

MARIN EMERGENCY RADIO AUTHORITY

c/o Novato Fire Protection District
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BOD Meeting 6/20/12: **Agenda Item A-1**

DRAFT: 6/6/12

BOARD OF DIRECTORS

Minutes of May 16, 2012 Regular Meeting

Call to Order:

The meeting was called to order by President Revere on May 16, 2012 at 3:32 p.m. at the Novato Fire Protection District's Administration Office, Heritage Conference Room, 95 Rowland Way, Novato, CA 94945.

Board Members Present:

City of Belvedere	George Rodericks/Tricia Seyler (Alternate)
Town of Corte Madera	Roger Sprehn (Alternate)
Town of Fairfax	Chris Morin
City of Larkspur	Robert Sinnott
City of Mill Valley	Angel Bernal
City of Novato	Joe Kreins
Town of Ross	Tom Gaffney
City of San Rafael	Chris Gray
County of Marin	Matthew Hymel
City of Sausalito	John Rohrbacher (Alternate)
Town of Tiburon	David Hutton (Alternate)
Bolinas Fire Protection District	Anita Tyrrell-Brown
Inverness Public Utility District	James Fox/Scott McMorrow (Alternate)
Kentfield Fire Protection District	Paul Smith/Ron Naso (Alternate)
Marin Community College District	Mitchell Lemay
Marin County Transit District	David Rzepinski
Marin Municipal Water District	Bill Hogan
Marinwood Community Services District	Bruce Anderson
Novato Fire Protection District	Marc Revere
Ross Valley Fire Service	Richard Shortall/Roger Meagor (Alternate)
Southern Marin Fire Protection District	Jim Irving (Alternate)
Stinson Beach Fire Protection District	Kenny Stevens
Tiburon Fire Protection District	Richard Pearce
Twin Cities Police Authority	Todd Cusimano

Board Members Absent:

Town of San Anselmo

M/S/P Kreins/Gray to approve Items 1 through 4 as presented.

AYES: ALL
NAYS: NONE
Motion carried.

D. Executive Officer's Report (Cassingham)

1. Proposed Technical Services Agreement Between MERA and County of Marin

Cassingham reported that the current 3-year agreement for Training, Technical Services and Administrative Services is ending June 30, 2012. A 1-year agreement for these services is proposed which will permit annual cost review and better address under/over cost recovery. This Agreement does not include capital projects administrative services which are addressed in the Proposed System Analysis Agreement which is the next item on the agenda. She noted that the training, technical services, and administrative costs of \$280,042 for this Agreement have been included in the proposed FY12-13 MERA Operating Budget.

M/S/P Gray/Pearce to approve the proposed 1-year Technical Services Agreement between MERA and County of Marin as presented.

AYES: ALL
NAYS: NONE
Motion carried.

2. Proposed System Analysis Agreement between MERA and County of Marin

Cassingham said the proposed 3-year Agreement for capital projects administrative services reflects an annual cost of not-to-exceed \$50,000. Heretofore, DPW administrative services related to MERA capital projects have been included in the Technical Services Operating Agreement and charged to other funds at an annual cost of \$59,280. A separate agreement for capital projects will permit easier project tracking, budgeting, accounting and depreciation as recommended by the Auditor.

M/S/P Gray/Kreins to approve the Proposed System Analysis Agreement between MERA and County of Marin as presented.

AYES: ALL
NAYS: NONE
Motion carried.

3. Report #8 on Strategic Plan Implementation

Cassingham summarized Report #8 and referenced the attached Reports #6 and #7 which bring the Board up to date on the Strategic Plan activities of the Governance Work Group, Finance Committee and Outreach Subcommittee. She noted the public hearings later on the agenda

represent culmination of Governance's work to date in JPA Amendment No. 5 and Amended Bylaws.

M/S/P Kreins/Bernal to receive and file Report #8 on Strategic Plan Implementation as presented.

AYES: ALL
NAYS: NONE
Motion carried.

