MWPA BOARD OF DIRECTORS AGENDA
REVISED
Thursday September 17, 2020
3:00 pm

https://zoom.us/j/97814870406
Or Telephone:
669-900-6833
Webinar ID: 978 1487 0406

For those joining by phone use: *9 to “raise your hand” and *6 to mute/unmute

ATTENTION: This will be a virtual meeting of the Board of Directors of the Marin Wildfire Prevention Authority pursuant to Executive Order N-29-20 issued by the Governor of the State of California. There will not be a public location for participating in this meeting, but any interested member of the public can participate telephonically by utilizing the dial-in information printed on this agenda. If any member of the public has a request for a reasonable modification or accommodation for accessing this meeting due to a disability, they should contact Jason Weber at jweber@marincounty.org

1. Call to order.

2. Roll Call
   David Kimball          Barry Evergettis          Mark White
   Sashi McEntee         Leah Green               Bob Ravasio
   Gary Phillips          Leighton Hills          Barbara Coler
   Gabe Paulson          Bruce Goines             Julie McMillan
   Dennis Rodoni          Tom Finn               Steve Burdo
   Kathryn Donohue         Cathryn Hilliard

AGENDAS & STAFF REPORTS ON-LINE www.marinwildfire.org
3. Agenda Adjustments.

4. Open time for public expression. The public is welcome to address the Board of Directors at this time on matters not on the agenda that are within the jurisdiction of the Board. Please be advised that pursuant to Government Code Section 54954.2, the Board is not permitted to discuss or take action on any matter not on the agenda. Comments may be no longer than three minutes and should be respectful to the community. Please silence your cell phones during the meeting / mute your microphone when not reporting out.

5. Executive Officer Appointment.  
Recommendation: That the Board appoint the Executive Officer and authorize the President to sign the employment agreement. 
5. Staff Report – Executive Officer Appointment 
5.1 At-Will Employment Agreement of Mark Brown 
5.1a MWPA Executive Officer Scope of Work, Attachment A

Information Only, topics to be addressed include Marin Wildfire Status Update, COC Update, Environmental Review Update, Transition Plan for Executive Officer

7. Consent Calendar.  
The opportunity for public comment on consent agenda items will occur prior to the Board’s discussion of the consent agenda. The Committee may approve the entire consent agenda with one action. In the alternative, items on the consent agenda may be removed by any Committee or staff member, for separate discussion and vote. 

a. Approve August 20, 2020 MWPA Board of Directors meetings minutes. 
   7a-MWPA Regular & Special Mtg Minutes 8.20.20 

   7b,1-MWPA Special Mtg Minutes 8.13.20 
   7b,2-MWPA Special Mtg Minutes 8.27.20 
   7b,3-MWPA Special Mtg Minutes 9.3.20 

   7c-MWPA Staff Rpt Admin & Finance 9.17.20 

d. Authorize President to Consent to Concurrent Representation by Epstein + Holtzapple, the MWPA and the Muir Beach Community Services District. 
   7d-MWPA Consent Joint Represent w Muir Beach 9.17.20 
   7d,1-MWPA Muir Beach Consent to Joint Representation 9.17.20 

e. Adopt Resolution No. 20-07 Concerning Appropriations Limit. 
   7e-MWPA Staff Rpt Gann Limit 9.11.20 
   7e,1-Res No. 20-07 Gann Limit 9.11.20
Recommendation: That the Board of Directors approve the Consent Calendar.

8. Old Business.

a. Adopt MWPA ByLaws.
   Recommendation: That the Board of Directors adopt the MWPA ByLaws.
   8a-MWPA Staff Rpt ByLaws 9.17.20
   8a,1-MWPA Final Bylaws 9.17.20

b. Appointment of Board Members to Executive Committee and Finance Committee.
   Recommendation: That the Board of Directors acknowledge the President’s appointment of Board Members to serve on the Executive Committee and Finance Committee.
   8b-MWPA Exec & Finance Comm Appts 9.17.20

c. Review and Consider Proposed Initial Range of Executive Committee and Finance Committee Duties and Responsibilities.
   Recommendation: That the Board of Directors consider proposed initial duties and responsibilities for both the Executive Committee and Finance Committee.
   8c-MWPA Exec & Finance Comm Duties 9.17.20

d. Approve FIRESafe Marin Agreement – Terms and Conditions.
   Recommendation: Review and approve MWPA – FIRESafe Marin terms and conditions for services through June 30, 2021.
   8d-MWPA Staff Rpt FireSafe 9.17.20


9-MWPA Admin & Finance Business Plan 9.13.20

10. Committee Reports.

a. Operations Committee Update – Report
   10a-MWPA OPS Committee Update 9.13.20

b. FIRESafe Marin Program of Work and Projects Update – Report
   10b-MWPA FIRESafe Marin Update 9.11.20

c. First Draft Evacuation Plan Update – Verbal Report

11. Information Items.

12. Board Members Request Future Agenda Items.

In compliance with the Americans with Disabilities Act, if you need special assistance to participate in this meeting, please contact the MWPA at 415-539-MWPA (6972). Notification at least 48 hours prior to the meeting will enable the Agency to make reasonable accommodation to help insure accessibility to this meeting.

Any writings or documents provided to a majority of the Board of Directors regarding any item on this agenda after the distribution of the original packet will be made available for public inspection at 28 Liberty Ship Way, Suite 2800, Sausalito CA 94965. *Note as of 4/30/20 offices are closed to the public. Therefore, documents will be made available upon request and will be available online at www.marinwildfire.org

Notice is hereby given that the Board of Directors may discuss and/or take action on any or all of the items listed on this agenda. If any of these matters above are challenged in Court, you may be limited to raising only those issues you or someone else raised at any public hearing described on this agenda, or in written correspondence delivered at, or prior to, this Council meeting. Judicial review of an administrative decision of the Board of Directors must be filed with the Court not later than the 90th day following the date of the Board meeting decision (Code of Civil Procedure Section 1094.6)

I certify that this agenda was posted on the Public Notice Bulletin Board on or before Monday, September 14, 2020 at 3:00 pm.

Jean A Bonander, Interim Executive Officer
RECOMMENDATION:

That the Board of Directors appoint the Executive Officer and authorize the President to sign the attached employment agreement.

BACKGROUND:

When the Marin Wildfire Prevention Authority (MWPA) was established following passage of Measure C in March 2020, one of the first efforts undertaken was to recruit an Executive Officer. The Executive Officer is the managerial leader of the agency who serves on behalf of the citizens and at the direction of the 17-member Board of Directors.

Within weeks of Measure C’s approval and with the assistance of the MWPA’s Operations Committee and the Kentfield Fire District, the Board retained Nelson Staffing and began the recruitment process. Expressions of interest were due on June 10, 2020, and over 80 interested persons filed applications. After an extensive review process comparing the preferred and minimum qualifications with the applicant submittals, the MWPA Board established an interview panel to narrow the field to the most capable final candidates.

The interview panel was comprised of Pat Randolph, 2019 Marin County Grand Jury Foreperson; Darin White, MWPA Operations Committee Member; Larry Pasero, MWPA Interim Technical Advisory Committee Member; Bruce Goines, MWPA Board President; Dennis Rodoni, MWPA Board Vice President; and Cathryn Hilliard, MWPA Board Member. In early August, the panel interviewed the four most qualified candidates and then narrowed the field to two preferred Executive Officer finalists.

Throughout the month of August 2020, Board Members, the representative from Nelson Staffing and the MWPA’s part-time contract staff conducted additional interviews and scheduled a series
of closed session meetings with the Board in which the finalists’ skills, abilities and work histories were thoroughly examined. At the end of August 2020, the Board gave direction to negotiate an agreement, and negotiations were successfully completed in September 2020. Thus, the MWPA Board of Directors is very pleased to announce that Mark Brown will be appointed to the Authority’s first Executive Officer in accordance with the attached employment agreement. Mark will begin work on or about October 1, 2020.

Brown served in professional fire leadership positions in Marin for nearly three decades. As Deputy Fire Chief of both the County of Marin’s Fire Department and the Ross Valley Fire Department, he brings the MWPA extensive fire management experience in communities throughout the region. In addition, Brown has led multiple Incident Command Teams for CalFire and Federal teams during our increasingly severe fire seasons.

While his fire command experience is impressive, it was Mark’s strategic communications and leadership skills that made him the Board’s first choice for Executive Officer.

Brown has a BA in Organizational Leadership from Brandman University and lives in Santa Rosa with his wife. They have three adult children. His salary will be $170,000, with reasonable paid time off, a defined contribution plan, and total compensation of $207,600 per year. Benefits were founded on those required under California law and represent approximately 22% of salary. The MWPA is not part of a defined benefit retirement system like MCERA or PERS.

FISCAL IMPACT:

With this Executive Officer appointment, the MWPA Board of Directors honors its covenant with the community to focus most of the resources from the special tax on the programs designed to prevent wildfires and to improve community safety locally and regionally. The JPA agreement Section 9e., established administrative costs of no more than 10 percent. With this agreement between MWPA and Mark Brown, the Authority achieved a balance between fiscal prudence and qualified expertise. The Board began assembling the compensation package based on identification of the legally required components of salary and benefits. For instance, we were able to determine that in California, independent contractor status for a full time executive, performing duties at the direction of a Board was not legal. From that perspective, the Board crafted an employment agreement that was both fair and reasonable for both parties. In doing so, the Board has laid the groundwork for fiscal responsibility emanating from the prudent compensation package for its Executive Officer.

ENVIRONMENTAL REVIEW:

The Board’s approval of the Employment Agreement with the Executive Officer is not a “project” under the California Environmental Quality Act, because it does not involve an activity
which has the potential to cause a direct or reasonably foreseeable indirect physical change in the environment. (Cal. Pub. Res. Code § 21065).

Respectfully submitted,

Jean A Bonander
Interim Executive Officer
and

Megan Holt Acevedo
General Counsel

Attachment: 5,1 – Employment Agreement
AT-WILL EMPLOYMENT AGREEMENT
OF
Mark Brown
(One of Two Originals)

This AGREEMENT is between the MARIN WILDFIRE PREVENTION AUTHORITY ("MWPA" of ("Authority"), a joint powers authority organized in the State of California, and Mark Brown ("Employee"). The parties agree as follows:

1. Appointment as Executive Officer

The Authority hereby agrees to employ Employee as Executive Officer for the Authority effective October 1, 2020, subject to the terms, conditions and provisions of this Agreement, based on Employee's appointment to such position by the Board of Directors. Employee hereby accepts such employment.

In addition to the terms of this Agreement, Employee's employment with the Authority shall be subject to any additional requirements enacted by the Board of Directors, unless contradicted by some provision of this Agreement.

2. Term of Agreement

The term of this Agreement shall be from October 1, 2020 until terminated by either party in accordance with the provisions of paragraph 4. Employee is an at will employee who may be terminated at any time, with or without cause, and shall serve at the pleasure of the Board of Directors.

3. Duties and Responsibilities

a. As Executive Officer, Employee's duties and responsibilities shall be as set forth in Attachment A to this Agreement, which will serve as the basis for a formal job description to be developed on or before November 1, 2020 and any other legally permissible and proper duties and functions as the Board of Directors may from time-to-time assign.

b. Subject to the Board of Directors' approval, Employee may participate in discretionary teaching assignments on his personal time, and as long as the assignments do not interfere with or conflict with MWPA work. Notwithstanding the above, Employee agrees to devote his productive time, ability and attention to the Authority's business during the term of this Agreement. Employee shall not hold secondary employment, and shall be employed exclusively by the Authority. The Authority recognizes that Employee is expected to devote necessary time outside normal office hours to do business of the Authority. Since Employee's position is "exempt" under the Fair Labor Standards Act, Employee shall not receive overtime or extra compensation for work performed outside normal business hours.

c. Employee shall not engage in any activity, which is or may become a conflict of interest, prohibited by contract, or which may create an incompatibility of office as defined
under California law. Prior to performing any services under this Agreement and annually thereafter, the Employee must complete disclosure forms as required by law.

4. Resignation and Termination

a. Employee may resign at any time with or without cause and agrees to give Authority at least sixty (60) days advance written notice of the effective date of his resignation unless parties mutually agree otherwise.

b. Authority may at any time terminate Employee, with or without cause.

c. The parties recognize and affirm that: 1) Employee is an "at-will" employee whose employment may be terminated by the Authority without notice at any time; and 2) this is no express or implied promise made to Employee for any form of continued employment as Executive Officer or any other position of employment with Authority. This Agreement is the sole and exclusive basis for an employment relationship between Employee and the Authority.

