

THE MARIN WILDFIRE PREVENTION AUTHORITY
BOARD OF DIRECTORS MEETINGS

SPECIAL CLOSED SESSION MEETING
2:00 p.m. Thursday, August 20, 2020
Via teleconference due to Coronavirus (COVID-19)

MINUTES

1. Call to Order. President Goines called the meeting to order at 2:00 p.m.
2. Roll Call and Introductions.

Directors In Attendance: Barbara Coler (Fairfax), Tom Finn (Sleepy Hollow Fire), Steve Gerbsman (Kentfield Fire), Bruce Goines (Novato Fire), Leah Green (Marinwood), Cathryn Hilliard (Southern Marin Fire), Leighton Hills (Muir Beach), David Kimball (Bolin Fire District), Sashi McEntee (Mill Valley), Julie McMillan (Ross), Gabe Paulson (Larkspur), Kate Colin (for Gary Phillips-San Rafael), Bob Ravasio (Corte Madera), Dennis Rodoni (County of Marin), Mark White (Stinson Beach)

Directors Absent: Steve Burdo (San Anselmo), Kathryn Donohue (Inverness)

Staff in Attendance: Interim Executive Director Jean Bonander, Legal Counsel Megan Acevedo, Chief Jason Weber (Marin County Fire)

3. Open Time for Public Expression.

There were no comments.

President Goines adjourned the meeting to Closed Session to discuss:

Consider the Public Employee Appointment of the Executive Officer Position per Government Code Section 54957

The Board of Directors reconvened from the Special Closed Session Meeting to the Regular Board Meeting at 3:15 p.m.

President Goines noted that a quorum of the Board was present and asked Legal Counsel Acevedo to report regarding the Closed Session once the regular meeting was convened.

REGULAR BOARD MEETING
3:00 p.m. Thursday, August 20, 2020
Via teleconference due to Coronavirus (COVID-19)

MINUTES

1. Call to Order. President Goines reconvened the Board of Directors meeting at 3:15 p.m.
2. Roll Call.

Directors In Attendance: Steve Burdo (San Anselmo), Barbara Coler (Fairfax), Kathryn Donohue (Inverness), Tom Finn (Sleepy Hollow Fire), Steve Gerbsman (Kentfield Fire), Bruce Goines (Novato Fire), Leah Green (Marinwood), Cathryn Hilliard (Southern Marin Fire), Leighton Hills (Muir Beach), David Kimball (Bollinas Fire District), Sashi McEntee (Mill Valley), Julie McMillan (Ross), Gabe Paulson (Larkspur), Kate Colin (for Gary Phillips-San Rafael), Bob Ravasio (Corte Madera), Dennis Rodoni (County of Marin), Mark White (Stinson Beach)

Staff in Attendance: Interim Executive Director Jean Bonander, Legal Counsel Megan Acevedo Chief Jason Weber (Marin County Fire), Kevin Yeager (Marin County Fire)

President Goines explained the various methods the public could use to participate in today's meeting.

Report out on Closed Session.

Legal Counsel Acevedo reported that no reportable actions were taken during Closed Session.

3. Agenda Adjustments.

There were no agenda adjustments.

4. Open Time for Public Expression.

Mr. Stephen Keese asked if the Board was taking applications for the Citizens' Oversight Committee. He had questions about the Closed Session item.

Ms. Barbara Salzman stated the Fire and Environment Resiliency Network (FERN) is requesting the Board hire a Natural Resource Manager. CEQA compliance and project oversight must be carried out by a biologically trained professional. This position would ensure consistency and efficiency.

Mr. Bruce Bartel stated the MWPA Website does not show any meeting agendas or minutes for the Operations (OPS) Committee since the month of June. He asked if the

Committee is still meeting. He asked if the Technical Advisory Committee has started to meet and asked about the Citizens' Oversight Committee.

Operations (OPS) Committee member Dan Schwarz commented the committee has not met since June. The Committee formed a number of sub-committees and is waiting for them to finish their work.

5. Executive Officers Report – Verbal Report.

Interim Executive Officer Bonander reported she was initially contacted by President Goines to work on the Citizens' Oversight Committee as a separate project and was then asked to serve as Interim Executive Officer until the Board makes a permanent appointment. She gave a brief update on several items.

