

APPROVED BY BOD 12/9/2009

MARIN EMERGENCY RADIO AUTHORITY

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BOARD OF DIRECTORS

MINUTES OF SPECIAL MEETING: July 15, 2009

President Steve Kinsey called the meeting to order at 2:06 p.m. at Novato Fire Protection District, Heritage Conference Room, 95 Rowland Way, Novato CA 94945.

BOARD MEMBERS PRESENT:

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| Town of Corte Madera | Roger Sprehn (Alternate) |
| City of Mill Valley | Anne Montgomery |
| City of Novato | Joe Kreins |
| Town of Ross | Tom Gaffney |
| City of San Rafael | Ken Nordhoff |
| County of Marin | Steve Kinsey |
| Town of Tiburon | Michael Cronin |
| City of Sausalito | John Rohrbacher (Alternate) |
| Inverness Public Utility District | Kaaren Gann |
| Kentfield Fire Protection District | Ron Naso (Alternate) |
| Marin Community College District | Charles Lacy |
| Marin County Transit District | David Rzepinski |
| Marin Municipal Water District | Jon Mandell (Alternate) |
| Marinwood C.S.D. | Bruce Anderson |
| Ross Valley Fire Department | Roger Meagor |
| Novato Fire Protection District | Marc Revere |
| Southern Marin Fire Protection | Jim Irving (Alternate) |
| Stinson Beach Fire District | Kenny Stevens |
| Twin Cities Police | Todd Cusimano (Alternate) |

BOARD MEMBERS ABSENT:

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| City of Belvedere |
| Town of Fairfax |
| City of Larkspur |
| Town of San Anselmo |
| Bolinas Fire Protection District |
| Tiburon Fire Protection District |

STAFF PRESENT:

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| Maureen Cassingham, Executive Officer |
| Jim Karpiak, General Counsel |
| Richard Chuck, Communications Engineer |
| Farhad Mansourian, County DPW |
| Denise Wade, Recording Secretary |

GUESTS PRESENT:

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| Inverness Public Utility District, Scott Morrow |
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Introduction of: Captain John Rohrbacher, City of Sausalito Police Department
Captain Todd Cusimano, Twin Cities Police Department
Denise Wade, NFPD Administrative Specialist

Recognition of: Retiring Captain Don MacQuarrie, Representing Marin County Police Chiefs' Association and of Sausalito Police Department
Retiring Captain Mike McDuffee, City of Twin Cities Police Department

Agenda Item 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 separate action be taken on a specific item.

1. Minutes from the May 20, 2009, Board of Directors Regular Meeting.
2. Approval of Reallocation of Unexpended Capital Project Balances from FY08-09 to FY09-10: Forbes Reservoir Demolition and Logging Recorder System Projects.

M/S/P Kreins / Revere to approve the Consent Calendar Items #1-2.

AYES: ALL

NAYS: NONE

Motion carried.

Agenda Item B: Executive Officer's Report (Cassingham)

1. Approval of Update on MERA 1999 Bond and New Project Fund Balances and Resolution Allocating Fund Balances for Capacity and Coverage Projects

Cassingham introduced the Maher Report on updated, unaudited MERA 1999 Bond and New Project Fund balances through May 31, 2009, and a resolution allocating those fund balances for the capacity of the coverage projects. On March 11, the Board approved funding for the capacity and coverage projects, specifically frequencies acquisition and installation, and development of the Tomales site from the \$2.9M balance in the 1999 Bond fund. Estimated costs for the frequencies project are \$1.6M, and \$2M for the Tomales site coverage project. While Cassingham accurately reported the \$2.9M fund balance in the 1999 bond fund, only \$1,041,262 was actually available for projects. The difference was the restricted reserve, which is invested in Rabobank. She stated she did not complete the verification of the bond fund balance with auditor John Maher. She requested that he prepare the attached report, which confirms those unaudited fund balances through the end of May 2009. General Counsel and Bond Counsel have confirmed the appropriateness of the use of these fund balances for these two projects. Given this is a significant reduction from the amount originally reported available for these projects in the 1999 Bond fund, the Board is being asked to approve the use of the 1999 fund balance as well as the New Project

fund balance of \$1,194,886 for a total of \$2,236,148. Further in the agenda, the Board will be presented a report from the Operations Officer updating the costs of those projects and the timelines. His reports, likewise, refer to the resolution attached to this staff report. Cassingham suggested that the Board withhold action on the resolution until they receive his reports. It was agreed by Board consensus to approve the Maher report on the updated, unaudited MERA 1999 Bond and New Project Fund Balances through May 31, 2009.