5. Salary

a. Effective October 1, 2020, Authority agrees to pay Employee $14,166.66 in salary per month ($170,000 per year) thereafter for his services.

b. Employee shall have his performance and pay reviewed at least annually by the Board of Directors or Executive Committee. Employee shall report directly to the Board of Directors.

6. Supplemental Benefits

a. The Employer shall pay a 7.05% of salary ($1,000 per month, $12,000 per year) contribution into a 401(a) defined contribution retirement account on behalf of the Employee.

b. The Employer shall provide Employee $700 per month ($8,400 per year) as a Cash-In-Lieu contribution for Employee’s use for any supplemental expenses related to this employment or additional Employee expenses.

c. Employee shall receive one hundred sixty (160) hours per year paid time off. Maximum accrual balances shall be capped at three (3) years, or 480 hours, and shall be in accordance with any regulations adopted by the Board of Directors, including any Personnel Rules, as may be amended from time to time.

d. In addition to the paid time off described in Section 6c, Employee shall receive all federal holidays as paid holidays.

e. Attendance at continuing education conferences is subject to the Board of Directors’ advance approval.
1. Employee shall be entitled to compensation adjustments based on annual performance reviews.

7. Arbitration

Any controversy or claim arising out of or relating to this Agreement or the breach thereof, or arising out of or relating to Employee's employment or termination thereof, including but not limited to claims of employment discrimination based on federal and state law, which cannot be resolved among the parties themselves, shall, on the written request of either party served on the other within the applicable statute of limitations, be submitted and resolved by final and binding arbitration in a manner consistent with the Federal Arbitration Act, if applicable, or the California Code of Civil Procedure (including CCP Section 1283.05). Service of the written request shall be made only by certified mail, with a return receipt requested. Time is of the essence; if the request is not served within a one-year period for claims arising out of this Agreement, or within the applicable statute of limitations for the alleged federal or state law claims, the complaining party's claim(s) shall be forever waived and barred before any and all forums, including, without limitation, arbitration or judicial forums.

The arbitrator shall have no authority to alter, amend, modify or change any of the terms of this Agreement unless a provision expressly conflicts with applicable federal or state laws. Any arbitrator selected under this provision shall have the express authority to consider statutory violations of federal and state law in addition to disputes involving this Agreement. The decision of the arbitrator shall be final and binding and judgment therein may be entered in any court having jurisdiction over the dispute.

The arbitration shall be conducted under the National Rules ("Rules") for the Resolution of Employment Disputes of the American Arbitration Association ("AAA") current at the time of the dispute. In the event that any of the above Rules are determined to be in conflict with federal or state law, then the arbitrator shall have the authority to amend the Rules accordingly. The Authority shall be responsible for paying all the AAA's administrative and arbitrator's fees. In all other respects, the parties shall bear their own attorney's fees and costs except as otherwise required by law. The parties shall have the right to conduct discovery which provides them with access to documents and witnesses that are essential to the dispute, as determined by the arbitrator. The arbitrator's written award shall include the essential findings and conclusions upon which the award is based.

The parties intend that this arbitration procedure is mandatory and shall be the exclusive means of resolving all disputes whether founded in fact or law between Employee and the Authority and/or its employees, agents, Authority Council members arising out of or relating to this Agreement, the parties' employment relationship and/or the termination of that relationship including, but not limited to any controversies or claims pertaining to wrongful or constructive discharge, violations of the covenant of good faith and fair dealing, implied contracts, public policies or antidiscrimination statutes. THE PARTIES EXPRESSLY WAIVE ANY CONSTITUTIONAL OR STATUTORY RIGHT TO HAVE ANY SUCH DISPUTE DECIDED IN A COURT OF LAW AND/OR BY A JURY IN A COURT PROCEEDING.

8. At Will Employment.

Employee acknowledges that his employment with the Authority continues to be at-will and that either party may terminate the employment at any time for any reason, with or without cause.
The at-will nature of Employee's employment with the Authority may be altered only in a writing expressly so stating signed by the MWPA President, at the direction of the Board of Directors.

9. Notices

Any notices required by this Agreement shall be in writing and either given in person or by first class mail with the postage prepaid and addressed as follows:

TO AUTHORITY:  President, MWPA Board of Directors  
28 Liberty Ship Way, Suite 2800  
Sausalito CA 94965

TO EMPLOYEE:  Mark Brown, MWPA Executive Officer  
1524 San Ramon Way  
Santa Rosa CA 95409

10. Entire Agreement

This Agreement is the final expression of the complete agreement of the parties with respect to the matters specified herein and supersedes all prior oral and written understandings and agreements, and, except as prescribed herein, this Agreement cannot be modified except by written mutual agreement signed by the parties.

11. No Assignment, No Third-Party Beneficiaries

This Agreement is not assignable by either Authority or Employee. Nothing in this Agreement shall be construed to create and parties do not intend to create any rights in third parties.

12. Severability, Applicable, Law, and Interpretation

In the event that any provision of this Agreement is finally held or determined to be illegal or void by a court having jurisdiction over the parties, the remainder of this Agreement shall remain in full force and effect unless the parts found to be void are wholly inseparable from the remaining portion of this Agreement. Any dispute concerning this Agreement shall be governed by the laws of the State of California. This Agreement shall be construed under the laws of the State of California in effect at the time of signing of this Agreement. The parties’ consent to the jurisdiction of the California courts with venue in Sonoma County.

13. Construction.

To the fullest extent allowed by law, the provisions of this Agreement shall be construed and given effect in a manner that avoids any violation of statute, ordinance, regulations, or law. This Agreement has been negotiated between the Board of Directors, on behalf of Authority, and Mark Brown as Employee. Authority and Employee acknowledge that they have each contributed to the making of this Agreement and that in the event of a dispute over the interpretation of this Agreement, the language of the Agreement will not be construed against one party in favor of the other. Authority and Employee acknowledge that they have each had an adequate
opportunity to consult with their own legal counsel in the negotiation and preparation of this Agreement.


This Agreement shall be executed simultaneously in two counterparts, which shall be identified by number and each of which shall be deemed an original, but all of which together shall constitute one and the same.

IN WITNESS WHEREOF, the Authority has caused this Agreement to be signed and executed in its behalf by its President and duly attested by the Authority Clerk. It has also been executed by the Employee.

EMPLOYEE

____________________________
Mark Brown

PRESIDENT OF MARIN WILDFIRE PREVENTION AUTHORITY

____________________________
Bruce Goines

ATTEST:

____________________________
Jean A Bonander

APPROVED AS TO FORM:

____________________________
Megan Holt Acevedo, General Counsel

____________________________
Date
The Executive Officer serves as a public administrator and as the Executive Officer of the MWPA.

• Manages, leads and directs operations and activities of a municipal JPA providing fire prevention services.

• Works in partnership with the Board to provide strategic direction and policies that encompass long and short-term plans.

• Develops and administers agency goals, objectives, and procedures.

• Analyzes and assesses programs, policies, and operational needs.

• Establishes and implements performance metrics that will guide both strategic and operational decision-making.

• Identifies and responds to sensitive community and organizational issues, concerns, and needs.

• Plans, organizes, directs and coordinates the work Board appointed committees and of lower level staff and/or contractual partners.

• Selects, supervises, trains and evaluates staff and/or contractual partners.

• Interprets laws, regulations and policies.

• Researches, analyzes and evaluates new service delivery methods and techniques.

• Prepares clear and concise reports, specifically financial reports.

• Provides oversight of the financial performance and stability of the organization, ensures the quality of financial records and accounting; and maintains the adequacy of financial reporting and budgeting.
• Works to develop and encourage board members and staff to understand and participate effectively in enhancing the financial stability of the organization.

• Ensures effective communication both orally and written to all stakeholders, including board, staff, members, landowners, and strategic partners.

• Serves as the primary spokesperson and public representative.

• Establishes and maintains effective working relationships with those contacted in the course of work, including City and other government officials, community groups, and the public.

• Works well under pressure with employees, colleagues and community members and adapts readily and easily to changing situations and priorities.
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 (Bolinas 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 (Bolinas 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.


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).


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 Rosenburg’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 district 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.


None.

9. Committee Reports.


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.


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.


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
THE MARIN WILDFIRE PREVENTION AUTHORITY
BOARD OF DIRECTORS MEETING

SPECIAL CLOSED SESSION MEETING
3:00 p.m. Thursday, August 13, 2020
Via teleconference due to Coronavirus (COVID-19)

MINUTES

1. Call to Order. President Goines called the meeting to order at 3:00 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), Leighton Hills (Muir Beach), David Kimball (Bolinas Fire District), Sashi McEntee (Mill Valley), Julie McMillan (Ross), Gary Phillips (San Rafael), Dennis Rodoni (County of Marin)

Directors Absent: Steve Burdo (San Anselmo), Kathryn Donohue (Inverness), Gabe Cathryn Hilliard (Southern Marin Fire), Bob Ravasio (Corte Madera), Mark White (Stinson Beach)

Staff in Attendance: Legal Counsel Megan Acevedo, Chief Jason Weber (Marin County Fire), Kevin Yeager (Marin County Fire).

3. Open Time for Public Expression.

There were no comments.

At 3:12 p.m., President Goines adjourned the meeting to Closed Session to discuss:

Public Employee Appointment (Cal. Gov’t Code § 54957) Title: Executive Director

The Board of Directors reconvened from the Special Closed Session Meeting to the Open Session at 5:18 pm.

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

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

President Goines adjourned the meeting at 5:20 p.m.
MINUTES

1. Call to Order. President Goines called the meeting to order at 3:00 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), Bill Shea (for Leah Green-Marinwood), Cathryn Hilliard (Southern Marin Fire), Leighton Hills (Muir Beach), David Kimball (Bolinas 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) Steve Burdo (San Anselmo), Kathryn Donohue (Inverness).

Directors Absent: None.

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

3. Open Time for Public Expression.

There were no comments.

At 3:05 p.m., President Goines adjourned the meeting to Closed Session to discuss:

Public Employee Appointment (Cal. Gov't Code § 54957) Title: Executive Officer

The Board of Directors reconvened from the Special Closed Session Meeting to the Open Session at 5:39 pm.

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

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

President Goines adjourned the meeting at 5:41 p.m.
THE MARIN WILDFIRE PREVENTION AUTHORITY
BOARD OF DIRECTORS MEETING

SPECIAL CLOSED SESSION MEETING
3:00 p.m. Thursday, September 3, 2020
Via teleconference due to Coronavirus (COVID-19)

MINUTES

1. Call to Order. President Goines called the meeting to order at 3:00 p.m.

2. Roll Call and Introductions.

   Directors In Attendance: Barbara Coler (Fairfax), Tom Finn (Sleepy Hollow Fire), Barry Evergettis (Kentfield Fire), Bruce Goines (Novato Fire), Leah Green (Marinwood), Cathryn Hilliard (Southern Marin Fire), Leighton Hills (Muir Beach), David Kimball (Bolinas 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) Steve Burdo (San Anselmo), Kathryn Donohue (Inverness)

   Directors Absent: None.

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

3. Open Time for Public Expression.

   There were no comments.

   At 3:03 p.m., President Goines adjourned the meeting to Closed Session to discuss:

   Public Employee Appointment (Cal. Gov’t Code § 54957). Title: Executive Officer
   Conference with Labor Negotiators (Cal. Gov’t Code § 54957.6)
   Agency Designated Representatives: Jean Bonander and Samantha Zutler
   Unrepresented Employee: (Executive Officer)

   The Board of Directors reconvened from the Special Closed Session Meeting to the Open Session at 4:09 pm.

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

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

   President Goines adjourned the meeting at 4:11 p.m.
MARIN WILDFIRE PREVENTION AUTHORITY

For the Meeting September 17, 2020

To: Marin Wildfire Prevention Authority Board of Directors

From: Christian Tubbs, Fire Chief, Southern Marin Fire Protection District

Subject: Finance / Cybersecurity & Administrative Services Update

____________________________________

RECOMMENDATION:

Receive Report.

BACKGROUND:

At the July 16, 2020 Board of Directors Meeting, the Directors voted in support of executing an agreement for financial and administrative support services with the Southern Marin Fire Protection District (SMFD). During the discussion of the proposed agreement, Director Finn inquired as to the cybersecurity steps that would be taken to protect the MWPA’s digital records. Director Finn further expressed his interest in having the specific cybersecurity protocols amended into the Financial and Administrative Support Services Agreement. Finally, Director Finn also expressed his interest in ensuring that all digital records remain the property of the MWPA, and that too be articulated in an amended agreement.

