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Next EDC Resolution Number SPEDC2023-001



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SAN PABLO ECONOMIC DEVELOPMENT CORPORATION BOARD MEETING AGENDA

Videoconference: <https://us02web.zoom.us/j/83426567496?pwd=bDNCN1gzVjBmZTViREtRaFJ3WWc5Zz09>

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Board of Directors

Xavier Abrams, Chair

Genoveva Garcia Calloway, Vice Chair

Kanwar Singh, Treasurer

Saman Farid, Director

Patricia Ponce, Director

**WEDNESDAY, January 18th, 2023
6:00 PM**

Copies of this agenda and non-exempt public records relating to an open session item on this agenda will be available upon request to saeidb@sanpabloedc.org. The agenda may also be viewed at www.SanPabloEDC.org.

CALL TO ORDER OF ANNUAL MEETING/ PLEDGE OF ALLEGIANCE/ ROLL CALL

PUBLIC COMMENTS: The public is encouraged to address the San Pablo EDC Board on any matter listed on the agenda or any other matter within its jurisdiction subject to the rules of decorum to be described and acted on by the Board. If you wish to address the Board, please email saeidb@sanpabloedc.org with "Speaker Form" in the subject line. The Board will hear public comments on items listed on the agenda during discussion of the matter and prior to a vote.

EXECUTIVE DIRECTOR REMARKS

CONSENT AGENDA

All matters listed in the Consent Agenda section will be considered routine by the Board and will be enacted by one motion. The disposition of the item is indicated. There will be no separate discussion of these items. If discussion is requested, that item will be removed from the section entitled Consent Agenda and will be considered separately.

CONSENT AGENDA (4 items)

1. Minutes of the December 21, 2022 regular meeting (pages 3-4)
Recommendation: Approve
2. San Pablo EDC FY22-23 Financial Statements ending November 30, 2022 (pages 5-11)
Receive and file

3. Resolution adopting amended organization bylaws per the revised Conflict of Interest Code approved by the Fair Political Practices Commission (pages 12-34)

Receive and file

4. Resolution authorizing adoption of updated Employee Handbook (pages 35-67)

Receive and file

*** * * END OF CONSENT AGENDA * * ***

REGULAR AGENDA – ITEMS FOR DISCUSSION

1. Resolution nominating and electing Director Saman Farid for a second two-year term as a city-nominated board director (pages 68-69)

Recommendation: Approve

2. Resolution nominating and electing board officers (pages 70-72)

Recommendation: Approve

3. Presentation on AB 2449 and its implications for board meeting Brown Act compliance as the pandemic State of Emergency comes to an end in California (pages 73-74)

Recommendation: Receive and file

ADJOURNMENT

Adjourn to next regular meeting is scheduled for **Wednesday, February 15, 2023**, at 6:00 pm.



MINUTES OF THE SAN PABLO ECONOMIC DEVELOPMENT CORPORATION BOARD OF DIRECTORS REGULAR MEETING

WEDNESDAY, NOVEMBER 16, 2022

ROLL CALL

The Board of Directors (Board) meeting was called to order at 6:04 PM via Zoom videoconference. Present were Chair Xavier Abrams, Treasurer Kanwar Singh and Director Patricia Ponce. Also present were Executive Director Leslay Choy and Board Secretary Saeid Babay Hosseini. Vice Chair Genoveva Calloway and Director Saman Farid had excused absences.

PUBLIC COMMENTS

There were no public comments.

EXECUTIVE DIRECTOR REMARKS

Executive Director Choy updated the Board on the 611-employee Hello Fresh lay-off and media interest, as well as January director renominations and board officer considerations. She also noted for the Board that while it was likely the December meeting would be canceled, the meeting was to remain in place just in case urgent business required the Board's attention.

CONSENT AGENDA

1. Minutes of the October 19, 2022 regular meeting
Recommendation: Approve
2. San Pablo EDC FY21-22 Financial Statements ending September 30, 2022
Recommendation: Receive and file

It was moved by Director Ponce, seconded by Chair Abrams, and passed by a vote of those present to adopt the items on the Consent Agenda. The motion passed as follows:

AYES: Abrams, Ponce, Singh
NOES: None
ABSTAIN: None
ABSENT: Calloway, Farid

REGULAR AGENDA

Resolution authorizing Executive Director to execute a four-year contract with the City of San Pablo to administer two American Rescue Plan Act-funded programs for San Pablo businesses pending City Council action on November 21, 2022

Executive Director Choy introduced the item and Director Ponce recused herself from the discussion and vote to avoid any conflict of interest given her city-council role. Executive Director Choy outlined the programs, funding source and timeline. She also noted City Council would take action on November 21st. Following board discussion, it was moved by Treasurer Singh, seconded by Chair Abrams to adopt **RESOLUTION SPEDC2022-036**, a resolution authorizing the Executive Minutes for November 16, 2022

Director to execute a four-year contract with the City of San Pablo to administer two American Rescue Plan Act-funded programs for San Pablo businesses pending City Council action on November 21, 2022.

AYES: Abrams, Singh
NOES: None
ABSTAIN: Ponce
ABSENT: Calloway, Farid

Resolution authorizing Executive Director to sign documentation to remove San Pablo Economic Development Corporation as Managing General Partner of San Pablo Church Lane LP low-income housing project

Executive Director Choy introduced the item, updating the Board on changes to the low-income housing tax credits (LIHTC) program and willingness of Danco to substitute their usual partner for San Pablo EDC as the Managing General Partner in the structure. She also highlighted for the Board the proposed language introduction by legal counsel. Following board discussion, it was moved by Director Ponce, seconded by Treasurer Singh, and passed by a vote of those present to adopt **RESOLUTION SPEDC2022-037**, a resolution authorizing the Executive Director to sign the Amended and Restated Agreement of Limited Partnership and LP2 documents to remove San Pablo EDC as Managing General Partner of the San Pablo Church Lane LP low-income housing project pending any immaterial edits.

AYES: Abrams, Ponce, Singh
NOES: None
ABSTAIN: None
ABSENT: Calloway, Farid

ADJOURNMENT

It was moved by Director Ponce and seconded by Chair Abrams to adjourn the meeting at 6:24 PM to the next regular meeting scheduled for **Wednesday, December 21, 2022** at 6:00 PM.

Respectfully submitted,

Saeid Babay Hosseini, Board Secretary

Xavier Abrams, Chair

SAN PABLO EDC BOARD REPORT



DATE: January 18, 2023
TO: San Pablo EDC Board
FROM: Leslay Choy, Executive Director 
Bradley Ward, Controller
SUBJECT: SAN PABLO ECONOMIC DEVELOPMENT CORPORATION FISCAL YEAR 2022-23 FINANCIAL STATEMENTS THROUGH NOVEMBER 2022

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RECOMMENDED ACTION

The Executive Director and Controller recommend the Board of Directors:

1. Receive and file report.

BACKGROUND

As part of its ongoing fiduciary oversight, the San Pablo Economic Development Corporation (San Pablo EDC) Board of Directors (Board) reviews the organization’s financial reports. These reports are received and reviewed in advance by Board Treasurer and Finance Committee member, Kanwar Singh. Financials compare year-to-date expenses to annual budget in a format recommended by Treasurer Singh.

To update the Board, as it is aware, San Pablo EDC was awarded a National Dislocated Worker Grant (NDWG) in the amount of \$150,000 that was to be effective 09/01/2022 – 03/31/2023. Like all grants of this funding nature, it works on a reimbursable basis. Due to delays in the Employment & Human Services Department’s Contracting division and a change in policy, Executive Director Choy concluded negotiations in late December and executed the contract effective 10/01/2022 on January 12, 2023. This means that revenues will continue to look delayed until February 2023 when all invoice demands will be accepted for submission.

As mentioned on each previous financial staff report this fiscal year, the Board approved allocation from fund balance of up to \$40,000 to expense account 62100 Operations in the FY21-22 budget by way of Resolution SPEDC2021-034 to address strategic plan professional costs; however, the Mejorando Group submitted its invoice after the FY21-22 books had closed, which means the Finance Committee will take action to recommend a mid-year budget adjustment for FY22-23, rather than FY21-22, to the Board. This means the current financials will have the appearance of being higher than anticipated, but it is a matter of a belated budget adjustment that needs to take place.

ANALYSIS OF FINANCIAL REPORTS

Attached is a set of financial reports through November 2022. The lead item is the balance sheet, which shows the organization’s financial position as of November 30, 2022. The November balance sheet reflects assets of \$4,294,579 liabilities of \$1,686,201 and equity of \$2,608,378. In November, the Board discussed the ARPA contract revenue with the City of San Pablo for administration of the B2B and Mini-BIGs programs over the next few years, and is on the Balance Sheet as unearned revenue, as well as reflected on the P&L as expenses are realized and revenue is earned.

The second section of the report is the year-to-date profit and loss (P&L) total statement through November 30, 2022 with comparison to budget. The P&L statements are presented as a summary of the Total Budget for Operations, Measure Q and Total Grants, followed by detailed operations for each budget class. The first column represents year-to-date (YTD) revenue and expenses by budget item; second column represents total budget; third column represents year-to-date variance to budget. EDC recognizes income on an accrual basis.

The first part of the Total P&L statement is revenue (income). November YTD has total income of \$620,812 representing 30.7% of budgeted income with 41.7% of the year complete, lagging due to the county contract delay and later-than-expected approval of the ARPA contract.

The second part of the P&L represents expenses, the bulk of which are 62100 Contract Services, 65000 Operations and 66000 Payroll. YTD expenses were \$467,605 or 28.9 % of the annual budget.

Monthly non-cash depreciation of \$3,739 for the EDC's commercial building asset, Mission Plaza, is accounted for as "other expense" in account 70100, as it does not affect operations. By classifying it this way, the EDC separates operations and cash usage from non-cash activity. This is referred to as EBITDA or earnings before interest, taxes, depreciation and amortization.

Overall, the organization is in good financial standing and is operating in the black. Executive Director Choy and Controller Ward are mindful of sustained inflation and economic recession impacts.

Attachments

1. San Pablo EDC FY22-23 Financial Statements for November 2022

San Pablo Economic Development Corporation
Balance Sheet
As of November 30, 2022

	<u>Nov 30, 22</u>
ASSETS	
Current Assets	
Checking/Savings	
10000 · SPEDC Checking Account	2,785,926.78
10015 · TCU Checking /Savings Account	173.45
Total Checking/Savings	<u>2,786,100.23</u>
Accounts Receivable	
11000 · Accounts Receivable	171,736.18
Total Accounts Receivable	<u>171,736.18</u>
Other Current Assets	
10100 · Petty Cash	100.00
12000 · Undeposited Funds	1,600.00
13000 · Prepaid Expenses	706.00
Total Other Current Assets	<u>2,406.00</u>
Total Current Assets	2,960,242.41
Fixed Assets	
14100 · Buildings - Operating	1,540,000.00
14200 · Accumulated Depreciation	(205,663.23)
Total Fixed Assets	<u>1,334,336.77</u>
TOTAL ASSETS	<u><u>4,294,579.18</u></u>
LIABILITIES & EQUITY	
Liabilities	
Current Liabilities	
Accounts Payable	
20000 · Accounts Payable	28,199.15
Total Accounts Payable	<u>28,199.15</u>
Credit Cards	
20500 · SPEDC Credit Card	1,773.55
Total Credit Cards	<u>1,773.55</u>
Other Current Liabilities	
24000 · Payroll Liabilities	209.64
25800 · Unearned or Deferred Revenue	328,125.00
25810 · Repair credit for Mission Plaza	24,293.29
25820 · Security Deposit	3,600.00
Total Other Current Liabilities	<u>356,227.93</u>
Total Current Liabilities	<u>386,200.63</u>
Long Term Liabilities	
27100 · Notes, Mortgages, and Leases	1,300,000.00
Total Long Term Liabilities	<u>1,300,000.00</u>
Total Liabilities	1,686,200.63
Equity	
32100 · Operations Net Assets	2,330,810.12
32500 · Meas Q Net assets	143,058.08
Net Income	134,510.35
Total Equity	<u>2,608,378.55</u>
TOTAL LIABILITIES & EQUITY	<u><u>4,294,579.18</u></u>

San Pablo Economic Development Corporation
Profit & Loss Budget vs. Actual
July through November 2022

	Total Operations			
	Jul - Nov 22	Budget	\$ Over Budget	% of Budget
Ordinary Income/Expense				
Income				
43400 · Direct Public Support	2,524.74	15,000.00	(12,475.26)	16.83%
44400 · Government Contracts	234,375.00	562,500.00	(328,125.00)	41.67%
44500 · Government Grants				
45000 · Investments	119.35	200.00	(80.65)	59.68%
46400 · Other Types of Income	8,315.01	30,000.00	(21,684.99)	27.72%
47200 · Program Income	101,323.62	231,400.00	(130,076.38)	43.79%
Total Income	<u>346,657.72</u>	<u>839,100.00</u>	<u>(492,442.28)</u>	<u>41.31%</u>
Gross Profit	346,657.72	839,100.00	(492,442.28)	41.31%
Expense				
60300 · Awards and Grants				
60900 · Business Expenses	2,210.64	7,500.00	(5,289.36)	29.48%
62100 · Contract Services	58,822.12	66,425.00	(7,602.88)	88.55%
62800 · Facilities and Equipment	55.11	4,850.00	(4,794.89)	1.14%
65000 · Operations	52,382.61	141,760.00	(89,377.39)	36.95%
65100 · Other Types of Insurance	23,747.80	33,714.00	(9,966.20)	70.44%
66000 · Payroll Expenses	93,093.33	307,980.00	(214,886.67)	30.23%
66500 · Benefits	39,294.11	97,747.00	(58,452.89)	40.2%
68300 · Travel and Meetings		8,500.00	(8,500.00)	
69000 · Operational Contingency		4,800.00	(4,800.00)	
69010 · Bank Service Charges	150.39			
Total Expense	<u>269,756.11</u>	<u>673,276.00</u>	<u>(403,519.89)</u>	<u>40.07%</u>
Net Ordinary Income	76,901.61	165,824.00	(88,922.39)	46.38%
Other Income/Expense				
Other Expense				
70100 · Depreciation & Amortization	18,696.65			
71500 · Mini-BIG's				
71600 · Back to Business				
Total Other Expense	<u>18,696.65</u>			
Net Other Income	<u>(18,696.65)</u>			
Net Income	<u><u>58,204.96</u></u>	<u><u>165,824.00</u></u>	<u><u>(107,619.04)</u></u>	<u><u>35.1%</u></u>

San Pablo Economic Development Corporation
Profit & Loss Budget vs. Actual
 July through November 2022

	Measure Q			
	Jul - Nov 22	Budget	\$ Over Budget	% of Budget
Ordinary Income/Expense				
Income				
43400 · Direct Public Support				
44400 · Government Contracts				
44500 · Government Grants	89,583.35	215,000.00	(125,416.65)	41.67%
45000 · Investments				
46400 · Other Types of Income				
47200 · Program Income				
Total Income	<u>89,583.35</u>	<u>215,000.00</u>	<u>(125,416.65)</u>	<u>41.67%</u>
Gross Profit	<u>89,583.35</u>	<u>215,000.00</u>	<u>(125,416.65)</u>	<u>41.67%</u>
Expense				
60300 · Awards and Grants		5,000.00	(5,000.00)	
60900 · Business Expenses	253.03	330.00	(76.97)	76.68%
62100 · Contract Services	18,185.27	174,225.00	(156,039.73)	10.44%
62800 · Facilities and Equipment				
65000 · Operations	14,202.21	36,350.00	(22,147.79)	39.07%
65100 · Other Types of Insurance				
66000 · Payroll Expenses	23,600.43	100,833.00	(77,232.57)	23.41%
66500 · Benefits	5,261.83	32,262.00	(27,000.17)	16.31%
68300 · Travel and Meetings				
69000 · Operational Contingency				
69010 · Bank Service Charges				
Total Expense	<u>61,502.77</u>	<u>349,000.00</u>	<u>(287,497.23)</u>	<u>17.62%</u>
Net Ordinary Income	<u>28,080.58</u>	<u>(134,000.00)</u>	<u>162,080.58</u>	<u>(20.96%)</u>
Other Income/Expense				
Other Expense				
70100 · Depreciation & Amortization				
71500 · Mini-BIG's				
71600 · Back to Business				
Total Other Expense				
Net Other Income				
Net Income	<u><u>28,080.58</u></u>	<u><u>(134,000.00)</u></u>	<u><u>162,080.58</u></u>	<u><u>(20.96%)</u></u>

San Pablo Economic Development Corporation
Profit & Loss Budget vs. Actual
 July through November 2022