4. Other Information Items

Cassingham updated the Board on the status of the member agency links project to meraonline.org. 13 members have created links on their websites with 1 member in progress. She will work with the remaining members to complete the project in June.

E. Public Hearings

1. Proposed Amendment No. 5 to the Joint Powers Agreement Creating the Marin Emergency Radio Authority RE: Executive Board

Cassingham introduced Tom Robinson, President of CBG Communications, Inc., and MERA's Strategic Plan consultant and facilitator, who will conduct the PowerPoint presentation on the Proposed New MERA Governance Structure. She also noted General Counsel Karpiak would answer any questions regarding proposed JPA Amendment No. 5 creating the Executive Board. Robinson said the Strategic Plan adopted by the Board in 2010 created the Governance Work Group to look at potential changes in governance over an 18-month period. Governance presented its initial recommendations to the Finance, Outreach and Executive Committees for input and modification. The Board provided additional input in December 2011 which resulted in further refinement by Governance. General Counsel drafted proposed JPA Amendment No. 5, creating an Executive Board and related Amended and Restated Bylaws for review by Governance and the Committees. On March 14, 2012 the Executive Committee recommended a final set of changes, directed distribution of the Proposed Amendment to the member agencies, along with FAQs for the members' use, followed by the required 30-day notice of the public hearing at today's meeting on the Amendment.

Robinson said the Amendment would retain the current Board as the Governing Board, as the ultimate governing entity of MERA. The Governing Board would approve the Annual Budgets and Work Plan, any and all indebtedness, initiation of any litigation along with providing oversight of the Executive Board, including the ability to overrule its decisions. He reviewed the 9-member Executive Board composition of Marin County (selected by the Board of Supervisors), City of San Rafael (selected by the City Council), City of Novato (selected by City Council), County Sheriff or his/her designee, Police (selected by police chiefs of MERA members not already represented on the Executive Board by a Council-designated member), Fire (selected by the Fire Chiefs of MERA members not already represented on the Executive

Board by a Council-designated member), Southern Marin Cities (selected by the City/Town Managers of Sausalito, Mill Valley, Tiburon, and Belvedere), Ross Valley Cities (selected by the City/Town Managers of Corte Madera, Fairfax, Larkspur, Ross and San Anselmo), and Special Districts (selected by the MERA Governing Board members representing the College of Marin, Inverness Public Utilities District, Marin County Transit, Marin Municipal Water District and Marinwood Community Services District).

Robinson outlined the responsibilities of the Executive Board including the day-to-day administration and management of MERA's operations, setting policies and goals under the aegis of the Governing Board, entering into contracts within budget authority, supervision of the Executive and Operations Officers and reporting to the Governing Board. Each member would serve a two-year term and can be reappointed by the designated entity or entities.

To enact the proposed new MERA governance, Robinson said the Board is being asked to approve JPA Amendment No. 5 at this meeting and convene another meeting in June to approve the companion Bylaws changes.

Revere asked for Board discussion. Anderson questioned and sought clarification about the selection of Police and Fire representatives. He suggested one member be selected from the MERA member chiefs. Revere expressed reservation about the possible differing leadership between the Governing and Executive Board, which he felt could complicate the leadership function.

Gaffney said when he was Board Vice Chair and not on the Executive Committee, and needed to chair a Board meeting, he was unaware of what the Executive Committee had been doing. The Board currently follows, for the most part, what the Executive Committee recommends. He felt that the MERA President and Vice President should somehow participate in the Executive Board. Robinson said Governance had not considered this and deferred to its members for comments. Kreins said due to size, the Executive Board precludes a lot of Governing Board participation. Gaffney said potentially everyone is eligible to serve on the Executive Board. Robinson said the Executive Board was set up this way to permit the designating agencies to determine the best representatives, be they Governing Board Members or not. They will likely look for continuity and appropriate expertise with their appointments. The Executive Board will be MERA's workhorse going forward given the work ahead with the replacement system. Anderson said, in addition to this issue, is the ability to overrule the Executive Board and asked which matters are subject to being overruled. Robinson replied that the 9-member Executive Board structure is composed theoretically of members representing your interests. Experience has been it is rare that an Executive Board would be completely at odds with the Governing Board. In the case of a big issue like the new system, every MERA Board Member represents a system user. The Executive Board would not put together a replacement system that would not benefit all the users. Their 9 members would be unlikely to go "rogue" and act inconsistently with the wishes of the 25 Governing Board Members.