On September 8, 2020, Chief Tubbs and SMFD Finance Manager Alyssa Schiffmann met with Tim Bush of Marin IT. The focus of the discussion was cybersecurity, specifically in the following core areas: 1) Intrusion Protection, 2) Anti-virus & Malware, 3) Redundancy & Backup of data. The MWPA financial records are managed in a software product called QuickBooks. This software is hosted on a remote server at 28 Liberty Ship Way, STE 2800, Sausalito, CA. Intrusion protection is provided via a VPN (virtual private network) and further restricted by limiting the view of the system to specific users (hidden folders). The server is further protected via a firewall which is regularly updated by Marin IT. Anti-virus and malware software are also regularly updated, which scans the digital records and software system. Redundancy/backup is provided by producing backup data and stored remotely on a secondary cloud server, via Intronis and a second backup copy will be kept by Marin IT. It should be noted, that the steps being taken by SMFD and Marin IT with the MWPA digital records, are the same that are required by the FBI and law enforcement agencies (CJIS Compliance).

A graphic outline of the cyber protection system is incorporated at the end of this report.
Regarding other finance and administrative matters, the Southern Marin Fire Protection District, like several local government agencies in Marin County, utilizes a software system for producing agenda and meeting packets. The product used by SMFD and others is called Granicus Peak. We are currently assessing the value of this product and other similar systems for use by MWPA.

In addition, SMFD staff are in continuous contact with the Interim Executive Officer, working to establish the administrative, financial and employment foundations of the MWPA. A promissory note has been executed with the County of Marin to incrementally borrow against future proceeds from taxes to pay invoices for the MWPA start up and initial operating costs.

As Chief Tubbs noted above, we are continuing to examine technology streamlining solutions for administering the MWPA, and are creating the employment platform for the future Executive Officer and the staff that will be needed to conduct the work of the MWPA. Finally, we are coordinating our efforts to make sure that we have the information available in order to assist the future Executive Officer during the transition.

**FISCAL IMPACT:**

None at this time.

**ATTACHMENT:**  7c.1:  MWPA Budget Report 9.10.20
Remote user connects via Cisco AnyConnect VPN (FIPS 14-2 Level 2 compliant - US Mil, FBI, DOJ, NSA - uses AES-256 and 3DES-168 encryption), and must authenticate against MS Active Directory w/ complex password. User then establishes remote desktop session to the Windows 10 PC below. The quickbooks client is installed on the Win 10 PC and has a mapped drive to a secure folder on the file server. The folder contains the QB data. It is hidden and you must be part of a special security group to access it. All data remains on the internal SMFD LAN behind the firewall. File server is backed up using Intronis cloud-backup.
MARIN WILDFIRE PREVENTION AUTHORITY

STAFF REPORT

For the Meeting of September 17, 2020

To: Marin Wildfire Prevention Authority Board of Directors
From: Megan Holt Acevedo, General Counsel
Subject: Consent to Concurrent Representation by Epstein + Holtzapple

____________________

RECOMMENDATION:

Authorize President Bruce Goines to sign the attached Consent to Concurrent Representation form on behalf of the Marin Wildfire Prevention Authority (MWPA).

BACKGROUND:

At its meeting of July 16, 2020, the MWPA Board of Directors selected Epstein + Holtzapple (E+H) to serve as its General Counsel. On August 20, 2020, the Board consented to concurrent representation of two of the MWPA member agencies, the City of San Rafael and the Town of San Anselmo. E+H now seeks the Board’s consent to concurrent representation of a third MWPA member agency, the Muir Beach Community Services District (MBCSD).

Under Rule 1.7 of the California Rules of Professional Conduct, a lawyer shall not, without informed written consent from each affected client, represent a client if there is a significant risk the lawyer’s representation of the client will be materially limited by the lawyer’s responsibilities to or relationships with another client. As specified in the Rule, concurrent representation is permitted only if:

1. the lawyer reasonably believes that the lawyer will be able to provide competent and diligent representation to each affected client;
2. the representation is not prohibited by law; and
3. the representation does not involve the assertion of a claim by one client against another client represented by the lawyer in the same litigation or other proceeding before a tribunal. (Cal. Bar RPC, Rule 1.7(d)).

As reflected in the attached form, Emily Longfellow and I believe our representation of MWPA and MBCSD, does not represent a significant risk to these entities. Rather, our firm believes that we will be able to provide competent and diligent representation to MWPA and our existing
public agency clients. This concurrent representation is not prohibited by law. And the representation does not involve the assertion of a claim by one client against another.

Accordingly, we respectfully request the Board authorize President Goines to sign the attached concurrent consent form. The form will also be presented to the MBCSD Board for consideration.

**FISCAL IMPACT:**

None.

**ENVIRONMENTAL REVIEW:**

The Board’s consent to concurrent representation is not a “project” under the California Environmental Quality Act, because it does not involve an activity which has the potential to cause a direct or reasonably foreseeable indirect physical change in the environment. (Cal. Pub. Res. Code § 21065).

Respectfully submitted,

Megan Holt Acevedo
General Counsel

Attachment: 7c,1-Clients’ Consent to Concurrent Representation – Muir Beach Community Services District
Clients’ Consent to Concurrent Representation

Epstein + Holtzapple LLP ("the Firm") has been requested to represent the Marin Wildfire Prevention Authority ("MWPA"). Megan Acevedo will be the primary attorney working for the MWPA. Additionally, attorney Emily Longfellow will work to assist the MWPA. Ms. Longfellow also advises the Muir Beach Community Services District ("Muir Beach CSD"). We are seeking your consent to this concurrent representation.

Under Rule 1.7 of the California Rules of Professional Conduct, a lawyer shall not, without informed written consent from each affected client, represent a client if there is a “significant risk” the lawyer’s representation of the client will be materially limited by the lawyer’s responsibilities to or relationships with another client. Pursuant to this rule, concurrent representation under such circumstances is permitted only if:

(1) the lawyer reasonably believes that the lawyer will be able to provide competent and diligent representation to each affected client;
(2) the representation is not prohibited by law; and
(3) the representation does not involve the assertion of a claim by one client against another client represented by the lawyer in the same litigation or other proceeding before a tribunal. (Cal. Bar RPC, Rule 1.7(d)).

The Firm believes that its concurrent representation of the Muir Beach CSD and MWPA does not present such a "significant risk" and that it is able to provide competent and diligent representation to both entities. The Firm's concurrent representation is permitted by law and does not involve the assertion of a claim by one client against the other in any proceeding before a tribunal.

We do not anticipate the Firm's representation of MWPA to interfere with the work that the Firm does for the Muir Beach CSD. Ms. Longfellow will continue to advise the Muir Beach CSD as needed with respect to legal matters including but not limited to property issues.

We similarly do not anticipate the Firm's representation of the Muir Beach CSD will interfere with the work that the Firm will do for MWPA. MWPA is a newly formed joint powers authority made up of 17 member agencies from across Marin, including the Muir Beach CSD. The Firm will serve as General Counsel for the MWPA and its Board of Directors. Ms. Acevedo and Ms. Longfellow will assist the Board and staff with legal issues related to government transparency, environmental compliance, and other questions that may arise as the Board develops and implements a comprehensive wildfire prevention and emergency preparedness plan for most of Marin County.

The Firm will ensure that each client’s confidential information will not be shared. Our firm is aware of no current conflicts of interest, though it is possible for a conflict could develop. If either client believes that they see a conflict of interest, or if either or both believe concurrent representation is no longer in your individual or joint interest, we ask that you notify the Firm.
If a conflict occurs, we will discuss the potential need for hiring outside counsel in relation to the conflict.

Please be aware that MWPA and the Muir Beach CSD are invited to seek independent counsel at any time, regardless whether you decide to sign this consent form.

Dated:_______________________

EPSTEIN + HOLTZAPPLE LLP

By:______________________________

Robert F. Epstein

Partner

Client Consent

I have read and understand this consent to concurrent representation. I have had adequate opportunity to review it; and to decide if I need to discuss it with my own attorney. I consent to the concurrent representation on the conditions stated above.

Dated:_______________________

MUIR BEACH COMMUNITY SERVICES DISTRICT

By:______________________________

Leighton Hills

President, Board of Directors

Dated:_______________________

MARIN WILDFIRE PREVENTION AUTHORITY

By:______________________________

Bruce Goines

President, Board of Directors
MARIN WILDFIRE PREVENTION AUTHORITY

STAFF REPORT

For the Meeting of September 17, 2020

To: Marin Wildfire Prevention Authority Board of Directors

From: Megan Holt Acevedo, General Counsel

Subject: Appropriations Limit

____________________________________

RECOMMENDATION:

Adopt Resolution No. 20-07 recognizing that Marin Wildfire Prevention Authority (MWPA) is not subject to the requirements of the Gann Limit.

BACKGROUND:

Proposition 4, which adopted California Constitution article XIII B, establishes a requirement for state and local governments to adopt an appropriations limit, also referred to as the Gann Limit. By its terms, article XIII B applies to local governments, which are defined as “any city, county, city and county, school district, special district, authority, or other political subdivision of or within the State.” Thus, the Gann Limit would apply to MWPA only if the agency were a “special district” or “authority” for purposes of that definition.

Government Code provisions relating to the Gann Limit do not address appropriations limits for agencies that are formed after 1987 and not subject to a Local Area Formation Commission (LAFCO) process. For example, Government Code section 7902.7 provides that the appropriations limit of a special district formed after January 1, 1988 “shall be determined pursuant to Government Code section 56811 and approved by the voters at the formation election.” However, sections 56811 (applicable to cities) and 56812 (applicable to special districts) contemplate LAFCO proceedings, and therefore do not by their terms apply to a JPA that was not formed in a LAFCO process. This absence of guidelines supports a conclusion that without a LAFCO formation process, the Gann Limit does not apply.

In addition, the Joint Powers Authority statute does not address application of the Gann Limit, which further supports that JPAs are not generally subject to the limitation (Cal. Gov. Code §§ 6500 et seq.).
The absence of any statutory authority regarding an appropriations limit for a JPA formed outside of a LAFCO process, leads to the conclusion that MWPA is neither a “special district” nor an “authority” for purposes of article XIII B, and, therefore, that the Gann limit does not apply.

As a corollary, we conclude that the MWPA local agency members need not adjust their appropriations limit to accommodate the portion of MWPA funds distributed to each entity. Read together, sections 6 and 8 of Article XIII B provide that if the State transfers funds to a local government for general purposes, that subvention is counted toward the local government’s appropriation limit, rather than the State’s. Conversely, if State funds are restricted to specific purposes, then those funds are not counted toward the local agency’s appropriation limit. By analogy, a local agency receiving tax revenues from a JPA for a restricted purpose would not be obligated to count those funds toward its appropriations limit.

Here, the JPA agreement clearly states that distributions to member agencies can be spent only for MWPA purposes, which means that those funds should not count toward a member agency’s appropriations limit.

**FISCAL IMPACT:**

None.

**ENVIRONMENTAL REVIEW:**

The Board’s adoption of the attached resolution is not a “project” under the California Environmental Quality Act, because it does not involve an activity which has the potential to cause a direct or reasonably foreseeable indirect physical change in the environment. (Cal. Pub. Res. Code § 21065).

