



## Napa County Resource Conservation District Regular Meeting of the Board of Directors

# MINUTES

**When:** Thursday, January 12, 2023 at 8:00 A.M.

**Where:** Tele/videoconference

Bruce Barge <b>President</b>	Rainer Hoenicke <b>Vice President</b>	Paul Asmuth <b>Director</b>	Jim Lincoln <b>Director</b>	Bill Pramuk <b>Director</b>	Gretchen Stranzl McCann <b>Director</b>	Vacant  <b>Director</b>
	Lucas Patzek <b>Executive Director</b>	Anna Mattinson <b>District Secretary</b>	Corey Utsurogi <b>District Counsel</b>	Tracy Schulze <b>Auditor-Controller</b>		

### 1. CALL TO ORDER, ROLL CALL

A regular meeting of the Napa County Resource Conservation District was called to order at 8:04 A.M. on Thursday, January 12, 2023 by President Bruce Barge. This meeting was conducted pursuant to California Government Code Section 54953 and Governor’s Executive Order N-25-20, in that directors participated only by electronic means, through either audio (i.e., teleconference) or video (videoconference), or both. All directors present indicated that they there were able to hear everything clearly over the tele/videoconference system.

#### A. Roll call

Directors present included Paul Asmuth, Bruce Barge, Rainer Hoenicke, Jim Lincoln, Bill Pramuk, and Gretchen Stranzl McCann. Associate Directors present included Chris Carpenter, Joseph Nordlinger, Cio Perez, and Matt Reid. RCD staff present included Lucas Patzek, Anna Mattinson, Ali Blodorn, and Frances Knapczyk. Outgoing District Counsel Wendy Dau and incoming District Counsel Corey Utsurogi were present, and Auditor-Controller Tracy Schulze was present. NRCS staff present included Evelyn Denzin and Erika Valek.

#### B. Approval of the agenda

Approved the agenda with the revision of moving agenda item 6B to 5A, and renumbering all following items correspondingly.

MOTION: Hoenicke; SECOND: Stranzl McCann; AYES: Asmuth, Barge, Hoenicke, Lincoln, Pramuk, and Stranzl McCann; NOES: None; ABSENT: None; ABSTENSIONS: None.  
Motion carried.

**C. Approval of meeting minutes**

Approved minutes from the December 8, 2022 regular meeting.

MOTION: Stranzl McCann; SECOND: Pramuk; AYES: Asmuth, Barge, Hoenicke, Lincoln, Pramuk, and Stranzl McCann; NOES: None; ABSENT: None; ABSTENSIONS: None. Motion carried.

**D. Ratification of District bills**

Ratified November and December 2022 bills approved by the Executive Director in the amount of \$206,359.60.

MOTION: Hoenicke; SECOND: Asmuth; AYES: Asmuth, Barge, Hoenicke, Lincoln, Pramuk, and Stranzl McCann; NOES: None; ABSENT: None; ABSTENSIONS: None. Motion carried.

**E. Approval of District bills**

Approved regular January 2023 bills in the amount of \$36,657.70.

MOTION: Stranzl McCann; SECOND: Hoenicke; AYES: Asmuth, Barge, Hoenicke, Lincoln, Pramuk, and Stranzl McCann; NOES: None; ABSENT: None; ABSTENSIONS: None. Motion carried.

**2. PUBLIC COMMENTS**

There were no public comments.

**3. SET ITEMS OR PUBLIC HEARINGS**

**Presentation, Discussion and Authorization to Accept the 2021-2022 Audit Report.**

Auditor-Controller Tracy Schulze presented draft audit for Fiscal Year 2021-2022 was completed on January 6, 2023 by the Brown Armstrong Accountancy Corporation. It is the opinion of the auditor that the financial statements of the Napa RCD present fairly, in all material respects, the respective financial position of the governmental activities of the Napa RCD as of June 30, 2022, and the financial position for the year ended in conformity with accounting principles generally accepted in the U.S.A. There were no internal control comments or findings.

**4. CONSENT CALENDAR**

Approved consent calendar.

MOTION: Stranzl McCann; SECOND: Hoenicke; AYES: Asmuth, Barge, Hoenicke, Lincoln, Pramuk, and Stranzl McCann; NOES: None; ABSENT: None; ABSTENSIONS: None. Motion carried.

**A. Authorize Board President to execute Landowner Design Agreement with Gino Trinchero.**

- B. Authorize Board President to execute Right of Entry Agreement with Fred Seavey of Seavey Vineyard.**
- C. Ratify agreement for interior design services with Interior Spaces.**

## **5 OLD BUSINESS**

### **A. Approval of Associate Director slate.**

Reappointed Matthew Reid and Pierre Washington for another term as Associate Directors.

MOTION: Pramuk; SECOND: Hoenicke; AYES: Asmuth, Barge, Hoenicke, Lincoln, Pramuk, and Stranzl McCann; NOES: None; ABSENT: None; ABSTENSIONS: None. Motion carried.

### **B. Governance Committee updates.**

President Bruce Barge and Executive Director Lucas Patzek provided updates from the Governance Committee including update on the open director position recruiting, future protocol for reporting from program advisory committee, status of community leader interviews and direction, and future recommendation to launch an ad hoc fund development committee. They sought director input on the time and location of regular Board meetings once the District returns to normal Brown Act requirements. The feedback included: it's important to maintain hybrid meeting capabilities to maximize participation; the NVTA meeting room works well and the District's conference room does not; a 90-minute length is good; most prefer a morning time; the current Thursday timing works well.

## **6 NEW BUSINESS**

### **A. Presentation and discussion about the California Association of Resource Conservation Districts.**

Director Rainer Hoenicke, who also serves as the Bay-Delta representative on CARCD's Board of Directors, shared that at CARCD's Annual Business Meeting a motion was made to establish a working group to help develop a template applicable for all RCDs throughout the state that takes a landscape-level approach to climate adaptation and GHG emission reductions and/or sequestration mechanisms. CARCD's Deputy Director Nancy Wahl-Scheurich provided an overview about CARCD, including its mission, how its funded, governance structure, and how it assists RCDs. New Executive Director Cam Tredennick had to leave early and is happy to come back and meet the Board at a future date.

### **B. Discussion about 2022 donor development outcomes, including the Give!Guide campaign.**

Program Director Frances Knapczyk presented on the results of 2022 private donor engagement, which totaled \$25,720 in general support/unrestricted donations from private donors. The 2022 Napa Valley Give!Guide yielded \$11,570 raised from 89 donors. Two entities pledged matching funds: Napa RCD Board & Napa Climate Now. Napa RCD also received \$14,150 from 20 donors from website donations and checks.

## **7 REPORT FROM EXECUTIVE DIRECTOR, DISTRICT CONSERVATIONIST, AND DIRECTORS' COMMENTS**

Lucas Patzek (Napa RCD Executive Director) and Evelyn Denzin (NRCS District conservationist) provided updates on current Napa RCD and NRCS projects and activities. Director Paul Asmuth shared that quite a few volunteers are signed up to participate in the January 16<sup>th</sup> Community Oak Day at the St Helena Community Forest.

## **8 ADJOURNMENT**

Bruce Barge adjourned this meeting at 9:32 A.M.

Respectfully submitted,

Anna Mattinson, District Secretary  
(Zoom Recording)