

WESTERN NEVADA DEVELOPMENT DISTRICT

AGENDA

Board of Directors Meeting

9:00 am, Monday, May 22, 2023

Zoom Link: <https://us02web.zoom.us/j/4136367971?pwd=BIVrCb50rWPrHigVegcyxrWuVhc9go.1>

Meeting ID: 413 636 7971

Passcode: 880251

Mobile +1253-215-8782

1. **Call to Order** – Naomi Duerr, WNDD President – Reno City Council
2. **Agenda Approval** (For Possible Action)
3. **Meeting minutes approval of March 11, 2023** (For Possible Action)
4. **Announcements, Presentations, Recognition Items and Items of Special Interest**
(Information Only - No Action Required)
5. **APPROVAL OF CONSENT CALENDAR** (For Possible Action)
Items on the consent calendar may be approved by one motion. Consent items may be pulled at the request of Board Members wishing to have an item further discussed. When pulled for discussion, the item will automatically be placed at the beginning of the Administrative Agenda.
 - a. **Approval** – FY 2022-23, March 2023 Treasurer’s Report
FY 2022-23, April 2023 Treasurer’s Report
6. **Revised WNDD By-Laws** (For Possible Action)
7. **WNDD Executive Board Elections**-Naomi Duerr, WNDD President (For Possible Action)
8. **WNDD Executive Director Contract Renewal**-Naomi Duerr, WNDD President (For Possible Action)
9. **Executive Director / Staff Team Report** (Information Only – No Action Required)
 - a. Humboldt County- EPA Brownfields Grant Don Vetter, Michelle Hammond Allen
 - b. Humboldt County-Grass Valley Wastewater Reclamation Facility
Chris Brandon, Michelle Hammond Allen, Don Vetter
 - c. Pershing County-EPA Brownfields Grant Don Vetter, Heidi Lusby-Angvick
 - d. Good Jobs Challenge Grant Christine Brandon
 - e. Main Street America Conference Shari Davis, Christine Brandon
 - f. WNDD RLF Loans Update Christine Brandon
 - g. EDA Partnership Planning Grant FY 2023-2025 Christine Brandon
 - h. CEDS Draft Fred Steinmann
 - i. I-80 Corridor Sub-Committee Christine Brandon, Don Vetter

10. Member Updates (Information Only-No Action Required)
Clay Mitchell-Storey County

Kyle Isom-Mineral County

Kelly Frost-City of Fallon

11. Adjourn

NOTICE TO PERSONS WITH DISABILITIES: Members of the Public who are disabled and require special assistance or accommodation at the meeting are requested to notify the Western Nevada Development District office in writing at 1000 North Division Street, Suite 102 B, Carson City, Nevada 89703, by email at cbrandon@wndd.org or by calling 775-473-6753.

**WESTERN NEVADA DEVELOPMENT DISTRICT
MINUTES
Board of Directors' Meeting
9:00 am to 11:00 am, Monday, March 13, 2023
Zoom Only Meeting**

1. Call to Order and Roll Call

President Naomi Duerr called the meeting to order at 9:02 am

Roll Call – Members Present

Douglas County-Danny Tarkanian, Lisa Granahan, Kitty McKay; Humboldt County – Dave Mendiola, Michelle Hammond Allen; Mineral County -- Cassie Hall, Alyssa Burke; Pershing County – Heidi Lusby-Angvick; Storey County – Clay Mitchell, Honey Menefee; City of Fallon-Kelly Frost; City of Fernley – Neal McIntyre, Trish Conner; City of Lovelock – Mark Hauenstein; City of Reno - Naomi Duerr, Bryan McArdle; City of Sparks: Dian VanderWell, Art Sperber; Pyramid Lake Paiute Tribe—Scott Eldredge, Cassandra Darrough; BCTNN - Rob Benner; Brycon - Heather Van Erden; CSA - Leslie Colbrese; Downtown Reno Partnership-Nathan Digangi; EDAWN —Veronica Chavez; First Independent Bank—Angela Rowan; GOED – Shari Davis; JOIN-Denise Castle; Nevada Green Institute – Aster Girma; Tahoe Prosperity Center – Heidi Hill-Drum; TMCC—Amber Burroughs; UNR-UCED – Dr. Fred Steinmann

Members Absent

Carson City – Maurice White, Nancy Paulson; Pershing County – Shayla Hudson; Washoe County – Mike Clark, Sara Tone; City of Sparks – Tracy Holland; City of Winnemucca – Vince Mendiola, Alicia Heiser; CSA—Leslie Colbrese; Downtown Reno Partnership—Nathan Digangi; EIC—Mary Alber; GOWINN Representative; Nevada Builders Alliance—Jaron Hildebrand; NV Energy--Christina Bailey Shaver; NNDA—Amy Barnes; NRHA Bill Brewer; RailPros – Paul MacDonald; RNDC-Mary Kerner; Uprise Fiber - Sam Sanders; WNC—Niki Gladyce

Staff

Christine Brandon, Executive Director
Don Vetter, Economic Development Contractor

2. Agenda Approval (For Possible Action)

Dian VanderWell moved to approve the agenda; Honey Menefee seconded. Motion passed unanimously.

