

SNOCOM & SNOPAC JOINT BOARD of DIRECTORS MEETING

September 21, 2017 - Edmonds City Hall

SNOCOM Board Members & Management in Attendance	Jerry Smith	Mountlake Terrace	Scott Hugill	Mountlake Terrace
	Bob Colinas	Brier	Chris Alexander	Mukilteo Fire
	Al Compaan	Edmonds Police	David Chan	Fire District 1
	Tom Mesaros	Edmonds	Brad Reading	Fire District 1
	Don Anderson	Edmonds Police	Robert Eastman	Fire District 1
	George Hurst	Lynnwood	Kent Saltonstall	Town of Woodway
	Ian Cotton	Lynnwood	Terry Peterson	SNOCOM
	Bryan Stanifer	Lynnwood Police	Marlin Herolaga	SNOCOM
	Pam Pruitt	Mill Creek	Karen McKay	SNOCOM
	Greg Elwin	Mill Creek Police	Andie Burton	SNOCOM
	Seاون Richards	Mountlake Terrace		
SNOPAC Board Members & Management in Attendance	Steve Guptill	Fire District 7	Roy Waugh	Fire Commissioner, FD7
	James Lever	Everett Police	Jonathan Ventura	Arlington Police
	Ty Trenary	SCSO	John Flood	Snohomish Police
	Susy Johnson	SCSO	Kurt Mills	SNOPAC
	Dan Templeman	Everett Police	Steve Dittoe	SNOPAC
	Jim Nagle	Everett Fire	Steve Lawlor	SNOPAC
	Susan Neely	Snohomish County	Angie Baird	SNOPAC
	Rick Smith	Marysville Police	Brad Cattle	SNOPAC Attorney
	Paul Taylor	Fire Commissioner, FD22		
Others in Attendance	Karen Reed, JTF Facilitator		Cheol Kang, Mukilteo Police	Corbitt Loch, Lynnwood
	Deanna Gregory, Pacifica Law Group		Doug Dahl, Fire District 1	Brenda Froland, SNOPAC
	Carla Nichols, Town of Woodway		Pete Caw, Mountlake Terrace	Sharon Brendle, SNOCOM

AGENDA ITEMS	REPORTS & COMMENTS	ACTION OR FOLLOW-UP
Call to Order	1. The meeting was called to order at 8:36 a.m. by SNOPAC Board President, Steve Guptill.	
Review and Approval of Agenda	2. The agenda was approved as written.	
Project Status	<p>3. a. Project schedule. Ms. Reed went over the remaining schedule,</p> <ul style="list-style-type: none"> ▪ October 12th - joint board meeting with possible voting on consolidation decision. ▪ October 19th - fall back joint board meeting, in case action was not taken at previous meeting. ▪ Councils and commissions will need to schedule time before the end of the year for action on the ILA and Plan of Consolidation. ▪ Nominating and electing members of the Transition Board, as well as officers of that board. This information is 	

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	<p>included in materials that will be forwarded to the Secretary of State for their approval.</p> <p>b. Due Diligence Work. Director Peterson spoke about the document titled “Due Diligence Check List” that was drafted by both directors and included in today’s meeting packet. He explained it as a list of items that some of which may not have been previously included in any of the other materials, or additional item that both PSAPs want the boards to be aware of before moving forward with consolidation. Some of the items on the list are: financial reports, confirmation of any outstanding litigation, any major personnel or union issues, significant contracts, etc. He added that this information will be brought back to the October 12th meeting, but it is not part of the legislative action. Ms. Reed clarified that legal counsel, finance staff and executive directors will confirm that they have examined the items from the other agency and are comfortable moving ahead.</p> <p>c. Update on Attorney Meetings. Ms. Reed reported that two conference calls were held giving legal counsel opportunity to call in with questions or concerns on the documents that were provided in today’s packet. She explained that some minor changes were suggested and subsequently agreed upon. SNOPAC’s attorney, Brad Cattle, commented that he thought there was consensus for the ILA being a very thorough document and he appreciates the effort that went into drafting it. Responding to a question from one of the board members, Ms. Reed confirmed that there were cities that did not participate on the call. She explained that rather than contacting each agency’s attorney directly she had asked that each and every board member distribute the material to their own legal counsel. Ms. Reed also requested that final comments on the documents be submitted in writing no later than Monday, October 2nd.</p> <p>d. Proposed Organizational Structure / JTF recommendation on staffing. Director Mills went over the proposed organizational chart that was provided in today’s packet. He and Director Peterson worked on the chart with their management teams. He explained that the structure is similar to the one they both have today, and breaks the organization into three groups: Operations, Technical, and Admin/Finance. It was the recommendation of both the directors and JTF that Mr. Mills serve as Director of the consolidated agency and Mr. Peterson serve as Deputy Director. Commissioner Waugh commented that the JTF wished to publicly thank the staff of both SNOCOM and SNOPAC for the huge amount of work that the group has asked them to do. He went on to read a public statement on behalf of the Joint Task Force acknowledging the leadership and dedication of the two directors and the cohesive executive team they have created and recommended that the organizational chart presented today be adopted. Some discussion followed on this, with the consensus that the new board be the one to make the final decision.</p>	

