

**Minutes
Huron-Clinton Metropolitan Authority
Board of Commissioners
Thursday, February 8, 2018**

A regular meeting of the Huron-Clinton Metropolitan Authority's Board of Commissioners was held on Thursday, February 8, 2018 at 10:30 a.m. at the Administrative Office.

Commissioners Present: Timothy J. McCarthy
Robert W. Marans
Jaye Quadrozzi
Bernard Parker
Kurt L. Heise
Steve Williams
John Paul Rea

Staff Officers:
Deputy Director David Kirbach

Other Attendees:
Rebecca Franchock Supervisor of Budget and Payroll
Steve Mann Miller, Canfield, Paddock and Stone, PLC

Chairman McCarthy called the Feb. 8, 2018 meeting to order at 10:30 a.m.

1. Chairman's Statement

None.

2. Public Participation

Michael Sedlak, Green Oak Township, said he was attending the meeting in support of the property sale between Green Oak Township and the Metroparks.

David Wahl, Metroparks Retiree, said he is the former Metroparks controller and spoke about the bylaws, giving a brief history and recent changes added by the former director in 2016. He said a CFO position was added reporting directly to the director, which removed appointment powers of the Board. Mr. Wahl said he expressed concerns when the changes were made as they prohibited the flow of information to the Board and removed the checks and balances. He said it's important that the Board have control of the finances and strongly recommended the Board adopt the changes.

3. Approval – January 11, 2018 Regular Meeting Minutes

Motion by Commissioner Marans, support from Commissioner Rea that the Board of Commissioners' approve the Jan. 11, 2018 regular meeting minutes as presented.

Motion carried unanimously.

4. Approval – February 8, 2018 Agenda

Motion by Commissioner Marans, support from Commissioner Williams that the Board of Commissioners' approve the amended Feb. 8, 2018 agenda as presented.

Commissioner McCarthy requested that item 5-c-1 (Concert Series Promoter) be removed from the consent agenda and moved to the regular agenda and renamed 7-A-4: Concert Series Promoter.

Motion carried unanimously.

5. Approval – January 11, 2018 Consent Agenda

Motion by Commissioner Marans, support from Commissioner Williams that the Board of Commissioners' approve the amended consent agenda consisting of the following:

- a. Approval – December 2017 and January 2018 Financial Statements and Payment Registers
- b. Approval – December 2017 and January 2018 Appropriation Adjustments

Motion carried unanimously.

6. Update – Director Search

Discussion: Kerry Laycock, consultant for the Metroparks, updated the Board on the director's search.

Commissioner McCarthy said he would like the names of the five candidates. Mr. Laycock listed the candidates:

1. Dave Kirbach – Deputy Director, Huron-Clinton Metroparks
2. Sean Fletcher – Director, Kalamazoo Parks and Recreation
3. Lawrence Hemmingway – Director, Evanston Parks, Recreation and Community Services
4. Amy McMillian – Director, Genesee County Parks and Recreation Commission
5. Jason Tayler – Regional Chief of Natural Resources, U.S. Department of Interior

Mr. Laycock summarized search efforts and said his concerns diminished on finding suitable candidates when he began receiving resumes. He said he spoke to 48 people who expressed an interest in the position, reviewed 45 resumes, conducted 14 phone interviews and conducted 10 face-to-face interviews. There were five internal candidates, Mr. Laycock spoke with four and one potential candidate dropped out. He said of the five candidates before the Board, two were recruited (Fletcher and Lawrence). All reference and background checks have been completed.

Commissioner Marans requested the list of references for each candidate.

Mr. Laycock said the five candidates were highly qualified and were asked to provide examples of projects and initiatives they have worked on.

Commissioner Quadrozzi said wanted to know what Mr. Laycock thought of each candidate and what is a concern.

Commissioner Marans said the purpose of the meeting was to decide which candidates to interview and when to hold the interviews.

Commissioner McCarthy said the goal for the meeting was to pare down the list to interview.

Mr. Laycock said he hoped the commissioners interviewed all five candidates and summarized the five candidates for the Board.

1. Dave Kirbach: The candidate with the operational experience. Knows the system and how to keep things running and would represent the agency well. Strong candidate for mending fences and great asset to the agency. Area of concern is that Mr. Kirbach has not been in a CEO role compared to the other candidates.
2. Sean Fletcher: Has had an outstanding career in Michigan both at Kalamazoo and Canton, knows southeast Michigan and the Metroparks. Immediate past president for mParks. Rebuilt the parks and recreation department at Kalamazoo, raised significant outside revenue and built relationships with key funders. Has done a lot of outreach with the African American community and philanthropic community. Has good references and they consider him to be a strong person. Currently has a staff of 11 full-time employees and 90 seasonal employees. Area of concern is that Mr. Fletcher is young and doesn't have years of experience in this position.

