

**SONOMA COUNTY OPEN SPACE  
FISCAL OVERSIGHT COMMISSION**

**COMMISSIONERS**

Mike Sangiacomo (Sonoma)  
Todd Mendoza (Petaluma)  
Regina De La Cruz (Rohnert Park)

Bob Anderson (Healdsburg)  
Eric Koenigshofer (Occidental)  
Jeff Owen (Alternate)

Regular Meeting  
747 Mendocino Avenue – Suite 100, Santa Rosa, CA 95401  
January 17, 2019 5:00 pm

**AGENDA**

1. **Call to Order.**
2. **Election of Officers.**
3. **Agenda Items to be Held or Taken Out of Order; Off-Agenda Items.**
4. **General Announcements Not Requiring Deliberation or Decision.**
5. **Public Comment.**  
The Brown Act requires that time be set aside for public comment on items not agendized.
6. **Correspondence/Communication.**  
Distribution of the Basic Financial Statements for the Fiscal Year Ended June 30, 2018 and the Independent Accountants Report on Applying Agreed Upon Procedures related to IPAOM
7. **Approval of Commission Minutes.**  
Minutes of December 6, 2018 [Attachment 1]
8. **Financial Report.**  
Financial Statements – November 30, 2018 [Attachment 2]
9. **Ad Hoc Committee Reports.**  
Annual Report/Audit Report Review (Anderson, Owen)  
Matching Grant Program (Koenigshofer/Owen)  
Stewardship Reserve and Finances (Mendoza, Sangiacomo)  
Real Estate Options (Mendoza/Owen)  
Fire Recovery Review (Anderson/Koenigshofer)
10. **Creation of Ad Hoc Committees for 2019 and Assignment of Commissioners.**

11. **Review of Rules of Governance.** [Attachment 3]
12. **Closed Session.** [Attachment 4]  
**Conference with Real Property Negotiator**  
Property Address: 747 Mendocino Avenue, Santa Rosa  
APN: 180-760-047  
Owners: Papeete LLC  
Negotiating Parties:  
    Owners' Representative: Arlene Allsman  
    District's Representative: William J. Keene, General Manager  
Under Negotiation:  
    Acquisition of Real Property by the Open Space District. The Commission will give instruction to its negotiator(s) on the price. (Government Code Section 54956.8)
13. **Report on Closed Session.**
14. **Stewardship Policy.**
15. **Suggested Next Meeting.** February 7, 2019
16. **Adjournment.**

**AGENDAS AND MATERIALS:** Agendas and most supporting materials are available on the District's website at [sonomaopenspace.org](http://sonomaopenspace.org). Due to legal, copyright, privacy or policy considerations, not all materials are posted online. Materials that are not posted are available for public inspection between 8:00 a.m. and 5:00 p.m., Monday through Friday, at 747 Mendocino Avenue, Santa Rosa, CA.

**SUPPLEMENTAL MATERIALS:** Materials related to an item on this agenda submitted to the Commission/Committee after distribution of the agenda packet are available for public inspection at the District office at 747 Mendocino Avenue, Santa Rosa, CA during normal business hours.

**DISABLED ACCOMMODATION:** If you have a disability which requires an accommodation, an alternative format, or requires another person to assist you while attending this meeting, please contact Mary Dodge at 707-565-7349, as soon as possible to ensure arrangements for accommodation.

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**UNAPPROVED**

**Minutes for the Meeting of December 6, 2018**

Commissioners Present: Mike Sangiacomo (Chair), Eric Koenigshofer (Chair Pro Tem), Bob Anderson

Staff Present: Bill Keene, General Manager; Lisa Pheatt, Counsel; Mary Dodge, Administrative and Fiscal Services Manager; Sheri Emerson, Program Manager – Stewardship; Stuart Martin, Land Acquisition Specialist; Indigo Bannister, Extra Help – Technician; Sue Jackson, Deputy Clerk.

Also Present: Geoff Hornsby, Geoff Hornsby Real Estate Consulting and Acquisition Services

1. **Call to Order.**

Commissioner Sangiacomo called the meeting to order at 5:00 p.m.

2. **Agenda Items to be Held or Taken Out of Order; Off Agenda Items.**

- Item 5-Distribution of the Basic Financial Statements for the Fiscal Year ended June 30, 2018 and the Independent Accountants Report on Applying Agreed Upon Procedures related to Initial Public Access, Operation & Maintenance will be removed from the agenda, and will be agendaized for the January 2019 regular meeting.
- Bill Keene requested that Item 10-Closed Session precede Item 9-Stewardship Workshop Policy.