	Total Grants			
	Jul - Nov 22	Budget	\$ Over Budget	% of Budget
Ordinary Income/Expense				
Income				
43400 · Direct Public Support	90,000.00	100,000.00	(10,000.00)	90.0%
44400 · Government Contracts	94,571.03	867,497.00	(772,925.97)	10.9%
44500 · Government Grants				
45000 · Investments				
46400 · Other Types of Income				
47200 · Program Income				
Total Income	<u>184,571.03</u>	<u>967,497.00</u>	<u>(782,925.97)</u>	<u>19.08%</u>
Gross Profit	<u>184,571.03</u>	<u>967,497.00</u>	<u>(782,925.97)</u>	<u>19.08%</u>
Expense				
60300 · Awards and Grants				
60900 · Business Expenses	5,010.35	26,374.00	(21,363.65)	19.0%
62100 · Contract Services	23,536.75	185,580.00	(162,043.25)	12.68%
62800 · Facilities and Equipment				
65000 · Operations	3,000.00	7,754.00	(4,754.00)	38.69%
65100 · Other Types of Insurance				
66000 · Payroll Expenses	86,632.56	311,245.00	(224,612.44)	27.83%
66500 · Benefits	18,166.56	61,544.00	(43,377.44)	29.52%
68300 · Travel and Meetings				
69000 · Operational Contingency				
69010 · Bank Service Charges				
Total Expense	<u>136,346.22</u>	<u>592,497.00</u>	<u>(456,150.78)</u>	<u>23.01%</u>
Net Ordinary Income	<u>48,224.81</u>	<u>375,000.00</u>	<u>(326,775.19)</u>	<u>12.86%</u>
Other Income/Expense				
Other Expense				
70100 · Depreciation & Amortization				
71500 · Mini-BIG's		120,000.00	(120,000.00)	
71600 · Back to Business		255,000.00	(255,000.00)	
Total Other Expense		<u>375,000.00</u>	<u>(375,000.00)</u>	
Net Other Income		<u>(375,000.00)</u>	<u>375,000.00</u>	
Net Income	<u><u>48,224.81</u></u>		<u><u>48,224.81</u></u>	<u><u>100.0%</u></u>

San Pablo Economic Development Corporation
Profit & Loss Budget vs. Actual
July through November 2022

	TOTAL			
	Jul - Nov 22	Budget	\$ Over Budget	% of Budget
Ordinary Income/Expense				
Income				
43400 · Direct Public Support	92,524.74	115,000.00	(22,475.26)	80.46%
44400 · Government Contracts	328,946.03	1,429,997.00	(1,101,050.97)	23.0%
44500 · Government Grants	89,583.35	215,000.00	(125,416.65)	41.67%
45000 · Investments	119.35	200.00	(80.65)	59.68%
46400 · Other Types of Income	8,315.01	30,000.00	(21,684.99)	27.72%
47200 · Program Income	101,323.62	231,400.00	(130,076.38)	43.79%
Total Income	<u>620,812.10</u>	<u>2,021,597.00</u>	<u>(1,400,784.90)</u>	<u>30.71%</u>
Gross Profit	620,812.10	2,021,597.00	(1,400,784.90)	30.71%
Expense				
60300 · Awards and Grants		5,000.00	(5,000.00)	
60900 · Business Expenses	7,474.02	34,204.00	(26,729.98)	21.85%
62100 · Contract Services	100,544.14	426,230.00	(325,685.86)	23.59%
62800 · Facilities and Equipment	55.11	4,850.00	(4,794.89)	1.14%
65000 · Operations	69,584.82	185,864.00	(116,279.18)	37.44%
65100 · Other Types of Insurance	23,747.80	33,714.00	(9,966.20)	70.44%
66000 · Payroll Expenses	203,326.32	720,058.00	(516,731.68)	28.24%
66500 · Benefits	62,722.50	191,553.00	(128,830.50)	32.74%
68300 · Travel and Meetings		8,500.00	(8,500.00)	
69000 · Operational Contingency		4,800.00	(4,800.00)	
69010 · Bank Service Charges	150.39		150.39	100.0%
Total Expense	<u>467,605.10</u>	<u>1,614,773.00</u>	<u>(1,147,167.90)</u>	<u>28.96%</u>
Net Ordinary Income	153,207.00	406,824.00	(253,617.00)	37.66%
Other Income/Expense				
Other Expense				
70100 · Depreciation & Amortization	18,696.65		18,696.65	100.0%
71500 · Mini-BIG's		120,000.00	(120,000.00)	
71600 · Back to Business		255,000.00	(255,000.00)	
Total Other Expense	<u>18,696.65</u>	<u>375,000.00</u>	<u>(356,303.35)</u>	<u>4.99%</u>
Net Other Income	<u>(18,696.65)</u>	<u>(375,000.00)</u>	<u>356,303.35</u>	<u>4.99%</u>
Net Income	<u><u>134,510.35</u></u>	<u><u>31,824.00</u></u>	<u><u>102,686.35</u></u>	<u><u>422.67%</u></u>

SAN PABLO EDC BOARD REPORT



DATE: January 18, 2023

TO: San Pablo EDC Board

FROM: Leslay Choy, Executive Director

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SUBJECT: RESOLUTION OF THE SAN PABLO ECONOMIC DEVELOPMENT CORPORATION BOARD OF DIRECTORS ADOPTING AMENDED ORGANIZATION BYLAWS PER THE REVISED CONFLICT OF INTEREST CODE APPROVED BY THE FAIR POLITICAL PRACTICES COMMISSION

RECOMMENDED ACTION

The Executive Director recommends the Board of Directors:

1. Approve resolution

BACKGROUND

The San Pablo Economic Development Corporation (San Pablo EDC) Board of Directors (Board) continues to embrace best practice for the regular review of governing documents and organization policy. In 2022, Executive Director Leslay Choy initiated work with legal counsel, the Law offices of Julian Gross (“Counsel”), to update the organization’s Conflict of Interest Code (“COI Code” or “Code”).

As the Board is aware, San Pablo EDC has grown significantly over the past decade and is now an organization serving multiple counties while retaining a local priority. Given this growth, Counsel queried the Fair Political Practices Commission (FPPC) regarding the Code required, as well as the code reviewing body. The FPPC worked with Counsel to write an approved updated COI Code for the organization, included in which is the designation of the FPPC as the entity with whom San Pablo EDC shall file its annual Form 700s.

Counsel worked with Executive Director Choy to ensure the new Code was consistent with EDC bylaws and general governance code compliance. Note that while the adoption of the amended bylaws is in the Board’s purview, pursuant to Government Code Section 87303, the COI Code is effective automatically given its December 7, 2022 approval and January 6, 2023 effective date.

A Conflict of Interest Code is required by the California Political Reform Act (Govt. Code sec. 87100 et. Seq.). San Pablo EDC’s existing bylaws include Standard of Care for Board of Directors, which address, among other things, disclosure obligations that are now governed by the Conflict of Interest Code. Article IV.A-F contains all of the changes. Other edits were made to address immaterial typos and update the organization’s mission given the Board’s recent strategic planning work.

The Board is asked to adopt the amended organization bylaws per the revised Conflict of Interest Code approved by the Fair Political Practices Commission.

FISCAL IMPACT

There is no fiscal impact.

Attachments

1. Conflict of Interest Code for the San Pablo EDC
2. San Pablo EDC Amended Bylaws – January 2023

RESOLUTION SPEDC2023-0

RESOLUTION OF THE SAN PABLO ECONOMIC DEVELOPMENT CORPORATION BOARD OF DIRECTORS ADOPTING AMENDED ORGANIZATION BYLAWS PER THE REVISED CONFLICT OF INTEREST CODE APPROVED BY THE FAIR POLITICAL PRACTICES COMMISSION

WHEREAS, on December 7, 2022, San Pablo Economic Development Corporation (San Pablo EDC) adopted a Conflict of Interest Code, as required by the California Political Reform Act (Govt. Code sec. 87100 et. seq.); and

WHEREAS, San Pablo EDC's existing bylaws concerning the Standard of Care for Board of Directors address, among other things, disclosure obligations that are now governed by the Conflict of Interest Code; and

WHEREAS, San Pablo EDC desires to update the Corporation's bylaws through certain amendments, to clarify the Corporation's bylaws relating to the Standard of Care for Board of Directors; and

WHEREAS, there is no fiscal impact.

NOW, THEREFORE, BE IT RESOLVED by the San Pablo Economic Development Corporation Board of Directors, as follows:

- 1) Authorize adopt the amended organization bylaws per the revised Conflict of Interest Code approved by the Fair Political Practices Commission.

ADOPTED this 18th day of January, 2023, by the following vote, to wit:

AYES:

NOES:

ABSTAIN:

ABSENT:

ATTEST:

APPROVED:

Saeid Babay Hosseini, Board Secretary

Xavier Abrams, Board Chair

**Conflict of Interest Code
for the San Pablo Economic Development Corporation**

The Political Reform Act (Government Code Section 81000, et seq.) requires state and local government agencies to adopt and promulgate conflict-of-interest codes. The Fair Political Practices Commission has adopted a regulation (2 California Code of Regulations Section 18730) that contains the terms of a standard conflict-of-interest code, which can be incorporated by reference in an agency's code. After public notice and hearing, the standard code may be amended by the Fair Political Practices Commission to conform to amendments in the Political Reform Act. Therefore, the terms of 2 California Code of Regulations Section 18730 and any amendments to it duly adopted by the Fair Political Practices Commission are hereby incorporated by reference. This regulation and the attached Appendix (or Appendices), designating positions and establishing disclosure categories, shall constitute the conflict-of-interest code of the **San Pablo Economic Development Corporation (Corporation)**.

Individuals holding designated positions shall file their statements of economic interests with the **Corporation**, which will make the statements available for public inspection and reproduction. (Gov. Code Sec. 81008.) All statements will be retained by the **Corporation**.

**Conflict of Interest Code
for the San Pablo Economic Development Corporation
Appendix**

<u>Designated Positions</u>	<u>Disclosure Category</u>
Member of the Board of Directors	1, 2, 3
Executive Director	1, 2, 3
Controller	1
Senior Workforce Coordinator	1
Business and Housing Manager	1, 2

*Consultants/New positions shall be included in the list of designated positions and shall disclose pursuant to the broadest disclosure category in the code, subject to the following limitation:

The Executive Director may determine in writing that a particular consultant or new position, although a “designated position,” is hired to perform a range of duties that is limited in scope and thus is not required to fully comply with the disclosure requirements described in this section. Such determination shall include a description of the consultant’s or new position’s duties and, based upon that description, a statement of the extent of disclosure requirements. The Executive Director’s determination is a public record and shall be retained for public inspection in the same manner and location as this conflict of interest code. (Gov. Code Sec. 81008.)

Disclosure Categories

Category 1

Designated positions in this category must report:

- Investments, business positions in business entities, and sources of income, including receipt of gifts, loans, and travel payments, from sources that provide services, supplies, materials, machinery or equipment of the type utilized by the Corporation.

Category 2

Designated positions in this category must report:

- Investments, business positions in business entities, and sources of income including receipt of gifts, loans, and travel payments, from business entities and nonprofit organizations of the type that receive loans, grants or other monies from or through the Corporation.

Category 3

Designated positions in this category must report:

- Real property located within the jurisdiction as well as real property within two miles of the real property used or the potential site.

This is the last page of the conflict of interest code for the



CERTIFICATION OF FPPC APPROVAL

Pursuant to Government Code Section 87303, the conflict of interest code for the
was approved on

This code will become effective on

Sukhi K. Brar

Assistant Chief Counsel

Fair Political Practices Commission

SAN PABLO ECONOMIC DEVELOPMENT CORPORATION

(a California Nonprofit Public Benefit Corporation)

BYLAWS

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ARTICLE I: GENERAL CORPORATE MATTERS

A. Name and Corporate Purposes. The name of this corporation is the San Pablo Economic Development Corporation (the “San Pablo EDC”). The San Pablo EDC has been formed to provide charitable training, educational and other service assistance to the general public for the purposes of furthering its mission to act as the catalyst for equitable economic opportunity. The San Pablo EDC expands public-private partnerships, and partners with various public and private entities to perform activities so as to expand employment, economic prosperity and business opportunities for businesses and residents within the City of San Pablo (the “City”) and East Bay Region; providing such public and charitable services and activities that are associated with such specific purposes as allowed by law; developing the capacity of local businesses, and expanding access to resources to promote economic growth; providing and expanding economic opportunities for all residents with an emphasis on access to job training and employment for low and moderate income households; supporting homeownership, homebuyer education and housing security; encouraging and stimulating economic development within the City of San Pablo and surrounding area to attract industry that diversifies and stabilizes the local economy; partnering with various entities to develop programs that encourage employment and community safety; engaging in community development as it relates to economic development in partnership with others; and soliciting and receiving contributions, donations, grants, gifts, bequests, including all kinds of funds, securities and property, both real, personal and mixed, whether principal or income, tangible or intangible, present or future, vested or contingent, in order to carry out these purposes; and by carrying on other activities in furtherance of these purposes as allowed by law. The San Pablo EDC shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of its charitable training or educational purposes.

B. Powers of Board of Directors.

1. General Powers. Subject to the provisions and limitations of applicable laws, the business and affairs of the San Pablo EDC shall be managed, and all corporate powers shall be exercised, by or under the direction of the Board. The Board shall have the power to take any actions on behalf of the corporation that it deems necessary or appropriate to conduct the business and affairs of the corporation, subject to the limitations of these bylaws, the San Pablo EDC’s articles of incorporation, and any applicable laws.

2. Delegation. The Board may delegate portions of its powers and responsibilities, but only as described in these bylaws. Any delegated activities and affairs of the San Pablo EDC shall be managed, and all corporate powers shall be exercised, under the ultimate direction, authority, and responsibility of the Board. The Board may delegate all or some portion of the management of the day-to-day operations of the San Pablo EDC to the Executive Director and staff supervised by the Executive Director, to one or more other persons, to a management company, to a board committee, or to another entity. Management of day-to-day operations shall not include any of the actions listed in Article V.D. Unless explicitly authorized to do so by board resolution or these bylaws, no person or entity to whom authority is delegated under this Article I.B.2 may (i) commit the San Pablo EDC to an expenditure of the San Pablo EDC funds greater than \$10,000, or (ii) make any other contractual commitment on the San Pablo EDC’s behalf under which the San Pablo EDC may be liable for more than \$10,000.

ARTICLE II: COMPOSITION OF BOARD OF DIRECTORS

A. Number of Directors. The number of Directors of the San Pablo EDC shall be at least five, and in no case shall there be more than nine Directors. If the number of Directors holding office falls below five, the Board may still engage in board action so long as the quorum requirements of Article III.B.1 and other requirements of these bylaws are met.

B. Election of Directors.

1. Majority Requirement. Directors shall be elected through nomination by a sitting Director and approval by heightened majority as described in Article III.A.2.

2. Timing and Notice of Election. The Board shall aim to elect Directors at annual meetings, but may elect Directors to fill vacancies at any time. Notice and agenda for any board meeting at which the Board votes upon the election of one or more directors must state that election of Directors will be considered at the meeting.

3. Protocol for Persons Nominated by City of San Pablo. Two Director positions shall be filled by persons nominated by the San Pablo City Council. While City Councilmembers are eligible for such Director positions, no more than one Director who is an elected official of the City shall serve at any given time. These positions shall be staggered such that no more than one seat may turn over directorship at any given time. City employees are not eligible. Nominees submitted by the San Pablo City Council shall:

- a. Meet the skills and experience criteria identified by the San Pablo EDC in its October notification letter to the City Manager.
- b. Be submitted for nomination in December to the Chair of the Board of Directors as part of the director nomination process. Should the San Pablo City Council fail to nominate a qualified individual by December 31, the San Pablo EDC Board shall recruit an individual to fill the Board seat who is a San Pablo resident, a San Pablo business owner, or person operating a business in San Pablo.
- c. Be subsequently nominated and elected by the San Pablo EDC Board.
- d. Serve a term of no more than two years, with terms staggered such that each calendar year, a Director nominated or renominated by the City of San Pablo shall be seated. Such Directors do not serve on the San Pablo EDC Board in an official capacity as representatives of the San Pablo City Council, and are expected to exercise independent judgment and serve the San Pablo EDC Board with the same standard of care and duty of loyalty as that of other Directors.

4. Board Independence. At no time may individuals who are elected officials holding City of San Pablo office constitute a majority of the Directors. A violation of the provisions of this Article II.G shall not affect the validity or enforceability of any transaction entered into by the San Pablo EDC, or the authority of any action taken by the Board.

C. Term of Office of Directors.

1. Three-year Terms. For Directors elected at annual meetings, the term of office shall be three years, or any shorter period determined by the Board. For Directors elected or appointed between annual meetings, the term of office shall run until three years from the first annual meeting after that Director's election, or for any shorter period determined by the Board. Regardless of time of appointment, Directors nominated by the San Pablo City Council shall serve terms of no more than two years. Directors may serve up to three consecutive terms. Terms may be extended under the circumstances described in Article II.D.1.

2. Transition. By board resolution approved through a heightened majority as described in Article III.A.2 and accompanying establishment of these bylaws, the Board shall fix the remaining tenure of each Director sitting at the time of establishment of these bylaws. This resolution shall establish length of terms of sitting Directors and new Director positions such that terms of approximately one-third of the Directors shall expire at each annual meeting.