3. Meeting Minutes Approval from November 14, 2022

Art Sperber moved to approve the minutes; Dian VanderWell seconded. There was no discussion, motion passed unanimously.

4. Announcements, Presentations, Recognition Items and Items of Special Interest

There were no items to present.

5. APPROVAL OF CONSENT AGENDA

a. FY 2022-2023, February Treasurer's Report

Lisa Granahan commented she would like to see the reports include the year to date Budget vs. Actuals and wanted to know how much money was left of the EDA grant. Chris Brandon replied that the bookkeeper wanted to revise the budget before that would be available and WNDD had \$80,000, the entire years grant allotment left, as none had been drawn down for this FY. President Duerr, agreed that these changes needed to take place in our reporting. Chris Brandon would get the budget revised for the next meeting.

Lisa Granahan moved to approve the Consent Agenda, Dave Mendiola seconded. Motion passed unanimously.

6. Broadband Speed Test/Mapping Project

a. Christine Brandon referred the Board to the OptiExpress Quote to bring access to the speed testing data from the contract with Geo Partners that ended October 31, 2022. Dian VanderWell stated that she believed we would get maps of the data at the end of the contract. Honey Menefee mentioned that we needed real time data and what was the State offering in terms of real time data. Heidi Hill Drum said they had a project that was giving them real time data and to reach out to her Project Manager, Shelby Cooke. Don Vetter brought up the OSIT FCC model but the data was provided by the ISPs and wasn't necessarily accurate. Lisa Granahan discussed Tahoe Prosperity's offer, the OOKLA data provided by OSIT and the BEAD grants Douglas County was looking at. Don Vetter mentioned grant opportunities for rural and tribal entities.

7. Executive Director/Staff Team Report (Information Only-No Action Required)

a. Humboldt County-EPA Brownfields Grant

Don Vetter and Michelle Hammond Allen stated that Humboldt County, WNDD and NDEP had met with the EPA Brownfield's Project Manager, Lisa Hanusiak in Winnemucca for a kick-off meeting on February 1, 2023. We did a windshield tour of potential sites for environmental assessment around Winnemucca and Grass Valley. The grant is a community-wide assessment grant and will include the Regional Development Authority, Nevada 95/80 and can include sites in both Humboldt and Pershing Counties. Don Vetter explained WNDD is a sub-awardee responsible for outreach and marketing. Michelle Hammond Allen stated the RFP is currently out for proposals.

b. Humboldt County-Grass Valley Wastewater Treatment Facility

Don Vetter discussed the EDA application that WNDD, Humboldt County and Professional Grant Writers were working on. Dave Mendiola stated that the County was looking at 4 to 5 different funding sources to acquire the engineering, design and construction for the \$30M project. The County have a company interested in locating in Grass Valley and this was an important part of not only dealing with the public health issue but advancing economic development by the Winnemucca Airport. Professional

c. Pershing County-EPA Brownfields Grant

Don Vetter and Heidi Lusby-Angvick discussed the grant is finished at the end of June 2023. Heidi Lusby-Angvick the grant has created an increase in interest in properties in Lovelock. She also mentioned the 7 Troughs Distillery project as a success of turning a derelict property into a win for the community. Don Vetter discussed working on the final report and working to tie up any loose ends left to finish in partnership with Converse Consultants.

d. Good Jobs Challenge Grant

Chris Brandon discussed with the Board that WNDD didn't have the bandwidth to continue working as a sub-awardee with Nevadaworks on the grant. She explained that while WNDD was fulfilling Nevadaworks mission, it came at the cost of not doing WNDD's mission and serving our clients, our Board Members. She discussed that she had been in contact with EDA Region VI about WNDD's involvement and if we had any contractual obligation to continue the work for 3 years. EDA had informed her that if WNDD didn't have a contract, they did not believe WNDD was obligated. EDA Region VI also checked with EDA HQ, who agreed. President Duerr asked if any Members had any questions or comments. Heidi Lusby-Angvick, Nevadaworks Board Member, supported the decision to discontinue the work. Heidi Hill Drum, Lisa Granahan and Denise Castle also supported the decision.

e. Pyramid Lake Paiute Tribe-Commerce Center

Chris Brandon explained we were assisting the Tribe with a future Green Commerce Center at Wadsworth. WNDD is working with the Tribe, Muller and Bohlin, RailPros in preparing the grant application. This will be a very complex and multi-partnered project involving many federal agencies.

