



AGENDA
Sonoma Mendocino Economic Development District
Board of Directors Meeting - Friday, January 17, 2025, at 1:00 pm PT

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

In Person Meeting Locations:
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

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

ROLL CALL by Harrison Trezenga

- 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:
 - November 15, 2024, Regular Board Meeting
- Item 2** Approval of Disbursements and Checks Register as of December 31, 2024 Financial Status Report
- Item 3** Consider and Adopt Revised SMEDD Bylaws

MATTERS FOR CONSIDERATION - Action Items

- Item 4** Consider and Approve Organizational Strategic Plan Workshop Logistics and Provide Direction to the District Management Team as Appropriate
- Item 5** Receive an Update on California Jobs First: Redwood Region RISE: North Bay Working Group

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

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*

- **January 21-22, 2025** [North Coast Resource Partnership Quarterly Meeting](#), Sonoma County
- **January 30, 2025** [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)

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 Abigail Scott (abigail@smedd.org).



**Sonoma Mendocino Economic Development District
Board of Directors Regular Meeting
November 15, 2024, at 1:00 p.m.**

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

Mendocino Coast Health Care District, 775 River Drive, **Fort Bragg**, CA 95437

and

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

CALL TO ORDER

Chair Garza called the meeting to order at 1:07 p.m.

Item 1 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
- Oath of Office - Jeff Kelly, Sonoma County for term 10/14/2024 - 10/13/2028

Clerk of the Board Alley provided the Oath of Office to Jeff Kelly. Director Badenfort was absent.

ROLL CALL

Board Present:	Paul Garza, Chair	Jeff Kelly, Vice Chair
	Robin Bartholow	Tim Karas
	Craig Schlatter	Anna Shaw, Treasurer

Board Absent: Lisa Badenfort, Nicholas Schwanz

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
Bradley Johnson, Sonoma County Economic Development Board Management Analyst
Anna Macken, Mendocino County Administrative Analyst
Norma I. Alley, MMC, 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 Treasurer Shaw, to approve the agenda. Motion was approved by a 6 Yes/0 No/2 Absent (Badenfort/Schwanz)/1 Vacant roll call vote.

CEREMONIAL MATTERS FOR CONSIDERATION

Item 2 Proclamation Recognizing Robin Bartholow for her service as Chair of the Board of Directors of the Sonoma Mendocino Economic Development District during the period July 1, 2023, to June 30, 2024

Item 3 Proclamation Recognizing Jeff Kelly for his service as Treasurer of the Sonoma Mendocino Economic Development District during the period June 1, 2022, to June 30, 2024

District Manager/Economic Development Advisor Metz read the Proclamations, Chair Garza shared his appreciation for their dedicated services, and Board Members shared their appreciation.

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

PUBLIC COMMENT

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

INFORMATIONAL ITEM

Fiscal Agent/Economic Development & Finance Advisor Fuller presented regarding Agenda and Staff Report structure and fielded inquiry from the Board.

CONSENT CALENDAR

Item 4 Approve Meeting Minutes: September 20, 2024

Item 5 Approval of Disbursements and Check Register as of August 31, 2024

Item 6 Approve Submission of Partnership Planning Grant for 4/1/2025 – 3/31/2028 grant period. Due December 15, 2024

Item 7 Report on Required Grant Match Effort by Counties of Mendocino and Sonoma – Cash Contributions and In-kind Staffing Contributions

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

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

MATTERS FOR CONSIDERATION

Item 8 Consider Board Retreat logistics and approve facilitation.

District Manager/Economic Development Advisor Metz presented a report and fielded inquiry from the Board.

Discussion ensued amongst the Board regarding appointing an Ad Hoc Committee.

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

MOTION: Director Bartholow, seconded by Treasurer Shaw, for Regional Government Services to facilitate the retreat and Chair Garza appoint an Ad Hoc Committee. Motion was approved by a 6 Yes/0 No/2 Absent (Badenfort/Schwanz)/1 Vacant roll call vote.

Treasurer Shaw and Chair Garza volunteered to serve. Sonoma County Economic Development Board Management Analyst Johnson stated Director Badenfort spoke to him and said she was interested in serving on the Ad Hoc Committee.

