



# **AGENDA**

## **LOS ANGELES REGIONAL INTEROPERABLE COMMUNICATIONS SYSTEM AUTHORITY**

### **BOARD OF DIRECTORS REGULAR MEETING**

Thursday, February 3, 2011 • 9:00 a.m. – 10:30 a.m.

Grace E. Simons Lodge  
1025 Elysian Park Drive, Los Angeles, CA 90012

Los Angeles Regional Interoperable Communications Systems Authority (the “Authority”)

#### **AGENDA POSTED: January 28, 2011**

Complete agendas are made available for review at the designated meeting location during normal business hours and may also be accessible on the Authority's website at <http://www.la-rics.org>.

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#### **Members:**

1. **William T Fujioka**, Chair, CEO, County of Los Angeles
2. **Charles L. Beck**, Vice Chair, Police Chief, City of Los Angeles
3. **Mark R. Alexander**, City Manager, representing California Contract Cities Association
4. **Leroy D. Baca**, Sheriff, County of Los Angeles
5. **P. Michael Freeman**, Fire Chief, County of Los Angeles
6. **Reginald Harrison**, Deputy City Manager, City of Long Beach
7. **LeRoy J. Jackson**, City Manager, City of Torrance, representing At Large Seat
8. **Dr. Mitchell H. Katz**, Director, DHS, County of Los Angeles
9. **Gerry Miller**, Chief Legislative Analyst, City of Los Angeles
10. **Millage Peaks**, Fire Chief, City of Los Angeles
11. **Donald Pedersen**, Police Chief, City of Culver City, representing At Large Seat
12. **Scott Pickwith**, Police Chief, representing the Los Angeles County Police Chiefs Association
13. **Kim Raney**, Police Chief, City of Covina, representing At Large Seat
14. **Miguel Santana**, CAO, City of Los Angeles
15. **Harold Scoggins**, Fire Chief, representing the Los Angeles Area Fire Chiefs Association
16. **Gregory Simay**, Assistant General Manager, City of Burbank Water & Power, representing At Large Seat
17. **Steven K. Zipperman**, Police Chief, Los Angeles Unified School District

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#### **Officers:**

1. **Scott Poster**, Task Force Leader
2. **Wendy L. Watanabe**, County of Los Angeles Auditor-Controller
3. **Mark J. Saladino**, County of Los Angeles Treasurer and Tax Collector
4. **Vacant**, Board Secretary



**NOTE: ACTION MAY BE TAKEN ON ANY ITEM IDENTIFIED ON THE AGENDA**

**I. CALL TO ORDER**

**II. ANNOUNCE QUORUM – Roll Call**

**III. APPROVAL OF MINUTES – from the January 6, 2011, Board of Directors Regular Meeting**

**IV. CONSENT CALENDAR – (None)**

**V. REPORTS (1 – 4)**

**1. Committee Reports**

- a. Finance Committee – Greg Simay
- b. Operations Committee – Scott Edson
- c. Legislative Committee – N/A
  - Presidential action pending to re-allocate “D” Block to Public Safety;
  - Invest \$10.5 Billion to develop and deploy an interoperable broadband public safety network – from the auction of additional spectrum;
  - Develop standards for the LTE/4G Network
- d. Technical Committee – Kevin Nida

**2. Project Status – Scott Poster**

- a. Evaluation Update
- b. LA SafetyNet Update
- c. Environmental Assessment – site visits

**3. Grant Status – Sara Henry**

- a. Urban Areas Security Initiative (UASI)
- b. State Homeland Security Grant Program (SHSGP)
- c. Broadband Technology Opportunities Program (BTOP)
- d. Justice Association Grant (JAG) / American Recovery and Reinvestment Act (ARRA) & Public Safety Interoperable Communications (PSIC) Grant

**4. Comments & Reports from Counsel**

In response to Board Member Mark Alexander’s question “if certain items require an affirmative vote from the County of Los Angeles and the City of Los Angeles”, JPA Counsel Jose Silva makes reference to Section 7.2 of JPA Agreement.



**VI. ADMINISTRATIVE MATTERS (5 – 7)**

**5. DISCUSSION ITEM:** The Negotiation Team has been selected and will meet during the week of February 14 to discuss strategy and tactics. Formal negotiations are tentatively scheduled to begin February 22, 2011. The type of negotiation is still under development. The team consists of representatives from Independent Cities, County Fire, Los Angeles Fire, Los Angeles Police, Sheriff, County Internal Services, County Counsel, Task Force Leader, and staff consultants. The names are available upon request.

a. The Board will need to advise on how it wants to be briefed and updated during the process.

**6. DISCUSSION ITEM:** A Request for Proposal (RFP) for the Director of the Authority was released on January 27, 2011. Proposals are to be submitted before March 10, 2011. Once proposals are received the resumes will be reviewed and the top ten (10) will be selected by a committee established and chaired by the Task Force Leader; then an Ad Hoc committee will be formed to interview and select two (2) candidates to present to the Board in closed session. Comments?

**7. DISCUSSION ITEM:** Contract for BTOP Mobile Broadband Network Engineering Services. An RFP will be issued for an Engineering Firm to perform Long Term Evolution (LTE) engineering services for the LA SafetyNet and a contract will be presented to the Board on March 3, 2011 for approval.

**VII. ADMINISTRATIVE MATTERS (5 – 7)**

**VIII. MISCELLANEOUS – (None)**

**IX. ITEMS FOR FURTHER DISCUSSION AND ACTION BY THE BOARD**

- a. Project Funding and Guidance Feedback
  - To what extent a subscriber unit would speak to part of the financing packet
  - To what extent will that be viewed as the responsibility of the agency
- b. Project Risk Controls
- c. Authority to the Task Force Leader to enter into contracts without having to report back to the Board

**X. PUBLIC COMMENT**

**XI. ADJOURNMENT – NEXT MEETING:** Thursday, March 3, 2011 at 9:00 a.m.  
at the Grace E. Simons Lodge.



## BOARD MEETING INFORMATION

Members of the public are invited to address the LA-RICS Authority Board on any item on the agenda prior to action by the Board on that specific item. Members of the public may also address the Board on any matter within the subject matter jurisdiction of the Board. The Board will entertain such comments during the Public Comment period. Public Comment will be limited to three (3) minutes per individual for each item addressed, unless there are more than ten (10) comment cards for each item, in which case the Public Comment will be limited to one (1) minute per individual. The aforementioned limitation may be waived by the Board's Chair.

*(NOTE: Pursuant to Government Code Section 54954.3(b) the legislative body of a local agency may adopt reasonable regulations, including, but not limited to, regulations limiting the total amount of time allocated for public testimony on particular issues and for each individual speaker.)*

Members of the public who wish to address the Board are urged to complete a Speaker Card and submit it to the Board Secretary prior to commencement of the public meeting. The cards are available in the meeting room. However, should a member of the public feel the need to address a matter while the meeting is in progress, a card may be submitted to the Board Secretary prior to final consideration of the matter.

It is requested that individuals who require the services of a translator contact the Board Secretary no later than the day preceding the meeting. Whenever possible, a translator will be provided. Sign language interpreters, assistive listening devices, or other auxiliary aids and/or services may be provided upon request. To ensure availability, you are advised to make your request at least 72 hours prior to the meeting you wish to attend. (323) 881-8291 or (323) 881-8295

SI REQUIERE SERVICIOS DE TRADUCCION, FAVOR DE NOTIFICAR LA OFICINA CON 72 HORAS POR ANTICIPADO.

