



GOVERNOR'S OFFICE OF BUSINESS  
AND ECONOMIC DEVELOPMENT



**Edmund G. Brown, Jr**  
*Governor*

**Panorea Avdis**  
*Director*

**Will Koch**  
*Chief Deputy Director*

**Kristen Kane**  
*Deputy Director*  
*California Competes*  
*Tax Credit Program*

**Scott Dosick**  
*Assistant Deputy Director*  
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**California Competes Tax Credit Program**

**Committee Meeting**

**Thursday, November 17, 2016**  
**1:30 p.m.**

Department of Food and Agriculture  
Auditorium  
1220 N Street  
Sacramento, CA 95814

And (via teleconference)  
Fontana City Hall  
Executive Conference Room  
8353 Sierra Avenue  
Fontana, CA 92335

**MEMBERS:**

**Panorea Avdis**, *Chair*  
*Director*  
*Governor's Office of Business*  
*and Economic Development*

**John Chiang**  
*State Treasurer*

**Michael Cohen**, *Director*  
*Department of Finance*

**Denise Zapata**, *Appointee of*  
*the Senate Committee on Rules*

**Madeline Janis**, *Appointee of*  
*the Speaker of the Assembly*

**MINUTES**

**A. Call to Order and Roll Call**

Chair Avdis called the meeting of the California Competes Tax Credit Committee (Committee) to order at 1:32 p.m.

**Members Present:** Panorea Avdis, Alan Gordon (representing the State Treasurer), Jacqueline Wong-Hernandez (representing the Director of the Department of Finance), Madeline Janis, and Denise Zapata via teleconference.

**B. Approval of Minutes from June 16, 2016, Committee Meeting**

Chair Avdis called for any questions or comments from the Committee or public regarding Agenda Item B. Hearing none, she requested a motion to approve Agenda Item B.

**Action: Moved/Seconded:** Member Gordon/Member Janis  
**Yes:** Members Avdis, Gordon, Janis, Wong-Hernandez, and Zapata  
**No:** None

**C. Deputy Director's Report**

- **Agenda Overview – Agreements with 74 Businesses, Total Tax Credits \$60,966,911**



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Deputy Director Kristen Kane provided the Committee with the following updates:

- To date, GO-Biz staff has conducted 133 public workshops across the state and 20 webinars. Over the next few months, GO-Biz will be conducting another 8 webinars and 28 workshops targeting high poverty and high unemployment areas of the state such as Imperial County, the Inland Empire, the Central Valley, Salinas, North State, and other locations.
- There are 74 agreements before the Committee, representing a net increase of over 6,500 full-time jobs, and \$650 million of investments in California; and, the total recommended tax credits is approximately \$60.9 million.
- Agenda Item F contains five previously approved agreements that are recommended for termination by GO-Biz. Each of the five businesses associated with these agreements voluntarily requested termination due to reasons referenced in the agenda.
- Agenda Item H is a discussion of the proposed changes to the current California Competes Tax Credit regulations.

Chair Avdis called for any questions or comments from the Committee or public regarding the Deputy Director's Report. Hearing none, she moved on to Agenda Item D.

**D. Discussion and Approval of California Competes Tax Credit Agreements with Businesses other than Small Businesses**

<b>Total Recommended Tax Credits:</b>	<b>\$54,862,244</b>
<b>Total Recommended Tax Credits after Adjusting for S-Corporation Law<sup>1</sup>:</b>	<b>\$55,282,244</b>

Chair Avdis called for any questions or comments from the Committee or the public regarding Agenda Item D. Deputy Director Kane stated Agenda Items D-1, D-2, D-3, and D-12 were removed from consent for further discussion after Agenda Item D.

Chair Avdis moved forward with the request and asked for a motion to approve all items under Agenda Item D except for items D-1, D-2, D-3, and D-12.

**Action Moved/Seconded:** Member Janis/Member Gordon

**Yes:** Members Avdis, Gordon, Janis, Wong-Hernandez, and Zapata

**No:** None

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<sup>1</sup> One-third of the California Competes Tax Credit may be utilized by an S-Corporation to offset the tax on net income at the S-Corporation level (R&TC §23803(a)(1)). The remaining two-thirds is disregarded and may not be used as a carryover for the S-Corporation (R&TC §23803(a)(2)(A)). However, the full amount of the California Competes Tax Credit is also passed through to the S-Corporation's shareholders (R&TC §23803(a)(2)(F)).