D. Expiration of Terms.

1. Notice to Director. At least sixty days prior to the scheduled expiration of a Director's term, the Board Chair or another Director shall provide written notice to the Director of the date on which the term expires. If timely notice is not provided to the Director, the Director's term shall be extended until sixty days from the date when the notice is provided. Notice shall be provided in accordance with the procedures set forth for board meeting notice in Article III.B.3.

2. Reelection of Directors. For a Director not appointed pursuant to nomination by San Pablo City Council, prior to the expiration of such Director's term, that Director may, through written communication to the Board Chair, request reelection.

a. If the Director requests reelection as described above, the Director's term continues until the Board votes on whether to reelect that Director, in compliance with these bylaws' specifications for Election of Directors in Article II.B. If the Board votes not to reelect the Director, the Director's term expires either at that time or as scheduled, whichever is later.

b. If the Director does not request reelection, the Director's term expires as scheduled.

E. Removal or Resignation of Directors.

1. Removal of Directors. The Board may remove any Director, with or without cause, if such action is approved by a heightened majority as described in Article III.A.2. The decision to remove a Director must occur at a board meeting, and cannot take place through unanimous written consent.

a. Absences from Board Meetings. When any Director is absent from three consecutive regular board meetings, or is absent from more than four regular board meetings in a calendar year, then at the next regular board meeting, the Board shall consider whether to remove that Director from the Board.

b. Meeting Notice Required. In order to remove any Director, notice that such action would be considered at the board meeting in question must have been provided to all Directors holding office.

2. Resignation of Directors. In order to resign, a Director must give written notice to the Board Chair, the Executive Director, the Secretary, or the Board. The resignation shall be effective upon receipt, unless the notice specifies a later time for the effectiveness of the resignation. A Director may not resign when resignation would leave the San Pablo EDC without any Director, unless the resigning Director first notifies the California Attorney General.

F. Restriction on Interested Persons as Directors. Not more than forty-nine percent of the persons serving on the Board at any time may be interested persons. For purposes of this Article II, Section F, the term “interested person” has the meaning given it by California Corporations Code Section 5227, and is (1) any person compensated by the San Pablo EDC for services rendered to it within the previous twelve months, whether as a full-time or part-time employee, independent contractor, or otherwise; or (2) any brother, sister, ancestor, descendant, spouse, domestic partner, brother-in-law, sister-in-law, son-in-law, daughter-in-law, mother-in-law, or father-in-law of any such person. A violation of the provisions of this Article II.F shall not affect the validity or enforceability of any transaction entered into by the San Pablo EDC, or the authority of any action taken by the Board.

G. Backgrounds of Directors. In exercising its control over board membership, the Board shall attempt to ensure that:

1. Directors collectively represent a diversity of race, gender, geography, industry and relevant backgrounds and skills to enable the Board to make informed, well-balanced decisions on the economic viability and social impact of the San Pablo EDC activities;

2. Directors collectively have a strong knowledge of workforce and business development, the needs of businesses and residents of the City of San Pablo and Contra Costa County, and a comprehensive working knowledge of local and regional economic conditions, business concerns, government activities and funding sources;

3. Directors collectively maintain a range of relevant areas of expertise vis-à-vis the strategic plan, including expertise in the following issues: economic development, strategic planning, finance, technology, marketing, fund development and audit, among others.

While the Board shall make its best efforts to ensure that the above aims are met, the failure of the Board at any given time to satisfy any criteria described in this Article II.G shall not limit the power of the Board in any manner, including the ability to elect Directors of the Board’s choice.

ARTICLE III: PROCEDURES OF BOARD OF DIRECTORS

A. Requirements for Board Action. The Board engages in official action when it takes action in compliance with the procedures set forth in Articles III.A and III.B.

B. Board Meetings. Board meetings must comply with the procedures set forth in this

Article III.B, and shall be scheduled, noticed, and administered in compliance with the Ralph M. Brown Act, California Government Code sections 54950 *et seq.* (the “Brown Act”) and any organizational Transparency Policy. In case of conflict between provisions of these bylaws and the Brown Act, provisions of the Brown Act shall govern.

1. Quorum. A quorum is required for a board meeting.

a. Majority Constitutes Quorum. If the San Pablo EDC has two or more Directors holding office, then a majority of the Directors holding office shall constitute a quorum.

b. Sole Director. If the San Pablo EDC has only one Director holding office, then a quorum cannot be attained, and the only official action that Director can take is to appoint another Director pursuant to Article II.B.

c. No Proxy Voting. Directors may not vote by proxy or delegate their vote to other directors.

2. Types of Meetings.

a. Annual Meeting. The Board shall hold an annual meeting for the purpose of electing Directors and Officers of the San Pablo EDC and for the transaction of other business appropriate for annual consideration.

b. Regular Meetings. Regular meetings will be held on the third Wednesday of each month, or at other times fixed by the Board.

c. Special Meetings. Special meetings may be held at any reasonable time, with time specified by the Board Chair. Special meetings of the Board may be called by the Board Chair or any two Directors. Notice of the meeting shall specify who called the special meeting.

3. Notice and Agendas. Notice and agendas for each board meeting shall be delivered to each Director, and to the public, in such manner, such times, and with such contents as required by the Brown Act.

4. Meetings via Telephone or Other Technology. Directors may participate in a meeting via video or telephone conference, or other technology approved by the Board, so long as all Directors participating in the meeting can communicate with one another concurrently and can participate in all matters before the Board, and other requirements of the Brown Act for meeting by teleconference are satisfied.

5. Minutes Required. The Secretary or his or her designee shall keep minutes of each board meeting, which shall be maintained at the corporation’s principal office. The minutes shall set forth every official action taken by the Board, including both decisions made and acts performed.

6. Public Access. All Board meetings shall be open to the public, except for portions of meetings held in closed session, for purposes permitted by, and under procedures set forth in, the Brown Act.

C. Board Compensation.

1. No Compensation for Services as a Director. Directors may not receive any compensation for their services on the Board or on any board committee. Directors may accept gifts in recognition for service to the organization, in amounts and types limited by any gift acceptance policy or resolution adopted by the Board, and by applicable law.

2. Compensation for Other Services to the San Pablo EDC. Directors may be compensated for rendering services to the San Pablo EDC in a capacity other than as a Director or board committee member, but only where (a) such action to approve such compensation is taken under the procedures provided in Article IV.B, and (b) board composition complies with the standards set forth in Article II.F.

3. Expense Reimbursement. Directors may receive reasonable reimbursement of expenses incurred as a Director or board committee member, including reimbursement and advances as provided in Article IV.E. Reimbursement rates for expenses may be fixed or determined by resolution of the Board of Directors.

ARTICLE IV: STANDARD OF CARE FOR BOARD OF DIRECTORS

A. General Standard of Care.

1. Standard of Care. A Director shall perform the duties of a Director, including duties as an Officer or member of a board committee, in good faith, in a manner that the Director believes to be in the best interests of the San Pablo EDC, and with such care, including reasonable inquiry, as an ordinarily prudent person in a like situation would use under similar circumstances. A Director shall maintain a duty of loyalty to the organization, making decisions to advance the interests of the organization and not the business or personal interests of the individual board member, another individual, entity or organization.

2. Reliance. So long as a Director acts in good faith, after any reasonable inquiry made necessary by the circumstances, and without knowledge that would cause such reliance to be unwarranted, a Director shall be entitled to rely on information, opinions, reports or statements, including financial statements and other financial data, prepared or presented by:

a. Officers or employees of the San Pablo EDC whom the Director believes to be reliable and competent in the matters presented;

b. counsel, independent accountants or other persons or entities as to matters which the Director believes to be within such person's professional or expert competence; or

c. a committee of the Board upon which the Director does not serve, as to matters within its designated authority, if the Director believes that the committee merits confidence.

3. Avoidance of Liability. As set forth in Nonprofit Code § 5231, subd. (c), a Director who performs the duties of a Director in accordance with the standards of this Article IV.A shall, to the

extent permitted by law, have no liability based upon any failure or alleged failure to discharge his or her obligations as a Director.

B. Conflict of Interest. The San Pablo EDC has adopted a Conflict of Interest Code in compliance with the California Political Reform Act (Gov. Code §81000 et seq.).

1. Financial Conflicts of Interest.

a. Incorporation of the California Political Reform Act. No Director, Officer, or employee shall make, participate in making, or seek to influence a decision of the San Pablo EDC in which the Director, Officer, or employee has a financial interest within the meaning of California Government Code Section 87100 et seq. and any subsequent amendments to these sections.

b. Incorporation of California Government Code 1090, et seq. No Director, Officer, or employee shall make a contract in which they have a financial interest within the meaning of California Government Code Section 1090 et seq. and any subsequent amendments to these sections.

2. Definition of Financial Interest. A Director, Officer, or employee has a material financial interest in a decision or action within the meaning of Government Code Section 87100 if it is reasonably foreseeable that the decision or action will have a material financial effect, distinguishable from its effect on the public generally, on the Director, Officer, or employee, a member of their immediate family, or on any of the following:

(i) any business entity in which the Director, Officer, or employee has a direct or indirect investment worth two thousand dollars (\$2,000) or more;

(ii) any real property in which the Director, Officer, or employee has a direct or indirect interest worth two thousand dollars (\$2,000) or more;

(iii) any source of income, except gifts or loans by a commercial lending institution made in the regular course of business on terms available to the public without regard to official status, aggregating five hundred dollars (\$500) or more in value provided, promised to, or received by, the Director within 12 months prior to the time when the decision or action is taken;

(iv) any business entity in which the Director, Officer, or employee is a director, officer, partner, trustee, employee, or holds any position of management;

(v) any donor of, or any intermediary or agent for a donor of, a gift or gifts at or above in the amount designated by the Fair Political Practices Commission received by, or promised to the Director, Officer, or employee in the 12 months prior to when the decision or action is taken.

For purposes of this section, indirect investment or interest means any investment or interest owned: by the spouse or dependent child of a Director, Officer, or employee; by an agent on behalf of a Director, Officer, or employee; or by a business entity or trust in which the Director, Officer, or employee (or the individual's agents, spouse, and dependent children) own directly, indirectly, or beneficially a 10-percent interest or greater.

4. Board Approval of Actions or Decisions Concerning an Interested Director. The San Pablo EDC may enter into a decision or action concerning an interested Director only where such decision or action has been approved in advance by a heightened majority as described in Article III.A.2, without counting the vote of any Interested Directors. The interested Director or Directors may be counted in determining the presence of a quorum. Such approval must occur in good faith, after reasonable investigation, and with knowledge of the material facts concerning the decision or action and the Director's interest in the decision or action.

- a. Such approval must include determinations that:
 - i. the decision or action is for the benefit of the San Pablo EDC;
 - ii. the decision or action is fair and reasonable to the San Pablo EDC; and
 - iii. the San Pablo EDC cannot obtain a more advantageous arrangement with reasonable effort.
- b. In addition, the interested Director must do all of the following things:
 - i. Publicly identify the material financial interest that gives rise to the conflict of interest or potential conflict of interest in detail sufficient to be understood by the public.
 - ii. Recuse himself or herself from discussing and voting on the matter.
 - iii. Leave the room until after the discussion, vote, and any other disposition of the matter is concluded.

5. Transactions with City of San Pablo. In Board consideration of a matter for which both the San Pablo EDC Board and the City Council of San Pablo may take action (*e.g.*, a contract between the City and the San Pablo EDC), a Director simultaneously serving on the City Council shall be recused from the San Pablo EDC Board vote and shall not participate in Board discussion.

C. Loans for Reasonable Expenses Incurred. The San Pablo EDC shall not make any loan of money or property to, or guarantee the obligation of, any Director, Officer, or employee. The San Pablo EDC may advance money to a Director, Officer, or staff member of the San Pablo EDC for expenses reasonably anticipated to be incurred in performance of the services to the San Pablo EDC, so long as such person would be entitled to later reimbursement for such expenses, consistent with the San Pablo EDC's expense reimbursement policy.

D. Indemnification for Qualifying Legal Expenses. The San Pablo EDC shall advance or reimburse qualifying legal expenses incurred by individuals serving the San Pablo EDC to the extent authorized by law.

1. Standard for Indemnification. To the fullest extent permitted by law, the San Pablo EDC shall indemnify past and present Directors, Officers, employees, volunteers, and other agents against legal expenses, judgments, fines, settlements, and any other amounts incurred in connection with legal proceedings brought because that person was an agent of the corporation.

2. Procedures. An individual requesting indemnification shall submit a written request to the Board. The Board shall consult an attorney to help the San Pablo EDC determine the ability

of the San Pablo EDC to indemnify the individual, and shall grant or deny the request for indemnification based upon the relevant legal standards and the facts underlying the request.

3. Advancing Expenses. To the extent permitted by law, if the Board approves indemnification, the San Pablo EDC shall advance expenses incurred before final disposition of the legal proceeding in question, unless the Board determines otherwise.

E. Insurance. The San Pablo EDC shall use its best efforts to purchase and maintain insurance against any liability asserted against or incurred by an agent of the San Pablo EDC in that capacity or arising out of the agent's status as an agent of the San Pablo EDC. The Board shall determine what constitutes "best efforts," taking into account terms of available indemnification policies and other relevant factors.

F. Political Activity. The San Pablo EDC shall not participate or intervene in any political campaign on behalf of or in opposition to any candidate for public office. To the extent a Director, Officer, or employee participates in political activity, in person or virtually (including on social media) they may do so in a personal capacity only and may not take a public position on behalf of the San Pablo EDC or identify themselves as a San Pablo EDC Director, Officer, or employee, verbally or in writing (including name badges or program materials). Directors, officers, and employees are prohibited from engaging in political activity (either in person or virtually) while performing job or official duties for the San Pablo EDC.

G. Ethics Training. In accordance with Government Code §§ 53234-53235.2, the San Pablo EDC will provide Directors with annual ethics training to ensure compliance with AB 1234.

ARTICLE V: BOARD COMMITTEES

A. Establishment. The Board may by resolution or through these bylaws establish one or more standing committees to exercise a portion of the powers of the Board. Resolutions establishing committees must be approved by a heightened majority as described in Article III.A.2. The Board may also establish one or more ad hoc advisory committees composed solely of two Directors, that present information and advice to the Board regarding specified subjects. All standing committees shall be established and operated in compliance with the Brown Act. In case of conflict between provisions of these bylaws and the Brown Act, provisions of the Brown Act shall govern.

B. Membership. Election of a Director to a committee must be approved by a heightened majority as described in Article III.A.2. Each committee shall consist of two or more Directors, to be nominated by Directors and approved by the Board. The Board may designate one or more Directors as alternate members. Alternate members may replace any absent member at any meeting of the committee, and may attend any meeting of the committee. Individuals who are not Directors may be appointed by the Board to serve on committees, although such individuals shall not have the right to vote on the committee, and must constitute less than fifty percent of the membership of the committee.

C. Powers. Board committees may exercise Board power to the extent specifically delegated by the Board and as limited in these bylaws.

D. Prohibited Actions. Regardless of Board resolution or other action, no committee may:

1. adopt, amend, or repeal articles of incorporation or bylaws for the San Pablo EDC;
2. alter the membership or structure of the Board or any committee, or establish any committee;
3. elect, alter the term of, or remove any Officer;
4. fix compensation of any Director as Director, member of a committee, or Officer;
5. amend or repeal any resolution of the Board that by its express terms is not so amendable or repealable;
6. approve any decision or action involving an interested Director;
7. authorize the indemnification of any agent of the San Pablo EDC, or authorize advancing expenses to any agent of the San Pablo EDC;
8. approve legal action, including the initiation of a lawsuit, settlement, mediation, arbitration, or other significant related decisions, except for legal action approved by the Executive Committee due to exigent circumstances; or
9. approve a plan of merger, consolidation, voluntary dissolution, bankruptcy, or reorganization; or approve the sale, lease, transfer, exchange, or other disposal of all or substantially all of the property and assets of the San Pablo EDC; or revoke any such plan.

E. Meetings and Actions of Committees. Meetings and procedures for actions of all standing committees shall be similar to the provisions of these bylaws regarding meetings and actions of the San Pablo EDC's Board, and shall be subject to the Brown Act. The provisions of Articles III and IV of these bylaws shall govern board committees, with such changes as are necessary to substitute the committee and its members for the Board and its members. The time for regular meetings of committees may be determined either by resolution of the Board or by resolution of the committee. Special meetings of committees may also be called by resolution of the Board. Notice of special meetings of committees shall be given to any alternate members. Minutes shall be kept of each meeting at which committee action is taken, shall be presented to the Board at the next board meeting, and shall be filed with the corporate records. All committee meetings shall be publicly noticed and agendaized per Brown Act requirements, except for those of ad hoc advisory committees. Committees described below are standing committees that may be formed by the Board in accordance with these bylaws, requiring notice and agenda pursuant to the Brown Act.

