

MARIN EMERGENCY RADIO AUTHORITY

c/o Novato Fire Protection District

95 Rowland Way, Novato, CA 94945

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BOD 12-14-11: Agenda Item B-2

BOARD OF DIRECTORS

Minutes of May 18, 2011, Regular Meeting

Call to Order:

Draft: 6-10-11

The meeting was called to order by Vice President Revere on May 18, 2011, at 3:30 p.m. at the Novato Fire Protection District's Administration Office, Heritage Conference Room, 95 Rowland Way, Novato, CA 94945.

Board Members Present:

Town of Corte Madera	Roger Sprehn (Alternate)
Town of Fairfax	Chris Morin
City of Larkspur	Robert Sinnott
City of Novato	Joe Kreins
Town of Ross	Tom Gaffney
City of San Rafael	Chris Gray
County of Marin	Matthew Hymel
City of Sausalito	Jennifer Tejada
Town of Tiburon	Michael Cronin
Bolinas Fire Protection District	Anita Tyrrell-Brown
Inverness Public Utility District	James Fox and Scott McMorrow (Alternate)
Kentfield Fire Protection District	Ron Naso (Alternate)
Marin Community College District	Mitchell Lemay
Marinwood Community Services District	Tom Horne (Alternate)
Novato Fire Protection District	Marc Revere
Ross Valley Fire Service	Roger Meagor
Southern Marin Fire Protection District	Jim Irving (Alternate)
Stinson Beach Fire District	Kenny Stevens (Alternate)
Twin Cities Police Authority	Todd Cusimano

Board Members Absent:

City of Belvedere
City of Mill Valley
Town of San Anselmo
Marin County Transit District
Marin Municipal Water District
Tiburon Fire Protection District

Staff Present:

Maureen Cassingham	Executive Officer
Jim Karpiak	General Counsel
Farhad Mansourian	County DPW Director
Richard Chuck	County Communications Engr.
Denise Wade	Recording Secretary

Guests Present:

None

A. Introductions

Vice President Revere introduced new MERA Board Members Police Chief Mitchell Lemay, Marin Community College District and Police Chief Chris Morin, Town of Fairfax, followed by self-introduction of the other Members, Alternates and Staff.

B. Election of Officers for MERA Board (President and Vice President)

Vice President Revere asked if there were other nominations in addition to those submitted by the Executive Committee. There were no other nominations.

The Board of Directors concurred with the nominations by the Executive Committee for MERA Board President, NFPD Chief Mark Revere and Vice President, County Administrator Matthew Hymel.

C. Consent Calendar

All matters on the Consent Calendar are to be approved with one motion unless a Member of the Board or the public requests that separate action be taken on a specific item.

Cassingham requested separate action on Consent Calendar Item A-2, Proposed Agreement for FY10-11 Audit Services – Maher Accountancy.

- 1) Minutes from December 8, 2010, Board of Directors Regular Meeting
- 2) Proposed Agreement for FY10-11 Audit Services – Maher Accountancy
- 3) Proposed Second Amendment to Office and Staff Services Agreement between MERA and Novato Fire Protection District
- 4) Proposed MERA Website Maintenance Policy and Procedures
- 5) Proposed Resolution of the Governing Board of the Marin Emergency Radio Authority Adopting a Revised Conflict of Interest Code

6) Report on 2010 Refunding Revenue Bonds Reserve Requirement

M/S/P Gray/Kreins to approve Consent Calendar Items 1 and 3 through 6. Sinnott noted a typo in the title of Exhibit A, page 4 of Consent Calendar Item No. 5.

AYES: ALL
NAYS: NONE
Motion carried.

Cassingham distributed the revised Item C2 from the Consent Calendar. The new letter from Maher Accountancy includes changes to the second part of the first paragraph on page 1. Those revisions expand the explanation of the use and extent of auditor verification of the required supplementary information from management. This information will be subjected to limited review and not the standard audit procedures for MERA's financial statements. This additional language is the result of General Counsel's review. Cassingham noted that audit costs are consistent with prior year.