f. EDA Region VI Visit

Chris Brandon thanked everyone who met with Sheba Person-Whitley, EDA Region VI Director and John Edmond, EDA Nevada EDR January 19-20, 2023. The Director was very impressed with our District and how prepared the presenters were. WNDD with Storey County, Commissioner Clay Mitchel, Lara Mather, Business Development Director and Honey Menefee, Community Relations took Director Person-Whitley and Mr. Edmond to the Panasonic Factory on January 20th. NNDA, Amy Barnes and EDawn, Nancy McCormick and Heather Wessling Grosz. Many thanks to Storey County.

g. WNDD Summit

Chris Brandon stated that while the Summit that was held January 30-31, 2023 was for Members that many partnering agencies participated and that over 100 people attended. Dian Vanderwell said it was a great learning experience. Denise Castle agreed and enjoyed the networking experience, too. Clay Mitchell said he enjoyed it and the banquet the evening before. Rob Benner recommended more breaks in between programming next time. President Duerr recommended that the presentations were shorter. Art Sperber agreed but said the program drew in people and was very relevant.

He added that maybe we could create a committee to put the next one together. Bryan McArdle suggested some topics for next year's Summit and recommended that we raise the price to cover the costs more. President Duerr suggested \$100 conference fee and a sub-committee to help Chris Brandon. A sub-committee was formed.

Summit Sub-Committee Members:

Clay Mitchell, Denise Castle, Cassandra Darrough and Dian VanderWell

h. WNDD RLF Loans Update

Chris Brandon explained that two of the three companies that have loans with WNDD sold in December and January. Buttsup Duck, from Fallon paid their loan off in full. Chris Brandon worked with the WNDD attorney, Mike Pavlakis, to remove the liens on that business. The second company, Liberty Fitness, sold and wants to transfer the loan to the new owner. The new owners agreed to the loan liability in their purchase agreement. Again, Chris Brandon went to our attorney to see how to navigate a transfer. Mr. Pavlakis stated that the former owner's personal guarantee was still in effect and was still responsible to fulfill his financial obligations with WNDD. WNDD will work with the new owners to vet them and transfer the loan if prudent.

i. New WNDD Grants Manager-PT Eden Foster

Chris Brandon explained that she hired a part-time grants manager on February 2, 2023 in order to get all WNDD grants transferred and up to date. Eden Foster has been a great help and we have completed most of that task. President Duerr was pleased with the decision to hire Ms. Foster.

j. EDA Partnership Planning Grant FY 2023-2025

We are now applying for the new EDA Partnership Planning grant for FY23-FY25. This grant is WNDD's funding for the next 3 years starting July 1, 2023.

k. CEDS Update Workshop March 31, 2023

The Workshop will be held at the City of Fernley Council Chambers on March 31, 2023. UNR-UCED Director, Fred Steinmann will conduct the SWOT analysis and about 40-45 people have signed up to participate. Many thanks to the City of Fernley for hosting the Workshop.

l. I-80 Corridor Sub-Committee Formation

Chris Brandon asked to add this agenda item. The Board discussed the safety issues and the lack of resolutions. Clay Mitchell said that NDOT was going to create a safety corridor that would include speed limit lowering but that we needed long term solutions. Dian VanderWell agreed. Trish Conner stated that 60% of Fernley residents work outside of Fernley. Art Sperber said he had worked on a study for NDOT and there are issues where there isn't any extra easements to add lanes. Cassandra Darrough would get her Transportation Department involved. Formation of a Sub-Committee ensued.

I-80 Sub-Committee Members:

Reno-Naomi Duerr

Sparks-Dian Vanderwell, Art Sperber
Pyramid Lake Paiute Tribe-Cassandra Darrough
Fernley-Neal McIntyre, Trish Conner
Storey County-Clay Mitchell

Chris Brandon will reach out to all Organizational Members to see if they would like to be included.

8. WNDD By-Laws Task Force Update (Information Only-No Action Required)

The By-Laws task force committee is made up of Naomi Duerr, President, Heidi Lusby-Angvick, Honey Menefee, Storey County, Angela Rowan, First Independent Bank of Nevada. President Duerr discussed the basic changes in structure and removing the redundancy. Honey Menefee and Chris Brandon concurred and said the document was out for comment until May 12, 2023. We would go over comments at the next Board meeting in May.

9.WNDD-Nominating Committee for FY23-25 Executive Board Officers (For Possible Action)

President Duerr asked for Board Members to be on the committee with her. Honey Menefee and Lisa Granahan volunteered. Elections will be at the May meeting.

10. WNDD Membership Dues for FY2023 (For Possible Action)

President Duerr asked for comments from the Board concerning raising dues. Lisa Granahan recommended that the Board revisit the topic in the Fall. Bryan McArdle recommended an annual letter so the dues get included in city and county budgets early in the year and include the value of being in the CEDS. Everyone agreed.