The meeting is recorded, and the recording is kept for 30 days.



# **Board of Directors MEETING MINUTES**

## **LOS ANGELES REGIONAL INTEROPERABLE COMMUNICATIONS SYSTEM AUTHORITY**

January 6, 2011

Grace E. Simons Lodge  
1025 Elysian Park Drive, Los Angeles, CA 90012

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### **Board Members Present:**

**William “Bill” T Fujioka Chair**, CEO, County of Los Angeles  
**Mark R. Alexander**, City Manager, City of La Cañada Flintridge, representing Contract Cities Association  
**LeRoy J. Jackson**, City Manager, City of Torrance, representing At Large Seat  
**Gerry Miller**, Chief Legislative Analyst, City of Los Angeles  
**Scott Pickwith**, Police Chief, City of La Verne, representing the Los Angeles County Police Chiefs Association  
**Kim Raney**, Police Chief, City of Covina, At Large Seat  
**Alex C. Rodriguez**, Fire Chief, City of Santa Fe Springs, representing the Los Angeles Area Fire Chiefs Association  
**Gregory “Greg” Simay**, Assistant General Manager, City of Burbank Water & Power, representing At Large Seat

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### **Representatives For Board Members Present:**

**David R. Betkey**, representing Leroy “Lee” D. Baca, Sheriff, County of Los Angeles County  
**Cathy Chidester**, representing John Schunhoff, Interim Director, DHS, County of Los Angeles  
**William Fiero**, representing Charles “Charlie” L. Beck, Vice Chair, Police Chief, City of Los Angeles  
**Andrew “Andy” P. Fox**, representing Millage Peaks, Fire Chief, City of Los Angeles  
**Daryl Osby**, representing P. Michael Freeman, Fire Chief, County of Los Angeles  
**Nancy Ramirez**, representing Steven K. “Steve” Zipperman, Police Chief, Los Angeles School Police Department  
**David “Dave” Tankenson**, Donald “Don” Pedersen, Police Chief, City of Culver City, At Large Seat

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### **Officers Present:**

**Scott Poster**, Task Force Leader  
**Connie Yee**, representing Wendy L. Watanabe, Los Angeles County Auditor-Controller

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### **Absent:**

**Reginald “Reggie” Harrison**, Deputy City Manager, City of Long Beach  
**Mark J. Saladino**, Los Angeles County Treasurer and Tax Collector  
**Miguel Santana**, CAO, City of Los Angeles  
**Vacant**, Board Secretary



I. CALL TO ORDER

A meeting of the Los Angeles Regional Interoperable Communications Systems Authority Board of Directors was called to order on January 6, 2011 at 9:00 a.m. by the Chair Bill Fujioka.

II. ANNOUNCE QUORUM – Roll Call

Chair Bill Fujioka made an acknowledgement that a quorum was present without a formal roll call.

III. APPROVAL OF MINUTES

Motions were made for approval of the Minutes from the December 2, 2010, Board of Directors Regular Meeting/Workshop. **MOTION APPROVED**

IV. CONSENT CALENDAR

None.

V. REPORTS (1 – 4)

1. Committee Reports

- Finance Committee. Greg Simay, Chair, reported that the Finance Committee is meeting the 4<sup>th</sup> ~~Monday~~ [Thursday] of the month at the Monterey Park facility at 1:00 p.m. He said that at the December 2, 2010 meeting, the Board had several concerns for the Finance Committee to consider as a potential source of revenue: the phased approach; private sector participation; user fees; and developer fees. He mentioned that Board Member [Mark] Alexander reminded the Committee to be sensitive to options that ask for city funding and to make sure that they are not double-counting charges to Contract Cities. He also stated they would be discussing up-front cost of the finance options; and that additional concerns could be incorporated into the Agenda of the next committee meeting scheduled for January 27, 2011.

Chair Bill Fujioka asked the Finance Committee to lay out all the different financing options and have a proposed timeline to bring back to the Board of Directors at their next meeting for consideration.

- Legislative Committee. Scott Poster, Task Force Leader, representing Chief P. Michael Freeman reported that three issues were to be addressed when the Committee convenes within the next two months: (1) "D" Block Auction Evaluation; (2) the Notice of Proposed Rule Making from the Federal Communications Commission (FCC) TV Channel Spectrum—including channels 14-20 response to the FCC; (3) FCC's Operation of Permanent Fixed Stations in a 700 MHz system.
- Technical Committee. Kevin Nida, Chair, reported that the "D" Block presentation has been completed. An Ad Hoc Working Group convened to come up with recommendations on whether to build or partner and those recommendations will be given to the Legislative Committee. He also stated they will be reviewing the permanent order for fixed systems.
- Operations Committee. There was no reportable action.



2. Project Status

**This section addressed reports and communications only. No action was required by the Board.**

Scott Poster provided the following brief description of the project status since the last meeting:

- **Evaluation Update.** The evaluation is in its final stages. The vendors' demos are anticipated to be held on the 18<sup>th</sup>, 19<sup>th</sup>, 25<sup>th</sup>, and the 26<sup>th</sup> of January; however, the demos may be delayed. The last day of scoring will be either the end of January or possibly the first week of February. Then the Evaluation Team will disband to get ready for negotiations.
- **LA-SafetyNet Update.** A contract for the Environmental Assessment (EA) was signed this morning [January 6, 2011]. That contract requires the EA to be completed by March 31, 2011. At this time, the company is actively working towards that assessment. Also, there is approximately \$13M targeted for administrative cost so that we can assign staff directly to the BTOP Grant.
- **Narrowbanding.** The Sheriff's Department (part of the LA-RICS Team) is gathering all the frequencies in order to prepare a letter to the FCC. That letter will be delivered within the first quarter of 2011.
- **Site Acquisition Team.** There are approximately 115 sites within the City, County and other jurisdictions that will have installations on them for the broadband which are basically microwave towers and associated equipment. An inquiry has been sent to both the County and City of Los Angeles to put together a team of real estate and legal people to address agreements to use facilities throughout the sites. The Committee will be aggressively active for approximately three to six months.
- **Conventional Analog Overlay.** The Request for Proposal (RFP) had included a conventional analog overlay; however, when the evaluation/assessment was done through all the operational units within the Joint Powers Authority (JPA), the number of frequencies was underestimated so there needs to be additional analog frequencies.
- **Negotiation Team.** The team is being formed and should be put together this month [January 2011]. We anticipate approximately 15 people and are still looking for representation from the Board. The team will be broken down into two parts: (1) a terms and condition; and (2) a technical. People will be assigned to both. The negotiations are estimated to take approximately three to six months and would require about half to three-quarters time from those participating.

While the people have not yet been identified the organizations that will be involved in the negotiations are the team at LA-RICS and members of the JPA. That information will be brought back to the Board next month.

Board Member LeRoy Jackson asked what the Negotiation Team was for and if it was for the RFP. Scott Poster responded that the team was to negotiate with the selected vendors. Once the RFP concludes, a vendor will be selected. The Negotiation Team will work on the contract, what's going to be negotiated, and requirements for the system.

Board Member LeRoy Jackson then asked if he [Scott Poster] would be returning to the Board with RFP information as to our capability of funding the system. Scott Poster responded that the plan is to be completely transparent. The Negotiation Team should be formed by approximately the



second week of February. Once they complete the evaluation, information will be presented to the Board of Directors at the next scheduled meeting.

