



CITIZEN OVERSIGHT COMMITTEE AGENDA
Wednesday February 24, 2021
5:30 PM

<https://zoom.us/j/93455535718>

Or Telephone:

669-900-6833

Meeting ID: 934 5553 5718

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, she/he/they should contact Mark Brown at mbrown@marinwildfire.org

1. Call to order.

2. Roll Call.

Kingston Cole
Larry Minikes
Stephen Keese
Lucy Dilworth
Rebecca Suggs
Pat Randolph
Larry Chu
Max Perrey
Carolyn Longstreth

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 the 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's Report - Verbal Report.

Information Only, such as information about Board of Directors, Executive, Finance, Operations and Advisory/Technical Committee Updates.

6. 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 minutes from the 1/26/2021 Citizens' Oversight Committee meeting.
[MWPA COC 1-26-21.pdf](#)

7. Create an Ad Hoc Subcommittee to inquire into ESP and other environmental groups dealings with the MWPA; develop findings and recommendations.

Recommendation: appoint an ad hoc subcommittee to inquire into ESP and other environmental groups dealings with the MWPA; develop findings and recommendations.

8. Monitoring Assignments for Partner Agencies and Entities.

Recommendation: discuss the need for the Citizens' Oversight Committee to monitor meetings of partner agencies and entities.

9. Discuss Change of Day and Time of Citizens' Oversight Committee Meetings

Recommendation: discuss the potential of changing the day and time of Citizens' Oversight Committee meetings and vote to approve, if desired, a new day and time.

10. Proposed Citizens' Oversight Committee Bylaws

Recommendation: discuss and review draft bylaws for the Citizens' Oversight Committee.

- a. Proposed Draft Bylaws and Committee Member Notes
[10a - COC BYLAWS-MWPA v. 6_2.16.21.pdf](#)
[10b - Notes-Comments for Bylaws from COC Members.pdf](#)

11. Information Items.

12. Board Members Request Future Agenda Items.

13. Adjourn.

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 February, 20, 2021 at 5:30 p.m.



Mark Brown, Executive Officer

THE MARIN WILDFIRE PREVENTION AUTHORITY
CITIZENS' OVERSIGHT COMMITTEE MEETING
5:30 p.m. Tuesday, January 26, 2021
Via teleconference due to Coronavirus (COVID-19)
MINUTES

1. Call to Order- Chair Minikes called the meeting to order at 5:32 p.m.

2. Roll Call

Committee members – In Attendance: Kingston Cole, Larry Minikes, Stephen Keese, Lucy Dilworth, Rebecca Suggs, Pat Randolph, Larry Chu, Max Perrey, Carolyn Longstreth
Staff in Attendance: Executive Officer Mark Brown

3. Agenda Adjustments

There were no adjustments.

4. Open time for public expression

There were no comments.

5. Executive Officer's Report

Executive Officer Brown reported on the following: 1) Board of Director Retreat; 2) Board Approval of the implementation of Zonehaven; 3) Next week's Executive Committee meeting; 4) Request for Proposals (RFP) for environmental consulting firm; 5) 2021/22 Work Plan; 6) Response to Grand Jury Report regarding evacuations; 7) Upcoming Finance Committee meeting; 8) Purchasing Policies; 9) Budget Planning for Fiscal Year 2020/21; 10) Upcoming Operations Committee meeting; 11) Upcoming Advisory Technical Committee meeting; 12) Recruitment for Planning and Program Manager position.

Executive Officer Brown answered questions from the committee.

6. Approval of Minutes from December 1, 2020, December 29, 2020, and January 13, 2021 COC meetings.

M/s, Keese/Cole, motion to approve the minutes from December 29, 2020 and January 13, 2021 as submitted and with a correction to the December 1, 2020 minutes.

Ayes: All

7. Policies and Procedures/Code of Conduct

Executive Officer Brown presented a staff report. He asked the COC to create an ad hoc subcommittee.

The Bylaws Subcommittee members answered questions from the COC.

Chair Minikes opened the meeting to public comments.

There were no comments.

Chair Minikes closed the meeting to public comments.

The COC members provided comments.

The Bylaws Subcommittee members volunteered to serve on this subcommittee along with Chair Minikes. Bylaws Subcommittee member Suggs stated she would give up her seat to Chair Minikes.

M/s, Keese/Cole, motion to form a Policies and Procedures Ad Hoc Subcommittee focused on developing policies and procedures and generating a Code of Conduct for the COC. The subcommittee shall consist of current Bylaws Subcommittee members, substituting Chair Minikes for subcommittee member Suggs.

