Section 4. Reinstatement shall require a majority vote of the SMEDD Board of Directors, with a quorum being present. The recommendation must then be accepted by the Board of Supervisors of the corresponding appointing County.

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ARTICLE V- MEETINGS

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Section 1. Brown Act. All meetings of the SMEDD Board of Directors and, its standing committees and subcommittees, shall be conducted in accordance with the Brown Act (Government Code section 54950 et seq.).

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Section 2. Regular Meetings. Regular meetings of the SMEDD Board of Directors shall be held at an established date, ~~time~~time, and place open to the public. These meetings shall take place at least once quarterly, and as frequently as once monthly or as frequently as necessary for the efficient operation of the District. Notice of the meeting time and place of regular should be given to the public and the SMEDD members at least seventy-two (72) hours before the meeting in accordance with the Brown Act. The Chair or Vice Chair may cancel any regular meeting by giving written notice of at least seventy-two (72) hours before the regularly scheduled meeting time. This requirement of notification prior to cancellation shall not be waived.

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Section 3. Special Meetings. The Chair may call and preside over special meetings. The Chair may call a special meeting by providing notice of the time, place, and agenda to each member and the public at least

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(twenty-four) 24 hours before the special meeting [in accordance with the Brown Act](#). Only items on the agenda of the special meeting may be considered at said special meeting.

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Section 4. Quorum. A quorum of SMEDD Board of Directors must be present at any regular or special meeting in order for a decision to be made on any matter. A quorum is defined as a majority (51%) of SMEDD membership.

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Section 5. Voting. While SMEDD will strive for consensus, every official action taken by SMEDD shall be adopted by a quorum vote.

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Section 6. Abstention. When any member abstains from participation in any matter before SMEDD because of a conflict of interest, that member shall not be counted as present for purposes of determining whether there is a quorum.

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Section 7. Recusal. Members may not participate in the consideration or decision of any matter that member has a material interest in, or a professional, business, or personal relationship with, or if such participation shall create an appearance of impropriety (as determined by the majority of the remaining members). In any such case, the member shall recuse himself or herself. If any member is recused from consideration of a matter, any decision on the matter shall be by a vote of a majority of the remaining members of the Board or the applicable Committee. If any Board member suspects another may be participating in a decision for which they should recuse themselves, they may raise the issue with the Chair.

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Section 8. Secretary. Administrative support for SMEDD shall be provided by an staff assignee, who shall not be a member of the SMEDD Board of Directors. The assignee may be a staff person or a contractor.

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Section 9. Minutes. The Secretary shall record meeting minutes that include the time and place of the meeting, members present, official acts of the SMEDD Board of Directors, member votes (ayes, noes, abstentions). The minutes shall be presented for approval at the following meeting. Minutes must be kept in accordance with Brown Act requirements, and the Secretary shall make them available at the request of members of the public.

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Section 10. Notice. SMEDD Board of Directors regular meetings will be open and public, with notice of the time and place given to the public and SMEDD members at least seventy-two (72) hours before the time of regular meetings and at least twenty-four (24) hours before special meetings.

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Section 11. Public Comment. At each SMEDD Board of Directors regular meeting, members of the public will be given the opportunity to directly address the items on the agenda before being voted on, and on Advisory Topics within the jurisdiction of SMEDD. Any individual or group may appear before the SMEDD Board of Directors to disseminate information only.

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ARTICLE VI – ADMINISTRATIVE ROLES

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Section 1. The SMEDD Board of Directors shall have a Chair and Vice Chair. The Chair and Vice Chair shall be appointed by SMEDD members by election. Unless sooner replaced by a majority vote of the Board of Directors, the Chair and Vice Chair will serve a term of one year each, with annual elections. The Chair and Vice-Chair shall be elected annually from within the membership of the SMEDD Board of Directors. The sitting Chair and Vice Chair shall at no time represent the same member county. Each role shall rotate between representatives of member counties; no member county shall have a representative as Chair or Vice Chair for more than one consecutive year. They shall be elected to terms beginning on July 1, and continuing to June 30, of the following year, or until their successors have been duly elected.