Chair Bill Fujioka said that the negotiation process is like anything else. It's separate from the approval process so anything negotiated or any significant issues must come to the Board for consideration.

Board Member LeRoy Jackson said that he was thinking more of the timing and would like to hear who the bidders are and the amounts of the bids before moving into how we are going to buy.

Chair Bill Fujioka said that the successful bidder could be identified; but if we start talking about the negotiating strategy in an open session meeting, that could be difficult for us.

Board Member LeRoy Jackson stated that he didn't want that but was told we would probably hear who the proposed vendors were at this meeting. He asked if it was another month before we know who submitted proposals and that he would like to know how big the package is.

Mark Manning, Contracts and Procurement, Los Angeles County Internal Services Department, said, "It was not yet complete;" and that we were still in open competition. He went on to say that what is expected right now is that the bids received...and he specifically was talking about the cost-price. They are using those to score the proposals and have no intention of paying that price. They fully intend to negotiate costs and prices which is one reason why at this point that really wouldn't help anybody except for the opposing bidders.

He further stated that the evaluators do not make a selection; they just make a recommendation of what was found and present the scores/score sheets and that it's up to the Board to make the decisions. Board Member LeRoy Jackson asked if this will be accomplished by next month. Mark Manning responded, "Yes."

### 3. Grant Status

Sara Henry, LA-RICS Grant Specialist, addressed the Board and presented the following information:

- Broadband Technology Opportunities Program (BTOP).  
Four reports are due this month. The ARRA report is due on January 14, 2011 and the Quarterly, Financial, and Annual reports are due on January 30, 2011. As mentioned earlier, the EA agreement has been executed and we start work today on the environmental assessment (which is one of the special conditions of the award). The EA needs to be approved by the Department of Commerce in order to be able to build out and draw down funds.
- State Homeland Security Grant Program (SHSGP) and Urban Areas Security Initiative (UASI).  
There are five projects for SHSGP '07. Four of the projects are complete. The fifth project is about 90% completed—it's finishing up on the installation. We are working with the Sheriff's Department for processing of the reimbursements packets and invoices.

Team members will be traveling the third week of January to Sacramento to finalize dates with the UASI and SHSGP administrators to discuss one-year extensions with CalEMA.





On January 13, 2011 there is a presentation to discuss the goals of the UASI Grant for the approval authority.

- Public Safety Interoperable Communications (PSIC) Grant.  
We are eligible for a one-year extension and just have to request it by April of this year. The PSIC representative will be in Sacramento when we are there so we will be asking for the extension.
- Justice Association Grant (JAG) / American Recovery and Reinvestment Act (ARRA) Grant.  
Both the County and City are using their funds to move forward with the communication site projects and have started their environmental reviews. Project completion dates are 2013.

Mark Manning referred back to earlier comments from Board Member LeRoy Jackson. He made a clarification on what he was describing would be presented next month. He said that the evaluations are going to be completed early next month and that the recommendations will not be brought to the Board until after the negotiations process, which should be completed in approximately three to six months.

Board Member LeRoy Jackson asked if the Board will be aware of who they are negotiating with at that stage. Mark Manning said that it could be one or more. Generally, the County does not inform the Board until finished.

Board Member Mark Alexander said that he was confused about the process. He stated that, "You've taken these proposals and are evaluating the proposals but you are looking at the costs of the proposals separately." Mark Manning responded that they are looking at everything in context.

Board Member Mark Alexander stated, "But yet you don't accept the cost proposals as being the proposed costs because you are negotiating...you are anticipating that you are going to negotiate a price." Mark Manning said they are going to also negotiate the Statement of Work and that they have what proposers present. As they go through the review process, they may discover things missing and or need clarification but they don't want to start the whole process over; that's why they interview them. So there will be give-and-take and they expect the dollar amount to change.

Board Member Mark Alexander said that he was also confused about the equity in the process. Because it seems you are taking these proposals and then negotiating basically the contract which may or may not look anything like the RFP and then the Board doesn't see it until you complete the negotiations process. Mark Manning said that it's not drastically different.

Board Member LeRoy Jackson asked if they involve operational elements or things that the agencies work on to include in the RFP and would it be significant if they were changed in this negotiating process. Mark Manning said he thinks the biggest difference that we are talking about is with respect to the analog overlay.

Board Member LeRoy Jackson said that except you don't know until next month. You want to have an idea of what you will be negotiating until that stage. Mark Manning said that there will be additional frequencies for the analog overlay; and so there are going to be cost trade-offs...it is going to effect the ultimate price that we pay.



Chair Bill Fujioka asked how many members were on the Evaluation Team. Mark Manning said seven members. Chair Bill Fujioka then asked how many will be on the Negotiating Team. Mark Manning said that it was about fifteen people and that all the Evaluation members will not be part of the Negotiation Team. Chair Bill Fujioka further asked if it was fair to state that those on the Evaluation Team will have significant technical and operational experience. Mark Manning responded that the technical people have some significant technical and operational experience. Chair Bill Fujioka said that at least the issue would be addressed but that he thinks the difference will be difficulty with what Board Member Mark Alexander is saying – in part the timing of getting information. It's not untypical for a major contract like this to go through this process and then bring it back, because the Board still has the ability to request the team to make changes before the final approval.

Board Member LeRoy Jackson said that he was aware that the County has a different concept but he had never seen anything like this in any of the proposals or processes they use in the city [Torrance] or any of the neighboring cities where we don't know—who the vendors are; what their estimates are when they put in their proposals; the scope or the elements of the negotiations...and then not given to the legislative body until it's wrapped up and handed as a final product.

Mark Manning responded that the more that is released to the public the more the competitors are going to know about each other and that it is going to handicap the negotiations especially if they know what each other is bidding and he doesn't see how that is going to help by making the public aware.

Board Member Greg Simay stated that for clarity, in the evaluation process going on right now, you probably had separate technical and price evaluations. You had the quality dimension, some sort of ranking and then an evaluated price. But in his experience sometimes when you have a complicated system with many elements and you don't want a vendor to play games by low-balling some elements and later on high-balling others, you have an evaluated bid where they don't know the weighting that you are getting through various elements.

Mark Manning said that was pretty close. The people reviewing the cost price are not necessarily technical experts and the technical guys are not financial experts but they do have some idea of the value/worth of some of the things that are being proposed; therefore, two independent evaluations were done.

Board Member Greg Simay asked, without compromising the negotiations, if they would be able to at least mention at some point the vendors that made it to the negotiations stage as opposed to the vendors that got disqualified so they will at least know the number of firms that could be potentially involved in the negotiations phase. Mark Manning reiterated again that they had not planned on releasing any of that information. And just by the nature of this Board, he doesn't see how that helps.

Board Member LeRoy Jackson asked if when they return in three to four months, the Board will see the—process; original proposals; adjustments and modifications that were negotiated and changed; and be able to compare the proposals at that stage to see if they concur with the approach taken. Mark Manning responded that could be done. But the plan was to give the



finished product and the score sheet so the Board could see what they started with—what was negotiated, and the new price; and if they want to go over the original proposals.