Ayes: Cole, Keese, Dilworth, Suggs, Randolph, Chu, Perrey, Chair Minikes

Noes: Longstreth

8. Monitoring Assignments for Partner Agencies and Entities

Committee member Cole asked the COC to form a subcommittee to investigate the MWPA and ESP partnership and other environmental entities participating in the MWPA's decision making process to ensure full disclosure. He discussed his concerns and recommendations.

Committee member Cole answered questions from the COC.

Chair Minikes opened the meeting to public comments.

Ms. Belle Cole stated she has been associated with the ESP from the beginning and could answer questions. Environment and climate issues should be an intrinsic consideration of actions by the MWPA. She briefly discussed the three committees that were formed- vegetation management, defensible space, and carbon management. She asked about the purpose of the proposed subcommittee.

Committee member Cole responded.

Chair Minikes closed the meeting to public comments.

The COC members provided comments.

M/s, Chu/Perrey, motion to create an ad hoc committee of the COC to create guidelines to ensure there is adequate transparency in the relationships between our partnering agencies and entities.

Ayes: All

9. Proposed Citizens' Oversight Committee Bylaws Review

Committee member Perrey presented a report. The Bylaws Subcommittee made changes in response to the comments made at the last meeting.

Chair Minikes responded to the letter he sent to the COC.

The COC members provided comments about the role of the COC.

Chair Minikes opened the meeting to public comments.

Mr. Bruce Bartel stated this is a Citizen's Oversight Committee vs. a Citizens' Advisory Committee and they should "oversee". The committee should have a voice but not a vote and should be allowed to ask questions.

Chair Minikes closed the meeting to public comments.

Committee member Suggs discussed Article 5.

The COC members had questions and provided comments.

Chair Minikes opened the meeting to public comments.

Mr. Bruce Bartel stated the document could simply refer to "monthly meetings" and they do not need to get tied down to particular days and times. It is a mistake to refer to Government Code Section 54956 and he recommended referring to Section 54950 (covering all the Brown Act provisions).

Chair Minikes closed the meeting to public comments.

Committee member Suggs discussed Article 6.

The COC members had questions and provided comments.

Chair Minikes opened the meeting to public comments.

There were no comments.

Chair Minikes closed the meeting to public comments.

Committee member Suggs discussed Article 7.

The COC members had questions and provided comments.

Chair Minikes opened the meeting to public comments.

There were no comments.

Chair Minikes closed the meeting to public comments.

Committee member Randolph discussed Article 8.

The COC members had questions and provided comments.

Chair Minikes opened the meeting to public comments.

There were no comments.

Chair Minikes closed the meeting to public comments.

Committee member Randolph discussed Article 9.

The COC members had questions and provided comments.

Chair Minikes opened the meeting to public comments.

There were no comments.

Chair Minikes closed the meeting to public comments.

Committee member Randolph discussed Article 10.

The COC members had questions and provided comments.

Chair Minikes opened the meeting to public comments.

Mr. Bruce Bartel asked if membership terms were covered. It appears that two members will be on for seven of the ten years Executive Officer Brown stated this was discussed at the January 13, 2021 COC meeting.

Chair Minikes closed the meeting to public comments.

Committee member Randolph stated the Bylaws Subcommittee will probably be meeting this weekend and she asked COC members to get comments to Executive Director Brown by Thursday afternoon.

10. Informational Items

There were no comments.

11. COC Members Request Future Agenda Items

Committee member Chu stated they need to discuss the topic of rules and responsibilities of the COC.

Committee member Longstreth asked Executive Officer Brown to report on his vision of COC tasks at the next meeting.

Chair Minikes stated he would like to get some direction from the MWPA Board on how they see the COC interfacing with the other committees.

Committee member Dilworth asked if the COC tab on the Website could be made interactive and allow citizens to communicate with the COC. Executive Officer Brown stated he was planning on asking the Executive Committee to get a new Website that is more interactive.

12. Adjournment- Chair Minikes adjourned the meeting at 8:05 p.m.

Respectfully submitted,

Toni DeFrancis,
Recording Secretary

MARIN WILDFIRE PREVENTION AUTHORITY
CITIZENS' OVERSIGHT COMMITTEE BYLAWS

ARTICLE I - NAME

In accordance with the Joint Exercise of Powers Agreement for the Marin Wildfire Prevention Authority (MWPA), this Committee shall be designated the Marin Wildfire Prevention Authority Citizens' Oversight Committee, referred to hereinafter as "Committee."

ARTICLE II - PURPOSE

The purpose of the Committee is to oversee the work of the MWPA. The Committee's duties shall include reviewing the MWPA's spending on an annual basis following the report from the MWPA's treasurer. The Committee shall also provide feedback to the MWPA's Board of Directors. After reviewing the MWPA's previous year's work program and financial audit, the Committee shall write a report to the MWPA's Board of Directors and the public describing the extent to which the funds have been spent consistent with the Measure C parcel tax provisions and other legal requirements.

