



GOVERNING BOARD MEETING

AGENDA

Thursday, May 19, 2022 9:30 a.m.

Locations:

In Person:

197 Mono Way, Suite B
Sonora, CA 95370
(209) 533-3396

Teleconference:

Join Zoom Meeting:
<https://us02web.zoom.us/j/6067573943>
Dial-in audio: 669-900-9128
Meeting ID: 606 757 3943

CSEDD Governing Board Members (12):

JPA Member Agency	Elected Board Member	Citizen Board Member
Alpine County	Terry Woodrow, Supervisor	JT Chevallier
Amador County	Frank Axe, Supervisor	Simon Montagu
Calaveras County	Benjamin Stopper, Supervisor (Vice-Chair)	Kathryn Gallino
Mariposa County	Marshall Long, Supervisor (Chair)	Tara Schiff
Tuolumne County	Anaiah Kirk, Supervisor	<Open>
City of Angels Camp	Caroline Schirato, Council Member	
City of Sonora	Ann Segerstrom, Council Member	

CALL TO ORDER – ROLL CALL

1. ACTION ITEM:

- a. Consideration of Adopting a Resolution *Re-Authorizing* Findings in Support of Allowing Remote Meetings Pursuant to AB361 (Modifies Brown Act Procedures During a Declared Emergency) and Direction Regarding Holding CSEDD Board Meetings in Person or Remotely

2. **ORAL COMMUNICATION:** The Public may speak on any item not on the printed agenda. No action may be taken. [Gov. Code § 54954.2(b)(2)]

3. **CONSENT AGENDA:** The following Consent Agenda items are expected to be routine. They will be acted upon by the District Board at one time. Any Board Member, staff member or interested person may request that any Consent items be removed for discussion.
 - a. Approval of the Minutes of the February 17, 2022 meeting of the CSEDD Governing Board

4. **ACTION ITEMS:**
 - a. Approval to enter into contract with Chico State Enterprises for the creation of a Comprehensive Economic Development Strategy (CEDs)

5. **INFORMATION/DISCUSSION ITEMS:**
 - a. Farewell to Cole Przybyla, Tuolumne citizen member
 - b. Community Economic Resilience Fund (CERF) Regional Planning Grant
 - c. [Joint Planning Resource Guide](#) from the U.S. Department of Commerce Economic Development Administration (EDA) and the U.S. Department of Agriculture Rural Development (USDA RD).
 - d. Board member topics of interest (Roundtable)

6. **NEXT MEETING(S):**

2022 meeting dates (all at 9:30 AM)
Aug. 18, Nov. 10

7. **ADJOURN**

In accordance with the American with Disabilities Act, if you need special assistance (i.e. auxiliary aids or services) in order to participate in this public meeting, please contact the Administrative Assistant of Mother Lode Job Training (MLJT) at 209-588-1150. Notification 48 hours prior to the start of the meeting will enable the Administrative Assistant to make reasonable accommodations to ensure accessibility to this meeting.

1 **Board of Directors, Central Sierra Economic Development District**

2
3 **FINDINGS OF THE BOARD OF DIRECTORS OF THE CENTRAL SIERRA ECONOMIC**
4 **DEVELOPMENT DISTRICT RE-AUTHORIZING REMOTE TELECONFERENCE MEETINGS**
5 **FOR THE PERIOD MAY 19, 2022 – JUNE 18, 2022**
6 **PURSUANT TO THE RALPH M. BROWN ACT.**
7

8 **WHEREAS**, all meetings of the Board of Directors of the Central Sierra Economic Development
9 District and its legislative bodies are open and public, as required by the Ralph M. Brown Act (Cal. Gov.
10 Code 54950 – 54963), so that any member of the public may attend, participate, and view the legislative
11 bodies conduct their business; and

12 **WHEREAS**, the Brown Act, Government Code section 54953(e), makes provisions for remote
13 teleconferencing participation in meetings by members of a legislative body, without compliance with the
14 requirements of Government Code section 54953(b)(3), subject to the existence of certain conditions and
15 requirements; and

