

## SPECIAL MEETING of the ROSS TOWN COUNCIL FRIDAY, OCTOBER 21, 2011

**1. 8:00 a.m. Commencement.**

Present: Mayor Carla Small; Mayor Pro Tempore Rupert Russell; Council Member Chris Martin; and Town Attorney Greg Stepanicich

**2. Posting of agenda.**

Town Manager Gary Broad reported that the agenda was posted according to government code.

**3. Council discussion/action regarding transition plan post Town Manager departure.**

Mayor Small announced that this is a continuation of the discussion last week and the Council will continue discussions throughout the coming weeks. Previously, the Council asked for all the direct reports to be provided to the Council to understand how staff interacts with Town Manager Gary Broad. The Council also received Town Manager Broad's jobs description. Town Manager Broad agreed to provide the Council with information on Marin Managers where he sits on three committees.

Council Member Martin is concerned about any deadlines that might be looming such as grant deadlines or election deadlines that staff and Council are not aware of that might be looming. He asked Town Manager Broad to think in the next six months of what might be coming up in the normal flow that the Council should be expecting to great ready for. Town Manager Broad noted that in terms of General Government, Administrative Manager Linda Lopez provided a very thorough list. The biggest item is the election for the Council, and Administrative Manager Lopez has handled several times. The more complicated item is the General Service Tax, which has a lot of details in terms of getting done right, so there is a separate element to that piece. Public Works Director Bob Hemati and Town Engineer John Moe will be on top of all grant deadline material. He further agreed to augment the list by adding deadlines, which would be helpful.

Council Member Martin pointed out that property tax transmittals come up between June and August and given that property tax is probably 95% of the Town's revenue base that is critical. Administrative Manager Lopez noted it is a series of forms due by a certain date. They are not very complicated, but she personally does not understand them thoroughly, so Town Manager Broad reviews. Town Manager Broad explained that the big item is the setting of the municipal tax. The tax runs through 2012 and the election would be in June, so the Council must set the tax and the tax only gets approved at the June ballot to be able to set the tax for 2012 going forward. It could be approved on the June ballot and the Council could set it at the June Town Council meeting. Town Attorney Greg Stepanicich must review how the ordinance has been set up in the past since cities and towns do this differently. Town Manager Broad noted that the County moved the time up. The Town use to set the tax at the July meeting and the Town had ample time in between. This year it has been moved up a few days, which made it very tight in regard to the municipal tax. He agreed to review with Administrative Manager Lopez and provide a timeline because it is such a key item for the Town to get all matters done right on the ballot measure. He usually writes a statement for the Council to adopt for the ballot measure that is reviewed by the Town Attorney. Administrative Manager Lopez has all the records for the last several filings, so they will follow the same format. She further noted that it is every four years. Town

### **October 21, 2011 Minutes**

Manager Broad believed Town Attorney Stepanicich should review how the tax is structured. Mayor Small stated once they receive a timeline it is better to review sooner than later. Town Attorney Stepanicich responded in the affirmative. Mayor Small asked staff to review before the November 10th, 2011 Town Council meeting and then provide the Council with an update. Town Manager Broad responded in the affirmative.

Town Manager Broad believed the election and getting the General Service Tax completed properly are the key items through June of 2012. He reiterated that Administrative Manager Lopez has done a few elections, so she is becoming an expert.

Council Member Martin realizes that grant opportunities are sparse these days, but clarified with staff that Public Works Director Hemati and Town Engineer Moe would be aware of any grant opportunities. Town Manger Broad explained that staff would be aware of grants the Town already has for the intersection and Bolinas Avenue. A timeline is in place and work should be completed in the middle of 2012. He was not referencing additional grant opportunities since there are none he is specifically aware of to target.

Council Member Martin asked if the State or County has some special opportunity that the Town could apply for, how is that normally transmitted. Town Manager Broad explained that Public Works Director Hemati receives most information.

Mayor Small discussed 36 Glenwood and the Pritzker property and knows that residents continue to be blocked coming down Glenwood, so they are still impacting with drop off and deliveries. Before Town Manager Broad departs, the Council wants to know exactly where they are in terms of dollar amounts and so forth. It is really important with construction penalties that they are on firm ground, so all are clear and understand. Town Manager Broad agreed.

