

MARIN EMERGENCY RADIO AUTHORITY

c/o Novato Fire Protection District
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www.meraonline.org

BOARD OF DIRECTORS

Minutes of June 20, 2012 Regular Meeting

Draft: 7/9/12

Call to Order:

The meeting was called to order by President Revere on May 16, 2012, at 3:40 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)
City of Larkspur	Robert Sinnott
City of Mill Valley	Angel Bernal
City of Novato	Jim Berg (Alternate)
Town of Ross	Tom Gaffney
Town of San Anselmo	Charles Maynard
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
Kentfield Fire Protection District	Paul Smith
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 Department	Richard Shortall
Southern Marin Fire Protection District	Jim Irving (Alternate)
Stinson Beach Fire District	Kenny Stevens
Twin Cities Police Authority	James Shirk (Alternate)

Board Members Absent:

City of Belvedere
Town of Fairfax
Marin Community College District
Tiburon Fire Protection District

Staff Present:

Maureen Cassingham	Executive Officer
Jim Karpiak	General Counsel
Betty Box	Recording Secretary

A. 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 a separate action be taken on a specific item.

1. Minutes from May 16, 2012 Board of Directors Regular Meeting

M/S/P Smith/Irving to approve Item 1 as presented.

AYES: ALL
NAYS: NONE
Motion carried

B. Executive Officer's Report (Cassingham)

1. Report on MMWD's Fair Market Rent Waiver – Forbes Reservoir

Cassingham noted that the MMWD rent waiver for the Forbes Site had been discussed by the Executive Committee on May 9 and she wanted to bring this matter to the full Board's attention. The \$1- per-year waiver for the next 5 years represents a significant savings over the fair market rent of \$36,000 per year plus COLA adjustments. The District Board is continuing its practice of rent waivers that began in 2002 with the signing of the site lease. She noted she will follow up on the Board's behalf with a letter of thanks and appreciation, especially noting the assistance of MMWD Board Member Hogan, Real Property Agent Graham and District Staff Sandberg.

M/S/P Gaffney/Gray to receive and file the Executive Officer's Report and approve the letter of thanks to MMWD for the Forbes Reservoir Fair Market Rent Waiver.

AYES: ALL
NAYS: NONE
Motion carried

2. Proposed Resolution Confirming MERA FY11-12 Capital Project Budgets and Expenditures for Funds 70032 and 70036

Cassingham discussed the proposed Resolution which identifies FY11-12 capital project budgets and expenditures for Funds 70032-New Project Financing and 70036-Replacement. This is a ministerial action that captures all the approvals of capital expenses during the fiscal year by the Executive Committee and Board in one document.

M/S/P Anderson/Stevens to approve the Proposed Resolution of the Board of Directors of the Marin Emergency Radio Authority confirming MERA FY11-12 Capital Project Budgets and Expenditures for Funds 70032 and 70036 as presented.

AYES: ALL
NAYS: NONE
Motion carried

3. Proposed MERA Governing Board Meeting Schedule – FY12-13

Cassingham is seeking Board confirmation of the proposed FY12-13 schedule of regular meetings. With the proposed Bylaws changes, the Board is required to have a minimum of one regular meeting per year. Heretofore, the Board has met in May to consider the Annual Budget and Work Plan and in December to act on the Authority's Annual Operations and Activities Report, the Executive Officer's RGS Contract and the Annual Audit. If one annual meeting is preferred, that would occur on May 15, 2013. If the Board chooses to retain both meetings, the December 12, 2012, meeting would remain on the schedule. She noted that the new Executive Board, if approved, would likely retain its every-other-month meeting schedule. In response to what the thought process was to moving to one Governing Board Meeting a year, Cassingham said it was possible for the Board to delegate the matters acted on in December to the Executive Board. Revere stated this is a major change in governance and change in past practice. Smith proposed that the full Board continue to meet twice a year to stay focused on and apprised of what is going on with MERA, especially with huge upcoming projects like the next gen system. Two meetings would provide a bi-annual update of how projects are proceeding. Gaffney agreed with Smith about meeting twice a year and that it keeps members involved and helps with quorums. Anderson also supported the two meetings at least for the first year of the new Executive Board.