11. Member Updates

Pershing County-Heidi Lusby-Angvick

Ms. Lusby-Angvick stated that Pershing County had two new Council Members and one new County Commissioner and they were on a learning curve of understanding economic development. She said she was still waiting for 7 Troughs Distillery to get started. The Westcoast Salmon Farm was struggling with investors but were still committed to the project. Lovelock was getting a new Maverick Gas Station. Uprise Fiber Broadband project had not started yet.

Mineral County-Commissioner Cassie Hall

Commissioner Hal stated she did not have an update at this time.

12. Adjournment

President Duerr adjourned the WNDD Board meeting at 11:11 am.

Western Nevada Development District

Profit and Loss

March 2022 - March 2023

	TOTAL
Income	
Associate Membership	5,425.00
Board Retreat	11,305.24
EDA Cares Grant	50,000.00
Grant Revenue	166,785.03
Interest Earnings	2,238.94
4410 EDA Interest (deleted)	2.36
Total Interest Earnings	2,241.30
Membership Dues	107,946.00
RLF Interest	1,065.50
Total Income	\$344,768.07
Expenses	
Accounting	13,484.00
Audit	6,675.00
Bank Service Charges	43.44
Board Retreat Expense	9,521.25
Brownfield Humboldt	10,486.51
Contracted Services	141,800.51
Dues	879.90
Equipment	912.49
Fringe Benefits	
Dental Insurance	980.50
Health Insurance	3,600.00
Life Insurance	117.00
Retirement	6,250.00
Vision Insurance	404.82
Total Fringe Benefits	11,352.32
Good Jobs	12,243.00
Insurance	
Liability/Property	1,364.35
Workmans Compensation	1,199.00
Total Insurance	2,563.35
Legal	6,623.00
Lodging	1,360.03
Meals	1,878.64
Meetings	2,490.48
Miscellaneous	0.00
Office Supplies	3,879.10

Western Nevada Development District

Profit and Loss

March 2022 - March 2023

	TOTAL
Payroll Expense	80,279.21
Leased Employee	7,344.46
Payroll Taxes	
Medicare	859.32
Social Security	3,674.36
State Unemployment	429.24
Total Payroll Taxes	4,962.92
Wages	55,664.05
Total Payroll Expense	148,250.64
Printing	2,161.80
Rent	12,940.22
Subscriptions	4,482.09
Telephone	576.56
Travel	7,134.21
Unapplied Cash Bill Payment Expense	0.00
Web Design & Maintenance	577.60
Total Expenses	\$402,316.14
NET OPERATING INCOME	\$-57,548.07
NET INCOME	\$-57,548.07

Western Nevada Development District

Profit and Loss

April 2022 - April 2023

	TOTAL
Income	
Associate Membership	5,425.00
Board Retreat	11,305.24
EDA Cares Grant	50,000.00
Grant Revenue	153,714.53
Interest Earnings	1,847.25
4410 EDA Interest (deleted)	2.36
Total Interest Earnings	1,849.61
Membership Dues	107,946.00
RLF Interest	1,065.50
Total Income	\$331,305.88
Expenses	
Accounting	14,250.00
Audit	6,675.00
Bank Service Charges	70.94
Board Retreat Expense	9,521.25
Brownfield Humboldt	10,861.51
Contracted Services	134,865.01
Dues	987.18
Equipment	912.49
Fringe Benefits	
Dental Insurance	816.27
Health Insurance	2,700.00
Life Insurance	117.00
Retirement	6,250.00
Vision Insurance	249.78
Total Fringe Benefits	10,133.05
Good Jobs	13,936.75
Insurance	
Liability/Property	1,364.35
Workmans Compensation	1,199.00
Total Insurance	2,563.35
Legal	6,955.50
Lodging	1,360.03
Meals	1,902.47
Meetings	2,490.48
Miscellaneous	0.00
Office Supplies	4,059.06
Parking	4.00

Western Nevada Development District

Profit and Loss

April 2022 - April 2023

	TOTAL
Payroll Expense	89,358.32
Leased Employee	7,344.46
Payroll Taxes	
Medicare	637.13
Social Security	2,724.33
State Unemployment	337.31
Total Payroll Taxes	3,698.77
Wages	41,240.98
Total Payroll Expense	141,642.53
Printing	2,161.80
Rent	11,681.25
Subscriptions	4,464.09
Telephone	834.56
Travel	7,609.50
Unapplied Cash Bill Payment Expense	73.53
Web Design & Maintenance	577.60
Total Expenses	\$390,592.93
NET OPERATING INCOME	\$-59,287.05
NET INCOME	\$-59,287.05

