



Board of Directors SPECIAL MEETING MINUTES

LOS ANGELES REGIONAL INTEROPERABLE COMMUNICATIONS SYSTEM AUTHORITY

March 9, 2011

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

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
Reginald “Reggie” Harrison, Deputy City Manager, City of Long Beach
LeRoy J. Jackson, City Manager, City of Torrance, representing At Large Seat
Daryl L. Osby, Fire Chief, County of Los Angeles
Donald “Don” Pedersen, Police Chief, City of Culver City, At Large Seat
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
Miguel Santana, CAO, City of Los Angeles
Harold Scoggins, Fire Chief, City of Glendale, representing the Los Angeles Area Fire Chiefs Association
Gregory “Greg” L. Simay, Assistant General Manager, City of Burbank Water & Power, representing At Large Seat

Representatives For Board Members Present:

David Betkey, representing, Leroy “Lee” D. Baca, Sheriff, County of Los Angeles County
Cathy Chidester, representing Dr. Mitchell H. Katz, Director, DHS, County of Los Angeles
Andrew “Andy” P. Fox, representing Millage Peaks, Fire Chief, City of Los Angeles
June Gibson, representing Gerry Miller, Chief Legislative Analyst, City of Los Angeles
Sandy Jo MacArthur, representing Charles “Charlie” L. Beck, Vice Chair, Police Chief, City of Los Angeles
Nancy L. Ramirez, representing Steven K. “Steve” Zipperman, Police Chief, Los Angeles School Police Department

Officers Present:

Scott Poster, Task Force Leader

Absent:

Mark J. Saladino, Los Angeles County Treasurer and Tax Collector
Wendy L. Watanabe, Los Angeles County Auditor-Controller
Vacant, Board Secretary



I. CALL TO ORDER

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

II. ANNOUNCE QUORUM – Roll Call

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

III. PUBLIC COMMENTS

None.

IV. ADMINISTRATIVE MATTERS

A. DISCUSSION AND/OR ACTION ITEMS:

1. Motion by Board Member LeRoy Jackson (Member at Large): Motion to Release Certain Non-Public Information in Connection with the Voice/Data Solicitation.

Scott Poster, Task Force Leader, reminded the Board that before going into open discussion, Board Member LeRoy Jackson's Motion needed to be approved.

Board Member LeRoy Jackson so moved; Board Member Greg Simay Seconded the Motion.
MOTION APPROVED.

Chair Bill Fujioka cautioned Scott Poster, Jose Silva, and John Geiger regarding discussing specific information such as scores, costs, etc., because they did not want to compromise the integrity of the overall process, specifically the bids.

- i. Was the Request For Proposal (RFP) posted or was it sent to a designated list of vendors, and if sent, it would seem that the list should be provided to the Board?

John Geiger responded that the RFP was posted on the Authority's website as well as the County's open solicitation website. It continues to be available on the County's closed solicitation webpage.

Member LeRoy Jackson asked if the RFP was sent out to any list of vendors and if the vendors on file were contacted to pick up the RFP. John Geiger responded that he would need to check with staff.

- ii. The number of proposals that were submitted by vendors regarding the RFP?

John Geiger responded that there were two (2) proposals. A third notification was received from a potential proposer declining to participate.

- iii. A list of any proposals that were rejected and the reason for the rejection?

John Geiger responded that none were rejected.



- iv. If the number of proposals has been reduced to a list for the current process of further negotiations – the criterion used to make that decision?

John Geiger responded that the Authority will begin negotiations with one proposer. That proposer was selected using the criterion on Pages 29 through 32 of the published RFP.

Board Members Alexander and Simay were concerned regarding negotiation with one vendor as opposed to multiple vendors. Board Member Mark Alexander said that vendors should be made aware that this issue of negotiating with one vendor or multiple vendors has not yet been resolved. There is the potential that this Board could direct the Negotiations Team to work with both or multiple vendors. Board Member Greg Simay asked if the door was still open to negotiate with more than one vendor if deemed in the best interest.

John Geiger responded that both the Authority and the vendors are aware of this fact and that the firm offers are open until December 31, 2011. Nothing is final until finalized by this Board.

Board Member Mark Alexander said that in addition he did not recall this Board ever adopting a Motion to direct staff to negotiate with one vendor. He felt that was an issue that was still up in the air. While staff may be taking initiative to do that, that isn't the decision of this Board.

John Geiger explained that this presupposes single negotiations, unless, discretion is exercised by this Board and the committee is instructed to go into dual negotiations. Referring to Board Alternate Andy Fox' comments, his understanding is this Ad Hoc Committee being under a non-disclosure agreement will be fully briefed on the process, but briefed in the context of the actual live data that comes out of these two proposals.

- v. Finally a copy of the RFP addendum which addressed the broadband grant.