Chair Garza appointed Director Badenfort, Treasurer Shaw, and himself to serve on the Ad Hoc Committee.

Item 9 CEDS Update Working Group – Last time SMEDD established a CEDS Review Committee meeting schedule

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.

Vice Chair Kelly and Director Schlatter volunteered to serve on the Working Group. Chair Garza appointed Vice Chair Kelly and Director Schlatter to serve and report back in January.

Item 10 Receive an Update on California Jobs First: Redwood Region RISE; North Bay Working Group

District Manager/Economic Development Advisor Metz, Sonoma County Economic Development Board Management Analyst Johnson, and Mendocino County Administrative Analyst Macken provided an update.

Item 11 Discuss and Consider Recruitment and Appointment of a SMEDD-Appointed At-Large Member

Chair Garza introduced the item and general discussion commenced amongst the Board. Consensus was reached to make the appointment a priority for the Board.

DISTRICT MANAGER'S REPORT

UPDATES

- U.S. Economic Development Administration’s Peer Review Meeting held on Tuesday, September 3, 2024.

FUNDING OPPORTUNITIES

- North Coast Resource Partnership Request for Proposals for Project Technical Assistance
- Jobs First Catalyst Funds
- EDA Build to Scale
- EDA PWEAA Assistance
- SBA Regional Innovation Clusters
- Jobs First – Tribal Investment Initiative
- Jobs First – Implementation Funds – release solicitation proposal

LETTERS OF SUPPORT ISSUED & OUTCOMES

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

UPCOMING EVENTS THAT MAY BE OF INTEREST

- October 8-10, 2024, California Economic Summit, Sacramento, CA
- October 10-11, 2024, Redwood Coast Region Economic Summit, Eureka, CA
- October 22-24, 2024, FIRA-USA Agricultural Robotics Show, Woodland, CA
- November 21, 2024, Fall Economic Perspective, Sonoma State University, CA

District Manager/Economic Development Advisor Metz announced upcoming events.

BOARD MEMBER REPORTS OR COMMENTS

Director Schlatter provide a brief update regarding the Willits Project.

ADJOURNMENT

Chair Garza adjourned the meeting at 3:02 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 December 31, 2024**

Transmittal on January 17, 2025, to the Board of Directors at their Board Meeting

Check No.	Amount	Date	Paid to (Payee)	Description
*CHANGES SINCE LAST TRANSMITTAL:				
	\$5.95	11/20/2024	District's Bank	Banking Fees - Bill Pay monthly service charge
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

SONOMA-MENDOCINO ECONOMIC DEVELOPMENT DISTRICT
BASIC FINANCIAL STATEMENTS
FOR THE YEAR ENDING JUNE 30, 2024
(UNAUDITED)

SONOMA-MENDOCINO ECONOMIC DEVELOPMENT DISTRICT

Management's Discussion & Analysis

June 30, 2024

Following is District management's discussion and analysis of the Sonoma-Mendocino Economic Development District's (the District) financial condition and activities as of and for the fiscal year ended June 30, 2024. Management's Discussion and Analysis (MD&A) is intended to serve as an overview of the District's basic financial statements. The MD&A represents management's examination and analysis of the District's financial condition and performance.

The information in the MD&A is presented under the following headings:

- Organization and Business
- Overview of the Financial Statements
- Financial Analysis of the District
- Request for Information

Organization and Business

Pursuant to the California Joint Exercise of Powers Act (Government Code section 6500 et seq.), the Sonoma-Mendocino Economic Development District (the District) was formed in July 2015 under a joint powers agreement by and between the County of Mendocino and the County of Sonoma (Member Counties). The Joint Powers Agreement was amended by the Member Counties in September 2022. District activities are guided and undertaken by or with the oversight of a nine-member Board of Directors. Eight of the nine members are appointed by the Member Counties; the remaining seat is appointed by the District's Board of Directors.

The District has adopted a Comprehensive Economic Development Plan that guides its mission and strategies. The District does not own, lease, or operate any capital assets, such as land or equipment. The District does not have any employees. All operations are undertaken either directly by Board Members, under contracts or agreements with independent contractors, or by employees of the Member Counties.

