

MARIN EMERGENCY RADIO AUTHORITY

c/o Novato Fire Protection District
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WWW.MERAONLINE.ORG

E.C. 1/11/12: Agenda Item A-1

EXECUTIVE COMMITTEE

MINUTES OF DECEMBER 7, 2011 REGULAR MEETING

Call to Order:

The meeting was called to order by President Revere on December 7, 2011 at 3:33 p.m. at the Novato Fire Protection District's Administration Office, Heritage Conference Room, 95 Rowland Way, Novato, CA.

Committee Members (or Alternates) Present:

County of Marin	Matthew Hymel
City of San Rafael	Chris Gray
City of Novato	Joe Kreins
Novato Fire Protection District	Marc Revere
Fire Districts: At-Large	Jim Irving
Ross Valley Agencies	Michael Rock
Southern Marin Cities/Towns	Jim McCann

Committee Members Absent:

County of Marin Sheriff	Robert Doyle
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Nonvoting Members Present:

Marin County Fire Chiefs' Association	Richard Pearce
Marin County Police Chiefs' Association	John Rohrbacher

Nonvoting Members Absent:

Marin County Public Works Association	Nader Mansourian
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Staff Present:

MERA Executive Officer	Maureen Cassingham
County Assistant Public Works Director/ MERA Operations Officer	Craig Tackabery
County Communications Engineer	Richard Chuck
County Communications Services Manager	Shelly Nelson
Recording Secretary	Betty Box (Alternate)

Guests:

Tyler Drager	Pro-Transport-1
John Maher	Maher Accountancy
Tom Robinson, President	CBG Communications, Inc. (via conference call)
Dick Nielsen, Senior Engineer	CBG Communications, Inc. (via conference call)

A. Closed Session

Public Employee Performance: Executive Officer Evaluation Pursuant to
Government Code - Section 54947

President Revere asked if there was a need for the Closed Session. Hearing none, he reported that he, Chief Kreins and Matthew Hymel met with the Executive Officer on November 16 to review her 2011 Work Plan. He invited Kreins and Hymel to comment. President Revere summarized the Executive Officer's performance as outstanding over the last year plus in scoping and shaping MERA's current operations and preparing for the next generation system. Hymel added that much of the discussion with the Executive Officer focused on implementation of the Strategic Plan and the next gen system and laying out the steps and timing to accomplish that over the next year. Kreins said Cassingham had hit all the previously established targets during 2011, felt she had done an outstanding job and appreciated her efforts on MERA's behalf. He is looking forward to another outstanding year. Revere thanked Cassingham for what she has done to this point and beyond. Cassingham responded with thanks and appreciation.

- 1) Proposed Amendment No. 6 to Agreement for Professional Services with
Regional Government Services Authority (RGS)
Status of Completion of 2011 Executive Officer Work Plan
Proposed Executive Officer 2012 Work Plan

M/S/P Hymel/Kreins to recommend Board approval of Proposed Amendment No. 6 to the Agreement for Professional Services between MERA and Regional Government Services, which continues the Executive Officer's services from January 1, 2012 through December 31, 2012, at the same hourly rate and average weekly work hours of 15, and recommend approval of Proposed Executive Officer 2012 Work Plan as presented.

AYES: All
NAYS: None
Motion carried.

B. Consent Calendar

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

1. Minutes from September 14, 2011 Executive Committee Regular Meeting
2. 2011 Annual Progress Report on Authority Operations and Activities
3. Proposed Resolution Authorizing Destruction of Certain Records per MERA's Records Retention Schedule
4. FY10-11 Audited Financial Statements and Auditors' Report – Maher Accountancy

Cassingham requested separate actions on Items B-2 and B-4. She noted that John Maher was present to summarize and answer any questions regarding the FY10-11 Audited Financial Statements and Auditors' Report. Maher said, while the year before last's audit was more complicated due to the refunding of the Bonds, MERA's audits are traditionally smooth. This year was straight forward and credited NFPD Finance Director Hom for an excellent job. He was very prepared and there were few adjustments. Internal controls and segregation of duties were reviewed and he was pleased with that. Cassingham was knowledgeable and responsive. MERA is one of his firm's favorite audits. The Auditors' Report presents a clean opinion. This is the first full year where there are lower member agency contributions by about \$400,000 and some operating costs were down as well. Maher noted that MERA is a great, well-managed organization that, while small, has a number of complexities about it. His firm has a lot of confidence in the staff's conduct of its operations.