John Geiger responded that since the last meeting, a copy has been provided to each of you electronically.

LeRoy Jackson felt that this question could result in a policy decision by the Board.

Chair Bill Fujioka said that with respect to Agenda Item Number 3, Questions 1 through 5 would be put on hold pending the outcome of the Ad Hoc Committee. He then asked for volunteers to participate on the Ad Hoc Committee. The following Board Members and Alternates volunteered to participate: LeRoy Jackson, Daryl Osby, Greg Simay, Patty Huber, Mark Alexander, Reggie Harrison, Nancy Ramirez, and David Betkey. Chair Bill Fujioka stated that parameters would be developed and provided to all Board members.

2. Letter from Interim Director regarding release of certain non-public information in connection with the voice/data solicitation.

Scott Poster stated that the Authority, since its creation, has used the procurement and contracting policies and procedures of the County of Los Angeles as established in the Joint Powers Authority (JPA) Procedures as well as in the Fiscal Manual that was adopted on August 3, 2010. The Authority retained a County Procurement Specialist from the Internal Services Department to serve in drafting and issuing the System's RFP; acting as the facilitator for the



evaluations and overseeing the Evaluators; and acting as a single point of contact during open procurement. Under County Procurement Policy which is the Authority's adopted procurement policy consistent with the California Public Records Act and the California Supreme Court precedent, proposals do not become public records until negotiations have been concluded with a recommended vendor.

Mr. Poster advised the Board that under the advice of Counsel, he did not endorse releasing non-public information to the public. The information just released was done so with the approval of the Board after it was determined that it could safely be released. However, he recommended that prior to disclosure of non-public information to the public, an Ad Hoc Advisory Review Committee be established on a temporary basis. The members of this Ad Hoc Committee would receive Non-Disclosure Agreement (NDA) forms to review and sign. They would also be able to report their findings back to the Board.

Chair Bill Fujioka asked if Board Members participating on the Ad Hoc Committee would receive as much information as deemed appropriate related to this process.

Jose Silva confirmed that as much information as this Board deemed appropriate to release to that Committee.

Chair Bill Fujioka said that information could involve scores, cost, and the quality of the proposals.

Jose Silva responded that at this point, there are additional questions that are actually on the Agenda. Anything outside of those would not be agendized items.

John Geiger stated that the Ad Hoc Committee will be comprised of members who will be under an NDA. As this Ad Hoc Committee is not a Brown Act Committee, all information could be candidly presented and discussed without putting it into the public records at this juncture.

Chair Bill Fujioka stated that as the suggestion for an Ad Hoc Committee came up as a result of Board Members Jackson and Mark Alexander's concerns and appropriate questions, he strongly encouraged Board Member LeRoy Jackson to be a member of this Ad Hoc Committee.

Board Member LeRoy Jackson's concern was that we did not have the Executive Session we talked about last time as it did not cross the threshold of safety situations that would allow that.

Scott Poster explained that upon Counsel's further review, it was determined not to have a Closed Session or Executive Session for these specific questions. He stated that the closest we could get to a Closed Session to privatize this would be an Ad Hoc Committee that would be under an NDA.

Board Member LeRoy Jackson asked if the Ad Hoc Committee would be empowered to come back to the Board if they felt things needed to be modified or changed based on the information they received. He said that Question 5 is one that could result in a policy decision by the Board.

John Geiger said that the Ad Hoc Committee could come back to the Board and make any Motions. However, prior to the contract being agendized, they would not be able to give the factual basis that was learned during the course of that Ad Hoc Committee. If they decided that it was in their constituencies' best interest to have dual negotiations, they certainly could go



back to the Board and make that Motion; however, they wouldn't be able to discuss the underlined analysis.

Chair Bill Fujioka stated that as part of the Non-Disclosure Agreement, they could not disclose scores and dollar amounts, etc., which are considered specific information on the systems as it is confidential right now; however, they could come back with a Motion.

Board Member Greg Simay stated that we don't know the evaluation scores and price. We don't know the details of the evaluation process. When would we know if we have a system that is meeting the needs, say of the one group of participants as well as meeting the other?

John Geiger explained that inside information was available through two different mechanisms: (1) the Ad Hoc Committee; and (2) by appointing representatives from your constituency to the Negotiation Team. Members of the Negotiation Team are also under an NDA and they can be in the room and involved in whatever give-and-take is inherent in preparing the final contract for agendization. There was concern about seeing a contract with three inches of requirements for the first time when it's agendized. This is why there is an open invitation for all to participate in the negotiations, particularly in the early phase when the negotiations deal with the Statement of Work, which is to mirror the requirements.

