



MINUTES of the Regular Meeting of the Pliocene Ridge CSD

Board of Directors

Date: Wednesday October 17, 2018

Location: Alleghany Firehouse 105 Plaza Court

1. CALL TO ORDER: The meeting was called to order at 6:35 pm by President Wayne Babros. Board members present: Wayne Babros, Daniel Guyer, Bruce Coons, Gracie Knowles and Chris Mills. Also present was Pike City Assistant Chief Tom Starr and Alleghany Assistant Chiefs David Arbogast & Ned Cusato, AVFD Secretary Vicky Tenney and PCVFD President Roland Robertson. Pliocene Ridge CSD Secretary Rae Bell Arbogast was present and took the minutes. Flag Salute.

2. CONSENT CALENDAR: It was requested by the Secretary that two items be removed from the agenda. There were two additions and a couple of minor corrections to the minutes. A motion was made by Chris Mills to approve the consent calendar (with changes above) 2nd by Gracie Knowles. **5 Ayes, 0 Nays, 0 Absent, 0 Abstain, 0 Vacant, Motion carried.**

3. PUBLIC COMMENT: None

4. INFORMATION/DISCUSSION ITEMS

a) Correspondence: Incoming: Letter from the Public Utilities Commission acknowledging receipt of the official complaint filed by the District File No: 464931, Notice of award of \$1,000 training grant from Golden State Risk Management Authority (see outgoing mail)

Outgoing: Audit documents mailed to auditor, thank you card sent to Aaron and Lynn Wallace for donating most of the food for the Spaghetti feed for the PCFVD fundraiser, Conflict of interest code certification sent to Sierra County Recorder's office, Application for \$1,000 Loss Prevention Subsidy Fund Grant sent to the district's insurance company to cover a low-angle ropes training for one person each from Pike Fire and Alleghany Fire, Letter sent to Sierra County Clerk-Recorder from Daniel Guyer regarding the application that they provided for his board seat renewal explaining that the District Board is more than an "advisory board or committee" and stating that he is willing to continue his service on the PRCSD board.

b) Committee/Member/Business Reports:

1. Alleghany Assistant Chiefs David Arbogast & Ned Cusato reported that it has been pretty slow since the last meeting. There was one medical call that was a non-transport. The new tires for the ambulance 7145 should be arriving any day, but the studded tires will be left on for now anyway. For trainings they have been concentrating on ways to compensate for the limited capacity of the town's water system while the new water storage tank is under construction. Ned reported that he met with the Forest Service near Forest City and they are putting up new "No Campfire Signs". They are planning a 400 acre understory burn to start the following week. They will be doing it in 100 acre sections. They invited the local Fire Departments to participate. President Babros expressed concerns about potential liability/responsibility issues if our departments were to participate. It was decided by consensus that a letter would be written to the Forest Service requesting that Pliocene Ridge CSD be notified of any future burning in our area. Regarding Vicky Tenney's unanswered question [brought up with the approval of the Sept minutes] David told her that it is not NOT OK for a firefighter to use department equipment for personal use.

2. *Pike City Assistant Chief Tom Starr* Reported that they have been doing ropes training. Chris Dorn wants to attend a low-angle ropes training in Chico and Rae got a grant from the insurance company GSRMA to cover up to \$1,000. (see correspondence) He also reported that he has been in contact with the ECC regarding the Minnesota Flat Fire billing. The paperwork was submitted to the ranger station in Camptonville in a timely manner by the Treasurer but the new person at the Ranger Station did not know what to do with it, so it got filed and was never forwarded to the ECC. He is working with them to establish a new procedure where we can submit it directly ourselves without going through Camptonville. Hopefully they will still pay it since it is their fault that it was not submitted within the 90-day window.

3. *AVFD Auxiliary*: Vicky Tenney reported that Bob was not feeling well. They did not have a meeting in October due to the lack of a quorum. Nothing new to report.

4. *PCVFD Auxiliary*: Roland Robertson reported that they are starting to work on their Christmas Dinner and Raffle.

5. *Risk Manager Report*: Nothing new to report.