Robinson said there is currently no overruling language in the JPA which is now included in Amendment No. 5. Karpiak said the current Board would have to call a special meeting to do

so. Pearce said a new governance structure has been worked on for 17 months and he recognizes the concerns. But it is time to make this leap of faith and that we are all in this together. Regarding the Executive Board membership, he agreed 1 member should be selected from the MERA member chiefs for the Police and Fire slots. As for the Governing Board President and Vice President, if they are not appointed to the Executive Board, they could serve as ex-officio members to keep them engaged and knowledgeable. If something went awry, they could contact Governing Board Members. At some point, we need to step off and go forward. Robinson noted MERA's successful experience to date with the current Executive Committee and Board structure which has served the Authority well. Revere said this is because there has been continuity of leadership between the two. He asked how many Board Members would be serving 5 years from now. Based on a show of hands, 2/3 will not be aboard. The members present today understand the intent, but the remaining members will have to carry the work forward and be able to explain it. He agreed we need to start somewhere with a new structure, but we will need leadership from the top all the way down.

Gaffney moved to adopt the proposed JPA Amendment No. 5 with revisions to the Police Departments and Fire Services member selection to be by the police and fire chiefs of MERA Members, respectively. Pearce seconded the motion.

Revere opened the Public Hearing. There were no comments and he closed the Public Hearing.

Karpiak clarified the JPA amendment requires 30 days notice to the members. While this is a minor change, adoption should be postponed until action on the Bylaws to permit 30 days notice to Members of the revised Amendment No. 5. Karpiak said the Board could vote to accept this change and direct staff to notice the members accordingly. He said they could also continue the motion and second.

Hymel asked if this revision could be considered as clarifying the intent or if it is a substantive change. Karpiak said he felt this is a substantive change in that now the San Rafael and Novato Chiefs can vote. Hymel felt this was clarifying the intent as opposed to a substantive change. Gaffney asked if this could be approved and not be effective for 30 days until members are notified. Hymel asked if this was truly a substantive change given the clarification and consistency of intent. He said it was not intended that the San Rafael and Novato Chiefs could not vote; it was that they could not serve. Karpiak clarified this intent was not what was written.

M/S/P Gaffney/Pearce to recommend Board approval of Proposed Amendment No. 5 to the Joint Powers Agreement Creating the Marin Emergency Radio Authority regarding Creation of an Executive Board with revisions to the Fire Services and Police Departments members to be selected by the fire and police chiefs of MERA Members, respectively, and continue this matter to the next Board Meeting with the required notice to the members.

AYES: ALL
NAYS: NONE
Motion carried.

2. Proposed Marin Emergency Radio Authority Amended and Restated Bylaws

Cassingham said the action before the Board is to consider the Proposed Amended and Restated Bylaws which are consistent with JPA Amendment No. 5 creating an Executive Board and schedule a 30-day noticed meeting date on Wednesday, June 20 at 3:30 p.m. for final action. Karpiak noted that the current Bylaws require 2 meetings to amend. One of the changes in the proposed Bylaws is to require, like the JPA, only one meeting to amend. The proposed changes to Amendment 5 do not affect the Restated Bylaws since they defer to JPA Amendment No. 5. Robinson summarized the changes in the Bylaws regarding the Governing Board's ultimate authority over MERA and the duties of the Executive Board. Cassingham confirmed that 17 members would need to be present to act on the Amendment and Bylaws changes.

Revere opened the Public Hearing for comments and, there being none, closed the Public Hearing.