Western Nevada Development District

Budget vs. Actuals: FY_2022_2023 - FY23 P&L

July 2022 - April 2023

	TOTAL			
	ACTUAL	BUDGET	OVER BUDGET	% OF BUDGET
Income				
Associate Membership	5,425.00		5,425.00	
Board Retreat	11,305.24	10,000.00	1,305.24	113.05 %
EDA Planning Grant		80,000.00	-80,000.00	
Grant Revenue	42,806.72	26,550.00	16,256.72	161.23 %
Interest Earnings	1,246.55		1,246.55	
4410 EDA Interest (deleted)	1.74		1.74	
Total Interest Earnings	1,248.29		1,248.29	
Membership Dues	106,500.00	130,000.00	-23,500.00	81.92 %
RLF Interest	615.01	3,000.00	-2,384.99	20.50 %
Total Income	\$167,900.26	\$249,550.00	\$ -81,649.74	67.28 %
Expenses				
Accounting	8,330.00	10,000.00	-1,670.00	83.30 %
Audit	6,675.00	7,000.00	-325.00	95.36 %
Bank Service Charges	65.00		65.00	
Board Retreat Expense	9,521.25	10,000.00	-478.75	95.21 %
Brownfield Humboldt	10,861.51		10,861.51	
Contracted Services	66,963.11	57,000.00	9,963.11	117.48 %
Dues	107.28	2,500.00	-2,392.72	4.29 %
Equipment	912.49	1,500.00	-587.51	60.83 %
Fringe Benefits				
Dental Insurance	618.35		618.35	
Life Insurance	117.00		117.00	
Vision Insurance	198.10		198.10	
Total Fringe Benefits	933.45		933.45	
Good Jobs	13,936.75		13,936.75	
Insurance				
Liability/Property	1,364.35	1,900.00	-535.65	71.81 %
Workmans Compensation	1,199.00		1,199.00	
Total Insurance	2,563.35	1,900.00	663.35	134.91 %
Legal	5,263.50	2,000.00	3,263.50	263.18 %
Lodging	1,360.03		1,360.03	
Meals	1,413.35	1,000.00	413.35	141.34 %
Meetings	1,210.04	2,500.00	-1,289.96	48.40 %
Miscellaneous	0.00		0.00	
Office Supplies	1,064.96	1,725.00	-660.04	61.74 %
Parking	4.00		4.00	
Payroll Expense	89,358.32		89,358.32	
Leased Employee		110,556.00	-110,556.00	
Total Payroll Expense	89,358.32	110,556.00	-21,197.68	80.83 %
Postage		300.00	-300.00	
Printing	1,640.45	1,500.00	140.45	109.36 %

Western Nevada Development District

Budget vs. Actuals: FY_2022_2023 - FY23 P&L

July 2022 - April 2023

	TOTAL			
	ACTUAL	BUDGET	OVER BUDGET	% OF BUDGET
Rent	7,662.69	8,000.00	-337.31	95.78 %
Subscriptions	1,477.03		1,477.03	
Telephone	834.56		834.56	
Travel	5,148.77	5,000.00	148.77	102.98 %
Unapplied Cash Bill Payment Expense	73.53		73.53	
Web Design & Maintenance	577.60	5,000.00	-4,422.40	11.55 %
Total Expenses	\$237,958.02	\$227,481.00	\$10,477.02	104.61 %
NET OPERATING INCOME	\$ -70,057.76	\$22,069.00	\$ -92,126.76	-317.45 %
NET INCOME	\$ -70,057.76	\$22,069.00	\$ -92,126.76	-317.45 %

**WESTERN NEVADA DEVELOPMENT DISTRICT
(WNDD)**

**BY-LAWS
Draft Dated 11/14/2022**

Adopted December 3, 1991

Amended April 7, 1992

Amended December 6, 1994

Amended June 3, 1997

Amended December 8, 1998

Amended October 6, 2003

Amended October 14, 2015

Amended June 24, 2019

Amended November, 2022

BY-LAWS

Revision
Board of Directors
Western Nevada Development District
October 2022

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DEFINITIONS

Alternates:

BY-LAWS

2

Revision
Board of Directors
Western Nevada Development District
October 2022

Refers to the designated replacements for ELECTED OFFICIALS at meetings. These replacements are for no longer than the term of the elected official's term on WNDD or until such time as WNDD receives written notification changing the designated Alternate.

If the elected official is unable to attend a meeting, they may designate, in writing, an Alternate to vote on their behalf. Once officially designated, an Alternate will enjoy the same benefits as the elected official they represent.

Associate Members:

An individual who by virtue of being a state or national legislator and/or a member of an organization or agency is interested in WNDD activities. These individuals have no voting power except in WNDD committee matters as defined in these Bylaws.

Board of Directors:

Refers to the total group of local elected officials and appointed representatives who sit as the group with final authority on WNDD matters. This group has responsibilities for dealing with WNDD policies, election of officers and appointments to WNDD committees.

CEDS: – Comprehensive Economic Development Strategy, a District-wide planning document written every five (5) years and updated annually. The CEDS and/or its update is submitted to the US Department of Commerce, Economic Development Administration for approval every year.

Conflict of Interest:

A conflict between the private interests and the official responsibilities of a member of the Board of Directors or any WNDD committee.