F. Governance Committee. Pursuant to Article V.A, the Board may appoint a Governance Committee composed of two or more Directors. The Governance Committee shall recruit, evaluate, and nominate potential Directors, identifying organizational needs and applying criteria established through the San Pablo EDC's strategic plan and other governance tools. The Governance Committee shall be charged with member orientation and assist the Board in ensuring that Directors possess the skills and knowledge needed by the Board to advance the San Pablo EDC's goals and ensure effective corporate

governance. In fulfilling this responsibility, the Governance Committee shall also recommend educational opportunities for Directors, ensure the Board regularly conducts a self-assessment, maintain an updated skills matrix, and review, revise and propose policy.

G. Finance Committee. Pursuant to Article V.A, the Board may appoint a Finance Committee composed of two or more Directors. The Finance Committee shall provide financial oversight functions for the San Pablo EDC, through budgeting, financial planning, financial reporting, and the creation and monitoring of internal controls and accountability policies. Specific tasks may include: (i) working with the Executive Director to develop an annual operating budget; (ii) approving the budget on behalf of the Finance Committee; (iii) monitoring adherence to the budget; (iv) developing long-range financial goals, along with funding strategies to achieve such goals; (v) developing multi-year operating budgets that integrate strategic plan objectives and initiatives; and (vi) presenting all financial goals and proposals to the Board for approval.

ARTICLE VI: OFFICERS

A. Officers of the San Pablo EDC. The officers of the San Pablo EDC shall consist of a Board Chair, Vice Chair, Executive Director, Secretary, and Treasurer. For purposes of application of the Nonprofit Code, these Officers shall function as the San Pablo EDC's Chairperson, Vice Chairperson, President, Secretary, and Chief Financial Officer, respectively. The Board may designate other offices, or change the titles of these offices, by resolution.

B. Procedural Matters.

1. Election of Officers. The Officers may be elected by the Board at its annual meeting or at any other time, through vote of a heightened majority as described in Article III.A.2. The same person may hold any number of offices, except that neither the Secretary nor the Treasurer may serve concurrently as the Board Chair or the Executive Director.

2. Term and Compensation of Officers. The Board shall determine the terms of the Officers, and in the case of the Executive Director may select an indeterminate term. The compensation, if any, of the Officers shall be set by resolution of the Board, in compliance with these bylaws and applicable law. As noted in Article III.C, Directors may not be compensated for service as a Director, although Directors may be compensated for performance of other services to the San Pablo EDC, if such compensation is approved in compliance with conflict of interest provisions and other relevant terms of these bylaws. Directors may not be compensated for service as Board Chair or Vice Chair; Directors may not be compensated for service as officers except under a properly-approved contract of employment.

3. Removal or Resignation of Officers. Except as provided in any contract of employment, any Officer may be removed with or without cause by the Board through vote of a heightened majority as described in Article III.A.2, or may resign at any time by giving written notice to the Board, the Board Chair, the Executive Director, or the Secretary. Unless the notice specifies a later time for the effectiveness of the resignation, the resignation shall be effective upon receipt.

C. Duties of Officers. In addition to the duties specified in these bylaws, all Officers shall perform all duties customarily incident to their office, and shall have any other powers and be subject to

any other restrictions set by the Board. Officers shall be subject to control of the Board in the performance of their duties.

1. Chair of Board of Directors. The Chair of the Board of Directors shall preside at any meeting of the Board or the Executive Committee, if present at that meeting. The Chair is authorized to execute in the name of the San Pablo EDC all contracts and other documents that have been properly approved.

2. Vice Chair of Board of Directors. The Vice Chair shall, in the absence of the Board Chair, or in the event of the Board Chair's inability or refusal to act, perform all the duties of the Board Chair, and when so acting shall have all the powers of, and be subject to all the restrictions on, the Board Chair.

3. Executive Director. Subject to the control, advice and consent of the Board, the Executive Director shall supervise and conduct the day-to-day operations of the San Pablo EDC, shall keep the Board reasonably informed regarding such operations, shall regularly consult with the Board concerning the operations of the San Pablo EDC, and shall see that all actions and resolutions of the Board are carried into effect. The Board may place the Executive Director under a contract of employment with the San Pablo EDC. The Executive Director shall be responsible for the hiring, evaluation and firing of all other San Pablo EDC personnel, for keeping the Board reasonably informed of staff performance, and for implementing any personnel policies adopted by the Board. The Executive Director is authorized to contract, receive, deposit, disburse, and account for funds of the San Pablo EDC, subject to limits set forth in these bylaws or in Board resolutions; to execute in the name of the San Pablo EDC contracts and other documents properly approved; and to negotiate all material business transactions of the San Pablo EDC not reserved for the Board by board resolution or these bylaws. Subject to any restrictions contained in these bylaws, applicable law, any board resolution, or an employment contract, the Executive Director may delegate specific aspects of his or her duties as appropriate.

4. Secretary. The Secretary or his or her designee shall maintain all records and documents of the San Pablo EDC, shall act as Secretary of all the meetings of the Board, and shall keep the minutes of all such meetings in books proposed for that purpose. If the Secretary is a Director, the Secretary may delegate portions of these responsibilities to the Executive Director; if the Secretary is not a Director, then the Secretary shall carry out these functions in conjunction with the Executive Director.

5. Treasurer. The Treasurer or his or her designee shall maintain adequate and correct accounts of the properties and business transactions of the San Pablo EDC, including accounts of its assets, liabilities, receipts, disbursements, gains, losses, capital, retained earnings, and other matters customarily included in financial statements. Such accounts shall be open to inspection by any Director at any reasonable time. The Treasurer or his or her designee shall ensure that all funds and other valuables in the name and to the credit of the San Pablo EDC are deposited and maintained in a reliable manner. The Treasurer or his or her designee shall disburse the funds of the San Pablo EDC as may be ordered by the Board, the Executive Committee, or the Executive Director. At each board meeting, the Treasurer or his or her designee shall provide to the Directors a written report detailing all of San Pablo EDC's financial transactions above \$50 in the period since the last such written report. Such report shall also include an overview of San Pablo EDC's accounts and assets. If the Treasurer is a Director, the Treasurer may delegate portions of these responsibilities to the Executive Director; if the Treasurer is not a Director, then the Treasurer shall carry out these functions in conjunction with the Executive Director.

ARTICLE VII: RECORDS AND REPORTS

A. Maintenance of Records. The San Pablo EDC shall maintain originals or copies of the following documents and records at its principal office, all of which shall be made available to the public in compliance with any organization Transparency Policy, and applicable law:

1. The San Pablo EDC's Articles of Incorporation and Bylaws, both current and past versions.
2. The San Pablo EDC's federal tax exemption application, any favorable IRS determination letter, and its annual information returns for three years from their date of filing.
3. Books and records of accounts.
4. Written minutes of the proceedings of the Board and committees.

B. Director Inspection of Records and Property. Every Director shall have the right at any reasonable time to inspect and copy all books, records, and documents of every kind and to inspect the physical properties of the San Pablo EDC. The inspection may be made in person or by an agent or attorney.

C. Delivery of Records. Upon leaving office, each Officer, Director, employee, or other agent of the San Pablo EDC shall promptly turn over to the San Pablo EDC any the San Pablo EDC funds, books, records, minutes, lists, documents, or any other the San Pablo EDC property that is in that person's custody.

D. Reports. An annual report shall be sent to all Directors no more than 120 days after the end of the San Pablo EDC's fiscal year, containing the following information with appropriate detail:

1. the assets and liabilities, including the trust funds, of the San Pablo EDC at the end of the fiscal year;
2. the principal changes in assets and liabilities, including trust funds, during the fiscal year;
3. the revenues or receipts of the San Pablo EDC, both unrestricted and restricted for particular purposes, for the fiscal year;
4. the expenses or disbursements of the San Pablo EDC for both general and restricted purposes during the fiscal year; and
5. the information required by Section 6322 of the Nonprofit Code concerning certain "self-dealing transactions" involving more than \$50,000 or indemnifications involving more than \$10,000 during the fiscal year.

The report shall be accompanied by any pertinent report of independent accountants.

E. Public Inspection. Records of the San Pablo EDC shall be made available to the public as required by any organization Transparency Policy and the California Public Records Act.

ARTICLE VIII: MISCELLANEOUS

A. Corporate Powers. The San Pablo EDC shall hold and may exercise all such powers as may be conferred upon a nonprofit corporation by the laws of the State of California and as may be necessary or expedient for the administration of the affairs and attainment of the purposes of the San Pablo EDC, provided, however, that in no event shall the San Pablo EDC engage in activities which are not permitted to be carried on by a corporation exempt under Section 501(c)(3) of the Internal Revenue Code. No substantial part of the activities of the San Pablo EDC shall consist of the publication or dissemination of materials with the purpose of attempting to influence legislation. The San Pablo EDC shall not participate or intervene in any political campaign on behalf of or in opposition to any candidate for public office. Any such participation or intervention by a Director, staff member, or volunteer of the San Pablo EDC is unauthorized and outside the scope of that person's authority to act on behalf of the San Pablo EDC.

B. Amendments of Bylaws. These bylaws may be amended or repealed through: (i) approval at a board meeting by a heightened majority as described in Article III.A.2. Where approval of amendments is sought at a board meeting, the topic of the proposed amendments shall be included as part of the notice for that meeting. If any provision of these bylaws requires approval of a certain action by a larger portion of the Board than a majority of the Directors holding office, then that provision may not be amended or repealed except by approval of that larger portion of the Board.

C. Interpretation of Bylaws.

1. Conflict. In the event that anything contained within these bylaws, including any delegation of authority or description of procedures, conflicts with the articles of incorporation or any applicable law, including the Nonprofit Code, the California Political Reform Act, or the Brown Act, these latter sources of authority shall govern.

2. Nonprofit Code. Unless the context otherwise requires, the provisions, rules of construction, and definitions contained in the Nonprofit Code shall govern the construction of these bylaws. If any sections of the Nonprofit Code specifically referred to in these bylaws are subsequently reorganized or renumbered, these bylaws shall be interpreted to refer to the reorganized or renumbered sections.

3. Severability. If any competent court of law holds any portion of these bylaws invalid or inoperative, then so far as is reasonable and possible (i) the remainder of these bylaws shall be considered valid and operative, and (ii) effect shall be given to the intent manifested by the portion deemed invalid or inoperative.

4. Headings. Although headings may be considered as a factor in interpretation of these bylaws, the body of the text shall govern in case of conflict.

5. Use of Certain Terms. In interpretation of these bylaws, “the Board” shall mean the board of directors of the San Pablo EDC, “Director” shall mean a member of the Board, “Officer” shall mean an officer of the San Pablo EDC, “committee” and “board committee” shall mean a committee established under Article V and exercising powers of the Board, and “the Nonprofit Code” shall mean California’s Nonprofit Corporation Law.

D. Principal Office. As of July 2020, the principal office of the San Pablo EDC is located at 1000 Gateway Avenue, , San Pablo, County of Contra Costa, State of California. The Board may at any time change the location of the principal office or establish branch offices.

E. Dedication of Assets. The property and assets of the San Pablo EDC are irrevocably dedicated to charitable purposes. No part of the net earnings, property, or assets of the San Pablo EDC, on dissolution or otherwise, shall inure to the benefit of any private person. On liquidation or dissolution, all property and assets of the San Pablo EDC remaining after payment of debts and liabilities shall be distributed the City of San Pablo for use for public purposes.

F. No Members. The San Pablo EDC shall not have any members within the meaning of Section 5056 of the California Corporations Code. The San Pablo EDC may establish a membership program involving formal or informal relationship with or in support of the organization, but use of the term “member” in such program shall not indicate establishment of membership within the meaning of Section 5056, and any such “members” shall have no voting privileges with regard to board membership or organizational functions.

CERTIFICATE OF SECRETARY

I, the undersigned, certify that I am the currently elected and acting Secretary of the San Pablo EDC, a California nonprofit public benefit corporation, that the attached bylaws are the bylaws of the San Pablo EDC as adopted by the Board of Directors on January 18, 2023, and that they have not been amended or modified since that date.

Executed on January 18, 2023, at San Pablo, California.

Name: _____


Saied Babay Hosseini, Board Secretary

SAN PABLO EDC BOARD REPORT



DATE: January 18, 2023

TO: San Pablo EDC Board

FROM: Leslay Choy, Executive Director 

[Back to Agenda](#)

SUBJECT: RESOLUTION OF THE SAN PABLO ECONOMIC DEVELOPMENT CORPORATION BOARD OF DIRECTORS AUTHORIZING ADOPTION OF UPDATED EMPLOYEE HANDBOOK

RECOMMENDED ACTION

The Executive Director recommends the Board of Directors:

1. Approve resolution

BACKGROUND

As the San Pablo Economic Development Corporation (San Pablo EDC) Board of Directors (Board) is aware, as part of the continued best practice governance review and the adopted amended organization’s Conflict of Interest Code (“COI Code” or “Code”), San Pablo EDC also reviewed and revised its Employee Handbook. Many employee roles are included on the new COI Code, and there are updates to California and federal laws that make regular review of the handbook a standard practice.

Updates in the Employee Handbook include: updated COI Code, including duty of care; updated COVID-19 policies; introduction of definitions (e.g., leave, types of employees, etc.); and benefits enrollment. This aligns with the Board and FPPC’s previous action around COI Code and keeps all governance documents consistent. Executive Director Choy worked with Legal Counsel to complete the updates.

The Board is asked to approve the adoption of the updated Employee Handbook.

FISCAL IMPACT

There is no fiscal impact.

Attachments

1. San Pablo EDC Employee Handbook – January 2023

RESOLUTION SPEDC2023-0

RESOLUTION OF THE SAN PABLO ECONOMIC DEVELOPMENT CORPORATION BOARD OF DIRECTORS AUTHORIZING ADOPTION OF UPDATED EMPLOYEE HANDBOOK

WHEREAS, as the San Pablo Economic Development Corporation (San Pablo EDC) Board of Directors (Board) is aware, as part of the continued best practice governance review and the adopted amended organization’s Conflict of Interest Code (“COI Code” or “Code”), San Pablo EDC also reviewed and revised its Employee Handbook; and

WHEREAS, updates include COI Code, including duty of care; COVID-19 policies; introduction of definitions (e.g., leave, types of employees, etc.); and benefits enrollment; and

WHEREAS, updates were executed by San Pablo EDC’s Legal Counsel, and the amended handbook aligns with the Board and FPCC’s previous action around COI Code and keeps all governance documents consistent; and

WHEREAS, there is no fiscal impact.

NOW, THEREFORE, BE IT RESOLVED by the San Pablo Economic Development Corporation Board of Directors, as follows:

- 1) Authorize adoption of the updated Employee Handbook.

ADOPTED this 18th day of January, 2023, by the following vote, to wit:

AYES:

NOES:

ABSTAIN:

ABSENT:

ATTEST:

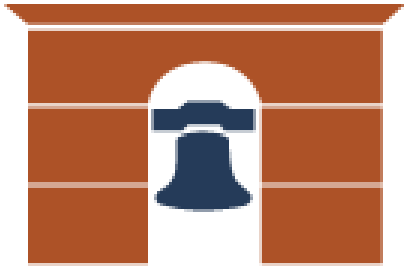
APPROVED:

Saeid Babay Hosseini, Board Secretary

Xavier Abrams, Board Chair

San Pablo EDC

Employee Handbook



SAN PABLO EDC
putting people to work

The San Pablo Economic Development Corporation
1000 Gateway Avenue, First Floor
San Pablo, CA 94806

Adopted 11/20/2013

Updated 01/18/2023

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San Pablo EDC Employee Handbook

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Introduction

This employee handbook has been developed to help create a professional environment where all employees are treated with dignity and respect, where employees' talents can flourish, and where the San Pablo Economic Development Corporation (San Pablo EDC) can effectively promote its mission. The following policies provide a framework to guide the organization in personnel matters, but are not intended to state terms of a contract. They aim, instead, to provide guidance to San Pablo EDC's Executive Director and other staff with regard to desired policies and practices in the workplace.

San Pablo EDC employees should exercise common sense and common courtesy at all times, and respect others in the workplace. This handbook cannot substitute for good judgment on the part of San Pablo EDC staff.

The policies outlined in this handbook reflect decisions made as of January 20, 2023. San Pablo EDC reserves the right to change the policies and practices described within consistent with its bylaws. Employees are advised to check with the Executive Director because policies may have changed and the handbook may not have been updated to reflect all changes. San Pablo EDC reviews and updates the handbook periodically.

To ensure that each employee is familiar with San Pablo EDC's policies and practices, we ask that each employee sign the acknowledgment form at the back of this handbook and return it to the Executive Director. San Pablo EDC hopes that the policies and practices described in this handbook will help foster a work environment that is professional, engaging and humane.