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	<p>e. Informational Follow up on Procurement Policy. Director Mills spoke about the legal opinion that was given on the purchasing policy of the new agency. The memorandum outlining this opinion was provided in the meeting packet.</p>	
<p>Document Review/Input/ Q&A</p>	<p>a. Briefing memo for individual agencies. Ms. Reed spoke about the briefing memo that was included in the packet. This memo was designed to serve as a cover memo to the councils or commissions. It includes information on the possible board structure, assessments, etc. She explained that the memo was provided so that everyone communicates the same message to every one of the agencies.</p> <p>b. Interlocal Agreement. This document showed changes made to the earlier version dated 9/5/17, including the name of the agency to Snohomish County 911. Ms. Reed explained that the document reflects the directions that were given earlier in the month, along with input received from agency attorneys. Ms. Reed went through each section of the ILA and briefly explained any updates that were made. A clean version will be made available to each of the board members.</p> <p>c. Articles of Consolidation. Ms. Gregory described the Articles of Consolidation as the backbone of the new agency to organize as a non-profit corporation. She explained that many of the articles contained in the document are requirements under Washington law, so the language is more of a formality. This document will be filed with the Secretary of State. Ms. Gregory also went through the document briefly explaining each of the articles. Ms. Reed reported that the JTF has recommended Ms. Gregory be the interim registered agent.</p> <p>d. Plan of Consolidation. Ms. Gregory went over this document. She explained that in order to consolidate under the non-profit act, the two consolidating entities have to approve by resolution, and by at least two-thirds vote, a plan of consolidation. This needs to include:</p> <ul style="list-style-type: none"> ▪ the names of the corporations that are consolidating, ▪ the name of the new entity which will survive, ▪ the terms and conditions of the proposed consolidation, ▪ all of the statements that are required to be in the Articles of Consolidation, and ▪ any other provisions, with respect to the proposed consolidation, as are deemed necessary or desirable. <p>She added that the ILA is incorporated into this document because it provides for the transition board, new assessments, and location of the new entity. The operational plan of consolidation is also incorporated.</p> <p>e. Board Resolutions approving consolidation, and</p> <p>f. Ordinance/Resolution for individual members. Ms. Gregory</p>	

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	<p>explained the two resolutions/ordinances are intended to be examples to be modified as needed by each agency or entity. The first one is a resolution that SNOCOM and SNOPAC would consider, authorizing the consolidation of the two PSAPs. By Washington State statute, it must be approved by a two-thirds vote. This also calls out the adoption of the Plan of Consolidation, and approval of the Articles of Consolidation, along with the ILA. Answering a question from a board member inquiring why a resolution would be necessary, in addition to a motion and the signing of the ILA by the legislative bodies, it is because of the assessments. Ms. Gregory further explained that given the nature of this ILA, where there is a financial obligation attached, including language regarding the consolidation, it is recommended that a resolution or ordinance be passed in order to establish a paper trail.</p>	
<p>Brief Adjournment for discussion</p>	<p>Chair Steve Guptill adjourned the regular meeting at 9:48 a.m. for a brief period in order for the individual boards to gather and discuss which three current board members and one alternate would serve on the Transition Board. No Executive Session was held.</p>	
<p>Reconvene and Action</p>	<p>The regular meeting reconvened at 10:02 by SNOPAC Chair Steve Guptill, with the following action:</p> <p><i>Chief Al Compaan, moved on behalf of SNOCOM to name Bob Colinas, Pam Pruitt and Tom Mesaros, with George Hurst named as alternate to the Transition Board. The motion was seconded by Chief Chris Alexander, and approved unanimously.</i></p> <p><i>Chief John Flood, moved on behalf of SNOPAC, to name Sheriff Ty Trenary, Chief Steve Guptill, and Chief Rick Smith, with Chief Dan Templeman named as alternate, to the Transition Board. The motion was seconded by Chief James Lever, and approved unanimously.</i></p> <p>Chair Guptill opened the floor for nominations for officers of the Transition Board. This board will serve for the first three weeks in 2018 in order to conduct initial business of the consolidated agency.</p> <p><i>Chief Al Compaan on behalf of SNOCOM, moved to nominate Edmonds Councilmember Tom Mesaros as President of the Transition Board. The motion was seconded, with no additional nominations. SNOCOM approved the election of Mr. Mesaros unanimously.</i></p> <p><i>Sheriff Trenary, on behalf of SNOPAC, moved to nominate Edmonds Councilmember Tom Mesaros as President of the Transition Board. The motion was seconded, with no additional nominations. SNOPAC approved the election of Mr. Mesaros unanimously.</i></p> <p><i>Chief Guptill, on behalf of SNOPAC, moved to nominate Sheriff Ty Trenary as Vice President of the Transition Board. The motion was seconded, with no additional nominations. SNOPAC approved the election of Sheriff Trenary unanimously.</i></p>	<p>SNOCOM and SNOPAC approved Transition Board Members</p> <p>SNOCOM and SNOPAC approved Tom Mesaros as President</p> <p>SNOCOM and SNOPAC approved Ty Trenary as</p>