Board Member Mark Alexander pointed out that County Counsel said earlier that the discussion would be limited to those questions that were indicated on the Agenda and that may be appropriate. He commented on the limitation of the Ad Hoc Committee. We would empower the Chair to appoint this Ad Hoc Committee and establish the parameters under which this Ad Hoc Committee could pose questions of staff.

Board Member LeRoy Jackson asked if the questions under Number 3 would also include the criterion used to make the decisions and his queries that couldn't be answered today as something that could be explored. John Geiger said that it would.

Board Member LeRoy Jackson said that based on the information received or the conclusions the Ad Hoc Committee arrives at, they can bring the matter back to Board for additional action. The Board will have discretion to do that. This responded to Board Member Harold Scoggins who wanted to ensure that the Ad Hoc Committee will have the ability to bring back to the Board any issues or concerns for the Board's direction. Counsel nodded yes.

Chair Bill Fujioka said that there was a recommendation by Mark Alexander with respect to how this Ad Hoc Committee would be constituted, the parameters for that. He asked for a Motion in order to move forward.

Board Member LeRoy Jackson made a Motion to allow the Chair to appoint an Ad Hoc Committee to evaluate these questions as per the parameters discussed. Board Alternate David Betkey Seconded the Motion. **MOTION APPROVED.**

Board Alternate Andy Fox stated that the action the Board just took to appoint an Ad Hoc Committee was to ensure understanding and transparency into the RFP process. Signing of the NDA's and allowing for the Board to ask questions of the LA-RICS staff would increase understanding and transparency, and protect the confidentiality of the negotiations process.



Board Alternate Andy Fox said that there are two separate questions and the Board should decide: (a) providing information; and (b) providing ~~bargaining instructions~~ negotiations instructions.

John Geiger said the only limitation is the manner in which you bring it back. It needs to be brought back in a way which does not violate the non-disclosure agreement. But you can bring the issue, not the raw data. For example, if you after reviewing the scores felt that it was in the best interest of the Authority to go into dual negotiations, I would expect for you to come back with a Motion putting that on the table for consideration. What you would not be able to do because of the non-disclosure agreement is disclose to this Committee and the public the actual scores.

Board Member Reggie Harrison said that recommendations can be made in two forms: as a committee as a whole or as individual Board Members making separate recommendations a result of this committee's review. Mr. Geiger agreed.

V. ITEMS FOR FURTHER DISCUSSION AND ACTION BY THE BOARD

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

1. Contingency Plan

Board Member Harold Scoggins asked if there was a contingency plan in place, just in case this process is challenged in the courts.

Chair Bill Fujioka requested this be an Agenda item for the next meeting [April 7, 2011].

2. DELTAWRX

Board Member LeRoy Jackson asked that since DELTAWRX is not a consulting organization of LA-RICS but rather a consulting organization hired by the County who is working in some way with LA-RICS, and how does that work.

He requested this be an Agenda item for the next meeting [April 7, 2011].

3. Election of Board Members

Board Member Mark Alexander reminded the Board that the Joint Powers Authority, as well as the Bylaws, provides for term of office for the At Large Members of two (2) years and that is coming up. However, the JPA Agreement also says that the current sitting Board Members sit until replacements have been elected. The Bylaws provide that a six-month notice be given prior to the call for the next election. He said that we might want to look at that process. He has no objection if we want to explore extending the current terms on a limited basis.

Chair Bill Fujioka asked that this be an Agenda Item for the next meeting [April 7, 2011].

4. Financial Plan

Board Member Greg Simay stated that after the point when the Board is able to be fully informed of prices, evaluations, etc., then there's additional time to finalize the financial plan, to vote on it, for people to decide if they are in or out. This process could take several months. He asked if: (a) there are the potential vendors aware that there could be this additional time once the results are announced; and (b) Has that been taken into account.



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John Geiger said the goal has always been to get a contract as quickly as possible to allow for the maximum amount of time for discussion, consideration, and analysis. Chair Bill Fujioka reiterated that the companies we are dealing with are very well established and they understand the practical realities of process like ours. They have to have some time built into their proposal.

5. Negotiations

Board Member Reggie Harrison asked if negotiations were not going forward with the selection process until the conclusion of the committee work.

John Geiger responded that time is of the essence; and they will be operating in parallel. They are unilaterally doing a Gap Analysis right now with JPA Team. They expect to be in the room with a vendor on April 4. The JPA Team will be meeting and going through its Issue List; and he is preparing a grid for the issues that will be put on the table on April 4. This will not be held up pending the briefing for the Ad Hoc Committee. There is an aggressive timetable scheduled to conclude by June 30.

VI. ADJOURNMENT and NEXT MEETING

Chair Bill Fujioka adjourned the meeting at 9:36 a.m.

The next regular meeting of the Board of Directors is scheduled for Thursday, April 7, 2011, at 9:00 a.m. at the Grace E. Simons Lodge.