Chair Avdis called for agenda items to be taken out of order. Agenda items E-H were reordered for discussion prior to the discussion of the remaining items under agenda item D.

**E. Discussion and Approval of California Competes Tax Credit Agreements with Small Businesses**

**Total Recommended Tax Credits:** \$4,812,500  
**Total Recommended Tax Credits after Adjusting for S-Corporation Law<sup>2</sup>:** \$5,684,667

Chair Avdis called for any questions or comments from the Committee or public regarding Agenda Item E. Hearing none, she requested a motion to approve Agenda Item E.

**Action Moved/Seconded:** Member Gordon/Member Janis  
**Yes:** Members Avdis, Gordon, Janis, Wong-Hernandez, and Zapata  
**No:** None

**F. Discussion and Approval of Recommendations for California Competes Tax Credit Agreement Termination and Credit Recapture**

**Total Tax Credits Recommended to be Recaptured:** \$211,000  
**Total Tax Credits Recommended to be Recaptured after Adjusting for S-Corporation Law<sup>3</sup>:** \$228,667

Chair Avdis asked for any comments from the committee.

Member Janis asked if there were any overriding themes or lessons learned from the recaptures.

Deputy Director Kane responded that there was no theme. Additionally, she stated the reason for recapture is unique to each business as noted in the agenda.

Chair Avdis called for any questions or comments from the public regarding Agenda Item F. Hearing none, she requested a motion to approve Agenda Item F.

**Action Moved/Seconded:** Member Janis/Member Gordon  
**Yes:** Members Avdis, Gordon, Janis, Wong-Hernandez, and Zapata  
**No:** None

<sup>2</sup> One-third of the California Competes Tax Credit may be utilized by an S-Corporation to offset the tax on net income at the S-Corporation level (R&TC §23803(a)(1)). The remaining two-thirds is disregarded and may not be used as a carryover for the S-Corporation (R&TC §23803(a)(2)(A)). However, the full amount of the California Competes Tax Credit is also passed through to the S-Corporation's shareholders (R&TC §23803(a)(2)(F)).

<sup>3</sup> See footnote 2.



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## H. Discussion of amended California Competes Tax Credit Regulations

Deputy Director Kane stated that the California Competes Tax Credit program is now approximately two years old, and based on this experience, GO-Biz evaluated the program and recently proposed amendments to its regulations to help the program better meet its goals. She stated that the amendments would apply to future application periods, and that at the time of meeting they were under review with the Office of Administrative Law (OAL). OAL was scheduled to complete its review by Monday, November 21, 2016.

Deputy Director Kane explained that the credit evaluation process currently gives priority to applicants in underserved communities in Phase II of the application process; the proposed amendments to the regulations will allow GO-Biz to move applicants that operate or propose to operate in an area of high unemployment or high poverty from Phase I of the evaluation process to Phase II of the evaluation process automatically. She stated that the change gives applicants in these areas an advantage in the evaluation process.

Deputy Director Kane stated that the amendments to the regulations also add a new question to our application. Applicants will be requested to describe their efforts to recruit and hire a diverse and inclusive workforce. She explained that the instructions will make it clear that a diverse and inclusive workforce is one that endeavors to hire minorities, women, and other groups that historically have been underrepresented in the workforce.

Deputy Director Kane stated that these changes will be implemented as new questions in our application, and GO-Biz will also inform the public about the changes in all of its outreach efforts, including workshops, webinars, posted FAQs, and other online resources. In response to a question from Chair Avdis, Deputy Director Kane confirmed that the information about the new regulations was incorporated into the outreach presentation and that the first workshop would be November 18, 2017.

Member Gordon asked how many people made a public comment.

Deputy Director Kane responded that there was one public comment.