16 **WHEREAS**, a required condition of Government Code section 54953(e) is that a state of emergency
17 is declared by the Governor pursuant to Government Code section 8625, proclaiming the existence of
18 conditions of disaster or of extreme peril to the safety of persons and property within the state caused by
19 conditions as described in Government Code section 8558(b); and

20 **WHEREAS**, a further required condition of Government Code section 54953(e) is that state or local
21 officials have imposed or recommended measures to promote social distancing, or, the legislative body
22 holds a meeting to determine or has determined by a majority vote that meeting in person would present
23 imminent risks to the health and safety of attendees; and

24 **WHEREAS**, on March 4, 2020, Governor Newsom issued a Proclamation of a State of Emergency
25 declaring a state of emergency exists in California due to the threat of COVID-19, pursuant to the California
26 Emergency Services Act (Government Code section 8625); and,

27 **WHEREAS**, on June 11, 2021, Governor Newsom issued Executive Order N-07-21, which
28 formally rescinded the Stay-at-Home Order (Executive Order N-33-20), as well as the framework for a

1 gradual, risk-based reopening of the economy (Executive Order N-60-20, issued on May 4, 2020) but did
2 not rescind the proclaimed state of emergency; and,

3 **WHEREAS**, on June 11, 2021, Governor Newsom also issued Executive Order N-08-21, which set
4 expiration dates for certain paragraphs of the State of Emergency Proclamation dated March 4, 2020 and
5 other Executive Orders but did not rescind the proclaimed state of emergency; and,

6 **WHEREAS**, as of the date of this Finding, neither the Governor nor the state Legislature have
7 exercised their respective powers pursuant to Government Code section 8629 to lift the state of emergency
8 either by proclamation or by concurrent Finding the state Legislature; and,

9 **WHEREAS**, the California Department of Industrial Relations has issued regulations related to
10 COVID-19 Prevention for employees and places of employment. Title 8 of the California Code of
11 Regulations, Section 3205(5)(D) specifically recommends physical (social) distancing as one of the
12 measures to decrease the spread of COVID-19 based on the fact that particles containing the virus can travel
13 more than six feet, especially indoors; and,

14 **WHEREAS**, on [February 17, 2022](#), the Board of Directors of the Central Sierra Economic
15 Development District previously adopted findings that the requisite conditions existed for the Board of
16 Directors of the Central Sierra Economic Development District to conduct remote teleconference meetings
17 without compliance with Government Code section 54953 (b)(3), as authorized by Section 54953(e); and,

18 **WHEREAS**, as a condition of extending the use of the teleconferencing provisions for another 30
19 days beyond the Finding adopted on [February 17, 2022](#), pursuant to Government Code Section 54953(e),
20 the Board of Directors of the Central Sierra Economic Development District must reconsider the
21 circumstances of the state of emergency that exists and find that either the state of emergency continues to
22 directly impact the ability of the members to meet safely in person or state or local officials continue to
23 impose or recommend measures to promote social distancing; and,

24 **WHEREAS**, the Board of Directors of the Central Sierra Economic Development District has
25 reconsidered the circumstances of the state of emergency and finds that state or local officials continue to
26 impose or recommend measures to promote social distancing, based on the California Department of
27 Industrial Relations regulations related to COVID-19 Prevention, specifically, Title 8 of the California Code
28 of Regulations, Section 3205(5)(D), continuing to remain in effect; and,

1 **WHEREAS**, as a consequence, the Board of Directors of the Central Sierra Economic Development
2 District does hereby find that it may continue to conduct their meetings by teleconferencing without
3 compliance with Government Code section 54953 (b)(3), pursuant to Section 54953(e), and that such
4 legislative bodies shall comply with the requirements to provide the public with access to the meetings as
5 prescribed by Government Code section 54953(e)(2).