Chair Bill Fujioka said that [Board Member] LeRoy Jackson's comments are fair and that we could show the Board from beginning to end. If you have concerns it would be good to either state them now or share them with Scott [Poster]. We will get that list together and get it out to every member of the JPA so that they understand how we are approaching this because it is important that we be as transparent as possible; so you will know where we started and where we ended and whether it's on a cost basis or even a technical basis. Having that kind of information could be important. We will look at it and come back and present the information.

Board Member LeRoy Jackson requested to have a description/literal written document showing the process so he could see it and figure out how it is working; what you are doing; and tying the timelines that have been done so far and the timelines leading into the future to what we think will be accomplished in the actual agreement/contract.

Board Member Greg Simay asked if during the negotiations the Finance Committee could provide input to the Negotiations Committee saying they have determined that this phasing would work out better for the members than some other scheme. And if you could, explore the willingness of the vendors to accommodate that phasing. Mark Manning said we could do that; and the way that we would handle that would be through an Ad Hoc Subject Matter Expert (SMEs) Committee to the Negotiation Team. Board Member Greg Simay then stated that could turn out to be a very important issue given the financial/fiscal challenges that everyone has and will continue to have this year.

Board Member Mark Alexander asked if when they get to the negotiations phase, they are anticipating negotiating with one or more vendors. Mark Manning responded he was not sure at this stage but has not limited it for there is a history in the County of dual or multiple-negotiations. Board Member Mark Alexander stated that given this particular process he concurred with Board Member LeRoy Jackson regarding this type of process, in his knowledge, not [occurred] in city government. But given this process, he would almost encourage negotiations with more than one vendor.

Chair Bill Fujioka said to take it a step at a time. As this process evolves, Mark [Manning], Scott [Poster], and [County JPA] Counsel will bring back additional information. If we start working on assumptions at this early phase then it is not going to be meaningful. But as we go forward there might be a vendor that through the evaluation of the RFP is head-and-shoulders on a technical, operational, and cost basis. At that point, it would be meaningless to negotiate with more than one. But make sure Mark [Manning] has all your concerns of what you want and report back. We will probably have a lot more information to provide at the next meeting because we will be closer to the end of that evaluation phase.



4. Comments & Reports from Counsel

Jose Silva, JPA Counsel reported on two issues:

- (1) Requirement on roll call votes under the JPA Agreement or the Brown Act. He could not find any requirement for roll call votes held. However, regarding the question on whether there are particular issues under the Brown Act, JPA Agreement or the Bylaws which require certain percentages other than just simple majorities, there are. He made reference to Section 2.09 of the JPA Agreement, which provides that “the affirmative votes of a majority of the Directors shall be required when you take any action by the Board, except, two-thirds vote of the appointed Directors should be required to take any action for the following: (a) to establish start-up contributions from Members; (b) adopt a funding plan; (c) to levy and collect or cause to be collected, communication impact fees on new residential or commercial development, then (d) to change the designation of the Auditor or Controller of the Authority, (e) to issue bonds or any other forms of debt; (f) to adopt or amend the bylaws; and finally (g) to exercise the powers of eminent domain.”

Board Member Mark Alexander asked if either in the JPA Agreement or the Bylaws there is also a certain item or items that require the affirmative vote of the County and the City of Los Angeles.

Jose Silva said that he did not look for that particular facet/item and was only looking at percentages of anything varied from the majority. But would be glad to look at that and will come back and report on that particular issue next month.

- (2) There was discussion about the parameters or circumstances under which to call a special meeting. In as much as there was talk about emergency meetings and special meetings those terms were being used interchangeably and they are not interchangeable. He pointed to the section in the Bylaws, Article IV, entitled, “Special Meetings” — which states that, “The Chair should be authorized to call special meetings of the Board of Directors provided that such calls are conducted in conformance of the Ralph M. Brown Act. So notice must be provided to each member of the Board of Directors at least twenty-four (24) hours in advance of the time and date of the special meeting. The notice shall contain the time, date, and location of the meeting and shall set forth all matters to be discussed at the special meeting. Matters that are not set forth on that Agenda that is sent out could not be discussed.”

Section 54946 is an additional section of the Brown Act that deals specifically with “Special Meetings.” It is quoted in the JPA Agreement and the Bylaws. “Emergency meetings” are cited under Section 54946.5. An emergency meeting is defined specifically for something related to a work-stoppage, a crippling activity, or other activity which severely impacts public health, safety or both. Jose Silva did not think that’s what needed clarification. It was more the requirements for calling a special meeting.

Board Member LeRoy Jackson asked, if separate from the Bylaws, would we need a two-thirds vote to add an item to the agenda after the agenda is issued. Jose Silva answered, “Exactly” that’s another particular item. He believes that is dealt specifically in the Brown Act. Once an Agenda is issued, it requires agreement from two-thirds of the Board members in order to be included the Agenda.



Board Member LeRoy Jackson then asked if we should have a documented vote for that. Jose Silva said that whenever you have a two-thirds vote probably the wise choice would be to have either a roll call vote or specifically documenting the numbers of individuals of the Board who decided for either side.

VI. ADMINISTRATIVE MATTERS (5 – 6)

5. Contract for BTOP Mobile Broadband Network Engineering Services for LA SafetyNet

a. **ACTION ITEM**

Scott Poster requested the approval of the Authority to authorize the Task Force Leader to execute a contract with a qualified engineering firm with expertise in Long Term Evolution (LTE) technology to consult and serve as SMEs for the technical aspects of the LA SafetyNet project. The contract will be for a term no longer than three (3) years and in an amount not to exceed \$2M. This action will further authorize the Task Force Leader or his designee to issue the necessary work orders and pay all invoices under this contract and provide the Board of Directors with monthly status reports on any expenditure. The funds are complete grant reimbursable through the BTOP.

Board Member LeRoy Jackson asked if the LTE was the only firm that was looked at. Scott Poster said that LTE is a technology not a firm. Board Member LeRoy Jackson then asked if we have explored with firms at this stage. Scott Poster replied, "No." Board Member LeRoy Jackson further asked if he [Scott Poster] would return with a recommended selection before we the Board authorizes/actually enters into the contract or was he also asking for authorization to enter into the contract without Board review of who was being proposed. Scott Poster said that we are asking for authority to allow the Task Force Leader to contract with a Mobile Broadband Network Engineering Services company and that we would have to establish an RFP and put that out in the contract.

Board Member LeRoy Jackson stated that we will not see who you will select and asked if you will do that on your own. Scott Poster said that we could bring that back to the Board next month. We can prepare a proposal and that we are asking for approval for the Task Force Leader to contract with an engineering firm. We can bring the engineering firm back next month.

Chair Bill Fujioka said the recommendation would need to be amended to state that in order to request approval for developing and issuing an RFP to identify a contractor, that contract would need to come back to the JPA for full authority.

Board Member Mark Alexander said that raises a different issue that's not on the agenda but might be worthy of discussion in a future meeting. What authority do we want to give the Task Force Leader to enter into contracts without having to come back to the Board. Chair Bill Fujioka stated that as similar items come up that cause concern, proper adjustments can be made to bring back to the Board for final approval. But we can have that discussion. It's part of the scope of duties and responsibilities of the Task Force Leader.

Board Member Greg asked if in approving this request, it would also allow for authorization of a \$2M in grant reimbursable funding.

Chair Bill Fujioka stated that we will be making that decision when the final contract comes before the Board. Right now this speaks to the issuance of an RFP and the intent to identify a contractor and to return to this Board for approval to commit \$2M for this contract.