M/S/P Irving/Cusimano to the Agreement with Maher Accountancy for the audit of MERA's financial statements for the fiscal year ending June 30, 2011, as resubmitted.

AYES: ALL
NAYS: NONE
Motion carried.

D. Executive Officer's Report (Cassingham)

1) Report #2 on Strategic Plan

Cassingham summarized the two reports before the Board on the status of implementation of the Strategic Plan. The recommendation is to receive and file as presented. She reported that a lot of work was going on. Governance is scheduled to meet a third time on June 15. They are working on a vision statement, core values, principles of governance and other foundational issues including future Board composition, size and voting and funding formulas. Their timeline is to present their final findings and recommendations to the Board in December. The Outreach Subcommittee has met three times. Outreach has engaged Indie Politics, public affairs and communications specialists, to assist them with their charge. Dan Mullen and Terry Price have consulted extensively in Marin County, most recently with the Twin Cities Police Authority and City of Sausalito on communication strategies leading to facilities ballot measures. Mullen and Price are developing strategies for MERA to improve internal communications between the MERA Board and the governing bodies of the 25 member agencies and develop a community messaging plan, including name recognition for MERA, should we need to seek citizen support for funding the next gen system.

Cassingham reported that the Executive Committee approved the merger of the Sustainability Subcommittee with the Finance Committee. Matthew Hymel is the Committee Chair. Finance will meet again on May 25 to review a draft short and long-term projects funding matrix,

including project costs and possible funding sources. She says she intends to coordinate a joint meeting of the three groups as soon as their work products begin to synch up with each other. She thanked the members of these groups for undertaking all this extra work. Sausalito Police Chief Tejada has volunteered to serve on Outreach. Sustainability member George Rodericks has agreed to continue with Finance while he also serves on Governance. Cassingham noted that the minutes for the Outreach Subcommittee are electronically distributed to the Board and Executive Committee as well as posted on the website. Meeting notes for Governance are available on request.

M/S/P Sinnott/Gray to receive and file Report #2 on Strategic Plan Implementation as presented.

AYES: ALL
NAYS: NONE
Motion carried.

2) Other Information Items.

Cassingham reported that the MCCMC Joint Powers Oversight Committee met on January 20 to receive a MERA update from her including our progress on implementing our Strategic Plan. The JPAOC will meet on May 19 to review their report on MERA before it is presented to the MCCMC. She will provide a copy of the report to the Board and Executive Committee on receipt and it will be agendized for Executive Committee action on July 13.

Cassingham offered special thanks to Mansourian for his participation and excellent presentation at the April 27 New Members and Member Representatives Orientation. Some long-time members attended the session as a refresher. Ten representatives from eight member agencies were present and they were very complimentary about the information provided. Three other members who were unable to attend will be provided with Mansourian's PowerPoint and her website-based presentation materials. The PowerPoint touched on the history of MERA, recent projects and next gen technology. Cassingham presented the MERA organization chart, roles and responsibilities and the proposed member agency budgets for FY11-12. Cassingham will provide all this information upon request. She noted that the website also serves as an excellent resource for member reference.

Finally, Cassingham asked the Board to calendar the next two meeting dates of December 14, 2011, at 3:30 p.m. and May 16, 2012, at 3:30 p.m. On December 14, the Board will receive and act on the reports from Governance, Outreach and Finance. On May 16, annual budgets will be submitted and new Officers will be elected.

Revere echoed Cassingham's comments on the historical PowerPoint presentation by Mansourian at the Orientation Session. It is an excellent program whether you are brand new to MERA or have been here for awhile. It was very well received and very much worth looking at.

M/S/P Kreins/Revere to accept the Executive Officer's verbal report.

AYES: ALL
NAYS: NONE
Motion carried.

