



## BOARD MEETING AGENDA

September 16, 2021 | 10:00 a.m. - 12:00 p.m.

REMOTE ACCESS ONLY MEETING

**By Video:** <https://us02web.zoom.us/j/83269256318?pwd=Q3o0Z0Y4eVdjajVLU1JBc01HWUJ1Zz09>

**By Phone:** Dial In: 1 (669) 900-9128 | Meeting ID: 832 692 56318 | Password: 815290

\*\*\*GOVERNOR'S EXECUTIVE ORDER N-25-20\*\*\*

\*\*\*GOVERNOR'S EXECUTIVE ORDER N-29-20\*\*\*

\*\*RE CORONAVIRUS COVID-19\*\*

DUE TO THE PROVISIONS OF THE GOVERNOR'S EXECUTIVE ORDERS N-25-20 AND N-29-20 WHICH SUSPENDS CERTAIN REQUIREMENTS OF THE BROWN ACT, AND THE ORDER OF THE HEALTH OFFICER OF THE COUNTY OF SONOMA TO SHELTER IN PLACE TO MINIMIZE THE SPREAD OF COVID-19, MEMBERS OF THE BOARD OF DIRECTORS WILL BE PARTICIPATING BY TELECONFERENCE INTO THE BOARD OF DIRECTORS MEETING FOR MAY 20, 2021.

Should you want to submit public comment, do so by email before the Board Meeting is called to order. Please state the agenda item number that you are commenting on and limit written comments to three hundred (300) words or less. Comments can be sent to [calvin.sandeen@sonoma-county.org](mailto:calvin.sandeen@sonoma-county.org). Written comments received prior to the meeting you wish to comment on will be read into the record.

### 1) CALL TO ORDER at 10:00AM

### 2) ROLL CALL: Present: Sonoma: Absent:

Jon Frech-Present

Mary Anne Petrillo-Present

Katrina Kessen-Absent

Paul Garza-Present

Lisa Badenfort-Present

Robin Bartholow-Present

Jeff Kelly-Present

Mike Nicholls-Present

Paul Castro-Absent

Staff Present:

Sonoma EDB: Calvin Sandeen, Ethan Brown, Bradley Johnson, Rebekah Heinze

Mendocino: Debbie Rasar

### 3) OPEN TIME FOR PUBLIC EXPRESSION

*This is an opportunity for any member of the public to briefly address the Board on any matter that does not appear on this agenda and is restricted to matters within the Board's jurisdiction. Items that appear to warrant a more-lengthy presentation or Board consideration may be placed on the agenda for discussion at a future meeting. Please limit comments to three hundred (300) words.*

- **No public comment**



#### **4) AGENDA ADJUSTMENTS – DISCUSSION/ACTION**

- **NO Agenda Adjustments**

#### **5) STATEMENT OF CONFLICT OF INTEREST**

*This is the time for the Board of Directors to indicate any statements of conflict of interest for any item listed on this agenda.*

- **No Statements of Conflict of Interest**

#### **6. CONSENT ITEMS**

- a. Approval of July 15th, 2021 Board Meeting Minutes
  - a. DRAFT SMEDD Board Meeting Minutes 7.15.21
- b. Approval of August 19th, 2021 Board Meeting Minutes
  - a. DRAFT SMEDD Board Meeting Minutes 8.19.21

**Jeff Kelly : Question on previous months minutes, very detailed but possibly missed minutes on Communication Ad Hoc Committee? Jeff had attended this Ad Hoc but not seeing on the minutes.**

**Ethan - Seems to be on page 12 of Agenda packet. Board Effects not paginating correctly**

**Jeff - Found minutes recorded for Ad Hoc Communications Committee.**

**Motion - Paul Garza to approve Consent items. 2<sup>nd</sup>: Jeff Kelly**

**Role Call Vote:**

**Jon Frech-Y**

**Mary Anne Petrillo-Y**

**Katrina Kessen-Absent**

**Paul Garza-Y**

**Lisa Badenfort-Y**

**Robin Bartholow-Y, August Minutes say July 19<sup>th</sup> Calvin: Will make adjustment**

**Jeff Kelly- Y**

**Mike Nicholls-Y**

**Paul Castro-Absent**

**Motion Passed 7-0**

#### **7) FINANCIAL REPORT – DISCUSSION/ACTION (15 min)**

##### **a. August 2021 Financial Reports**

Monthly Financial Report: The district's fiscal analyst will provide a monthly financial report to the board.