Contract for Services:

A WNDD Member may choose to hire the WNDD staff to provide certain professional services and pay a charge for those services, i.e., a Master Plan for a city or county. This payment is separate from regular annual membership assessments which support general WNDD activities. The WNDD may also contract with a consulting firm or a governmental agency to obtain services which the WNDD staff or a governmental agency are unable to provide for reasons of expertise or staff numbers.

Dues:

The charge assessed to WNDD Members to support general WNDD activities. Such charge is established annually by the Board of Directors.

Executive Committee:

Executive Committee to consist of current President, Vice-President, Secretary/Treasurer, and two (2) Organizational Member representatives from the WNDD Board of Directors for a total of five (5) members.

Organizational Members:

Refers to a political subdivision; city, town, county, or tribes; that has been designated by WNDD Board Resolution to be a Member of WNDD. The actual Member is the political/tribal subdivision, which is represented by its elected officials, staff, and appointed private sector representatives.

NAME

The name of the organization shall be the WESTERN NEVADA DEVELOPMENT DISTRICT, hereinafter called the "DISTRICT".

ARTICLE 1 – Objectives

- 1.1 The purpose of the DISTRICT is to strengthen the planning and development capacity of its Organizational Members (Members) as directed by the Board of Directors (Board), by pursuing the following objectives:
 - (a) Provide planning and technical assistance to Members and coordinate between local, county, regional, tribal, and federal organizations and agencies.
 - (b) Develop the CEDS 5-year plan, yearly updates, and annual Strategic Plan with budget to the Board.
 - (c) Receive and expend federal, state, county, tribal and municipal government funds in a manner consistent with the CEDS and the annual budget.
 - (d) Contract with DISTRICT Members; local, county, tribal, regional, and federal organizations and agencies; private organizations; and individuals to provide and/or receive services.
 - (e) Furnish technical assistance to key agencies and individuals to promote and implement DISTRICT programs and plans.
 - (f) Provide any other activities consistent with DISTRICT policies and the official Articles

of Incorporation, Attachment I, that benefit the Members.

ARTICLE 2 – District Composition

- 2.1 The District is comprised of Representatives of the Political Subdivisions, which make up the Board of Directors and Committees, as formed by the Board of Directors.

ARTICLE 3 – Board of Directors

- 3.1 The Board of Directors (Board) shall be the general policy-making body and final authority for the DISTRICT.
- 3.2 The Board shall be comprised of representatives from the Member Organizations. Such representatives shall include an elected official, a designated staff member appointed by the legislative body of the government involved, and a business representative.
- 3.3 Any Organizational Member (Member) may appoint a total of up to three (3) representatives to the Board. Each Member may appoint not more than one (1) private sector representative from the business, industrial, professional, or educational segments from the Member jurisdiction.
- 3.4 All Member representatives shall serve at the request of their designating authority.
- 3.5 Board Responsibilities. The Board shall have final authority on any matter concerning the organization and shall:
- (a) Establish area-wide goals, priorities, and objectives
 - (b) Formulate and approve the annual Strategic Plan
 - (c) Approve the DISTRICT annual budget and membership fee schedule
 - (d) Resolve membership questions and adopt or amend Bylaws as necessary
 - (e) Initiate or assist in the establishment of Inter-Governmental Agreements between governmental jurisdictions of the DISTRICT on matters of a regional nature
 - (f) Propose, initiate, or approve any study, plan, policy, discussion, or other DISTRICT policy matter

(g) Elect members to the Executive Committee as outlined in these Bylaws

ARTICLE 4 - Membership

- 4.1 Classes of Membership shall be 1) Organizational, 2) Associate, and 3) Alternates
- 4.2 Organizational Member. Political subdivisions shall be county governments, Indian tribes, incorporated cities, statutorily recognized town boards, and private sector representatives appointed by Organizational Members (Members).
- (a) Each political subdivision may have three (3) Members: one (1) elected, one (1) staff, and one (1) appointed private businessperson.
- (b) The Organizational Member representatives shall be limited those:
- 1) Who, by virtue of a legal election, represent residents of DISTRICT Member counties, cities, or towns
 - 2) Staff representatives of DISTRICT Member counties, cities, or towns
 - 3) Private Sector representatives of DISTRICT Member counties, cities, or towns
- (c) Organizational Members will support the DISTRICT and agree to comply with the financial requirements of dues as determined by the Board of Directors (Board).
- 4.3 Associate Member. Representatives from governmental agencies; educational institutions; and other organizations, agencies, or individuals who provide input into DISTRICT activities, policies, and decisions.
- (a) Associate Members will support the DISTRICT and agree to comply with the financial requirements of dues as determined by the Board.
- (b) Associate Members may be designated to committees as determined by the Board.
- 4.4 Alternates. For voting purposes only, elected officials may designate an Alternate to serve in their absence.
- (a) The Alternate shall be either another elected official or key staff of the political subdivision/tribe.
- (b) Once designated, an Alternate will enjoy the same benefits as the elected official they represent.