Board Member LeRoy Jackson then confirmed that they [the LA-RICS Team] would be able to go forward with the RFP and bring the results back to the Board. Chair Bill Fujioka stated that was the Motion he was suggesting.

Board Alternate Andrew Fox moved to amend item 5a as recommended by the Chair to bring back the RFP to the Board for final approval of the contract. **MOTION APPROVED**

6. Selection Process for a Consultant (Executive Director)

a. **ACTION ITEM**

Scott Poster requested approval from the Authority for the recruitment and selection of an Executive Director and that the Board give authorization to the Taskforce Leader to execute a contract with a candidate as an independent contractor.

Board Member LeRoy Jackson said that the bulletin showed that we had already done this in a sense so the intent was not to go back out and recruit further. Scott Poster stated that was correct. The County of Los Angeles conducted recruitment in August of 2010 and the recruitment ended up with a successful candidate selected by the CEO as directed and we would be entering a contract with the selected individual.

Board Member LeRoy Jackson indicated that he was going to vote “no” on the process because this did not read right. He said that we are pursuing an RFP; and if we are, then we are looking at firms who could provide a service. However, instead we are looking for an employee. And no matter how we cut it this is an employee of the agency. “It looks likes, smells like, an employee”. The two processes have become very intermingled and he cannot agree with the process itself so when the motion to the action is taken he would like to indicate a negative on that.

Chair Bill Fujioka recommended a full discussion and asked Board Member LeRoy Jackson for his suggestion.

Board Member LeRoy Jackson said that he didn’t understand Counsel’s attitude when administrators who have been employed by our agency as an administrative function contracts with an agreement authority. We had individuals who were employed by specific agencies that report to joint powers through the administrative agency in other areas.

Board Member LeRoy Jackson feels the individual should be an employee of the County of Los Angeles. If the County of Los Angeles is comfortable with having a contractor administer a function of their agency, then they should hire the contractor and not the Board. He was uncomfortable with hiring a contractor who looks, smells, and acts like an employee, especially since the individual’s responsibility is going to be supervising employees of the County of Los Angeles.

Chair Bill Fujioka said that the individual selected would not be supervising employees of the County of Los Angeles. Board Member LeRoy Jackson reiterated that the Project Manager is in charge of the staff which is handled by the administrative agency [County]. Chair Bill Fujioka said that this isn’t just a County of Los Angeles project; it’s a JPA Project. Chair Fujioka asked Jose Silva to respond to the question or concern on whether or not this person should be an agent, an employee of the County, or the JPA.





Jose Silva responded that there are certain parameters that we have to comply with to ensure that person doesn't become an employee and is treated as an independent contractor. There are regulations and guidance put out by the Internal Revenue Service among other authorities relating to the extent any actions that person...the relationship between how and the entity for whom that person provides services. Board Member LeRoy Jackson stated that if we are providing a salary, that's how it is expressed and asked what office will the individual hold. Jose Silva said he didn't know; he wasn't involved and did not know the answers to those particular questions. Scott Poster responded that it's compensation not a salary.

Board Member LeRoy Jackson then stated that the compensation was by comparing division heads in the County of Los Angeles. That it was expressed in the same format and procedure and if we were going to contract for project management we would go with our RFP. We would see what firms could provide that service for us and take a look at and evaluate those firms as we are with our general RFP for the project itself. We haven't done that. We are looking at an individual rather than a firm. He went on to say that we are offering them...and you won't even let us know what sort of pricing we are getting on the overall project.

We are saying we will give you this amount of money to do this job rather than determining whether or not we want that person for the job. We sent out an RFP asking what you could do, how much will it cost, and what would you provide in services and scope of work.

Chair Bill Fujioka asked to confirm if he was saying that if we hire a project management firm, could that be done on a contractual basis and what if the firm consisted of one individual. Board Member LeRoy Jackson said that if it is a proposal, then send back a RFP similar to what we are doing here. We send out and say this is what we want done. Tell us how much it is going to cost and what scope of work you will provide, evaluate that and arrive at a conclusion.

Scott Poster said that we've conducted an RFP. We not only did Los Angeles Department of Human Resources (DHR) recruitment; but at the end of that recruitment the Board elected to have an RFP similar to what you have now and the RFP was put on the street and conducted through a valid procurement solicitation. Board Member LeRoy Jackson said that this was done through a committee of this Board which said we should go back out and recruit. Scott Poster responded that was not true. When it came back to the Board, it was decided not to continue. It did not ask anybody to go back out to re-solicit anything.

Board Member Kim Raney said that he would have to disagree with that because he was on the Board Sub-Committee and was given the opportunity to interview just one candidate. He said they conducted that interview. There was discussion regarding wanting to see a new process because there were not many candidates. So this is a repeat of that and he thinks the end result is going to be where we have already been.

Scott Poster said that comment ["there were not many candidates"] from the selection team as it was brought forward did not officially make it to the Board. At the December 2, 2010 meeting, the Board expressly gave direction to the County of Los Angeles Chief Executive Office to select and provide the Executive Director. Therefore the County selected using a DHR official recruitment of



a Director. Once the Director has been selected by the CEO, he would be invited to the Board for approval as an independent contractor.

Chair Bill Fujioka said he was trying to get us to an endpoint and is willing to do whatever this Board wants. He remembers that we asked the County to go through a recruitment process to identify someone. We did. That process and that person were rejected. The recommendation was to go off the RFP. We did that. That process was subsequently rejected and the direction to Los Angeles County was to go find someone and hire them to be the project director and so we did that. But regardless of that at this juncture...whatever this body wants, tell us now what you would like to do. Let's have a discussion on how you would want this to happen. And we would be more than happy to scrap everything, go out for the new process to identify someone and move forward but we have been from County to RFP, and back to County.

Board Alternate David Betkey stated that we had this discussion at the last JPA meeting and it was decided. He doesn't know why we have to keep rehashing this. The power was given to you [the Chair/CEO], the Board said, "the JPA agreed to give you the permission and power to make the selection and fix the semantics" and we did that at the last meeting so why are we having this discussion now.

Board Member Mark Alexander disagreed. He doesn't think the Board gave the County the authority to appoint this person. His recollection is that we have entered into a management services agreement with the County, so there really isn't a need to enter into any other additional contracts with anybody to provide Executive Director services. What we said was, "County, since we have this management services agreement with you, you are supposed to provide these services. You identify who the Executive Director will be, comeback and ask for ratification of that individual."

Board Alternate Cathy Chidester stated that on Page 6 of the Minutes of the last meeting that were approved earlier...the motion is written.

Board Member Mark Alexander asked if we have a management services agreement with the County. Jose Silva stated that as far as he knows there is no such agreement with the County and the JPA. He knows that the Board of Supervisors at the August 3, 2010 meeting approved forms of agreement to be used when County employees were going to be "donated" from the County to the JPA. He didn't know if any of those agreements have ever been executed. His belief is that there has been no such agreement entered into as of this point; and in any event those agreements related to County employees who are being "donated" to the JPA which is different in this situation because we are talking about an independent contractor who is not a County employee.

Board Member Mark Alexander said that he thinks the problem arose when we looked to the County to provide the management services. The County went through its process to identify this person and the person that they wanted to select is a retiree of the County and, therefore, couldn't be hired back as an employee of the County. This forced the issue of whether the Board could hire an independent contractor directly as opposed to a County employee through the management services agreement which this Board currently has with the County.