The Citizens' Oversight Committee Subcommittee met on August 10th and worked on the structure of the application. This committee's formation is in progress and she hopes to have the application posted to the Website sometime next week. The Citizens' Oversight Committee Subcommittee asked for an extensive period of time (a month or so) in which to accept applications. The Subcommittee will be reviewing applications and will make a recommendation to the Board for appointments at the October Board Meeting. She received Ms. Saltzman's suggestions regarding environmental compliance and has reached out to several member agencies and the Marin Municipal Water District (MMWD) about the processes used for retaining consultants. She will be putting together a Request for Proposal (RFP) for environmental consulting work. The MWPA does want to have environmental resources available soon. She reported FIRESafe Marin started work on a contingency basis and she received the previous agreements and Work Plans from Chief Weber. Terms and conditions for the new agreement would be submitted to the Board for approval in September. She, along with President Goines, has been reviewing the initial draft of the Countywide Wildfire Evacuation Needs Assessment and Plan. They will be working with representatives on a strategy to move forward.

President Goines opened the meeting to public comments.

Mr. Bruce Bartel asked if the subcommittee meetings could be posted on the Website.

Ms. Lucy Dillworth referred to the Countywide Evacuation Plan and asked if the Office of Emergency Services (OES) grant application was approved. President Goines stated the CalTrans grant was not approved.

President Goines closed the meeting to public comments.

6. Consent Calendar

- a. Approval of minutes from June 18, 2020 MWPA Board of Directors meeting
- b. Consider Approval of an Agreement for Interim Executive Officer professional services
- c. Consider Approval of Agreements with Colantuono, Highsmith & Whatley and Burke, Williams & Sorenson for specialized legal services

- d. Consider Adoption of Resolution No. 20-06 Ratifying the Calculation Method used for the MWPA Special Parcel Tax
- e. Authorize the President to Consent to Concurrent Representation by Epstein + Holtzapple among the MWPA, the City of San Rafael and the Town of San Anselmo
- f. Accept Update on Financial and Administrative Support Services

President Goines opened the meeting to public comments.

There were no comments.

President Goines closed the meeting to public comments.

Director Coler asked to pull Items 6C and 6E for discussion.

Director Gerbsman asked to pull Item 6F for discussion.

M/S, Paulson/Coler, to approve Consent Calendar items 6A, B, and D.

Ayes: 17 of 17, 100% of population (through a roll call vote).

President Goines asked Director Coler to discuss Items 6C and 6E.

- 6c. Consider Approval of Agreements with Colantuono, Highsmith & Whatley and Burke, Williams & Sorenson for specialized legal services.

Director Coler stated she sent Interim Executive Director Bonander her concerns. The MWPA is at a point where they need to make sure that any legal agreements are very protective of the agency. There should be a standard agreement with standard terms written by the authority. Some of these terms should include insurance provisions (general liability, workers' compensation, and automobile liability coverage). There should also be an indemnification for MWPA. There is not a rate page for Colantuono, Highsmith & Whatley, a conflict of interest clause or scope of work. She suggested there should also be a "not to exceed" amount. She was also concerned about the lien provision. These are critical terms to be addressed that will protect the agency.

Director McEntee agreed that there should be a standard agreement for any services that are provided to the agency

Director Gerbsman agreed with Director Coler and stated they want to be protective of the agency.

Director Hilliard agreed and supported the "not to exceed" clause.

Director Finn disagreed. These are two highly reputable law firms and he trusts legal counsel to fashion whatever agreement would serve the agency.

President Goines agreed with Director Coler and stated he would rather “go slow”. He asked staff if these agreements were time sensitive. Legal Counsel Acevedo stated she would like to get some input on labor issues given the hiring process that is underway. Advice on the tax front would also be very useful. She understood the concerns and has been working on a template. She asked if they could consider a short-term agreement with Burke, Williams & Sorenson that would allow her to obtain some help with any urgent labor or tax questions. This short-term agreement would be amended to include those key terms including indemnity, insurance, a scope of work, and waiver of the lien provision.

Director Coler stated she liked legal counsel’s idea of a short-term agreement. She would be happy to work with Legal Counsel Acevedo on it.

Interim Executive Officer Bonander stated a standard agreement is an excellent idea. They could use the County’s standard agreement as a baseline template.

M/S, Coler/Ravasio, to approve a short-term provisional agreement with Burke, Williams & Sorenson that would include the provisions discussed by Director Coler.

Ayes: 17 of 17, 100% of population (through a roll call vote).