6 **NOW, THEREFORE, BE IT RESOLVED, FOUND AND ORDERED** by the Board of
7 Directors of the Central Sierra Economic Development District, in regular session assembled on [May 19,](#)
8 [2022](#), does hereby find as follows:

9 Section 1. Recitals. All of the above recitals are true and correct and are incorporated into this
10 Finding by this reference.

11 Section 2. Reconsideration of the State of Emergency. The Board of Directors of the Central
12 Sierra Economic Development District has reconsidered the circumstances of the state of emergency that
13 continues to exist and was proclaimed by the Governor through a State of Emergency Proclamation on
14 March 4, 2020.

15 Section 3. State or Local Officials Continue to Impose or Recommend Measures to Promote
16 Social Distancing. The Board of Directors of the Central Sierra Economic Development District hereby
17 proclaims that state officials continue to impose or recommend measures to promote social (physical)
18 distancing based on the continuance of California Department of Industrial Relations regulations related to
19 COVID-19 Prevention through Title 8 of the California Code of Regulations, Section 3205(5)(D).

20 Section 4. Remote Teleconference Meetings. The Board of Directors of the Central Sierra
21 Economic Development District is hereby authorized and directed to take all actions necessary to carry out
22 the intent and purpose of this Finding including, conducting open and public meetings in accordance with
23 Government Code section 54953(e) and other applicable provisions of the Brown Act.

24 Section 5. Effective Date. This Finding shall take effect immediately upon its adoption and
25 shall be effective until the earlier of (i) [June 18, 2022](#), or (ii) such time the Board of Directors of the Central
26 Sierra Economic Development District adopts a subsequent Finding in accordance with Government Code
27 section 54953(e)(3) to extend the time during which its legislative bodies may continue to teleconference
28 without compliance with Section 54953(b)(3).

1 ADOPTED this 19th day of May, 2022 by the Board of Directors of the Central Sierra Economic
2 Development District, by the following vote:

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4 YES:

5 NO: _____

6 ABSENT: Marshall Long

7 ABSTAIN: Chair, Central Sierra Economic Development Board of Directors

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GOVERNING BOARD MEETING

MINUTES

Thursday, February 17, 2022 9:30 a.m.

Locations:

In Person:

197 Mono Way, Suite B
Sonora, CA 95370
(209) 533-3396

Teleconference:

Join Zoom Meeting:
<https://us02web.zoom.us/j/6067573943>
Dial-in audio: 669-900-9128
Meeting ID: 606 757 3943

CALL TO ORDER – ROLL CALL

JPA Member	Member Name	Present	Absent
Alpine County Supervisor	Terry Woodrow	X	
Alpine County Citizen Member	JT Chevallier	X	
Amador County Supervisor	Frank Axe	X	
Amador County Citizen Member	Simon Montagu	X	
Calaveras County Supervisor	Benjamin Stopper (Vice-Chair)	X	
Calaveras County Citizen Member	Kathryn Gallino	X	
Mariposa County Supervisor	Marshall Long (Chair)		X
Mariposa County Citizen Member	Tara Schiff	X	
Tuolumne County Supervisor	Anaiah Kirk	X	
Tuolumne County Citizen Member	Cole Przybyla	X	
City of Angels Camp	Caroline Schirato, Council Member	X	
City of Sonora	Ann Segerstrom, Council Member	X	

Guests: Kristin York (Sierra Business Council)

1. ACTION ITEM:

- a. Consideration of Adopting a Resolution *Re-Authorizing Findings in Support of Allowing Remote Meetings Pursuant to AB361 (Modifies Brown Act Procedures During a Declared Emergency) and Direction Regarding Holding CSEDD Board Meetings in Person or Remotely*
Motion approved. (M) F. Axe, (S) T. Schiff, ayes carried, 1 absent.