We need to decide what to do with this individual. Is this the individual we want and if so then this Board ought to enter into an independent contractor agreement/consultant agreement with that individual because that person can't provide services as an employee of the County.

Board Member LeRoy Jackson stated that our discussion last month was that the County would employ and we would establish some sort of reimbursement which would allow the County to administer and manage. But if this is going to be our consultant then the selection process is not appropriate and has to come to the whole Board for consideration.

Chair Bill Fujioka said that we could refer back to the Minutes of the last meeting, Page 6, last paragraph...it speaks to a Motion that Chief Fox made, "...that the Board delegate to the County a selection process for the Executive Director/Leader of LA-RICS but the payment structure come through the LA-RICS budget. Chair Bill Fujioka reiterated that was through a contract. Board Alternate Sandy Jo MacArthur seconded the Motion. Board Member Mark Alexander said that the only clarification on that Motion was that the selection process would be subject to the ratification of this Board on who that individual is." The only concern at the last meeting was to ensure that person was brought before the Board for ratification.

Board Member LeRoy Jackson stated that the contract is between the County and the individual. Chair Bill Fujioka reiterated this to the JPA. Board Member LeRoy Jackson said that our reimbursement would be to the County. Chair Bill Fujioka said that the contract is with the JPA.

Board Member LeRoy Jackson said if it is a contract with us as the Board of Directors, he feels uncomfortable with the fiduciary responsibilities of actually seeing, talking to, and making a decision for the appointment of a contractor. Chair Bill Fujioka then asked the Board why they delegated this authority.

Board Alternate Andrew Fox stated that this discussion was held at the last meeting.

Board Member LeRoy Jackson stated that it has been the intention of the County to employ this individual. The County is to contract and the Board will reimburse the County.

The County takes all responsibility for that individual. It is part of the function of the administrative role related to the JPA.

Board Alternate Andrew Fox asked if the Board had a concern with the Executive Director being an employee of the County and how the Executive Director would be reporting and accountable to the JPA.

Board Member LeRoy Jackson said that he was uncomfortable not being involved in the selection process. If this individual is responsible to us, then we need to be involved in the selection process, not just the ratification.

Board Alternate Andrew Fox said that unless someone has a different perspective, it's clear the Executive Director is going to be accountable and responsible, reporting to the Board every month. The Executive Director will not only respond to questions from the Chair, but also to questions from every agency we have an agreement with.



Scott Poster stated that the selection process was given to the CEO at the last meeting. The appropriate way to pay this individual is through a JPA contract, not a Board of Supervisors contract. The JPA contract is the most appropriate way to for the Board to contract with the Executive Director. That's why it was put it on the agenda for the Board to vote on. It's not a Board of Supervisors' controlled person; it's a JPA controlled person and that's how we presented to the Board today. In other words, we are looking for a JPA contract to approve the Executive Director position as selected by the CEO of the County.

Board Alternate Andrew Fox said that (1) we need an Executive Director and (2) we have to agree on the process. Once agreed, we need to stick to that process. This is the third time we have gone through this. We asked the County to handle the last time, which they did with ratification of this Board.

The County went through the selection process, common to government, and has brought back a recommendation to the Board. Regarding the selection process, that was delegated to the Task Force Leader; and there was representation from other agencies.

He said that we have gone through this process twice. He thinks the Chair is saying he really doesn't care what the process is, only that this was the agreed process. He said when the candidate is brought before the Board for final approval, we need to stick to that process, unless for some reason the Board feels this individual isn't the best qualified candidate.

Board Member Mark Alexander said that he doesn't think it's a problem with the process but a problem with the legal relationship. There really shouldn't be a contract before the Board for approval. There's already an agreement with the County to provide management services. What should be before the Board is the County's recommendation on who to ratify as Executive Director. It doesn't make sense for this Agenda item to ask the Board to approve an agreement and to authorize the Task Force Leader to execute the agreement with this individual.

Jose Silva stated that everybody keeps referring to an agreement with the County to provide administrative or management services. He asked if somebody could point him to that agreement because he is not familiar with it. If such an agreement exist, he should be familiar with it.

Board Member LeRoy Jackson said that there may be a misunderstanding regarding this document being brought before the Board regarding shared employees.

What he was referring to was a vote that we had an agreement between the Board and the County which would allow the County, as the administrative function for the JPA, to carry out all those functions of an administrative agency.

Jose Silva said that the agreement that was to be discussed and brought up would be the JPA Agreement itself. He asked if the JPA Agreement provided for that because that's where it would be appropriate. It's the agreement that the JPA is going to run.

Board Member LeRoy Jackson discussed a possible agreement with the County of Los Angeles where they would take the lead, administer the day-to-day operations, and report back to the Board.



Board Member Mark Alexander mentioned that he recollects a couple of meetings back where that agreement was approved by the Board. He stated that it wouldn't be a JPA issue; the JPA is a governance document. This is a management issue where this Board authorized the County to administer the JPA.

Jose Silva said that wasn't an agreement that's a Board action that was taken. This was not an agreement but rather a Board action that was taken. Board Member Mark Alexander stated his recollection was that it was a Board action. Jose Silva said that he was not in a position to approve that on behalf of the County and didn't know if the County is willing to take on that role. He was not familiar with the parameters of exactly what that role would encompass and so he would leave it to the Chair.

Board Member Greg Simay thinks we see ourselves as policy-making legislative body [this group] and want to give policy direction to the Executive Director; however, when it comes to administrative policy, in particular personnel policy, we don't want to be entangled in that. This is probably because we don't have the ability to exercise proper oversight and partly because we are seventeen (17) different agencies, each with different personnel policies. So just for that alone, we would want one uniform policy to apply. We have seen that the County would be the most logical agency to provide that. He's not sure if we have accomplished it at this point but thinks what we want to accomplish as a Board is to have an Executive Director that is responsible to us for faithfully carrying out policies but is responsible to the County for appropriate personnel and other administration so we don't incur legal liability for any personnel issue that might arise. He asked how we would accomplish this.

Jose Silva that we accomplish this by hiring an independent contractor; there would be no need for an employee policy as this person would not be an employee. This is the whole reason why it was approached in this way.

Board Member Greg Simay asked how that would work as far as that person's management of other staff employees for LA-RICS and if that would still be subject to...because LA-RICS will have a staff of employees or independent contractors...what is the status of the other staff members.

Scott Poster said that the staff of the LA-RICS Team will be a combination of people from other agencies within the County of Los Angeles. We made an agreement to have people working within the JPA as well as independent contractors. The functional supervision for an employee of the County of Los Angeles will be with the JPA; however, the Human Resources portion of that employee will be with the originating agency. For example, we are looking to hire an Administrative Director from the District Attorney's Office who will be part of the District Attorney's Office on loan to the JPA. This individual would be supervised by the Director of the JPA. So there will be a hybrid of independent contractors, like our grants specialist, as well as County employees or other administrative agencies as per an agreement to work functionally within the JPA itself. The HR issues for non-independent contractors will be within their originating agencies.

Chair Bill Fujioka stated that as an example, if we were to have a City of Torrance employee on the JPA team, a County of Los Angeles employee could not technically supervise that person.