ARTICLE III - ORGANIZATION

The Committee shall consist of nine members as follows:

1. five members each residing in one of Marin's five geographical zones - Central Marin, Novato, San Rafael, Southern Marin, and West Marin;
2. one member from a Marin County taxpayer organization;
3. one member from a Marin County fire prevention organization;
4. one member from a non-partisan Marin County civic organization; and
5. one member from a Marin County environmental organization.

Committee members shall be residents of Marin County who are neither elected officials of any government entity, nor employees of any public agency, department or organization that oversees or benefits financially from the proceeds of the Measure C parcel tax. Members of the Committee shall be required to submit a financial disclosure statement and participation shall be restricted to individuals without an economic interest in any of the projects funded by the

Each member of the Committee shall serve for a term of three years. However, to provide for staggered terms, the initial Committee members shall draw lots, or participate in some other random selection method, to determine whether their initial term shall be for one, two or three years. Additionally, initial Committee members may volunteer for a shorter term. Three members of the Committee shall be replaced every year. Each initial term shall commence as of January 1, 2021. No member shall be eligible to serve for more than two consecutive terms. The term of each member shall begin as of the first day of the calendar year unless a member is replacing a member who has resigned or been removed from membership. In the case of a replacement member the term of that member shall be for the remainder of the term of the member who has been replaced.

ARTICLE IV – MEMBERS’ RESPONSIBILITIES

Members shall:

1. attend Committee meetings;
2. serve on subcommittees of the Committee;
3. review the books and records of the MWPA as submitted for the independent annual audit and review the findings of the auditor;
4. report to the public and the MWPA Board of Directors on the spending of Measure C parcel tax funds and the previous year’s work programs to confirm consistency with the tax measure;
5. attend meetings of the MWPA’s Board of Directors, Operations Committee, Advisory/Technical Committee, partnership entities, and each of these bodies’ standing subcommittees, as a non-voting representative assigned by the Committee, to address matters relating to expenditures and work-plans and to ensure ongoing alignment with the MWPA founding documents;
6. evaluate and select candidates for Committee membership or replacement membership, to be appointed subject to the approval of the MWPA’s Board of Directors; and
7. perform such other duties as may be directed by action of the Committee.

ARTICLE V - CONDUCT OF MEMBERS

No member of the Committee shall act as the official spokesperson of the Committee unless specifically authorized by the Committee.

In the event that a member of the Committee is in violation of the provisions outlined in the Standards of Conduct formal standards of conduct established by the Committee, such member may be removed from office by a super majority vote of six (6) out of the nine (9) members of the Committee.

ARTICLE VI - MEETINGS

All proceedings of the Committee shall be conducted according to the rules contained in the most recent edition of *Rosenberg's Rules of Order* when these do not conflict with these Bylaws.

Regular meetings shall be monthly. Special meetings shall be called as needed. All meetings of the Committee shall be in accordance with California Government Code Section 54950, et seq.

ARTICLE VII - OFFICERS

The Committee shall elect a Chair and a Vice Chair. These officers shall serve a six-month term beginning January 1, or July 1. The Vice Chair shall succeed the Chair at the end of the Chair's six-month term.

The duties of the Chair shall be to preside over meetings.

The duties of the Vice Chair shall be to perform the duties of the Chair in the absence of the Chair.

ARTICLE VIII - SUBCOMMITTEES

Subcommittees may be created by the Committee to perform any function that the Committee determines is needed.

ARTICLE IX - CONDUCT OF BUSINESS

A majority of the members shall constitute a quorum of the Committee. In the event of a meeting of the Committee with less than a quorum, the members present shall only have the power to dismiss a meeting. For purposes of conducting business, a majority of the quorum is authorized to act on behalf of the Committee. Actions of the Committee shall be approved by a majority vote of the members present with two exceptions: any action to amend these Bylaws requires a vote of the full Committee; and any action to to remove a member from office requires a

Draft 2/16/21

supermajority of six (6) out of nine (9) votes.

At every meeting of the Committee, the Committee members shall set the tentative agenda for the following meeting.

ARTICLE X – GOVERNING PROVISIONS; SEVERABILITY

Any and all applicable laws of any governmental authority or agency having jurisdiction over the Committee are hereby incorporated by reference as if fully set forth herein. In the event of a conflict between such applicable law(s) and any provision of these Bylaws, the applicable law(s) shall control and such Bylaws provision(s) shall be considered null and void; provided; however, that any and all provisions of these Bylaws not so affected shall remain in full force and effect.