Maher noted the budgets and actuals for the various funds and sub funds at the back of the Audit. He also highlighted the schedules of member service payments and future debt service. There being no questions of Maher, Cassingham expressed her great appreciation for all the efforts of Hom and his team which is a dream come true for its support of MERA. She praised their professionalism, attention to detail and timeliness and expressed thanks for having them under contract.

M/S/P Rock/Irving to approve Consent Calendar Item B-1 and recommend Board approval of Items B-3 and B-4 as presented.

AYES: All
NAYS: None
Motion carried.

Cassingham proposed the elimination of Item #8 on Page 1 of the 2011 Annual Progress Report on Authority Operations and Activities regarding Amendment No. 5 to the JPA

Agreement for action at a later time, and rewording of Item #3 under Operations on Page 2 to read “Completion of All Pre-Construction Work for the Tomales Site Coverage Project”.

M/S/P Irving/Gray to recommend Board approval of Consent Calendar Item B-2 as revised.

AYES: All

NAYS: None

Motion carried.

C. Executive Officer’s Report (Cassingham)

1. Report #5 on MERA Strategic Plan Implementation – Proposed Actions On:

- MERA’s Vision Statement
- Core Values
- Principles of Governance
- New Governance Structure
- Process for Strategic Plan Revision
- Revisions to Outreach Sections of the Strategic Plan
- Appointment of Executive Committee Subcommittee to Review Fact Sheet and FAQs
- Receiving and Filing Report #5 on the Strategic Plan Implementation

Cassingham introduced Tom Robinson, President, and Dick Nielsen, Senior Engineer, of CBG Communications, Inc., who will be participating by conference call in the presentation of this report. Robinson and Nielsen facilitated over the last two years the development of MERA’s Strategic Plan and most recently the Governance Work Group’s Draft Proposal for a New Governance Structure for MERA.

Cassingham summarized her Strategic Plan Staff Report #5 noting the matters requiring Executive Committee recommendation to the Board on December 14. These include the MERA Vision Statement, Core Values, Principles of Governance, based on the current or new Governance Structure and a proposed New Governance Structure of an Executive Board. Robinson will provide further background on these proposals, respond to questions and ask for individual actions. She will present an update on the Finance Committee’s Strategic Plan tasks, the proposed Process for Strategic Plan Revision, go over the recommended revisions to the Outreach Sections of the Strategic Plan and appointment of an Executive Subcommittee to give input on the draft Fact Sheet and FAQs.

Robinson recapped the Governance Work Group’s charge and noted they have been working expeditiously over the last 12 months to develop their recommendations including meeting jointly with the Finance Committee and Outreach Subcommittee

to get feedback and coordinate their respective work products. Governance, based on the Board adopted Mission Statement, first weighed in on the development of a Vision Statement, Core Values and Principles of Governance before working on new governance options.

Robinson said a vision statement is to describe what an organization should look like as it successfully implements its strategies and fulfills its true potential. The Mission Statement conveys who we are and what we do while the Vision Statement conveys what we aspire to be. He presented the Statement as follows:

MERA provides essential communications between and among local and regional public entities that serve all facets of public safety including Fire, Police, Public Works, Special Districts, Transportation and other Emergency Responders, to facilitate the protection of lives and property and enhance the safety of citizens, workers and visitors.

Robinson noted the Statement is broad, fits the organization's evolution to the next gen system, and is achievable. He encouraged members of Governance to comment.

Revere asked for questions or comments and none were posed.

M/S/P Kreins/Hymel to recommend Board adoption of the Mission Statement as presented.

AYES: All
NAYS: None
Motion carried.

Robinson presented the proposed MERA Core Values noting the service and operational attributes of these values that serve as an organizational code of behavior. They convey how MERA holds its internal and external stakeholders in the highest regard and conducts its business accordingly. Governance considered other organizations' core values while developing these. The initial list of ten core values was reduced to six which include:

- **Leadership** – To set by example the standards we expect others to follow
- **Integrity** – To maintain the highest ethical principles and act in a completely transparent manner that merits respect and confidence
- **Diversity** – To respect the individual differences that provide a source of strength and enable a persistent team approach to identify and overcome obstacles

- **Empowerment** – To encourage responsible decision-making at all levels
- **Continuous Quality Improvement** – To continually strive to deliver the highest quality, responsive, timely, constantly improving public service to both internal and external clients
- **Fiscal Responsibility** – To promote sound, fiscally-minded decision-making at all levels, without compromising service

He said Fiscal Responsibility was cited last since it should be the bottom line of any organization. Considerable discussion by the Work Group led to agreement that these are the key Core Values MERA should adopt.