Rebekah Heinze: August 2021 Financials Total of \$11,593.77, made up of July staffing costs, and Project Management carried out by EDFC.

**b. August 2021 Reimbursement Request**

County of Sonoma Reimbursement: The Board will vote to reimburse the County of Sonoma for staff time and contractual expenditures that supported SMEDD activities in the amount of \$21,421.91

**Rebekah Heinze: August 2021 Reimbursement Request for SMEDD to the County of Sonoma in the amount of 21421.91 to cover staffing costs for district administrator/ fiscal agent administrative aid, and for costs at EPS for the SMEDD CEDS.**

**Mike Nicholls: Calvin is there any way for financial information to be display on screen because of importance to see visually the information being presented?**

**Calvin: Sure, Rebekah to share.**

**Rebekah: Shares screen, August Reimbursement made up of salary costs and Economic Planning systems for CEDS update. Any questions?**

**Jeff Kelly: Looks like EPS wrapping up soon?**

**Rebekah: I believe so, looks to be about half of their contract left, and another payment pending**

**Bradley: As currently scheduled about a month away from having the draft presented to the board, yes close to wrapped up.**

**Motion: Jeff Kelly to approve Financials/ 2<sup>nd</sup> Robin Bartholow**

**Role Call:**

**Jon Frech- Y**

**Mary Anne Petrillo-Y**

**Katrina Kessen-Absent**

**Paul Garza-Y**

**Lisa Badenfort-Y**

**Robin Bartholow-Y**

**Jeff Kelly-Y**

**Mike Nicholls-Y**

**Paul Castro-Absent**

**Motion passed 7-0**

**8. BOARD EFFECT PRESENTATION - DISCUSSION**

Carrie Forrester will present Board Effect's software to the Board for orientation and training purposes.

- a. BoardEffect Web Orientation



b. BoardEffect App Orientation

**Carrie Forrester:** Focus for today is on Accessing Meeting Information, Reviewing & Annotating Meeting Books, Additional Resources & Next Steps. Primary function of board effects to support meeting cycle, as well as storing meeting information securely. Additional features to support Annual Cycles, and Development Cycles. Access can be made from multiple devices and platforms. All content synced across devices. Can be logged into multiple devices at the same time.

Presentation of Board Effect platform, overview of home page of Board effect and focus on the upcoming events which holds all future meeting information needed. Can annotate and add to calendar, export multiple events, after event is over falls off of upcoming events and has to be viewed through the view all events. Event title holds additional information, i.e attendees, and docs. Meeting books and actionable items listed at the bottom of the Upcoming events.

Each section of the Meeting Book can be expanded, downloaded and viewed according to need. Left side has navigational agenda. Multiple features with the agenda to allow for ease in searching and finding specific topics or items. Annotation tools also available within agenda viewing. Save function saves user specific notes, not able to viewed by other users.

**Mike:** Able to get into meeting book but mistakenly downloaded pdf, very small, couldn't expand. Refreshed memory on functionality of board effects.

**Carrie:** Can also minimize toolbars in order to make small text even larger on screen. And hover over tool buttons to pop-up description of tools.

Can download annotated pdf after saving agenda. Workrooms shows various boards/ committees each member sits on. Library holds documents, general purpose documents with more specific documents housed in the workroom specific library.

Directory shows fellow board members and the contact information.

**Mike:** Tried to download directory waited 3 minutes and could not download/print

**Carrie:** Will look into and address. Messaging function simply emailing others, individual members or entire group, but not stored in Board Effects, stored in primary email on account of member. Profile tab houses all user specific information with ability to have information forwarded to someone else in the event of vacation and someone filling in needing the information.

Sign out and show login page and where to find help logging in.

**Mary Anne:** Attempted unsuccessfully to get a user name and password, so unable to login.

**Carrie:** Will verify that Mary Anne is in board directory. PDF guides will be provided on how to set up user information and ability to log in.