3. **General Announcements Not Requiring Deliberation or Decision.**

Bill Keene made the following announcements:

- Weeks Ranch Conservation Easement Acquisitions is expected to go before the Board of Directors on December 11, 2018.
- Rips Redwoods Offers of Dedication is expected to go before the Board of Directors and the Board of Supervisors on December 11, 2018.
- The County Administrator's Office will provide an update on the status of recovery operations following the October 2017 Sonoma Complex Fires. The District partially funded the Office of Recovery and Resiliency which is responsible for the development of a post-fire County-wide plan.
- Mark West Creek Regional Park & Open Space Preserve Transfer the Acquisition closed mid-November, 2018.

- Stuart Martin will retire from his position with the District on December 17, 2018.
- Mary Dodge will retire from her position with the District at the end of March, 2019.

4. **Public Comment.**

There was none.

5. **Correspondence/Communication.**

There was none. (See Item 2 above)

6. **Approval of Minutes.** On a motion by Commissioner Koenigshofer and second by Commissioner Anderson, the November 1, 2018 minutes were approved as submitted.

7. **Financial Report.**

Mary Dodge reviewed the monthly financial statements for October 2018.

The Note at the conclusion of page 2 was corrected to read:

“Note: Sales tax collected as of October 2017 was \$3,845,430. Current collections are a 3% increase over the prior year. The slowdown of processing by the Board of Equalization continues to be reflected in tax receipts. Projections are that actual tax receipts are 4.2% higher than the previous year.”

8. **Ad Hoc Committee Reports.**

- Annual Report/Audit Review (Anderson/Owen) – Nothing to report
- Matching Grant Program (Koenigshofer/Owen) – Nothing to report
- Stewardship Reserve and Finances (Mendoza/ Sangiacomo) – Nothing to report
- Real Estate Options (Mendoza/Owen) – Nothing to report
- Fire Recovery Policy and Review (Anderson/Koenigshofer) – Nothing to report

9. **Closed Session.**

The Commission adjourned to Closed Session at 5:25 p.m.

10. **Report on Closed Session.**

The Commission reconvened to Open Session at 6:35 p.m. and reported the following:

**Conference with Real Property Negotiator – 747 Mendocino Avenue, Santa Rosa**

The Commission took no action. The item will be continued at the January 2019 regular meeting.

11. **Stewardship Policy.**

The Stewardship Policy discussion, originally agendized for presentation to the Board of Directors in December 2018, has been moved to the April 2, 2019 meeting. The Commission will review and provide input on the presentation over the next few regular meetings of the Fiscal Oversight Commission.

12. **Suggested Next Meeting.** January 3, 2019

13. **Adjournment.**

The meeting was adjourned at 7:15 p.m.

Respectfully submitted,

Sue Jackson  
Deputy Clerk

Sonoma County Agricultural Preservation and Open Space District  
 Consolidated Balance Sheet - District and OSSTA Funds  
 November 30, 2018

<b>Assets</b>	
Cash and Investments	\$55,418,768
Accounts Receivable	19,156
Prepaid Expenditures	
Other Current Assets	52,901
Intergovernmental Receivables	<u>10,000</u>
<b>Total Assets</b>	<u><u>\$55,500,825</u></u>
<b>Liabilities and Fund Balance</b>	
Current Payables	\$7,000
Other Current Liabilities	35,718
Due to Other Governments	46,375
Deferred Revenue	10,000
Long-Term Liabilities	<u>30,000</u>
<b>Total Liabilities</b>	<u>129,093</u>
<b>Fund Balance</b>	
Nonspendable - Prepaid Expenditures	
Restricted - District Activities	<u>55,371,732</u>
Total Fund Balance	<u>55,371,732</u>
<b>Total Liabilities and Fund Balance</b>	<u><u>\$55,500,825</u></u>

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<b>Cash by Fund</b>	
OSSTA - Measure F	\$47,384,905
Open Space District	1,359,389
Fiscal Oversight Commission	7,902
Stewardship Reserve*	
Cooley Reserve	149,736
Operations and Maintenance	<u>6,516,836</u>
<b>Total Cash by Fund</b>	<u><u>\$55,418,768</u></u>