6e. Authorize the President to Consent to Concurrent Representation by Epstein + Holtzapple among the MWPA, the City of San Rafael and the Town of San Anselmo

Director Coler asked if they had assurances that the City of San Rafael and the Town of San Anselmo would sign their respective agreements. Legal Counsel Acevedo stated she was bringing the agreement to the San Anselmo Council next Tuesday, and to the San Rafael City Council shortly thereafter. Director Coler asked if there was conceptual agreement. Legal Counsel Acevedo stated “yes”. Representation will not be effective unless all parties signed the agreements

M/S, Coler/Ravasio, to approve this item.

Ayes: 17 of 17, 100% of population (through a roll call vote).

6f. Accept Update on Financial and Administrative Support Services.

Director Gerbsman stated he did not have an issue with the financial and administrative staff report and support, and the budget numbers were several months old. He wanted to understand the detail that made up the numbers. It will be critical for the Executive Officer to manage the functionality of the people and budget forecasts.

President Goines stated Director Gerbsman has asked for the list of projects presented by the Operations Committee. Director McEntee stated she would also like to obtain this information.

Director Rodoni stated this information should be shared with all the Directors.

M/S, Rodoni/Ravasio, to approve this item.

Ayes: 17 of 17, 100% of population (through a roll call vote).

7. Old Business.

a. Consider Adoption of MWPA ByLaws.

Interim Executive Officer Bonander reported a subcommittee of the Operations Committee worked on the draft ByLaws. She, along with Legal Counsel Acevedo, made some revisions and clarifying changes. Additional comments were made by Directors Coler and Finn subsequent to the posting of the agenda. The ByLaws are a foundational document for any organization. The Board could adopt the document as amended although it might make more sense for staff to submit the revised document to the Board at the next meeting.

Director Finn stated his comments were edits, not substantive changes to text.

Director Coler referred to page 64, Section 3, "New or successive members", and noted the document states that Tiburon and/or Belvedere could join the agency if they agreed to turn over Property Tax Revenues before the next ballot measure. She stated this was unclear. On page 61, Section 4 states the Executive Officer's limit of authority is \$25,000 with a change order of up to \$100,000. She recommended the amount of \$25,000 for both. On page 58, Section 2B discusses changes in Boardmembers and noted the Town Clerk, and not the Mayor, would notify the MWPA of any changes. She referred to page 63 and asked about the difference between Rosenberg's Rules of Order and Roberts Rules of Order.

Director Gerbsman asked if the Finance subcommittee was a standing committee per this draft of the ByLaws. Interim Executive Officer Bonander stated "no". She is of the opinion that a Finance Committee should be an integral body to this Board (separate and distinct from the Executive Committee). She would recommend a Finance Committee consisting of five Directors plus two members of the Operations Committee. Directors who are interested in serving on the Finance Committee or Executive Committee should contact her or President Goines.

Director Donohue stated the ByLaws should not include any financial parameters. The Finance Committee will report directly to the Board, and should establish those parameters.

Director Hilliard referred to page 61, Section 4, and noted the Executive Officer's limit of authority for a change order of up to \$10,000. Director Coler agreed and noted she misspoke.

President Goines stated there was a sense of urgency with respect to getting the Executive Committee and the Finance Committee up and running.

Interim Executive Officer Bonander stated Director Donohue has a good point and some ByLaws are very narrowly focused. Provisions about contract limits and change orders

could be within the scope of the Finance Committee to define. Director Finn's editing comments will be included verbatim. She did not have an answer for the issue brought up by Director Coler regarding "new members" (Tiburon or Belvedere).

Director McEntee stated other Boards do not give financial authority to the Executive Officer in the ByLaws. These are policy matters that are set by the Board. She asked if it is a more onerous process to amend the ByLaws as opposed to amending a Board policy. Interim Executive Office stated ByLaws have a higher amendment threshold than Board policies and procedures. It would make more sense for the Finance Committee to identify policies and procedures that include limitations to contracts, and to remove such language from the ByLaws.

Director Coler stated the question about "new members" needs to be clarified. She did not think Tiburon or Belvedere could join even if they went to the voters. Section 3 should be modified to reflect the possibility of a successor agency to allow for a completely new agency joining the Authority.

Director Finn stated the section that Director Coler is referring to does not impose a duty to transfer tax revenues to the authority or create a new successor membership class or agency. It is a roadmap for negotiating the terms of a new member's entry into the Joint Powers Authority (JPA). It maps out a process of gathering information in order to negotiate with an entity that might wish to join. Director Coler asked legal counsel to review this section. She agreed that the section reflects process and she is not sure that the authority could let completely new members join the JPA. Legal Counsel Acevedo stated she would return with an opinion.