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Section 2. Chair. The Chair shall preside at all meetings of the SMEDD Board of Directors and call for special meetings. The Chair shall carry out the duties listed in the Sonoma County Municipal Advisory Council

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Section 3. Vice Chair. In the Chair's absence, the Vice Chair shall assume the Chair's responsibilities, **The Vice Chair shall carry out the duties listed in the Sonoma County Municipal Advisory Council Policy and Procedures.**

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Section 4. Removal of Chair. If the Chair is found to be in violation ~~if of~~ any of the conditions for removal outlined in Article IV, Section 2, he or she may be removed by a motion from any member, and by majority vote of the SMEDD Board of Directors, with a quorum being present.

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ARTICLE VII - COMMITTEES AND SUBCOMMITTEES

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Section 1. Ad Hoc Committees. The SMEDD Board of Directors may establish single-purpose Ad Hoc committees, consisting solely of less than a quorum of SMEDD members on an as-needed basis by a quorum vote. All Ad Hoc committees shall have a life of less than one year, ~~with the possibility of extension by the SMEDD~~

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~~after review.~~ The Ad Hoc committees can conduct research, meet with members of the community, and develop recommendations to bring back to the SMEDD Board of Directors in an open and public meeting.

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If the SMEDD Board of Director determines that an Ad Hoc committee should be formed for longer than one year, then in that event the Board of Directors shall form the committee as a ~~the Ad Hoc committees continue for a longer term, they will become~~ Standing Committees and the Standing Committee must comply with the open and public meeting requirements of the Brown Act.

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Section 2. Authority. No standing or ad hoc committee shall have independent authority to commit the SMEDD to policy or action without approval of the SMEDD Board of Directors.

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Section 3. Committee Reports. Committees shall report progress and recommend actions as appropriate at SMEDD meetings.

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ARTICLE VIII - FISCAL AFFAIRS, AUDITS AND BUDGETS

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Section 1. Fiscal Year: The fiscal year for SMEDD shall be July 1 through June 30 of the following each year.

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Section 2. Audits: Funds provided for the operation of the SMEDD through an annual budget shall be under the control and supervision of the Financial Agent, as defined by the SMEDD Joint Powers Agreement, and shall be periodically reviewed by the SMEDD Board of Directors. All funds must be expended in accordance with laws governing the disbursement of public funds.

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Section 3. Budget: The Financial Agent shall once each year prepare and present to the SMEDD Board of Directors an itemized budget setting forth the financial requirements for the ensuing year. All items appearing in the budget requirements shall be carefully considered and approved by the SMEDD Board of Directors before approval by majority vote, with a quorum present.

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ARTICLE IX - CONFLICT OF INTEREST/GRIEVANCES

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Section 1. Conflict of Interest. SMEDD members will not involve themselves in official SMEDD activities that could materially benefit them personally, their business interests, or the interests of organizations that they represent. In a conflict of interest, the member will abstain from voting, and the abstention will be recorded in the minutes. If a board member or staff member participates in the making of a contract, even in the early negotiation stages, that will benefit that member or their financial interest, the contract will be void pursuant to

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Government Code section 1090.

Section 2. Members and staff will comply with State of California laws regarding conflict of interest for publicly appointed bodies, including the Political Reform Act and Government Code section 1090 (conflicts of interest in contracting laws). Designated Employee Staff of the County of Sonoma shall file annual Statement

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of Economic Interests (CA State Form 700). As SMEDD members serve under appointment ~~form from~~ their respective Board of Supervisors, each member of the SMEDD Board of Directors must comply with conflict of interest laws and file a Form 700s annually and more frequently as required by State law.

ARTICLE X - AMENDMENTS

Section 1. A recommendation to amend these bylaws may be made at any regular meeting of the SMEDD Board of Directors by a quorum vote of SMEDD members, provided that copies of the proposed amendments are sent to all members of SMEDD at least ten (10) days prior to the regular meeting at which such action is taken. The amendment will not be effective until and unless it is approved by majority vote of the SMEDD Board of Directors.

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ARTICLE XI – RECORDS

Section 1. Records of all SMEDD agendas, minutes, meeting materials, records of action, annual reports, and external communications from at least the prior two years shall be maintained by the SMEDD Secretary and retained at a location designated by the Board staff. Digital retention is an acceptable form of retention. These records shall be available for public inspection and copying as required by the Public Records Act (Government Code section 6250 et seq.).