Commissioner McCarthy said the organization is smaller than the Metroparks and is primarily urban.

3. Jason Taylor: Received a Ph.D. from the University of Michigan in Natural Resources. Currently with the National Parks Service in Alaska, owned and operated a GIS company in Grand Blanc, understands local governments and knows Michigan well. He was also Chief of Natural Resources on the Cape Cod National seashore. Currently responsible for 15 parks, 24 park management units in Alaska. Area of concern is outreach and that it is something he must force himself to do.

Commissioner Parker asked if a regional chief was comparable to a CEO. Mr. Laycock said yes, although the National Park Service doesn't have the same structure as the Metroparks.

Commissioner Parker asked if he had any employment connections to southeast Michigan. Mr. Laycock said yes that he was a GIS coordinator for Grand Blanc Township and owned a GIS consulting company in Fenton.

Commissioner McCarthy said it sounded like the Alaska park system is different and that they do not run programs to the same degree as the Metroparks. Mr. Laycock said there are natural resources education programs in the parks; however, the system manages massive natural resource areas.

4. Lawrence Hemingway: Candidate recruited by Mr. Laycock. This position is the only one Mr. Hemingway would leave Evanston for as his family is here. He worked for the city of Detroit and Wayne County Parks and Recreation. One well known project he worked on was the Crosswinds Marsh. He began his career as a school teacher in Kalamazoo and enjoys working with children. Conducted large branding efforts for Wayne County parks. Conducted major outreach efforts for underserved areas in Evanston. Currently overseeing construction of a \$40 million recreation center and raised \$10 million for the recreation center redevelopment; working on \$5 million more. Has urban experience and good at making connections. Area of concern is that someone mentioned he worked in the Kilpatrick administration, which is not necessarily a reflection on him.

Commissioner Marans said he was a graduate of Wayne State University but doesn't say when he graduated. Mr. Laycock said he would provide the information.

Commissioner Marans asked if Commissioner Parker knew Mr. Hemingway. Commissioner Parker replied yes.

Commissioner McCarthy asked how Mr. Laycock recruited him. Mr. Laycock replied he found him on LinkedIn.

5. Amy McMillian: Former seasonal employee at Lake St. Clair Metropark. Has done an incredible job at Genesee County. Has done a lot of outreach and is widely respected by other local agencies. Brought in a lot of outside funding to and rejuvenated Crossroads Village. References said she was credible and good to work with. Has good project management and good leadership. Area of concern is that she is assertive/tenacious and works hard to make things happen. She has faced challenges perhaps being accused of being overly aggressive.

Commissioner McCarthy asked how many parks were in Genesee County. Commissioner Marans replied 21 parks, 11,000 acres with 28 full-time employees and 200 seasonal employees.

Commissioner McCarthy said how do the numbers compare to Mr. Hemmingway and his tenure at Wayne County. Commissioner Parker said it's only an estimate, but around 55 employees.

Commissioner McCarthy said other than Mr. Kirbach there haven't been any candidates with experience with a large work force.

Commissioner Parker asked about the procedures for the interviews and if the Metroparks were responsible for travel expenses. Commissioner McCarthy replied yes that the Metroparks would be responsible for travel expenses.

Motion by Commissioner Heise, support from Commissioner Parker that the Board of Commissioners interview Dave Kirbach, Amy McMillian, Sean Fletcher and Lawrence Hemingway.

Commissioner Williams asked why Mr. Taylor was eliminated. Commissioner Heise said because Mr. Taylor did not seem like a good fit and would be better suited for a DNR position.

Commissioner Quadrozzi said outreach and fundraising is important.

Commissioner Williams suggested using video conferencing for interviews if it was an issue for Mr. Lawrence and scheduling purposes. Mr. Laycock said Mr. Lawrence's family is in southeast Michigan and shouldn't be an issue regarding coming for an interview.

Motion carried unanimously.

Mr. Laycock said there should be need clear direction for logistical purposes regarding the interviews and that the candidates will be prepared to do a 10-15 minute presentation. Mr. Laycock also suggested a meet and greet between the candidates and staff and that staff make comments after the interviews were completed.

Commissioner Quadrozzi said she prefers the interviews separate from the Board meeting and have them a week apart for scheduling purposes.

Commissioner Marans suggest conducting the interviews at the March Board meeting and have just interviews on the agenda.