(c) Alternates shall serve no longer than the term of the elected official they represent.

ARTICLE 5 - Dues

- 5.1 Membership dues shall be determined annually by the Board of Directors (Board). Dues shall be payable within sixty (60) days from the due date, July 1 of that fiscal year.
- 5.2 Withdrawal. Organizational Members may withdraw at any time by written notice from their respective political subdivision. No refund of dues shall be allowed.
- 5.3 Reinstatement. Reinstatement of any former Organizational Member shall be honored upon written request and payment of dues.

ARTICLE 6 – Board of Directors Meetings

- 6.1 Board of Directors Meetings. The Board of Directors (Board) shall meet quarterly; January, April, July, and October; at the call of the President or upon petition by a quorum of the Members.
- 6.2 Board of Directors Quorum. A quorum shall consist of 50% of Organizational Members and at least three (3) members of the Executive Committee. A quorum must be present to adopt any resolution or approve any official action.
- 6.3 Election of officers shall be held every two (2) years during the April quarterly meeting.
- 6.4 Meetings, such as Member conferences or programs, shall be in addition to quarterly meetings and may occur up to two (2) times annually.

ARTICLE 7 – Voting

- 7.1 The Board of Directors (Board) determines the method of voting.
- 7.2 Each Organizational Member shall be entitled to one (1) vote.
- 7.3 Organizational Members unable to have any representatives present at a Board meeting

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may vote in writing. This vote must be submitted to the Board President prior to the start of the Board meeting in question and is valid only for the meeting specified in the written declaration.

7.4 A two-thirds (2/3) majority vote shall rule.

7.5 Associate Members shall not have voting rights within the Board but are entitled to voting privileges in DISTRICT committees on which they serve.

ARTICLE 8 – Executive Board

8.1 The Executive Board is the governing body of the Board of Directors (Board) and is subject to its direction and approval. The Executive Board may act on behalf of the Board in the event that action is required and the Board as a whole is unable to convene.

8.2 The Executive Board shall implement policies and procedures established by the Board.

8.3 The Executive Board:

(a) Serves as the financial control body and receives and expends funds on behalf of the Board.

(b) Approves, executes, and enters into contractual agreements for materials, services, and supplies, etc.

(c) Implements programs authorized by the Board.

(d) Recommends policies, studies, or plans to the Board.

(e) Proposes the annual Strategic Plan and budget to the Board.

(f) Completes an annual review of the DISTRICT Executive Director and proposes annual salary/fringe/bonus adjustments.

8.4 The Executive Board shall be comprised of the President, Vice-President, Secretary/Treasurer, and two (2) Organizational Member representatives to serve as Directors-at-Large. The five (5) positions shall be filled from differing geographic locations, so that each county has no more than one (1) representative on the Executive Board.

8.5 The Executive Board is elected by the Board. The Board shall elect from its Organizational Member representatives, a President, Vice-President, and Secretary/Treasurer and two (2)

Directors-at-Large who will each serve for a 24-month period.

- 8.6 Elections. Officers shall be elected by two-thirds (2/3) majority vote of the Board at the quarterly April meeting and will take office July 1 of that year. Nominations shall be by nominating committee or nominations from the floor. Voting may be any method agreed upon by two-thirds (2/3) majority of the Board.
- 8.7 Any Officer or Director-at-Large may be re-elected for one (1) additional 24-month period. Tenure of office is not continued when a change for an Organizational Member representative occurs because of local elections, resignations, or removal.
- 8.8 Vacancies. If vacancy occurs on the Executive Board, the Board shall fill that vacancy at the next regular or special meeting through established voting procedures.
- 8.9 Individual Duties of the Executive Board:
- (a) President. To preside over all meetings of the Executive Board and Board. They shall appoint all committees for the DISTRICT. They shall be the authorized signatory for the DISTRICT.
- (b) Vice-President. To preside over meetings of the Executive Board and Board in the absence of the President.
- (c) Secretary/Treasurer. To ensure the maintenance of records as may be required and to oversee record requests made by any Organizational Member representative. They have authority over all fiscal responsibilities.
- (d) Directors-at-Large. To provide support and guidance to the Executive Board.
- 8.10 Executive Board Meetings. The Executive Board shall meet quarterly at the call of the President at such time and place as the President or Executive Board shall determine.
- 8.11 Executive Board Quorum. No business may be conducted unless there are at least three (3) of the duly elected Executive Board present.
- 8.12 Voting Method. The Executive Board determines the method of voting. A majority vote shall rule.