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ARTICLE XII- PARLIAMENTARY AUTHORITY

Except as otherwise provided by law, these bylaws, or rules adopted by the SMEDD Board of Directors Supervisors, Robert's Rules of Order shall be the parliamentary authority of the SMEDD Board of Directors.

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ARTICLE XV– LEGAL COMPLIANCE

The SMEDD Board of Directors shall comply with the legal requirements of the County of Sonoma, County of Mendocino, the State of California, and with Federal funding sources. Nothing in these bylaws shall be interpreted to be inconsistent with local, statestate, or federal ordinances and/or laws.

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ARTICLE XIV - EXECUTIVE DATE

These bylaws and future amendments thereto, unless otherwise specified, shall become effective upon review and approval from Mendocino County and Sonoma County Staff adoption by the Sonoma-Mendocino Economic Development District Board of Directors County Board of Supervisors.

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Approved by the Sonoma-Mendocino Economic Development District Board of Directors on March 21, 2025~~November 18th, 2021~~.

Chair, Sonoma-Mendocino Economic Development District Board of Directors

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**JOINT POWERS AGREEMENT
BETWEEN SONOMA AND MENDOCINO COUNTIES FOR THE SONOMA MENDOCINO
ECONOMIC DEVELOPMENT DISTRICT**

This Joint Powers Agreement (hereinafter referred to as Agreement) is entered into this first day of July 2015, by and between the Counties of Sonoma and Mendocino.

RECITALS

1. Each county is empowered by law to provide economic development planning and to participate in federal programs relating to economic development.
2. Each has a County Economic Development Strategy (CEDS) approved by the Board of Supervisors and Economic Development Administration (EDA).
3. Each party is of the opinion that there should be regional planning for economic development.
4. The purposes for entering into this Agreement include;
 - a. Establishing a regional organization for discussion and evaluation of regional socio-economic problems of mutual interest and concern to Sonoma and Mendocino counties.
 - b. To identify and comprehensively plan for the resolution of regional socio-economic problems requiring multi-jurisdictional resources and cooperation.
 - c. To seek and secure resources to address economic challenges common to it members.
5. The Economic Development Act of 1965, PL 89-136 (13 Code of Federal Regulations Section 304), as amended (hereinafter referred to as the "Act") provides that public agencies may combine to form Economic Development Districts; and
6. The geographical area of the parties represents an Economic Development District for the purposes of the Act; and
7. The parties deem it necessary and proper to create a separate public entity by Joint Powers Agreement to devise and create an organizational and administrative structure for the operation of an economic development district encompassing the geographical territory of the member agencies and to secure approval of the federal government for designation as an Economic Development District pursuant to the Act and to assist member agencies in applying to the federal and state governments for grants, funds and assistance.

DEFINITIONS

- “Agreement” means this Joint Power Agreement.
- “District” means the Sonoma Mendocino Economic Development District (SMEDD).
- “District Board” means the Board of Directors of the SMEDD.

“Director” means a member of the Board of Directors representing a Party.

“Effective Date” means the date on which this Agreement shall become effective and the (SMEDD shall exist as a separate public agency, as further described in Section 3 of this Agreement.)

“Parties” means, collectively, the County of Sonoma and the County of Mendocino.

“Party” means the County of Sonoma or the County of Mendocino.

AGREEMENT

The Board of Supervisors of the Counties of Sonoma and Mendocino do agree as follows:

1. Formation of Agency. Sonoma Mendocino Economic Development District (SMEDD) (hereinafter referred to as the "District") is established upon the execution hereof by all designated Parties.
2. Purpose. The purpose of this Agreement shall be to provide for the joint participation by the parties to:
 - a) Promote economic growth by means of planning and coordinating efforts of members and the private sector within the territorial limits of the members;
 - b) Promote more jobs for the unemployed and underemployed residents of the members;
 - c) To improve the social and physical environments of the members;
 - d) Prevent unnecessary duplication of effort on behalf of members; and
 - e) Assume any additional purposes, duties and functions as may be determined by all parties to this Agreement.
3. Effective Date. This District shall exist as a separate public agency on the date the Mendocino Sonoma Comprehensive Economic Development Strategy is approved by the EDA (“Effective Date”).
4. Governing Board. The District Board is representative of the principal economic interests of the region.
 - a) Directors
 - a. The District Board shall consist of nine (9) Directors who are appointed representatives from the counties of Mendocino and Sonoma.
 - b. Appointments to the District Board shall be made so that said District Board will be representative of, although not necessarily consist of representatives of the principal economic interests of the region and may include business, labor, tribal, government, education, minorities and the economically handicapped.
 - c. The number of Directors of the District Board may be modified by a majority vote of the District Board with the concurrence of both the Mendocino and

Sonoma County Boards of Supervisors, however there shall be a maximum of fifteen (15) members.

