

**Mountain-Valley
Emergency Medical Services Agency
Board of Directors Meeting Minutes
Special Meeting June 6, 2022**

Location: Via Zoom
Time: 11:00 AM

Board Members Present: Gary Tofanelli (Chairperson) – Calaveras County; Jeff Brown (Vice-Chairperson) – Amador County; Terry Woodrow – Alpine County; Miles Menetrey – Mariposa County; Buck Condit – Stanislaus County

Guests: Chief Mike Johnson – Ebbetts Pass Fire District; Lori Sicard – Stanislaus County Deputy Counsel

Staff: Cindy Murdaugh – Executive Director; Susan Watson – Executive Secretary / Financial Services Assistant; Derek Cole – Agency Counsel; Tom Morton – Communications/Data Systems Coordinator

A. Call to Order

The meeting was called to order at 10:00 AM by Chairperson Tofanelli with a quorum of five members present.

B. Welcome and Introductions

Ms. Watson conducted a roll call of the JPA Board members.

Chairperson Tofanelli identified the remaining attendees.

C. Office Lease Agreement with Cardoza Enterprises

Chairperson Tofanelli received a signed lease from Cardoza Enterprises.

Supervisor Woodrow noted the signed copy of the lease is in the meeting packet.

The lease negotiations have been going on for some time and the agreement has been reviewed by Agency Counsel, Derek Cole.

Supervisor Menetrey asked for clarification of the wording “in the same condition as received” in the Surrender clause. Does this refer to before or after the planned changes in the footprint of the office space?

Chairperson Tofanelli said tenant improvements will be done before the Agency takes possession of the premises after July 1, 2022.

Supervisor Menetrey was concerned if the lease was terminated that the Agency would have to return the premises to its original condition within 30 days.

Mr. Cole was satisfied from a legal standpoint any tenant improvements would not need to be reversed, but the office space would be in good condition without obvious signs of damage beyond normal wear and tear,

Supervisor Woodrow noted the premises section refers to the office as already improved.

Chairperson Tofanelli shared the basis of the contract was from a previous lease Cardoza Enterprises had with another space in that shopping center.

Ms. Watson noted the Insurance clause calls for participation in the excess insurance authority which is something the Agency does not participate in. However, we can provide liability insurance at the right level. Will that be acceptable?

Chairperson Tofanelli said he will address that with the landlord.

Chief Johnson stated the new office location will be good for the Calaveras County residents.

Chairperson Tofanelli said he would talk to Chief Schwartz about storing the Sim Lab vehicle at one of the fire stations.

Chief Johnson is going to send an updated contact for Copperopolis Fire District.

M/S/C (Woodrow/Brown) to approve executing the office lease with Cardoza Enterprises as amended.

Motion Passed 5-0

D. Closed Session

The Board convened closed session at 10:13 AM.

E. Results of Closed Session

The Board returned to open session at 11:28 AM.

Mr Cole reported the Board met in closed session to discuss two items. One a potential litigation item - initiation of litigation. The second a potential litigation item - significant exposure to litigation. The Board received updates from legal counsel and gave direction to staff and legal counsel in both matters. No other reportable action was taken.

F. Adjournment

The next meeting will be June 20, 2022 at 10:00 AM via Zoom.

Chairperson Tofanelli adjourned the meeting at 11:29 AM.