2. Approval of Records Management Project – Phase III (Implementation of Active Records Recommendations from Phase II)

M/S/P Montgomery / Gaffney to approve Phase III of the Records Management Project with Gladwell Governmental Services, in the amount of \$1,127, as presented.

AYES: ALL

NAYS: NONE

Motion carried.

3. Appointment of Ad Hoc Strategic Planning Committee

Cassingham summarized the Executive Committee's July 8 recommendation requesting Board approval of their appointment of an Ad Hoc Strategic Planning Committee to work on a MERA strategic plan with consultant facilitation and DPW technical support at costs to be determined. The Executive Committee is also seeking Board input on the strategic planning goals, process and timeline.

Development of MERA's strategic plan was part of the Executive Officer Work Plan for 2009. Cassingham asked for Board input on the original project description. Similar to the appointment of the MERA Finance Committee, the Executive Committee discussed limiting the number of Committee members serving on the Ad Hoc Strategic Planning Committee to four Executive Committee members or four Board members, which facilitates convening the meetings and moving the process forward. The Executive Committee also suggested the addition of at least one member having history with MERA, representatives of the Police or Fire Chief Associations, a city manager, and representatives from technical and user groups. The Committee also felt strongly that it would be important to select a professional communications consultant to facilitate the strategic planning process. MTA engaged CBG Communications, Inc., to facilitate their strategic plan. CBG has also done work for MGSA on the Wireless Marin Project. The Executive Committee commented that an outside facilitator would provide some objectivity and keep the project going. The Committee also recommended that County DPW provide technical support for the strategic planning process and facilitator. Administrative support will be provided by the Executive Officer. The Executive Committee has proposed that the Ad Hoc Strategic Planning Committee report to them. While no funds have been allocated for this project, there is \$20,000 in the operating budget contingency which could be used to initiate the process.

Kinsey inquired about the cost of a strategic planning consultant. Cassingham stated that costs could range between \$20,000 and \$30,000 depending on the scope of the project and timeline. Kinsey stated that he hoped the project could be completed between six months and one year. Cassingham said costs might be contained if the project was approached on a phased basis with a finite number of meetings. She said Strategic Planning Committee volunteers would benefit from knowing how much time and effort would be involved before committing to the process. The Executive Committee would like to see proposals from DPW and from CBG or other professional facilitation firms before approving project costs.

Kinsey responded to Gaffney's question regarding the focus of the Strategic Plan by referring to the original project description. The plan should address the future of the system, its half-life status, user needs and expectations, the status of similar communications systems, emerging technology and resources to enhance or replace it. Kinsey noted we are still dealing with coverage challenges and that systems like MERA have relatively short lives in the world of technology. He said we need to look ahead. MERA has financial challenges that have been identified, improvements that need to be made, but no way to pay for them. Kinsey said MERA needs the combination of a funding plan and a technology plan. He noted that member agencies have to commit to the value of a shared approach going forward. Kinsey favored a fairly compact time frame for the strategic planning process, while making sure that all perspectives from the different agencies are included.

Nordhoff said that the Executive Committee's intention was to limit the scope of the plan to a treetop level and, if necessary, as the work unfolded, more effort and money could be expended on specific tasks needing more attention. He agreed it was important to present recommendations about funding, technology, the shared environment that we have, and what is next. If there is no new technology out there, we need to say that MERA has addressed that to best serve our member agencies.