ARTICLE XI – EFFECTIVE DATE AND AMENDMENTS

These Bylaws shall be effective upon their approval at a meeting of the MWPA Board of Directors. These Bylaws may be amended or repealed, and new Bylaws created by the majority vote of the full Committee, subject to the approval of the MWPA Board of Directors. Any member of the Committee may propose amendments to the Bylaws.

Notes/Comments for Bylaws from COC Members

Carolyn Longstreth:

2/8/21

Article II--

As I have stated before, I strenuously object to the very truncated version of Article II as "to oversee" the work of the MWPA. This merely restates the name of our committee. This should read as a mission statement of sorts, elaborating on the name to say more about what we do. .

Although I previously said I preferred the earlier wording of Article II, this, too, can be improved. If the subcommittee proposes to use the earlier language, it needs to elaborate on the word "participate". They have said they have something in mind that is broader or more permissive than the public's participation; they describe it as "A seat at the table" but what would be the wording of this section? Clarifying this point might help our discussion move along.

Article III

I think our terms should start on January 1, 2021.

Article IV

3. "partnership entities" should be specified.

Again the type of participation the sub-committee envisions should be spelled out more clearly. How is the proposed wording different from public participation?

7. Perhaps the frequency of our reports should be specified. I believe the JPA says annually.

The provision stating that no member shall act as the official spokesman without being authorized seems to conflict with the concept of each of us attending MWPA committee meetings and speaking up as appropriate. It seems cumbersome to have to obtain permission ahead of time.

Article V

I would think it preferable to simply state that the committee will meet monthly rather than lock us in to a particular day of the month. And if there is an error in the statute section cited, it should be corrected of course.

Larry Chu:

1/29/2021

ARTICLE II - PURPOSE

The purpose of the Committee is to report on the spending of the parcel tax funds and the previous year's work program to evaluate consistency with the tax measure. Additionally, an independent annual audit of the accounts and records of the Marin Wildfire Prevention Authority will be conducted to comply with all requirements of Government Code Sections 6505, 6505.1, 6505.5, and 6505.6.

ARTICLE IV – MEMBERS' RESPONSIBILITIES

Members shall:

1. attend Committee meetings;
2. serve on subcommittees of the Committee;
3. attend MWPA committees and subcommittees as a non-voting participant in discussions on matters relating to program or administrative expenditures, as assigned;
4. review the books and records of the MWPA as submitted for the independent annual audit and review the findings of the auditor;
5. report to the public and the MWPA Board of Directors on the spending of Measure C parcel tax funds and the previous year's work programs to attest consistency with the tax measure;
6. monitor the activities of the MWPA and make recommendation to ensure adequate transparency and reporting to the public;
7. evaluate and select candidates for Committee membership or replacement membership, to be appointed subject to the approval of the MWPA's Board of Directors;
8. Perform such other duties as may be directed by action of the Committee

ARTICLE <new number> – CONDUCT

In the event that a member of the Committee is in violation of the provisions outlined in the Standards of Conduct established by the Committee, such member may be removed from office by a super majority vote of six (6) out of nine (9) members of the Committee.

1/6/21

ARTICLE I - NAME

In accordance with the Joint Exercise of Powers Agreement for the Marin Wildfire Prevention Authority (MWPA), this Committee shall be designated the Marin Wildfire Prevention Authority Citizens' Oversight Committee, referred to hereinafter as "Committee."

ARTICLE II - PURPOSE

The purpose of the Committee is to oversee the work of the MWPA.

ARTICLE III - ORGANIZATION

The Committee shall consist of nine members as follows:

1. five members each residing in one of Marin's five geographical zones - Central Marin, Novato, San Rafael, Southern Marin, and West Marin;
2. one member from a Marin County taxpayer organization;
3. one member from a Marin County fire prevention organization;
4. one member from a non-partisan Marin County civic organization; and
5. one member from a Marin County environmental organization.

Committee members shall be residents of Marin County who are neither elected officials of any government entity, nor employees of any public agency, department or organization that oversees or benefits financially from the proceeds of the Measure C parcel tax. Members of the Committee shall be required to submit a financial disclosure statement and participation shall be restricted to individuals without an economic interest in any of the projects funded by the MWPA.

To provide for staggered terms at the time of formation, the initial Committee members shall draw lots, or participate in some other random selection method, to determine whether their initial term shall be for one, two or three years. Additionally, initial Committee members may volunteer for a shorter term. Three members of the Committee shall be replaced every year. Each initial term shall commence as of January 1, 2021.

Following the initial terms at the time of formation, all subsequent terms will be 3 years.