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	<p>Chief Alexander, on behalf of SNOCOM, moved to nominate Sheriff Ty Trenary as Vice President of the Transition Board. The motion was seconded, with no additional nominations. SNOCOM approved the election of Sheriff Trenary unanimously.</p> <p>Ms. Reed stated that the Secretary and Treasurer are normally staff positions and the JTF has recommended Director Terry Peterson serve as Secretary and Finance Director Angie Baird serve as Treasurer for the Transition Board.</p> <p>Mayor Bob Colinas moved on behalf of SNOCOM to nominate Director Terry Peterson and Finance Manager Angie Baird to serve as Secretary and Treasurer, respectively, for the Transition Board. The motion was seconded and approved unanimously by the SNOCOM Board.</p> <p>Chief Rick Smith moved on behalf of SNOPAC to nominate Director Terry Peterson and Finance Manager Angie Baird to serve as Secretary and Treasurer, respectively, for the Transition Board. The motion was seconded and approved unanimously by the SNOPAC Board.</p> <p>Sheriff Trenary, on behalf of SNOPAC, moved to nominate Deanna Gregory as Registered Agent. The motion was seconded and approved unanimously by the SNOPAC Board.</p> <p>Mayor Bob Colinas moved on behalf of SNOCOM to nominate Deanna Gregory as Registered Agent. The motion was seconded and approved unanimously by the SNOCOM Board.</p> <p>Ms. Reed explained that the above actions were necessary to complete the Articles of Consolidation.</p>	<p>Vice President</p> <p>SNOCOM and SNOPAC approved Terry Peterson and Angie Baird as Secretary and Treasurer</p> <p>SNOCOM and SNOPACV approved Deanna Gregory as Registered Agent</p>
<p>Additional Items</p>	<p>Ms. Reed brought up an issue that was raised by Ms. Susan Neely who represents the Snohomish County Executive's office. She was concerned that with the wording under Section 6 of the new ILA, relating to Conditions for Serving on the Governing Board, she would be unable to serve in that capacity. Ms. Neely asked for a modification to the language and explained that in this situation, the representative would always be the Executive Director from that office. Ms. Reed suggested adding an extra clause to Section 6C, that says the County Executive, or his/her Executive Director designee. Sheriff Trenary commented that he fully supported this change in the language. There were no objections on this.</p> <p>Ms. Reed then asked if everyone present would be comfortable moving forward with the vote on October 12th. She took a quick poll on who would be at that meeting and it was determined that there would be a quorum present for that meeting.</p> <p>Mayor Colinas asked if the SNOCOM Board would be interested in attending a meeting prior to the one scheduled for October 12th.</p> <p>Mayor Colinas moved to have SNOCOM hold their next meeting prior to the Joint Board at 8:00 a.m. on October 12th. The motion was seconded by Commissioner Chan. After some discussion,</p>	<p>SNOCOM's motion failed</p>

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	<p><i>the vote was called and failed to pass.</i></p> <p>It was the consensus of the SNOCOM Board members that they would not hold a regular meeting prior to the next Joint Board Meeting.</p>	
Next Meeting	<p>Ms. Reed reminded everyone that the next meeting will be held at Fire District 1 headquarters on October 12th at 8:30 a.m. A packet will be distributed prior to that meeting containing final, clean copies of the documents discussed today. October 12th at Fire District 1 Headquarters, 8:30 a.m.</p>	
Adjourn	<p>SNOPAC Chair Chief Guptill adjourned the meeting at 10:25 a.m.</p>	