M/S/P Gray/Irving to recommend to the Board adoption of the Core Values as presented.

AYES: All
NAYS: None
Motion carried.

Irving asked about the suggested tag-line in the report. Robinson said it was an abbreviated way of conveying MERA's Mission and Vision that might be reviewed and used by Outreach. That Subcommittee will work on refining it. Governance agreed that "MERA – Connecting you to the help you need when time is of the essence" said it all. Visitors, workers, or residents, when dialing 911, are connected to MERA. Irving offered a simpler tag-line: "Communications when it matters most". Cassingham will forward this and any other tag-line suggestions to Outreach.

Robinson presented the Principles of Governance for the Board, Executive Committee and Officers as foundational issues for organizational operations including administration, direction, supervision, representation and exercise of authority. He delineated the current Principles of Governance but asked that any vote on them be withheld because they could change based on the governance structure discussion. At this time, the Board sets long-term goals, supervises and sets the plan for the Executive Committee. The Executive Committee reports to the Board on day-to-day Authority administration and delegates administration and operational authority to the Executive and Operations Officers respectively. The Executive and Operations Officers report to the Executive Committee and Board in performing their respective duties.

Robinson gave background on Governance's work in developing proposed changes in MERA's governance. They reviewed the SWOC analysis and Board initial self-assessment in order to determine what was needed going forward including Board size, composition and funding and voting formulas. They determined that a new structure must be consistent with the Vision, ultimate funding mechanisms for the

next gen system recommended by the Finance Committee, reflect the full ownership of all MERA members as represented on the Board and include the involvement of all MERA users in the development of the replacement system to meet their individual and collective needs. Governance also wanted to ensure the recognition of the greater the members' financial input, the greater their impact on decision-making. Finally, they recognized that the new governance structure must be attractive to at least 2/3 of the current membership since it takes 2/3 vote to change the JPA Agreement.

Robinson said the Work Group looked at other like Boards in terms of size including the historically successful size of seven to nine members for optimum operations. There was support for the reduced size structure without abandoning the current 25-member Board. Ultimately, the Work Group favored retention of MERA's full Board for budgetary and indebtedness decisions and creation of an Executive Board to develop policy, provide direction and monitor performance in achieving MERA's mission, vision and long-term goals.

The Work Group considered a Governors and Users Executive Board composition and basic qualifications for Board members. They ultimately determined that two classes of membership could be confusing and unworkable and not to set specific requirements for members to consider when appointing individual Executive Board members. Potential members would likely already have the needed expertise based on their roles in their organizations. It was left to the members to identify members to best represent their agencies. MERA can provide information to members regarding Board member roles and assure the provision of Executive and Operations Officers' expertise to aid in their decision-making processes. As for elected official and citizen participation on the Board, the Work Group suggested elected officials serve on the Executive Board or Election and Oversight Committees. Citizens could participate on a Citizens Election Committee if public funding was needed to finance the next gen system, and serve on an Oversight Committee to monitor how public funding was utilized.

Robinson summarized the various seven and nine member Executive Board composition options considered by the Work Group. After reviewing additional suggestions emanating from the Joint Meeting with the Finance Committee and Outreach Subcommittee, the Work Group supported a nine member Executive Board comprised of Marin County, City of San Rafael, City of Novato, County Sheriff, Police (all Departments and Authorities), Fire (all Departments, Fire Protection Districts and Fire Services, large and small), Southern Marin Cities (Sausalito, Mill Valley, Tiburon and Belvedere), Ross Valley Cities (Corte Madera, Fairfax, Larkspur, Ross and San Anselmo) and Special Districts (Marin Community College District, Inverness Public Utility District, Marin County Transit District, Marin Municipal Water District and Marinwood Community Services District), which they felt would adequately represent the member agencies while still retaining final authority for MERA with the Board.

The Work Group suggested that Executive Board membership could follow the current Executive Committee terms or rotation. Robinson said the Work Group felt the proposed Executive Board would adequately represent the entire membership, member financial contributions and user base.

McCann inquired whether Southern Marin and Ross Valley Cities could be represented by an elected official or City Manager. Robinson said the Group stated it was up to the entities. He added that for the Police slot, it could be a rotating member from the Police Chiefs' Association and the same for the Fire Chiefs' Association. Special Districts could likewise be represented by a rotating member selected by a vote of the Special District members in their slot. Hymel said the current JPA Agreement does not specify who should represent a member so this isn't really a change and it does not preclude elected officials from serving.