Authority and Responsibilities

San Pablo EDC is a non-profit corporation legally constituted in the State of California and governed by a Board of Directors. San Pablo EDC Board of Directors is responsible for overseeing the general policy direction of the organization, including basic program goals and financial arrangements, and for the hiring, evaluation, succession planning and firing of the chief executive (*i.e.*, Executive Director). Except in unusual circumstances, the Board of Directors is not involved in the day-to-day operation of the organization.

The Executive Director has the responsibility of running all aspects of San Pablo EDC on a day-to-day basis, and the authority to make any decisions necessary toward that end, including hiring, training, firing, or discipline of staff. Any authority possessed by the Executive Director may be delegated at the Executive Director's discretion.

Employee Classifications

Every employee of San Pablo EDC is either an *exempt* employee or a *nonexempt* employee. Exempt employees generally perform jobs that involve professional, executive, or administrative roles. Exempt employees are paid on a salaried basis. Under California law, exempt employees do not earn overtime compensation. Nonexempt employees are paid by the hour and are eligible to be paid for overtime work in accordance with California's wage and hour laws.

California law determines whether an employee is exempt or nonexempt, using a detailed set of criteria. The Executive Director will determine whether each San Pablo EDC employee is exempt or nonexempt, and may change the employment classification of an employee at any time based on the nature of the employment assignment. Nonexempt employees must contact the Executive Director regarding overtime work, including to seek the Executive Director's advanced permission to work overtime, to the extent possible.

Each employee's supervisor will establish that employee's regular work schedule, after consultation with the employee. Exempt employees' salary does not vary based on hours worked per day, but such employees are generally expected to work an agreed-upon schedule, to satisfy organizational needs. For nonexempt employees, San Pablo EDC will comply with all applicable laws regarding overtime compensation for each employee's actual hours worked.

Benefits

Each employee should contact the Executive Director for details regarding employment benefits to be provided, beyond or different from those described in this policy.

Full-time regular employees working 32 hours or more per week are eligible for medical, dental and vision benefits. Employees working 32 hours per week are covered by San Pablo EDC at 80% of premium; their eligible dependents are covered at 80% of the premium cost. Employees working 40 hours per week are covered by San Pablo EDC at 100% of premium; their eligible dependents are covered at 90% of the premium cost. Eligible dependents live in the same household as the employee and include registered domestic partners, spouses and children. Benefits provided and portion of employee cost-share may change over time; employees will be notified of all such changes.

If an employee enrolls their spouse in their health insurance plan and their spouse is already enrolled for health insurance benefits through the spouse's employer, San Pablo EDC will apply a surcharge to the employee. San Pablo EDC will also apply the surcharge if an employee elects medical benefits for their spouse and the spouse is also eligible for and declines to elect medical benefits through the spouse's employer. San Pablo EDC will similarly apply a surcharge if an employee elects dental or vision benefits for their spouse and the spouse is also eligible for and declines to elect such benefits through the spouse's employer.

Enrollment takes place annually for currently covered employees. For new employees, applications are submitted 30 days after hire and coverage takes place at the earliest effective date thereafter, which is typically the first of the following month, but varies depending on broker, carrier and timing issues.

403(b) Thrift Plan

San Pablo EDC offers a 403(b) Thrift Plan administered by Mutual America for staff regularly scheduled to work 32 hours or more per week. This plan allows staff to allocate pre-tax earnings to a retirement-type plan and receive a dollar-to-dollar match up to 3% of the earnings that employees contribute. An employee becomes vested after three years of service. All maximum contributions conform to IRS limits. Employees are eligible on day one to contribute their own money and are eligible after six months to receive an employer match.

There is no retroactive contribution. The plan will not permit loans to be made from funds, as may be done with a traditional IRA.

Employees may enroll with the Controller or the Executive Director.

Language Pay Differential

San Pablo EDC serves a workforce and business public, the majority of whom speak and read Spanish as their primary language. As such, language fluency in Spanish increases the SPEDC's ability to engage businesses, workforce and the community at large. Employees who are multilingual Spanish/English and who regularly use their skills to serve members of the public, and are recognized as such by their respective supervisors, shall receive a language pay differential upon application and approval of the Executive Director as outlined below. This benefit must be initially certified and recertified periodically to continue eligibility or when an employee advances to the next level.

To receive the language-pay differential, staff for whom Spanish is a regular, daily demand of their job will undergo language proficiency testing at a third-party linguistic evaluation provider selected by the SPEDC, provided the staff member is a .8 full time equivalent (FTE) or greater. The Executive Director shall have the final determination. Testing is arranged upon request and approval by the supervisor, after the first complete month of employment. Fluency testing consists of written and oral exams, each of which takes approximately 60 minutes, and the results of which typically follow within two business days. Testing levels currently assessed are native and near-native fluency for both speaking and reading/writing at a professional, business level.

Language compensation for native and near-native fluency in Spanish speaking and reading/writing are:

- Near-native fluency (secondary level): \$200 per month for the ability to speak fluently and frequently during the course of work and to read and express in writing the secondary language required (Spanish) if full-time at 40 hours per week, or \$160 if working 32 hours per week; and
- Native fluency (expert level): \$300 per month for the ability to speak, read, write, edit, proofread frequently, investigate and/or testify in court in the secondary language required (Spanish) if full-time at 40 hours per week, or \$240 if working 32 hours per week.

An employee may receive pay for only one appropriate competency level.

Frequency shall be defined as using the required secondary language daily in the performance of the employees' assigned duties. Proof of frequency can be certified by the employee's supervisor.

Smart Phone

San Pablo EDC provides a monthly smart phone stipend for .8 full time equivalent (FTE) or greater. The rate is \$50 per month and pro-rated according to FTE status (i.e., .8 FTE receives \$40/mo). Employees must demonstrate they have their work email, contacts and calendar synced. The stipend commences after the first complete month of employment. Should an employee leave employment prior to completing the month, the benefit is not paid for that month.

Holidays

San Pablo EDC observes the following standard holidays each year:

New Year's Day	Independence Day
Martin Luther King, Jr., Day	Labor Day
Presidents' Day	Veteran's Day
Memorial Day	Thanksgiving float & Thanksgiving Day
Juneteenth	Christmas Eve & Christmas Day

Full-time employees will receive a paid day off for each holiday. Part-time employees working 24 hours or more per week will receive a paid day off on any holiday listed above that falls on a day that the employee is regularly scheduled to work. Holidays falling on Saturdays will normally be observed on the preceding Thursday or Friday, depending on an employee's schedule. Holidays falling on Sundays will normally be observed on the following Monday. Holidays that occur during an eligible employee's vacation will not be counted as vacation days taken.

San Pablo EDC may require work on a scheduled holiday as it considers necessary. As such, employees may be required to work holidays according to the operating needs of the organization. For nonexempt employees, work on an observed holiday will be paid as if the day were a regularly scheduled workday, except where overtime payments are required pursuant to state or federal law. When organizational needs permit, San Pablo EDC may adjust nonexempt employees' work schedules to provide additional time off during a week in which work on a scheduled holiday is required.

Vacation Policy

San Pablo EDC provides vacation benefits to most employees to enable them to take paid leave for rest, recreation, or any other desired purpose. San Pablo EDC believes that this time is valuable for employees in order to make their work experience with San Pablo EDC personally satisfying, and to enhance both personal and professional development. San Pablo EDC provides employees with additional vacation benefits as years of service are accumulated.

Regular part-time employees working at least 24 hours per week accrue vacation benefits on a pro rata basis, as compared to a 40-hour-a-week schedule, as indicated above. Temporary employees do not accrue vacation benefits unless they are converted to regular employees. Temporary employees are individuals hired to work on time-limited projects or assignments, with the understanding that employment will terminate no later than the conclusion of a specified period of time, which will not exceed 1,000 hours of substantially similar service in the same capacity in a fiscal year. Temporary employees can be either full-time or part-time employees during that period. All employees that are not temporary employees are regular employees.

Accrued vacation must be taken in increments of at least a half day. Vacation accrues based on continuous length of service, measured from the date of hire. Regular employees accrue vacation according to the following schedule.:

Seniority year	Annual paid vacation based on 40-hr/wk	Hourly rate of accrual (40-hr/wk)	Hourly rate of accrual (32-hr/wk)	Hourly rate of accrual (24-hr/wk)
0	8 days/80 hours	6.67 hours/mo	5.33 hours/mo	4.33 hours/mo
1	10 days/100 hours	8.33 hours/mo	6.67 hours/mo	5 hours/mo
2	12 days/120 hours	10 hours/mo	8 hours/mo	6 hours/mo
3	13 days/130 hours	10.83 hours/mo	8.67 hours/mo	6.5 hours/mo
4	15 days/150 hours	12.5 hours/mo	10 hours/mo	7.5 hours/mo
5+	16 days/160 hours	13.33 hours/mo	10.67 hours/mo	8 hours/mo

Unused vacation time may be carried over from year to year, but vacation accruals may not exceed 160 hours. Once this maximum is reached, all further accruals will cease. Vacation accruals will recommence after the employee has taken vacation and accrued hours have dropped below the maximum accrual.

No employee will receive pay in lieu of vacation except on the termination of his or her employment. No vacation accrues during an unpaid leave of absence. On termination of employment, the employee is paid all accrued but unused vacation at the employee's base rate of pay at the time of his/her/their termination.

All vacations must be approved in advance by the Executive Director. Requests for vacations of five days or longer must be submitted at least two weeks prior to the commencement of the vacation period. Scheduling of vacations is to be done in a manner consistent with San Pablo EDC's operational requirements.

If an observed San Pablo EDC holiday (see guideline entitled "Holidays") occurs during an employee's scheduled vacation, no deduction from accrued vacation will be made for the holiday period.

Sick Leave

In order to help prevent loss of earnings that may be caused by accident or illness, San Pablo EDC has established a paid sick leave policy. All employees who work for San Pablo EDC for at least 30 or more days within a year are entitled to at least 24 hours of paid sick leave annually (as measured from the employee's date of hire).

- Full-time employees accrue 6.67 sick hours per month.
- Part-time employees who work more than 24 but less than 40 hours per week accrue sick leave on a pro rata basis based upon hours worked as compared to a 40-hour-a-week schedule.
- Employees who work 24 hours per week or less will accrue at least 24 hours of sick leave annually (as measured from the employee's date of hire). Such employees must work at least 30 or more days within a year to qualify for this benefit.

An employee is entitled to use accrued sick leave beginning on the 90th day of employment, after which day the employee may use paid sick days as they are accrued.

Sick leave may be taken for a personal illness or emergency. Eligible employees may also use sick leave to attend to an illness of a family member or other dependent. Hours absent for medical and dental appointments will be treated as sick leave. At the earliest time practicable, employees should notify their immediate supervisor of any need to take sick leave. Sick leave must be taken by eligible employees in increments of at least one hour.

San Pablo EDC retains the right to request verification from a licensed health care provider for absences due to illness or disability. Sick pay may be withheld if a satisfactory verification is not provided by the employee. Medical information provided by an employee will be treated confidentially by San Pablo EDC.

Eligible employees may accrue up to a maximum of 160 hours of sick leave. Eligible employees may carry over all accrued but unused sick leave, up to the 160 hours maximum, from one calendar year to the next. Employees will not accrue sick leave during any unpaid leave of absence.

No employee will receive pay in lieu of sick leave under any circumstances, and employees will not be paid for any accrued but unused sick leave upon termination of employment.

If an employee separates and is rehired by San Pablo EDC within one year from the date of separation, previously accrued and unused paid sick days shall be reinstated. The employee shall be entitled to use those previously accrued and unused paid sick days and to accrue additional paid sick days upon rehiring, subject to the terms of this Sick Leave Policy.

COVID-19 Leave

Due to the COVID-19 pandemic and its support of employees taking measures protect their health through vaccination, San Pablo EDC has established a paid COVID-19 Leave policy. Employees are given an annual leave bank of eight (8) hours for the purposes of receiving a COVID-19 vaccine or booster, or to deal with any COVID-19 vaccine-related side effects.

This leave is independent of any other type of leave bank offered by San Pablo EDC and of any state or federal requirement that would require San Pablo EDC to provide leave specifically for COVID-19 related illness. The COVID-19 Leave is available to an employee upon hire. It is only for use for a COVID-19 vaccination or booster appointment and/or the effects of receiving the vaccine or booster.

San Pablo EDC retains the right to request verification of vaccination or booster appointment. Pay may be withheld if a satisfactory verification is not provided by the employee. Medical information provided by an employee will be treated confidentially by San Pablo EDC.

No employee will receive pay in lieu of COVID-19 Leave under any circumstances, and employees will not be paid for any unused COVID-19 Leave upon termination of employment.

Policy on Health and Employee Accountability

San Pablo EDC employees are asked to put their health and the health of others first. An employee is not to come to work sick with any suspected viral or bacterial infection which may be contagious and he/she/they are not under the care of a medical professional.

Additionally, due to the COVID-19 pandemic, additional employee responsibilities are in place and may be found in the [COVID-19 Daily Employee Health Self-Screening Policy](#). The following is in addition to this policy and is specific to COVID-19 employee responsibilities.

- Don't come to work if you are sick. To protect your health and your co-worker's health, complete a self-screening for COVID-19 symptoms every day as described in the Procedures section before leaving home for work.
- Don't come to work if you pass the self-screening criteria, but have been in contact with someone who has tested positive. To protect your health and your co-worker's health, you must quarantine at home. Notify your supervisor and seek approval, as desired, to request to use sick leave or to perform your duties at home for 72 hours from the time of exposure. You may test no sooner than 72 hours after exposure. Share the result with your supervisor and they will direct you on return to work.
- If you pass the self-screening criteria and are not living with someone diagnosed with active COVID-19 and have not been made aware of exposure to a person who has tested positive, proceed to your workplace. By entering the workplace, an employee certifies having taken and passed a self-screening for fever and other symptoms commonly associated with COVID-19 infection.
- **If you do not pass the self-screening criteria, or if someone you are living with, or caring for, has an active COVID-19 infection, or if you have been exposed to someone who has tested positive or suspects they may have been infected:**
 1. Notify your supervisor and seek approval, as desired, to request to use sick leave or to perform your duties at home. Information regarding Federal COVID-19 sick leave is included in EDC Policy Families First Coronavirus Response Act (FFCRA) and the Emergency Family Medical Leave Expansion Act (EFMLEA).
 2. Contact your supervisor daily to keep them apprised of your work status.
 3. Schedule or do a walk-in for a COVID-19 test.
 4. **In the event you have symptoms and/or have tested COVID-positive**, do not return to the workplace until you meet the following conditions:
 - a. You have quarantined for 5 days if vaccinated or 7 days if not vaccinated; note, the first day of symptoms onset is considered Day 0; **and**
 - b. You have had no fever for at least 48 hours without the use of medicine to reduce fever; and your other symptoms have improved; or
 - c. You have had no fever for at least 48 hours without the use of medicine to reduce fever; and your other symptoms have improved, and you have had two negative tests in a row, at least 24 hours apart.
 - d. You have two negative COVID-19 test results at least 24 hours apart, are not exhibiting any symptoms and have completed an Employee Certification of Return to Work after Having Exhibited Symptoms of COVID-19 or Suspicion of Having or Being Exposed to COVID-19.
 5. **In the event you do not have symptoms and have tested negative**, do not return

to the workplace until you have:

- a. Quarantined for 3 days if vaccinated or 5 days if not vaccinated
- b. Provide proof of a negative COVID-19 test result taken no sooner than the third day after the last date of exposure for vaccinated employees and fifth day for unvaccinated employees, consistent with guidance issued by the California Department of Public Health (CDPH).

If you begin to feel ill or exhibit signs of illness in the workplace, immediately remove yourself from the workplace and inform your supervisor. It is recommended that anyone feeling ill seek medical attention and follow the directions of their medical provider and the County Health Orders for protecting against COVID-19 in the workplace.

This is an evolving policy area and employees are expected to follow additional guidance, which may be contained in separate policies/memoranda.

Additional Leave Policies

San Pablo EDC values its employees and recognizes there are a range of circumstances for which employees may wish to request leave. These leave policies cover disability leave, maternity and parental leave, and bereavement leave. These policies provide a framework by which employees may request and take leave, and complement the existing policies on paid time off (PTO). For purposes of this employee handbook, PTO is defined as accrued vacation and sick leave. California State Governor Newsom took formal action to declare the state of emergency related to the COVID-19 pandemic; this state of emergency will end on February 28, 2023. More information may be found in the [COVID-19 Safe Return to Work policies](#) folder.

Disability Leave and Reasonable Accommodation Policy

An employee who experiences a disability or medical condition that limits their ability to engage in a major life activity (such as sitting, standing, walking, breathing, working, or any other physical, mental, or social activity) may be entitled to accommodation of that disability or condition, including but not limited to a leave of absence.