Mayor Small discussed the code from Kelley Reid for transferring funds in terms of accounting and she did not know the proper procedure and desired clarification from staff. Town Manager Broad agreed to talk to the auditor in terms of how it is handled in other communities. There is protocol in terms of checks and balances. Town Attorney Stepanicich believed two individuals should know the code. Town Manager agreed to have the Town's auditor recommend a second person. Mayor Small believed it should be part of the Town's policy manual. Town Attorney Stepanicich explained that the code provides for the financial function being the Town Manager who acts as the Finance Director. As they move forward, they must review the code and clarify better those particular functions. It is typical that the financial functions reside with the Finance Director, so that should be clarified since it is not clear.

Mayor Pro Tempore Russell asked staff what happened with Accountant Liz Ford. Town Manager Broad submitted comments back to Accountant Ford on the engagement letter. Administrative Manager Lopez indicated that Accountant Ford is coming in today to get her computer set up. Mayor Small announced that Town Accountant Paige Rothman is leaving and Liz Ford who previously worked with the Town has been hired by Town Manger Broad to replace Paige Rothman as the Town Accountant.

Mayor Small wanted to schedule another meeting next Friday, October 28th, 2011 at 8 a.m. At that time Town Attorney Stepanicich will provide a primer as to the Council's options. This is really for the public as well as the Council to understand the role of a Town Manager and Town Administrator and what has been historically used. She asked the Town Attorney

**October 21, 2011 Minutes**

to provide the full Town Council a sense of the different options. Town Attorney Stepanicich agreed to provide a short memo to the Council for consideration on Wednesday, October 26th and then present the oral presentation on Friday, October 28th, 2011.

Council Member Martin noted that the manual from League of California Cities has great chapters about various general government structures. It also defines the role of the City Clerk, Town Manager and City Administrator very well. In addition, there is a reference guide to use as Council members. Next week the Council will discuss in more detail some of the deadline schedules, so the Council will have a good idea as to what is coming up on the horizon since the full Town Council will be present to make a determination on how to proceed.

Town Manager Broad agreed to place all comments in a chronology. Mayor Pro Tempore Russell noted that Project Planner O'Rourke's list has various deadlines such as the hazard mitigation plan, which must be adopted by January 2012.

Mayor Small stated if there is anything else that staff can think of such as 36 Glenwood and matters that the Town Manager is uniquely aware of or working on would be helpful. Town Manger Broad noted that the Post Office lease and other items must be reviewed.

Town Manger Broad suggested that Administrative Manager Lopez be added to the bank account to handle banking. Council Member Martin believed that is a good idea. Administrative Manager Lopez had no objection. She explained that it has always been a problem because she has to go through the Town Manager in regard to all banking matters, so it is inefficient for both the Town Manager and Administrative Manager. Town Attorney Stepanicich desired formal action from the Town Council on the next agenda item in regard to authorizing Administrative Manager Linda Lopez to be a signatory. Mayor Small recommended that it be placed on the agenda for the October 28th, 2011 Special Town Council meeting.

Mayor Pro Tempore Russell stated that Town Manager Broad has a wide role in being able to sign contracts on behalf of the Town, so how will that be handled in the absence of Town Manager Broad. Town Attorney Stepanicich noted that the Mayor has the authority to sign contracts. Other than the Mayor to sign contracts, it would be the Town Manager or an interim Town Manager. In the absence of that, the Mayor would have to sign all contracts. Mayor Small had no objection, but would want the Town Attorney to review as well as bring matters to the Council meeting. Also, part of the discussion would be to consider bringing in an interim Town Manager. She handed out an email from Wayne Bush who is currently a project manager in Fairfax, so maybe they bring in an interim Town Manager for 10 or 15 hours per week to review such matters along with his expertise. As they move forward, she wanted to hold such discussion with the full Town Council in regard to a full-time or part-time interim Town Manager. Mr. Bush charges Fairfax \$150 per hour as a project manager, but for the interim Town Manager position he might need to charge more but indicated that he is flexible. Mr. Bush was very generous and mentioned Pat Thompson's name as well. She further noted that the Council must discuss whether or not the Town must pay for travel expenses.

Council Member Martin believed it is great that staff is meeting on a regular basis. When looking over some of the recommendations from all department heads, they talk about the interface with a Town Manager being essential to follow up on details. Next week with the full Town Council it will be very helpful to hear from staff on how productive the weekly

### October 21, 2011 Minutes

meetings are, where the gaps are, and where staff sees a temporary administrator coming in and assisting. From that, the Council can help determine if a full-time or part-time liaison is needed.

Mayor Small opened the public hearing on this item, and seeing no one wishing to speak, the Mayor closed the public portion and brought the matter back to the Council for discussion.