Overview of the Financial Statements

The basic financial statements include a *statement of net position*, a *statement of revenues, expenses, and changes in net position*, and a *statement of cash flows* in the form of the District's banking activity. The District operates with very little money and no physical equipment; therefore, the statements are very brief, but complete.

The District's basic financial statements include:

The *statement of net position* presents information on the District's assets and liabilities, with the difference between the two reported as net position. It provides information about the nature and amount of resources and obligations at fiscal year-end.

The *statement of revenues, expenses, and changes in net position* presents the results of the District's operations over the course of the fiscal year and information as to how the net position changed during the year.

The *statement of cash flows* presents changes in cash and cash equivalents resulting from operational, capital, and related financing, and investing activities. This statement summarizes the annual flow of cash receipts and cash payments, without consideration of the timing of the event giving rise to the obligation or receipt. The statement reflects all banking activity.

SONOMA-MENDOCINO ECONOMIC DEVELOPMENT DISTRICT

Management's Discussion & Analysis

June 30, 2024

Financial Analysis

- Total assets are reflected in current assets and are held in the form of \$48,697.99 in cash as of June 30, 2024, and \$22,176.41 in receivables due from federal grants.
- Total liabilities were \$22,176.41 as of fiscal year end. The liabilities reflect accounts payables owed to the District's largest professional services provider – Regional Government Services (RGS). Because the District's federal grant award is disbursed by the federal government to the District on a reimbursement basis, the funds can only be requested after expenditures have occurred and invoices are submitted to the District. This has resulted in RGS effectively carrying the cash flow requirements of the District during this period, including all the District's expenses for expenses other than RGS' professional services.
- Net position overall increased from June 30, 2023, to June 30, 2024, by \$9,961.18, or 25.7%. This does not reflect any fundamental strengthening of the District's financial position, as the District was dependent during the reporting period on financial resources provided by the Member Counties, by federal grants, and, as mentioned above, Regional Government Services was providing the resources for the District's cash flow requirements.
 - Under the terms of the Partnership and Planning Grant, each member agency is required to provide fifty percent in matching funds to the District equal to the amount of the Planning and Partnership Grant, which is \$210,000 over a three-year period from July 1, 2022, to June 30, 2025.
 - The amount of the CARES Act Grant was \$400,000 and was granted without a requirement for the Member Counties to provide matching funds. This grant was for the period July 1, 2020, to June 30, 2024.
- Revenues of \$309,170.52 came from three sources:
 - 1) Federal Grant Awards.
 - 2) A Member Agency contribution from the County of Mendocino.
 - a) During the reporting period, one cash contribution was received for \$35,000, which reflects one-third of the County of Mendocino's required total matching funds for the Planning and Partnership Grant. No cash contribution was received from the County of Sonoma. Under the terms of the Grant award, in-kind contributions are permitted.
 - 3) Activity revenues:
 - a) Activity Sponsorships.
- Operating expenses paid during the reporting period were \$299,209.34.
 - Because the District contracts for most of its activities, contract services in the form of professional services are the District's single largest expense. The District has used a variety of professional services firms over the years for services including CEDS development and legal services. During this reporting period, professional service consultants were contracted to perform a variety of things, including establishing the District's required systems for operations, including Brown Act compliant Board meetings, website development, brand development, outreach and communications development, the development of objectives and tasks to realize the CEDS, and facilitation services for CEDS-based events, such as symposiums. Very small expenses also exist for miscellaneous expenses such as bank fees and website hosting fees.

SONOMA-MENDOCINO ECONOMIC DEVELOPMENT DISTRICT

Management's Discussion & Analysis

June 30, 2024

Request for Information

This financial report is designed to provide the public, the District's JPA members, and creditors with a general overview of the Sonoma-Mendocino Economic Development District and to demonstrate the District's accountability for the money it received and manages. If you have any questions about this report or need additional financial information regarding the District, please contact:

Sonoma-Mendocino Economic Development District at tracy@smedd.org.