Robinson said Governance, in recommending a nine member Executive Board, had to look for commonalities in creating the slots and that they mimic the current Executive Committee slots in many ways. Governance noted that a nine member structure could be transitional to a smaller number. Revere said future financing could change this and we might need to revisit the structure again based on when financing is identified. Hymel noted there is a lot of redundancy now between the Executive Committee and Board and there is a challenge in keeping a core group. Ultimately, the full Board currently approves the budget and indebtedness which is proposed to continue. Robinson reported that redundancy would be addressed with the Executive Board assuming the Board functions except for operating budgets, indebtedness and final authority for MERA.

Hymel asked Cassingham to identify the next steps to implement any recommended changes to the JPA Agreement and a timeline for same. Revere inquired how Governance came to recommend the County, San Rafael and Novato as members of the proposed Executive Board. Robinson said they are the three largest financial contributors to MERA. Revere said he is advocating for NFPD as a Special District. Robinson said the District could be represented by Fire or Special Districts and NFPD could have allies with Novato, Fire and Special Districts.

McCann inquired about the Sheriff's separate slot. Kreins responded that the Sheriff is the single biggest user with County Communications. Hymel noted that the slots represented population as well as biggest financial contributors. He also said the Executive Board structure would provide day-to-day operational control while funding controls would remain with the full Board. Tackabery added that the proposed Executive Board is not a substitute for the Board and it is up to the appointing member entities to weigh in on financial decisions.

Rock said while the proposed Executive Board doesn't look representative, it is equitable overall. Kreins said law enforcement is 60% of MERA's usage and based on the proposed structure, police and fire are well-represented. Rock explained all the members are using the system for the same reason and have the same interests.

Pearce said we have to base this on trust. Hymel reminded the Committee members that the Board would retain control over financial issues. Kreins said he has not seen any major conflicts to date between MERA members on operational issues. Robinson reflected on concerns raised about no slot for Public Works, which was resolved by Public Works Departments raising their issues through the member agencies.

M/S/P Kreins/Rock to recommend Board approval of the proposed new Governance Structure of a nine member Executive Board, with Revised Principles of Governance delegating policies, goals, supervision and administrative authority to the new Executive Board as presented, while retaining the full twenty-five member Board for approval of budgets and indebtedness.

AYES: All
NAYS: None
Motion carried.

Cassingham presented the Governance Work Group, Finance Committee and Outreach Subcommittee's recommended process for revising the Strategic Plan. Any MERA Member, Work Group, Subcommittee or Committee may submit changes to the Executive Committee for recommendation to the Board for consideration at their December meeting.

M/S/P Hymel/Revere to recommend Board adoption of the annual Strategic Plan Revisions process as presented.

AYES: All
NAYS: None
Motion carried.

Cassingham summarized the proposed revisions to the Outreach sections of the Strategic Plan. The Outreach Subcommittee on October 27 recommended revisions that formalize the Outreach Subcommittee's ongoing role with consultant assistance in developing internal documents and other forms of communication to ensure members are well-informed and in agreement with current MERA operations and the system replacement project, conducting a comprehensive county-wide public survey about MERA and its future operations, and undertaking a detailed Public Education and Outreach campaign after decisions on governance, replacement technology and finance are made and the survey is conducted. The revisions are further detailed in the attachment to her staff report entitled "Proposed Revisions to Section #5 – Development of a Public Education and Outreach Campaign" – Indie Politics, November 2011.

M/S/P Hymel/Revere to recommend Board adoption of the Proposed Revisions to the Outreach Sections of the Strategic Plan as presented.

AYES: All
NAYS: None
Motion carried.

Outreach Chair Kreins requested appointment of an Executive Committee Subcommittee to assist in reviewing draft Fact Sheet and FAQs to enhance MERA's internal communications with its members and beyond. Revere and Kreins agreed to help and Board Member Rodericks will be asked to represent an Administration point of view.

M/S/P Hymel/Gray to receive and file Report #5 on the Strategic Plan Implementation.

AYES: All
NAYS: None
Motion carried.

2. Proposed MERA System User Policy Statement for System Mutual-Aid and Automatic Back-up Aid Agencies and Fee Schedule

Cassingham said, as required by MERA's Bylaws, public agencies not Authority members, may use the MERA system on a fee basis. The Executive Officer is required to develop a fee schedule for review and approval by the Board along with the annual budget. Heretofore, MERA has approved system use requests by mutual-aid and automatic backup-aid agencies on a case-by-case basis at no charge.