Member Janis stated that she is extraordinarily proud of the efforts by California Competes Tax Credit staff to prioritize this. She stated that it sends an important statement to both businesses and residents of the state that the program takes diversity and inclusivity seriously. Member Janis stated that it is important that the California Competes Tax Credit program make it clear to people of color, women, people with disabilities, and others that this is a priority for California and hopes that these changes will add a layer of excitement in California Competes Staff's work.



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Chair Avdis, asked for public comment on this item; hearing none she moved back to consideration of the remaining items under agenda item D.

The following Agenda Items were discussed further:

**D-1. Ulta, Inc.**

At the request of Chair Avdis, Deputy Director Kane elaborated on Agenda Item D-1. Kane stated that Ulta, Inc. (Ulta) is the distribution and supply side of Ulta Salon, Cosmetics & Fragrance. Ulta indicated in its application that it is currently deciding whether to open a new distribution center in Bakersfield, Fresno, Visalia, Utah, or Western Nevada. The proposed distribution center would service nearly 400 stores in the western region and 25% of the national e-commerce volume when fully operational. In exchange for an \$8,000,000 California Competes Tax Credit, Ulta has committed to a net increase of 542 full-time employees and an investment of over \$48 million. The jobs Ulta is committing to create are in classifications such as laborer, shipper, receiving clerk, and supervisor. This potential project would supply products to the west coast states, including: Arizona, Colorado, Nevada, New Mexico, and Utah. As such, the project could easily be located outside of California. While no final determination of a project location has been made at this time, the California locations under consideration by Ulta are all located in the Central Valley. As a result, this project has the potential to create good middle class jobs in an area of the state that continues to lag behind the rest of it economically. She further stated that Ulta has received strong community support.

Mike Savage, Ulta's Vice President of Talent Acquisition and Total Rewards, stated that Ulta is a distribution and e-commerce subsidiary of Ulta Beauty. He explained that Ulta has considered many locations across the western United States; but Fresno, California is the current preferred location, pending approval of construction permits, real estate contracts, and incentives. He stated that this project will provide \$50 million in investments, and 542 full-time positions. He added that he was thankful for consideration of Ulta's application. Savage stated that Ulta is a good candidate for the tax credit due to its robust employee package and that the company is ranked in the top quarter of all retailers.

Member Janis stated that she was pleased to hear that Fresno is one of the considered locations, but was disturbed by the fact that a business was recommended to the California Competes Tax Credit committee before committing to a specific city in California.

Chair Avdis explained that the credit was put into place to encourage behavior that might not otherwise take place. She further noted that this credit incentivizes Ulta to commit to California.

Member Janis expressed concern that there were three recommended credit awards where the businesses had not yet committed to a specific California location and drew a parallel to Nordstrom, a previous awardee. She expressed concern for a business not committing to California upfront if it receives a credit versus the business having the option to decide later, such as in the case of



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Nordstrom. She questioned whether the program should require companies to commit to a specific location before the credit is awarded.

Chief Deputy Director Will Koch responded that Nordstrom has put its whole project on hold and the project may still occur in California.

Member Janis asked if Ulta will commit to Fresno. Savage said that Fresno is its preferred location and Ulta is currently in negotiations with the city of Fresno and developers in the area.

Member Janis asked if Ulta would be the direct employer of the 500 plus employees. Pete Pietras, Ulta's Director of Human Resources, stated that the 500 plus employees Ulta is committed to hiring pursuant to the Agreement will be direct Ulta employees and the number does not include temporary employees. However, Ulta does utilize temporary employees during busy periods such as Christmas time and many of these temporary employees are subsequently hired on as permanent full-time employees. Additionally Pietras stated that the credit will incentivize Ulta to hire the 542 permanent employees it has committed to.

Member Gordon stated that he heard Ulta's representatives say that Fresno is the preferred site along with other sites in the Central Valley. He wanted to confirm that regardless of the location, Ulta will come to an impoverished or needy area in California.

Savage explained that Fresno is the preferred location, but there are other locations being considered.

Chair Avdis asked if there were any public comments. Assistant Deputy Director Scott Dosick indicated there were two members of the public with comments.

Mark Mimms from the Fresno County Economic Development Corporation spoke in support of Ulta's application.