SONOMA MENDOCINO ECONOMIC DEVELOPMENT DISTRICT
STATEMENT OF NET POSITION
JUNE 30, 2024

	Operations	Total
<u>ASSETS</u>		
Cash and equivalents	\$ 48,698	\$ 48,698
Accounts receivable	22,176	22,176
Total assets	70,874	70,874
 <u>LIABILITIES</u>		
Accounts payable	22,176	22,176
Total liabilities	22,176	22,176
 <u>NET POSITION</u>		
Net investment in capital assets	-	-
Unrestricted	48,698	48,698
Total net position	\$ 48,698	\$ 48,698

SONOMA MENDOCINO ECONOMIC DEVELOPMENT DISTRICT
STATEMENT OF REVENUES, EXPENSES, AND CHANGES IN NET POSITION
FOR THE YEAR ENDED JUNE 30, 2024

	Operations	Operations
Operating revenues:		
Grant awards - EDA:		
Planning and Partnership Grant (Reimbursements)	\$ 88,902	\$ 88,902
CARES Act Grant (Reimbursements)	180,268	180,268
Member Agency Contribution	35,000	35,000
Activity revenues:		
Attendance Fees	-	-
Activity Sponsorships	5,000	5,000
Total operating revenues	309,171	309,171
Operating expenses:		
EDA Grant Expenses:		
Professional services	299,173	299,173
Service charges:		
Bank Fees	36	36
Total operating expenses	299,209	299,209
Operating income (loss)	9,961	9,961
Non-operating revenues (expenses)		
None during period	-	-
Total non-operating revenues (expenses)	-	-
Changes in net position	9,961	9,961
Net position beginning of period	38,737	38,737
Net position end of period	\$ 48,698	\$ 48,698

SONOMA MENDOCINO ECONOMIC DEVELOPMENT DISTRICT
STATEMENT OF CASH FLOWS
JUNE 30, 2024

Cash Flows are presented in the form of the District's Banking Activity

	Date	Activity	Running Balance
Beginning Bank Balance	7/1/2023	\$ 38,736.81	\$ 38,736.81
withdrawal	7/18/2023	(6,786.95)	31,949.86
withdrawal	7/18/2023	(8,426.75)	23,523.11
withdrawal	12/7/2023	(1,097.66)	22,425.45
withdrawal	12/10/2023	(10,000.00)	12,425.45
withdrawal	1/22/2024	(5.95)	12,419.50
deposit	2/8/2024	88,902.26	101,321.76
deposit	2/9/2024	180,268.26	281,590.02
withdrawal	2/15/2024	(229,872.66)	51,717.36
withdrawal	2/15/2024	(30.00)	51,687.36
deposit	4/29/2024	35,000.00	86,687.36
deposit	4/29/2024	3,000.00	89,687.36
deposit	4/29/2024	2,000.00	91,687.36
withdrawal	6/20/2024	(4,704.80)	86,982.56
withdrawal	6/20/2024	(9,826.24)	77,156.32
withdrawal	6/20/2024	(13,900.90)	63,255.42
withdrawal	6/20/2024	(14,557.43)	48,697.99
Ending Bank Balance 6/30/2024		\$ 48,697.99	
Book Balance		\$ 48,697.99	
Difference		\$ -	
<hr/>			
Total Deposits		\$ 309,170.52	
Total Withdrawals		\$ (299,209.34)	
Net Change in Position		\$ 9,961.18	
<hr/>			
Beginning Bank Balance 7/1/2023			\$ 38,736.81
Net Change	25.7%		\$ 9,961.18
Ending Bank Balance 6/30/2024			\$ 48,697.99



DATE: February 17, 2025
TO: Board of Directors
FROM: Josh Metz, Regional Government Services, SMEDD District Manager
Tracy Fuller, Regional Government Services
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. At that time, Bylaws were adopted. New 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.

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 adoption by the Sonoma-Mendocino Economic Development District Board of Directors.

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

Chair, Sonoma-Mendocino Economic Development District Board of Directors

SONOMA-MENDOCINO
ECONOMIC DEVELOPMENT DISTRICT
BYLAWS

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Approved by the Sonoma-Mendocino Economic Development District Board of Directors on February 17~~November 18th~~, 2025~~4~~.

ARTICLE I - NAME

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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

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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).