**Mary Anne:** If this is used for SMEDD board, advise to change logos on log in to reflect SMEDD.

**Carrie:** Only allowed to have one display, will talk to Calvin about logo set up.



.....Presentation continued for Web Platform and guide in accessing web based platform. Main difference is the home menu is collapsed to save screen space. Still has ability to download to device. Overview of viewer on web platform and location of buttons. PDF guide to be provided for all platforms.

Will receive emails from admin from Board Effects for action items.

Jeff Kelly: Please review public viewed text vs. privately annotated docs?

Carrie: Public/group can see notes in workroom but notes made on individual documents are private.

Mike: Advise board members spending some time familiarizing with the platform, and reach out to Calvin or Board Effects support team with questions.

Calvin: Having issues with accounts and user names to add users.

Carrie: Will email after call and assist in addressing issues.

#### 9. SMEDD BYLAWS AND ORGANIZATION - DISCUSSION/ACTION

The Board will discuss the creation of bylaws and potential formation of an ad hoc committee.

Mike: Over the last several months much discussion as to what SMEDD Board can or cannot do as a board, and was under the impression that the organization had developed Board member Bylaws, but in research there have not been Bylaws developed. So there is no means of governance for the board other than the JPA between counties that doesn't provide governance just high level, need for more finite. Typically board bylaws include duties, attendance and replacement procedures.

Recommend developing a set of Bylaws, by way of an Ad Hoc Committee not tasking staff to come up with the Bylaws. And Present at meeting in October, believes that most of the work can be done within 3 hours or so with the available examples the various members have access to.

Volunteers: Paul Garza, Robin Bartholow and Lisa Badenfort,

No need to appoint a chair of Ad Hoc, that volunteers can appoint chair themselves, draft bylaws and present at October board Meeting. Request for motion to create Ad Hoc Bylaws Committee

Motion: Robin Bartholow 2nd: Jeff Kelly

Robin Bartholow: Created many Ad Hoc's, unable to keep track, Calvin is it tracked somewhere.

Calvin: Yes, Ad Hocs were tracked previously in excel and will be transferred into Board Effects, and the Ad Hoc Committees have very specific tasks but can be reviewed to verify need.

Role Call:

Jon Frech- Y

Mary Anne Petrillo-Y



Katrina Kessen-Absent  
Paul Garza-Y  
Lisa Badenfort-Y  
Robin Bartholow-Y  
Jeff Kelly-Y  
Mike Nicholls-Y  
Paul Castro-Absent

**Motion Passed 7-0**

**10. 2021 COMPREHENSIVE ECONOMIC DEVELOPMENT STRATEGY (CEDS) UPDATE - DISCUSSION**

The Comprehensive Economic Development Strategy Ad Hoc and project managers will provide an update to the board on the 2021 CEDS project.

- a. **2021 CEDS Survey**
  - a. **2021 CEDS Survey (English)**
  - b. **2021 CEDS Survey (Spanish)**
- b. **2021 CEDS SWOT**
  - a. **2021 CEDS SWOT**
- c. **2021 CEDS Interviews and Outreach**
  - a. **2021 CEDS Focus Group Participants and Interviews**

**Bradley:** Concluded both Community outreach meetings, 4 out of 5 focus groups. Between SMEDD staff and consultants conducted 40+ interviews to supplement the focus groups with 1 additional interview scheduled. From these outreach methods have resulted in 160 total views and 130 people reached for input into the CEDS. CEDS survey is still up and currently running with final email outreach for additional input, engagement into survey is at 287 participants, 13 in Spanish, 274 in English.

Community meeting had engagement activity through interactive website to take individual participant ideas or support current ideas with additional notes, in a social media esque platform and getting feedback via link provided for board viewing:

**Livability**• English: <https://padlet.com/rren13/lfvxc1j6uh72sw3>

**Environmental Resilience**• English: <https://padlet.com/rren13/o3e8kphfx6bn8qtv>

**Supporting Businesses & Industries**• English: <https://padlet.com/rren13/octvi6rjtvyn6ljc>

**Technology, Digital Literacy, and Connectivity**• English: <https://padlet.com/rren13/l4gyx62jxma8cdlr>

Very close to wrapping up draft of CEDS and putting into written form, as it stands on 30 day review period for public comment required for publication for CEDS will be up October 8th and brought to SMEDD Board at October meeting for Board input, with those inputs complete and incorporated into CEDS the plan would be to have a final draft ready for November Board meeting followed by submission to EDA. In board packet are interim items that will be incorporated into CEDS notably, a



SWOT Analysis in final form as a necessary piece to CEDS process. Also included in packet is a list of those people interviewed and focus group participants. Fifth and final focused group planned for Thursday September 23rd to include all topics of CEDS previous covered with addition of Equity subjects.