2. ORAL COMMUNICATION:

None

3. CONSENT AGENDA:

- a. Approval of the Minutes of the January 20, 2022 meeting of the CSEDD Governing Board
Minutes accepted. (M) T. Woodrow, (S) F. Axe, ayes carried, 1 absent.

4. ACTION ITEMS:

None

5. INFORMATION/DISCUSSION ITEMS:

- a. *Welcome Simon Montagu, Amador citizen member*
- b. *Community Economic Resilience Fund (CERF) Regional Planning Grant*
Kristin York from the Sierra Business Council (SBC) led a short presentation about the ways the SBC could assist in applying and rolling out the CERF grant.
- c. *EDA CEDS grant - North State Planning and Development Collective*
D. Thoeny informed the board that a contract is currently being written and will be brought to the board for approval upon completion.
- d. *Board member topics of interest (Roundtable)*
MLJT's Emily Graham shared a PowerPoint and information about the HR hotline.

6. NEXT MEETING(S):

2022 meeting dates (all at 9:30 AM)
Feb. 17, May 19, Aug. 18, Nov. 10

7. ADJOURN

CONTRACT

AGREEMENT NUMBER A22-0120	AM. NO.
CONTRACTOR IDENTIFICATION NUMBER	

THIS CONTRACT, made and entered into in the State of California, by and between **Central Sierra Economic Development District (CSEDD)**, hereafter called Funder, and

CONTRACTOR'S NAME

Chico State Enterprises

, hereafter called Contractor,

Contractor agrees at its own expense to furnish all equipment, labor and materials necessary to provide Funder with the services as follows:

The project is expected to develop a new Comprehensive Economic Development Strategy (CEDs) for the Central Sierra Region to include regional data for Alpine, Amador, Calaveras, Mariposa, and Tuolumne counties, and the cities of Angels Camp and Sonora.

The following attachments are incorporated into this agreement:

Attachment A – Scope of Work (2 pages)

Attachment B – Budget (1 page)

Attachment C – Contact Information (1 page)

Attachment D – CSE General Terms & Conditions, and insurance (1 page)

The Term of this Contract shall commence 06/01/2022 and shall end 3/31/2023.

Funder agrees to pay Contractor a fixed price fee of \$79,690.00 billable as fixed fee per task upon completion of each task.

This contract has been executed by the parties hereto, upon the date of final signature below:

FUNDER		CONTRACTOR	
CENTRAL SIERRA ECONOMIC DEVELOPMENT DISTRICT		CHICO STATE ENTERPRISES	
BY (AUTHORIZED SIGNATURE)	DATE	BY (AUTHORIZED SIGNATURE)	DATE
PRINTED NAME AND TITLE OF PERSON SIGNING Dave Thoeny, Executive Director		PRINTED NAME AND TITLE OF PERSON SIGNING Michelle Flowerdew Director, Sponsored Programs Administration	
ADDRESS/E-MAIL 197 Mono Way, Suite B, Sonora, CA 95370/dthoeny@mljt.org		ADDRESS/E-MAIL 25 Main Street, Suite 103, Chico, CA 95928-5388 mflowerdew@csuchico.edu	
AMOUNT ENCUMBERED BY THIS DOCUMENT	TOTAL AMOUNT ENCUMBERED TO DATE	PROJECT CODE	
\$ 79,690.00	\$ 79,690.00		

Attachment A

Scope of Work

1.0 Scope of Work:

Task 1: Management, Coordination, Reporting

The Central Sierra Economic Development District's (CSEDD) CEDS project will begin with a conference call between the North State Planning and Development Collective (NSPDC) Team, and the CSEDD's project lead when project is authorized to proceed:

- Review the tasks, milestones, proposed timeline and adjust as necessary
- Discuss Economic Development Administration's (EDA) requirements (including resilience), existing documents available for review, and potential projects or activities to be included in the CEDS.
- Understand existing committee and review and recommend additions to committee that may be needed to ensure the committee structure meets the EDA requirement that it "broadly represents the main economic interests of the region."

