

AMENDED AND RESTATED **8/13/14** **A-1a**
**MEMORANDUM OF UNDERSTANDING BY AND BETWEEN THE MARIN
EMERGENCY RADIO AUTHORITY AND THE COUNTY OF MARIN IN SUPPORT
OF THE NEXT GENERATION RADIO SYSTEM**

THE AMENDED AND RESTATED MEMORANDUM OF UNDERSTANDING (this “Memorandum”) dated as of _____, 2014, is made by and between the MARIN EMERGENCY RADIO AUTHORITY (“MERA”) and the COUNTY OF MARIN (the “County”) with reference to the following facts. Each of MERA and the County are sometimes referred to in this Memorandum individually as a “Party” and collectively as the “Parties.”

RECITALS:

A. MERA is a joint exercise of powers agency comprised of the City of Belvedere, Bolinas Fire Protection District, Town of Corte Madera, Town of Fairfax, Inverness Public Utility District, Kentfield Fire Protection District, City of Larkspur, County of Marin, Marin Community College District, Marinwood Community Services District, City of Mill Valley, Novato Fire Protection District, City of Novato, Town of Ross, Ross Valley Fire Department, Town of San Anselmo, City of San Rafael, City of Sausalito, Southern Marin Fire Protection District, Town of Tiburon, Tiburon Fire Protection District, Central Marin Police Authority, Marin Transit, Marin Municipal Water District and Stinson Beach Fire Protection District, existing as an entity separate from its member agencies and organized under California Government Code Sections 6500, et seq., for the purpose of constructing and operating a countywide public safety and emergency radio system in the County.

B. MERA contracts with the County Department of Public Works (“DPW”) to provide certain technical, operations administration and engineering services to MERA.

C. The existing countywide public safety and emergency radio system owned and operated by MERA (the “Existing System”) is aging and approaching obsolescence.

D. MERA is considering a new replacement system (the “Next Gen System”) to ensure reliable public safety and emergency radio communications in the County.

E. MERA and the County entered into that certain Memorandum of Understanding, dated as of January 14, 2014 (the “MOU”) in order to confirm their mutual desire to facilitate the future construction of the Next Gen System and to express their mutual intent to cooperate with one another to achieve that goal.

F. On July 22, 2014 the County Board of Supervisors adopted its Resolution No. 2014-64 calling a special election to be consolidated with the November 4, 2014 election to submit to the County’s voters an ordinance (the “Tax Ordinance”) authorizing the County to levy a special parcel tax.

G. The Tax Ordinance specifies that the special parcel tax revenues will be used solely for the purpose of funding the Next Gen System.

H. The County and MERA desire to amend and restate the MOU to clarify that the special parcel tax revenues will be used solely for the purpose of funding the Next Gen System as provided by the Tax Ordinance.

NOW THEREFORE, the Parties hereto agree as follows:

I. Term.

This Memorandum shall be valid from the date hereof through the date that is two years thereafter.

II. Definition of Next Gen System.

The Next Gen System is defined as the construction of a public safety and emergency radio system to replace elements of the Existing System that are approaching obsolescence and to provide a system that provides reliable countywide emergency communications using up to date equipment and technology.

III. Next Gen System Development.

A. MERA has caused to be prepared a report entitled “Marin Emergency Radio Authority Next Generation Radio System Implementation Feasibility Study, accepted December 11, 2013 (the “Feasibility Study”), to analyze the needs for radio communications by public safety agencies and other public agencies in the County and ways to respond to those needs, including an analysis of the Existing System, feasible alternatives to the Existing System and recommendations regarding replacement systems and their associated costs. MERA will develop the Next Gen System based on the Feasibility Study and such additional information as deemed necessary or prudent.

B. MERA anticipates continuing the contractual relationship with DPW to provide certain technical, operations administration and engineering services in connection with development of the Next Gen System.

IV. Financing of Next Gen System.

A. The Parties acknowledge that establishing a method of financing is critical to the successful implementation of the Next Gen System. MERA and the County agree to cooperate in good faith to develop the details of the financing plan.

B. MERA has limited taxing authority and the County may use its power to levy a parcel tax to produce tax revenues to finance the Next Gen System. The County will consider submitting a parcel tax measure to the voters at the November 4, 2014 election. MERA would prepare the proposed Tax Ordinance and the ballot question, which submits the Tax Ordinance to the voters. The proceeds of the parcel tax would be available solely for the purpose of funding the Next Gen System.

C. The Parties anticipate funding all or a portion of the Next Gen System with bonds issued by MERA. The Parties are considering structuring the financing as follows: MERA would lease the Next Gen System to the County for an annual lease payment equal to the debt service on the proposed bonds. Lease payments from the County would only be payable from proceeds of a parcel tax. MERA would issue the proposed bonds to fund the Next Gen System and MERA would pledge lease payments from the County to repayment of such bonds. No other funds of MERA, the County or the members of MERA would be pledged to repayment of the proposed bonds.

V. Election.

MERA will act as the lead agency with respect to education and information activities in connection with an election to approve the proposed parcel tax.

VI. Environmental Review.

A. This Memorandum provides guiding principles for the Next Gen System, and does not represent a commitment to approve any specific project. In addition, the proposal to submit a parcel tax to the voters provides a government funding mechanism and does not involve any commitment to any specific project which might result in a potentially significant physical impact on the environment.

B. A material part of approving and implementing the Next Gen System will be completion of the review required by the California Environmental Quality Act (CEQA) when MERA has proposed a project in connection with the Next Gen System. MERA will act as the lead agency with respect to compliance with CEQA prior to the approval of the Next Gen System.

VII. Non-Binding Effect of Memorandum

The provisions of this Memorandum shall not be binding on the Parties. The Parties acknowledge and agree that nothing in this Memorandum is intended to, nor shall anything in the Memorandum be construed to, obligate the legislative body of either Party to take any action related to the future construction and financing of the Next Gen System and any other legislative or governmental decision shall remain in the sole and absolute discretion of the legislative body of each Party.

IN WITNESS WHEREOF, the undersigned have caused the Memorandum to be executed and attested by their duly authorized proper officers as follows:

COUNTY OF MARIN

By:

President, Board of Supervisors

Date

Attest:

Clerk

Approved as to Form

County Counsel

Date

MARIN EMERGENCY RADIO
AUTHORITY

By:

President, Governing Board

Date

Approved as to Form:

General Counsel

Date