**Paul Garza:** On the public presentation, how people from Mendocino County?

**Bradley:** Report is produced in an excel spreadsheet and need to be filtered, will send out after meeting but distribution of participants looks to be pretty even.

**Paul:** Just wanted to verify efforts made to have participants from Mendocino County were received

**Mike Nichols:** Have always had great participation from Mendocino County.

**Mary Anne:** It would be great when specific numbers are available to show how participant's participated and their geographic location, would be valuable to future work. And add a sense of how participation was successful and represented each County.

**Jeff Kelly:** Do we have permission to send links to people we think should participate in the surveys?

**Bradley/ Mike:** Yes

**Bradley:** Additionally, in previous conversations with Mike Nichols, that the survey having 300 participant's and the 70 for community meetings will be a more accurate depiction of participation and input geographically.

**Robin:** Curious, on links are they different links? And do we want people to fill out each link to survey.

**Bradley:** Yes, there are 4 separate links geared towards each specific topic. They are individual topics to the CEDS as a whole. But filling out 1 is better than none so any participation is valued. There is and "other" function on each survey that allows for specific input from the participant to be more specific on a project or topic.

**Robin:** Is there a place where survey are all under 1 link?

**Bradley:** Unfortunatley, no.

**Mary Anne:** Do you see the CEDS projects moving in the direction that are more broad topic that can be accomplished between both Counties or localized to the individual County?

**Bradley:** Some projects are coming out in broad form and some that are very specific. As well as projects underway specifically with regards to water and infrastructure that naturally span the relationship between both counties. Specifically, and interview with Grant Davis at Sonoma County Water Board that was specific as to information on projects taking place or being piloted already. That



conversation was so rich that would like to see Grant to come to a Board meeting with SMEDD to provide a presentation firsthand.

Mary Anne: That would be great, hope that projects can be clearly articulated to identify SMEDD specific things to accomplish.

Mike: Sonoma Clean power discussing a resolution to create a geothermal opportunity zone, which would include Mendocino, Sonoma and Lake Counties, many new things involving the neighboring counties.

Jeff Kelly: Russian River watershed starts in Mendocino, but split half and half between Sonoma and Mendocino.

Mike: Which is why the convergence conversations and work are so important because it affects both.

Robin: Would like to follow up on Brads recommendation to have Grant come and speak, due to his wealth of knowledge.

Mary Anne: May want to consider a special meeting specifically for that presentation.

Mike: A speaker series could be possible.

John: SWOT analysis was very insightful as to and interesting, couldn't help but notice how housing is central to discussion. But some things could be counter productive when choosing projects to work on, but the resounding need for housing in both counties is clear. Many interactions with people who work in Sonoma County that live in Mendocino County due to job availability and cost of living, which affects workforce. Just want to recognize the relationship between housing and everything else that it effects.

## **11. STAFF UPDATE - DISCUSSION**

Staff will provide a report to the board on recent district activities and work accomplished.

Calvin: wanted to add communication Ad Hoc meeting overview to start with...

### **COMMUNICATIONS AD HOC SUMMARY:**

Jeff Kelly: Looked at resource available and how to build, Ethan sent over materials previous used.

Mary Anne: Communications from Ethan give a framework for how to construct communication plan, and how we communicate out about SMEDD and appropriate timing as well as guidance to Board Members on the communications.

Touch on how Communications could be a part of Strategic planning as well/

Mike: Should communications be part of the Bylaws?



Mary Anne: It does have a place where there could be some wording on how and when to use the SMEDD brand in communication.

#### CONCLUDED UPDATE

Calvin: Broadband, still exploring opportunities between the 2 Counties to position ourselves appropriately with all the available State and Federal funding opportunities, looking at shotgun approach to evaluate as many opportunities as possible. EDB just issued an RFP to find a consultant to create a broadband business plan and governance structure for a publically governed entity. RFP in process with opportunity for regional infrastructure deployment. Also enables applying for funding to have an entity.