- d. Any elected official serving on the District Board who no longer serves in said elected capacity shall upon leaving office vacate his or her position on the District Board. The vacancy shall be filled in accordance with Section 4b below.
 - e. The District Board shall have at least a simple majority of its members who are elected officials, their appointees, or employees representing general purpose local governments, including counties and tribal governments.
 - f. The District Board shall elect from the Directors a Chair and Vice Chair, each of whom shall serve for a term of one year, unless sooner replaced by majority vote of the Board of Directors. The District Board shall conduct the election of officers annually.
 - g. The District Board shall appoint a Secretary who need not be a Director, who shall be responsible for keeping minutes of all meetings of the District Board and all other official records of the District.
 - h. A majority of the Directors shall constitute a quorum, except that less than a quorum may adjourn from time to time in accordance with the law.
 - i. A simple majority of the Directors of said District Board shall be required to vote affirmatively for any action in order for said action to be valid and effective.
 - j. Directors shall serve without compensation from the District. However, Directors may be compensated by their respective appointing authorities. The District Board may adopt by resolution a policy related to reimbursement by the District for expenses incurred by Directors.
 - k. Per Government Code § 54956.96(a)(1), all information presented to the Directors in closed session is confidential. However, a member of the Board of a member Party who is present in closed session may disclose information obtained in that closed session that has direct financial or liability implications for the Party's agency to the following individuals:
 - i. Legal counsel of that member Party for purposes of obtaining advice on whether the matter has direct financial or liability implications for that member Party; and/or
 - ii. Other members of the legislative body of the member Party present in a closed session of that member Party.
- b) The governing Board of Directors shall be made up the following members:
- a. Mendocino County Directors: The Mendocino County Board of Supervisors shall appoint four (4) Directors. Three of those Directors shall be from the Mendocino County business community, the Mendocino Economic Development Financing Corporation or Mendocino Workforce Investment Board. Directors may be employees or representative of the Mendocino County.

- b. Sonoma County Directors: The Sonoma County Board of Supervisors shall appoint four (4) Directors. Three of those Directors shall be from the Sonoma County business community, the Sonoma County Economic Development Board or Sonoma County Workforce Investment Board. Directors may be employees or representatives of Sonoma County.
- c. The District Board shall have the authority to appoint one Director who shall be selected from the private sector representing the business community.
- d. Vacancies on the Board. Vacancies shall be filled in the same manner as Directors are selected.
- e. Director Terms of Office. The terms of office of directors shall be four (4) years and at the pleasure of their respective appointing board of supervisors be re-appointed for four (4) year terms.

5. Powers of Governing Board. The District Board shall have the following powers:

- a. To adopt rules, policies, bylaws and procedures governing the operation of the District;
- b. To approve an annual budget for the District;
- c. The District Board shall hold meetings open to the public at least twice each year and shall notice and conduct such meeting in accordance with Ralph M. Brown Act (California Government Code Section 54950 et seq.);
- d. To delegate to staff to the extent the District Board deems appropriate and is otherwise in accordance with law;
- e. To enter into contracts and to accept and expend funds from federal, state, member agencies and other sources for the purposes specified herein;
- f. To prepare, review and update a Comprehensive Economic Development Strategy for the District, establish priorities for grant applications, make annual progress reports to the U.S. Economic Development Administration pursuant to the Act, and make such other reports as may be required or appropriate;
- g. To assist, upon request, area and local Comprehensive Economic Development Strategy committees of member agencies in the preparation of applications to state and federal agencies for grants, loans, and technical assistance;
- h. To assist the private sector in making applications for loans, and work with local development corporations to assist the private enterprise in the development of new business and the expansion of existing business.
- i. To establish advisory committees as deemed appropriate to assist the District in carrying out its functions. The Directors may establish rules, policies or procedures to govern any such advisory committees.