That person may provide functional supervision and provide direction but technically cannot because that person is not an employee, similar to an independent contractor. You want us (the County) to manage; but when it comes to an issue we would have a discussion like this to say, "Oh, we didn't mean this for this one aspect of that management function." So the Minutes from the last meeting clearly states the Board delegates the authority for us [the County] to recruit and identify. We could take Board Member Mark Alexander's recommendation and bring back the person we recruited for this Board to ratify but as Counsel said he welcomes anyone else who is from the respective agencies to talk to their Counsel. What is being recommended is that individual's contract should be with the JPA. If you would like to ratify the individual at the starting point, at the one step, then this has been a very convoluted process. You have said to recruit, identify, select, and appoint; we have done that by this Board.

Board Member LeRoy Jackson said that he wanted to be taken out of the loop because this process sets us back. He would move that we have a full interview of the candidates selected by the County looking at his experiences, his background, and his elements to do a full interview before the Board.

Board Member Mark Alexander said that he is going to second that Motion.

Chair Bill Fujioka said that **before we vote on that, it is contrary to what he recommended and approved at the last meeting.**

Board Member LeRoy Jackson said that he was correct but that he did not want it to be the contractor. He wants the County to be the contractor. We agree with what you do, and you take the responsibility of that appointment. If it is our responsibility as a Board, we are making the decision, the formal decision not just ratification, but actually employing and authorizing the contract then he would have to go through the full interview process himself.

Board Member Mark Alexander said that he was referred back to the Minutes and to put this discussion in context. Page 5 of the Minutes says, "Board Member Mark Alexander said that if this Board has already decided that we are comfortable contracting with the County to provide management services to LA-RICS then he was comfortable with the County presenting someone to the Board that we would ratify." And in the last paragraph it says, "Board Member Mark Alexander stated that our only contract then would be with the County to provide management services. It would be up to the County to decide what type of relationship it has with the individual." He went on to say that was not what was before the Board today as an action item. The action item is for this Board to enter into an independent contract or consultant agreement. So that is inconsistent with what the Minutes are stating.

Chair Bill Fujioka asked Counsel if the contract could be with the County.

Jose Silva said that he was confused because he thought the reason the contract could not be with the County was because that individual had been employed by the County and that employment had ended; and there is a statutory restriction against that person being re-hired by the County.

Chair Bill Fujioka said that he didn't believe that to be true because they had contracts with former County employees after that one year cooling-off period.



Jose Silva said that he was not comfortable because the specifics regarding that question may be an issue and he could not speak to it right now. He would have to look to see if any restrictions as such actually exist. His understanding was that this was the reason we could not hire that individual through the County. Chair Bill Fujioka said that we can do a separate contract with an individual.

Board Alternate Cathy Chidester asked what the standard was with other JPA's in the County and if we know from their executive team or executive directors if they are hired by the JPA or the County. Chair Bill Fujioka said that it's probably a mix for executive directors with other JPA's. We have examples where they are County employees; we have examples with a contractor. However, not at all as complicated as this one.

Board Member Jerry Miller mentioned that all the JPA's that set up California Avatar User Group (CAUG), the South Bay CAUG, the Westside Cities CAUG, the San Fernando Valley CAUG, all have executive directors hired by the JPA. Board Alternate Andrew Fox said that he would certainly concur with that. He sat on a couple of JPA's in his other job as Mayor of Thousand Oaks. They are generally not employees of any other individual agencies that represent the legislative body of the CAUG. They are the executive director and they are accountable and employed by that CAUG.

Board Member Mark Alexander said that he didn't think anyone is saying that can't be done because it can. But what he thinks Mr. Jackson is alluding to is if that's the process we want to employ here then we ought to develop the process and go through with it.

Board Member LeRoy Jackson said that was correct. If we are the responsible agency then we interview the candidates.

Chair Bill Fujioka said that we have had this conversation four times now. Board Member LeRoy Jackson said that we have gone through three different ways that the County could select somebody trying to avoid doing it ourselves. If it is imposed upon us to do it ourselves then candidates should be RFP respondents since they are not employees and should come forward to the Board; and we should interview them as we would any other significant RFP and make a decision based upon what we hear.

Board Alternate Andrew Fox said that he would offer up maybe a modest proposal....

Chair Bill Fujioka said that we do have a Motion on the floor and asked Mr. Jackson to restate his Motion. Board Member LeRoy Jackson said that the Motion was if this is the only direction we could go, the matter/candidate be brought forward for interview by the Board as a whole.

Chair Bill Fujioka asked if we have a second to that. Board Alternate Andrew Fox asked if we are going to have a discussion.

Board Member Greg Simay said he thinks that at the policy level maybe we didn't have enough of this type of discussion earlier, if we want the County to be the project manager for LA-RICS. If we want the County to be the project manager then certainly with a motion that is on this Agenda we could say we have picked an individual to act as the Executive Director on our behalf.



If we don't want the County to be project manager even though we may want the County to handle administrative and personnel functions, then we are saying that we want someone that we ourselves as a Board hire. He thinks Mr. Jackson's point simply is, if we are making that second decision then we need to be more involved in the selection of that individual. So the question is, as a Board, are we looking to the County to be our project manager and this is simply by appointing the executive director. This is the way that they have recommended to us that we let the County accomplish that charge.

Board Member Mark Alexander said that he agreed with Board Member Greg Simay's summary of where we are with but one addition. If we agree that the County should manage this then we are looking to them and actually our role is less and all we need to do is ratify the County's selection. We don't need to take this action today. If our answer to your question is no, then we need to do more which is what Mr. Jackson's motion is.

Board Member Greg Simay stated that he sees us more of as a policy-making Board essentially to legislative and character and that he was comfortable with delegating the project management. Because with the correct policy then it just boils down to is someone competent to carrying out the policy.

Chair Bill Fujioka said that we have to be careful about this because when you speak to the management it is not selective management. So when you talk about the County managing this project it comes with significant latitude and authority. What's frustrating is that you will say that but it will be a very selective application and when we get down to something else that's clearly within the preview of a management process, we then say, "Oh, no that's not what we meant. We meant only as it relates to the Executive Director; that is a very narrow context and narrow definition and so if you would like to interview the candidate...then we will put them right there, interview them, ask them questions, ask all of you to leave the room because this will be a confidential interview.

Board Member LeRoy Jackson said that you cannot do a confidential interview. Chair Bill Fujioka said that for personnel, we can absolutely do that. Board Member LeRoy Jackson stated that we can't because he is not an employee. Board Alternate Andrew Fox stated that there is a motion on the table for discussion. We talked about never seeing a process but he has never seen a process where job interviews are done in an open hearing.

Board Member Kim Raney said that it seems like we are going through this process because we have only identified one candidate and we are trying to find a mechanism to hire that candidate and it seems like that is what's causing the problem. Chair Bill Fujioka said we can go out again and he would be happy to do that.

Board Alternate Andrew Fox said there is an open invitation which has been extended a number of times for members of this Board to participate in the interview process. His personal view is that we have to have some level of consideration for the candidates. He would be happy to allow a committee of people on the Board to participate in the interview process (whatever process) and then whatever the group decides the committee brings it back to be ratified by the body as a whole. And he thinks the Chair has asked a number of times that if you want to be a part of the process, to





let him know. But once we agree on the process, we are finding some common ground which we then need to stick to.

Board Member Mark Alexander said that the problem is we keep reverting back to a discussion about the process. We haven't answered the question about what the legal relationship is with the individual. The legal relationship questions are: (1) is this person going to be identified and presented to us for ratification by the County; (2) is this person going to be an independent consultant contractor of this Board; or (3) is this person going to be an employee of this Board. We have to answer that question before we can move to the process discussion.