Opportunity with Golden State Connect, asking 37 counties to join their JPA which could help tie together other funding and bring it into rural counties, working through the Broadband consortium and considering joining the JPA, looks favorable to joining. Would provide another vehicle for achieving regional infrastructure.

Also looking at the American Rescue Plan Act, for local funding in which broadband is a heavy focus. Requests have been sent to Sonoma County for infrastructure funds as well as seed funding for local broadband entity for 12 million. Has a timeline for modification of proposal with a December deadline, but also talking with broadband consortium partner counties to consider locally allocating funds.

Mary Anne: Can you explain the consortium and funds, is that SMEDD work or just what Sonoma is doing and should Mendocino be mirroring? What is SMEDD's role?

Calvin: Something SMEDD has been trying to understand its role since it was created, and it could be the SMEDD is one of the vehicles to attract federal dollars, and one of the roles of the consultant will be to define how SMEDD can define its role.

Jeff Kelly: Are the Counties represented in the Consortium?

Calvin: Yes, work closely with Broadband Alliance of Mendocino County and District supervisor Ted Williams through the consortium.

Mary Anne: But all is separate from SMEDD?

Mike: I sit on the management team in the consortium for Sonoma County, also cofounder of access broadband Sonoma County. At time Mendocino County was leader and spent every Friday learning how to get Sonoma county off the ground.

Calvin: Currently interim manager with Broadband, so there is much crossover on SMEDD and Broadband.



**Mike:** Challenging because of how many people are on several boards, and have overlapping interests.

**Lisa:** Is SMEDD involved of any deliverables in other pockets Broadband or EDB's Broadband work? Where are we plugged in and how does it tie in?

**Ethan:** Built into the current upcoming RFP, to review the landscape as it sits now and make more inclusive and comprehensive. That would be phase 1 with phase 2 created the business plan around that review.

**Calvin:** Will provide more updates on broadband and has been spending other time in reporting on grants.

**Jeff Kelly:** Might be some consideration in bylaws in regards to bringing in non-entity as a sub to SMEDD, function as an incubator.

**Ethan:** In discussion with cities in Sonoma county suggestions that there is some vehicle to communicate greater connectivity between cities including Mendocino County. The desire is there from community at a greater level.

**Jeff:** A lot of value around building the SMEDD organizational structure to foster separate consortiums and allow growth through that means. Facilitation of regional groups with communication and connectivity.

**Mike:** Proposal for middle mile fiber cable along tracks, that would bring fiber to Mendocino that way.

## **12. BOARD CHAIR AND VICE CHAIR ELECTION - DISCUSSION/ACTION**

The SMEDD Board of Directors will vote on a new annual chair and vicechair.

**Mike:** Time of year for elections, very active year. Time for succession to take place, 2 positions to fill for vice chair and chair.

**Paul:** No Bylaws so what basis are we electing, would it be better to wait for bylaws?

**Calvin:** Incorporated bylaw language into JPA directly for board term and chair terms which is and executed document saying annual election of chair and vice chair.

**Paul:** That's a relief, good we are okay.

**Mary Anne:** Should Bylaws and JPA be reviewed simultaneously?

**Mike:** Review of JPA would institute Board of Supervisors approval, and may be necessary for bylaws as well. Typically, JPA adjusting would include legal fees in document origination. Would leave to Calvin for recommendation...



**Ethan:** Frankly, though Sonoma County sees value in SMEDD that it would be pushed for going another route than a JPA if JPA at current is tinkered with. Suggestion that if JPA is preferred structure than should leave it, because it could provoke different structure.

**Lisa:** JPA language is specific and sufficiently short, no need for change currently the Bylaws can do so

**Mike:** Open nominations for Vice Chair;

**Lisa:** Nominate Mary Anne

**Mike:** Nomination now closed, and with only one candidate, Calvin is this acceptable to elect....

**Calvin:** I believe so, Mary Anne is qualified and allowed to succeed

**Mike:** Mary Anne, congratulations on Vice Chair.

**Mike:** Will not serve as chair or allow himself to be nominate as have served multiple terms and succession is important so now opening nomination for Chair of SMEDD Board.....