\*On July 1, 2015 the County of Sonoma Measure F Sales Tax Refunding Bonds, Series 2015 were issued. The transaction provided a savings of \$13.6 million, in part by following the Commission's recommendation of paying down \$30 million in principal, as well as obtaining a lower interest rate. The Commission recommended using the \$10 million in the Stewardship Reserve Fund as part of the \$30 million paydown. Additionally, the Commission directed use of the \$7.5 million annual savings resulting from the shortened term to fund the Stewardship Reserve beginning in the fiscal year 2024-2025. FOC Minute Order #13 dated May 14, 2015 reflects this direction.

Sonoma County Agricultural Preservation and Open Space District  
Consolidated District and OSSTA Budget to Actual  
For the five months ended November 30, 2018  
42% of Year Complete

	Budget Final	Actual Year to Date	Encumbrances Year to Date	Remaining Balance	% of budget Remaining
<b>Revenues</b>					
Tax Revenue *	\$23,043,630	\$4,997,723		\$18,045,907	78.31%
Intergovernmental	5,500,000	206,256		5,293,744	96.25%
Use of Money & Prop	390,000	641,428		(251,428)	-64.47%
Miscellaneous Revenues	4,585,000	29,639		4,555,361	
Other Financing Sources	1,465,490			1,465,490	100.00%
<b>Total Revenues</b>	<b>34,984,120</b>	<b>5,875,046</b>		<b>29,109,074</b>	<b>83.21%</b>
<b>Expenditures</b>					
Salaries and Benefits	4,394,633	1,633,189		2,761,444	62.84%
Services and Supplies	6,563,949	932,869	\$3,614,291	2,016,789	30.73%
Other Charges	3,900,445	42,107	1,299,457	2,558,881	65.60%
Capital Expenditures**	34,877,500	10,673,067	277,185	23,927,248	68.60%
Other Financing Uses	8,938,459	2,550,333		6,388,126	71.47%
<b>Total Expenditures</b>	<b>58,674,986</b>	<b>15,831,565</b>	<b>5,190,933</b>	<b>37,652,488</b>	<b>64.17%</b>
<b>Net Earnings (Cost)</b>	<b>(\$23,690,866)</b>	<b>(9,956,519)</b>	<b>(\$5,190,933)</b>	<b>(\$8,543,414)</b>	
Beginning fund balance		65,328,251			
<b>Ending Fund Balance</b>		<b>\$55,371,732</b>			

\* Sales tax collected as of November 30, 2017 was \$6,013,230. Per the Sonoma County Auditors office, November payments of \$2,601,665 had not been posted. The adjusted November amount is \$7,599,388, which is an increase of 2.64% from the prior year. Slow postings by the Board of Equalization is limiting sales tax analysis.

\* Capital expenditure breakdown

Wendle	\$1,626,115
Rip's Redwoods	4,270,144
Gravelly Lake	3,099,402
Cresta 3	1,640,397
CIP - Bldg & Improvement	37,009
	<u>\$10,673,067</u>

**RULES FOR GOVERNANCE OF  
THE BOARD OF COMMISSIONERS OF THE  
SONOMA COUNTY OPEN SPACE FISCAL OVERSIGHT COMMISSION**

**RULE 1:** The Clerk, in consultation with the chair, shall prepare an agenda for each meeting of the Board. The agenda shall contain a brief general description of each item of business to be discussed at the meeting. At least 72 hours before a regular meeting, the Clerk shall post the agenda in a location that is freely accessible to members of the public during regular business hours.

**RULE 2:** When the agenda for any regular meeting has been prepared, the Clerk shall forthwith deliver a copy to each member of the Board.

**RULE 3:** Unless otherwise prohibited by law, the Board may make any disposition of a matter properly before it that it deems advisable.

**RULE 4:** The chair shall preserve order and decorum and shall decide questions of order subject to an appeal to the Board.

**RULE 5:** All questions of law shall be referred to the Commission’s Counsel for an opinion.

**RULE 6:** Each agenda shall provide an opportunity for members of the public to address the Board directly on items of interest to the public that are within the subject matter jurisdiction of the Board. The total time allocated for public testimony on any particular issue shall be 10 minutes unless the Chair deems that more time is necessary. Any person desiring to address the Board shall, when recognized by the Chair, speak from the rostrum, and give his or her name and address to the Clerk and limit his or her statement to 5 minutes. In order to facilitate the business of the Board, the Chair may further limit the time of each such address.

