
**MORAGA-ORINDA FIRE DISTRICT
BOARD OF DIRECTORS
SPECIAL BOARD MEETING MINUTES
July 15, 2013
(Adopted August 7, 2013)**

1. Opening Ceremonies

The Board of Directors convened in Open Session at 6:00 P.M. on July 15, 2013, at the Orinda Community Center Room 9, 28 Orinda Way, Orinda, California. President Wyro called the meeting to order. Present were the following Directors and Staff:

President Wyro	Randall Bradley, Fire Chief	Eddie Kreisberg, Labor Negotiator
Director Weil	Stephen Healy, Division Chief	Darrell Lee, Division Chief
Director Anderson	Sue Casey, Admin Services Director	Grace Santos, Board Clerk
Director Evans	John Bakker, District Counsel	

2. Public Comment

There were no comments.

3. Closed Session

At 6:02 P.M., the Board adjourned into Closed Session.

4. Reconvene The Meeting

President Wyro reconvened the regular business meeting of the Moraga-Orinda Fire District Board of Directors at 7:25 P.M. Present were the following Directors and Staff:

President Wyro	Randall Bradley, Fire Chief	Darrell Lee, Division Chief
Director Weil	Stephen Healy, Division Chief	Sean Perkins, Battalion Chief
Director Anderson	Sue Casey, Admin Services Director	Jerry Lee, Battalion Chief
Director Evans	John Bakker, District Counsel	Grace Santos, Board Clerk

Report of Closed Session Action

President Wyro reported that there was no reportable action taken during the Closed Session.

5. Public Comment

Gordon Nathan, commented on the Contra Costa County Board of Supervisors discussion on Measure H funds at their meeting on July 9, 2013. *Jonathan Goodwin*, suggested that the Board revisit its policy on Board and Fire Chief Roles and Responsibilities. *Marie Gee*, commented on the time it took to post Special Meeting notices and agendas and asked if notices could be sent out sooner.

6. Consent Agenda

Motion by Director Weil and seconded by Director Wyro to adopt and file all Consent Agenda items. Said motion carried a unanimous (5-0) voice vote (Ayes: Anderson, Evans, Weil, Wyro).

6.1 Board Minutes of February 6, 2013

Action: Adopt and File

6.2 Monthly/Annual Incident Summary for June 2013

Action: Adopt and File

6.3 6.3. Monthly Financial Reports

Action: Adopt and File

7. Regular Calendar

7.1 Approval of Joint Powers Agreement with the City of Lafayette to Facilitate the Purchase of 1035 Lorinda Lane and Authorization to Close Escrow on the Purchase of 1035 Lorinda Lane
On June 20, 2013, the Board of Directors authorized the Fire Chief to enter into negotiations with the owner for the purchase of 1035 Lorinda Lane and into discussions with the City of Lafayette and Contra Costa Fire District to facilitate the purchase. Subsequently, the Fire Chief negotiated a purchase agreement with the owner of 1035 Lorinda Lane that establishes a purchase price of \$1,225,000 and requires the District to close escrow by July 25, 2013. The Fire Chief and District Counsel also negotiated a joint powers agreement with the City of Lafayette to allow the District to purchase the property even though it is outside of the District's boundaries.

Staff is seeking final authorization to proceed with closing escrow to purchase the property, which will require the approval of the agreement with Lafayette.

On a motion by Director Evans and seconded by Director Anderson, the Board approved the proposed Joint Powers Agreement with the City of Lafayette and authorized the Fire Chief to execute the Agreement in substantially the form attached, and following execution of the Joint Powers Agreement, authorize the Fire Chief to take all necessary steps to close escrow to purchase the 1035 Lorinda Lane pursuant to the terms set out in the Purchase Agreement. The motion carried by a voice vote of 3-1 (Aye: Anderson, Evans, Wyro; Noes: Weil).

7.2 Board of Directors Vacancy

On May 15, 2013, Director Frank Sperling announced his resignation (effective May 24, 2013) from the Moraga-Orinda Fire District Board. The vacancy will require the remaining Board to fill the balance of the unexpired term by appointment or through an election. Failure of the Board to fill the vacancy could result in an appointment by the County Board of Supervisors.

On June 20, 2013, the Board was provided two options, appoint or hold an election, with timelines, to fill the vacancy. The Board directed staff to post the vacancy for a potential appointment and to leave the option open for a special election.

