



MINUTES
EDC-VC EXECUTIVE COMMITTEE MEETING
January 15, 2015

- Location:** Spanish Hills Country Club
999 Crestview Avenue, Camarillo, CA 93010
- Attendance:** Brian Gabler – Economic Roundtable Representative, City of Simi Valley
Kathy Long, *Secretary/Treasurer* – County of Ventura
Roseann Mikos – City of Moorpark
Jim Scanlon – Scanlon, Guerra & Burke Insurance
Sim Tang-Paradis, *Chair* – City National Bank
- Absent:** Harold Edwards – Limoneira Company
Sylvia Muñoz Schnopp, *Vice Chair*– City of Port Hueneme
- Legal Counsel:** Nancy Kierstyn Schreiner – Law Offices of Nancy Kierstyn Schreiner
- Guest:** None
- Staff:** Kelly Noble, Office Manager
Bruce Stenslie, President
- Call to Order:** 2:52 p.m. Chair Sim Tang-Paradis welcomed everyone.
- Roll Call:** Kelly Noble
- Amendment to the Agenda:** None
- Public Comment:** None
- Approval of Executive Committee Minutes, April 2, 2014** Chair Sim Tang-Paradis requested a motion to approve the minutes from the December 3, 2014 Executive Committee meeting. Brian Gabler moved to approve and file the minutes from December 3, 2014. Kathy Long seconded the motion. All listed in attendance in favor, motion carried.
- Administration** **Consideration of a Contract Agreement with Long Beach Community College District/Los Angeles Regional SBDC Network, for \$75,000, for the period October 1, 2014 – September 30, 2015, to Provide Business Advising Services Focused on Capital Infusion. Recommendation to Approve.**
- Stenslie stated that the Long Beach Community College District (Long Beach) serves as the regional “Lead Center” for federal Small Business Development Center services for Los Angeles, Ventura and Santa Barbara Counties. Long Beach secures the core funding from the U.S. Small Business Administration—and in this instance, from the CA Governor’s Office of Business and Economic

Development—then sub-contracts to local direct “service centers,” or “sub-recipients,” of which EDC-VC is one.

Our service area is all of Ventura and Santa Barbara Counties. For service delivery in Santa Barbara County, we partner with Santa Barbara City College (SBCC) and its Scheinfeld Center for Entrepreneurship and Innovation.

The recommended contract today is to secure access to new funding made available through the California state budget and administered by the Governor’s Office of Business and Economic Development (or GO-Biz).

The funding is specifically dedicated to business advising, counseling and training services *toward an outcome of new capital infusion*. As you may recall, “capital infusion” as an outcome is one of the U.S. Small Business Administration’s contractually and legislatively required performance metrics for Small Business Development Centers (SBDCs).

The purpose of the new state money is to incentivize and enhance SBDC activity that results in that outcome, recognizing that positive outcomes in that measure have the highest correlation with other indicators of business sustainability and growth.

You may recall that staff had reported out on the Governor’s office efforts to secure these funds through the state budget last May and June and our application for the funds in July and August. We were informed of our award of \$75,000 in September, though the contracting process—through the state’s network of SBDC Lead Centers—has taken until now for the contract to be delivered to EDC-VC.

Our contract goals for the recommended agreement are for 40 firms served, resulting in \$2.1 million in new capital infusion. The \$75,000 is to be used almost exclusively for direct business client consulting, significantly increasing our capacity for service toward the capital infusion outcome. Given our 2013 and 2014 performance in this outcome measure averaging some \$30 million, the contract goals are very manageable.

In addition to baseline consulting for the projected 40 firms, we are also providing each of the firms a detailed benchmark analysis and sustainability appraisal that is beyond the normal scope of consulting engagement. This is to assure that the new state funds yield a service level and client value significantly above the baseline, as well as result in top-end outcomes.

We are projecting that we may already meet the annual goal (for October 2014 through September 2015) in this first quarter of grant performance. Staff will provide outcome reports to the Board on a quarterly basis, along with our regular SBDC outcome reporting. (As of this writing, the quarter’s outcome data is not yet available.)

At this point it’s uncertain whether there will be a second year or continuing state funding for this activity. Given how late it is already in the state’s fiscal year (July to June), the state does not have outcome data yet to influence their decision. Our best guess is that a second year of funding may be held as a placeholder in the Governor’s budget to be released in early January, with plenty of time then before the budget’s adoption in (or around) June for

commitment or adjustment prior to any second year of funding

Chair Sim Tang-Paradis requested a motion that the Executive Committee, approve and forward to the full board for adoption the 2014-15 Capital Infusion Grant Program Agreement (CN99716.6), between EDC-VC and the Long Beach Community College District, for \$75,000 as awarded by the Governor's Office of Business and Economic Development (GO-Biz) as well as delegate authority to the President/CEO to sign the Capital Infusion Grant Program Agreement.

Roseann Mikos motioned that the Executive Committee, approve and forward to the full board for adoption the 2014-15 Capital Infusion Grant Program Agreement (CN99716.6), between EDC-VC and the Long Beach Community College District, for \$75,000 as awarded by the Governor's Office of Business and Economic Development (GO-Biz) as well as delegate authority to the President/CEO to sign the Capital Infusion Grant Program Agreement. Brian Gabler Seconded the motion. All listed in attendance in favor, motion carried.

