

DRAFT Minutes of Proceedings for the **CERTNA Board of Directors**
Special Meeting
Thursday December 10, 2020

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 Technical Director
Paula Pesut, CERTNA Secretary, eRecording Partners Network
Nubia Goldstein, Churchwell White, CERTNA General Counsel

10:00 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
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
Alicia Sotelo, Alternate Member, Monterey County
Louis Chiaramonte, Alternate Member, Santa Clara County
Leslie Morgan, Alternate Member, Shasta County
Marc Tonnesen, Member, Solano County

2. Presentation of the Agenda
 - a. Items 6B & 7a pulled from agenda
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 November 12, 2020

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A motion was made by Member Levey to approve minutes from November 12, 2020 meeting. The motion was seconded by Member Horne, roll call vote was taken and the motion passed with a 9-0-0 vote.

Santa Cruz County – Aye
San Joaquin County – not present
El Dorado County – Aye
Fresno County - Aye
Kern County – Aye
Madera County – not present
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, January 14, 2021 10:00 am @ location and format to be determined.

Item pulled

7. Management

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

Item pulled

San Joaquin County, Steve Bestolarides joined the meeting

Madera County, Rebecca Martinez joined the meeting

- b. Appoint Brett Zamora, CERTNA Technical Director as Interim Executive Director of CERTNA as recommended by C. Sutherland, CERTNA Chair – C. Sutherland

A motion was made by Member Dictos to appoint Brett Zamora, CERTNA Technical Director as Interim Executive Director of CERTNA as recommended by C. Sutherland. The motion was seconded by Member Lifquist, roll call vote was taken and the motion passed with a 10-0-1 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

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Santa Clara County – Aye
Shasta County – Aye
Solano County - Aye

- 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

A motion was made by Member Lifquest to approve the contract with Franchise Tax Board for Electronic Recording through the Certna portal and to authorize the Interim Executive Director to sign the contract. The motion was seconded by Member Dictos, 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

- d. Review and Approve Resolution 2020-002: Accepting the withdrawal of the County of San Joaquin – C. Sutherland and N. Goldstein
- e. Review and Approve Resolution 2020-003: Accepting the withdrawal of the County of Merced – C. Sutherland and N. Goldstein
- f. Review and Approve Resolution 2020-004: Accepting the withdrawal of the County of Fresno – C. Sutherland and N. Goldstein
- g. Review and Approve Resolution 2020-005: Accepting the withdrawal of the County of Santa Clara – C. Sutherland and N. Goldstein
- h. Review and Approve Resolution 2020-006: Accepting the withdrawal of the County of Monterey – C. Sutherland and N. Goldstein
- i. Review and Approve Resolution 2020-007: Accepting the withdrawal of the County of Solano – C. Sutherland and N. Goldstein
- j. Review and Approve Resolution 2020-008: Accepting the withdrawal of the County of Madera – C. Sutherland and N. Goldstein

A motion was made by Member Tonneson to adopt resolutions 2020-002 through 2020-008. The motion was seconded by Member Dictos, roll call vote was taken

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and the motion passed with a 10-0-1 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 – Aye

Solano County – Aye

- k. Discuss and Receive report from the Technical Director related to system issues –
B. Zamora

i. No further issues

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 & N. Goldstein
- 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 and N. Goldstein

A motion was made by Member Dictos to 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. The motion was seconded by Member Bestolarides, roll call vote was taken and the motion passed with a 10-1-0 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 – No

Shasta County – Aye

Solano County – Aye

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9. New Business - None
10. Board of Directors - None
11. Adjourn to Closed Session at 11:06 a.m.
12. Public Employment: Interim Executive Director §54957(b)(1)
13. Reconvene Public Session at 11:43 a.m.
14. Report out of Closed Session
 - a. BOD voted to approve a 10% salary increase to the interim Executive Director for the period of 1/1/2021 – 6/30/2021
15. Adjourn 11:44 a.m.