Member Gordon asked how many businesses have brought over 500 jobs to Fresno. Mimms responded that he was not exactly sure, but that this would be one of the largest in a long time.

The second comment came from Kelly Trevino, on behalf of the City of Fresno and Mayor Ashley Swearingin. Trevino stated that Ulta's project "means the world" to the city of Fresno and that there have not been many cases where a company of this size has come to Fresno. In addition, Trevino explained that because of the high unemployment rate, especially during winter months when the agriculture community goes dormant, Ulta's temporary jobs will really help to support the community and its seasonally unemployed workers.

Chair Avdis called for any questions or comments from the Committee or the public regarding Agenda Item D-1. Hearing none, she requested a motion to approve Agenda Item D-1.





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**Action Moved/Seconded:** Member Gordon/Member Wong-Hernandez

**Yes:** Members Avdis, Gordon, Janis, Wong-Hernandez, and Zapata

**No:** None

Deputy Director Kane clarified that, all of the full-time employees reflected on the agenda and in the agreements include only full-time direct employees of the applicant, that are not employed through a staffing agency.

Chair Avdis thanked Deputy Director Kane for the clarification.

## **D-2. Centene Corporation**

At the request of Chair Avdis, Deputy Director Kane elaborated on Agenda Item D-2. Centene Corporation (Centene) is a national Medicaid, Medicare, corporate, and government healthcare plan provider. In exchange for \$7,000,000 in California Competes Tax Credit, Centene has committed to a net increase of 1,532 full-time employees and an investment of over \$100 million. The jobs Centene has committed to create are in classifications such as: security analysts, software and website developers, and database and network administrators.

Centene's expansion will be centered on implementation of new technology for its corporate headquarters. With existing offices in Texas and Arizona, the credit could serve as a significant incentive for Centene to make its decision to build and expand in California rather than outside the state. The project has received strong community support.

Jeff Shelton, Vice President for Government Relations and Regulatory Affairs for Centene's subsidiary, Health Net, Inc., stated that the corporate office hub will require \$100 million dollars in investment. He also stated that Centene is evaluating multiple locations that have the ability to meet the training needs for the positions, with most being information technology and software development positions with an average salary of \$83,000. Shelton stated that Centene is considering one metro area in each of the states it is reviewing, and because these jobs can be performed anywhere, incentives are a huge factor in determining a site.

Chair Avdis asked if Texas and Arizona are the only other states being considered.

Elaine Marr, Centene's site selection consultant, stated that Illinois is also being considered.

Member Janis asked if Centene is given this credit whether it will locate in Sacramento.

Marr stated that the board is ultimately responsible for the decision, but Sacramento performs very well. Centene did not initially think that Sacramento would be able to compete, but there is a pipeline of trained workers available due to nearby computer science graduates.



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Chair Avdis asked if it was safe to say that without the credit, Sacramento would not be in the running. Marr stated it would be much less likely that Centene would choose Sacramento as it is a high cost environment.

Member Janis asked why it is a higher cost environment.

Marr explained that the workers comp rate, construction costs, and labor costs in California are higher than the other states under consideration.

Member Gordon asked if we are competing against Austin, Texas.

Marr stated that Texas is offering a benefits package that is significantly higher than the California Competes tax credit being considered today.

Chair Avdis asked if there were any public comments.

Darrell Steinberg, Mayor-Elect of Sacramento, expressed his support for the 1,500 jobs that Centene is bringing. In addition, Steinberg stated that he was proud to be a part of the creation of California Competes. He urged favorable consideration for Centene.

Member Janis asked Mayor-Elect Steinberg how we could keep from feeling compelled to offer more and more money to compete with Texas and Florida. Steinberg indicated that the Centene project is a good example as Texas is offering them a higher package, but Centene still wants to be in Sacramento. He stated that California has a lot of natural advantages. We've got a great higher education system and we are a center of innovation and entrepreneurial activity. California does not have to compete dollar for dollar.

Member Zapata asked, considering the election results, will there be any potential changes to Centene's contributions towards its employee benefit packages. Shelton responded that he expects that Centene will continue being competitive in its employee salary and benefits packages.