No member shall be eligible to serve for more than two consecutive terms. The term of each member shall begin as of the first day of the calendar year unless a member is replacing a member who has resigned or been removed from membership. In the case of a replacement member the term of that member shall be for the remainder of the term of the member who has been replaced.

ARTICLE IV – MEMBERS' RESPONSIBILITIES

Members shall:

9. attend Committee meetings;
10. serve on subcommittees of the Committee;
11. serve as a representative or alternate at meetings of the MWPA's Board of Directors, Operations Committee, Advisory/Technical Committee, [partnership entities], and each of these bodies' subcommittees, as assigned, and participate in a voiced but non-voting capacity to identify issues relating to expenditures and work plans;
12. review and comment on workplans;
13. review the books and records of the MWPA as submitted for the annual audit ;
14. approve the annual audit;
15. report to the public and the MWPA Board of Directors on the spending of Measure C parcel tax funds and the previous year's work programs to evaluate consistency with the tax measure;
16. evaluate and select candidates for Committee membership or replacement membership, to be appointed subject to the approval of the MWPA's Board of Directors;
17. Perform such other duties as may be directed by action of the Committee

No member of the Committee shall act as the official spokesperson of the Committee unless specifically authorized by the Committee.

In the event that a member of the Committee is in violation of the provisions outlined in the Standards of Conduct established by the Committee, such member may be removed from office by a super majority vote of six (6) out of nine (9) members of the Committee.

ARTICLE V – MEETING

All proceedings of the Committee shall be conducted according to the rules contained in the most recent edition of *Rosenberg's Rules of Order*.

Regular meetings shall be held on the fourth Wednesday of each month. Special meetings shall be called as needed. All meetings of the Committee shall be in accordance with the provisions of the Brown Act and California Government Code Section 54950.

ARTICLE VI - OFFICERS

The Committee shall elect a Chair and a Vice Chair. These officers shall serve a six month term beginning January 1, or July 1. The Vice Chair shall succeed the Chair at the end of the Chair's six month term.

The duties of the Chair shall be to preside over meetings; ensure the proper recording and publication of the minutes of all regular and special meetings of the Committee; and maintain and organize all Committee documents and reports.

The duties of the Vice Chair shall be to perform the duties of the Chair in the absence of the Chair.

ARTICLE VII - SUBCOMMITTEES

Subcommittees may be created by the Committee to perform any function that the Committee determines is needed.

ARTICLE VIII - CONDUCT OF BUSINESS

A majority of the members shall constitute a quorum of the Committee. In the event of a meeting of the Committee with less than a quorum, will operate as a Committee of the Whole and the members present shall only have the power to dismiss a meeting. For purposes of conducting business, a majority of the quorum is authorized to act on behalf of the Committee. Actions of the Committee shall be approved by a majority vote of the members present with two exceptions: any action to amend these Bylaws requires a vote of the full Committee; and any action to remove a member from office requires a supermajority of six (6) out of nine (9) votes.

At every meeting of the Committee, the Committee members may set a tentative agenda for the following meeting.

ARTICLE IX – GOVERNING PROVISIONS; SEVERABILITY

Any and all applicable laws of any governmental authority or agency having jurisdiction over the Committee are hereby incorporated by reference as if fully set forth herein. In the event of a conflict between such applicable law(s) and any provision of these Bylaws, the applicable law(s) shall control and such Bylaws provision(s) shall be considered null and void; provided; however, that any and all provisions of these Bylaws not so affected shall remain in full force and effect.

ARTICLE X – EFFECTIVE DATE AND AMENDMENTS

These Bylaws shall be effective upon their approval at a meeting of the MWPA Board of Directors. These Bylaws may be amended or repealed, and new Bylaws created by the majority vote of the full Committee, subject to the approval of the MWPA Board of Directors. Any member of the Committee may propose amendments to the Bylaws.

12/21/20

ARTICLE I - NAME

In accordance with the Joint Exercise of Powers Agreement for the Marin Wildfire Prevention Authority (MWPA), this Committee shall be designated the Marin Wildfire Prevention Authority Citizens' Oversight Committee, referred to hereinafter as "Committee."

ARTICLE II - PURPOSE

The purpose of the Committee is to report on the spending of the parcel tax funds and the previous year's work program to evaluate consistency with the tax measure. Additionally, an independent annual audit of the accounts and records of the Marin Wildfire Prevention Authority will be conducted to comply with all requirements of Government Code Sections 6505, 6505.1, 6505.5, and 6505.6. The Committee will oversee the work of the MWPA, provide feedback and participate in committee and subcommittee meetings in a voiced but non-voting capacity.

