

DRAFT Minutes of Proceedings for the **CERTNA Board of Directors**

Thursday March 11, 2021

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Board of Directors

Sean Saldavia, Chair, Santa Cruz County  
Steve Bestolarides, Vice-Chair, San Joaquin County  
Janelle Horne, Member, El Dorado County  
Paul Dictos, Member, Fresno County  
Jon Lifquist, Member, Kern County  
Rebecca Martinez, Member, Madera County  
Barbara Levey, Member, Merced County  
Stephen Vagnini, Member, Monterey County  
Gina Alcomendras, Member, Santa Clara County  
Leslie Morgan, Member, Shasta County  
Marc Tonnesen, Member, Solano County

CERTNA Board of Directors meeting was heard via video conference

CERTNA Staff

Brett Zamora, CERTNA Interim Executive Director and Technical Director  
Paula Pesut, CERTNA Secretary, eRecording Partners Network  
Nubia Goldstein, Churchwell White, CERTNA General Counsel

10:05 a.m. convened meeting of the CERTNA Board of Directors,

1. Call to order. The meeting was called to order by Alternate Chair Carol Sutherland
  - a. Board of Directors Roll Call

Present:

Board of Directors:

Carol Sutherland, Alternate Chair, Santa Cruz County  
Jon Lifquist, Vice Chair, Kern, County  
Janelle Horne, Member, El Dorado County  
Jo Ann Ebisuda, Alternate Member, Fresno County  
Rebecca Martinez, Member, Madera County  
Matthew May, Alternate Member, Merced  
Alicia Sotelo, Alternate Member, Monterey County  
Steve Bestolarides, Member, San Joaquin County  
Louis Chiamonte, Alternate Member, Santa Clara County  
Melanie Frazer, Alternate Member, Shasta County  
Marc Tonnesen, Alternate Member, Solano County

2. Presentation of the Agenda – Item #8 Continuing Business is being moved to after #6 General Administration
3. Public Comment – None
4. Action on consent calendar – None
5. Deferred items - None
6. General Administration
  - a. Review and Approve minutes from previous meetings
    - i. Regular Meeting 1/14/2021 and Special Meeting 1/21/2021

A motion was made by Member Lifquist to approve minutes from January 14, 2021 and January 21, 2021 meetings. The motion was seconded by Alternate Member Sotelo, roll call vote was taken and the motion passed with a 11-0-0 vote.

Santa Cruz County – Aye  
San Joaquin County – Aye  
El Dorado County – Aye  
Fresno County – Aye  
Kern County – Aye  
Madera County – Aye  
Merced County – Aye  
Monterey County – Aye  
Santa Clara County – Aye  
Shasta County – Aye  
Solano County – Aye

- b. Adopt a date, hour, and place of the next Board meeting.
  - i. Thursday, May 13, 2021 10:00 am @ location and format to be determined.

A motion was made by Member Lifquist to adopt the 5/13/2021 regular meeting location, date and time as set out above. The motion was seconded by Member Horne, roll call vote was taken and the motion passed with a 10-0-0 vote.

Santa Cruz County – Aye  
San Joaquin County – Aye  
El Dorado County – Aye  
Fresno County – not present  
Kern County – Aye  
Madera County - Aye  
Merced County - Aye  
Monterey County – Aye  
Santa Clara County – Aye  
Shasta County – Aye  
Solano County – Aye

*Paul Dictos joined the meeting*

## 7. Continuing Business

- a. Update on legal opinion and interpretation of the JPA, Section 11 determining withdrawing county's share of CERTNA debt and ongoing obligations related to pension debt. – Nubia Goldstein, CERTNA General Counsel, Hilda Cantu-Montoy, Special Counsel
  - i. Debby Cherney from SBCERA gave presentation of “Market Valuation” Method For All Benefits Except Those Provided by the Survivor Benefit Reserve PROPOSED CALCULATION WITH MARKET BASED UAAL PRORATED FOR SERVICE ATTRIBUTABLE TO CERTNA and “Market Valuation” Method For All Benefits Except Those Provided by the Survivor Benefit Reserve CURRENT CALCULATION WITH FULL MARKET BASED UAAL ATTRIBUTABLE TO CERTNA

ii. Nubia Goldstein informed the Board that Ms. Montoy is not ready to present outside counsel's opinion. She is aware it is time sensitive and hope to have soon.

8. Management

- a. Review and receive CERTNA Financial Activity Reports – A. Gill

A motion was made by Member Dictos to receive the financial reports. The motion was seconded by Member Lifquist, roll call vote was taken and the motion passed with a 11-0-0 vote.

Santa Cruz County – Aye  
San Joaquin County – Aye  
El Dorado County – Aye  
Fresno County - Aye  
Kern County – Aye  
Madera County - Abstain  
Merced County - Aye  
Monterey County – Aye  
Santa Clara County – Aye  
Shasta County – Aye  
Solano County - Aye

- b. Review and Approve the contract with Granicus for E-Disclosure Maintenance & Support. Authorize the Interim Executive Director to sign the contract – C. Sutherland, CERTNA Chair

A motion was made by Member Dictos to approve the contract with Granicus for E-Disclosure Maintenance & Support and to authorize the Interim Executive Director to sign the contract. The motion was seconded by Member Lifquist, roll call vote was taken and the motion passed with a 6-2-3 vote.

Santa Cruz County – Aye  
San Joaquin County – Abstain  
El Dorado County – No  
Fresno County - Aye  
Kern County – Aye  
Madera County - Abstain  
Merced County - Aye  
Monterey County – Aye  
Santa Clara County – Aye  
Shasta County – Aye  
Solano County – No

- c. Discussion Action to establish a policy for the Board Counties who have submitted intent to withdraw and need access after June 30<sup>th</sup> – C. Sutherland, CERTNA Chair and N. Goldstein, CERTNA General Counsel
- d. Discussion on the status of each county's intent to stay/withdraw. Update on timeline of each county's withdrawal
- e. Update on Lead County, DOJ status – B. Zamora, CERTNA Interim Executive

Director

- f. Review and Approve Resolution 2021-001: Accepting the withdrawal of the County of Shasta – C. Sutherland, CERTNA Chair and N. Goldstein, CERTNA General Counsel

A motion was made by Member Bestolarides to adopt resolutions 2021-001. The motion was seconded by Member Dictos, roll call vote was taken and the motion passed with a 9-0-2 vote.

Santa Cruz County – Abstain

San Joaquin County – Aye

El Dorado County – Aye

Fresno County - Aye

Kern County – Aye

Madera County - Aye

Merced County - Aye

Monterey County – Aye

Santa Clara County – Aye

Shasta County – Abstain

Solano County – Aye

9. New Business - None

10. Board of Directors

- a. Specific issues Board members would like to put on future agendas
  - i. Kern
    1. CERTNA's withdrawal from SBCERA
    2. Possible dissolution of JPA
  - ii. El Dorado
    1. Who is responsible for debt from loans and making decisions on that
    2. Proportional shared responsibility
  - iii. Monterey
    1. Clear process BOD county transition to client
  - iv. Interim Executive Director
    1. If CERTNA leaves SBCERA what would be the impact on my (Brett) contract

11. Adjourn to Closed Session – Not going to Closed Session

12. a. Public Employment: Interim Executive Director §54957(b)(1)

13. Reconvene Public Session – Not going to Closed

14. Report out of Closed Session - None

15. Adjourn – 12:16 p.m.