Member Janis asked if the Affordable Care Act (ACA) is repealed, will Centene continue offering its benefits package. Shelton stated that Centene provided benefits to its employees before passage of the ACA and he sees no reason to think that will change.

John Krueger, Senior Vice President of the Greater Sacramento Economic Council, stated that he is in strong support of the credit award. Krueger stated he has 15 years of experience doing this type of work in California and Arizona and believes that Sacramento can deliver on the talent that Centene needs.





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Mather Kearney, Chair of the Economic Development Directors Taskforce representing the 6 regional counties and 13 cities, stated that he is very supportive of the project and it is very important for the region.

Kevin Daniels, representing the Greater Sacramento Urban League, stated that they are very interested in the 1,500 high paying jobs. He stated the Urban League focuses on the African American community and low income community. Daniels stated that he has worked with Centene before and has heard positive things about the company's commitment to diversity. In addition, Daniels explained that high income jobs bring lower income people up, so this project will put them back to work. Daniels explained that by moving the middle class up into skilled jobs, it leaves spots open for lower income people, and he wants to send a message to the Bay Area that this is a good place for IT jobs to get more people to come in.

Member Gordon stated that if Centene needs anything from the Treasurer, let him know as the Treasurer's office has incentives available.

Chair Avdis stated that she likes the mix of job classifications and asked about the time frame for Centene's decision.

Marr stated that it could be as early as 30 days.

Chair Avdis called for any further questions or comments from the Committee or the public regarding Agenda Item D-2. Hearing none, she requested a motion to approve Agenda Item D-2.

**Action Moved/Seconded:** Member Gordon/Member Wong-Hernandez

**Yes:** Members Avdis, Gordon, Janis, Wong-Hernandez, and Zapata

**No:** None

**D-3. Kite Pharma, Inc.**

Deputy Director Kane elaborated on Agenda Item D-3. She stated that Kite Pharma, Inc. (Kite Pharma) is a clinical-stage biopharmaceutical company specializing in the development of cancer immunotherapy products. Kite Pharma was previously awarded a California Competes Tax Credit. In exchange for a new \$7,000,000 California Competes Tax Credit, they are committed to a net increase of 621 employees above the commitments it made as part of its first agreement, and an investment of approximately \$115 million. The jobs Kite Pharma has committed to create are in classifications such as: operations manager, clinical laboratory technologists, chief executive, general counsel, biological scientist, occupational health and safety technician, environmental scientist, engineer, accountant, and compliance staff. Furthermore, Kite Pharma indicated in its application that the award of the tax credit could ensure its corporate headquarters remain in California.



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Scott Navins, Kite Pharma's Vice President and Corporate Controller, stated that Kite Pharma focuses on novel cancer therapies. Kite Pharma is currently located in El Segundo and in anticipation of this credit it recently signed a long-term lease in West Los Angeles for its corporate headquarters. Also, he stated that 43% of their workforce is women, 20% is Latino, African American and other, and 30% is Asian; and, the company has an average salary approaching \$90,000. Navins said that the California Competes Tax Credit would increase the speed in which they could bring their technology to the market.

Chair Avdis asked about the status of their previous agreement.

Navins replied that Kite Pharma has currently grown to more than 400 employees and made over \$40 million in investments, but was not certain about their current contract status.

Deputy Director Kane stated that Kite is well above its targets for 2015.

Member Janis expressed her gratitude for Navins anticipating her main question. Member Janis asked about the compliance process and requested more information be provided in the briefing binders in the future regarding an applicant's status for applicants that have previously been awarded a credit.

Chair Avdis asked Deputy Director Kane to clarify the compliance process.

Deputy Director Kane responded that the Franchise Tax Board (FTB) is ultimately responsible for determining contract compliance. However, GO-Biz asks for a self-certification annually.

Member Janis asked about the self-certification and if there is any way to check that.

Deputy Director Kane replied that ensuring contract compliance is the role of the FTB, and it will determine whether the company has met its Milestones. The second contract's Milestones are above and beyond the Milestones contained in the first contract, so the first set of Milestones must be met before the second set of Milestones can be achieved.