ARTICLE 9 - Committees

- 9.1 The Board of Directors (Board) may appoint committees to deal with issues which face the DISTRICT. Committees are responsible for making recommendations to the Board or the Executive Board and have no authority to act independently.
- 9.2 Committee Membership. The President shall appoint committee members, with Board or Executive Board approval, in the following manner:
- (a) Each committee shall be composed of a minimum of three (3) Organizational Member Representatives.
 - (b) Up to two (2) Associate Members may be appointed to serve on any committee.
 - (c) There shall be no maximum limit for the number of members serving on any given committee.
 - (d) Every effort shall be made to gather expert input into committee deliberations and recommendations.
- 9.3 Committee Meetings. Committee meetings will be determined by each committee as deemed necessary.
- 9.4 Committee Voting Method. Voting may be by whatever method determined and a majority vote shall rule. All committee members have voting rights on committee matters.
- 9.5 Committee Duties. The duties of each committee shall be:
- (a) Seek and obtain information relevant to the committee topic and present findings to the Board or the Executive Board.
 - (b) Committees are encouraged to solicit, obtain, request, and accept technical, advisory, or other assistance. In no case may a committee contract for services or otherwise legally act on behalf of the DISTRICT.

ARTICLE 10 - Equal Employment Opportunity

- 10.1 The DISTRICT and all its components shall comply with equal employment opportunity under Executive Order 11246 and 11375 or as otherwise amended.

ARTICLE 11 - Conflict of Interest

- 11.1 A conflict between the private interests and the official responsibilities of an Organizational Member Representative or any committee member shall constitute a conflict of interest.
- 11.2 An Organizational Member Representative or committee member shall not vote on any matter which would involve a conflict of interest; whereby aforementioned member stands to receive direct or indirect gain.
- 11.3 Whether a perceived or actual conflict exists, the Organizational Member Representative or committee member shall recuse themselves.
- 11.4 Any person may raise the question of potential conflict of interest with respect to any Organizational Member Representative or committee member present.

ARTICLE 12 - Parliamentary Procedure

- 12.1 Roberts' Rules of Order (Newly Revised) will be the Parliamentary authority for all DISTRICT meetings, including committee meetings.

ARTICLE 13 – Letters of Support

- 13.1 The following shall apply to requests for Letters of Support from the DISTRICT:
 - (a) Project and/or program must be applicable to the DISTRICT, benefitting communities where the project/program will be implemented.
 - (b) Project and/or program must be in agreement with a DISTRICT Comprehensive Economic Development Strategy (CEDS).

ARTICLE 14 - Bylaw Revisions

- 14.1 These Bylaws may be amended upon a thirty (30) day written notice to all Organizational Members subject to a two-third (2/3) majority vote. A special committee appointed to revise these Bylaws may be appointed by the President subject to the rules for the appointment of committees.

ARTICLE 15 – Dissolution

- 15.1 In the event of the dissolution of the DISTRICT, all property shall be sold. The proceeds of such sale shall be combined with current cash assets to determine the total cash assets of the DISTRICT. The total cash assets remaining, after payment of all legal debts, shall be distributed to the respective Organizational Members at the time of dissolution of the DISTRICT.
- 15.2 The total cash assets to be distributed shall be in accordance to the proportion of dues paid by current remaining Organizational Members.

ARTICLE 16 - Suppression of Previous Bylaws

- 16.1 Adoption and execution of these Bylaws hereby supersedes and renders null and void all previous Bylaws for the DISTRICT but does not affect any other existing official actions or contracts.



May 22, 2023

Christine Brandon
Executive Director
1230 Cabrolet Drive
Carson City, NV 89703

Dear Ms. Brandon:

Based on your performance review by the Executive Board on May 9, 2023, I am pleased to offer you a 4% salary increase, a cash bonus for \$2,250 (when funds are available in the next few months) and an additional week of leave per year in the position of Executive Director at Western Nevada Development District. (WNDD).

You will continue to work for the WNDD Board of Directors with direct supervision from the WNDD President and/or Vice President/President Elect, at a salary of \$78,000.00 to be paid on a bi-monthly basis. This position is a regular full-time position. The contract start date is June 1, 2023.

The WNDD benefit program includes: WNDD health insurance program that provides medical, vision, dental, and life insurance coverage. WNDD provides 5% of salary retirement payment on an annual basis to be paid at the completion of each year of employment. WNDD provides 13 paid holidays per year and four weeks of annual leave. You will be provided 4 weeks of vacation leave to begin on June 1, 2023. This may be utilized towards vacation or personal time off. Please be aware that the types and levels of benefits provided to you may change from time to time by action of the WNDD Executive Board and/or Board.

Your current job description for your position is still in effect. Your specific job assignment may be changed from time to time at the discretion of WNDD Executive Board and/or Board. All changes in your status and/or rights and benefits as a WNDD employee will be made in writing.

We look forward to working with you as we continue to move WNDD forward as a leader in economic development.

Sincerely,

Naomi Duerr, President
Western Nevada Development District

I hereby acknowledge that I have received a copy of this letter and I accept the terms and conditions contained herein.

Signature _____

Date _____