Respectfully submitted,

Megan Holt Acevedo
General Counsel

Attachment: 7e,1-Resolution No. 20-07, Resolution of the Board of Directors of the Marin Wildfire Prevention Authority concerning Appropriations Limit
RESOLUTION NO. 20-07

RESOLUTION OF THE BOARD OF DIRECTORS OF THE MARIN WILDFIRE PREVENTION AUTHORITY CONCERNING APPROPRIATIONS LIMIT

WHEREAS, in March 2020, 70.8% of voters in Marin Wildfire Prevention Authority (MWPA) jurisdictions approved Measure C and adopted Ordinance No. 3716 (Ordinance) to fund the MWPA; and

WHEREAS, the Ordinance reflects the will of the voters by establishing taxing and spending parameters for the MWPA; and

WHEREAS, the Ordinance specifies, “It is the purpose and intent of this ordinance to impose a special parcel tax for fire protection and prevention services, including but not limited to vegetation management; wildfire detection; evacuation plans and alerts; grants; public education; defensible space and fire-resistant structure evaluations; and local-specific wildfire prevention efforts;” and

WHEREAS, the Ordinance provides that revenues raised by the approved tax “are to be used solely to plan, finance, implement, manage, own and operate a multi-jurisdictional agency to prevent and mitigate wildfires in Marin County;” and

WHEREAS, the Ordinance further provides for the creation of a Citizens’ Oversight Committee to report on the spending of the parcel tax funds and the previous year’s work program to evaluate consistency with the tax measure; and

WHEREAS, Section 8 of the MWPA Joint Exercise of Powers Agreement (JPA Agreement) includes additional details about the Citizens’ Oversight Committee and Section 9 includes specific requirements related to distribution of tax revenues to member agencies by the MWPA; and

WHEREAS, the Ordinance and JPA Agreement provide inherent authority not only to impose a parcel tax but to spend those tax revenues within the limits set forth therein; and

WHEREAS, Proposition 4, known as the Gann Limit, was approved in 1979 to add article XIII B to the California Constitution, which requires state and local governments to adopt an annual limit on the proceeds of taxes that may be appropriated for spending in a given fiscal year; and

WHEREAS, by its terms, article XIII B applies to “local governments,” which are defined as “any city, county, city and county, school district, special district, authority, or other political subdivision of or within the State,” and the MWPA does not fall within any of these categories; and
WHEREAS, the Government Code provisions relating to the Gann Limit do not address appropriations limits for agencies such as MWPA, which were formed after 1987 and are not subject to a Local Area Formation Commission (LAFCO) process; and

WHEREAS, the JPA Agreement clearly states that allocation of tax revenues to member agencies is carried out by the MWPA Board and can be spent only for MWPA purposes.

NOW THEREFORE, the Board of Directors of the Marin Wildfire Prevention Authority does hereby resolve as follows:

Section 1. Environmental Review.
The Board of Directors finds that adoption of this resolution recognizing that the Gann Limit does not apply to the MWPA is not a “project” under the California Environmental Quality Act, because it does not involve an activity which has the potential to cause a direct or reasonably foreseeable indirect physical change in the environment. (Cal. Pub. Res. Code § 21065).

Section 2. Appropriations Limit.
The Board of Directors finds that because there is no statutory guidance regarding an appropriations limit for a JPA formed after 1987 outside of a LAFCO process, MWPA is neither a “special district” nor an “authority” for purposes of article XIII B. Therefore it is not a "local government" as defined by that article and, accordingly, the Gann limit does not apply. The Board of Directors further finds that because tax revenue distributions to member agencies can be spent only for MWPA purposes, member agencies are not required by state law to adjust their individual appropriations limits based on the amount of funding distributed to those agencies by MWPA.

The foregoing Resolution was adopted at the regular meeting of the Marin Wildfire Prevention Authority Board of Directors held on September 17, 2020, by the following vote:

AYES:  
NOES:  
ABSENT:  
ABSTAIN:  

______________________________
Bruce Goines, Board President

Attest: ____________________________
Jean Bonander, Interim Executive Officer
MARIN WILDFIRE PREVENTION AUTHORITY

STAFF REPORT

For the Meeting of September 17, 2020

To: Marin Wildfire Prevention Authority Board of Directors

From: Jean Bonander, Interim Executive Officer
       Megan Holt Acevedo, General Counsel

Subject: Consider Adoption of Marin Wildfire Prevention Authority (MWPA) ByLaws

____________________________________

RECOMMENDATION:

That the Board of Directors adopt the MWPA ByLaws.

BACKGROUND:

Establishing the Authority’s ByLaws is one of the foundational actions of the Board of Directors. The Board established an Ad Hoc ByLaws Subcommittee comprised of Directors Burdo, Finn, Goines, Hilliard, McEntee and Phillips at its May 21, 2020 meeting. In July and August 2020, the subcommittee members reviewed a draft set of ByLaws prepared by Director Tom Finn and edited by Legal Counsel Megan Holt Acevedo. The Subcommittee members made comments, many of which were incorporated into the draft the ByLaws, which were discussed and further edited by the full Board of Directors at the August 20, 2020 regular meeting.

The ByLaws represent a key basis for governing the Authority as it continues to establish itself, and then into the future. At the August 20, 2020 meeting Board Members suggested several streamlining measures for ByLaws, including deletions and for the most part, included specific written edits that had been put forth by Directors Coler, Finn and McEntee.

Those revisions included:

- Clarifying text and consistency edits/changes
- Addition of a standing Finance Committee
- Removal of specific finance and contract policy and procedural sections that will be written and proposed for consideration by either the Executive Committee or the Finance Committee
• Removal of the section referring to future potential new agency applications to join MWPA
• MWPA President authorization to make appointments as needed for service on standing and ad hoc committees
• Removal of references to superfluous duties of a Board Secretary
• Clarification that County/City/Town/District staff provide notifications of the appointment of officials to the MWPA Board member appointment

Thus, if approved, the ByLaws will require the formation of an Executive Committee and a Finance Committee. The Executive Committee will be comprised of Directors reflecting a geographic representation of the MWPA service area, and the President and Vice President of MWPA are proposed to be fixed members of the Executive Committee.

The Finance Committee will be comprised of five (5) Board Members and two (2) Operations Committee members. The Executive Committee and the Finance Committee will derive their duties, responsibilities and tasks from recommendations by the committee members within the overall direction from the full Board of Directors.

Per the direction of the Board at the August 20, 2020 meeting this item returns for any further discussion and/or review, and staff recommends that if these ByLaws reflect the Board’s previous comments and edits, that they be adopted.

FISCAL IMPACT:

None known.

ENVIRONMENTAL REVIEW:

The Board’s approval of ByLaws is not a “project” under the California Environmental Quality Act, because it does not involve an activity which has the potential to cause a direct or reasonably foreseeable indirect physical change in the environment. (Cal. Pub. Res. Code § 21065).

Respectfully submitted,

Jean A Bonander
Interim Executive Officer
and

Megan Holt Acevedo
Legal Counsel

Attachment: 8a,1 – MWPA By-Laws, dated September 17, 2020
BYLAWS
OF THE
MARIN WILDFIRE PREVENTION AUTHORITY

ARTICLE I
FORMATION

The County of Marin together with the cities of San Rafael, Mill Valley, and Larkspur; the towns of San Anselmo, Corte Madera, Fairfax, and Ross; the Fire Protection Districts of Southern Marin, Novato, Kentfield, Stinson Beach, Bolinas, and Sleepy Hollow, the Marinwood Community Services District, the Inverness Public Utility District, and Muir Beach Community Services District (each a “Local Agency Member”) entered into a Joint Powers Agreement as of April 2, 2020 (as subsequently amended from time to time, the “JPA Agreement”) in accordance with the Joint Exercise of Powers Act, Sections 6500 et seq. of the California Government Code, to form the Marin Wildfire Prevention Authority (the “MWPA”).

ARTICLE II
PURPOSES

The MWPA was formed for the purposes of planning, financing, implementing, managing, owning, and operating a multi-jurisdictional and County-wide agency separate from the Local Agency Members to prevent and mitigate wildﬁres in Marin County. The goal of the MWPA is one of voluntary cooperation among Local Agency Members for the collective benefit of all Local Agency Members and residents of Marin County. It is the intent of all Local Agency Members that decisions of the Board should be made by consensus whenever possible.

ARTICLE III
ORGANIZATION

Section 1. Governance by Board of Directors. As established in Section 4 of the JPA Agreement, the MWPA shall be governed by a Board of Directors (the “Board”) composed of one (1) representative of each Local Agency Member. The governing body of each Local Agency Member shall appoint an ofﬁcial to serve as a Director of the Board and up to two (2) alternates to serve in the absence of the appointed regular Director. Each Director shall hold ofﬁce from the ﬁrst meeting of the Board following his or her appointment until a successor is selected by the governing body of the Local Agency Member. Directors shall be elected ofﬁcials or hold elective ofﬁce by virtue of appointment.
Section 2. Terms of Directors: Events Causing Vacancy. The governing body of the Local Agency Member may determine the term of appointment of the Director appointed by the Local Agency Member. A vacancy on the Board exists on the occurrence of any of the following: (a) death of any Director, (b) the removal, dismissal, or resignation of a Director from the position he or she held with the Local Agency Member at the time he or she became a Director, (c) the declaration by resolution of the Board of a vacancy of the office of a Director who has been declared of unsound mind by an order of court or convicted of a felony after having been appointed as a Director, or (d) written notice to the Executive Officer or Clerk from the appointing Local Agency Member stating that the designation of the Director or alternate has been revoked, with revocation to be effective upon receipt unless the notice specifies a later time.

Section 3. Board of Directors Powers and Duties. The powers and duties of the Board, subject to the limitations of applicable law, the JPA Agreement, and these Bylaws, shall include all of the powers of the Board provided in Section 4 of the JPA Agreement except as may be expressly delegated to others pursuant to the provisions of the JPA Agreement, these Bylaws, or at the direction of the Board. Such powers and duties shall be exercised by and through the Board. The Board shall be responsible for the administration, management, and conduct of the MWPA’s affairs including, but not limited to, the following:

(a) setting policies and goals for the MWPA;

(b) appointing, fixing the compensation of, supervising, and removing the Executive Officer and other MWPA staff;

(c) annually reviewing the proposed MWPA budget and Work Plan and adopting an annual budget and Work Plan;

(d) before the beginning of each fiscal year, adjusting the maximum parcel tax to be levied upon the parcels for the upcoming fiscal year, as provided in Section 3 of Marin County Board of Supervisors Ordinance No. 3716;

(e) administering the Work Plan, providing for the design, financing, constructing, and implementation of MWPA programs, and determining the use of tax revenues in conformance with the parameters established in the Work Plan;

(f) establishing Standing Committees including the Operations Committee (JPA Agreement Section 6), the Advisory/Technical Committee (JPA Agreement Section 7), and the Citizens’ Oversight Committee (JPA Agreement Section 8) and, if necessary or desirable, Ad Hoc Committees to study specific problems, programs, or other matters that the Board has approved for study;

(g) acting upon policy recommendations, including policy recommendations from committees;

(h) entering into contracts or change orders;
(i) leasing, acquiring, constructing, managing, maintaining, and operating any equipment, buildings, works, or improvements for use in conformance with the parameters established in the Work Plan;

(j) acquiring, holding, or disposing of equipment or personal property by any lawful means including, without limitation, gift, purchase, lease, lease purchase, or sale;

(k) applying for any appropriate grant or grants under any federal, state, or local programs for assistance in developing and/or implementing the Work Plan or any of MWPA programs;

(l) receiving grants, gifts, contributions, and donations of property, funds, services, and other forms of financial assistance from persons, firms, corporations, and any governmental entity, subject to applicable reporting and other limitations as set forth in Article VII, below;

(m) approving any and all indebtedness incurred by the MWPA within the limitations set forth in Section 5(e) of the JPA Agreement;

(n) approving the initiation of any litigation by the MWPA (not including the authorization of defense brought against the MWPA or the initiation of a cross-complaint),

(o) providing oversight of the implementation of the MWPA’s ongoing activities; and

(p) administering the MWPA in furtherance of all the above.

In connection with (f), above, the Board retains the ultimate legal authority to undertake any action that California law requires the full Board to approve and direct the Executive Committee, the Finance Committee, the Operations Committee and/or the Advisory/Technical Committee on a matter or to determine that a task otherwise delegated to the Executive Committee, the Finance Committee, the Operations Committee and/or the Advisory/Technical Committee shall be handled or reviewed by the full Board.

Section 4. Voting. As specified in Section 4(f) of the JPA Agreement, for all votes conducted by the Board, a proposed motion subject to vote passes when both of the following conditions are satisfied: (1) a majority of the Directors present vote in favor of a motion, and (2) the Directors present and voting in favor of a motion represent, in the aggregate, according to the then latest general census, over fifty percent (50%) of the population represented by the Local Agency Members, in the aggregate, present in the quorum.

Section 5. Reimbursement of Board Members. Board Members and members of Board Committees may receive reimbursement of expenses as may be determined by resolution of the Board to be just and reasonable.
ARTICLE IV

OFFICERS AND TERMS OF OFFICE

Section 1. Officers. The officers of the MWPA are the President and the Vice President of the Board, the Executive Officer, the Treasurer, and the Legal Counsel. All members of the Board are eligible to serve as President or Vice President of the Board. The Executive Officer, Treasurer, and the Legal Counsel shall serve at the pleasure of the Board, subject to the rights by any officer under an employment contract, if any, with the Authority. Any number of offices may be held by the same person, except that the Treasurer shall not serve concurrently as the Executive Officer.