Mayor Small believed it is important to clarify the point person for staff when Town Manager Broad departs because staff must be comfortable and have a clear understanding.

Council Member Martin pointed out that they have ongoing projects such as fire consolidation, discussions with San Anselmo and the Bolinas Avenue intersection, so as they look to fill that gap, they must specially keep those projects in mind. Mayor Small stated if they decide to bring in an interim Town Manager for so many hours per week that might help with some of these items.

Public Works Superintendent Robert Maccario believed Town Manager Broad might know the history of what agreements were made with Ross School and a chronology of the history would be important to know because the project will be finished after Town Manager Broad is gone. Public Works Director Hemati stated it will be done by the end of this month. Town Manger Broad explained that there is the one encroachment permit and amendment, and Public Works Director Hemati is more current since he is dealing with the final completion.

Mayor Small discussed the MOU (*memorandum of understanding*) from 2002 that talks about how the Town, Ross School and Ross Rec share responsibility of the Common. Public Works Director Hemati indicated that Public Works Superintendent Maccario is referring to old issues and negotiations, such as the value of trees and tree removal. Town Manager Broad agreed to sit down with staff in order to make sure everyone has the same information. They must talk about ongoing meetings between Ross School, the Town and Ross Rec.

Council Member Martin stated that the other issue pending with Ross School is the initial study with the ball field relocation and asked staff if anything is pending in that regard. Town Manager Broad indicated that the initial study was put on hold by the Council pending the Common being cleaned up. Then there will be an opportunity for all to review the Common without construction activity. Also, think about any change in terms of where the ball field should be located. Council Member Martin pointed out that obviously the encroachment permit is a critical document with that as well.

Mayor Pro Tempore Russell clarified with staff that the only study conducted is the acoustical study. Town Manager Broad stated the acoustical study was key. In terms of projects, that is another project that staff will add to the list and pull material together and determine who will be the point person going forward.

Council Member Martin heard discussions in the past about FEMA and the fire station and asked staff if anything is pending with FEMA. Town Manger Broad stated nothing is pending. Once the Council adopts the hazard mitigation plan, then the Town can file for FEMA grant money to do a remodel of the fire station including raising it. Nothing is pending as any sort of FEMA application for raising this station. It ties into both the grant and what to do in the way of Town facilities. Fire Chief Tom Vallee would be the point person in that regard. Town Manger Broad is trying to push the consultant to get the grant finished in regard to the hazard mitigation plan. The Council must make a decision as to

#### **October 21, 2011 Minutes**

remain with the consultant, look at Project Planner O'Rourke or someone else. It seems to be an editing task of what CalEMA desired. Staff will report back findings when available. Council Member Martin desired a recommendation. Town Manager Broad noted that Project Planner O'Rourke is totally aware and frustrated with the consultant. Mayor Small wanted that matter resolved.

Mayor Pro Tempore Russell asked if anyone else regularly communicates with Project Planner O'Rourke. Town Manager Broad explained that she communicates most frequently with the Town Manager. In terms of her work, she would need some way to interface with the Town in regard to ongoing work she is involved with. She has been brought in on Bolinas Avenue to help assist Public Works Director Hemati when needed, but a decision must be made on who will communicate directly with her on future work.

Mayor Small wanted to move ahead on the hazard mitigation plan. Ross School is continuing to keep their School Board meeting scheduled for October 26th, which she will attend in regard to the encroachment permit. Also, checks will now require two Town Council signatures. Mayor Small and Mayor Pro Tempore Russell will continue meeting on Tuesday at 8 a.m. Mayor Pro Tempore Russell wanted to designate one member of staff to join them.

#### **4. Town Council consideration/appointment of an Interim Town Clerk.**

Mayor Small explained that Laura Thomas had been the Town Clerk and some responsibilities were folded under Town Manager Gary Broad when Administrative Manager Linda Lopez came on. Administrative Manager Lopez has been doing a lot of Town Clerk responsibilities and attending Town Clerk meetings at the County level. Also, the Town Clerk and Town Treasurer historically were elected positions, but on June 2, 1987 Measure E and Measure F were placed on the ballot and voted by the Town of Ross by a margin of 2:1 to allow these positions to be appointed. With Town Manager Broad's departure, and the possibility of having an interim Town Manager for a period of time and the Council handling some responsibilities, it is important to have a Town Clerk. Especially to address the municipal tax, filing of legal papers, and IJ notices. The government code requires that every town should have a Town Clerk, Town Treasurer, Police Chief and Fire Chief. She believed it is important to have an interim Town Clerk in place. The Town is very fortunate to have Administrative Manager Lopez. Town Attorney Stepanicich agreed it is important to have an official designation in place, which he would recommend.