M/S/P Maynard/Bernal to approve the Board FY12-13 regular meeting schedule of December 12, 2012 and May 15, 2013, at 3:30 p.m. Karpiak requested amendment of the motion and second to identify these meetings as regular Board meetings. The makers agreed to the amendment.

AYES: ALL
NAYS: NONE
Motion carried

4. Other Information

Cassingham said MERA Executive Committee and Governance Work Group Member Michael Rock is leaving the Town of Fairfax as City Manager to become City Manager of Lomita, California. She asked for the Board's acknowledgement and thanks for his service to MERA since 2009, noting the tremendous help he provided in the development of the proposed governance structure. She will provide him with a copy of these minutes accordingly. The Board concurred with this recognition. Revere noted MERA has

acknowledged member and staff services in various ways, most recently with a collection from individual members to recognize former Operations Officer Mansourian. He asked for a staff report in December that would set funds aside for service plaques and recognition.

C. Public Hearings

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

Revere introduced the public hearing and opened it for public comment. Cassingham reviewed the revisions to JPA Amendment No. 5 directed by the Board at its May 16, 2012, meeting. Section 3 has been revised regarding the selections of the Fire Services and Police Department representatives to read, "1 member selected by the fire chiefs of the MERA members" and "1 member selected by the police chiefs of the MERA members," respectively. She noted 17 affirmative votes are required to approve this Amendment which would become effective immediately. Revere said this was the second time the Board has reviewed the proposed Amendment. He asked for discussion and public comment. There was no further discussion or public comment.

M/S/P Gray/Maynard to approve Proposed Amendment No. 5 to the Joint Powers Agreement Creating the Marin Emergency Radio Authority regarding the Creation of an Executive Board, as revised.

Karpiak recommended a roll call vote which was conducted by Box.

AYES: Sprehn, Sinnott, Bernal, Berg, Gaffney, Maynard, Gray, Hymel, Rohrbacher, Hutton, Tyrrell-Brown, Fox, Smith, Rzepinski, Hogan, Anderson, Revere, Shortall, Irving, Stevens and Shirk

NAYS: NONE

Motion carried.

Anderson noted a public comment at his Board meeting as to why this was being done. He provided an explanation but asked if MERA could announce this change to the press. Revere noted FAQs were provided to the members in advance of these hearings and suggested they could be used with the public. He further clarified with Anderson that what he wanted was a PSA versus more information to his Board. Anderson said the member of the public was upset his District was giving up its governance, which he reassured was not the case. He said there may be others with similar concerns. Cassingham will follow up.

2. Proposed Marin Emergency Radio Authority Amended and Restated Bylaws

Revere introduced the public hearing and opened it for public comment. The Board previously conducted its first hearing on the new Bylaws at its May 16, 2012 meeting. Cassingham summarized the proposed Amended and Restated Bylaws as consistent with JPA Amendment No. 5. The Bylaws revisions also bring the Bylaws amendment process into conformance with JPA amendment requirements, which require a 30-day notice and one meeting to amend

instead of the two meeting process in the current Bylaws. Revere asked for questions, discussion or public comments. There was no discussion or comment.

M/S/P Gray/Maynard to approve the proposed MERA Amended and Restated Bylaws as presented. Box conducted a roll call vote.

AYES: Sprehn, Sinnott, Bernal, Berg, Gaffney, Maynard, Gray, Hymel, Rohrbacher, Hutton, Tyrrell-Brown, Fox, Smith, Rzepinski, Hogan, Anderson, Revere, Shortall, Irving, Stevens and Shirk

NAYS: NONE

Motion carried

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

Revere expressed his appreciation to the Board for this second meeting and acknowledged their help in setting the foundation for the next generation of MERA.

E. Adjournment

The meeting was adjourned at 3:53 p.m.

NEXT: Regular Meeting of the MERA Governing Board

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

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