Section 2. Selection and Terms of Elected Officers. As provided in Section 4(e) of the JPA Agreement, the President and Vice President are elected officers who shall be elected by the Board at the Board’s first meeting each fiscal year or as soon thereafter as is practical. The President and Vice President shall each serve one (1)-year terms, and may be re-elected by the Board and shall not be subject to term limits so long as they remain eligible.

(a) President. The duties of the President are to supervise the preparation of the agenda for Board meetings, preside over Board meetings, and undertake other duties required by the JPA Agreement, these Bylaws or as may be assigned by the Board. The President shall represent the Authority and execute any contracts and other legal instruments approved by the Board.

(b) Vice President. The Vice President shall perform the duties of President in the absence of the President.

(c) Secretary. The Secretary shall (i) in accordance with Section 4(d) of the JPA Agreement, keep or cause to be kept, at the principal executive office of the MWPA or such other place as the Board may direct, a book of minutes of all meetings and actions of the Board and the Committees of the MWPA, with the time and place of holding the meeting, whether Regular or Special, and, if Special, how authorized, the notice given, the names of those present and absent at such meetings and the proceedings of such meetings; and (ii) prepare, give, or cause to be given, notice of, and agendas for, all meetings of the Board and Committees of the MWPA. He or she shall have such other powers and performs such other duties as may be prescribed by the Board. As provided in Section 4 of these Bylaws, the MWPA Executive Officer shall serve as Secretary.

(d) Treasurer. As established by Section 12 of the JPA Agreement, the Treasurer of the Authority shall be the Treasurer of one of the Local Agency Members. The Treasurer shall perform the duties set forth in Section 12 of the JPA Agreement, including ensuring compliance with all requirements of California Government Code Sections 6505, 6505.1, 6505.5, and 6505.6. The Treasurer shall be appointed by the Board on such terms as the Board and the Treasurer may agree and shall serve until a successor is appointed, but subject to review by the Board every two (2) fiscal years. If a vacancy occurs due to the Treasurer’s
resignation or removal by a vote of the Board, then the Board shall appoint a replacement to serve as Treasurer on such terms as the Board and the Local Agency Member agency may agree.

Section 3. **Removal.** The President and/or the Vice President shall be subject to removal at any time by a vote of the Board, subject to the voting conditions set forth in Section 4(f) of the JPA Agreement. The Treasurer shall be subject to removal by a vote of the Board subject to the terms of the agreement between the MWPA and the Member agency then serving as Treasurer.

Section 4. **Executive Officer.** The Board shall employ an individual as an Executive Officer who shall be the chief administrator of the MWPA, subject to the Board’s direction. The Executive Officer shall be responsible for the MWPA’s day-to-day operations, organization, staff relations, preparation of the annual budget, supervising the activities of the Operations, Advisory/Technical, and Citizens’ Oversight Committees and such other committees as the Board may create, and serving as Secretary of the Board, purchasing agent, and custodian of records of the MWPA. In general, he or she shall perform all duties incident to the position of Executive Officer and such other duties as may be required by these Bylaws or which may be assigned to him or her from time to time by the Board. The Executive Officer shall have expenditure authority as established by Board policy based on a recommendation from the Finance Committee. The Executive Officer shall report all such expenditures and change orders approved to the Board at its next meeting. Subject to the authority of and as directed by the Board, the Executive Officer shall have the authority to appoint, direct, and remove all staff of the MWPA and to retain and supervise any consultants and contractors to the MWPA.

Section 5. **Other Personnel.** The Board shall have the power to retain such additional officers, agents, employees, consultants, and contractors as it deems necessary to attain the objectives of the MWPA. Such officers and employees may also be, but are not required to be, officers and employees of the individual Local Agency Members. None of the officers, agents, or employees appointed by the Board shall be deemed, by reason of their employment by the Board, to be employed by any of the Local Agency Members or, by reason of their employment by the Board, to be subject to any of the requirements of such Local Agency Members.

Section 6. **Status of Members' Officers and Employees.** As provided in California Government Code Section 6513, all of the privileges and immunities from liability and other benefits that apply to the activity of officers, agents, or employees of any of the Local Agency Members when performing their respective functions within the territorial limits of their respective Agencies shall apply to them while engaged in the performance of any of their actions and duties extraterritorially under this Agreement.

Section 7. **Bonding Requirement.** The Board shall designate the officers or persons having charge of, handling, or having access to any property of the MWPA who shall be required to file an official bond with the Board. The amount of any such bond shall be established by the Board. Should the existing bond or bonds of any such officer be extended to cover the obligations provided herein, such bond shall be the official bond required herein. The premiums on any such bonds attributable to the coverage required herein shall be appropriate expenses of the MWPA.
ARTICLE V

MEETINGS OF
BOARD OF DIRECTORS
AND
BOARD COMMITTEES

Section 1. **Regular Meetings.** Pursuant to Section 4(c) of the JPA Agreement, there shall be not fewer than two (2) Regular Meetings of the Board each calendar year, with such meetings to be held on or about the third Thursday of May and the third Thursday of July each year. To ensure maximum public participation, all Regular Meetings of the Board and Standing Committee meetings should be held during late afternoons or evenings on working days unless a change in such Regular Meeting date and time is approved by the President in writing. The location of Regular Meetings shall be determined by the President.

Section 2. **Special Meetings.** Special Meetings may be called by the President in consultation with the Executive Officer. The date, time, and location of Special Meetings shall be determined by the President. Both a Special and a Regular meeting may be held on the same day.

Section 3. **Quorum.** A majority of Board members shall constitute a quorum for the transaction of business of the MWPA and a majority of the quorum shall be necessary to approve any action of the Board subject to the voting conditions set forth in Section 4(f) of the JPA Agreement.

Section 4. **Advisory/Technical Committee.** The Advisory/Technical Committee established by Section 7 of the JPA Agreement is advisory to the Operations Committee and will meet two (2) times each year, unless authorized by the President to hold additional meetings.

Section 5. **Executive Committee.** An Executive Committee of the Board is hereby created as a Standing Committee. The Executive Committee shall consist of five (5) Board members whose membership shall represent a geographic balance, including at least one (1) representative each from the five (5) operational zones of the MWPA: Northern Marin, Central Marin, Ross Valley, Southern Marin, and West Marin, and one (1) additional Board Member may be designated as an Alternate Executive Committee member as needed. The President and Vice President shall be fixed members of the Executive Committee. Members of the Executive Committee shall be appointed by the President and acknowledged by a majority of the Board. The President shall serve as Chair of the Executive Committee. The purpose of the Executive Committee is to advise the Board and plan Board activities. A quorum of the Executive Committee shall consist of three (3) Executive Committee members. To the fullest extent possible, appointment of an alternate shall be made so as to maintain geographical balance on the Executive Committee. Any Board member serving on the Executive Committee for the purpose of obtaining a quorum are only temporary Executive Committee members for one meeting and do not constitute a regular Committee member for future meetings.
Section 6. **Finance Committee.** A Finance Committee of the Board is hereby created as a Standing Committee. The Finance Committee shall consist of five (5) Board members whose membership may represent a geographic balance, including at least one (1) representative each from the five (5) operational zones of the MWPA: Northern Marin, Central Marin, Ross Valley, Southern Marin, and West Marin, and one (1) additional Board Member may be designated as an Alternate Finance Committee member as needed. The President or Vice President of the Board will be a fixed member of the Finance Committee. One (1) additional Board Member may be designated as an Alternate to the Finance Committee. Two members of the Operations Committee shall serve as members of the Finance Committee. Members of the Finance Committee shall be appointed by the President and acknowledged by a majority of the Board. The purpose of the Finance Committee is to advise the Board on financial matters as provided in a written statement of purpose prepared by the Board. A quorum of the Finance Committee shall consist of four (4) Finance Committee members.

Section 7. **Additional Board Committees.** In addition to the Committees created by the JPA Agreement and these Bylaws, the Board may establish Standing and Ad Hoc Committees for the purpose of developing recommendations to the Board. Ad Hoc committees may be appointed by the President. Any Director is eligible for appointment to a Standing or Ad Hoc committee. When appointing members of Standing and Ad Hoc committees, the President shall consider, to the extent possible, geographical balance and local representation. All Standing or Ad Hoc committees shall be chaired by a Board member. Rosenberg’s Rules of Order shall govern the conduct of Standing Committee meetings.

(a) **Standing Committees.** All Standing Committees shall have a written statement of purpose. The President shall appoint and the Board shall acknowledge, the members to any Standing Committee. Each Standing Committee shall by majority vote elect a Chair at its first meeting who shall serve at the pleasure of the Standing Committee. Members of Standing Committees shall be appointed for one (1) year terms, or until the Committee is dissolved, whichever occurs first. Committees shall meet on the call of their Chair or as otherwise provided herein and in compliance with applicable law. A Standing Committee may exercise such powers as may be delegated to it, except that a Committee may not: (a) take any final action on matters which, under the JPA Agreement, require approval by the Board; (b) amend or repeal the Bylaws or adopt new Bylaws; (c) amend or repeal any resolution of the Board; (d) appoint any other committees of the Board or the members of these committees; or (e) approve any transaction which would violate any law, including the Political Reform Act (commencing with Section 81000 of the California Government Code) and/or Section 1090 of the California Government Code. Meetings and actions of any Standing Committee shall be in compliance with the Brown Act. Minutes shall be kept of each meeting of any Committee and shall be filed with the MWPA records.

Section 8. **Brown Act Compliance.** All meetings of the Board and of Standing Committees shall be governed by the provisions of the Ralph M. Brown Act (California Government Code Sections 54950 et seq.). The official agenda for each such meeting shall be posted to the MWPA website and as required by law. Clerks of other Local Agency Members shall be provided a copy of the agenda and are encouraged to post the agenda at their official posting locations so as to assure widespread notice of the meetings.
Section 9. **Parliamentary Authority.** Unless otherwise specified herein, Rosenberg’s Rules of Order shall govern the conduct of MWPA Board meetings and the President's decision on any procedural question shall be final. No person shall address the Board at any meeting until he or she has first been recognized by the President.

Section 10. **Minutes.** Except with respect to closed sessions, the designee of the Executive Officer shall cause to be kept minutes of Regular and Special Meetings of the Board and any Standing Committee, and shall cause a copy of the minutes to be forwarded to each Board member for approval by the Board or the Standing Committee, where appropriate. All minutes shall be archived in the principal office of the MWPA and shall be posted on the MWPA website.

**ARTICLE VI**

**RULES AND PROCEDURES**

Section 1. **Annual Budget.** On or before May 1 of each year, the Executive Officer shall present to the Board a proposed operating budget for the coming fiscal year, and the proposed budget shall comply with all requirements set forth in Section 9 of the JPA Agreement. This proposed budget shall be voted on by the Board at its Regular Meeting in May and shall be approved by a Board resolution. The Executive Officer and Board may approve expenditures throughout the year consistent with the approved budget. Grant funds received by the MWPA from any federal, state, or regional agency to pay for budgeted expenditures for which the MWPA has received all or a portion of said funds from tax revenues shall be used as determined by the Board.

Section 2. **Local Agency Member Organizational Changes.** Any organizational change in a Local Agency Member that would result in the transfer of a Local Agency Member's fire suppression responsibility to a new or different public agency or that would otherwise impact its membership in the MWPA shall be submitted to the President not later than March 1 of each year. The President shall forward this notification to the Executive Officer for consideration in the preparation of the annual budget. Any organizational changes submitted by a Member after March 1 that would impact that Member's fire suppression responsibility or its membership in the MWPA shall be considered in the budget preparation of the following year.

Section 4. **Amendments to JPA Agreement.** As specified in Section 21 of the JPA Agreement, the JPA Agreement can be amended at any time by mutual agreement of three-fourths (3/4) of the Board, so long as any amendment comports with the purpose of the voter-approved measure. The JPA Agreement shall be amended by resolution and an affirmative vote of three-fourths (3/4) of the Board of Directors.
ARTICLE VII

CONFLICT OF INTEREST

The Board shall be subject to the conflict of interest rules set forth in the Political Reform Act (commencing with Section 81000 of the California Government Code) and Sections 1090 et seq. of the California Government Code, and the MWPA shall adopt a Conflict of Interest Code as required and as provided by the implementing regulations of the Political Reform Act.

ARTICLE VIII

AMENDMENTS

These Bylaws may be amended only upon two-thirds (2/3) affirmative vote of all of the Directors with such proposed amendment having been noticed to members not less than thirty (30) days prior to the date of the meeting.