M/S/P Revere/Kreins to schedule a regular Board meeting on June 20, 2012 at 3:30 p.m. at NFPD to act on revised JPA Amendment No. 5 and the Amended and Restated Bylaws during Public Hearings.

AYES: ALL
NAYS: NONE
Motion carried.

3. Proposed FY12-13 MERA Operating Budget and Fee Schedule for Non-member Users

Cassingham summarized the proposed FY12-13 MERA Operating Budget which totals \$1,591,930, representing a 6.2% increase over prior year. Noteworthy line item variances are County Technical Services up \$62,000, Site Rentals and Leases up \$14,500, Site Utilities up \$5,200 and General Contingencies up \$10,000. A preliminary iteration of the budget was reviewed by the Finance and Executive Committees before it was distributed to the member agencies on March 15, to assist them with their budget preparations. Additionally, continuation of a zero-rate fee schedule for non-member agencies is recommended as part of the FY12-13 annual budget approval.

Revere opened the Public Hearing for comments and, there being none, closed the Public Hearing.

M/S/P Gray/Hymel to approve the Proposed MERA FY12-13 Operating Budget and Zero-Rate Fee Schedule for Non-member Users.

AYES: ALL
NAYS: NONE
Motion carried.

4. Proposed FY12-13 MERA Other Budgets and Reserves

Cassingham summarized the FY12-13 Budgets for the MERA 2010 Refunding Revenue Bonds Debt Service and New Project Financing – 2007 Bank Note. She also reviewed the Proposed Use of Reserves in FY12-13 for capital expenditures and the Resolution adopting all the budgets and use of reserves. These 2 budgets are outside the Operating Budget and there is no discretion. The recommended budget for debt service is \$2,122,375 and Board established budget for the Bank Note is \$225,000. She said attached to her staff report are the member agency payment schedules for the 3 budgets. Attached to the Resolution are proposed expenditures from the New Project Financing and Replacement Funds.

Revere opened the Public Hearing for comments and, there being none, closed the Public Hearing.

M/S/P Gaffney/Pearce to approve the proposed FY12-13 Budgets for the MERA 2010 Refunding Revenue Bonds Debt Service and New Project Financing – 2007 Bank Note, Proposed Use of Reserves for FY12-13 Capital Project Expenditures and Resolution Adopting all FY12-13 Budgets and Use of Reserves.

AYES: ALL
NAYS: NONE
Motion carried.

Revere thanked Cassingham for her work on the budgets.

F. Operations Reports (Tackabery)

1. Report on Tomales Emergency Radio Project

- Review of Requests for Expenditure

Tackabery noted the discussion of the Tomales Project at the May 9 Executive Committee meeting. This site has been identified as the most viable to address the coverage issues in northwestern Marin County. DPW has been working on the application for a Coastal Development Permit. They are not asking for construction funding at this time.

The recommendation is to approve the expenditures for December 1 invoiced work, \$7,570 for the Coastal Permit, and the consultants' contract in the amount of \$23,100. As reported at the Executive Committee meeting the MERA President, Vice President and Operations and Executive Officers will be meeting to go over FY12-13 expenditures for this project.

Hymel reported that the Tomales and Martha property coverage projects have been proceeding and the intention is not to stop them but to discuss at this meeting where we are heading with them since we have no capital funds at this time to build them at \$2M and \$3M, respectively. The question is at what point do you stop and at what point are they part of the next gen system. He noted there are some capital funds in the amount of \$50,000 annually in the

System Analysis Agreement to continue working on them. We need to know where we are going long-term, is there a need for additional funds now or can these projects be rolled into the next gen system. The intent is to have these projects reviewed by the Committees and full Board.

Naso from Kentfield Fire Protection District asked Tackabery about the dead spots along the Coast, Tiburon and Belvedere, and what interim actions could be taken. Overall, he said we have a good system. In December 2010, he brought these coverage issues up for discussion during the Strategic Plan Workshop. Fortunately, there have been no recent significant events. He asked if we could seek Homeland Security funding for antennas on Sutro, Alcatraz or Angel Island. Something needs to be done and these antennas need to be addressed now. He provided an example of the April 29 medical call at Muir Beach. Chief Stevens got the call and he was unreadable. The satellite phone issued by DPW doesn't work. This is unacceptable and dangerous for our police officers and fire fighters. We need to find locations where we can place antennas to eliminate these dead spots. Naso concluded by reiterating that while the system is a good one, he thanked the Board for anything that can be done to address the dead spots.

