



February 10, 2023

TO: Capitol Area Community Development Corporation (CACDC) Board of Directors

**SUBJECT: February 17, 2023, Board Meeting
AGENDA ITEM 6
ACCEPTING APPOINTMENT TO THE BOARD OF DIRECTORS AND
APPROVING OFFICERS**

CONTACT PERSON: Jill Azevedo, Human Resources & Risk Manager

RECOMMENDED ACTION:

Staff recommends the Capitol Area Community Development Corporation (CACDC) Board of Directors adopt the attached resolution indicating acceptance by board members of their appointment, appointing the officers of the CACDC, and establishing the schedule for annual and regular meetings.

SUMMARY

The CACDC bylaws require that the CACDC Board of Directors conduct an annual meeting for the purpose of acceptance of appointment to the board and to elect officers. The CACDC is subject to the Ralph M. Brown Act, which requires that the CACDC establish a schedule for regular meetings. These actions are recommended in this report.

BACKGROUND

The CACDC was established in 2014 for the purpose of facilitating implementation of the Transition Plan, then under discussion with the State, which would have allowed the Capitol Area Development Authority (CADA) to transition its organizational form from a joint powers authority to a nonprofit organization. While discussions regarding the Transition Plan have terminated, the CACDC has proven to be a useful legal entity for certain actions that benefit the community, the purpose for which the CACDC was established.

On November 25, 2014, the CACDC received a determination of federal tax-exempt status from the IRS and on December 23, 2014, the CACDC received a finding of state tax-exempt status from the California Franchise Tax Board.

The CACDC bylaws specify that the members of the CADA Board of Directors also serve as board members of the CACDC. The bylaws require that the CACDC board members accept their appointment in an annual meeting of the CACDC, and that the board appoint the officers of the CACDC at the same meeting. The annual meeting of the CACDC Board is the third Friday in August. Due to the COVID-19 pandemic and staff changes, the annual appointment of the CACDC board and officers was inadvertently missed during the August 2022 meeting. Further, the Board recently appointed Danielle Foster as the new Executive Director of CADA and the President of the CACDC at its December 2022 meeting. Therefore, staff is using this joint CADA/CACDC meeting as an opportunity for the CACDC Board members to accept their appointments and to appoint updated officers of the CACDC.

The staff recommends that Ann Bailey be appointed as Chair of the CACDC Board of Directors and that Emily Baime Michaels be appointed as Vice Chair of the Board of Directors. Further, the staff recommends that Danielle Foster be appointed as CACDC President, that Marc de la Vergne be appointed as Vice President, that Noelle Mussen be appointed as Chief Financial Officer, and that Tara Gandara be appointed as Board Secretary.

FINANCIAL IMPACT

Not Applicable.

ENVIRONMENTAL CONSIDERATIONS

Not Applicable.

CONTRACT AWARD CONSIDERATIONS

The proposed action is not subject to the provisions of the CACDC Contract Policy.

Attachment 1: Resolution



RESOLUTION NO. 23 – 03

Adopted by the Capitol Area Community Development Corporation

February 17, 2023

RESOLUTION OF THE BOARD OF DIRECTORS OF THE CAPITOL AREA COMMUNITY DEVELOPMENT CORPORATION ACCEPTING APPOINTMENT TO THE BOARD OF DIRECTORS AND APPOINTING OFFICERS

WHEREAS, Section 6.8 of the Bylaws of the Capitol Area Community Development Corporation (“CACDC”) require that the Board of Directors hold an annual meeting for the purpose of accepting their appointment to the Board of Directors and appointing the Officers of CACDC; and

WHEREAS, Section 6.7 of the Bylaws requires that CACDC comply with the Ralph M. Brown Act (the “Brown Act”, California Government Code Section 54950 *et seq.*); and

WHEREAS, the Brown Act requires that CACDC establish a time for holding regular meetings..

NOW, THEREFORE, BE IT RESOLVED by the Board of Directors of the Capitol Area Community Development Corporation as follows:

Section 1. Appointment of Board. Each of the CACDC Board members accepts their appointment to the CACDC Board.

Section 2. Appointment of Officers. The CACDC Board hereby appoints the following persons to hold the following offices: Danielle Foster as President of CACDC; Marc de la Vergne as Vice President of CACDC; Noelle Mussen as Chief Financial Officer of CACDC; and Tara Gandara as Secretary of CACDC. Each of the aforementioned persons accepts their appointment as an officer of CACDC.

The CACDC Board hereby appoints Ann Bailey as the Chair of the CACDC Board and Emily Baime Michaels as the Vice Chair of the CACDC Board. Each of the aforementioned persons accepts their appointment.

Section 3. Effective Date. This Resolution shall be effective immediately upon its approval and adoption.

The foregoing Resolution was duly passed and adopted at a meeting of the Board of Directors of the Capitol Area Community Development Corporation held on February 17, 2023, by the following vote:

AYES:

NOES:

ABSENT:

ABSTAIN:

Danielle Foster, President

ATTEST:

Tara Gandara, Secretary