Disabled employees who are able to perform the essential functions of their job but need accommodation of their disability or medical condition are encouraged to direct requests for accommodation to the Executive Director. Once alerted to a potential need for accommodation, the Executive Director will request the employee make the request in writing and, if needed, request the employee provide a medical certification from their health care provider regarding their need for accommodation. San Pablo EDC will seek the employee's participation in the interactive process to determine what, if any, reasonable accommodation San Pablo EDC may be able to provide the employee to facilitate performance of their job duties. To the extent an employee's anticipated or actual disability permits, San Pablo EDC requests the employee provide San Pablo EDC at least 30 days' notice regarding their need for accommodation. To the extent that a need for accommodation cannot be anticipated, San Pablo EDC will begin the interactive process as soon as practical, including by providing a short-term, interim accommodation while the interactive process is pending, provided that doing so does not cause an undue burden on San Pablo EDC's operations.

Disability leave is unpaid leave and an employee on disability leave must continue to pay their portion of premiums for employee benefits provided by San Pablo EDC. An employee granted leave for a disability or medical condition may apply accrued, unused PTO to the period of disability leave. While on unpaid disability leave, an employee does not continue to accrue PTO.

State Disability Insurance

Sometimes an employee suffers an injury or illness outside of work that prevents the employee from working and earning income. When this happens, California State Disability Insurance (SDI) may provide the employee with a percentage of their salary while they are unable to work. This insurance is also available for the period of time an eligible employee is physically unable to work due to pregnancy and/or childbirth or related medical conditions. See San Pablo EDC's Maternity, Parental and Bereavement Leave Policies for more information. This policy pertains to all employees who have paid into the state fund through deductions from their paychecks. (See "Eligibility" section, below.)

California State Disability leave and benefits may be available to eligible San Pablo EDC employees who are physically unable to work. Claims for SDI leave and benefits must be filed with the California Employment Development Department (EDD). The EDD is solely responsible for all decisions granting and denying benefits, as well as for the administration of such benefits. San Pablo EDC plays no role in the process. To the extent an employee has questions about SDI benefits, they must contact EDD.

Pregnancy Leave and Accommodation

Eligibility and Leave Time

Employees who become physically unable to work due to pregnancy, childbirth, or related medical conditions may take up to four (4) months of disability leave. In addition to the use of accrued PTO, California state disability insurance may be available for San Pablo EDC employees who are physically unable to work due to pregnancy and childbirth or a related medical condition to use during pregnancy leave.

San Pablo EDC does not offer paid pregnancy leave. Employees may, however, use SDI, to the extent they are eligible, and may supplement their SDI benefits with accrued PTO. An employee's combined use of SDI benefits and PTO may not exceed 100% of an employee's regular compensation. If an employee exhausts SDI benefits, they are required to use any remaining accrued PTO for the remainder of their pregnancy leave. Once an employee has exhausted accrued PTO, the remainder of an employee's pregnancy leave will be unpaid. An employee is responsible for their portion of employee benefits during the period they are on unpaid pregnancy leave and are not otherwise using accrued PTO.

If an employee has exhausted all accrued PTO upon their return to work and, after returning, needs to take sick leave for their own illness or to care for a qualifying family member, San Pablo EDC will permit employees to use up to 40 hours of sick leave as an advance against their sick leave accrual. Sick leave earned thereafter will be applied to the deficit, at the regular rate at which an employee accrues sick leave, until the deficit is resolved.

Related Disability Accommodation

If an employee remains disabled by pregnancy, childbirth, or a related medical condition after the four-month leave described above, she may be able to take state or federal disability leave. An employee who remains disabled due to pregnancy, childbirth, or a related medical condition, may be entitled to disability leave under state and federal disability laws beyond the four-month leave period described above. The same requirements will apply to an employee requesting disability leave under these circumstances will be treated as are required of any other employee seeking disability leave. Please refer to San Pablo EDC's disability leave policy for information as to how to request disability leave. Any employee seeking who needs reasonable accommodation of a disability, whether pregnancy-related, childbirth-related, or other disability, must follow the procedure described below.

- An employee in need of a reasonable accommodation due to pregnancy, childbirth or related conditions, are encouraged to make a request for reasonable accommodation to the Executive Director.
- An employee seeking reasonable accommodation and San Pablo EDC will engage in the interactive process to determine what, if any, reasonable accommodations can be made. As part of the interactive process to ascertain a reasonable accommodation, any employee making a requesting for reasonable accommodation must submit a medical certification from the employee's medical care provider regarding the employee's disability. This document, and all information related to an employee's medical condition, will be treated as confidential medical information;
- Where disability is anticipated, employees are required to give San Pablo EDC at least thirty (30) days' notice of the need for pregnancy disability leave. Where a 30-day notice is not feasible, employees must give San Pablo EDC notice of the need for leave as soon as is practicable. In such cases, San Pablo EDC is consider whether it can provide a short-term, interim accommodation, to the extent doing so would not cause an undue burden on its operations, while the interactive process remains pending.

Parental Leave

San Pablo EDC supports its employees need to bond with a new child. Eligible employees are entitled to take parental leave to bond with a new child for that purpose.

Eligible Employees

Under San Pablo EDC's Parental Leave policy, any employee who:

- has worked for San Pablo EDC for more than twelve (12) months and
- has worked at least 1,250 hours during the previous 12-month period may, upon request, take up to twelve (12) weeks' leave to bond with:
 - a newborn child;
 - a newly adopted child; or
 - a recently-placed foster child

within one (1) year of the child's birth, adoption, or placement.

San Pablo EDC does not offer paid parental leave. Employees may, however, use SDI, to the extent they are eligible, and may supplement their SDI benefits with accrued PTO. An employee's combined use of SDI benefits and PTO may not exceed 100% of an employee's regular compensation. If an employee exhausts SDI benefits, they are required to use any remaining accrued PTO for the remainder of their parental leave. Once an employee has exhausted accrued PTO, the remainder of an employee's parental leave will be unpaid. An employee is responsible for their portion of employee benefits during the period they are on unpaid parental leave and are not otherwise using accrued PTO.

If an employee has exhausted all accrued PTO upon their return to work and, after returning, needs to take sick leave for their own illness or to care for a qualifying family member, San Pablo EDC will permit employees to use up to 40 hours of sick leave as an advance against their sick leave accrual. Sick leave earned thereafter will be applied to the deficit, at the regular rate at which an employee accrues sick leave, until the deficit is resolved.

Reinstatement Following Parental Leave

San Pablo EDC will endeavor to return employees who take parental leave to the same or comparable position when they return to work following their leave of absence.

Benefits

Employees who take parental leave must continue to pay their portion of premiums for benefits provided to San Pablo EDC employees. An employee on parental leave is required to maintain their portion of medical, dental and vision insurance premiums while on leave. The employee's portion of the benefit premiums will be deducted from payments to employees for the portion of their leave that is paid for with accrued PTO. After an employee has exhausted their accrued PTO, the employee's portion of benefits premium payments are to be submitted to the controller by the date of the employee's regular payroll deduction. An employee on leave may make these payments as they are due or make multiple advanced payments at a time. Failure to maintain premiums can result in the cancellation of benefits.

Jointly-Employed Parents

Where both parents of a new child work for San Pablo EDC, the total parental leave taken by both parents may not exceed twelve (12) weeks.

Parental Leave—Paid Family Leave

Under the California Paid Family Leave (PFL), an eligible employee may take up to six (6) weeks of paid parental leave for the birth, adoption, or foster placement of a new child. This leave is filed with, and paid through, the Employment Development Department (EDD).

Eligible Employees

To be eligible for PFL parental leave benefits, an employee must:

- have welcomed a new child into the family in the past twelve (12) months through a birth, adoption, or foster care placement;

- have paid into State Disability Insurance in the past five (5) to eighteen (18) months; and,
- not have taken the maximum six (6) weeks of PFL in the past twelve (12) months.

An employee eligible for paid parental leave under the PFL does not have to take the 6 weeks of leave all at once.

Paid parental leave runs concurrently with the unpaid parental leave described in the previous section.

Bereavement Leave

San Pablo EDC recognizes that employees may need time off when a loved one dies. Eligible employees may take up to three (3) days' leave for travel, making arrangements, and attending services after the death of immediate family members. Leave for bereavement is paid by San Pablo EDC, separate and apart from accrued PTO. Bereavement pay is calculated based on the base pay rate at the time of absence, and it will not include any additional forms of compensation, such as overtime pay.

Eligibility

An employee is eligible for bereavement leave if:

- the employee is a .8 and 1.0 FTE; and
- has worked for San Pablo EDC for at least six (6) months.

Key Definition

An "immediate family member," for purposes of San Pablo EDC's bereavement leave policy, is a:

- spouse;
- registered domestic partner;
- child;
- parent;
- sibling;
- grandparent; and/or
- familial members of the employee's household (such as stepchildren).

Bereavement Leave Request Procedure

To request bereavement leave of any type, the employee requesting leave must provide notice as soon as practicable of the employee's need for leave to the Executive Director. The Executive Director will provide a response in writing, including confirmation, if leave is granted, of the amount of time approved.

Notification of Leave

Notification of leave must be made to the Executive Director as soon as possible.

Proof of Leave

Employees may be asked to supply details on the name of the deceased, date of death, city of death, and relationship to the deceased in order to receive approval for bereavement leave.

Additional Leave Requests

If an employee requires more than the time allowed for bereavement leave, he/she may request, in writing, an unpaid personal leave of absence, or may use accrued vacation or sick leave.

Policy Violations

In the event an employee violates the bereavement leave policy, they may be suspended and/or terminated.

Working While on Leave of Absence

San Pablo EDC supports an employee's right to take a leave of absence from work when needed; therefore, while employees are on any of the leaves of absence described above, they are not to engage in work related activities. This includes, but is not limited to, checking emails, voicemail or taking calls for work related issues.

Holiday Pay While on Leave

An employee on leave will not be paid for holidays occurring during a leave of absence. If released to return to work on a holiday, the employee will not be paid for the holiday. Employees must actively return to work before the holiday in order to receive holiday pay.

Catastrophic Leave and Exceptional Need Leave Policies

San Pablo EDC maintains a catastrophic leave policy and an exceptional need policy.

Catastrophic Leave Policy

A catastrophic leave is a need for leave when the employee has suffered a catastrophic injury or illness that prevents the employee or the employee's immediate family member by San Pablo EDC policy (i.e., spouse, children, parents) to work, attend school, or perform other regular daily activities due to a life-threatening condition or severely incapacitation, which will require the employee's absence for more than a one-month period. The purpose of the catastrophic leave policy is to provide access to paid time off once an employee has exhausted their own accrued

PTO and is awaiting receipt of short-term or long-term disability benefits, to the extent the employee is eligible for such benefits. If an employee uses this policy to care for a family member suffering from a catastrophic injury, the employee may only utilize such benefits after they have exhausted their accrued PTO.

For catastrophic leave, an eligible employee may use up to a total of 30 working days of donated PTO, in increments of eight (8) or ten (10) hours, depending on their work schedule. The number of hours in a workday, for the purpose, is based on an employee's regular schedule just before the catastrophic injury or exceptional need occurred. A qualified full-time employee would be entitled to up to 240 hours.

Only full-time employees (defined as .8 FTE or more) who have at least one year of service are eligible to use the catastrophic leave policy.

Exceptional Need Leave Policy

An exceptional need leave is when an employee has an exceptional event taking place for which there is demonstrated need and benefit to the employee (e.g., medical emergency), but would otherwise constitute an unpaid absence. The purpose of the exceptional need leave policy is to provide employees with paid time off for an exceptional need in the event they have no or insufficient PTO.

For exceptional need leave, an eligible employee may use up to 100 hours of donated PTO, in increments of eight (8) or ten (10) hours, depending on their work schedule.

Only full-time employees (defined as .8 FTE or more) who have at least one year of service are eligible to use the exceptional need leave policy.

Donations to Leave Bank

Both forms of leave are funded through a donation-based neutral bank, wherein San Pablo EDC employees may donate vacation or sick time for the use of their colleagues. An employee is not eligible to receive time from the neutral bank unless the employee has first exhausted their own accrued PTO at or in an advance of the date on which San Pablo EDC grants donated time to the employee.

The following guidelines apply to employees who wish to donate time to the neutral bank:

- Employees may make donations in increments of eight or ten hours, up to a maximum of 40 hours during a single calendar year.
- Employees must maintain at least 40 hours of accrued sick leave in their personal bank. Employees with less than 40 hours of accrued sick leave are not eligible to donate to the neutral bank.
- Donors shall submit a signed Catastrophic or Exceptional Leave Donation Form.
- Donated time shall be considered a gift.
- San Pablo EDC will not treat or consider time donated to the neutral bank as vacation time or sick leave used by the donor employee, for purposes of the donor employee's performance evaluation, discipline, or otherwise.

Procedure

To apply for either catastrophic leave or exceptional need leave, an employee must comply with the following procedures.

- If your need is based on your or a qualified family member's medical condition, provide medical certification from a health care provider to verify the need for catastrophic or exceptional need leave. If leave is for a family member, the medical certification must indicate that employee's attendance with the family member is required.
 1. Submit your request in writing using San Pablo EDC's Application for Catastrophic Leave or Exceptional Need Leave Form. The completed form must be submitted to the Executive Director for approval.
 2. Upon approval of a request for donations, the Executive Director will, at the employee's request, post a notice of the eligible employee's need for donations via email.
 3. The recipient must exhaust all available PTO balances prior to using catastrophic leave. When the physician's statement and leave balances indicate the probable exhaustion of balances within two (2) pay periods, San Pablo EDC Executive Director may approve the solicitation and acceptance of leave donations prior to all balances being exhausted, so that time donated may be utilized immediately upon exhaustion of the employee's leave balance, but not before.
 4. Donated days when used by the recipient, will be paid at the recipient's current rate of pay and therefore will be considered taxable income.
 5. San Pablo EDC may require periodic medical certification updates regarding the catastrophic illness and may require a fitness for duty certification prior to the employee returning to work.

These procedures in no way limit San Pablo EDC's management rights to require modified duty.

Conclusion of Leave

San Pablo EDC will terminate an approved catastrophic or exceptional need leave at 30 working days or 40 hours, respectively. In the event that an employee's medical condition or other circumstances which qualified them for leave in the first instance change and they do not qualify to use either form of leave of the maximum period provided and return to work thereafter, any remaining balance of donated time will be returned to the donating employee(s) on a prorated basis.

Voluntary Participation

Employee participation in this program as a donor or recipient is voluntary. It is a violation of San Pablo EDC policy for one employee to pressure another employee to serve as a donor.

No Modification to Employment Relationship

Nothing in this policy shall be construed to modify the employment relationship between San Pablo EDC and the receiving employee, or to restrict San Pablo EDC's management rights. This

section shall not modify existing San Pablo EDC rules, policies or agreements regarding unpaid leave of absence or family leave.

Forms

The following forms are located on the S drive under in the *Forms and Templates* folder.

- Appendix A: Application for Catastrophic or Exceptional Need Leave
- Appendix B: Catastrophic or Exceptional Need Leave Donation Form

Jury Duty

Employees required to report for jury duty shall be granted leave for such purpose, upon presentation of jury notice to the Executive Director. Regular employee shall receive full pay for the time served on a jury for their normal scheduled work hours for up to 10 days per calendar year, provided the employee remits to the San Pablo EDC all fees as soon as received by the employee for such duties. Compensation for mileage or subsistence allowances shall not be considered a fee and shall be retained by the employee. Jury duty service beyond 10 working days per calendar shall be unpaid leave, unless the employee chooses to use available administrative or vacation leave.

Personnel Files

The information in each employee's personnel file is confidential and shall be kept up to date. Each employee should inform the Executive Director immediately whenever there are changes in personal data, such as address, telephone number, persons to notify in case of emergency, number of dependents, and claimed exemptions for tax purposes.

Every employee has the right to inspect his or her personnel file at reasonable times and with reasonable notice. In addition, employees have the right to request copies of all employment-related documents that they have signed. Personnel files are confidential property of San Pablo EDC and may not be removed from San Pablo EDC's premises without written authorization from the Executive Director.

Internal Complaint Review Procedure

Purpose and Scope

The purpose of the Internal Complaint Review Procedure is to afford all employees of San Pablo EDC the opportunity to seek internal resolution of concerns related to working conditions. This procedure should not be used to raise substantive questions about San Pablo EDC's programs, approach, or goals. Such questions should simply be raised with a supervisor or in a staff meeting.

This procedure supplements the "Open Door Policy" set forth in this handbook, which states the philosophy of San Pablo EDC that all employees have free access to their immediate supervisors or to other San Pablo EDC supervisors of their choice to informally express any work-related concerns.

Procedure for Filing a Complaint

Filing of Complaint

Employees should file written complaints with the Executive Director as soon as possible after the events that give rise to the employee's concerns related to working conditions. The written complaint should set forth in detail the bases for the employee's complaint.

If a complaint relates to a decision by or the conduct of the Executive Director, the complaint may be submitted directly to the Board of Directors, and will be investigated by the Board or its designee.

Complaints may be submitted anonymously, and will be investigated to the degree feasible without identifying information.