ARTICLE IX

MISCELLANEOUS

Section 1. Construction and Definitions. Unless the context requires otherwise, the general provisions, rules of construction, and definitions in the California Civil Code will govern the construction of these Bylaws. Without limiting the generality of the foregoing, the term “person” includes both the MWPA and a natural person. Any capitalized term not defined in these Bylaws will have the meaning ascribed to it in the JPA Agreement.

Section 2. Partial Invalidity. If any one or more of the terms, provisions, or sections of these Bylaws shall to any extent be adjudged invalid, unenforceable, void, or voidable for any reason whatsoever by a court of competent jurisdiction, then each and all of the remaining terms, provisions, and sections shall not be affected thereby and shall be valid and enforceable to the fullest extent permitted by law.

Section 3. Interpretation of Sections That Are Based on Provisions from Other Statutes, Applicable Ordinances, or Codes. Sections of these Bylaws which are based upon or which paraphrase provisions of other statutes, ordinances, or codes have been included herein for reference purposes only. In the event of conflict between the provision of any such statute, ordinance, or code and these Bylaws, the provision of the statute, ordinance, or code shall in all events control, and no section of these Bylaws shall change or modify any such statute, ordinance, or code.

Section 4. Interpretation of Sections That Are Based on Provisions from JPA Agreement or Ordinance No. 3716. In the event of a conflict between these Bylaws and the JPA Agreement or Board of Supervisors Ordinance No. 3716, the Ordinance and Agreement shall in all events control and no section of these Bylaws shall change or modify those instruments.
Section 5. **Electronic Signatures.** Unless otherwise required by law, the use of electronic, digital or facsimile signatures shall be authorized to conduct Board business.

**ARTICLE X**

**EFFECTIVE DATE**

These Bylaws shall take effect immediately upon their adoption by the Board.
MARIN WILDFIRE PREVENTION AUTHORITY

STAFF REPORT

For the Meeting of September 17, 2020

To: Marin Wildfire Prevention Authority Board of Directors

From: Jean Bonander, Interim Executive Officer

Subject: Appointment of Board Members to the Executive Committee and the Finance Committee

RECOMMENDATION:

That the Board of Directors acknowledge the President’s appointment of Board Members to serve on the Executive Committee and the Finance Committee.

BACKGROUND:

During the discussion of the final draft ByLaws at the August 20, 2020 Board Meeting, the Board acknowledged the need to expedite establishment of a standing Executive Committee and a standing Finance Committee. The President asked interested Board Members to contact him directly to indicate their interest. Both committees will reorganize annually as provided for in Section 2 of the ByLaws and in Section 4 (e) of the JPA Agreement.

Executive Committee

The Executive Committee will be comprised of five (5) Board Members representing a geographical balance among the MWPA’s five operational zones: Northern Marin, Central Marin, Ross Valley, Southern Marin and West Marin. The President and Vice President of the Board will be fixed members of the Executive Committee, and the President will serve as Chair of the Executive Committee. One (1) additional Board Member may be designated as an Alternate to the Executive Committee. The President’s appointments to the Executive Committee are as follows:

President Bruce Goines, representing Northern Marin
Vice President Dennis Rodoni, representing West Marin
Sashi McEntee, representing Southern Marin
Gary Phillips, representing Central Marin
Julie McMillan, representing the Ross Valley
Barbara Coler, Alternate
Finance Committee

The Finance Committee will be comprised of five (5) Board Members representing if possible the geographical balance among the MWPA’s five operational zones: Northern Marin, Central Marin, Ross Valley, Southern Marin and West Marin, and two (2) Operational Committee Members, who may also provide geographic representation.

The President or Vice President of the Board will be a fixed member of the Finance Committee. One (1) additional Board Member may be designated as an Alternate to the Finance Committee. The President’s appointments to the Finance Committee are as follows:

President Bruce Goines, representing Northern Marin
David Kimball, representing West Marin
Cathryn Hilliard, representing Southern Marin
Tom Finn, representing the Ross Valley
Fifth Member to be selected
Operations Committee Member, selected by Operations Committee
Operations Committee Member, selected by Operations Committee
Alternate to be selected

FISCAL IMPACT:

None known.

ENVIRONMENTAL REVIEW:

The Board’s acknowledgement of Presidential appointments to the Executive Committee and Finance Committee is not a “project” under the California Environmental Quality Act, because it does not involve an activity which has the potential to cause a direct or reasonably foreseeable indirect physical change in the environment. (Cal. Pub. Res. Code § 21065).

Respectfully submitted,

Jean A Bonander
Interim Executive Officer
RECOMMENDATION:

That the Board of Directors consider proposed initial duties and responsibilities for both the Executive Committee and the Finance Committee.

BACKGROUND:

With the approval of the ByLaws, the MWPA Board of Directors has established two standing committees – the Executive Committee and the Finance Committee. The Committees will be subject to the Ralph M. Brown Act.

The Executive Committee’s makeup and basic structure is described in Article V, Section 5 of the ByLaws. The general purpose of the Executive Committee is to advise the Board and plan Board activities.

The Finance Committee’s makeup and basic structure is described in Article V, Section 6 of the ByLaws. The purpose of the Finance Committee is to advise the Board on financial matters as provided in a written statement of purpose prepared by the Board.

The next sections of this report are designed to provide the Board and the newly appointed members of each of these committees with information about some of the ways that other organizations use their Executive and Finance Committees to help the Board and the organization function smoothly and effectively.

While extensive, this information below is not inclusive, and there may be tasks or responsibilities listed that are not applicable to MWPA. In addition, many of the suggested policies and procedures exist in other agencies and the MWPA can obtain templates and currently used and vetted language that should allow the Board to expedite establishment of its administrative and financial underpinnings.
Executive Committee

Common Responsibilities

An Executive Committee of the Board of Directors generally has special responsibilities and authorities above all committees. If authorized by the Board, the Executive Committee can act on behalf of the full Board. Its main purpose is to facilitate decision making between the Board meetings, and if necessary, to act in urgent or crisis circumstances. The Executive Committee acts as the communications link between the Board and the Executive Officer. The Executive Committee may conduct the Executive Officer’s performance evaluation based on a set format and criteria established by the Board.

While the basic function of the Executive Committee is defined in the ByLaws, the more detailed role of the Executive Committee should be defined by the Board of Directors. The Executive Committee is always accountable to the full Board, and even if granted special responsibilities and duties, the full Board should confirm any decisions made by the Executive Committee at its next meeting. And finally, the Executive Committee needs to commit to serving as the efficiency partner to the full Board and to commit to keep the Board fully apprised of the intent underlying its actions.

Meeting Parameters

The MWPA’s Executive Committee should plan to meet no less than six (6) times a year for the first two years to establish its structural foundation and to set its functionality.

Proposed Initial Range of Duties and Responsibilities

For the MWPA in particular, the Executive Committee’s responsibilities could include the following:

- Monitor, advise and coordinate effort of all the Board’s standing, ad hoc and advisory committees.
- Work with the President and Executive Officer to prepare the Board Agendas and assist with editing and advising on the content of the agenda packets.
- Work with the President, the Executive Officer and other committees to advise and comment upon the development of the organizations’ policies and procedures in areas such as communications, outreach, innovation, inclusion, environmental review, information technology and general reporting of accomplishments, activities and plans for the future. The information gathering, analysis and drafting of such policies and procedures could be delegated to other Board committees for the Executive Committee’s review and consideration.
- Handle certain repetitive and standard financial and legal matters that do not require the full Board’s attention.
- Test controversial and innovative ideas and suggestions.
• Study, evaluate and recommend consideration of future important issues facing the Board and the service area.
• Conduct the Executive Officer’s annual performance evaluation, after designing and recommending the format, performance criteria and measurement criteria, approved by the Board, for her/his performance.
• Work with the President and the Executive Officer to develop the short, medium and long term strategic plan for the organization and coordinate team- and trust-building among all members of the Board and the community.

Finance Committee

Common Responsibilities

The role of the Finance Committee is primarily to provide Board level financial oversight for the organization. While this Board will have the resources such as the Executive Officer, the Treasurer (provided by contract with the Southern Marin Fire Protection District (SMFD)), the Board appointed Citizens’ Oversight Committee, and program development planning with the Operations Committee to help with financial matters, it is generally the Finance Committee’s prerogative, at the Board’s direction, to oversee its financial policies and reporting.

Meeting Parameters

The MWPA’s Finance Committee should plan to meet no less than six (6) times a year for the first two years to establish its structural foundation and to set its functionality.

Proposed Initial Range of Duties and Responsibilities

For the MWPA in particular, the Finance Committee’s responsibilities could include the following:

• Develop the draft annual operating budget with staff and the Operations Committee
• Approve the budget at the Finance Committee, then recommend adoption to the full Board.
• Assure that bank account signatories are current, and legal and governmental filing deadlines are met.
• Monitor the progress of the budget throughout the fiscal year.
• Develop the short, medium and long term financial goals and match those goals with the funding parameters defined by Measure C and the JPA.
• Develop multi-year projections of the operating budget reflecting the organization’s strategic plan.
• Draft policies for establishment of a working capital or cash reserve fund, an equipment replacement fund, an emergency/crisis reserve fund and an insurance reserve fund.
• Ensure that policies and procedures for financial transactions are documented in a manual, and that the Finance Committee reviews the manual annually, and recommends updates as necessary.
• Ensure that the organization creates and maintains administrative and financial policies, surrounding activities such as:
  o Personnel policies
  o Executive Compensation parameters
  o Long term contracts or leases
  o Loans or lines of credit
  o Internal controls and independent audits
  o Internet use and computer/cyber security
  o Capital purchases and management of capital assets
  o Records retention
  o Volunteer services and gift acceptance policies
• Draft useful and readable report formats, with the assistance of staff. These reports should include the parameters identifying the level of detail, frequency, deadlines and recipients of the report.
• Build trust, relationships and candor with each other, the Board of Directors, the Executive Committee and staff regarding an understanding of and the implications of the organization’s financial condition and context as provided for in the reports.
• Develop a predetermined list of reporting expectations for staff to allow for adequate time to produce accurate, high quality reports, and to limit unscheduled, ad hoc requests. These reports will help focus the Board’s discussion and decision making processes, should changes occur in the organization’s financial environment.
• In conjunction with the Executive Committee, present all drafted financial goals, objectives, projections, policies and budgets to the Board of Directors for approval.

FISCAL IMPACT

None known at present.

ENVIRONMENTAL REVIEW:

The Board’s consideration of Executive Committee and Finance Committee duties and responsibilities is not a “project” under the California Environmental Quality Act, because it does not involve an activity which has the potential to cause a direct or reasonably foreseeable indirect physical change in the environment. (Cal. Pub. Res. Code § 21065).

Respectfully submitted,

Jean A Bonander
Interim Executive Officer
MARIN WILDFIRE PREVENTION AUTHORITY
STAFF REPORT

For the Meeting of September 17, 2020

To: Marin Wildfire Prevention Authority Board of Directors

From: Jean Bonander, Interim Executive Officer

Jason Weber, Co-Chair Operations Committee

Subject: Approve FIRESafe Marin Agreement – Terms and Conditions

__________________________________________________________

RECOMMENDATION:

That the Board of Directors review and approve the terms and conditions of an agreement between the MWPA and FIRESafe Marin, and then authorize the President to sign the agreement when prepared. The agreement will reflect the initial budgeted allocation of $1,101,283 and an allocation amendment of $230,000 to continue the chipper/vegetation management work program until November 30, 2020 for a total agreement funding amount of $1,371,283.

BACKGROUND:

When Measure C passed in March 2020, it became clear that if the Marin Wildfire Prevention Authority (MWPA) was to have an immediate impact on its core prevention tasks, it would need a reliable and experienced partner at the beginning of the effort.

FIRESafe Marin, a 501(c)(3) non-profit, was established in the aftermath of the Oakland Hills fire in 1991 to promote fire safety and to stimulate communities to collaborate when solving problems related to wildland fire protection. Its lean staff and focus on community involvement and volunteerism made FIRESafe Marin the most viable partner with which MWPA could make that immediate impact. FIRESafe Marin’s programs are firmly established in the service area and beyond, with 67 neighborhoods recognized for their efforts by Firewise USA.

FIRESafe Marin began developing program proposals even before the passage of Measure C. At the first meeting of the Operations Committee then FIRESafe MARIN Board President Rich Shortall provided the Committee with a proposal describing 19 wildfire preparedness and prevention projects with the understanding that these projects needed to start as soon as possible to have an impact on the 2020 fire season. The MWPA Work Program came out of the
cooperative designs and regional/local/neighborhood programs which are the component features of the work being done.