6. *Board Member/Staff reports*: Rae Bell reported that she had several conversations with the Public Utilities Commission and AT&T about the ongoing phone problem. Because the problem was intermittent and the repair man could never catch it, he requested that she try to get a recording of the noise which she was able to do. After that AT&T did quite a bit of trouble shooting and they are pretty sure they have fixed that particular problem. It had to do with the way the lines that run to Alleghany from Nevada County are configured. They are working on a plan to reconfigure the lines. Currently there is a new problem with caller ID not working for some of the Alleghany services.

7. *Standing Committee Reports: Streetlights*: President Babros reported that he spoke to some of the subcontractors for PG&E about clearing out the overgrowth around the streetlight at the Red Star Café. On this same topic of overgrowth, it was suggested that the Secretary should send a letter to PG&E suggesting that they give property owners the right to request complete tree removal rather than topping the trees under the secondary power lines. This would actually save PG&E money in the long-run.

5. ACTION ITEMS

a) *Unfinished Business*

1. *Ongoing Policy & Procedure review/update*: Part 2 of Rae Bell's research on non-profit/public agency relationships was included in the meeting packets. One related item under new business.

2. *Alleghany Firehouse project*: To be covered under "new business"

3. *Pike Firehouse projects*: Nothing to report. Dan has not had time to start painting the staircase yet.

No report on the Lift Project.

4. *Dispatch Office in Alleghany*: Vicky Tenney reported that Lee Brown told her he will report to Rae Bell when there is any news on the OES Grant. Rae explained that this must be because she

is the person who submitted the grant application on behalf of Pliocene Ridge CSD for the dispatch equipment.

5. *Wayman Dam Project*: Tom Starr reported that he did get a copy of a letter that was sent to Bill Adasiewicz from the Forest Service outlining all kinds of rules that would need to be followed for doing the work. He forgot to bring a copy of the letter but will bring it next month.

d) New Business

1. *Contract for Services Structural Engineer Mark Jokerst*: It was reported that a meeting was held on October 10th with Mark Jokerst, Daniel Guyer, Bob Hale, David and Rae Bell Arbogast to go over the Alleghany Firehouse Project. Notes from the meeting attached to these minutes. There was a question about how the contract amount of \$1,260 would be covered and it was explained that it was included in the final budget that was adopted in Sept. A name for the project was needed to include on the contract and it was decided by consensus to call it the "Alleghany Firehouse Improvement Project" a motion was made by Daniel Guyer to approve the Contract as presented, 2nd by Bruce Coons vote: **5 Ayes, 0 Nays, 0 Absent, 0 Abstain, 0 Vacant, Motion carried.**

2. *Approval of letter from PRCSD Board to AVFD Board of Commissioners and Officers*: A draft letter addressing the concerns raised by the AVFD Auxiliary at the September meeting was reviewed. A motion to approve the letter as presented was made by Daniel Guyer seconded by Chris Mills vote: **5 Ayes, 0 Nays, 0 Absent, 0 Abstain, 0 Vacant, Motion carried.**

3. *Consideration of using PRCSD's one-hour free legal service to assist with Bylaw question for non-profit auxiliaries*. President Babros stated that he would like to get AVFD chairman Bob Hale's input before taking any action. Both AVFD Secretary Vicky Tenney and PCVFD President Roland Robertson stated that they needed time to discuss the findings with their boards. Vicky Tenney reminded everybody that they are all volunteers and their time is limited. AVFD is aware that they need to start working on their bylaws. No action taken.

NEXT MEETING AGENDA ITEMS

The meeting calendar for 2019 will be on the November agenda. The Secretary wished to explain that the annual meeting schedule is published on the district's website and in the Mountain Messenger and that if a meeting is changed or cancelled one month it does not impact the remainder of the calendar. The next regular meeting is scheduled for November 21, 2018 at the Pike City Firehouse 6:30 pm. A Safety Committee meeting will be held at 6 pm same location.

ANNOUNCEMENTS None

ADJOURNMENT:

There being no further business before the board the meeting was adjourned at 7:50 PM.

Respectfully submitted,


Rae Bell Arbogast
Secretary



Pliocene Ridge Community Services District

100 Pike City Road
Pike City, CA 95960

plioceneridge.org

plioceneridge@gmail.com

CERTIFICATE OF POSTING

I, Rae Bell Arbogast certify that the following document was posted on behalf of Pliocene Ridge CSD, Sierra County California:

Regular Meeting Agenda Meeting date: 10/17/18


In the following location(s):

Alleghany Post Office Bulletin Board, The Alleghany Firehouse, plioceneridge.org, emailed to agenda list. Tom or Jim to post at Pike Firehouse

On 10/13/18 (date)

A copy of which is attached hereto and by reference made a part herof.