If the Board chooses to fill the vacancy by appointment, the vacancy must be filled within 60 days after notification of the vacancy or the effective date of the vacancy, whichever is later. The effective date of May 24, 2013 is the later date and therefore, if the Board decides to fill the vacancy through an appointment, the appointment must be made prior to July 23, 2013. Staff recommends the following process and timeline if the Board chooses to fill the vacancy by appointment:

- On June 21, 2013, a notice was posted of the vacancy in at least three conspicuous places in the District (required by statute). A press release was issued, the vacancy notice was posted on the district website, and was distributed among public agencies and service club organizations.
- The District required interested parties to submit summaries of their qualifications to District Headquarters at 1280 Moraga Way, Moraga, California by 5:00 pm by Wednesday, July 10, 2013.
- The District received three letters of interest and resumes from three individuals who appear to meet the requirements to serve on the Board in Division 1.

In lieu of making an appointment, the Board may call an election to fill the vacancy. The person elected would fill the seat through the remainder of the term, which expires in December 2014. The election must be called within 60 days of notification or the effective date of the vacancy, whichever is later. The effective date, May 24, 2013, is the later date and therefore the election should be called by July 23, 2013. After the election is called, the election is required to be held on the next established election date that is 130 or more days after the date the Board of Directors calls for the election.

The next established election date that is 130 or more days after June 20, 2013 is November 5, 2013. For an odd year election, the cost is approximately \$7.40 per registered voter. In District 1, there are approximately 5,000 registered voters. The estimated cost for the election would be \$37,000. An all-mail-in ballot would be slightly less but similar in costs.

On a motion by Director Evans and seconded by Director Anderson, the Board chose to hold a Special Meeting on July 22, 2013 to interview the candidates. After the interviews, the Board should choose between appointment of one of the candidates or to hold an election. The motion carried by a voice vote of 3-1 (Aye: Anderson, Evans, Wyro; Noes: Weil).

7.3 Appoint a Selection Ad Hoc Committee and Hire a Consultant for the Recruitment and Replacement of the Moraga-Orinda Fire Chief

On June 28, 2013, Moraga-Orinda Fire Chief Randall Bradley submitted his resignation with an effective date of July 16, 2013. The Fire District will be required to fill the Fire Chief vacancy. The Board should appoint a two person Fire Chief Selection Ad Hoc Committee to give direction and provide oversight on the recruitment, selection and hiring process. Because there is a potential

internal candidate, staff recommended that an outside consultant be utilized and report directly to the Ad Hoc Committee to manage the recruitment, selection and hiring process.

Director Anderson and Weil volunteered to be on the Fire Chief Ad Hoc Selection Committee.

On a motion by President Wyro and seconded by Director Evans, the Board appointed a Fire Chief Ad Hoc Selection Committee consisting of Directors Anderson and Weil and to manage the selection and hiring processes. Said motion carried a unanimous (4-0) voice vote (Ayes: Anderson, Evans, Weil, Wyro).

7.4 Appoint an Interim Fire Chief

On June 28, 2013 Moraga-Orinda Fire Chief Randall Bradley submitted his resignation with an effective date of July 16, 2013. The Fire District will be required to fill the Fire Chief vacancy. Until a permanent Fire Chief is chosen to fill the position, an interim Fire Chief should be appointed.

Chief Bradley recommended that the Board appoint Division Chief Stephen Healy as Interim Fire Chief.

On a motion by President Wyro and seconded by Director Evans, the Board appointed Division Chief Stephen Healy as the Interim Fire Chief under his current contract with a moratorium on overtime, until the Board has the opportunity to negotiate a formal Interim Fire Chief Contract effective at midnight on July 15, 2013, which includes all of the duties, responsibilities and authorities of the Moraga-Orinda Fire Chief position as defined by District Policy and local and state laws and regulations. Said motion carried a unanimous (4-0) voice vote (Ayes: Anderson, Evans, Weil, Wyro).

7.5 Resolution 13-05 Authorizing Application for Membership and Participation in the Joint Exercise of Powers Agreement of the Fire Agencies Insurance Risk Authority for Certain Insurance and Self-Insurance Purposes and Approving the Fifth Amended Joint Power of Authority Agreement

The District currently obtains property and liability insurance through a joint powers agreement administered by Contra Costa County. In 2012, a draft revised JPA document was prepared by the County and presented to the member agencies for consideration. However, after extensive review by staff and legal counsel, the District was unable to have the draft document updated in a manner beneficial to the District and sufficient to meet legal standards.