ARTICLE III - ORGANIZATION

The Committee shall consist of nine members as follows:

1. five members each residing in one of Marin's five geographical zones - Central Marin, Novato, San Rafael, Southern Marin, and West Marin;
2. one member from a Marin County taxpayer organization;
3. one member from a Marin County fire prevention organization;
4. one member from a non-partisan Marin County civic organization; and
5. one member from a Marin County environmental organization.

Committee members shall be residents of Marin County who are neither elected officials of any government entity, nor employees of any public agency, department or organization that oversees or benefits from the proceeds of the parcel tax. Members of the Committee will be required to submit a financial disclosure statement and participation will be restricted to individuals without any economic interest in projects funded by the MWPA.

Each member of the Committee shall serve for a term of 3 years. However, to provide for staggered terms, the initial Committee members will draw lots, or participate in some other random selection method, to determine whether their initial term will be for one, two or three years. Three members of the Committee will be replaced every year. Each initial term shall commence as of July 1, 2021. No member shall be eligible to serve for more than two consecutive terms. The term of each member shall begin as of the first day of the fiscal year unless a member is replacing a member who has resigned or been removed from membership,

in which case the term of the replacement member shall be for the remainder of the term of the member who has been replaced.

ARTICLE IV – MEMBERS’ RESPONSIBILITIES

Members shall:

1. attend Committee meetings;
2. attend meetings of the MWPA’s Board of Directors, Operations Committee, Advisory/Technical Committee, [partnership entities], and each of these bodies’ subcommittees, as appropriate;
3. serve on subcommittees of the Committee;
4. review and comment on detailed project and program workplans;
5. report to the public and the MWPA Board of Directors on the spending of Measure C parcel tax funds and the previous year’s work programs to evaluate consistency with the tax measure;
6. review the books and records of the MWPA as submitted for the annual audit;
7. perform such other duties as may be directed by action of the Committee;
8. evaluate and choose candidates for Committee membership or replacement membership, to be appointed subject to the approval of the MWPA’s Board of Directors.

AUTHORITY AND LIMITATIONS

1. The Committee shall only have advisory powers to the MWPA
2. Except for Measure C Annual Reports and input to the independent auditor, Committee members shall not have the authority to communicate externally and should go through the MWPA.

CONDUCT

1. Members shall not misrepresent the scope of their influence or authority, in matters assigned, or represent recommendations of the Committee as MWPA policy until such time as formal action has been taken by the Authority.
2. No member of the Committee shall act as the official spokesperson of the Committee unless specifically authorized by the Committee.
3. Committee members should recuse themselves from any topic when there is the perception of a conflict of interest.

ARTICLE V - MEETINGS

Regular meetings shall be held on the fourth Tuesday of each month. Special meetings shall be called as needed. All meetings of the Committee shall be in accordance with the provisions of the Brown Act and California Government Code Section 54956.

ARTICLE VI - OFFICERS

The Committee shall elect a Chair and a Vice Chair. These officers shall serve a six month term beginning January 1, or July 1, during any one calendar year but they can be re-elected to consecutive terms.

The duties of the Chair will be to preside over meetings; ensure the proper recording and publication of the minutes of all regular and special meetings of the Committee, maintain and organize all Committee documents and reports.

The duties of the Vice Chair will be to perform the duties of the Chair in the absence of the Chair.

ARTICLE VII - SUBCOMMITTEES

Subcommittees will be created to monitor the meetings of the Board of Directors, Operations Committee and Advisory/Technical Committee of the MWPA, and their respective subcommittees.

ARTICLE VIII - CONDUCT OF BUSINESS

A majority of the members will constitute a quorum of the Committee. In the event of a meeting of the Committee with less than a quorum, the present members shall operate as a Committee of the Whole for the purpose of discussing matters on the agenda of interest to the Committee members who are present.. For purposes of conducting business, a quorum will be authorized to act on behalf of the Committee. All actions of the Committee shall be approved by a majority vote of the members present.

At every meeting of the Committee, the Committee members may set a tentative agenda for the following meeting.

All rules of order not herein provided for shall be determined in accordance with *Robert's Rules of Order*, latest edition.

ARTICLE IX – GOVERNING PROVISIONS; SEVERABILITY

Any and all applicable laws of any governmental authority or agency having jurisdiction over the Committee are hereby incorporated by reference as if fully set forth herein. In the event of a conflict between such applicable law(s) and any provision of these Bylaws, the applicable law(s) shall control and such Bylaws provision(s) shall be considered null and void; provided; however, that any and all provisions of these Bylaws not so affected shall remain in full force and effect.