Signed under penalty of perjury: X



Rae Bell Arbogast



Pliocene Ridge Community Services District

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NOTICE OF REGULAR MEETING OF THE BOARD OF DIRECTORS

Wednesday October 17, 2018 6:30 pm Alleghany Firehouse 105 Plaza Court

1. ESTABLISH QUORUM, CALL TO ORDER, FLAG SALUTE
2. CONSENT CALENDAR
 - a) Approval of Agenda
 - b) Approval of Minutes for September 19, 2018
 - c) Approval of Treasurer's report for September 2018
3. PUBLIC COMMENT The public may be heard before or during the consideration of any agenda item to be considered by the board, subject to reasonable time limitations for each speaker. Members of the public may address matters under the jurisdiction of the Board of Directors, and not on the posted agenda, provided that no action shall be taken by the board unless the matter is deemed urgent by a 2/3 vote.
4. INFORMATION/DISCUSSION ITEMS, STAFF &/OR COMMITTEE REPORTS
 - a) Correspondence
 - b) Committee/Member/Business Reports:
 1. Station 71 Chief's report
 2. Station 67 Chief's report
 3. AVFD Auxiliary
 4. PCVFD Auxiliary
 5. Risk Manager Report
 6. Board Member/Staff Reports
 7. Standing Committee Reports: Streetlight, Budget, Safety
5. ACTION ITEMS:
 - a) Unfinished business:
 1. Ongoing Bylaws & Policy review and/or update: Update on non-profit/special district research included in packets – one possible action time under “new business”
 2. Alleghany Firehouse Project – ADA Compliance (two items under new business)
 3. Pike City Firehouse Project – ADA Compliance
 4. Status of dispatch office in Alleghany
 5. ~~Tree Removal at Station 1 in Alleghany.~~ RA
 - 5.6 Wayman Dam project
 - b) New business
 1. Contract for services Mark Jokerst for engineering work for Alleghany Firehouse Project
 2. ~~Appoint project manager for Alleghany firehouse project Resolution 2018-69~~
 - 2.8 Approval of letter from Board to AVFD
 - 3.4 Part 2 of Non-profit/public agency research, consideration of using one-hour of free legal service provided with CSDA membership to assist with Bylaw issue.
6. ANNOUNCEMENTS, NEXT MEETING DATE & AGENDA ITEMS ~
Next Regular meeting November 21, 2018 in Pike 6:30 pm.

*Changes to agenda
approved at meeting*

7. ADJOURNMENT

Upon request, Agendas will be made available in alternative formats to accommodate persons with disabilities. Please make your request to District Secretary, 100 Pike City Rd, Pike CA 95960 specifying your disability and the format in which you would like to receive this Agenda and future Agendas as well.



Pliocene Ridge Community Services District

Serving the Communities of Alleghany, Forest City and Pike City
 100 Pike City Road
 Pike City, CA 95960

Treasurer's Report for September 2018

Checking Account Beginning Balance \$ 11,765.61

DEPOSITS	Date	From:	For:	Amount
	9/26/18	Geico	Emergency Response call in July Pike Only	\$ 750.00

Deposits Total \$ 750.00

Ck #	Date	To:	For:	Amount
EFT	9/4/18	PG&E		\$ 475.88
			PG&E Alleghany	\$ 54.35
			PG&E Pike	\$ 82.79
			Streetlights - Forest	\$ 21.76
			Streetlights - Alleghany	\$ 316.98
2493	9/4/18	Interspiro		\$ 810.00
			Pike 4 SCBA bottles recert	\$ 405.00
			Alleghany 4 SCBA bottles recert	\$ 405.00
EFT	9/5/18	Transfer to Savings		\$ 4,000.00
704	9/24/18	Solon, Fire		\$ 348.88
			Annual Fire Ext. ck Alleghany	\$ 263.38
			Annual Fire Ext. ck Pike	\$ 85.50
705	9/24/18	Postmaster	100 stamps	\$ 50.00
EFT	9/22/18	West America Bank Credit Card		\$ 635.84
			Trash pumps and hoses Alleghany	\$ 591.98
			Paint for engine 6790	\$ 43.86

Expenditures Total \$ 6,320.60

Reserve Account Detail	
Contingency	\$ 24,500.00
Alleghany Fire Unallocated	\$ 2,700.00
Pike City Fire Unallocated	\$ 6,100.00
Streetlights	\$ 3,718.40
Pike City Firehouse	\$ 2,308.14
Pike City Engines	\$ 3,107.91
Alleghany Firehouses	\$ 822.37
Alleghany Engines	\$ 7,446.25
Interest Earned	\$ 3.69
Reserve Account Total	\$ 50,706.76
Recent emergency response \$ not moved yet.	