Kinsey summarized that the Board would be authorizing the Executive Committee to make appointments consistent with the Committee's recommendations on representation, including inviting the Chiefs' Associations and member agencies to identify representatives they would like on the Ad Hoc Committee.

Anderson inquired about limiting the number of Executive Committee or Board members to four. Kinsey said the number is open to discussion. The limit would facilitate the convening of meetings and be generally representative of the Board, along with association representatives, city managers, user representatives and anyone else desiring to participate. Anderson asked about policy-maker participation. Kinsey said the process is open to member-elected officials.

M/S/P Irving/Lacy to approve the Executive Committee moving forward as recommended including appointment of the Ad Hoc Strategic Planning Committee which will report to them.

AYES: ALL
NAYS: NONE

Motion carried.

4. Other Information Items

- Executive Officer 2009 Work Plan Subcommittee Meeting

Cassingham reported she will be scheduling a quarterly Work Plan Subcommittee review sometime in the month of July or August. Members of the Subcommittee are Chief Revere, Chief Kreins, and Ken Nordhoff.

- Status of MERA History Project

Cassingham forwarded an electronic copy of the draft chronological history of MERA to current MERA Board members and a number of prior members. She will bring the history up to present day, including the comments received so far, and will re-circulate those revisions electronically.

- Proposed Meeting Agenda – MERA Finance Committee

Cassingham will be convening the MERA Finance Committee as soon as possible to review an invoice approval policy, definition of MERA reserves, and a radios cost policy. Mansourian will provide information on radios for the Committee's consideration.

- Status of Forbes Demolition Project

Cassingham reported that the demolition phase of this project, after asbestos removal, will begin on July 23. Demolition will be followed by removal of the underground fuel storage tank. She specially thanked the Marin Municipal Water District, owner of the site, for all their help and support of the project. Kudos go to Stanley Graham and Jon La Haye of MMWD.

- Report on Marin Mayor's and Council Members' Joint Powers Oversight Committee Meeting

Cassingham met with the JPAOC Subcommittee on May 11 and the JPAOC on June 18 to provide information and documents regarding MERA's operations over the last year. Committee questions ranged from the process for member agency representatives reporting to their elected officials, schools participation in MERA, withdrawal from MERA, televising MERA meetings to inquiring about the number of

radios for mutual-aid agencies. As soon as the JPAOC issues their annual report on MERA, it will be distributed to the Board.

Agenda Item C: Operations Reports (Mansourian)

1. Report on Additional Frequencies: Approval of Capital Project Implementation Timeline Based on Revised Financial Resources
2. Report on Tomales Site Coverage Project: Approval of Capital Project Implementation Timeline Based on Revised Financial Resources.

Mansourian followed up on Cassingham's earlier report on updated funding for the frequencies and coverage projects. He recapped the Board's March approval of \$2M for frequency acquisition and installation and \$2M for the Tomales coverage project. Since then, it has been determined only \$2.2M is available for both projects. The frequencies project will cost just under \$600,000 for frequencies acquisition, and cost of installation is estimated at \$1M. On August 3, payment will be made to Fleet Talk for the frequencies if there are no appeals to the FCC licensing decision. Negotiations with Motorola, the sole source provider, are underway for the frequencies equipment. The final cost proposal will be presented to the Executive Committee and Board. Assuming those costs are \$1M, \$600,000 will be left for the Tomales project. Mansourian said this project is doable, provided there are no substantial environmental and permitting challenges. He recommended a budget of \$75,000 to engage John Roberto to undertake preliminary environmental review, along with mapping out the permitting process and conducting preliminary community outreach.

Nordhoff inquired if the goal of the consultant is to determine if there are no serious obstacles to the Tomales coverage project and whether it could be undertaken with a categorical exemption or negative declaration. Mansourian said yes, plus a mapping of the permitting process for an 80-foot tower should help identify community feasibility. He said it may take six to eight months to come back with a report. If feasible, project financing would have to be determined.