The MERA Board, on May 18, 2011 referred this matter to the Finance and Executive Committees for further review. Executive Committee Subcommittee Members Doyle, Pearce and Rock met to review the fourteen non-member user agencies, their services to MERA members, numbers of calls, self-supported costs and related information. It was determined that the cost benefit of a fee to mutual-aid and automatic backup-aid providers would generate nominal revenue and potentially adversely affect the service relationships that have benefitted MERA members to date.

M/S/P Hymel/McCann to recommend Board approval of this report as the MERA System User Policy Statement for Mutual-Aid and Automatic Backup-Aid Agencies and a Zero Rate Fee Schedule for these System Users.

AYES: All
NAYS: None
Motion carried.

3. Other Information Items

None

D. Operations Reports (Tackabery)

1. Report on Coastal Commission Permitting and Environmental Review –
Tomales Coverage Project

Tackabery said the County is working with the property owner for the consent needed to submit applications for permits. This should occur in the next month. He noted that a lease may be a requirement for consent.

2. Requests for Waiver of Radio Moratorium

- Marin County Probation Department
- County EMS Agency for Pro-Transport-1
- Twin Cities Police Authority
- Superior Court of California

Tackabery reported that per MERA's pending Additional Radios Policy and Procedures, the Operations Work Group determined at their November meeting that the County Probation Department's request for ten additional radios, County EMS request for Pro-Transport-1 for three radios and Twin Cities Police Authority's request for two additional radios met policy requirements. These requests should not have a negative impact on the MERA system based on expected levels of usage. The Superior Court of California's request for one radio for their grant-funded, wireless duress system was reviewed at this morning's Ops meeting and was recommended for approval along with follow-up by Tackabery with the Police Chiefs' Association regarding impacts of additional radios on dispatching agencies. Kreins noted that the 20 new Probation field positions will be served by County Comm and a new radio dispatch protocol needs to be in place.

Pearce asked the status of his request for four additional portables. Nelson asked that it be resent to her.

M/S/P Hymel/Gray to approve the requests for Waiver of Radio Moratorium from Marin County Probation Department, County EMS for Pro-Transport-1, Twin Cities Police Authority and Superior Court of California as recommended.

AYES: All
NAYS: None
Motion carried.

3. Status of 700 MHz Feasibility Study

Tackabery reported that the first draft of the study had been forwarded to MERA Finance Committee Members Gaffney and Hymel for comment. The next draft will be sent back to the entire Finance Committee for input in February.

4. Status/Work Statistics Reports (Chuck)

Chuck reported on the Jail Bi-directional backup repeater needing to be replaced to make it capable of using expansion Channel #10. The BDA was received and DPW staff is working with the vendor at its expense to rectify problems with it. He also noted reports of “aliases” on the System versus knowing who’s talking. Fourteen system isolators between transmitters and antennas are being replaced to keep RF from feeding back. One of them was causing interference problems at Mill Valley City Hall.

5. BayWEB Update

Tackabery noted the letter in the Executive Committee’s agenda packet from Sheriff Captain Navarro to Motorola regarding the Status of Site Use and Access Agreements for the BayWEB Project. Due to an unrealistic schedule for site leasing environmental review and permitting for meeting the grant-funding deadline and completion of work by July 2012, Marin County cannot meet these deadlines but remains in support of the project and objectives of Bay RICS JPA. Tackabery also cited the unknown and unfunded costs to Marin as another reason not to undertake BayWEB at this time. He said he will keep MERA updated but the whole project remains tenuous.

6. Other Information Items

Tackabery said the system replacement proposals from Harris and Motorola are expiring. He said we are not in the position to accept or extend based on a certain timeline. Hymel asked that the vendors be advised that they will be re-engaged once MERA has a financing plan. Nelson noted that the County has procured grant funding for some of the replacement equipment.

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

Pearce noted that the Tiburon City Council had sent a letter to Supervisor Kinsey in support of the Martha Property Project. Hymel requested a copy of same.

F. Adjournment

The meeting was adjourned at 5:15 p.m.

**NOTE: Regular Meeting of MERA Executive Committee
Wednesday – January 11, 2012 – 3:30 p.m.**

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

cc: Diane Patterson (for posting)
MERA Staff
General Counsel
Novato City Clerk (w/minutes)