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ARTICLE III - MEMBERSHIP

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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).

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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, a 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 Supervisors District Supervisor, A membership term may be coterminous with the District Supervisor. Members may serve a total of four four-year terms (16 years maximum).~~

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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

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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.

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.

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.

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

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

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 (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.

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 and Procedures.

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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~~

~~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.

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.

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 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 ~~from 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.

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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

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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 Boardstaff. 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

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

ARTICLE XV– LEGAL COMPLIANCE

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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.

ARTICLE XIV - EXECUTIVE DATE

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

Approved by the Sonoma-Mendocino Economic Development District Board of Directors on February 17, 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 Green* Date: 6/16/15

COUNTY OF MENDOCINO

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



DATE: February 17, 2025
TO: Board of Directors
FROM: Josh Metz, SMEDD District Manager
SUBJECT: Consider and Approve Board Organizational Strategy Workshop Plans and Provide Direction to the District Management Team as Appropriate

STATEMENT OF ISSUE: The purpose of this item is to report to the Board of Directors the status of plans for a Board Workshop on Friday, February 21, 2025, and to provide the Board with the opportunity to consider and advise the District Management Team with respect to the planning, purpose, and content, and to direct changes or refinements if desired.

SUMMARY OF RECOMMENDED ACTION:

Receive Board Organizational Strategy Workshop planning status update and provide further direction to the District Management Team.

FINANCIAL IMPACTS:

The workshop is projected to cost \$5,500 or less. This estimate consists of facilitation costs and a modest lunch provided on site.

BACKGROUND:

At the Board meeting on September 20, 2024, the concept of a Board retreat for the purpose of strategic thinking around the vision for the SMEDD's future and identifying the SMEDD's unique value proposition to the region were discussed during the District Manager's Update. At the Board Meeting on November 15, 2024, the Board of Directors authorized the SMEDD Management Team to engage one of the responding facilitation firms (RGS) to provide professional facilitation services during the workshop and ensure the workshop is well-organized, results-driven, and interactive.

Since the November Board Meeting, the SMEDD Management Team has met with RGS facilitators to discuss and coordinate workshop logistics and engage with facilitators to develop an agenda that is results-driven and interactive.

Additionally, the SMEDD Management Team has secured a meeting venue at no cost at the Cloverdale Regional Library. As of this writing, the following components of the Board Workshop are in place:

- Date: February 21, 2025
- Time: 10AM-3PM Pacific Time
- Location: Cloverdale Regional Library, 401 N. Cloverdale Blvd., Cloverdale, CA 95425

DISCUSSION:

The SMEDD Management Team is preparing for a SMEDD strategic organizational workshop scheduled for February 21, 2025, to refine its focus and actionable goals during its upcoming three-year grant cycle. This workshop will align with SMEDD's ongoing commitment to an ambitious economic development strategy centered on four key themes: economic diversification, human capital, innovation and entrepreneurship, and inclusive economic development.

The workshop aims to:

- Strategic Planning Framework: Develop a comprehensive framework to guide SMEDD's direction over the next three years.
- Board Integration and Collaboration: Strengthen connections between Board members, including onboarding and integrating three recently added members.
- Refined Vision and Goals: Revisit, but not rewrite, SMEDD's vision statement while refining the organization's strategic priorities.

Anticipated Outcomes:

- A clear strategic framework to navigate SMEDD's focus and objectives during the next three-year grant cycle.
- Strengthened collaboration and communication among Board members.
- Greater alignment of Board initiatives with SMEDD's core themes and overarching vision.

The strategic organizational workshop is poised to set a solid foundation for SMEDD's next chapter of impactful economic development.

ALTERNATIVES:

- 1:** Approve Board Organizational Strategy Workshop Plans and provide direction to the District Management Team as appropriate
- 2:** Consider, *modify*, and approve Board Organizational Strategy Workshop Plans and provide direction to the District Management Team as appropriate
- 3:** Other approach(s) as may be developed after public comments and Board deliberations.
- 4:** Decline to act.