ARTICLE XI – EFFECTIVE DATE AND AMENDMENTS

These Bylaws shall be effective upon their approval at a meeting of the MWPA Board of Directors. These Bylaws may be amended or repealed, and new Bylaws created by the majority vote of the full Committee, subject to the approval of the MWPA Board of Directors. Any member of the Committee may propose amendments to the Bylaws.

Larry Minikes:

1/26/21

I appreciate the opportunity to review several of the points in the letter presented in the agenda packet, addressed to the board. While we may see things a bit differently, that is healthy for this process. I hope to provide helpful feedback.

I would like to express my appreciation for the subcommittee's preparation for this agenda item, the opportunity to review several of the points in this 1,500-word document. Due to the number of matters it covers, this document will require us time for discussion. For my comments, I will make every attempt to go through them as expeditiously as possible.

Review of stated committee responsibilities:

The Operations Committee shall be responsible for creating a recommended annual budget for the Board and for creating a recommended annual work plan.

The Advisory/Technical Committee shall be responsible to the Operation Committee for expert advice and recommendations regarding how the programs of the Authority should be developed and implemented.

The Authority will be governed by a Board of Directors comprising elected leaders from each Member to ensure that wildfire programs and resources are directed to areas of greatest need and opportunity for community benefit.

The Board of Directors will create a Citizens' Oversight Committee. The Citizens' Oversight Committee will review Authority spending on an annual basis following the report from the Treasurer. After review of the previous year's work program and the financial audit, the Citizens' Oversight Committee will adopt a report describing the extent to which the funds have been spent consistent with the tax measure and provide feedback to the Board of Directors.

Providing feedback to the BOD is quite different from oversight of the BOD.

The 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.

In the early development phase of the Agency, a demonstration chart was displayed in public. The bylaws subcommittee had included this chart in their previous correspondence. It graphically represents the COC as possessing oversight over all committees including, from the representation, the Executive Committee and BOD. I am unaware of its exact origination but

there has been no agreement as to its official representation and has not been adopted by the Board.

I believe the chart is inaccurate in its intended portrayal of the agency structure. Yes, the COC is a critical part of the structure but not in an overseer role watching over and above day-to-day decision-making as is being perhaps suggested.

Members are encouraged to participate and to give input with the expectation that they are being heard and their correspondence are being read. This has never been in question. The question is to the extent of the powers and responsibilities this committee inherits.

I believe the model that should be adopted will show the public appropriately is the pedestal upon which the MWPA positions itself. Citizens are its foundation. Together, the base and structure create an environment where this agency and its work can flourish. Without the foundation, there is no standing structure. This model will best represent the critical nature citizens and the COC play.

However, the JPA oversight committee language lacks language suggesting it has the role of final decision-makers on spending. That is left to the BOD. We cannot and should not attempt to appropriate the Board's responsibilities as our own.

As a general concept we propose organizing ourselves on the model of a civil grand jury in its watchdog role. A grand jury's most significant tool is its ability to talk to the decision makers, ask them questions, and raise issues and concerns.

Organizing as a civil grand jury is not included or inferred in COC formation language. The Board of Directors are empowered to function in the watchdog role. I believe we need more clarity regarding watchdog and oversight roles, and function as there appears to be some confusion, which is understandable for a start-up Agency .

These bylaws provide the COC members the opportunity to be proactive and to participate, when necessary, as decisions regarding the expenditure of Measure C funds are made.

We can be proactive and participate either individually, as subcommittees or collectively in writing with any concerns we feel we cannot fully voice during public participation, and do this without the need for a grand jury-style model.

This way the committee can do more than merely retroactively review the agency's past expenditures and projects. At the end of a year, it will be too late to prevent or correct errors.

I disagree with the assumption that we are empowered in this fashion, or even qualified to prevent or correct errors. How do we qualify the specific expertise members of this

committee possess to make determinations potentially that override the ATC, the Operations committee, the Executive committee and the Board itself?

For public benefit. how do we ensure that members of this committee know better than the experts that are built into the JPA structure when that is their specific role?

I am unable to understand how we override Board function, and believe this is an overreach of the oversight function entrusted to this committee. It is duplicative and inevitably will clash with the Board. Again, our function is to give feedback to the board, not “watchdog” the board.

After the Jury’s term ended, a number of ex-jurors who had studied the problems formed a group called the Citizens for Wildfire Protection (CWP). Acting as a nonpartisan civic organization (functionally, as an early COC) this group participated in the initial discussions to make sure that the MWPA was formed to properly meet the needs of a countywide approach as identified in the Grand Jury’s report.

But understand others in parallel were also working closely alongside our leadership to craft the MWPA language. This was not the work of one citizen’s group, or that one citizen’s group held sway over the process. This should not be inferred as such to the public.