- j. To work with local committees of member agencies to coordinate programs complying with local community desires;
 - k. To appoint or hire such staff or contract with such entities or individuals as said District Board deems necessary to carry out the District's functions and purposes;
 - l. To lease any property; (to enter into leases for real or personal property)
 - m. To amend the geographic boundaries of the District, including the addition of member counties, if it is determined that such amendments will contribute to a more effective program for economic development. Any such modifications may be conditionally approved subject to review and approval of the State and Economic Development Administration in accordance with the Act.
 - n. To review applications of member and other agencies for grants from the U.S. Economic Development Administration. Upon review of such applications, the District Board may establish priorities for funding.
6. Budget. The Fiscal Year for the District shall begin July 1st and end June 30th. An annual budget for the operation of the district shall be adopted by the Board. The Board shall control all expenditures in accordance with the adopted work program and budget and shall have the power to amend the work program and budget to meet unanticipated needs or changed conditions.
7. Financing. It is understood that the Federal Government and Sonoma and Mendocino counties will provide a portion of the District's cost of operation. Counties' contributions are to be determined annually at budget preparation time. Participating county contributions may be in-kind including the provision of staff, office space, equipment and supplies. County contributions shall be paid by parties hereto on or before September 1 of the Fiscal Year for which assessed, or within 30 days of written notice.
8. A review of the districts activities will be included with each Parties Comprehensive Economic Development Strategy Annual Report.
9. Custody of Funds-Reporting - Financial Agent: Financial agent for the District is the County of Sonoma. All revenues and funds received by the District shall be placed in a separate general operating account with Sonoma County under the name Sonoma Mendocino Economic Development District. Sonoma County shall be responsible for completing audits in accordance with local, state and federal reporting and accounting requirements. Sonoma County shall be reimbursed for audit costs.

- a. All payments of public funds shall be paid to and disbursed by the District which shall be strictly accountable for all funds and responsible for reporting to the members hereof concerning all receipts and disbursements.
 - b. The District and District Directors shall comply with all Federal and State financial assistance reporting requirements and conflict of interest provisions as set forth in 13 CFR III.
10. Donations, Grants and Gifts. The District Board shall have the power to receive bequests, donations and grants and to carry out the purposes of grants and donations if otherwise authorized by this Agreement.
11. Limitations on Expenditures. The Board and every Director or employee of the District shall be limited in the making of expenditures or the incurring of liabilities to the amount of appropriations allowed by the work program and budget as adopted by the Board or thereafter revised by said Board. No expenditures of any kind or contract entered into on behalf of the District without approval by the Board, except as otherwise provided by law, warrants issued, expenditures made or liabilities incurred in excess of any budget appropriation are not a liability of the District or a liability of any part to this Agreement.
12. Members Not Liable for Debts of District. Pursuant to Section 6508.1 of the California Government Code, the debts, liabilities, and obligations of the District shall be those of the District and not of the parties to this Agreement.
13. Term of Agreement and Termination Provisions. This Agreement shall continue in full force and effect until rescinded or terminated, as set forth below.
- (A) Termination of Individual Membership. Any member Party may terminate its participation in this Agreement by giving written notice to the District Board not less than thirty (30) days before the start of the fiscal year, which termination shall be effective only on the beginning of the fiscal year immediately following the one in which notice of termination was given, and thereby dissolve the District.
 - (B) If a member County terminates its participation in this Agreement, it shall pay its portion of the costs for which it is responsible for paying up to the date of termination. Any payments due under this section shall be paid within ninety (90) days after the effective date of termination.
 - (C) Termination of this Membership by any member County shall not be construed as a completion of the purpose of this Agreement, and shall not require the

repayment or return to the remaining member County or Counties of all or any part of any contributions, payments, or advances made by the parties until this Agreement is rescinded or terminated as to all member counties.

(D) Rescission of Agreement by All Member Counties. At any time, this Agreement may be rescinded and terminated, and the SMEDD may be dissolved, by a unanimous vote of all Parties. In such an event, the remaining assets and liabilities shall be apportioned among all member counties according to the relative assessments paid by those member counties.