Ratification of Engagement Letter for Legal Services with Nancy Kierstyn Schreiner Law. Recommendation to Approve.

Stenslie explained that since May 2013 we have secured legal services through an Engagement Letter with Anderson Kill, Ventura, LLP, a division of Anderson Kill & Olick, P.C. (www.andersonkill.com), with Nancy Kierstyn Schreiner serving as primary legal counsel. Taking a longer view, Ms. Kierstyn Schreiner also served as our legal counsel from September 2004 to April 2013, through Nordman Cormany Hair & Compton LLP.

We were notified on January 1 by Ms. Kierstyn Schreiner that she is leaving Anderson Kill effective January 1 and is opening her own firm.

Our engagements for legal services are for pro bono assistance for routine matters (e.g., review of board agendas, attendance at EDC-VC meetings, routine consultations). Beyond the routine, we pay a fee (currently \$360/hour) for all employment issues and other special matters as requested by EDC-VC. Should matters require consultation with other expertise, those hours are billed per a schedule tied to title and function.

Following Ms. Kierstyn Schreiner's exit from Anderson Kill, the firm has declined to continue the engagement for pro bono services.

In such circumstances as this—with our primary counsel changing firms—we have two options:

1. We may elect to follow Ms. Kierstyn Schreiner to her new firm;
2. We may opt to move to another law firm, presumably through some sort of solicitation or request for qualifications.

Stenslie stated that in consideration of the options, he has moved ahead for continuity in signing an engagement letter with Ms. Kierstyn Schreiner. The recommended action is to ratify that agreement.

Chair Sim Tang-Paradis requested a motion that the Executive Committee ratify the engagement agreement with Nancy Kierstyn Schreiner Law for EDC-VC legal services and forward the agreement to the full Board of Directors for

final approval. Jim Scanlon motioned that the Executive Committee ratify the engagement agreement with Nancy Kierstyn Schreiner Law for EDC-VC legal services and forward the agreement to the full Board of Directors for final approval. Roseann Mikos seconded the motion. All listed in attendance in favor, motion carried.

Nominations for Vice-Chair and Secretary/Treasurer for Fiscal Year 2015

Stenslie stated that at the meeting on December 10, the Executive Committee approved a nomination for Roseann Mikos as EDC-VC Chair for 2015.

The Committee did not take action on nominations for the Vice-Chair and Secretary/Treasurer officers. That action should be taken today, to be forwarded to the full Board at its Annual Meeting.

Officers Specified: Section 3.1a of our Bylaws identifies our officers as a Chair, Vice-Chair, Secretary, Treasurer and President. Section 3.1a further specifies that “the Chair and Vice-Chair will alternate between its [the board’s] public and private sector representatives.” Accordingly, the Vice-Chair should be selected from among our Board’s private sector members.

Section 3.1b of the bylaws states that at the annual meeting for each new calendar year, the Board shall elect the Chair of the Board, the Vice-Chair, the President, Secretary and Treasurer of the Corporation.

For action today is the Executive Committee’s nomination of the 2015 Vice-Chair and Secretary/Treasurer.

Sim Tang-Paradis invited nominations for vice-chair and Secretary-Treasurer. Brian Gabler motioned that the Executive Committee approve the nomination of Sean Morreale for Vice Chair and Kathy Long for Secretary/Treasurer. Kathy Long seconded the motion. All listed in attendance in favor, motion carried.

Board and Executive Committee Meeting Scheduled for 2015, Recommendation to Approve

Stenslie announced the projected meeting schedule for 2015, both for the full Board and Executive Committee.

Executive Committee meetings for 2015 (subject to Executive Committee approval) will be held at 8:30 AM, first Wednesday of the month. Executive Committee meetings are held at the EDC-VC offices.

Full board meetings are held on the third Thursday of the month at 4:00 PM. Unless otherwise notified, full board meetings are at the Camarillo Hampton Inn, 50 West Daily Drive, just off the 101 at Los Posas, though note alternative locations as indicated below for meetings in February, March and April.

Please note the Annual Meeting each year in January starts at 3:00 PM at Spanish Hills Country Club, followed by the larger meeting which runs through dinner.

As in past years we do not plan to hold full board meetings in August and December.

<u>Month, 2015</u>	<u>Exec Committee</u>	<u>Full Board</u>
January	1/7	1/15 (Annual Mtg, 3:00 PM)
February	2/4	2/19 (Ventura Star)
March	3/4	3/19 (Limoneira Co.)
April	4/1	4/16 (Haas Automation)
May	5/6	5/21
June	6/3	6/18
July	7/1	7/16
	No August meetings	
September	9/2	9/17
October	10/7	10/15
November	11/4	11/19
December	12/2	No Dec. Board Meeting
January, 2016	1/6/15	1/21/16 (Anl Mtg, 3:00 PM)

Sim Tang-Paradis asked for a motion to approve the Board and Executive committee meeting schedule for 2015 as presented.

Roseann Mikos motioned to approve the Board and Executive committee meeting schedule for 2015 as stated. Kathy Long seconded the motion. All listed in attendance in favor, motion carried

New or Unfinished Business: None.

Executive Committee Comments: None

Adjournment: 2:58 p.m.

Minutes taken by Kelly Noble