Task 2: Economic Conditions & Analysis

The Economic Conditions section of the CSEDD's CEDS will describe the regional economy using a combination of data tables, charts, and graphs and will be supported by a narrative analysis. The following items will be discussed as appropriate:

- Unemployment and per capita income by Census Tract, cities, county, and state
- Demographic and socioeconomic data of the population and workforce (employment, occupations, income, wages, educational attainment)
- Primary industries' employment level and industry performance, emerging clusters
- Primary industries' position and skills needs
- Business climate factors that affect economic performance, e.g. real estate, workforce, regulations, financial resources, transportation systems, costs, land use patterns, etc.
- Other factors that may constrain economic performance, e.g. housing availability and cost, safety, healthcare services, educational opportunities, environmental issues, natural hazards, geography, climate, culture, natural resources etc.
- CSEDD's communities' efforts towards resiliency and disaster avoidance and recovery
- CSEDD's communities' use of state and or federal funds

Task 3: District, Regional, National Economic Analysis

The NSPDC Team will use industry-standard local, state and federal sources to collect necessary data to understand and analyze the current market conditions as well as provide comparison for initial baseline analysis:

Task 4: Stakeholder Discussions, Meetings, Interviews

Key stakeholders and the general public will be engaged in the CEDS process through a combination of individual interviews, surveys, telephone interviews, and focus groups:

- Facilitate work sessions in each of the CSEDD's represented communities to present the CEDS process and objectives to the public and to gather public input.
- Interview/survey members of the Board of Supervisors, city councils, CEDS committee, relevant city and county committees and business leaders.
- Interview/survey local and regional partners, e.g., chambers of commerce, workforce development, education, community and economic development organizations and any others as identified by the CSEDD.

Task 5: Strengths, Weaknesses, Opportunities, and Threats (SWOT) Update and Analysis

The SWOT will build on the information learned in Task 2: Economic Conditions, previously developed CEDS, and through the strong community participation process including gathering intel through a combination of individual and group meetings, surveys, asset inventories, and telephone calls.

Upon completion of the data collection and analysis and compilation of the initial SWOT findings, the NSPDC Team will facilitate a work session with the CEDS Committee and other stakeholders to present and discuss the Economic Conditions, SWOT, and potential strategies.

Results of the work session will include an agreed upon SWOT; CEDS Goals, Strategic Priorities; Preliminary Projects to begin drafting the Action Plan (Task 8).

Task 6: Local & Regional Strategies

The NSPDC Team will gather and review regional economic development plans and studies that have been created in the past three to five years to help identify and confirm trends and challenges.

Task 7: Identification of Development Sites

- Community Asset Inventory: Government-owned assets and community facilities that can be leveraged for future projects (e.g., broadband infrastructure deployment). Outcomes of these efforts can complement the Central Sierra broadband road map project also currently funded by EDA and underway through the County of Tuolumne and the Connect Broadband Consortium.
- GIS maps of economic conditions, current infrastructure (with assistance from CSEDD's input), asset inventory display
- Infrastructure capacity and quality, e.g., water, sewer, communications, transportation, etc.

Task 8: Action Plan

The Action Plan will focus on addressing the areas or issues of greatest need that will enhance the CSEDD's communities' competitive advantages. The Action Plan may incorporate existing programs and activities along with new. The NSPDC Team will customize a plan that meets EDA requirements and contains the following information:

- Vision, Goals, and Objectives
- Capital Improvement Projects including description, expected benefits, planned or estimated timeline, estimated cost, and use of any state or federal funds
- Economic Development Activities and Programs including goals, objectives, implementation steps, lead agency or department, participating agencies or organizations, resources required, timeline, and performance metrics
- A discussion on the economic resiliency of the CSEDD, e.g., the factors in place or needed to ensure the CSEDD's communities' enjoys long-term economic success. This section will include a discussion of the efforts to plan for, monitor, respond and recover from risks, e.g.: natural disasters (floods, fires, earthquake, drought), regulatory challenges (water subsidies, climate, air quality), economic disruptions, (loss of major employer, trade/supply issues that impact employers), public safety (communications, disaster recovery, utility infrastructure), educational curriculum/vocational trainings to meet industry needs
- An Implementation Guide will be prepared to assist the CSEDD and the lead organizations get started and stay on track