CWP’s members actively promoted the formation of the authority. They spoke at every public meeting, wrote letters to fire districts, published op-ed pieces in the Marin Independent Journal and consulted with the negotiating parties, all to help create the agency and to overcome the public’s concerns. The passage of the tax measure was a matter of great uncertainty.

What needs to be equally acknowledged is the fact that other groups and organizations were doing much of hard work as well. This was a countywide effort not limited to CWP members.

To add some context, I have been on the front lines of this battle since the mid-nineties. For example, with Mimi Willard, COST president in attendance at an MMWD board meeting weeks before the grand jury released their report, I spoke before the board that evening suggesting nearly this identical model in concept. Mimi then spoke enthusiastically in favor of the concept. The concept was not exclusive to the grand jury.

For the record, over these decades I have penned numbers of letters and op-ed pieces, spoken at countless public meetings speaking to the necessity to make fuels and biodiversity management our number one priority. In regard to formation; I and several other citizens attended and spoke at a number of late-night city council meetings with Jason Weber, Christie Neill and Bill Tyler. CWP was not alone in this effort.

Every member of this committee shares ownership, as does every resident who voted in favor of Measure C. We all of have a lot of skin in the game and are all deeply invested in its success.

The CWP asked for:

- 1) "a COC with real watchdog powers to be added to the formation agreement COC language is specific."

Nowhere is the definition for real watchdog powers explained. There is need for distinction drawn between "watchdog powers," the oversight function and "real watchdog powers." as to their intended meaning.

But it was not until the CWP and CO\$T indicated that without these two elements they could not

support the formation of the agency or the tax measure that there was a response on these topics. The organizers of the effort agreed to include a ten year sunset provision on the tax measure. However, the CWP was asked to live with the language creating a COC in the JPA Formation Agreement as written. This new COC section had been recently added without consultation and it contained few of the additional features the CWP had asked for.

A number of the organizers of the new agency, including **the county counsel** who drafted the JPA

Formation Agreement, assured the CWP that "**when the time came**" the COC would be able to write its own bylaws and that nothing in the existing language would preclude additional oversight powers.

Ultimately decision-making powers rest with the Board of Supervisors. The public lacks any documentation to confirm "when the time came the COC would be able to write its own bylaws" is what was actually represented to the public. Is this to suggest the COC would be able to write its own bylaws that could not be overridden by the Ex Com or BOD? I do not believe the COC was afforded this right within the guiding JPA documentation.

As county council is discussed in this document, I shall refer this matter back to EO Brown for further consultation. This statement raises a number of unanswered questions. Were assumptions made or is there documentation to reinforce unwritten committee powers?

The COC is now writing its bylaws. In light of the history related above, there are some key provisions that are different from how other more traditional COC's are structured. This COC will:

- select its own replacements subject to board approval of the candidates;
- establish shorter terms and operate with less hierarchy to encourage public participation;
- make our reports to the board and to the public;
- participate in a voiced but non-voting capacity in all meetings of the agency because we believe that having a seat at the table to raise and discuss issues relating to the MWPA's expenditure and work plans is a more efficient and protective role for the COC.

In essence, the letter serves to claim priority status and set the foundation for that status.

I believe this section assumes the right to powers that have not been explicitly granted to the committee. In sum, this document is serving to suggest there is some form of side agreement the public was not privy to that we are required to adhere to, if I am to understand the claims being offered.

If there is any question as to unwritten agreements or intent, this rests solely with the Board of Supervisors. In the interests of open government, this language would have been raised, discussed and agreed upon in a public forum and would have been part of the GPA.

I would like to reiterate my January 6 comments to the subcommittee:

As Chair I want to be certain we will be sending a proposal before the Executive Committee and then the full Board of Directors that will be ready for approval with limited debate or need for modification.

While I very much appreciate the work of the four ad hoc committee members to date, there is every reason we should stay within the bylaw language that has already been fully vetted. This language has been discussed, updated and approved among the 19 members of the Operations Committee, the five members of the Executive Committee and the 17 Board of Directors members.

There is nothing necessitating us to reinvent the wheel or modify the current template to any great extent, except where necessary. I again ask that we begin with a fresh copy of the operations bylaws redlining where change is necessary to meet specific COC needs, and add where necessary.

Thank you for allowing me the opportunity to share my concerns and voice my reservations with the direction the subcommittee is suggesting. At this time, I am unable to support the bylaws as suggested.

Again, I want to thank each member for your passion, involvement and commitment to making this the best agency we can. We can and will arrive at a place that will ultimately satisfy the hopes and desires of each member and meet or exceed public expectation. We will have plenty of time to innovate as we gain experience, and we can. At the early stage of this process, I am suggesting staying within the boundaries the Board has already approved and put into place.