RECOMMENDATION for Alternative 1:

Move to:

- Approve Board Organizational Strategy Workshop Plans and provide direction to the District Management Team as appropriate

ATTACHMENTS:

Attachment A: DRAFT Workshop Program

Attachment B: RGS SMEDD Board Retreat Facilitation Proposal



Strategic Organizational Workshop Agenda

Date: February 21, 2025

Time: 10:00 AM – 3:00 PM Pacific Time

Location: Cloverdale Regional Library, 401 N. Cloverdale Blvd., Cloverdale, CA 95425

10:00 AM – 10:15 AM: Welcome and Opening Remarks

- Objectives:
 - Welcome attendees and outline the purpose of the workshop.
 - Review agenda, expectations, and workshop guidelines.
-

10:15 AM – 10:45 AM: Strategic Vision and Priorities: *Where we are.*

- **Session Overview:** Revisiting SMEDD's organizational vision and mission
 - Objectives:
 - Revisit the existing vision and mission – What needs to be modified (if anything) to better reflect who we are as an organization.
 - Ensure Board members are aware of current priorities and District financial constraints.
-

10:45 PM – 12:30 PM: Alternative Futures: *Where we could go.*

- **Activity:** Interactive Workshop
 - Objectives:
 - Articulate the unique value of SMEDD and consider if the current mission is sufficient.
 - Discuss alternative futures for SMEDD mission including revenue generating options.
-

12:30 PM – 1:15 PM: Working Lunch

- Lunch provided on-site.
 - Continue discussion from morning sessions.
 - Include bio-break
-



1:15 PM – 2:30 PM: Action Plans: *What we are going to do.*

- **Activity:** Interactive Workshop
 - Objectives:
 - Develop a strategic framework to guide SMEDD's organizational activities during the next three-year EDA grant cycle.
 - Create an action plan for alternative futures actions.
 - Identify actionable goals and metrics for success.
-

2:30 PM – 2:40 PM: Bio Break

2:40 PM – 3:00 PM: Alignment and Closing Remarks

- Speaker: SMEDD Management Team
- Objectives:
 - Summarize key takeaways from the workshop.
 - Address outstanding questions or concerns from participants.
 - Align on next steps for the Board and SMEDD Management Team.
 - Acknowledge contributions and participation.
 - Conclude the workshop with a call to action for Board members.



PROPOSED

Board Retreat Facilitation

for



Scope

The SMEDD Board has been engaged in an ambitious, comprehensive economic development strategy led by four core themes: economic diversification, human capital, innovation and entrepreneurship, and inclusive economic development.

The Board has an interest in developing a strategic plan framework during a meeting on February 21, 2025, that will be used as a map to guide the organization in the future. Additionally, the Board has experienced a transition, having recently gained three new Board members. This retreat is expected to build a connection with the agency as well as between Board members.

Option One: Retreat Design and Facilitation

It is assumed that the meeting on February 21 will result in:

- 5 – 7 high-level strategies that will be used by staff to create more specific, detailed objectives
- Ideas on how success will be measured
- Clarity on the Board's role
- Board members having a better understanding of each other's strengths and interests re: SMEDD

RGS will:

Work with the SMEDD Executive Director, staff and relevant contractors to design and facilitate a strategic planning meeting by:

- Reviewing all relevant information/documentation (e.g. background information and current strategic plan)
- Getting clarity on the "level" and length of the desired strategic plan
- Working with SMEDD and relevant contractors to plan a meeting agenda that is results-driven and interactive

Deliverables:

- Meeting agenda
- Meeting facilitation
- Edited meeting recording
- Debrief with Executive Director

Fee for Option One: **\$8,500 flat fee**

Scope

Option Two: Meeting Design, Facilitation and Development of Meeting Results

In addition to the above, RGS will provide meeting agendas, facilitation of staff in development of strategic objectives and next steps. It is assumed this will be done in a virtual environment.

RGS will:

Facilitate up to 8 hours of meetings with SMEDD staff to develop tangible objectives and next steps that support strategies developed by the Board. Meeting time can be used in periods that work for staff (e.g. four 2-hour meetings).

