



East Bay Regional Communications System Authority



Participating agencies include Alameda and Contra Costa Counties and the following cities and special districts: Alameda, Albany, Antioch, Brentwood, Clayton, Concord, Danville, Dublin, El Cerrito, Emeryville, Fremont, Hayward, Hercules, Lafayette, Livermore, Martinez, Moraga, Newark, Oakley, Pinole, Pittsburg, Pleasant Hill, Pleasanton, Richmond, San Leandro, San Pablo, San Ramon, Union City, Walnut Creek, East Bay Regional Park District, Kensington Police Community Services District, Rodeo-Hercules Fire Protection District, San Ramon Valley Fire Protection District, and the University of California, Berkeley

AGENDA ITEM 6.1

DRAFT MINUTES

BOARD OF DIRECTORS MEETING

REGULAR MEETING – November 19, 2010



1. **CLOSED SESSION:** *None*
2. **CALL TO ORDER/ROLL CALL** (Regular Session):

A regular meeting of the East Bay Regional Communications System Authority Board of Directors was held on Friday, November 19, 2010 in the Assembly Room of the Alameda County Office of Homeland Security and Emergency Services, 4985 Broder Blvd., Dublin, CA 94568. The meeting was called to order at 10:10 a.m. by Chair Shinn.

PRESENT:

County Representatives: Boardmembers Ahern, Casten (Alt. for Bm. Rupf), Haggerty and Nice (Alt. for Bm. Muranishi)

City Representatives: Boardmembers Cheeves, McNeil, Sbranti (Alt. for Bm. Santos), Shinn, Vince (Alt. for Bm. Catalano), and Wilson

Public Safety Representatives: Boardmembers, Clancy (Alt. for Bm. Dunbar) and McQuiston

Special District Representative: Boardmember Anderson

ABSENT: *Boardmembers: AlCo Fire Chief (TBD), Calabrigo, Hosterman, Johnson, Maples, Pattillo, Pollard, Rodriguez, Twa, and Uilkema*

Also Attending:

Clancy Priest, City of Hayward, Dean Stavert, Alameda County Sheriff's Office, and Karen Stepper, Alt. Boardmember

Staff Present:

Executive Director McCammon, Secretary Lyon

3. REPORT ON CLOSED SESSION: *None*

4. COMMENTS FROM THE PUBLIC:

No comments were made by any member of the public at this time.

5. PRESENTATIONS: *None*

6.1 APPROVAL OF MINUTES:

On motion of Alt. Bm. Casten, seconded by Alt. Bm. Clancy, and by unanimous vote, the Board approved the minutes from the October 15, 2010 regular Board of Directors meeting.

7. WRITTEN COMMUNICATIONS: *None*

8. PUBLIC HEARINGS: *None*

9. ACTION ITEMS:

9.1 Consider Adoption of a Resolution Authorizing the Board Chair to sign the Memorandum of Agreement between the EBRCSA and the Alameda County Waste Management Authority for the use of the Patterson Pass Repeater Site:

Director McCammon provided a brief summary of the distributed staff report as follows. The process for the addition of the repeater site is moving forward. The environmental review included an initial study that concluded that there are no adverse impacts and recommended mitigations for those identified environmental impacts. The site design work has been completed

and approved by the Alameda County Waste Management Authority staff. Once the proposed agreement is approved, construction will begin on the site with an estimated completion time of two months. The agreement is consistent with other licensing agreements with two exceptions: the proposed agreement includes a onetime fee of \$5,000 to be used for improvements to the gate to enter the site. It also includes a yearly fee of \$2,400 to be used to maintain the road up to the site.

Bm. McNeil asked if the road already exists. Director McCammon responded that there is a gravel road to the small joint site that is also used by other repeater site users; the expectation is that the additional users of the road will also pay to keep the road maintained.

Bm. Wilson asked when the contract would be up for renewal. Director McCammon responded that it was executed for five years and that any needed modifications could be brought up before renewal.

On motion of Alt. Bm. Sbranti, seconded by Bm. Ahern, and by unanimous vote, the Board Adopted Resolution # 10-16 Authorizing the Board Chair to sign the Memorandum of Agreement between the EBRCSA and the Alameda County Waste Management Authority for the use of the Patterson Pass Repeater Site.