Pursuant to a letter dated May 29, 2012 from the Contra Costa County JPA's Risk Manager, the District was given notice that in the absence of a "Board Order" to sign on as a participant in the subject JPA document, the District was providing a one-year notice to withdraw from participation in the JPA effective July 1, 2013. Early in March of this year, the District began a process to replace the property and liability insurance through other means.

The Informal Bidding Procedure for canvassing the marketplace was used to identify providers for this type of coverage in accordance with District Ordinance 11-05 which sets forth purchasing and contracting procedures and authorities. Based on the informal bidding process and additional research with several local fire districts staff is recommending that the District apply to become a member of the Fire Agency Insurance Risk Authority (FAIRA).

FAIRA was created in 1988 as a Joint Powers Insurance Authority in accordance with California law. Since its inauguration, FAIRA has grown to 104 members, serving fire districts in California and Nevada. Their offices are located in Novato, CA, with support services provided by Arthur J. Gallagher Risk Management Services in San Francisco.

FAIRA's cost for FY 2013-14 will be \$49,533. This is in contrast to the District's 2012/13 Contra Costa County JPA expense of \$62,874.

The JPA documents were reviewed and approved by legal counsel.

On a motion by Director Weil and seconded by Director Anderson, the Board adopted Resolution 13-05, authorizing application for membership and participation in the Fire Agencies Insurance Risk Authority Joint Exercise of Powers Agreement for certain insurance and self-insurance purposes and

approving the Fifth Amended Joint Power Of Authority Agreement. Said motion carried a unanimous (4-0) voice vote (Ayes: Anderson, Evans, Weil, Wyro).

7.6 Resolution 13-06 - A Resolution of the Board Of Directors of the Moraga-Orinda Fire District Authorizing an Agreement that Designates Citibank, N.A. as a Provider of District Banking Services and the President of the District Board, and/or, a Board Designee, the Fire Chief, and/or, District Designee to Execute District Checks, Drafts, Notes or Other Instruments for the Payment Of Money Public Hearing

Resolution 10-02 authorized the execution of an agreement with Citibank, N.A., as a provider of District banking services and set forth designated signatories on the bank accounts.

Due to Fire Chief Randall Bradley's departure, it is necessary to update the Citibank, N.A. District Banking Resolution that designates Citibank, N.A. as a provider of District banking services and sets forth designated signatories on the bank accounts. Citibank, N.A. also requires that the District execute their "General Deposit Resolution for Public Entities" that authorizes new District signatories on the bank accounts.

On a motion by Director Evans and seconded by Director Anderson, the Board adopted Resolution 13-06, authorizing an Agreement that Designates Citibank, N.A. as a Provider Of District Banking Services and the President of the District Board, and/or, a Board Designee, the Interim Fire Chief, and/or, District Designee to Execute District Checks, Drafts, Notes or Other Instruments for the Payment of Money. Said motion carried a unanimous (4-0) voice vote (Ayes: Anderson, Evans, Weil, Wyro).

8. Announcements

8.1 Brief information only reports related to meetings attended by a Director at District expense (Government Code Section 53232.3(d))

President Wyro reported that he and Division Chief Healy attended the California Special Districts Association (CSDA) meeting. The guest speaker was Federal Glover, who talked about the effects of the new boundaries on District 5 and representing the northern waterfront. Also mentioned was the Fitch report, which LAFCO will be reviewing.

8.2 Questions and informational comments from Board members and Staff

Chief Bradley reported that he sent the Board a copy of the Contra Costa County EMS proposal to do a redistribution of Measure H funds and included his brief opinion. The District would take a financial loss of about \$85,000 and the redistribution of Measure H funds would be based upon population (it is currently based upon the number of engine companies). It would create a return-to-source for the District, which means the taxes generated within the District would be returned to the District. Currently, the District is receiving tax dollars from throughout Contra Costa County that were not generated within the District. The redistribution will affect the District for one year and there would be a potentially different allocation in the future; it is a one-time hit. It would occur in July of the 2014/15 Fiscal Year, get re-evaluated and the Board of Supervisors will come back with further recommendations.

Chief Bradley announced that the District was offered a \$1.15 million SAFER grant from FEMA, which Battalion Chief Jerry Lee did the grant writing for. Chief Healy will present further information on the grant at a future meeting for the Board's review.

9. Special Presentation

President Wyro presented Chief Bradley with a plaque in recognition of all the hard work and dedication he provided to the Moraga-Orinda Fire District from 2009 to 2013. The Board wished him good luck in his new position with Modesto Fire.

10. Adjournment

At 9:41 P.M., President Wyro called for adjournment of the special meeting.


Grace Santos
Secretary to the Board