As soon as Measure C passed, through an early informal arrangement between the MWPA Operations Committee and FIRESafe Marin that was approved at the Board of Director’s first meeting in May 2020, FIRESafe Marin started to provide the services, including public information/outreach and chipper programs, described in the Work Program.

The initial authorization, in advance of any funding or proceeds from taxes, was a commitment between MWPA and FIRESafe Marin as follows:

<table>
<thead>
<tr>
<th>Cost</th>
<th>Description</th>
</tr>
</thead>
<tbody>
<tr>
<td>$12,500</td>
<td>Red Flag Warning Signs</td>
</tr>
<tr>
<td>$30,000</td>
<td>NOAA Weather Radios</td>
</tr>
<tr>
<td>$500,000</td>
<td>Vegetation Management/Chipper Programs</td>
</tr>
<tr>
<td>$558,783</td>
<td>Public Education Programs</td>
</tr>
<tr>
<td>$1,101,283</td>
<td>Initial FY2020-21 Allocation, approved by MWPA Board of Directors in its June 2020 Budget Adoption Resolution</td>
</tr>
</tbody>
</table>

FIRESafe Marin borrowed funds from Sleepy Hollow Fire Protection District to pay for the work being done until MWPA’s own funding stream was established in early September 2020.

In particular, the chipper/vegetation management program has been in full operation and is nearing the end of the program cycle, which was scheduled for completion on September 30, 2020. As the FIRESafe Marin progress reports have shown, the program has been very successful in reducing fuel loads around the service area, and has almost exhausted its allocation.

Because of the mobility limitations imposed by the Covid-19 pandemic, many residents and property owners who remained in their homes spent extra time and effort removing flammable foliage. As a result, the chipper program was fully utilized. Earlier this week, Rich Shortall approached MWPA to suggest that an additional funding allocation of $230,000 from the MWPA’s unallocated funds could be appropriated to continue the chipper program through November 30, 2020. This suggestion correlates with NOAA’s projection of dry winter weather patterns into December 2020, and staff recommends that the allocation be approved.

If approved by the MWPA Board of Directors, the agreement/contract for services with FIRESafe Marin would be amended to show a revised budget through June 30, 2021 as follows, with the revised terms listed below.

<table>
<thead>
<tr>
<th>Cost</th>
<th>Description</th>
</tr>
</thead>
<tbody>
<tr>
<td>$1,101,283</td>
<td>Initial FY2020-21 FIRESafe Marin Approved Budget Allocation</td>
</tr>
<tr>
<td>$230,000</td>
<td>Additional Appropriation as of September 17, 2020 for Chipper/Vegetation Management Program Extension through November 30, 2020</td>
</tr>
</tbody>
</table>
$1,371,283 Revised FY2020-21 FIRESafe Marin Allocation

The MWPA - FIRESafe Marin agreement/contract for services that will document the informal arrangement already in place will include the following terms and conditions as components of the agreement. This agreement is under construction by staff and general legal counsel and with FIRESafe Marin, and will include the following terms and conditions.

- Co-Branding of MWPA with FIRESafe Marin on projects, activities, outreach, training conducted by FIRESafe Marin
- Term of Agreement through June 30, 2021, with annual extensions to the agreement possible, based on Operations Committee annual program revisions and Board of Directors’ budget approval on an annual basis
- Reimbursement of interest on borrowing to establish the MWPA - FIRESafe Marin program
- Applicable state law on minimum wage, workers’ compensation, requests for proposals/bids when applicable
- Focus on cost effectiveness, maximization of value from proceeds from taxes
- Monthly program progress reports and cash flow/budget projections accounting for the geographic distribution and dollar value of the chipping and other program services to track the apportionments identified in our authorizing language
- Annual detailed budget planning in March/April of each fiscal year to create the next fiscal year program budget
- Assistance with developing local agency monthly reporting templates and goals/objectives from entities receiving funding from MWPA
- Coordination of effort for monitoring of effective program outcomes, proposals for new programs and dissolution of ineffective program collaboratively with the Operations Committee and the Advisory Technical Committee
- The additional budget request of $230,000 to continue the chipper/vegetation management program through November 30, 2020 would be a “not to exceed” amount, and if the work cannot be done as described, the additional funding will not be spent.

FISCAL IMPACT:

Yes. If the terms and conditions of the MWPA - FIRESafe Marin agreement are approved as recommended, the initial budget allocation of $1,101,283 will be amended with an additional $230,000 for the chipper/vegetation management program through November 30, 2020, for a total allocation of $1,371,283.
ENVIRONMENTAL REVIEW:

The Board’s approval of the MWPA - FIRESafe Marin not a “project” under the California Environmental Quality Act, because it does not involve an activity which has the potential to cause a direct or reasonably foreseeable indirect physical change in the environment. (Cal. Pub. Res. Code § 21065).

Respectfully submitted,

Jean A Bonander
Interim Executive Officer
and
Jason Weber
Co-Chair Operations Committee
MARIN WILDFIRE PREVENTION AUTHORITY

STAFF REPORT

For the Meeting of September 17, 2020

To: Marin Wildfire Prevention Authority Board of Directors

From: Jean Bonander, Interim Executive Officer


________________________________________________________

RECOMMENDATION:

That the MWPA Board of Directors review and approve a draft Administrative and Financial Business Plan for MWPA through December 31, 2020.

BACKGROUND:

Even before Measure C was passed by the voters in March 2020, an informal coalition of managerial staff, fire professionals and interested community members was laying the groundwork for the structure of the MWPA. All persons involved understood that another fire season was already forming, and like previous years, the wildland fire potential was enormous.

Even so, the other societal factors like the acceleration of the Covid-19 pandemic, employment shifts, political unrest and shockingly swift disruptions of local government revenue and expenditure plans underlaid a “perfect storm” of catastrophes that was then compounded by the start of the worst fire season in California’s history.

The MWPA’s foundation laid by the informal coalition is remarkable, and the achievements to date are notable. Now, with the Board’s formation in May 2020, and the appointment of the MWPA’s first Executive Officer, the organization is poised to establish its policy, procedural and programmatic missions.

In the transition time before March 2020 and into September 2020, Marin County Fire Chief and Operations Committee Co-Chair Jason Weber and his staff, Larkspur City Manager and Operations Committee Co-Chair Dan Schwarz and his staff, and the MWPA Board of Directors deserve accolades for their continuous effort to both carry out the mission and advance the organization.
At present, in addition to the 17-member Board of Directors, all volunteers from the service area agencies that created MWPA, the MWPA is being managed by the following staff:

- A part-time contract Interim Executive Officer, through October 31, 2020;
- A part-time Treasurer/Finance Director and a part-time administrative aide on contract from the Southern Marin Fire Protection District (SMFD);
- A part-time contract General Legal Counsel;
- A part time contract Website Administrator;
- Vegetation management/chipping/outreach and public education services provided by an informal arrangement with FIRESafe Marin, a 501(c)(3) non-profit organization; and
- Multiple city/town/county/district elected officials, managers, fire chiefs and administrative staff helping to establish the MWPA by volunteering or advancing their services without compensation in addition to carrying out their existing full-time duties.

This support structure is inadequate to properly establish and maintain the MWPA, with its almost $20 million per year annual budget and commensurate expenses, and its need to build a sustainable, transparent and efficient organization to support its wildfire prevention mission, goals and objectives.

Because the initial proceeds from taxes for the MWPA will not be available until after December 10, 2020, the MWPA has arranged a line of credit from the County of Marin to begin paying initial expenses. Some early expenses were paid by the local agencies managing a particular aspect of MWPA’s activities, and those expenses will be reimbursed from the line of credit. Most service providers’ invoices have been pending until the line of credit was in place. The initial line of credit distribution from the County of Marin to the MWPA became available on Monday, September 7, 2020.

The purpose of this outline is to convey the breadth, depth and magnitude of the work that must be done in the next 3½ months so that the organization can move forward constructively. MWPA will now create the organization that will carry out the taxpayers’ direction and attempt to innovatively and effectively affect wildfires in our region.

The outline is by no means comprehensive, and will be amended and updated continuously during the next few months by the Executive Officer, as he recommends creation of the organization he feels is needed, and by the Board of Directors, who will evaluate, amend and adopt the Executive Officer’s direction.

**September 15 – September 30, 2020: Administrative and Financial Tasks**

- Hire the Executive Officer
- Establish a Payroll System
- Establish the Benefits System
- Write a Job Description for the Executive Officer
- Complete filings required by state law associated with the formation of a JPA
- Contract for and Establish the Agenda Management/Posting System
• Begin creating a Records Management, Retention and Destruction System
• Create a Transition Plan for the Executive Officer
• Schedule the Citizens’ Oversight Subcommittee (COC) to evaluate and recommend applicants to the Board of Directors on October 15, 2020
• Prepare a Request for Proposal (RFP) for Environmental Services Consultant to assist with establishing the MWPA’s Environmental Management Services
• Staff Evaluation of Internal Audit Firms to Recommend to the Finance Committee for consideration

**October 1, 2020 – October 31, 2020: Administrative and Financial Tasks**
- Implement the Executive Officer (EO) Transition
- Identify and Shift Administrative & Finance Tasks between the Interim EO and the EO
- Develop the Agenda for the October 15, 2020 Regular Board Meeting
- Write the staff reports, agreements, RFPs for the Board Meeting Packet
- Coordinate with committees for oral or written update/progress reports for Board Meeting
- Train EO on the Agenda Management/Posting Technology System with SMFD Staff
- Schedule & coordinate with the Board’s COC Subcommittee to recommend COC Members from the Applicant Pool
- Schedule Initial Meetings of the Executive, Finance, COC and Advisory Technical Committees
- Meet with OPS Committee to coordinate program and admin/financial activities
- Schedule EO intro meetings with individual/small groups of Boards to build relationships

**October 15, 2020 MWPA Board Meeting – Tentative Topics**

Consent Agenda
Minutes, Financial Reports
Approve MWPA – FIRESafe Marin Agreement
Appoint Advisory Technical Committee Members

Old Business
Approve Executive Committee Duties
Approve Finance Committee Duties
Appoint Citizens’ Oversight Committee Members

New Business
Authorize Issuance of RFP for Environmental Services Consultant
Receive Initial Proposal from OPS Committee to Develop Evacuation Route Plan, and Provide Direction

Committee Reports

**November 1, 2020 – November 30, 2020: Administrative and Financial Tasks**
- Issue RFP for Environment Services Consultant
- Evaluate Independent Auditor Proposals for Recommendation to Finance Committee/Board
• Develop Criteria for RFP for HR/Employment Practices Consultant to Assist with Employee Handbook, Job Descriptions, Employee Policies & Procedures, Organizational Structure, Training/Other Legal Requirements
• Develop the Agenda for the November 19, 2020 Regular Board Meeting
• Write the staff reports, agreements, RFPs for the Board Meeting Packet
• Coordinate with committees for oral or written update/progress reports
• Create a workflow PERT chart linking Executive Officer, part-time contract employees, committees and Board activities to coordinate planning/decision making/implementation actions

November 19, 2020 MWPA Board Meeting – Tentative Topics

Consent Agenda
Minutes, Financial Reports
Old Business
Review and Approve ByLaws/Policies & Procedures recommended for Executive, Finance, COC, Operations, and Advisory Technical Committee
Appoint Environmental Services Consultant to establish MWPA’s Environmental Services Program, and coordinate environmental review activities with local agencies
Review and Consider the MWPA Communications Strategy and Plan from Executive Committee
New Business
Review Executive Committee recommendations on Policies, Procedures and Practices
Review Finance Committee recommendations on financial report design, other Policies, Procedures and Practices
Accept or Provide Additional Direction to OPS Committee to Create and Implement Evacuation Route Plan
Committee Reports

December 1, 2020 – December 31, 2020: Administrative and Financial Tasks
• Develop the Agenda for the December 17, 2020 Regular Board Meeting
• Write the staff reports, agreements, RFPs for the Board Meeting Packet
• Begin to design the MWPA organizational structure with positions, relationships between employees and job description/task/responsibility development
• Determine and retain the person(s) who will find, draft and re-draft and edit policies and procedures assigned to the Executive, Finance and Operations Committees, and determine how & when the committees will recommend approval to the Board of Directors
• Begin implementing the Board approved Communications Plan
• Working with the OPS Committee, the Finance Committee and Admin/Financial staff, design mid-year budget reports coordinating the Work Program, Administrative and Financial Business Plan, with revenues, expenditures and financial projections
December 17, 2020 MWPA Board Meeting – Tentative Topics

Consent Agenda
Minutes, Financial Reports

Old Business
Review and Approve ByLaws/Policies & Procedures recommended for Executive, Finance, COC, Operations, and Advisory Technical Committee
Progress Report from Environmental Services Consultant on establishing MWPA’s Environmental Services Program
Progress Report on Draft Evacuation Plan Document

New Business
Continued review of Executive Committee recommendations on Policies, Procedures and Practices
Continued review of Finance Committee recommendations on financial report design, other Policies, Procedures and Practices

Committee Reports

FISCAL IMPACT:

None known at present, yet to be determined.