Mayor Small indicated that Council Member Scot Hunter noted concerned about the Council taking action, but the conversation with Scot at an earlier Council meeting was in reference to taking action regarding a Town Manager's position, making a decision as far as reporting or making any decisions regarding an interim and how to govern this Town and those decisions must be made with the full Town Council. The matter before the Council she considers a very critical house keeping duty and wanted to get this piece in place today. Council Member Martin agreed with the Mayor's recommendation. They cannot paralyze the operation of government. They are going through a transition. Having a Town Clerk with the duties of a Town Clerk is vital to the continued operation of government in Town and supported the proposal.

Mayor Pro Tempore Russell asked why an interim basis for the Town Clerk. Mayor Small explained that anytime there is a change it is best to consider an interim for the time being. If they no longer have an interim Town Clerk, then the Council must have a discussion in regard to job description and compensation. Town Attorney Stepanicich agreed that would

**October 21, 2011 Minutes**

take place in open session unless looking at a variety of candidates. It would make sense to make an interim appointment, and then once the Council decides how to structure the various positions, make a permanent appointment. Mayor Small agreed to review all position descriptions as they determine their form of government.

Mayor Pro Tempore Russell suggested that staff explain the responsibilities of the Town Treasurer as well. He believed it would be useful to have an understanding of the role.

Mayor Small opened the public hearing on this item.

Senior Planner Elise Semonian believed appointing Administrative Manager Lopez to interim Town Clerk is a great idea, but it gives her a lot more responsibilities and asked the Council to consider the financial implications even on the interim basis in terms of compensation.

Council Member Martin understands under California General Code Section 4800, the job description of a Town Clerk is spelled out and asked if there is a need during an interim basis for the Council to take action on the duties of the Town Clerk. Town Attorney Stepanicich explained that it ties back to the duties of a Town Manager. The Finance Director duties are performed by the Town Manager, which effects the duties of the Town Clerk because Town Clerk duties specified in the government code can be transferred to the Finance Director/Town Manager, so that part must be made clear in the code and should be spelled out more directly.

Council Member Martin stated when they review and adopt that modification to the municipal code that might also be the time they have Council discussion on compensation for that position. Town Attorney Stepanicich noted that there are two questions. One is whether or not the Council would increase compensation on an interim basis and the bigger picture of compensation on the longer-term basis. Mayor Small suggested that the Council discuss the increase in compensation during an interim period of time and the increase responsibility of dealing with the municipal tax on their next agenda. Town Attorney Stepanicich agreed to craft language for additional compensation for Town Clerk duties.

Public Works Superintendent Maccario agreed with Senior Planner Semonian's comments in regard to Administrative Manager Lopez who has acted as the Town Clerk since Laura Thomas left. Most city/town employees are not covered by an MOU. They should look into a process where all Town employees are treated the same, so they are compensated accordingly.

Building & Public Works Secretary Simone Jamotte asked the Council to consider the amazing staff the Town currently has to fill positions. Town staff is very smart and capable, so before hiring an interim person at \$150 per hour, to look at the current Town staff to fill the voids.

There being no further public testimony on this matter, the Mayor closed the public portion and brought the matter back to the Council for action.

Mayor Small asked for a motion.

October 21, 2011 Minutes

Mayor Pro Tempore Russell moved and Council Member Martin seconded, to appoint Administrative Manager Linda Lopez as the Interim Town Clerk. Motion carried unanimously. Hunter/Strauss absent.

Mayor Small congratulated Interim Town Clerk Lopez and noted that the Town is very fortunate to have someone as qualified as herself to step in during this time period. She then desired a historical document of the Town Clerk position. Interim Town Clerk Lopez provided a lot of material to Pattie Divella to develop the job descriptions a few years ago. Mayor Small believed it would be a good idea to review. Town Manger Broad agreed to track down such information, but believed it might be better to receive some Town Clerk descriptions from other communities that would include more recent changes in terms of the laws and duties. Mayor Small agreed for historical value, it would be good to review all pieces.

Council Member Martin noted that the League of California Cities description is very thorough as well. It is a three-page report that includes legislative responsibilities, election responsibilities, and records management.

**5. Adjournment.**

Mayor Small moved to adjourn at 9:01 a.m.

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Carla Small, Mayor

ATTEST:

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Gary Broad, Town Manager