

CERTNA Board of Directors Special Meeting Notice and Agenda  
Draft: 12/4/2020  
Modified: 12/08/2020  
Transmittal and posting date: 12/8/2020  
Meeting date: 12/10/2020

SPECIAL MEETING NOTICE and AGENDA

BOARD OF DIRECTORS

CALIFORNIA ELECTRONIC RECORDING TRANSACTION NETWORK  
AUTHORITY (CERTNA)

**Thursday, December 10, 2020**

**10:00 A.M.  
PUBLIC SESSION**

**Closed Session followed by Public Session**

COVID-19

The CERTNA Board of Directors is holding meetings to conduct essential authority business pursuant to the provisions of the Governor's Executive Orders N-25-20 (March 12, 2020) and N-29-20 (March 17, 2020), which suspends certain requirements of the Ralph M. Brown act. Members of the Board of Directors may attend the meeting via video conference or phone conference and will participate in the meeting to the same extent as if they were present. Members of the public may participate electronically in the meetings via phone conference provided by CERTNA. You may listen and participate by dialing and awaiting instruction at:

United States: (646) 749-3122  
Access Code: 753-696-733

AGENDA DESCRIPTIONS

The agenda descriptions are intended to give notice to members of the public and a brief general description of items of business to be transacted or discussed. The Authority may take any action that it deems to be appropriate on the agenda item and is not limited in any way by the notice of the recommended action.

CERTNA Consent Calendar Matters may be approved in one motion unless a Board Member requests separate action which he/she deems to be appropriate on the agenda item and is not limited in any way by the notice of the recommended action. The Chairman reserves the right to discuss the items listed on the agenda in any order.

ADA Accessibility: If you require a reasonable modification or accommodation for a disability, please email the Secretary of the Board at: [Secretary@CeRTNA.com](mailto:Secretary@CeRTNA.com) to request an accommodation. Five days' notice prior to the Board meeting is required. Later requests will be accommodated to the extent feasible.

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### PUBLIC COMMENTS ON AGENDA ITEMS

Members of the public wishing to address the Board of Directors regarding any item appearing on the agenda may do so by requesting to be recognized at the appropriate time. Speakers will be recognized by the Chairman at the time the agenda item is to be considered. When addressing the Board, please state your name for the record. Please address the Board through the Chair. Please note comments to individual Board members or staff are not permitted when addressing the Board. A speaker's comments shall be limited to three (3) minutes.

### PUBLIC COMMENTS ON ITEMS NOT ON THE AGENDA

Members of the public wishing to address the Board of Directors regarding any item not on the agenda, but within the subject matter jurisdiction of the Board, will be taken under the Public Comment item of the agenda, and will be subject to the same guidelines as noted above.

### SUPPORTING DOCUMENTATION

In accordance with the Brown Act, the Meeting Notice and Agenda will be posted at least 72 hours prior to regular meetings and 24 hours prior to special meetings. Documentation will be posted and available for download from [www.CeRTNA.com](http://www.CeRTNA.com) 24 hours prior to the meeting.

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**PUBLIC SESSION**

Via Video Conference

**10:00 A.M. - CONVENE MEETING OF THE BOARD OF DIRECTORS**

**1. Call to order**

a. Board of Directors Roll Call

- i. Santa Cruz County – Chair
- ii. San Joaquin County – Vice Chair
- iii. El Dorado County
- iv. Fresno County
- v. Kern County
- vi. Madera County
- vii. Merced County
- viii. Monterey County
- ix. Santa Clara County
- x. Shasta County
- xi. Solano County

**2. Presentation of the Agenda**

**3. Public Comment**

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## **CONSENT CALENDAR**

The following consent items are expected to be routine and non-controversial and will be acted upon at one time under **ACTION ON CONSENT CALENDAR** unless the Board directs that an item be held for further discussion under **DEFERRED ITEMS**. Persons wishing to address consent items or have them held for further discussion, continued, or taken off calendar, should address the Board under **ACTION ON CONSENT CALENDAR**.

### **4. Action on consent calendar**

- a. No items

### **5. Deferred items**

- a. No items

## **DISCUSSION CALENDAR**

### **6. General Administration**

- a. Review and Approve minutes from previous meetings.
  - i. Regular Meeting 11/12/2020
- b. Adopt date, hour, and place of next regular Board meeting.
  - i. Thursday, 1/14/2021 – 10:00 am – Location and format to be determined.

### **7. Management**

- a. Review and Receive CERTNA Financial Activity Reports – Ajaib Gill, CERTNA Business Manager
- b. Appoint Brett Zamora, CERTNA Technical Director as Interim Executive Director of CERTNA as recommended by C. Sutherland, CERTNA Chair
- c. Review and Approve the contract with Franchise Tax Board for Electronic Recording through the Certna portal. Authorize the Interim Executive Director to sign the contract. C.Sutherland
- d. Review and Approve Resolution 2020-002: Accepting the Withdrawal of the County of San Joaquin – C. Sutherland, CERTNA Chair and Nubia Goldstein, CERTNA General Counsel

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- e. Review and Approve Resolution 2020-003: Accepting the Withdrawal of the County of Merced – C. Sutherland, CERTNA Chair and Nubia Goldstein, CERTNA General Counsel
- f. Review and Approve Resolution 2020-004: Accepting the Withdrawal of the County of Fresno – C. Sutherland, CERTNA Chair and Nubia Goldstein, CERTNA General Counsel
- g. Review and Approve Resolution 2020-005: Accepting the Withdrawal of the County of Santa Clara – C. Sutherland, CERTNA Chair and Nubia Goldstein, CERTNA General Counsel
- h. Review and Approve Resolution 2020-006: Accepting the Withdrawal of the County of Monterey – C. Sutherland, CERTNA Chair and Nubia Goldstein, CERTNA General Counsel
- i. Review and Approve Resolution 2020-007: Accepting the Withdrawal of the County of Solano - C. Sutherland, CERTNA Chair and Nubia Goldstein, CERTNA General Counsel
- j. Review and Approve Resolution 2020-008: Accepting the Withdrawal of the County of Madera - C. Sutherland, CERTNA Chair and Nubia Goldstein, CERTNA General Counsel
- k. Discuss and Receive report from the Technical Director related to system issues – B. Zamora

### **8. Continuing Business**

- a. Update on legal opinion process determining withdrawing county's share of CERTNA debt and ongoing obligations related to pension debt. Discuss Counsel options– C. Sutherland, CERTNA Chair and Nubia Goldstein, CERTNA General Counsel.
- b. Authorize the Chair to sign a contract with attorney Hilda Cantu-Montoy not to exceed Six Thousand Dollars (\$6,000), at an hourly rate of \$300 per hour for legal fees to provide the Board with a legal opinion and interpretation of the JPA, Section 11 as recommended by CERTNA General Counsel. – C. Sutherland, CERTNA Chair and Nubia Goldstein, CERTNA General Counsel.

### **9. New Business**

### **10. Board of Directors**

### **11. Adjourn to Closed Session**

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

**13. Reconvene Public Session**

**14. Report out of Closed Session**

**15. Adjourn**