



August 8, 2025

**TO:** Capitol Area Development Authority (CADA) Board of Directors

**SUBJECT:** **August 15, 2025 Board Meeting**  
**AGENDA ITEM 13**  
**PROCESS FOR APPOINTMENT OF FIFTH BOARD MEMBER**

**CONTACT PERSON:** Danielle Foster, Executive Director

**RECOMMENDATION:**

Item for discussion.

**BACKGROUND**

The Authority is administered by a five-member Board, serving in their appointed capacities and taking official organizational action by majority vote. This structure balances representation and ensures nimbleness and independence in decision-making from CADA's founding government bodies. The composition and appointment structure for the Board was defined in the original Joint Exercise of Powers Agreement for CADA, dated July 1, 1978.

**Board Composition:**

The Board's membership is comprised of two State, two City, and one independent appointee:

- Two (2) members are appointed by the Director of the Department of General Services of the State.
- Two (2) members are appointed following the procedures established in the City Charter for appointing members to City boards.
- One (1) member is appointed by the affirmative vote of at least three (3) of the other four (4) Board members.

Importantly, the fifth (5th) member must not be an officer or employee of either the City or the State.

The Board appoints the fifth (5<sup>th</sup>) member to serve four-year terms. The current term of the Fifth Board Member, Board Member Lagomarsino expires this month on August 27<sup>th</sup>, and the Board must decide whether to reappoint him without additional process or to act to create a process for appointment to this seat. Board Member Lagomarsino will hold this seat until Board action is taken.

As reference, here is the text directly from the Joint Exercise of Powers Agreement:  
**Section 7. Governing Board**

The Authority shall be administered by the Board, which shall consist of five (5) members, each serving in his individual capacity as a member of the Board. Two (2) members of the Board shall be appointed by the Director of the Department of General Services of the State, and two (2) members of the Board shall be appointed in the manner provided by the Charter of the City for the appointment of members of City boards, commissions and agencies. The fifth (5th) member of the Board shall be appointed by the affirmative vote of at least three (3) of the other four (4) members and shall not be an officer or employee of the City or State. The term of office of such appointed members shall be four (4) years, subject to the provisions herein as to initial terms, and they shall remain members of the Board until the appointment of their successors. One of the initial

appointments made by each of the parties, respectively, shall be for a term of four (4) years. One of the initial appointments made by each of the parties, respectively, shall be for a term of two (2) years. The term of the initial fifth (5th) member shall be three (3) years. All appointments made after the initial appointments shall be for a term of four (4) years. The members appointed by the City and the Director of General Services of the State shall serve at the pleasure of the party appointing them and such appointing party may terminate the term of any member appointed by it at any time. The member appointed by the Board may only be removed by the Board for cause or by an affirmative vote of all four (4) of the other Board members.

#### **POLICY**

There is no specific process for appointment of the fifth Board member and it is at the discretion of the Board. This appointment must be made by a majority vote of the Board.

#### **FINANCIAL IMPACT**

No additional financial impacts from this item are foreseen. There is existing budgeted staff time for Board activities.

#### **ENVIRONMENTAL ISSUES**

Not applicable. This is an administrative action and is not a project subject to the guidelines of the California Environmental Quality Act (CEQA).

#### **CADA STRATEGIC PLAN**

This item addresses the following 2024-2029 CADA Strategic Plan goal:

- Ensure Fiscal Strength & Operational Excellence