9.2: Consider Adoption of a Resolution Authorizing the Board Chair to Sign and the Executive Director to Implement a Change Order with Motorola Inc. for Project Cornerstone:

Director McCammon reviewed that this Board approved a contract with Motorola Inc. on July 16, 2010 to purchase equipment and services to complete Project Cornerstone, the first public safety broadband network pilot project in the nation that is being built in Alameda and Contra Costa counties, San Francisco, and the cities of Santa Clara and Sunnyvale. As the project install moved forward, it was determined that additional work was needed to complete the project requiring a change order to the contract. The microwave system connecting the Evolved Packet Core (EPC) in Dublin to the Sunol repeater site requires upgrading. Additionally, two of the towers located in the city of San Francisco and the Glenn Dyer site require structural analysis and inter-modulation studies.

There is no cost to the EBRCSA. The Bay Area UASI has approved the additional funding, and the MOU with Alameda County will be increased to include the change order amount. The EBRCSA will seek reimbursement through Alameda County, as is currently done for the Motorola contract.

Alt. Bm. Casten asked if it would be more appropriate for the change order to include all towers that may require the structural analysis. Director McCammon responded that this proposed Change Order is for the analysis and study for two specific towers, and work for any additional towers, including towers in Contra Costa County that are currently being reviewed, will need to have their own specific change order. Alt. Bm. Casten added for clarification that the structural analysis is needed for insurance purposes, and not because the towers are failing.

On motion of Bm. Ahern, seconded by Bm. McNeil, and by unanimous vote, the Board Adopted Resolution # 10-17 Authorizing the Board Chair to Sign and the Executive Director to Implement Change Order Number 1 to the Motorola Inc. Contract for Project Cornerstone in the amount of \$114,742.61.

9.3. Receive Financial Audit from C.G. Uhlenberg LLP for the year ended June 30, 2010:

Director McCammon reported that the complete Financial Audit for the year ended June 30, 2010 is included in today's meeting agenda packet. There was one finding in the report for a paperwork mistake: the Federal Financial Report, SF-425 for the quarter ended September 30, 2009 was filed 21 days late for the COPS 2009 Technology Program. While the condition says that this could cause COPS to terminate the grant, COPS accepted the report without notice or penalty. All of the other EBRCSA financing work was found to be done well.

9.4 Receive Update on Operating Agreements with Users of the EBRCSA:

Director McCammon overviewed the events that have occurred up to this point. The original Operating Agreement was created in collaboration with our financial and bond advisors, and legal counsel, and was taken along with our provided draft staff report and resolution by City Managers to their

councils for approval. Their City Attorneys were told to contact our legal counsel, Robin Donoghue, with any comments, and numerous comments were received regarding various parts of the Agreement. The City Attorneys assembled a group of about 13 Attorneys led by Jason Alcalá, City of Livermore, to review and revise the Agreement. Their proposed changes were reviewed and negotiated.

The only substantive change that was accepted, along with some minor wording changes for clarification, was the proposed additional language distributed today for review and read by Director McCammon as follows:

“WHEREAS, the Authority, through its Operations and Finance Committees, commits to use its best efforts to create, by December 1, 2011, an Operating and Maintenance Agreement (“OMA”) that will further describe the terms and conditions for Operation of the Project and the Authority’s service obligations to all Users, including without limitation: (i) the specific maintenance and operational requirements for the Project; (ii) the duration and scope of Authority’s obligation to deliver radio service from the Project following termination of this Operating Agreement; (iii) the process used to determine operating costs of the Project; (iv) the baseline service levels for Users in their respective jurisdictions; (v) the payment schedule for and the amount of Operating Payments; (vi) the Authority’s commitment of best efforts to complete repair or reconstruction of the Project within a reasonable time; (vii) the Authority’s commitment of best efforts to provide continuous service to User and to minimize to the extent possible temporary interruptions of or reductions in service for necessary inspection, maintenance, repair or replacement of the Project; (viii) and the notification procedures to Users of temporary interruptions of or reductions in service.

Director McCammon summarized that the next steps include the creation of a joint transmittal by Robin Donoghue and Jason Alcalá stating that the changes clarify certain definitions and provide additional protections for users of the EBRCSA communications system and that Counsel have indicated that in their view the revisions do not materially or substantially increase a signatory public agency’s obligations under the Project Operating Agreement. The intention of the joint attorney statement is to avoid the need for jurisdictions that have already passed the Agreement to pass a revised version.

Boardmembers were asked for comments and questions. In response to a question from Bm. Haggerty, Director McCammon thought that Alameda County Counsel were part of the group that reviewed the revised Agreement.