Tackabery said he shares Naso's concerns and can update the analysis of these areas from several years ago and bring it back to the Board. Revere said from a historical perspective, we have gone down this road several times without these problems getting fixed. He noted the various antenna sites that have been considered. Chuck noted that some options at Fort Miley, Angel Island and other locations had been reviewed. Gray supported revisiting these options.

Revere said he would get the background information on what has been done to-date to Naso.

2. Report on Martha Company Development Proposal in Tiburon

- Review of Requests for Expenditures

Revere said he considered this report as informational. Cassingham said the Executive Committee had provided direction as summarized earlier by Hymel, namely to schedule a meeting to review FY12-13 capital project costs and next steps and report back to the Committees and Board. Hymel noted again that there is \$50,000 available annually to continue work on these projects.

Tackabery summarized the Martha Company proposal noting he had nothing more to add to his written report.

3. Report on the Next Generation System Feasibility Study

- Review of Requests for Expenditure

Tackabery said he was working with Finance Committee Vice Chair Gaffney on replacement system cash flow and debt scenarios and for presentation to the Finance Committee later in June.

4. Report on Marin County Emergency Operations Project

Tackabery provided an update and heads up on the impact of the County's EOF console upgrade on the existing MERA system. He said this is a County project, not a MERA project. The intention is for MERA to be able to move its prime site to the new EOF with the next generation system. At the time of the relocation, MERA will incur costs. Hymel said MERA would not want to incur \$5M-\$6M to move the old technology with its short useful life. The recommendation is to keep it at the Civic Center and move it with the next gen system.

5. Status/Work Statistics Reports (Chuck)

Chuck distributed copies of the MERA System Operations Update dated May 16, 2012. He highlighted the IECGP, UASI and CALEMA grants for equipment. The most significant maintenance project in April was replacement of the air conditioner at Big Rock, which has been running 24/7 for 12 years. He noted that the FSA control portables are no longer supported or available from Motorola. He is recommending purchase of 6 upgrade kits from Motorola which should last us until the next gen system. Annual, quarterly and monthly preventive maintenance has been performed at Bay Hill, Stewart Point and Sonoma Mountain.

The System zone controller, which is the main brain, has experienced some strange CRC alarms but system operations have not been affected right now. It too has been running for 12 years now, 24/7, so these errors could be due to aging. We have been experiencing system aliases issues with a lot of moving around of mobiles and portables. Chuck asked to be notified when a radio is given to someone else because this creates inaccuracies in the system database. Functional testing for the 700 MHz console interfaces was also completed. It is in its 45-day acceptance period at this time.

In addition to the April 2012 System Activity Report, Chuck provided 2012 year-to-date system usage information. He also provided a comparison from 2006 to projected 2012. The number of transmissions has been going up considerably over the years but they are declining in duration. The amount of air time is less due to training and the expansion project and, system busies are down.

Revere asked if we still need the requirement to get permission to add radios. Chuck said we do since we still have to review them. The expansion gave us an additional 15% capacity. We are adding about 60 radios per year and, at some point, we could get back up to the level of stressing the system.

6. Other Information Items

None

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

Meagor introduced Richard Shortall who is Ross Valley Fire Services new MERA Board Member.

H. Adjournment

The meeting was adjourned at 4:50 p.m. to the next meeting on June 20, 2012 at 3:30 p.m.

NEXT: MERA Board of Directors Regular Meeting

Wednesday – December 12, 2012 – 3:30 p.m.

**AGENDA AND STAFF REPORTS ARE AVAILABLE ONLINE AT
WWW.MERAONLINE.ORG**