Board Alternate Andrew Fox replied that the attorney said, "b-2". Very clearly, this person is going to be a contractor who is hired by the JPA and reports to the JPA.

Board Member Mark Alexander said that if that's the answer, we have to turn to the process of selecting the independent consultant that is going to report to this Board.

Board Alternate Andrew Fox said that his modest amendment is exactly what we have talked about, rather than having 17 people interview candidates. It would have to be that the Board would allow for a selection committee comprised of membership from the Board to interview candidates, go through the process and then recommendation made by a group of Board members would be brought back here for final ratification.

Board Alternate David Betkey asked what the issue is if the County decides that they want to help manage this process with the vast resources of the County. What is the issue of why the County will not do that if the caveat is, that person/that Director will report to this JPA and won't have any authority or decisions made without this JPA saying no we don't want, go back, we want you to make different recommendations.

Chair Bill Fujioka said that you've already made the distinction. The distinction being help manage, that's exactly what he is doing right now sitting in this chair. Manage is significantly different. Legally, on a fiduciary level, legal level, on an operational level, and so on. Help manage, we are doing that right now, I am doing that right now. Board Alternate David Betkey then asked if we could not help manage with the Director reporting back to the JPA. Chair Bill Fujioka responded that he has tried to do that to the extent that he is capable of doing that.

Board Alternate David Betkey stated that we are going to have three interview processes now. We have already done it twice. We are going to do it three times and the end result will probably be the same.

Board Member Greg Simay said that this has helped clarify his thinking. He thinks that option "b 2" works the best for us. The Executive Director is the key individual that's going to take the policy direction of the Board and translate it into staff action; and we need that direct link. Plus we could be delegating too much to the County otherwise. An independent contractor is the correct way to do it and it still isolates us from having to deal with personnel issues. The County has picked someone who is certainly technically qualified and has all qualifications of a project manager. But the purpose of the interview is basically to let the individual know that his/her boss is the Board. And the questions would not so much be technical competence but having to do with how would



you communicate with the Board, how would you translate policy direction. Basically is this an individual that could work effectively with a 17 member JPA. He thinks at this point with the vetting that the County has done, you can take the individual's competence for granted. You've got a bunch of great candidates now; you are looking at fit and we just want to verify that there is a good fit between the recommended candidate and the Board. And also ensure the candidates understand what the Board's expectations are. He thinks the Board can delegate a sub-committee to do that because he thinks that part should be private. The sub-committee of the Board could then recommend the candidate.

Board Alternate Andrew Fox made a formal amendment to Mr. Jackson's motion that a selection committee comprised of members of the JPA be convened and that committee would interview perspective candidates for the Executive Director and would bring back a recommendation to the JPA Board as a whole.

Board Member Kim Raney said that he would like to make sure that it is plural, "candidates" not candidate.

Board Member LeRoy Jackson asked if we could have a sixty-day RFP process if we have more than one candidate.

Board Alternate Andrew Fox said that we would have more than one candidate because we interviewed more than one candidate before.

Board Member LeRoy Jackson asked again if there would be a RFP process of sixty-days or thirty-days.

Board Member Greg Simay said that we did not need a RFP at this point... and that his question of the County was if there is any reason to believe that you would get a more qualified candidate by repeating the process. Chair Bill Fujioka said he thinks that at this point, given the concerns, it will be time well-served. If it brings a higher comfort level for everyone that we send, that we get this thing on the street again and that we ask all of you through your respective contacts, relationships, and so on to beat the bushes, find someone, a firm who would like to do it. I don't care...but we go out and find everyone and get that out there. He would suggest we get a committee and not this whole group; and we trust our committee like we trust the Finance Committee, and the Technical Committee, and the Operations Committee, to convene and let them go through the whole process and interview everyone, put a candidate right there in front of all of us and we vote on it.

Board Member LeRoy Jackson said that there should be an amendment that it be an Ad Hoc Committee so that it is not covered by the Board.

Chair Bill Fujioka stated that we have an amendment. He asked if everyone is comfortable with it. Are we set in stone? **We have a first, a second.** We've had a substantial discussion and without any objections that would be the order.





VII. MISCELLANEOUS – (None)

VIII. ITEMS FOR FURTHER DISCUSSION AND ACTION BY THE BOARD

These issues are **to be discussed at a future meeting:**

- a. Project Funding and Guidance Feedback
  - To what extent a subscriber unit would speak to part of the financing packet
  - To what extent will that be viewed as the responsibility of the agency
- b. Project Risk Controls
- c. Authority to the Task Force Leader to enter into contracts without having to come back to the Board

IX. PUBLIC COMMENTS

No additional comments from the public on items of interest were received.

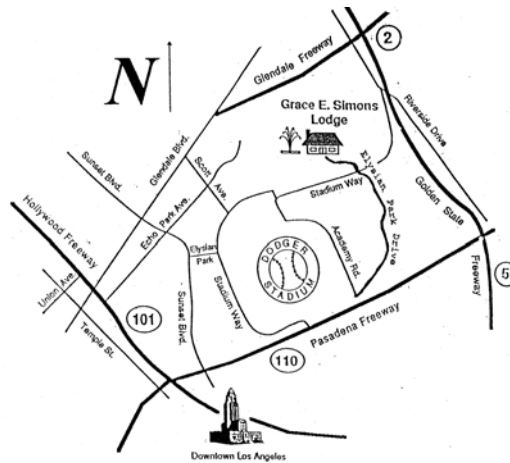
X. ADJOURNMENT and NEXT MEETING

Chair Bill Fujioka adjourned the meeting at 10:27 a.m.

The next regular meeting of the Board of Directors is scheduled for Thursday, February 3, 2011, at 9:00 a.m. at the Grace E. Simons Lodge

Grace E. Simons Lodge...1025 Elysian Park Drive...Los Angeles, CA...90012

Map and Driving Directions:



- **5 Freeway NORTH:**

Exit Stadium Way, Turn Left on Riverside Drive. Turn Left on Stadium Way, Turn Right at top of hill on Elysian Park Drive.

- **5 Freeway SOUTH:**

Exit Stadium Way, Turn Left on Stadium Way. Turn Right at the top of the hill on Elysian Park Drive.

- **110 Freeway NORTH:**

Take the 110 North to the 5 North. Exit Stadium Way, Turn Left on Riverside Drive. Turn Left on Stadium Way, Turn Right at top of hill on Elysian Park Drive.

- **2 Freeway SOUTH:**

Take the 2 South to the 5 South. Exit Stadium Way, Turn Left on Stadium Way. Turn Right at the top of the hill on Elysian Park Drive.

- **101 NORTH:**

Exit Glendale Blvd/Echo Park. Go straight on Union Ave. Turn left on Temple St. Turn left on Glendale Blvd. Turn right on Scott Ave. Turn left on Stadium Way. Turn right on Academy Road, immediately turn left back onto Stadium Way. Go half (1/2) mile and turn left on Elysian Park Drive.

- **Sunset Boulevard WEST:**

Take Sunset Blvd., West, Turn right on Elysian Park Avenue. Turn left on Stadium Way. Turn right on Academy Road, immediately turn left back onto Stadium Way. Go half (1/2) mile and turn left on Elysian Park Drive.