**Mary Anne:** Would like to Nominate Lisa Badenfort

**Mike:** Second.

**Lisa:** Have an awful lot of responsibilities, but Mary Anne has served as Vice Chair for two terms and make more sense as Chair. With importance and weight of projects going on with the organization if Mike is not going to continue it would be critical to have the Vice Chair succeed Mike as chair and I would be happy to serve as Vice Chair as long as Mike or Mary Anne is serving as Chair.

**Mary Anne:** This is where I am least knowledgeable, Brown Act compliance and need to continue to learn. Struggle with do's and don'ts of regulations.

**Paul:** Where are we now?

**Mike:** Mary Anne was elected as Vice Chair. Lisa was nominated as Chair which led to discussion that she would be happy to assume position of Vice Chair if Mary would assume position of Chair. We would have to nullify the election of Mary Anne to Vice Chair....

**Lisa:** I would have to decline the nomination which is out now, which I do decline the nomination as Chair happily.

**Mike:** Lisa you decline the nomination?

**Lisa:** Yes, in order to get through that process, to put us back on official track, I will decline the nomination for Chair.



**Mike:** Nominations still open for Chair.....

**Lisa:** I would like to nominate Mary Anne for Chair but we can't if she is Vice Chair.

**Mike:** Ethan, can we nullify a previous vote and start from scratch.

**Ethan:** You may need to put a motion to amend agenda and retract vote and come back to this agenda item.

**Calvin:** Can we just vote no on Mary Anne as Vice Chair?

**Lisa:** The agenda amendment would essentially bring a new vote to either promote Mary Anne to Chair or remove from Vice Chair, my apologies.

**Calvin:** The other option is the language in the JPA is vague and we can have the current officers maintain their positions until if Mike is okay with being chair for another year and amend through the Bylaws.

**Ethan:** The issue at hand is that there has already been a motion to elect Mary Anne as Vice Chair and that has been completed.

**Paul:** Why is it that we couldn't just move to remove that vote and reconsider?

**Lisa:** Is there an issue with that new motion or vote not being on the agenda or publically noticed?

**Ethan:** I don't think so considering we are still in item 12 a friendly amendment could be offered to that motion.

**Mike:** Lets call for a friendly amendment

**Lisa:** The friendly amendment to my motion, is to retract my motion of Mary Anne as Vice Chair.

**Mike:** Second?

**Paul Garza:** Second.

**Mike:** Roll Call Vote

Debbie:

**Roll Call:**

Jon Frech- Y

Mary Anne Petrillo-Y

Katrina Kessen-Absent

Paul Garza-Y



Lisa Badenfort-Y  
Robin Bartholow-Left  
Jeff Kelly-Y  
Mike Nicholls-Y  
Paul Castro-Absent

**Motion Passes 6-0**

**Mike: now we can open nomination for Vice Chair**

**Mary Anne: I would like to nominate Lisa Badenfort for Vice Chair.**

**Jeff Kelly: Second.**

**Mike: Nomination process complete, moving to roll call election vote**

**Roll Call:**

Jon Frech- Y  
Mary Anne Petrillo-Y  
Katrina Kessen-Absent  
Paul Garza-Y  
Lisa Badenfort-Y  
Robin Bartholow-Left  
Jeff Kelly-Y  
Mike Nicholls-Y  
Paul Castro-Absent

**Motion Passes 6-0**

**Mike: Now nominations are open for Chair for the next year.**

**Lisa: I would like to nominate Mary Anne Petrillo for Chair.**

**Paul Garza: Second.**

**Mike: Nomination process complete, moving to roll call election vote**

**Roll Call:**

Jon Frech- Y  
Mary Anne Petrillo-Y  
Katrina Kessen-Absent  
Paul Garza-Y  
Lisa Badenfort-Y  
Robin Bartholow-Left  
Jeff Kelly-Y



Mike Nicholls-Y  
Paul Castro-Absent

**Motion Passes 6-0**

Mike: Mary Anne congratulations, on Chair as SMEDD for the next year.

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

**Paul: Discussion on water supply on Grant Davis, is that happening?**

**Bradley: It is not scheduled yet but will reach out to schedule.**

**Recording stopped, no further items picked up.**

**14. MEETING ADJOURNMENT – ACTION Adjourned- 4:03pm**