14. Disposition of Property Upon Termination. In the event that said District is terminated by agreement, the property and monies on hand at the time of termination after all debts and liabilities are paid shall be distributed among the parties then Parties of said District in accordance with their proportionate contributions thereto. Any member who withdraws from said District shall forfeit all of its right, title and monies.
15. Members Option to Bypass District. It is the option of Parties to submit U.S. Economic Development Administration grant applications through the District to the Economic Development Administration, or directly to the Economic Development Administration, bypassing District.
16. Amendment. This Agreement may be amended at any time by the mutual written agreement of all the Parties thereof.
17. Execution by Counterparts. This Agreement shall be executed in counterpart and when so executed by each and every Party hereto shall be deemed to be executed by all Parties as if it were a single document. Executed counterparts shall be delivered forthwith to the District. Said executed counterparts shall be retained by District and the District shall distribute to all other Parties' copies of said original counterparts as said other parties' executed copies.
18. Dispute Resolution. The Parties to this Agreement and the District shall make reasonable efforts to settle all disputes arising out of or in connection with this Agreement.
19. Liability of District Directors, Officers, and Employees. The District Directors, officers, and employees of the District shall use ordinary care and reasonable diligence in the exercise of their powers and in the performance of their duties pursuant to this Agreement. No current or former District Director or employee will be responsible for any act or omission by another District Director or employee. The District shall defend, indemnify and hold harmless the individual current and former District Directors and employees for any acts or omissions in the scope of their employment or duties in the

manner provided by Government Code Sections 995 et seq. Nothing in this section shall be construed to limit the defenses available under the law, to the Parties, the District or its District Directors, or employees.

20. Indemnification of Parties. The District shall acquire such insurance coverage as is necessary to protect the interests of the District, the Parties, and the public. The District shall defend, indemnify, and hold harmless the Parties and each of their respective District Board or Council members, officers, agents and employees, from any and all claims, losses, damages, costs, injuries, and liabilities of every kind arising directly or indirectly from the conduct, activities, operations, acts, and omissions of the District under this Agreement.
21. Parties to be Served Notice. Any notice authorized or required to be given pursuant to this Agreement shall be validly given if served in writing either personally, by deposit in the United States mail, first class postage if prepaid with return receipt requested, or by a recognized courier service. Notice given personally or by courier shall be conclusively deemed received at the time the delivery and receipt and by mail shall be conclusively deemed given forty-eight (48) hours after the deposit thereof (excluding Saturdays, Sundays and holidays) if the sender receives the return receipt. All notices shall be delivered to the Secretary of the District or Party, as the case may be, or such other person designated in writing by the District or Party. Notices given to one Party shall be copied to all other Parties. Notices given to the District shall be copied to all Parties.
22. Severability. If one or more clauses, sentences, paragraphs or provisions of this Agreement shall be held to be unlawful, invalid or unenforceable, it is hereby agreed by the Parties, that the remainder of the Agreement shall not be affected thereby. Such clauses, sentences, paragraphs or provision shall be deemed reformed so as to be lawful, valid and enforced to the maximum extent possible.

IN WITNESS WHEREOF, the undersigned counties and cities of the State of California do execute the Memorandum of Understanding/Letter Agreement upon the respective dates set forth after signatures.

COUNTY OF SONOMA

By: *Susan Speer* Date: 6/16/15

COUNTY OF MENDOCINO

By: *Camille J. Ayer* Date: 7/21/15



DATE: March 21, 2025

TO: Board of Directors

FROM: Anna Macken, County of Mendocino Economic Development, Interim District Manager
Brad Johnson, Sonoma County EDC, Interim District Manager

SUBJECT: Receive an Update on California Jobs First: Redwood Region RISE; Bay Area All Home

STATEMENT OF ISSUE: The purpose of this item is for the Sonoma Mendocino Economic Development District (SMEDD) Board of Directors to receive an update on respective regional efforts and progress on the California Jobs First Initiative.

SUMMARY OF RECOMMENDED ACTION:

Receive and file.

FINANCIAL IMPACTS:

There are no anticipated financial impacts for this item.

BACKGROUND:

During the 2024 / 2025 calendar years, the SMEDD management team provided the SMEDD Board of Directors with regular reporting updates on the CA Jobs First (previously known as CERF) initiative. Each region is guided by the principle to create high wage, climate resilient, and sustainable jobs.