**RULE 7:** A majority of the members of the Board constitute a quorum for the transaction of business. No act of the Board shall be valid or binding unless a majority of all members concur therein.

**RULE 8:** A member may initiate voting on a matter by requesting the Chair to call for the question.

**RULE 9:** Members may vote “aye,” “no,” or “abstain.”

**RULE 10:** A vote of “abstain” does not constitute concurrence and does not constitute a “no” vote.

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**RULE 11:** Emergency meetings and special meetings shall be called as provided in Sections 54956 and 54956.5 of the Government Code. Closed sessions shall not be scheduled nor conducted without prior consultation with the Commission’s Counsel.

**RULE 12:** At the first meeting in each calendar year the Board shall elect a Chair and a Vice-Chair and a Chair Pro Tempore. When the Chair is absent, his duties shall be assumed by the Vice-Chair. If both the Chair and the Vice-Chair are absent, the Chairman Pro Tempore shall perform the duties of the Chair. In lieu of an annual election, the Board may provide by resolution for the selection of Board officers on a rotational basis.

**RULE 13:** The Vice Chair shall serve, ex officio, as the Clerk of the Board and shall keep a minute book in which the proceedings of the Board shall be recorded and maintained. The Board may appoint a Deputy Clerk to assist the Vice Chair.

**RULE 14:** The Chair may, from time to time, appoint such standing or *ad hoc* committees of the Board as are necessary and convenient.

**RULE 15:** The Chair shall preserve order and decorum and shall decide all questions of order and procedure subject to an appeal to the Board. The nature of any appeal shall be briefly stated and the Chair shall have the right to state the reason for his or her decision.

A Board member wishing to speak shall refrain until he or she has been recognized by the Chair. While a member is speaking, member shall be respectful and shall not engage in or entertain private discussions.

Consistent with the purpose of the Rules, members are encouraged to use a formal style, including appropriate titles, in addressing the public, staff and each other. All members shall refrain from the use of profanity, emotional outbursts, personal attacks or any speech or conduct which tends to bring the organization into disrepute.

**RULE 16:** To assure civility in its public meetings, staff and the public are also encouraged to engage in respectful dialog that supports freedom of speech and values diversity of opinion. To achieve compliance with these rules, members, staff, and the public are encouraged to:

- Create an atmosphere of respect and civility where elected officials, District staff, and the public are free to express their ideas;
- Establish and maintain a cordial and respectful atmosphere during discussions;
- Foster meaningful dialogue free of personal attacks;
- Listen with an open mind to all information, including dissenting points of view, regarding issues presented to the Board;

ATTACHMENT 3

- Recognize it is sometimes difficult to speak at Board meetings, and out of respect for each person's feelings, allow them to have their say without comment, including booing, whistling or clapping;
- Adhere to speaking time limit.

**RULE 17:** The Board shall refrain from emailing, texting, using social media, or otherwise engaging in electronic communications during Board meetings on matters that are listed on the Board's agenda.

**RULE 18:** Any member with a disqualifying conflict of interest must, in compliance with the Political Reform Act:

- a) Publically state the nature of the conflict in sufficient detail to be understood by the public;
- b) Recuse himself/herself from discussing and voting on item; and
- c) Leave the room until after the discussion, vote, and other disposition of the matter is concluded, unless the matter has been placed on the Consent Calendar.

The member may be allowed to address the Board as a member of the public. Disclosure of a conflict shall be noted in the official Board minutes. The member must also comply with all other applicable conflicts of interest laws.

Members may not have a financial interest in a contract approved or considered by the Board. In these cases, disclosure and recusal does not remove the conflict and such a contract is considered void (Government Code §1090). The member is encouraged to discuss possible conflicts with County Counsel prior to the meeting.

**RULE 19:** These rules shall be reviewed by the Board at the first meeting in each calendar year.

**RULE 20:** The Chair, Vice-Chair, and Chair Pro Tempore shall serve at the will and pleasure of the Board of Directors.

**RULE 21:** The members of the Board shall be allowed their actual and necessary expenses when attending to the business of the Commission. All claims for reimbursement shall be submitted by the Commission's Bookkeeper to the Board for its approval or rejection.

ATTACHMENT 3