

MINUTES OF SPECIAL MEETING OF
BOARD OF DIRECTORS
OF THE
SLEEPY HOLLOW FIRE PROTECTION DISTRICT

February 14, 2015

A duly noticed Special Meeting of the Board of Directors of the Sleepy Hollow Fire Protection District was convened at 9:30 a.m. on February 14, 2015 at 1317 Butterfield Road, San Anselmo, California. A quorum was achieved by the presence of each of the three Directors of the District, namely, Frank Berto, Thomas Finn, and Richard Shortall. Frank Berto, as President, presided as Chairman and called the meeting to order. Thomas Finn, as Secretary, recorded the proceedings.

Convene and Adjournment to Closed Session

President Berto called the meeting to order and announced that the Board would adjourn to a Closed Session to confer with the District counsel as authorized by California Government Code Section 54956.8 for the limited purpose of identifying and authorizing negotiators regarding real property located at 1317 Butterfield Road, San Anselmo, in negotiations between the District and the Sleepy Hollow Homes Association (SHHA) and Sleepy Hollow Charitable Foundation (SHCF) regarding the terms and conditions upon which the District may participate in a rebuilding of the SHHA's community center (the Project). The meeting was then adjourned to Closed Session.

Re-Convene from Closed Session

President Berto reconvened the meeting at 9:50 a.m. and announced that the Board had, in the Closed Session just concluded, upon the motion of President Berto, and seconded by Director Shortall, unanimously appointed Director Finn to serve as the District's lead negotiator and Director Shortall to serve as the alternate negotiator.

Public Discussion

No member of the public requested to address the Board on matters not on the agenda.

Directors' Announcements

Director Shortall announced that he has been appointed to the Board of Directors of FIRESafe Marin. The Board expressed its congratulations and thanks.

Director Finn announced that several dates in April and May were being considered for the next fire pumps training/demonstration session. He stated that the dates would be selected based upon the availability of the Ross Valley Fire Department (RVFD) personnel who will conduct the session.

Director Finn announced that, though he believes that he has no actual conflict of interest with respect to the District's potential participation or non-participation in the Project, he would be willing, in order to avoid the possible appearance of a conflict of interest, to resign his membership in the SHHA at the appropriate time. Director Shortall expressed his willingness to do the same. President Berto, noting that he is a 50+ year member of the SHHA, said that he wished to consider the matter further before deciding if his resignation might be desirable in the future.

President Berto then delegated chairmanship of the meeting to Director Finn for purposes of presenting the draft Letter of Intent (LOI) outlining the District's proposed terms and conditions for its participation in the Project.

Proposed LOI for District Participation in Project

Director Finn presented the LOI to the meeting. He noted that the LOI has been available publicly for some time on the District's website and that hardcopies were also provided at the meeting for all interested parties. He expressed the District's gratitude to the District's Special Counsel, Danielle Gensch, who was in attendance, for her efforts in drafting the LOI.

Director Finn reminded the public that the LOI is a non-binding "road map" to how the District would propose to negotiate its possible participation in the Project, and is subject to the execution of definitive transactional documents and the District's right to terminate negotiations at any time.

Director Shortall stated that the LOI is merely an invitation to negotiate, and that no vote has been taken to participate or to distribute any funds for the Project.

President Berto described the LOI as "an opportunity to see if we're on the same page [with the SHHA and the SHCF] about how we'd like to see this unfold."

Director Finn reviewed the background of the LOI and the basic terms and conditions in order of their appearance in the document. He then invited public input and comment.

Residents including Connie Berto, James Ayres, and Bob Lasser expressed their support for the Project but stated their respective reservations about the floorplan,

design, and scale of the Project. Director Finn stated that such issues had been addressed in previous forums and in other documents, and that those issues were beyond the scope of the LOI.

Multiple residents including John Grubb, Scott Hintergardt, and others expressed their support for the Project and welcomed the presentation of the LOI.

Residents including Eric MacAusland, Tom Creedon, Bruce Baum, Garril Page, and Evelyn Messinger expressed their opposition to the Project on the grounds that, were the District to ultimately vote to participate in the Project, that participation should take a lower priority to expenditures such as increased RVFD staffing (Creedon) and possible future rebuilding of RVFD Station 20 (Baum), would constitute an impermissible gift of public funds (Page), and should provide for equal participation/use by residents who are ineligible for SHHA membership due to the location of their residences (Messinger). Ms. Messinger presented a diagram purporting to show that such ineligible residents had been unrepresented in the Project process to date. Director Finn thanked the commenters for their remarks.

Director Finn then invited a motion to approve the text of the LOI, to authorize the presentation of the LOI to the SHHA and SHCF, and to instruct the lead negotiator to pursue arrangements with the SHHA and SHCF to meet to solicit their views as to the LOI's proposed terms and conditions. Upon such motion by Director Shortall and seconded by President Berto, the motion was unanimously adopted.

Since there was no further business to come before the meeting, upon motion made and seconded, the Meeting was adjourned at 11:40 a.m.

Thomas J. Finn, Secretary