Investigation

The Executive Director or a designee of the Executive Director, including a qualified outside investigator, if necessary, will promptly investigate the complaint. of the facts set forth in the complaint. The investigator will conduct the investigation in a fair and impartial manner, including by providing notice to the accused regarding the allegations and by meeting separately with the employee and with others who either are named in the complaint or who may have information that could impact the findings.

San Pablo EDC will attempt to treat all internal complaints and their investigation as confidential, recognizing, however, that in the course of investigating and resolving internal complaints some dissemination of information to others may be necessary or appropriate.

The investigator will, based the investigative findings, make credibility determinations and make determinations based on the preponderance of the evidence standard. The investigator will not make legal conclusions about whether the conduct at issue violated the law.

On completion of the investigation, the employee should receive a written indication of the Executive Director's decision, and an oral explanation of the reasons for the decision. The Executive Director will maintain a record of the resolution of the complaint.

Appeal

If a complaint is not resolved to the employee's satisfaction through the investigation by the Executive Director, the employee may submit to the Board of Directors a written request for review of the complaint. On completion of the Board's review, the employee should receive a written indication of the Board's decision.

Decisions of the Board on appeal are final. If the complaint was initially submitted to the Board of Directors because it concerned the Executive Director, then the Board's decision is final, and cannot be appealed.

Non-Retaliation

If an employee has filed a complaint in good faith, the employee will not be disciplined or otherwise penalized for lodging the complaint. Retaliation in any form will not be tolerated. An

employee who retaliates against someone who, acting in good faith, complained regarding a violation of law or who cooperated in an investigation is subject to discipline up to and including termination of employment. If an employee believes that he or she is being retaliated against for lodging a complaint, the employee should promptly notify the Executive Director or the Board of Directors. This policy is intended to encourage and enable employees and others to raise serious concerns within San Pablo EDC prior to seeking resolution outside the organization.

Employment at Will

In order to preserve flexibility for all parties, all employment at San Pablo EDC is “at will.” This means that both employees and San Pablo EDC have the right to terminate employment at any time, with or without advance notice, with or without cause. Employees also may be demoted or disciplined and the terms of their employment may be altered at any time, with or without cause, at the discretion of San Pablo EDC. No one other than the Board of Directors of San Pablo EDC has the authority to alter this arrangement, to enter into an agreement for employment for a specified period of time, or to make any agreement contrary to this policy. Any such agreement must be in writing, must be signed by the Chair of the Board of Directors and by the affected employee, and must express a clear and unambiguous intent to alter the at-will nature of the employment relationship.

Discipline Procedures and Rules of Conduct

Policy

Employees are expected to observe certain standards of job performance and good conduct. When performance or conduct does not meet San Pablo EDC standards, San Pablo EDC will, in appropriate situations, endeavor to provide the employee a reasonable opportunity to correct the deficiency. If the employee then fails to make the correction, he or she may be subject to discipline up to, and including, termination.

The rules set forth in sections C and D, below, are intended to provide employees with fair notice of what is expected of them. Necessarily, however, such rules cannot identify every type of unacceptable conduct and performance. Therefore, employees should be aware that conduct not specifically listed below but which adversely affects or is otherwise detrimental to the interests of San Pablo EDC, other employees, or customers, may also result in disciplinary action.

These rules do not alter the at-will status of the employment relationship between San Pablo EDC and its employees. San Pablo EDC reserves the right to discipline or terminate employees at its discretion, with or without cause, and with or without notice or any particular procedures. The rules described in this section simply provide guidance to employees regarding expected standards of behavior and performance.

Discipline Procedure

Discharge or demotion for poor performance or misconduct generally will be preceded by an oral warning or a written warning, including a chance for correction of performance. However, San Pablo EDC reserves the right to proceed directly to a demotion, termination, or other disciplinary action without warning, when San Pablo EDC deems such action appropriate. In some cases, San Pablo EDC will suspend an employee while investigating potential misconduct.

Job Performance

Employees may be disciplined for poor job performance, including but not limited to the following:

- Unsatisfactory work quality or quantity;
- Poor attitude (for example, rudeness or lack of cooperation);
- Excessive absenteeism or tardiness;
- Failure to follow instructions or San Pablo EDC procedures; or
- Failure to follow established safety regulations.

Misconduct

Employees may be disciplined for misconduct, including but not limited to the following:

- Insubordination;
- Dishonesty or other violation of San Pablo EDC Code of Ethics;
- Theft;
- Misusing or destroying San Pablo EDC property or the property of another on San Pablo EDC's premises;
- Violating conflict of interest rules;
- Disclosing or using confidential information without authorization;
- Falsifying or altering San Pablo EDC's records, including the application for employment;
- Interfering with the work performance of others;
- Altercations;
- Harassing, including sexually harassing, employees, contractors, or clients;
- Being under the influence of, manufacturing, dispensing, or distributing alcohol or illegal substances on San Pablo EDC's property or while conducting San Pablo EDC business;
- Sleeping on the job or leaving the job without authorization;
- Abuse of the Internal Complaint system, including filing of allegations made with reckless disregard for truth or falsity;
- Possessing a firearm or other dangerous weapon on San Pablo EDC's property or while conducting San Pablo EDC business; or
- Being convicted of a crime that raises a threat to the safety or mission of San Pablo EDC, its employees, customers, or property; or
- Intentional failure to follow San Pablo EDC's policies or procedures.

Code of Ethics

The Code of Ethics adopted by the San Pablo EDC requires all staff, board members, interns and volunteers to observe high standards of business and personal ethics in the conduct of their duties and responsibilities. San Pablo EDC and representatives shall practice honesty and integrity in fulfilling responsibilities and comply with all applicable laws and regulations.

The Code of Ethics prohibits fraudulent conduct, which includes any deliberate act or failure to act with the intention of obtaining an unauthorized benefit. Examples of fraudulent conduct include:

- Forgery or alteration of documents
- Unauthorized alteration or manipulation of computer files
- Fraudulent financial reporting
- Pursuit of a benefit or advantage in violation of SPEDC's conflict-of-interest bylaws
- Deliberately failing to comply with SPEDC's Conflict of Interest Code
- Misappropriation or misuse of SPEDC resources, such as funds, supplies, or other assets
- Authorizing or receiving compensation for goods not received or services not performed
- Authorizing or receiving compensation for hours not worked

Employees are requested to communicate any observed or suspected violations of the Code of Ethics, using the Internal Complaint system described above.

Conflict of Interest

All persons employed by San Pablo EDC owe a duty of fidelity to the organization. Employees must never place themselves in a position where their self-interest may conflict with this duty.

Consistent with the Political Reform Act, the San Pablo EDC has adopted a Conflict of Interest Code that requires individuals with designated positions to file statements of economic interests with the San Pablo EDC. These statements will be retained and be available for public inspection (California Government Code Sec. 81008). All employees and consultants must maintain compliance with the San Pablo EDC's Conflict of Interest Code.

In addition to compliance with the Conflict of Interest Code, San Pablo EDC expects that all staff members will avoid engaging in activities, while at work or in their lives outside of the organization, that compromise the organization's position or integrity through actions such as self-promotion, appropriation of the assets of San Pablo EDC, influence peddling, or abuses of confidence.

Staff members may not engage in activities that interfere with fully performing their San Pablo EDC duties and responsibilities. Staff are expected to avoid situations in which their judgment in making decisions or taking actions on behalf of the organization may be adversely affected by personal consideration or situations where a staff member's position, performance, loyalty, or stewardship to the organization is compromised.

For example, using San Pablo EDC facilities or supplies for non-EDC purposes and sanctioned events, or holding a financial interest in a business that supplies goods or services to San Pablo EDC may constitute conflicts of interest.

The following guidelines are intended to help ensure that San Pablo EDC receives from its staff the amount and quality of effort, judgment, and loyalty that are necessary for the organization to further its mission in ways that are consistent with its standards of excellence, loyalty, and duty of care.

EDC staff members must inform the Executive Director and receive written approval from the Executive Director before engaging in any outside activities that pose the potential for such conflicts of interest, including but not limited to the following:

- Employment outside of San Pablo EDC
- Employment at San Pablo EDC as an outside vendor
- Outside business, philanthropic, community, political, or other interests or activities that may impact your work commitment or the use of San Pablo EDC facilities or supplies
- Outside interests, your own or those of members of your staff, related to suppliers of goods and services to San Pablo EDC
- Accepting gifts, gratuities, or favors from individuals or organizations with which San Pablo EDC conducts business or that are seeking association with San Pablo EDC or the extension of such gratuities or favors, which might reasonably be interpreted as an attempt to influence the recipients in the conduct of their duties
- Using information that San Pablo EDC considers privileged or confidential for non-EDC purposes
- Using the name of San Pablo EDC for benefit in any way, including monetary profit, or acting as a private person in a way that could create the impression you are representing the interests of San Pablo EDC

Any activities and interests that are potential conflicts of interest require advance approval from the Executive Director. Failing to receive such prior approval, or continuing an activity if the Executive Director has disapproved it, is grounds for disciplinary action, including termination of employment. Prior approval does not exempt any staff from making disclosures required by the Conflict of Interest Code.

Staff observing perceived or real conflicts of interest not disclosed to the Executive Director are encouraged through standard of care and duty of loyalty to report these to the Executive Director, and may do so anonymously.

Policy on Discrimination, Harassment & Non-Retaliation

Purpose of Policy

San Pablo EDC is committed to providing a workplace free of sexual harassment (which includes harassment based on gender, pregnancy, childbirth, or related medical conditions), as well as harassment based on such factors as race, color, creed, national origin, ancestry, age, physical

disability, mental disability, medical condition, marital status, sexual orientation or identity, family care or medical leave status, veteran status, or any other basis protected by federal or state laws. San Pablo EDC strongly disapproves of and will not tolerate harassment of employees by supervisors or co-workers. Similarly, San Pablo EDC will not tolerate harassment by its employees of non-employees with whom San Pablo EDC employees have a professional relationship. San Pablo EDC will attempt to protect employees from harassment by non-employees in the workplace.

Discrimination Prohibited

San Pablo EDC does not discriminate on the basis sex (including pregnancy, childbirth, breastfeeding and related medical conditions), race, religion, color, national origin (including language use restrictions), ancestry, religious creed (including religious dress and grooming practices), political affiliation, disability (mental and physical, including HIV or AIDS), medical condition (cancer and genetic characteristics), genetic information, marital status, parental status, age (40 and over), military and veteran status, sexual orientation, gender identity and gender expression, the exercise of family and medical care leave, the exercise of pregnancy disability leave, or the request, exercise, or need for reasonable accommodation and any other status protected by local, state, or federal law.

San Pablo EDC prohibits discrimination against or harassment of any individual on any of the bases listed above. For information about the types of conduct that constitute harassment, please refer to San Pablo EDC's *Policy against Harassment* set forth elsewhere in this handbook, and its *Rules of Conduct* policy.

This policy applies to all areas of employment, including recruitment, hiring, training, promotion, compensation, benefits, transfer, and social and recreational programs. It is the responsibility of every manager and employee to conscientiously follow this policy. Any employee having any questions regarding this policy should contact the Executive Director.

Any employee who is subject to or witnesses discrimination or harassment that violates this section should promptly contact the Executive Director. Any such employee may file an Internal Complaint, as described in the *Internal Complaint Review Procedures* set forth elsewhere in this handbook.

Harassment Defined

Harassment may take the form of verbal, physical, or visual conduct related to any of the legally protected bases described above. Such conduct constitutes harassment when (1) submission to the conduct is made either an explicit or implicit condition of employment; (2) submission or rejection of the conduct is used as the basis for an employment decision; (3) the conduct interferes with an employee's work performance; or (4) the conduct creates an intimidating, hostile, or offensive work environment.

Harassment may include, but is not limited to, the following: slurs, jokes, statements, or gestures; assaults; impeding or blocking another's movement or otherwise physically interfering with normal work; and pictures, drawings, or cartoons based upon an employee's protected status.

Sexually harassing conduct in particular includes all of these prohibited actions as well as other unwelcome conduct, such as requests for sexual favors, conversation containing sexual comments, and other unwelcome sexual advances. Sexually harassing conduct can be by a person of either the same or the opposite sex.

Reporting and Investigating Harassing Conduct

San Pablo EDC understands that victims of harassment are often embarrassed and reluctant to report acts of harassment for fear of being blamed, concern about being retaliated against, or because it is difficult to discuss sexual matters openly with others. However, no employee should have to endure harassing conduct, and San Pablo EDC therefore strongly encourages employees to promptly report any incidents of harassment so that corrective action may be taken. Any incidents of harassment, including work-related harassment by any San Pablo EDC personnel or any other person, should be reported to the Executive Director or the Board of Directors.

Harassment complaints may be filed using the Internal Complaint Review Procedure or using any other formal or informal method. Any San Pablo EDC employee who receives a complaint or who observes harassing conduct should promptly inform the Executive Director or the Board of Directors so that an investigation may be initiated.

Every reported complaint of harassment will be investigated thoroughly and promptly. Typically, the investigation will include the following steps: an interview of the employee who lodged the harassment complaint to obtain complete details regarding the alleged harassment; interviews of anyone who is alleged to have committed the acts of harassment to respond to the claims; and interview of any employees who may have witnessed, or who may have knowledge of, the alleged harassment. The Executive Director or the Board of Directors will notify the complainant of the results of the investigation. The investigation will be handled in as confidential a manner as possible consistent with a full, fair, and proper investigation.

In addition to notifying San Pablo EDC about harassment or retaliation complaints, affected employees may also direct their complaints to the California Department of Fair Employment and Housing (DFEH), which has the authority to conduct investigations of the facts. The deadline for filing complaints with the DFEH is one year from the date of the alleged unlawful conduct. If the DFEH believes that a complaint is valid, the DFEH may seek an administrative hearing before the California Fair Employment and Housing Commission (FEHC) or file a lawsuit in court. Both the FEHC and the courts have the authority to award monetary and non-monetary relief in meritorious cases. Employees can contact the nearest DFEH office or the FEHC at the locations listed in San Pablo EDC's DFEH poster or by checking the state government listings in the local telephone directory.

Retaliation Prohibited

San Pablo EDC will not tolerate retaliation against any employee for making a complaint of harassment or for cooperating in an investigation. No adverse action will be taken against any individual for good faith reporting of harassment. Retaliation by any San Pablo EDC employee against an individual reporting harassment is an unauthorized violation of San Pablo EDC policy, and will lead to disciplinary action.

Corrective Action

If harassment or retaliation is established, San Pablo EDC will take corrective action. Corrective action may include, for example: training, referral to counseling, or disciplinary action ranging from oral or written warnings to termination of employment, depending on the circumstances. With regard to acts of harassment by clients, vendors, or contractors, appropriate corrective action will also be taken.

Smoking

San Pablo EDC prohibits smoking in the workplace.

Safety Program

San Pablo EDC is committed to providing and maintaining a healthy and safe work environment for all employees. Accordingly, San Pablo EDC has instituted an Injury and Illness Prevention Program designed to protect the health and safety of all personnel. A complete copy of the Injury and Illness Prevention Program is kept by the Executive Director and is available to all employees.

All employees are required to follow safe and healthy work practices at all times. Employees may be subject to discipline for engaging in any unsafe or unhealthy work practice or for violating established safety rules and norms. Employees should immediately report to the Executive Director any potential health or safety hazards, and all injuries or accidents. First aid supplies are located in the kitchen area.

Termination of Employment

Voluntary Termination

San Pablo EDC will consider an employee to have voluntarily terminated his or her employment if the employee explicitly resigns from San Pablo EDC or fails to report for work without notice to San Pablo EDC for three consecutive days.

Involuntary Termination

Poor performance, misconduct, or other violations of San Pablo EDC's rules of conduct may lead to involuntary termination of employees. This list of reasons for involuntary termination does not preclude San Pablo EDC from discharging or demoting employees for other reasons. San Pablo EDC reserves the right to discharge or demote any employee with or without cause and with or without prior notice.

Termination Due to Reorganizations, Elimination of Job Positions, Restructuring of Program Areas, Or Budget Concerns

From time to time, San Pablo EDC may need to terminate an employee as a consequence of reorganizations, elimination of job positions, restructuring of program areas, or budget concerns. Should San Pablo EDC consider such terminations necessary, San Pablo EDC will attempt to provide all affected employees with advance notice. Layoff benefits associated with such terminations, if any, will be specified at that time.

Exit Interview

Employees who leave San Pablo EDC for any reason may be asked to participate in an exit interview. This interview is intended to permit terminating employees the opportunity to communicate their views regarding their work with San Pablo EDC, including job duties, job training, job supervision, and job benefits.

Return of San Pablo EDC Property and Account Access

On termination of employment, whether voluntary or involuntary, all San Pablo EDC documents, computer records, and other tangible San Pablo EDC property in the employee's possession or control must be returned to San Pablo EDC. This includes San Pablo EDC logo clothing issued as part of uniforms. All passwords and log-ins must be provided to the Executive Director.