The updated Agreement will be sent to jurisdictions, along with invoices for those jurisdictions that are pre-paying, this month.

10. COMMITTEE UPDATES:

10.1 Receive Informational Update on Recent Finance Committee Activities from Director McCammon:

Director McCammon reported that the Finance Committee did not meet in November.

10.2 Receive Informational Update on Recent Operations Committee Activities from Director McCammon:

Director McCammon reported that the Operations Committee did not meet in November.

11. REPORTS:

11.1 Receive Verbal Update on Financing Plan:

Director McCammon provided a verbal update on the financing plan and distributed a summary spreadsheet titled EBRCSA Projected System Users. The update included that Contra Costa County has approved to finance their portion of the debt and that Alameda County is expected to do the same. With so many agencies prepaying, the amount to finance was reduced. There is no issuance cost and a consistent interest rate with this approach, so the overall cost for the counties and the EBRCSA is significantly lower.

The Operating Agreement is complete for most agencies, and the remaining few, including the City of Hercules and the City of Hayward, have it scheduled for approval.

CalTrans has initiated the signing of the JPA agreement and we expect to receive it in the next couple of weeks. They will also be sent the updated

Operating Agreement. Caltrans is expected to bring 800-1000 users on to the system; they now have funding to pay \$200.00 per radio early next year.

The actual buyout cost per radio has been reduced to \$1,400 based on the increased number of users that are pre-paying. Jurisdictions that are buying out will pay less than the \$1,545.00 estimated.

The contract proposal from Motorola Inc. for the final build out of the system, excluding the stand alone sites, is expected by mid December. The proposal will be reviewed and negotiated by the Operations Working Group. It is expected that a proposed contract will be presented to the Board for consideration in January 2011.

Bm. McQuiston recommended that UC Berkeley be included in the Northwest cell of Alameda County on the spreadsheet of Projected System Users.

11.2 Receive Verbal and Written Update on Grants PSIC, SHSGP, UASI:

Director McCammon reported that we have not heard more on the release date for this year's earmark funds.

11.3 Receive Verbal and Written Update on Infrastructure Implementation:

Director McCammon reported that the CoCo West Cell is complete and functioning. The coverage testing by Aecom is on target to begin soon. A test demo via a live feed video is being coordinated to occur in the next month. The press event will be scheduled to occur soon afterwards. The delay in scheduling the press event is due to the scheduling of the test demo, and not because the system is not working. The East Dublin BART site in the East Cell of AlCo is expected to be complete before the end of the year and this site will link back to Doolan. The first four sites to be built are East Dublin BART, UC Berkeley, Patterson Pass, and Warm Springs. The agreement for the work at the UC site is moving forward. A project manager with extensive experience was recently hired by AlCo to help with the sites.

The 700 MHz spectrum licenses for the AlCo East and Northwest cells and the CoCo Central and East cells are now in place. The only cell that had a license denied was the AlCo Southwest cell. Aecom has advised that some

minor modifications will be made to the license application, and then resubmitted.

11.4 Receive Verbal Update on Project Cornerstone:

Director McCammon provided an update on the status of Project Cornerstone that included that there is a signal from the EOC to Glenn Dyer, the first public safety site live in the nation. The City of Concord has replaced one site in CoCo. Alt. Bm. Casten stated that the Glacier site in CoCo is also now live.

The Broadband Technology Opportunities Program (BTOP) is moving forward. Sheriff Ahern recently held a governance meeting that was attended by representatives from 9 of the 10 Bay Area Counties and representatives from the three Core Cities. At that meeting, they agreed to move forward with a MOU that will migrate to a JPA in the future. The City and County of San Francisco will develop the agreement.

12. BOARD COMMENTS:

Bms. Wilson, Haggerty, and Anderson recommended reaching out to the new Mayor of Oakland.

13. NEXT ACTION STEPS:

Director McCammon will contact the Mayor of Oakland.

14. ADJOURNMENT

The meeting was adjourned at 10:50 a.m. The next regular Board meeting is scheduled for December 17, 2010 in the Third Floor Conference Room of Walnut Creek City Hall, 1666 North Main Street, Walnut Creek, CA 94596.

APPROVED BY A MOTION OF THE EAST BAY REGIONAL COMMUNICATIONS SYSTEM AUTHORITY THIS XX DAY OF XXXX 2010.

Respectfully submitted,



Susan Lyon
Authority Secretary