Mansourian said the owner of the Tomales Verizon site is willing to negotiate a lease with MERA for another area on the property. He will report back on site lease expenses along with Verizon's proposed costs for MERA to use their road and utilities. These matters would be approved to permit construction once the environmental review and permit mapping is done and funding is approved.

Nordhoff said, as part of its work plan, the MERA Finance Committee should review all the unfunded capital projects under consideration, like the balance of the Tomales project, and provide those recommendations to the Ad Hoc Strategic Planning Committee. Cassingham said the strategic planning process should identify system needs and financial options to address them for Board consideration.

Gaffney noted the balances of the replacement and maintenance reserves as being over \$1M and confirmed their availability for expenditure. He also inquired if MERA has a policy for spending the reserves. Kinsey said that matter is on the Finance Committee's agenda. Meagor asked about the \$2,133,000 1999 bond reserve. Gaffney said it was strictly reserved for debt service on the 1999 bonds. He further explained that when the bonds were sold, MERA was required to set up a reserve fund as security for the bond holders to be held by the trustee. It will be available as bond payments near completion. Gaffney also discussed the recent review of refunding the 1999 bonds; however, market conditions currently preclude that. The Finance Committee will continue to monitor that option.

M/S/P Nordhoff/Gaffney to approve the resolution approving and allocating the use of the 1999 Bond and New Projects Fund Balances for Additional Frequencies and Tomales Coverage Capital Projects and authorize expenditure of \$75,000 from the \$600,000 Tomales project allocation for environmental and permitting consultant costs.

3. Status/Work Statistics Report (Chuck)

No report.

4. Other Information Items

Mansourian reported on the status of Southern Marin coverage issues including a number of meetings he has had with Police and Fire Chiefs there. Emphasis, at this time, is to try to press the placement of a MERA antenna on the Martha property as a condition of development by the County. The Tiburon City Council will consider support of this initiative later this fall. Mansourian will press the developer on the antenna issue. Cronin is taking the lead with the Martha property and is exploring other coverage solutions like a series of smaller towers. Mansourian is working on a Martha property cost estimate. Mandell may be able to help with the possibility of co-location on an MMWD water tower serving the area at the highest elevation.

A major issue remains in terms of funding for the project amid other current and pending projects. Kinsey said this cost estimate will be helpful to the strategic planning process. He said it is critically important to member agencies that any system operating goals that are not being met be identified and communicated to the Ad Hoc Strategic Planning Committee. This will be the time to consider projects that enhance system performance and develop financing plans to implement them.

Mansourian reported that Stinson Beach coverage is still on his radar screen. He has asked Chuck and area Chiefs to continue working on short-term solutions for a long-standing problem.

Mansourian updated the Board on the logging recorder system project. In 2006, MERA hired Citcom to advise on this project. Original budget was \$40,000 to \$150,000. As of

June 15, MERA is officially out of the logging recorder business with every communications center now having their own systems that they are responsible for maintaining. The final costs for MERA were just under \$50,000.

Mansourian reported that Chuck and Nelson are actively seeking external funding for MERA from Homeland Security/UASI grants. In addition to the \$300,000 grant received, they are seeking an allocation from \$37M available funding to help replace our system. He requested police and fire agency support of MERA's initiatives and urged that we avoid competing with each other. Regional level support from members who sit on boards is critical to the success of MERA's efforts to address \$50M in replacement needs.

Kinsey inquired if there were any questions. Anderson, Marinwood Community Services District, asked for help from members on cell tower siting issues. Marinwood CSD has been approached about placing a cell tower next to their fire building. Mansourian recommended letting the development approval and permitting process proceed to conclusion before committing MCSD to any private provider. Kinsey said MERA's policy does not permit private providers on its towers; however, MERA has co-located on existing commercial towers. Kinsey invited Anderson to meet with members who have dealt with similar requests. Kinsey noted the next Board meeting is in December.

Agenda Item D: Open Time for Items Not on the Agenda (limited to two minutes per speaker)

None to report.

Agenda Item E: Meeting adjourned at 2:52 p.m.

Maureen Cassingham, Executive Officer