



February 15, 2024

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

**SUBJECT: February 23, 2024, Board Meeting  
AGENDA ITEM 12  
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 non-profit 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 typically the third Friday in August, however, this meeting is not always held. Further, due to the appointment of Danielle Foster as CADA's new Executive Director in February 2023, the CACDC board last appointed officers at that time. In order to keep on a consistent annual schedule, staff is bringing this item for approval at the February 2024 joint CADA/CACDC board meeting.

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: CACDC Resolution 24-03



**RESOLUTION NO. 24 – 03**

Adopted by the Capitol Area Community Development Corporation

February 23, 2024

**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;

**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 23, 2024, by the following vote:

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Ann Bailey, Chair

ATTEST:

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Tara Gandara, Secretary