Commissioner McCarthy said its unfair for him to contribute to the conversation regarding planning for this meeting as he will be having neck surgery on Feb. 19 and will be out for several weeks and will not be at the March meeting unless he participates by phone.

Commissioner Marans said he would be able to participate in the interview process, he wouldn't be able to vote on the candidate.

Commissioner McCarthy said he will speak to IT Manager Robert Rudolph about conference possibilities.

Commissioner McCarthy said he suggested having the interviews at the next meeting and that the agenda would include approval of meeting minutes and consent agenda items.

Commissioner Heise suggested a 9am start time for the March meeting.

Commissioner Parker said March 8 is good for conducting the interviews and that there should be a set of questions the candidates would receive in advance and should be ready to answer.

Commissioner Quadrozzi said staff should have input on the questions as well.

Commissioner Marans said it's important to have the same questions for each candidate. Mr. Laycock said there will be 12-15 questions the Board can choose from to ask the candidates and that he will email the questions to board members to find out what the consensus is for questions.

Commissioner Williams said he prefers not to give candidates questions in advance.

Commissioner Parker said he prefers in-depth answers to questions and then have the ability to ask other questions to follow up.

Commissioner Marans said Washtenaw County recently went through a similar process and he suggested questions explaining the vision for the Metroparks and a set of standard questions. He said it's important to have the candidates be able to think on their feet.

Commissioner Rea agreed with Commissioner Marans.

Commissioner Parker asked if staff would meet with the candidates before the interviews. Mr. Laycock said it depended on the Board's preference. The Board agreed it was okay for staff to meet the candidates ahead of time.

Commissioner Parker asked if the plan was to vote for a new director the same day as the interviews. Commissioner McCarthy said yes.

Commissioner Marans said there should be deliberation on the candidates and their interviews.

Commissioner Rea said with the resources provided by Mr. Laycock and the homework commissioners can do on their own before March 8, the Board should be able to have an informed discussion at the table after the interviews.

Both Commissioners' Williams and Quadrozzi said it will be good for staff to meet the candidates before the March 8, 2018 meeting.

Commissioner McCarthy said the March 8 meeting would begin at 9am, it would be a limited agenda and that the commissioners would conduct the interviews, hold a discussion and then vote.

Commissioner Williams asked if Commissioner McCarthy could vote. Legal Counsel Steve Mann said that the Open Meetings Act says members physically present at the meeting are able to vote.

7. Reports

A. Administrative Department

1. Report – 2017 Year-end Financial Statement Review

Motion by Commissioner Rea, support from Commissioner Quadrozzi that the Board of Commissioners' receive and file the December 31, 2017 Financial Statement report as recommended by Supervisor of Budget and Payroll Rebecca Franchock and staff.

Motion carried unanimously.

2. Report – Proposed Amended and Restated Bylaws

Commissioner McCarthy said the bylaws in the packet needed to be reviewed; however, no vote was needed today to amend and restate the bylaws and that the item could be added to the April agenda.

Commissioner Heise said the new director should be able to review the current bylaws and that voting on amending them in April wouldn't give the new director enough time.

Commissioner McCarthy thanked Commissioner Marans for his effort to have the bylaws amended, said they should be amended but that it shouldn't be done in haste.

Commissioner Marans said the key changes were for the deputy director and CFO position and the reporting structure for these positions.

Commissioner Parker asked how to include other amendments. Commissioner McCarthy said to send changes to Steve Mann.

Commissioner Williams asked if any of the candidates had any issues with beginning immediately. Mr. Laycock said he had no indication on issues with starting immediately, but would check with candidates in advance.

Commissioner Heise asked if any of the candidates requested confidentiality during the process. Mr. Laycock said Mr. Taylor was the most concerned, no candidate requested strict confidentiality and that he considers all the documents to be public record.

3. Approval – Investment Policy Statement Changes

Motion by Commissioner Quadrozzi, support from Commissioner Heise that the Board of Commissioners' approve the revised Investment Policy Statements for the Pension Plan and Retiree Health Care Trust as recommended by the Pension Committee and Retiree Health Care Trust Board of Trustees and the Pension Trustee/Plan Administrator Rebecca Franchock and staff.

Discussion: Commissioner McCarthy explained the investment policy statement changes to the Board on what the Pension Committee and Retiree Health Care Trust Board approved.

Motion carried unanimously.

4. Approval – Concert Series Promoter, Lake St. Clair and Stony Creek Metroparks

This item was originally on the consent agenda under purchases (5-c-1).