President Goines asked if they could move forward with a conditional approval contingent on those modifications. Director Coler stated they could move forward with the formation of the two committees prior to adopting the ByLaws. Director McEntee agreed.

Interim Executive Officer Bonander stated the Board could move forward and ask Directors to participate in the proposed committees that would be incorporated into the ByLaws as soon as possible.

Legal Counsel Acevedo recommended adopting the ByLaws, with the suggested revisions, at the September meeting. This suggestion would not prevent the Board from getting nominees for the Executive Committee and the Finance Committee.

President Goines stated the wording in the ByLaws as revised was adequate and they should proceed with the formation of the committees.

Interim Executive Officer Bonander recommended diversity with respect to the composition of committee members. It would also be good to hear as many voices as possible. President Goines asked the members of the five geographic areas to start thinking about who they would like to nominate.

Director McEntee asked about the position of Board Secretary when all the duties listed would be staff duties. It seems superfluous.

President Goines opened the meeting to public comments.

There were no comments.

President Goines closed the meeting to public comments.

8. New Business.

None.

9. Committee Reports.

a. Operations Committee Update, Verbal Report.

Operations (OPS) Committee Co-Chair Dan Schwarz reported that the various OPS subcommittees have been hard at work since June. The OPS Committee was unsuccessful in obtaining the CalTrans Evacuation Planning Grant. The OPS Committee will begin to identify contractors who would be capable of assisting in an Evacuation Risk Assessment. This plan would help guide the priorities in the Work Plan. The Committee continues to remind all member agencies that non-exempt work must be in compliance with CEQA and that the Committee would provide support with any necessary analysis. The Committee is working to develop guidelines for the Technical Advisory Committee.

b. FIRESafe Marin Program of Work and Projects Update, Verbal Report.

President Goines stated there was a written report in the attached to the packet.

Operations Committee (OPS) member Shortall reported the heart of the program was the monthly Webinars. The first Webinar was held in July and they had over 300 attendees and about the site had about 3,000 contacts on Facebook. He noted the next Webinar regarding evacuations would be held on Tuesday, August 25, 2020 at 6:00 p.m. Upcoming workshops will be done digitally due to COVID-19 restrictions. He had a good meeting with the Marin County Board of Education regarding FIRESafe's participation in the revision to the "Get Ready Fifth Grade" Program. He had a meeting with representatives of the Latino community to discuss bilingual training. FIRESafe Marin and the OPS Committee are working on developing Frequently Asked Questions (FAQ's) based on what the inspectors are finding in the field. Many of the same questions and concerns keep coming up. The Website has been revised to make it more user-friendly. He worked with President Goines on an article for the Independent Journal. He discussed the very successful Chipper Days Program.

President Goines thanked OPS Committee member Shortall for his great work. He asked if the MWPA logo was being displayed and if it was clear that these activities were supported

by the MWPA and FIRESafe Marin. OPS Committee member Shortall stated individuals must sign up on a Website to participate in these programs and this information is featured prominently on the Website. It would be difficult to put this information on a private contractor's vehicle.

Director Coler suggested FIRESafe Marin use the services of the Community Media Center of Marin (CMCM) since they have a broad television presence.

President Goines opened the meeting to public comments.

There were no comments.

President Goines closed the meeting to public comments.

10. Informational Items.

Director Gerbsman asked about the status of the Directors and Officials (D & O) Insurance. OPS Committee member Schwarz stated he would be getting a quote in the next week and will report back to the Board.

Director Rodoni gave an update on the Woodward Fire in West Marin.

11. Board Members Request Future Agenda Items.

President Goines stated he would like the Board to discuss the Countywide Evacuation Plan in the near future. He would like a detailed description of the proposal and would like to convene a small workgroup to give advice. It is not granular enough. Director McEntee stated the City of Mill Valley has done a lot of great mapping of evacuation routes that could serve as a template for other communities. President Goines stated he wanted to make sure this is done thoughtfully and thoroughly. Director Kimball asked about the focus on maps as opposed to the alerting systems and communication mechanisms.

12. Adjournment.

President Goines adjourned the meeting at 4:44 p.m. The next meeting would be held on Thursday, September 17, 2020 at 3:00 p.m.

Respectfully submitted,

Toni DeFrancis,
Recording Secretary