Deliverables:

- Staff meeting prep, agendas and meeting follow up
- Final preparation of strategic plan that includes high level strategies, objectives and next steps

Fee for Options One and Two: **\$10,000 flat fee**

Fees

Option One	\$8,500
Option One and Two	\$10,000

Both options include two strategic planning consultants. Fees above are flat fees. Billing for option one will be done at the end of the facilitated retreat. Billing for post-retreat facilitation will be done when the final strategic plan is delivered. RGS will pass along travel expenses (flights, mileage) to the District at the IRS rate and without markup.

* See next page for assumptions.

Assumptions

RGS cost estimates, rates, and scope assume:

- Services contracted take place in 2024 and in the first quarter of 2025
- SMEDD’s vision statement will be revisited but not rewritten
- Consultants will have access to the Executive Director to discuss/identify meeting outcomes and the final strategic plan
- SMEDD will provide the final graphic design of the plan

RGS is also available and willing to perform additional on-call work for the District at hourly rates on an as-needed basis upon a request by the District.

Rates

Title	Hourly Rate
Agency Executive	\$216
Strategic Services Consultant	\$186
Senior Advisor	\$157
Advisor	\$135
Technical Specialist	\$119
Administrative Specialist	\$106

Our Team



Chris Sliz
Strategic Services Consultant
Organizational Development
team lead

As an organizational development consultant Chris has worked extensively with both local government and non-profit agencies. She has facilitated strategic planning, led complex problem-solving sessions, and mediated conflicts.

Chris' ability to establish a team environment of openness and participation assists groups in delivering key results in limited periods of time.

Chris has a bachelor's degree in human resources organizational behavior, an advanced certificate in organizational development and a certificate in Diversity, Equity and Inclusion from e-Cornell.



Tom Schwedhelm
Strategic Services Consultant

Tom has held several leadership positions in local government, including Police Chief, Council Member and Mayor. Tom has led several successful government/non-profit regional partnerships to address pressing community issues such as housing for all, homelessness, violence prevention, and water supply issues.

Tom's ability to keep groups focused on the big picture is a key skill in driving results in a team environment.

Tom has a bachelor's degree in business management, and master's degree in psychology – organizational development.

RGS is a California Joint Powers Authority (JPA) serving the needs of public agencies—cities, counties, special districts, and other governmental entities, since 2002.

RGS works collaboratively with public agencies, providing a ready source of skilled and effective administrative best practices and support for operational delivery. RGS currently serves approximately 125 public agencies.



www.rgs.ca.gov



DATE: January 17, 2025
TO: Board of Directors
FROM: Josh Metz, SMEDD District Manager
Anna Macken, County of Mendocino Economic Development, Administrative Analyst
SUBJECT: Receive an Update on California Jobs First: Redwood Region RISE; North Bay Working Group

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 calendar year, 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](#) was released on November 15th 2024, and applications were due January 15th 2025.

The County of Mendocino has submitted an application for a home hardening and fire-safe building practices market analysis, and labor market projections. This work will be foundational in allowing organizations and institutions to secure funding for developing training programs covering both regulatory requirements and trade skills necessary to meet regulatory and insurance requirements for home hardening and fire safe construction and landscaping. Application is currently being reviewed.

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.

Economic Development Finance (EDF) Working Group

Regional Government Services, under a separate service contract with North Edge: Business Financing and Community Development, serving as the Redwood Region RISE Fiscal Agent, is continuing to facilitate the Redwood Region RISE Economic Development Finance (EDF) Working Group. Additional information is readily available to the public at the following website:

<https://ccrp.humboldt.edu/edf-working-group>

In support of the Educational and Capacity Building Efforts, the next Expert Session will be focused on Rural Venture/Impact Capital and Investment Readiness. Recordings and slide shows from these meetings are available on the EDF Website: <https://ccrp.humboldt.edu/edf-working-group>.

Upcoming

February 5, 2025 – Expert Session on Rural Venture/Impact Capital and Investment Readiness

This expert session is designed to explore innovative approaches to rural venture capital and the unique challenges and opportunities in the region, transitioning from traditional industries to emerging sectors like offshore wind development.

Speakers:

- *John Ballard, [Lost Coast Ventures](#)*
- *Danny Bernstein, [Reservoir](#) & [Hawk Tower VC](#)*
- *Jay Bockhaus, [CORI Fund](#)*

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:

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