Appendix A: SAN PABLO EDC APPLICATION FOR CATASTROPHIC OR EXCEPTIONAL NEED LEAVE (complete either the Exceptional or the Catastrophic Leave section)

Employee name: _____ Title: _____ Date: _____

I have regular full-time status (.8 FTE or more) as an employee and have completed at least one year of EDC service.

Exceptional Need Leave

I have an exceptional need have exhausted all allowed paid time off or will do so by _____.

My exceptional need is _____

The number of hours I require for my exceptional need is _____ and the dates I would apply the leave, if donated, are _____.

I estimate that I will return to work on _____.

Catastrophic Leave

I have sustained a life-threatening illness or debilitating injury or;

A member of my immediate family has sustained a life-threatening illness or debilitating injury as described below.

I have exhausted all allowed paid time off or will do so by _____

I will be unable to work for at least a one-month period and have applied for medical leave of absence.

I have attached medical certification that confirms the need for my absence for myself or to care for an immediate family member.

I estimate that I will return to work on _____.

Qualifying conditions for the care of an immediate family member: _____

I certify that the above statements are true and correct. I authorize the San Pablo Economic Development Corporation (San Pablo EDC) to solicit catastrophic leave donations on my behalf. I understand that my name will be used in such request, and I hereby WAIVE any privacy claims I may have had to this information, and agree to HOLD SAN PABLO EDC AND ITS EMPLOYEES HARMLESS from any liability arising directly or indirectly out of the disclosure of this information, and COVENANT NOT TO SUE SAN PABLO EDC or its employees due to the disclosure of such information.

Signed

Date

Verified by Executive Director: _____ Date: _____

[] Approved [] Disapproved

Appendix B: SAN PABLO EDC CATASTROPHIC OR EXCEPTIONAL LEAVE DONATION FORM

Donor's name: _____ Title: _____ Date: _____

- Maximum donation is forty hours

Donors are generally limited to one request to donate per recipient event.

I wish to donate _____ hours of sick leave.

I understand that all donations of my sick leave time is considered as a gift to the receiving employee and may only be cancelled as stipulated in the Sick Leave Sharing Plan for Catastrophic Illness or Injury. My signature below authorizes the deduction of the above sick time from my records, to be added to the neutral bank.

Donor's Signature

Date

Acknowledgment

PLEASE READ THE EMPLOYEE HANDBOOK AND FILL OUT AND RETURN THIS PORTION TO YOUR SUPERVISOR WITHIN TWO WEEKS.

Employee Name: _____

I acknowledge that I have received a copy of San Pablo EDC's Employee Handbook. I understand that I am responsible for reading and understanding the guidelines set forth in the handbook. No one has made any promises or commitments to me contrary to the terms of this acknowledgement or the handbook.

I understand and agree that my relationship with San Pablo EDC is "at-will," which means that my employment is for no definite period and may be terminated either by me or by San Pablo EDC at any time and for any reason, with or without cause or advance notice.

I further understand that the policies contained in the handbook are guidelines only and do not create any contractual rights or obligations. I understand that, because San Pablo EDC cannot anticipate every issue that may arise during my employment, San Pablo EDC's guidelines and policies may change. I therefore understand that San Pablo EDC has the right to add to, change, or eliminate any of the provisions of the handbook in its sole discretion, with or without revising and redistributing the handbook. If I have any questions regarding the status of any of San Pablo EDC's policies or procedures, I will consult the Executive Director.

Signature: _____


Date: _____

SAN PABLO EDC BOARD REPORT



DATE: January 18, 2023

TO: San Pablo EDC Board

FROM: Leslay Choy, Executive Director 

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SUBJECT: RESOLUTION OF THE SAN PABLO ECONOMIC DEVELOPMENT CORPORATION BOARD OF DIRECTORS NOMINATING AND ELECTING DIRECTOR SAMAN FARID FOR A SECOND TWO-YEAR TERM AS A CITY-NOMINATED BOARD DIRECTOR

RECOMMENDED ACTION

The Executive Director recommends the Board of Directors:

1. Nominate and elect by resolution

BACKGROUND

The San Pablo Economic Development Corporation (San Pablo EDC) Board of Directors (Board) has a well-rounded board with diverse skills and experience, composed of three (3) regular members and two (2) members nominated by the City of San Pablo (City).

Per Article II.B.3 of the San Pablo EDC bylaws, San Pablo City Council (Council), may nominate up to two individuals to serve a two-year term on the San Pablo EDC Board of Directors (Board) as those positions become available. Nominees are then presented to the Board for its consideration to nominate and elect city-nominated Directors by a heightened majority of sitting Directors.

As the Board is aware, Directors Patricia Ponce and Saman Farid occupy the City’s seats. In October 2022, Executive Director Leslay Choy sent a memo to Matt Rodriguez, San Pablo City Manager to inform him that Director Farid’s first two-year term was concluding, and based on the unique experience and skill set he offers the Board, as well as his enthusiasm to serve another term, she was requesting the Council re-nominate Director Farid for a second term in time for a January 2023 re-election. The Council approved the renomination by minute order on December 19, 2022.

Mr. Saman Farid and his growing family live in San Pablo. He and his wife share a vested interest in mentorship and building economic opportunity for youth. He is passionate about education and training for the community, notably to build awareness of, and interest in, careers that have not traditionally been open to women and minorities. He is actively working with the Contra Costa Community College District on a stronger tie between the automation industry and curriculum with work experience. Mr. Farid also offers new relationships that help expand the San Pablo EDC’s current reach.

The Board is asked to pursue discussion and any inquiry it might like, and then to proceed with the nomination and election of Director Saman Farid to serve a second two-year term as a city-nominated Director. The decision requires a heightened majority. As there are five sitting Directors, three members constitute a heightened majority.

FISCAL IMPACT

There is no fiscal impact.

Attachments

None.

RESOLUTION SPEDC2023-0

RESOLUTION OF THE SAN PABLO ECONOMIC DEVELOPMENT CORPORATION BOARD OF DIRECTORS NOMINATING AND ELECTING DIRECTOR SAMAN FARID FOR A SECOND TWO-YEAR TERM AS A CITY-NOMINATED BOARD DIRECTOR

WHEREAS, the San Pablo Economic Development Corporation (San Pablo EDC) Board of Directors (Board) has a well-rounded board with diverse skills and experience, composed of three (3) regular members and two (2) members nominated by the City of San Pablo (City); and

WHEREAS, per Article II.B.3 of the San Pablo EDC bylaws, San Pablo City Council (Council), may nominate up to two individuals to serve a two-year term on the San Pablo EDC Board of Directors (Board) as those positions become available; and

WHEREAS, in October 2022, Executive Director Leslay Choy sent a memo to Matt Rodriguez, San Pablo City Manager to inform him that Director Farid's first two-year term was concluding, and based on the unique experience and skill set he offers the Board, as well as his enthusiasm to serve another term, she was requesting the Council re-nominate Director Farid for a second term in time for a January 2023 re-election, which was done by minute order on December 19, 2022; and

WHEREAS, Director Farid is passionate about education and training for the community, notably to build awareness of, and interest in, careers that have not traditionally been open to women and minorities. He is actively working with the Contra Costa Community College District on a stronger tie between the automation industry and curriculum with work experience. Mr. Farid also offers new relationships that help expand the San Pablo EDC's current reach; and

WHEREAS, the decision shall be made by a heightened majority of sitting board members, and there is no fiscal impact.

NOW, THEREFORE, BE IT RESOLVED by the San Pablo Economic Development Corporation Board of Directors, as follows:

- 1) Nominate and elect Director Saman Farid to serve a second two-year term as a city-nominated Director.

ADOPTED this 18th day of January, 2023, by the following vote, to wit:

AYES:

NOES:

ABSTAIN:

ABSENT:

ATTEST:

APPROVED:

Saeid Babay Hosseini, Board Secretary

Xavier Abrams, Board Chair

SAN PABLO EDC BOARD REPORT



DATE: January 18, 2023
TO: San Pablo EDC Board
FROM: Leslay Choy, Executive Director 
SUBJECT: RESOLUTION OF THE SAN PABLO ECONOMIC DEVELOPMENT CORPORATION BOARD OF DIRECTORS NOMINATING AND ELECTING BOARD OFFICERS BY RESOLUTION

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RECOMMENDED ACTION

The Executive Director recommends the Board of Directors:

1. Approve resolution

BACKGROUND

Annually, the San Pablo Economic Development Corporation (San Pablo EDC) Board of Directors (Board) nominates and elects a slate of officers as outlined in the organization’s bylaws Article VI.A.1.

Per Article VI.A, the officers of the Board are: Chair, Vice Chair, Treasurer and Secretary. The Board may nominate any sitting Director for any role, including the Director already occupying that role. Staff may also be nominated for the Board Secretary role. Per Article VI.A.1, “The same person may hold any number of offices, except that neither the Secretary nor the Treasurer may serve concurrently as the Board Chair or the Executive Director.”

Currently, the Board Chair is Xavier Abrams, the Vice Chair is Genoveva Calloway, the Treasurer is Kanwar Singh, and the Board Secretary is Saeid Babay Hosseini.

While the bylaws allow the Board to determine if the term of each officer is for the calendar year, a 12-month period, or an indeterminate amount of time, staff recommends the Board nominate a slate of officers, stipulating which person for which role, for the calendar year to serve until a new slate of directors is elected in the next calendar year.

Nominations may be seconded and voted on individually, or as a single motion for a slate of officers. The board resolution will be amended based on the Board’s actions at this meeting.

Brief descriptions for each officer role follow. Directors may also refer to Article VI.C.5 of the Bylaws.

Chair of Board of Directors

The Chair of the Board of Directors has an intimately understanding of the organization, its mission, strategic plan and operations. The Chair presides at board meetings if present. The Chair is authorized to execute in the name of the San Pablo EDC all contracts and other documents that have been properly approved. The Chair works with the Executive Director to develop board agendas and direct any board-level work, if needed. The Chair also formally represents the organization at events, and when needed, to the media. The Chair is charged with ensuring fellow directors exercise duty of care and loyalty.

Vice Chair of Board of Directors

The Vice Chair shall, in the absence of the Board Chair, or in the event of the Board Chair’s inability or refusal to act, perform all the duties of the Board Chair, and when so acting shall have all the powers of, and be subject to all the restrictions on, the Board Chair.

Treasurer

The Treasurer or his or her designee shall maintain adequate and correct accounts of the properties and business transactions of the San Pablo EDC, including accounts of its assets, liabilities, receipts, disbursements, gains, losses, capital, retained earnings, and other matters customarily included in financial statements. Such accounts shall be open to inspection by any Director at any reasonable time. The Treasurer or his or her designee shall ensure that all funds and other valuables in the name and to the credit of the San Pablo EDC are deposited and maintained in a reliable manner. The Treasurer or his or her designee shall disburse the funds of the San Pablo EDC as may be ordered by the Board, or the Executive Director.

Secretary

The Secretary or his or her designee shall maintain all records and documents of the San Pablo EDC, shall act as Secretary of all the meetings of the Board, and shall keep the minutes of all such meetings in books proposed for that purpose. If the Secretary is a Director, the Secretary may delegate portions of these responsibilities to the Executive Director; if the Secretary is not a Director, then the Secretary shall carry out these functions in conjunction with the Executive Director.

RECOMMENDATION

Following discussion, the Board is asked to make a single motion to (1) nominate a slate of officers specifying name and title, and (2) specify that the term of office is for calendar year 2021 until a new slate of officers is elected in 2022. Examples of motions might be, "I make a motion that [Name] serve as Board Chair, [Name] serve as Vice Chair, [Name] serve as Treasurer and [Name] serve as Board Secretary until the San Pablo EDC's next annual meeting;" or "I make a motion that the slate of board officers remains the same until the San Pablo EDC's next annual meeting."

The board resolution will be updated to reflect the Board's action.

FISCAL IMPACT

There is no fiscal impact.

Attachments

None.

RESOLUTION SPEDC2023-0

RESOLUTION OF THE SAN PABLO ECONOMIC DEVELOPMENT CORPORATION BOARD OF DIRECTORS NOMINATING AND ELECTING BOARD OFFICERS BY RESOLUTION

WHEREAS, according to the organization’s bylaws Article VI.A.1, officers of the San Pablo Economic Development Corporation (San Pablo EDC), Board of Directors (Board) officers are elected at its first meeting of the calendar year, or at other times as necessary; and

WHEREAS, per Article VI.A, the officers of the Board are: Chair, Vice Chair, Treasurer and Secretary. The Board may nominate any sitting Director for any role, including the Director already occupying that role. Staff may also be nominated for the Board Secretary role. Per Article VI.A.1, “The same person may hold any number of offices, except that neither the Secretary nor the Treasurer may serve concurrently as the Board Chair or the Executive Director;” and

WHEREAS, currently, the Board Chair is Xavier Abrams, the Vice Chair is Genoveva Calloway, the Treasurer is Kanwar Singh, and the Board Secretary is Saeid Babay Hosseini; and

WHEREAS, the Board is asked to make a single motion to (1) nominate a slate of officers specifying name and title, and (2) specify that the term of office is for the calendar year or until a new slate of officers is elected at the organization’s next annual meeting; and

WHEREAS, there is no fiscal impact.

NOW, THEREFORE, BE IT RESOLVED by the San Pablo Economic Development Corporation Board of Directors, as follows:

- 1) Nominate and elect by resolution a slate of officers specifying name, title and term of office. *This wording will be updated based on the Board’s action at the meeting.*

ADOPTED this 18th day of January, 2023, by the following vote, to wit:

AYES:

NOES:

ABSTAIN:

ABSENT:

ATTEST:


APPROVED:

Saeid Babay Hosseini, Board Secretary

Xavier Abrams, Board Chair

SAN PABLO EDC BOARD REPORT



DATE: January 18, 2023
TO: San Pablo EDC Board
FROM: Leslay Choy, Executive Director 
SUBJECT: PRESENTATION TO THE SAN PABLO ECONOMIC DEVELOPMENT CORPORATION BOARD OF DIRECTORS REGARDING AB 2449 AND BOARD MEETING IMPLICATIONS

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RECOMMENDED ACTION

The Executive Director recommends the Board of Directors:

1. Receive and file

BACKGROUND

Since March 2020, the San Pablo Economic Development Corporation (San Pablo EDC) Board of Directors (Board) has been operating under the State of Emergency protocol, which allowed for flexibility within the Brown Act provisions to meet virtually. As California’s state of emergency declaration lifts at the end of February, there is a requirement to return to in-person meetings, albeit with some new flexibility for hybrid meetings over the next few years.

The current ability to hold meetings via teleconference is based on California Assembly Bill (“AB”) AB 361 (Cal. Gov. Code 54953(k)). Under AB 361, teleconferencing is an option during a Governor-declared state of emergency, and where (a) local/state officials have imposed or recommend social distancing; (b) the meeting is held to determine whether meeting in person is an imminent health/safety risk; or (c) the local legislative body determines that meeting in person would result in an imminent health/safety risk.

Lifting the state of emergency nullifies AB 361 because it removes a necessary precondition for local authorities to use the existing AB 361 teleconferencing procedures—regardless of any local findings—leaving just the traditional Brown Act in-person meetings, and some limited new AB 2449 hybrid teleconferencing options based on need.

This brings the Board to a discussion of AB 2449 and the new hybrid teleconferencing options in place for the next three (3) years (Jan. 1, 2023 to Jan. 1, 2026). During this period, board members can request virtual attendance on a meeting-by-meeting basis in two situations: (1) for “**just cause**” (described below); or (2) “**emergency circumstances.**” Both options require some showing of a *need* for the remote attendance:

- **Just cause** means caregiving for a child, parent, spouse, etc., having a contagious illness, a physical or mental disability, or travel on official business.
- **Emergency circumstances** means a physical or family medical emergency that “prevents a member from attending in person.” § 54953(j).
- Note, there's some overlap here, as a medical emergency that prevents attendance could presumably include "having a contagious illness" that prevents attendance; the rules for invoking an emergency circumstance waiver is slightly more onerous, but there's a cap on the number of times a member can use the "just cause" waiver (see below).

Even if there is just cause and/or emergency circumstances justifying a member’s remote attendance, overall remote attendance is limited:

- There must still be an in-person quorum, limiting the number of members who can simultaneously appear remotely. § 54953(f)(1).
- No member can use the “just cause” mechanism more than twice in a calendar year. § 54953(f)(2)(A)(i).
- No member can appear remotely more than three months in a row, or for 20% of the regular meetings in a calendar year (or for more than 2 meetings if there are fewer than 10 regular meetings per year). § 54953(f)(3).

In order to use either the just cause/emergency circumstances provisions, the member also needs to notify the local agency’s legislative body “at the earliest opportunity possible” and provide “a general description of the circumstances” requiring that member to appear remotely. For an emergency circumstance, the legislative body also needs to take action to approve the request for remote attendance. § 54953(f)(2)(A)(ii). If a member appears remotely, they must disclose whether there are any adults in the room with them, and the member’s relationship to such other persons.

Staff invites the Board to discuss and set expectations.

FISCAL IMPACT

There is no fiscal impact.

Attachments

None.