Member Janis said that she has noticed that nobody has been in breach and asked if it is true that nobody has been in breach.

Deputy Director Kane responded that no company can be in breach until the end of the 5-year contract, so no contract could be in breach at this time.

Member Janis asked if every company that has self-certified that they didn't meet their goals has been removed.



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Deputy Director Kane stated that if a company cannot take the tax credit in the certification year, it will be able to make up for that in future years.

Member Janis asked if businesses will at any point be notified of recapture.

Deputy Director Kane stated that the FTB began books and records reviews, and will notify GO-Biz if a breach occurs.

Member Janis asked if the Committee will only be notified in the event of a breach.

Deputy Director Kane answered in the affirmative.

Chair Avdis asked if there were any public comments.

Tamara Perry, representing the Los Angeles County Economic Development Corporation (LAEDC), expressed her strong support for Kite Pharma's application. She stated that the LAEDC has announced a plan for a large bioscience facility in the area, and it would be a shame to lose Kite Pharma because it will be a magnet for attracting private investment. In addition, Perry stated that Kite Pharma was approached by several other states to entice Kite Pharma to leave, and it is very important to stop this from happening.

Bob Machuka of Madia Tech Launch stated that the organization promotes the high-tech industry in the LA county area and is here to show support for Kite Pharma. Machuka stated that high school and college students have science, technology, engineering, and math (STEM) programs and Kite Pharma's presence provides hope for young college students and minorities looking to acquire a job.

Member Zapata asked Kite Pharma to elaborate on STEM programs it is already working with or plans to do so in the future.

Navins responded that they are working with community college boards and want to continue to develop and expand, but does not have more details on that right now.

Chair Avdis called for any further questions or comments from the Committee or the public regarding Agenda Item D-3. Hearing none, she requested a motion to approve Agenda Item D-3.

**Action Moved/Seconded:** Member Gordon/Member Janis

**Yes:** Members Avdis, Gordon, Janis, Wong-Hernandez, and Zapata

**No:** None



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**D-12. Nanotech, Inc.**

Deputy Director Kane elaborated on Agenda Item D-12. Nanotech Energy, Inc. (Nanotech) is a start-up company that manufactures fast-charging rechargeable batteries. Nanotech is scaling up production of its state-of-the-art capacitors and micro-super capacitors for real world applications. Nanotech's proprietary process is based on patent and patent-pending technology. This new technology will allow recharging of devices to be measured in seconds instead of hours. The company is proposing to locate in a new Northern California city. However, other out-of-state sites are being considered.

In exchange for a \$1,200,000 California Competes Tax Credit, Nanotech has committed to a net increase of 48 employees and an investment of over \$21,000,000. The jobs Nanotech is committing to create are in classifications such as: assembly staff, accountant, supervisor, and sales representative. The company has stated that savings from the credit will be applied back to research, development and production, and to reduce the additional regulatory costs in California for the production start-up. Nanotech received strong community support.

Audrey Taylor, Nanotech's representative, expressed her excitement to have somebody in the state north of Sacramento producing such a great product. She explained that the northern part of California does not have many companies like this operating in the area, especially in an area of high unemployment. Nanotech is also recruiting university and community college students into entry level positions.

Chair Avdis asked what colleges Nanotech is working with and if the colleges are taking advantage of the government's additional funding for workforce development programs at California Community Colleges (CCC).

Taylor responded that they are working with CSU Chico, Yuba College, and Butte College, and confirmed that they are taking advantage of the CCC.

Scott Laine, Nanotech's chief operating officer, added that Nanotech moved its laboratory from UCLA to Chico.

Member Janis stated that the original document only said northern California as the location.

Taylor responded that at the time, Nanotech was also considering locations in Reno in addition to Chico.

Chair Avdis called for any further questions or comments from the Committee or the public regarding Agenda Item D-12. Hearing none, she requested a motion to approve Agenda Item D-12.

**Action Moved/Seconded:** Member Gordon/Member Janis

**Yes:** Members Avdis, Gordon, Janis, Wong-Hernandez, and Zapata



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**No:** None

**I. Adjournment**

Chair Avdis adjourned the meeting at 2:39 p.m.