Mendocino County is part of Redwood Region RISE (Resilient Inclusive Sustainable Economy), which is a regional community coalition of close to a thousand members working together to develop a 10-year vision that aims to bring good, sustainable jobs to Tribal Lands, Del Norte, Humboldt, Lake, and Mendocino Counties - through the California Jobs First (previously known as Community Economic Resilience Fund [CERF]) initiative.

The Sonoma County EDB has been working with a subregional round table under the Bay Area Jobs First Collaborative. This sub regional roundtable includes Sonoma and Marin Counties. The Subregional roundtable collected projects that meet the fundamental industry and vision priorities. Projects must promote the growth of sustainable, climate forward, high wage, and high growth jobs.

DISCUSSION:

Mendocino County - Redwood Region RISE

The Redwood Region RISE RFP for the Catalyst Funding closed January 15th 2025. The project applications have been scored and the top 32 have been shared with the voting block. The voting block is in the deliberating process for awarding funds. The Voting Block has moved to allocate a minimum of \$1 million to each county and \$1.8 to Tribal lands, specific projects will be decided on by March 31st.

The County of Mendocino has submitted an application for a home hardening and fire-safe building practices market analysis, and labor market projections. The county project was not selected for final consideration.

Sonoma County - Bay Area Jobs First Collaborative

The Sonoma County EDC submitted a project proposal for \$300,000 to fund an Ag-Tech Innovation Hub Feasibility Study for the North Bay that would leverage the May 2023 SMEDD Ag-Tech Brainstorming Session. The feasibility study would investigate key partnerships, regionally unique focus areas, functions, services, phasing options and location alternatives for a potential North Bay Ag-Tech Innovation Hub. Additionally, the feasibility study would include a pilot project that will analyze the reuse and repurpose of the Manzana facility that is scheduled to be vacated in 2026. The facility currently employs 180 people and is the primary market provider for Sonoma and Mendocino Apple growers. The Bay Area Jobs First Collaborative announced awards last week(January 2025) ,and they did not include this project proposal. Unfortunately, the study was not selected to be awarded by the voting committee. The materials and work will be used to develop an application proposal to the EDA through the local technical assistance program.

In February, Go-Biz, the State administrator for the Jobs First Funding, released an RFP announcing the availability of \$125 million for construction ready implementation projects. These projects need to be considered ready to go, with all predevelopment and feasibility work complete. The SMEDD management team has engaged a number of potential project applicants in Sonoma County that have been engaged with the SMEDD in some capacity. As of now the following organizations are submitting applications for implementation funding.

Organization/s	Sector	CEDS Alignment	Description
Regenerative Forest Solutions	Sustainable Forestry / Biomass Utilization	Goal 1.2	The purchase of a small diameter timber aggregation milling facility to reduce fire prone feed stock from private lands.
Red Latinx the Hub	Entrepreneurship	Goal 3.4	Development of a full service entrepreneurship center with a focus on offering equitable access to the diverse

			communities of the North Bay
Reservoir Farms, Sonoma County Winegrowers, & SRJC	Ag Tech Innovation	Goal 1.2	The development of a facility at Shone Farms for ag tech innovation and R&D testing. Connecting startups to venture capital and workforce development.
Sonoma Marin Area Rail Transit (SMART)	Transportation & Logistics	Goal 2.1	Development of extended rail line connecting communities north of Healdsburg.
Workforce Investment Board	Workforce Development / Childcare	Goal 3.1	Development of a childcare provider training facility.

ALTERNATIVES:

- 1:** Receive and file the California Jobs First: Redwood Region RISE; North Bay Working Group; EDF Working Group update, give direction to staff to create and submit an application to the Redwood Region Rise Catalyst Funding opportunity.
- 2:** Consider, *modify*, and approve the recommendation for the District to receive and file the California Jobs First: Redwood Region RISE; North Bay Working Group; EDF Working Group update
- 3:** Other approach(s) may be developed after public comments and Board deliberations.
- 4:** Decline to act.

RECOMMENDATION for Alternative 1:

Move to:

- o Receive and file an Update on California Jobs First: Redwood Region RISE; North Bay Working Group; EDF Working Group