ENVIRONMENTAL REVIEW:

The Board’s consideration of a draft MWPA Administrative and Financial Business Plan is not a “project” under the California Environmental Quality Act, because it does not involve an activity which has the potential to cause a direct or reasonably foreseeable indirect physical change in the environment. (Cal. Pub. Res. Code § 21065).

Respectfully submitted,

Jean A Bonander
Interim Executive Officer
MARIN WILDFIRE PREVENTION AUTHORITY

For the Meeting September 17, 2020

To: Marin Wildfire Prevention Authority Board of Directors

From: Jason Weber, Operations Committee Chair

Subject: Operations Committee Update

________________________________________________________________________________

RECOMMENDATION:

Receive update from the Operations Committee.

BACKGROUND:

The Operations Committee is responsible for delivering a proposed annual workplan and budget. In June the Board adopted the 2020 workplan and budget. The Operations Committee members and their staff have focused on implementation of the 2020 workplan. Significant progress has been made and projects are in a planning phase, bid phase, work in progress and, project completed.

Future work on the Operations Committee will include:

- Assisting with the transition of the new Executive Officer and continue to support the Interim Executive Officer.
- Bring on the Advisory Technical Committee and establish workflow procedures.
- Prepare the final draft of the Evacuation Study RFP and assist with acquiring a contractor
- Develop processes for the 2021 workplan

The next scheduled Operations Committee meeting is September 24, 2020. Below is an overview of project status within the workplan.

Core Program Items:

- Evacuation Study – Did not receive Cal Trans Grant for study, re-scoping project developing new RFP – in progress
- Fire Safe Marin Items – See FSM report

North Zone (Novato):
Defensible Space Program:
  - One (1) Wildfire Mitigation Specialist (WMS) hired, One (1) Supervising WMS hired, four (4) WMS inspectors are in pre-hire mode. Inspections are underway.

Local Wildfire Mitigation Prevention Projects:
  - Matching grant programs established for home hardening and defensible space programs are being provided
  - NOAA Alert Radio program underway with bulk purchase expected in near future
  - Vegetation Management projects are in process most in environmental review (CEQA) phase
  - 14 neighborhoods have received chipper days

San Rafael Zone (San Rafael / Marinwood):

Defensible Space Program:
  - Staff hired inspections in progress
  - Chipper leased to support defensible space work

Local Wildfire Mitigation Prevention Projects:
  - 5 Projects Completed, 5 in progress, 4 in planning phase
  - Disaster Preparedness and Public Education programs underway
  - Grazing and fuel reduction projects completed in San Rafael, Terra Linda and Marinwood

Central Zone (Corte Madera, Larkspur, Kentfield, Ross, San Anselmo, Sleepy Hollow, Fairfax):

Defensible Space Program:
  - Established a consolidated program of the Central and West Zones. A seasonal Defensible Space Coordinator and 20 Seasonal Inspectors hired. Collectively over 10,000 inspections/home evaluations completed as of September 1, 2020 across both zones and all agencies.

Local Wildfire Mitigation Prevention Projects:
  - 13 Projects in various stages of planning including CEQA compliance, out to bid, project bid awarded etc.
  - The FIRESafe Marin grant reducing fuel along evacuation routes throughout the greater Ross Valley has completed 100% of roadside work, with the remaining fire road work 25% complete.

Southern Zone (Southern Marin Fire, Mill Valley Fire, Muir Beach):

Defensible Space Program:
Inspections are underway, both Mill Valley and Southern Marin are in the process of hiring Wildfire Mitigation Specialists.

- Local Wildfire Mitigation Prevention Projects:
  - Projects are scoped, compliance work completed, completing planning phase and will commence work upon funding from MWPA in December 2020

Western Zone (Marin County Fire, Stinson Beach, Bolinas, Inverness):

- Defensible Space Program:
  - Through a consolidated program with the Central zone. A seasonal Defensible Space Coordinator and 20 Seasonal Inspectors were hired. Collectively over 10,000 inspections / home evaluations completed as of 9/1/20 across both zones and all agencies.
- Local Wildfire Mitigation Prevention Projects:
  - Evacuation Maps for all areas are nearing completion expect to be completed in Fall 2020
  - Twelve projects in various stages, 4 in compliance phase, 2 projects out to bid, 1 project in process of being awarded, 5 projects in planning phase.

FISCAL IMPACT:

None Known.

ENVIRONMENTAL REVIEW:

The Board’s review of the Operations Committee Update does not constitute a “project” under the California Environmental Quality Act, because it does not involve an activity which has the potential to cause a direct or reasonably foreseeable indirect physical change in the environment. (Cal. Pub. Res. Code § 21065).

Respectfully submitted,

Jason Weber
Chair Operations Committee
MARIN WILDFIRE PREVENTION AUTHORITY

For the Meeting September 17, 2020

To: Marin Wildfire Prevention Authority Board of Directors
From: Rich Shortall, FIRESafe Marin
Subject: Update from FIRESafe Marin on projects/programs

RECOMMENDATION:

Receive report from FIRESafe Marin on MWPA supported projects and programs.

BACKGROUND:

FIRESafe Marin has been contracted to provide a variety of services and programs for MWPA. Attached is an update on those programs/projects. Rich Shortall who will be available for questions.

FISCAL IMPACT:

Funds for FIRESafe Marin have been allocated in your FY20-21 budget.
**Monthly Webinars**

Our second webinar featured Central Marin Fire Battalion Chief Todd Lando and Professor Shannamar Dewey. Due to the many wildfires we have been experiencing, we made a last minute decision to change the topic to How to Survive a Wildfire focusing largely on alerting systems and evacuation. We had 500 attendees for the live zoom session (the maximum our license allows) and an additional 300 on the live Facebook feed. We received 141 questions from audience and either responded during the live event or the Q&A feature of our webpage. The presentation was live streamed on CMCTV and rebroadcast by both CMCTV and Novato Community TV. The video has been viewed over 2000 times on the FIRESafe MARIN YouTube Channel. The event was extensively advertised by our many partner agencies and was sent throughout the state by the California Fire Safe Council.

Our next webinar on September 25 will feature FSM Firewise Liaison John Hanson and Ecologically Sound Practices organizer Belle Cole discussing community organizing for fire safety and the importance of using best practices for fire projects to protect and enhance our environment. You can expect to see better webinar quality as we improve our production and technical capabilities.

**5 Community Wildfire Protection Workshops 5 (1 in each zone)**

These workshops are now targeted for next spring. It is still unclear if these workshops will be held in person. If not, we will create a series of instructional videos focusing on practical applications of methods for both fire smart landscaping and home hardening.

**Prevention and Preparedness in schools "Get Ready Fifth Grade"**

We are working with staff from the Marin County Board of Education to include fire safety materials in the “Get Ready 5th Grade” program. We have created a draft of an interactive course that can be delivered online by teachers. We have further meetings scheduled with curriculum development personnel.

**Prepare Educational materials such as brochures and handouts**

We continue to distribute our educational materials. We are reviewing our catalogue for needed updates and revisions. We plan to launch a pilot project with Central Marin Fire that will make available to fire inspectors warning signs and stickers for homeowners related to under deck storage and maintenance.
Develop Spanish language training and educational materials FSM-2020-C07
We have posted links to Spanish language wildfire preparedness videos and downloadable educational content on our website. We will be creating a new Spanish language training video and accompanying written materials to support the Red Flag warning project.

Support Wildfire Mitigation Specialists FSM-2020-C08
Many of the Defensible Space Inspectors are handing out our “Homeowners Guide to Wildfire Preparedness.” We plan to develop a set of FAQ's and additional materials based on the feedback they are receiving from the public. An example is the pilot project under deck storage warning sticker program previously described. Defensible space inspectors have been recommending that homeowners cover wood piles with fire resistant tarps. As a result, FIRESafe MARIN has received many inquiries from homeowners about the type of tarp that should be purchased. There is not currently a reliable fire resistant rating system in place so FSM will be doing flame testing on several types of tarps to guide us on making recommendations.

Monthly Firewise online Community Meetings FSM-2020-C09
Last month's meeting featured a presentation on proposed insurance bills AB2167 and SB292. The Firewise leaders’ group was unanimous in deciding to oppose the bills. After the meeting we communicated that decision to Chief Bill Tyler and FSM President Jim Chayka. Chief Tyler brought the issue to the Marin County Fire Chiefs Association which also voted to oppose. The issue is now moot because the bills were gutted and amended to become studies only. We continue to routinely participate in local Firewise meetings.

Staff to support Firewise sites with technical and direct support FSM-2020-C10
Our Firewise metrics project which measures the organizational effectiveness of each site is nearing completion. We have learned that the chief issue for many is a lack of contact information for residents. We have ordered 5000 new door hangers which will be distributed to Firewise leaders. One side of the door hangers solicits contact information while the other side has fire pre-planning and evacuation information. These can be placed at homes even during the COVID epidemic.

Maintain current and comprehensive website library of resources FSM-2020-C11
We continue to upgrade our website to make it more user friendly. The website is very popular, and we receive questions about sharing our content from fire councils throughout the State.

Educational video- creation and distribution FSM-2020-C12
Our latest video production was filmed in Inverness during the height of the Woodward Fire. Central Marin Fire Battalion Chief Todd Lando, FIRESafe MARIN staff and a
work crew from Youth-2-Work assisted several homeowners to make several last minute fire safety improvements prior to receiving an evacuation warning. This included removing vegetation, clearing flammable materials in Zone 0, covering vents, etc. The video is still being edited.

**Respond to resident inquiries and requests in timely manner**

We continue to provide same day response to virtually every request for information. Volume has increased substantially due to the fires and inquiries following defensible space inspections.

**Prepare and distribute monthly newsletter**

We added 500 new subscribers last month bringing the total to 4500. Newsletters are typically sent out on the second Tuesday of each month. Our average open rate click throughs are extremely high. We continue to expand or partner list with furthers our reach through referrals.

**Prepare articles for print media: Marin IJ, Pacific Sun**

We submitted a press release to the Point Reyes Light newspaper related to emergency chipper work that we did in West Marin. We worked with Marin Art & Gardens to have a piece placed in their newsletter and we are reaching out to other organizations with large newsletter distribution to place articles or referrals.

**Fire Smart demonstration gardens throughout the County**

We expect to get started on the planning for this project with UC Marin Master Gardeners later in the fall.

**NOAA Weather Radios**

We will begin meeting with stakeholders on this project later this month.

**Countywide chipper program**

This is our most popular program and a high visibility project for the MWPA. All residents enroll through a webpage that identifies the MWPA as the source of funding and the chipper trucks have signs stating the same. As of September 3, 2020, we have made 1022 curbside pickups, removed 5151 cubic yards of unchipped material and taken 1175 yards of chipped material to Marin Resource Recovery and West Marin Compost. During the wildfires, we diverted our chipping crews to Inverness for several days to provide extra assistance to homeowners who were removing a great deal of material to create defensible space in advance of the wildfires. Residents were very grateful. As a result of the wildfires, demand for the program has increased substantially. We would like to extend the program through November, but we would require additional funding from the MWPA.
Alert and Warning via Red Flag Warning signs

We have had several meetings with stakeholders including fire agencies from each of the 5 major zones, Firewise leaders, Marin County Open Space, Marin Municipal Water District and China Camp. The group has now agreed to a common language and design sign design/layout. Several sign display options have been approved including A-frames, mounted flip signs, etc. Protocols have been developed that empower Marin's fire chiefs to determine when signs should be displayed. Standards of accountability have been adopted so that we can track whether signs have actually been deployed and when they are picked up. We hope to shortly place our first order for signs as part of a pilot project to test the effectiveness of the program. We will next work on developing an educational campaign to support the language including Spanish language materials.

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