Task 9: Evaluation Framework

Performance metrics will be developed guided by the goals and objectives and based on the data collected for the Economic Conditions, SWOT, and expected benefits of projects and activities in the Action Plan. Within the Action Plan and Implementation Guide will be a plan for collecting and reporting on the performance of the CSEDD's CEDS. The plan will include the following:

- Performance metrics
- Data sources
- Agency or department responsible for reporting
- Frequency of data collection
- Method(s) of reporting and promoting successes

Task 10: Draft, Revisions, Final Doc and Presentation

Attachment B BUDGET

Justification for Fixed Fees Per Task Center for Economic Development to Central Sierra Economic Development District (CSEDD) Comprehensive Economic Development Strategy (CEDs)

CSU CHICO CED TASKS	Project Manager \$95	GIS Sr. Analyst \$85	GIS Analyst \$60	GIS Assistant I \$38	GIS Assistant II \$49	GIS Assistant III \$57	Total Hours	Fixed Fee Per Task
	Estimation of Hours by Position							
Task 1: Mgmt, Coordination, Reporting	5	5	10	12	12	12	56	\$3,228
Task 2: Economic Conditions & Analysis	10	16	10	8	10	8	62	\$4,160
Task 3: District, Regional, National Economic Analysis	16	16					32	\$2,880
Task 4: Stakeholder Discussions, Mtgs, Interviews	20	18			42	40	120	\$7,768
Task 5: SWOT	16	8					24	\$2,200
Task 6: Local & Regional Strategies	4				10	6	20	\$1,212
Task 7: ID Development Sites	4	4	8				16	\$1,200
Task 8: Action Plan	8	15	16				39	\$2,995
Task 9: Evaluation Framework	8	16	24				48	\$3,560
Task 10: Draft, Revisions, Final Doc and Presentation	8	16	24				48	\$3,560
Total Estimated Hours	99	114	92	20	74	66	465	
Total CED Fees								\$32,763
Consultant: Chabin Concepts F&A @ 30%								\$39,427 \$7,500
TOTAL								\$79,690

Attachment C Contact Information

Contractor Contacts	Funder Contacts
<i>Administrative Contact</i>	
<p>Name: Michelle Flowerdew</p> <p>Title: Director, Sponsored Programs Administration</p> <p>Address: 25 Main Street, Suite 103 Chico, CA 95928-5388</p> <p>Telephone: 530 898-4916 Fax: 530 898-6021 Email: mflowerdew@csuchico.edu</p>	<p>Name: Kelly Smith</p> <p>Title: Communications Analyst, Mother Lode Job Training</p> <p>Address: 197 Mono Way, Suite B Sonora, CA 95370</p> <p>Telephone: 209 536-4507 Fax: 209 533-1079 Email: ksmith@mljt.org</p>
<i>Principal Investigator</i>	
<p>Name: Jason Schwenkler</p> <p>Title: Executive Director</p> <p>Address: 35 Main Street, Suite 132, Chico, CA 95928</p> <p>Telephone: 530 898-4372 Fax: 530 898-6781 Email: jschwenkler@csuchico.edu</p>	<p>Name: David Thoeny</p> <p>Title: Executive Director, Central Sierra Economic Development District</p> <p>Address: 197 Mono Way, Suite B Sonora, CA 95370</p> <p>Telephone: 209 536-4501 Fax: 209 533-1079 Email: dthoeny@mljt.org</p>
<i>Financial Contact</i>	
<p>Name: Karen Hansen</p> <p>Title: Grant Specialist II</p> <p>Address: 25 Main Street, Suite 103 Chico, CA 95928-5388</p> <p>Telephone: 530 898-6286 Fax: 530 898-6021 Email: kthansen@csuchico.edu</p>	<p>Name: Debi Bautista</p> <p>Title: Clerk & Auditor-Controller, Tuolumne County</p> <p>Address: 2 S Green St, Second Floor Sonora, CA 95370</p> <p>Telephone: 209 533-5551 Fax: 209 533-5627 Email: dbautista@co.tuolumne.ca.us</p>
<i>Authorized Signatory</i>	
<p>Name: Michelle Flowerdew</p> <p>Title: Director, Sponsored Programs Administration</p> <p>Address: 25 Main Street, Suite 103 Chico, CA 95928-5388</p> <p>Telephone: 530 898-4916 Fax: 530 898-6021 Email: mflowerdew@csuchico.edu</p>	<p>Name: David Thoeny</p> <p>Title: Executive Director, Central Sierra Economic Development District</p> <p>Address: 197 Mono Way, Suite B Sonora, CA 95370</p> <p>Telephone: 209 536-4501 Fax: 209 533-1079 Email: dthoeny@mljt.org</p>