E. Public Hearing: Adoption of FY11-12 Budgets

1) Proposed FY11-12 MERA Operating Budget and Fee Schedule for Non-Member Users.

President Revere opened the public hearing and invited comments on the proposed FY11-12 Operating Budget. There were no comments.

Cassingham recapped the proposed budget and noted the non-member fee schedule that is required to accompany it according to the Bylaws. The Finance Committee reviewed the proposed budget prior to the Executive Committee's recommendation of it. The one revision to what was reviewed by Finance is to the Insurance line item which reflects a slight increase due to Business Interruption and Property coverage costs. The overall budget total is just under \$1.5M, which is \$3,525 more than the FY10-11 budget. Member agency contributions will be about the same as last year. Members will be invoiced after June 1 with payment due after July 1.

Another item touched on in the budget staff report is the proposed significant increase in site rent by MMWD for Forbes Hill. Karpiak has been requested to review the site lease regarding this increase. Each year, as required by the lease, MERA has requested waiver of the fair market rent and MMWD has granted these waivers, which keep the rent at zero. The MMWD Board has determined that commencing March 12, 2012, MERA will pay the market rate set forth in the lease as \$36,000 per year plus annual CPI adjustments or a significant portion thereof. Cassingham proposed to the Executive Committee that she and Board President Revere meet with the MMWD General Manager Helliker or the District Board to negotiate this matter. No rent adjustment has been included in the proposed FY11-12 budget. Therefore, any adjustment would have to be reviewed by the Executive Committee at mid-year. She is hoping to stave off the additional expense by meeting with the District. MERA may also have to revisit its no-cost subleases of the Forbes site with the Ross Valley and Las Galinas Sanitary Districts should a rent increase occur. Karpiak will also review the subleases to identify MERA's options.

Cassingham noted that in her latest review of MERA's Bylaws, she found that public agencies not members of the Authority may use its radio system on a fee basis and the Executive Officer must develop a fee schedule to be approved by the Board with the annual budget. She has not previously presented such a schedule. There has been a review process for non-member system use and there has never been a user fee. Since there has never been a fee schedule, she is recommending this matter be presented to the Finance and Executive Committees for their review and recommendation. Even if the fees are set at zero, this schedule needs to be developed and approved.

Revere inquired about the extent of system use by non-members. Cassingham said there are 14 non-member users with 136 radios. Mansourian said Golden Gate National is a regular user, unlike others who only use for mutual aid. Gray noted that St. Joe's is likely a significant user.

Regarding MMWD, Gray said he doesn't understand the rationale behind the rent increase. He asked if they have come forth requesting all agencies using their sites to pay. Cassingham said Hymel had noted that the District was looking at raising water rates as well. Gray asked if they were compensating for losses in other areas. The District is a MERA member that appears to be trying to recover losses as well as make a profit, which does not set well. Revere said their reasoning should be part of the discussion. Gaffney inquired if this is a change, in that they have always had the option of market rent but never charged us. Cassingham said the market rent was included in the lease signed in 2001 and MERA has annually requested waivers which have been granted. Beginning March 12, 2012, MERA's rent will go from \$1 per year to market. Gray noted it's like MERA is being charged like AT&T for a cell tower. He said this sets a precedent and makes it difficult for expansion with other partners in the MERA system. Revere said the District needs to articulate their reasoning. Cassingham administratively appealed market rent consideration before a subcommittee of the MMWD Board. She noted the community relationships between the MERA public agency members and the success and cost of MERA's abatement project on the site at nearly \$70,000. Gray said a number of us may want to participate in the discussion and support MERA's position on this to continue at no cost rent. We are partners and the District has 60 MERA radios. Cassingham confirmed for Gray that there are other public agency owned sites within the MERA system where MERA does not pay rent. He said these could be used as examples in the discussion.

M/S/P Hymel/Gray approve the proposed FY11-12 MERA Operating Budget as presented and further review of the Non-Member Fee Schedule by the Finance and Executive Committees.