Checking Account Ending Balance \$ 6,195.01

Savings account Starting balance \$ 13,795.09
 interest earned \$ 1.13
 transfer from checking \$ 4,000.00
 transfer to FUNDS \$ (2,101.96)
Savings Account Ending Balance \$ 15,694.26

General Fund (accounts listed above) Total \$ 21,889.27

Reserve account Starting Balance \$ 48,601.11
 interest earned \$ 3.69
 transfer from savings \$ 2,101.96
Reserve account Ending Balance \$ 50,706.76

Total ALL FUNDS \$ 72,596.03



Pliocene Ridge Community Services District

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DATE

AVFD Board of Commissioners
P O Box 920
Alleghany, CA 95910

DRAFT

Re: Concerns raised at the September 19th PRCSD regular board meeting by AVFD

Dear AVFD Board of Commissioners & Officers:

Regarding your concern that the Secretary/Treasurer was acting beyond her authority when she requested financial and compliance records from both non-profit VFD auxiliaries: When a person is appointed by the board to fill a position (such as Secretary or Treasurer), the authority to perform the duties associated with that position are delegated to the individual at the time of appointment.

The District's first Secretary, Maris Womack set up binders for the VFD non-profit entities when the district was formed. While no specific policy for this exists, she was acting within the scope of her duty as the official "Record Keeper" of the district. It is our understanding that this was done as a way to help safeguard the records of both entities and to help make sure that both entities remained solvent.

It is also our understanding that Maris made her annual request for the non-profit filings verbally, so perhaps this is why the recent request was not recognized as something that has been done since the inception of the district (minus the last few years). The VFD binders had not been updated since Maris moved-away in 2015 and the written request was an attempt to get that done. It was addressed to your treasurer because the fiscal officer is the person who usually handles these filings for non-profit entities.

Also included in the July 10, 2018 request to both non-profit VFDs was a request for a list of all "non-cash" donations (direct purchases) by the VFD's for the fiscal year just ended. This procedure was written into the district's Policies and Procedures many years ago and falls within the scope of the Treasurer's Duties.

It is true that there is no legal requirement for the non-profit auxiliaries to provide any of these documents to the district. This situation does highlight the need to work out Memorandums of Understanding between our organizations.

Sincerely,

Wayne Babros
President

Public Benefit Non-Profit Corporation/Special District Research Part 2
(revised) Prepared by Rae Bell for PRCSD meeting date 10/17/18

Definitions:

“District” refers to Pliocene Ridge Community Services District

“VFDs” or “non-profit entities” refers to Alleghany Volunteer Fire Dept AND Pike City Volunteer Fire Dept.

“Special District” refers to local government agencies such as Community Services Districts, Fire Districts and Water Districts formed to provide specific services. Pliocene Ridge CSD is a “Special District”.

“Public Benefit Non-Profit Corporation” is a type of Charitable Organization that is formed to provide services that “Benefit the Public”. Both Alleghany Volunteer Fire Dept and the Pike City Volunteer Fire Dept were incorporated as Public-Benefit Non-Profit corporations in the early 1980s. Many private schools are also organized this way.

In part 1 of this research (6/20/18) it was stated that part 2 would look at existing partnerships between Public Benefit Non-Profit Corporations and Special Districts. While I did find a few such partnerships, the research took a different direction all-together.

Before I go any further I want to make a personal background statement for the record: I have ALWAYS been in favor of keeping both non-profit VFDs in place. As the Chair of AVFD at the time that the district formed I had assumed that the by-laws of both non-profits would be adjusted to accommodate their new role as fundraising entities after the district formed. I remember that shortly after the district was formed a question arose about whether-or-not changing the bylaws might threaten their non-profit status. This sounded like a reasonable concern to me and by then most of my attention was focused on the district.