Attachment D

CSE General Terms and Conditions

1. **Invoicing:** If necessary, Contractor shall invoice Funder for the compensation amount stated above. Upon receipt of invoice, Funder will process payment to Contractor within 30 days of invoice date.
2. **Independent Contractor:** Contractor is an independent contractor, not an employee of Funder, however, the work or services to be provided by Contractor shall be provided in a manner consistent with reaching Funder's objectives in entering this Contract.
3. **Indemnification:** Each party agrees to defend, indemnify and hold harmless the other party, its officers, employees and agents from and against any and all liability, loss, expense, attorney's fees, or claims for injury or damages arising out of the performance of this contract, but only in proportion to and to the extent such liability, loss, expense, attorney's fees or claims for injury or damages are caused by or result from the negligent or intentional acts or omissions of the indemnifying party, its officers, agents or employees. Chico State Enterprises, as the indemnified party, shall also include California State University, Chico, The Trustees of the CSU, and the State of California.
4. **Controlling Law Venue:** This contract is made and entered into in the County of Butte, State of California. The validity of this contract, its construction, interpretation, and enforcement, and the rights of the parties hereto shall be interpreted in accordance with the laws of the state of California. The parties agree that all actions or proceedings arising in connection with this agreement shall be brought and litigated exclusively in courts with jurisdiction over the County of Butte.
5. **Termination:** This Contract may be terminated for the following reasons:
 - a. Immediately for cause if either party violates any of the terms or provisions of this Contract if previous attempts at remedies are not successful; or
 - b. By Funder without cause upon 15 days written notice of termination.
6. **Insurance:** Contractor, at its own cost, will maintain, for the duration of this Contract: (1) Workers' Compensation Insurance and Employer's Liability Insurance for its employees in accordance with the laws of the State of California; (2) general liability insurance in an amount of not less than \$1,000,000 per occurrence for bodily injury, personal injury, and property damage; (3) automobile liability insurance covering bodily injury and property damage for all activities of the contractor arising out of or in connection with the work to be performed under this Contract, including coverage for owned, hired, and non-owned vehicles, in an amount of not less than \$1,000,000; and (4) Professional liability insurance of \$1,000,000. Contractor shall furnish funder with a certificate of insurance at the time the contract is signed by the contractor.
7. **Modification:** Any modifications of the terms and/or conditions of this contract shall be made in written agreement by both parties.
8. **Partial Invalidity:** If any provision of this Contract is held to be invalid, void, or unenforceable, the remainder of the provision and/or provisions shall remain in full force and effect and shall not be affected or invalidated.
9. **Entire Contract:** This Contract constitutes the complete and exclusive statement of contract between the parties. All prior written and oral communications, including correspondence, drafts, memoranda, and representations, are superseded in total by this Contract.