AYES: ALL
NAYS: NONE
Motion carried.

2) Proposed FY11-12 MERA Other Budgets and Reserves

Cassingham reported the recommendation of the Executive Committee to approve the proposed FY11-12 Budgets for the MERA 2010 Refunding Revenue Bonds Debt Service and the New Project Financing – 2007 Bank Note, use of Reserves as presented in the MERA Reserve Funds Chart and the Resolution Adopting the Proposed FY11-12 Operating and Other Budgets and Reserves. She noted that there is no discretion with the Debt Service and New Project Note Budgets. The Trustee calculates and collects the annual Debt Service and the Note is a flat annual dollar amount through the life of the loan. Last year, members enjoyed a one-time 13 percent reduction in Debt Service due to the refunding of the '99 Bonds. The Trustee will provide, along with the next invoice, each member's future payment schedule through the life of the Bonds.

M/S/P Sinnott/Irving to approve the proposed FY11-12 Budgets for the MERA 2010 Refunding Revenue Bonds Debt Service and the New Project Financing – 2007 Bank Note, use of Reserves as presented in the MERA Reserve Funds Chart and the Resolution Adopting the Proposed FY11-12 Operating and Other Budgets and Reserves.

AYES: ALL
NAYS: NONE
Motion carried.

F. Operations Reports (Mansourian)

1) Overall Operational Update.

Mansourian distributed a handout dated May 18, 2011, including a Grant and Federal Project Status Report, Radio Traffic January 2008 and March 2011 comparative Statistics and System Usage Data. He urged members to take the information on grants and federal projects to their governing boards showing how aggressive we have been in seeking federal grants resulting in \$5M in awards for MERA projects.

Mansourian noted the reference to the FCC narrow banding mandate on page 2 and that MERA is in compliance two years ahead of the January 1, 2013 deadline. Regarding the radio traffic statistical portrait, which he asked to be folded in half, he said the left column represents call volume for January 3, 2008 (day before an event), January 4, 2008 (event day) and January 5, 2008 (day after event). He said activity was normal before and after the January 4 peak event. The right column represents call volume before, during and after a significant storm on March 24, 2011. Before our MERA projects, we experienced 68,400 busy seconds and 23,000 transmissions on January 4, 2008. Since the projects were completed, there were nearly twice as many calls on March 24, 2011, with only 182 busy seconds. This really demonstrates we are on the right path and it shows what doing the right project does. We need to continue training our users to minimize their talk. These statistics show what projects and training can achieve. These results are significant.

Mansourian said system usage data reflects the Transit District's move to MTDs, the Jail is on a different frequency and we did not have to activate our high frequency emergency plan. The statistics show we are on the right track. Gray asked if comparing the days before the two incidents were average days, Mansourian said yes and confirmed the new average was three times more. This reflects a lot more users on the system and more agencies. Revere, confirmed by Mansourian, noted that the system's original design was for far fewer radios. Mansourian said the original 20-year design capacity was exceeded in 2005. This is why system capacity on event days in 2005 was greatly exceeded.

Mansourian again urged that members share with their Boards what the DPW staff, along with Fire and Law Enforcement, have accomplished in obtaining so much grant funding for MERA.

2) Status/Work Statistics Reports. (Chuck)

Chuck said this information was covered in Mansourian's report.

3) Other Information Items.

None.

G. Open Time for Items NOT on Agenda (*limited to two minutes per speaker*)

None to report.

Revere asked for the assistance of anyone that has experience in working with MMWD Board Members or staff, or knows someone who does, to discuss this briefly after the meeting.

H. Adjournment

The meeting was adjourned at 4:06 p.m.

NEXT: REGULAR MEETING of MERA Board of Directors

Wednesday – December 14, 2011 – 3:30 p.m.

and

Wednesday – May 16, 2012 – 3:30 p.m.