The Elephant in the Room Part 2

In May of this year the district’s insurance company asked me for a copy of both VFD’s bylaws. Since they are insured as FUNDRAISING ENTITIES this made me nervous, so I simply explained the situation to them (that the bylaws have not been changed since the district formed). The insurance company advised me that this should be done, and said that after it is done they would like copies for their records. I really did not want to broach this topic with the VFD’s and I was trying to figure out a delicate way to approach it. However; this same topic kept coming up, first with PCVFD in a string of emails between myself and Denise Ruane; then most recently AVFD brought it up at last month’s meeting. Obviously we can’t ignore it any longer.

After the conversation with the insurance company in May I began looking for an answer to the question about whether-or-not changing the bylaws would impact the VFD’s non-profit status.

At this point I had already verified that the authority to provide Fire Protection lies with the district and no longer applies to the VFD’s (except as a “latent power”) as explained in part 1 of my research: “The authority of the newly formed special district takes precedence over that of any pre-existing non-government entities.”

I contacted Lee Adams to see if County Counsel might be able to offer advice, but the answer was an apologetic “no”.

I did talk to the legal analyst for the Calif. Special District Association and he basically confirmed what the insurance company said about the bylaws; but when I tried to get more specific he told me that we should seek legal counsel.

I played phone tag with Attorney Donna Williamson for over a week when finally on June 28th we talked. Many of her clients are Private Schools organized as Public Benefit Non-profit corporations and she has over 30 years of experience in this field.

I explained the situation to her and the fear about changing the non-profit entities’ by-laws.

Per Donna:

- Amending the bylaws to reflect the role of a fundraising entity would NOT threaten the VFD’s non-profit status. [It can be done in a way that supports the articles of incorporation]
- Having non-compliant bylaws that can’t be followed DOES threaten the non-profit status of each entity. It is very important to have compliant by-laws.
- If the bylaws say that the entities are fire departments, when in fact they no longer have that authority then the bylaws are out of compliance and should be amended.

Donna said that her firm has an information packet specifically for creating bylaws for Public Benefit Non-Profit Corporations and she would send it to me. She also stated that she would be willing to review the new bylaws (when/if) they get changed and is available to offer legal advice. (Her intentions are good, but she is SO busy it is really hard to pin her down)

Donna did email a document in July which I have made copies of for the VFD’s (pertinent section only). I also spent time in July reading the code that pertains to Public Benefit Non-Profit Corp. Bylaws (corporation code 5151-5153). I won’t go into detail about what I learned but one thing that DID surprise me is that the Articles of Incorporation CAN be amended (in addition to the bylaws). I had assumed that they were sort of “set in stone” but this is not the case.

In addition to maintaining the VFD’s non-profit status I know that maintaining those “latent powers” is also an important thing to address.

Suggestion for moving forward agenda item 5b4 Pliocene Ridge CSD has one-hour of free legal counsel with its Calif. Special District Association membership. This one-hour expires each year and does not accumulate. I suggest utilizing this service in order to get another opinion about the bylaw question.

I also am trying to set up a meeting at the Pike Firehouse with Attorney Donna Williamson. We will make it on a weekend with plenty of advance notice.



DONNA WILLIAMSON PARTNER

Donna Williamson has represented educational institutions and public agencies for over thirty years. Her areas of expertise include employment, student and board issues, labor relations, labor negotiations, contract administration, employment discrimination, harassment, employee discipline and investigations. Donna also provides training on all of these areas and speaks regularly at conferences on topics related to her practice.

As chief labor negotiator, Donna has successfully negotiated hundreds of labor contracts throughout the years. She is experienced in traditional as well as interest based bargaining, mediation, fact-finding, binding interest arbitration, PERB and NLRB proceedings. Donna has represented clients on matters involving union grievances, arbitrations, unfair labor practices, strikes, unilateral implementation and other labor issues.

With years of experience working for and representing independent and private schools and public schools and colleges. Donna has a deep understanding of the issues and needs our education clients. Donna has also served as in-house Labor Counsel for a large public high school district, as the assistant head of a boarding school and as a board member on independent school boards. Donna co-authors the firm's monthly newsletter, *Private Education Matters*.

NEGOTIATIONS