Motion by Commissioner Quadrozzi, support from Commissioner Heise that the Board of Commissioners' award RFP 2018-004 to the bidder, Gail and Rice for a contract term of one year with up to four, one-year renewal options to promote the Metroparks annual concert series as recommended by Senior Buyer Heidi Dziak and staff.

Discussion: Senior Buyer Heidi Dziak updated the Board on the item and detailed the process staff used to evaluate the proposals based on the vendor's qualifications, related experience, capacity, understanding of the project, methodology and approach and references.

Commissioner Parker would like to see more diverse music and concert selections that will attract more people to come to the concerts.

Motion carried unanimously.

7. Reports

B. Planning Department

1. Approval – Lake Erie Master Plan

Motion by Commissioner Heise, support from Commissioner Marans that the Board of Commissioners' approve the Lake Erie Master Plan as recommended by Manager of Planning Nina Kelly and staff.

Discussion: Manger of Planning Nina Kelly updated the Board on changes made to the master plan, which include minor grammar corrections as well as adding a funding section for waterways.

Commissioner Marans asked about public input. Ms. Kelly said staff received 218 responses, 29 people attended the public meetings and that there was no feedback from the public when it was posted.

Commissioner Parker said it was a good plan; however, he would like to see how staff plans to increase revenue for operations so the Fund Balance does not need to be used.

Motion carried unanimously.

C. Engineering Department

1. Bids – Sanitary System Assessments, Various Locations

Motion by Commissioner Parker, support from Commissioner Rea that the Board of Commissioners' award Contract No. 900-18-012 to the low responsive, responsible bidder, Metro Environmental Services, Inc., in the amount of \$152,605.70 as recommended by Manager of Engineering Mike Brahm-Henkel and staff.

Discussion: Manger of Engineering Mike Brahm-Henkel updated the Board and said the project includes sanitary pipeline cleaning, manhole defect identification, root cutting and condition assessments using closed circuit television. The current work is an integral part of the Storm Water, Asset Management and Waste Water (SAW) Grant; the work is eligible for grant reimbursement. The assessments will aid in the formulation of future work as it relates to SAW grant projects and identify areas of priorities for future work. This assessment is integral with the background information that is necessary for defining the scope and possible issues with the future SAW projects. The assessment information will then be used for future projects and the resulting information incorporated into the current GIS system.

Motion carried unanimously.

2. Approval – Macomb County Road Easement, Wolcott Mill Metropark

Motion by Commissioner Rea, support from Commissioner Marans that the Board of Commissioners' approve the highway easement as requested by the Road Commission of Macomb County and recommended by Manager of Engineering Mike Brahm-Henkel and staff.

Discussion: Mr. Brahm-Henkel updated the Board and said the Road Commission of Macomb County (RCMC) is in the process of replacing the 28 Mile Road Bridge between Teller and Ray Center Roads. The bridge construction will reopen this section of 28 Mile Road and that the easement would grant the RCMC the rights needed for construction of the project.

Motion carried unanimously.

7. Reports

D. Information Technology Department

1. Approval – Board Meeting Audio and Video Conferencing

Discussion: Information Technology Manager Robert Rudolph said staff researched options to provide both audio/video conferencing and video recording for Board meetings. This conferencing solution can be used for meetings held throughout the park system. In one option explored, the Metroparks would rent equipment for audio/video conferencing. Metroparks staff would record the monthly Board meetings, which would then be uploaded to the Metroparks website as well as social media sites for public viewing.

Commissioner McCarthy asked if it was possible to live stream the meetings with this proposal. Mr. Rudolph said no, the meetings would be uploaded 24 hours after the meeting.

Commissioner McCarthy said he would like staff to research options to live stream the meetings.

Commissioner Parker asked staff to look for companies to professionally record and live stream meetings. Mr. Rudolph said staff spoke to a company recommended by Commissioner Williams to professionally record meetings.

Commissioner Williams asked for clarification and that staff should be looking for two solutions – record and live stream meetings and teleconferencing.

Commissioner McCarthy said the number one goal is to use live streaming for meetings.

No action taken.

E. Interpretive Department

1. Report – Interpretive Education Programs

Discussion: Manger of Interpretive Services Jennifer Hollenbeck gave a presentation to the Board and reviewed the Interpretive Services programs held both within and outside the Metroparks. She highlighted program participation and STEM, STEAM and STREAM educational programs for school children.

No action taken.

Commissioner Marans left the meeting at 12:00 p.m.

Commissioner McCarthy changed the order of the agenda for the convenience of time.

8. Other Business

Deputy Director Dave Kirbach said the MRPA (mParks) conference was held the week of Feb. 6-9 and that Metroparks Police Lt. Dave Smith and Manager of Planning Nina Kelly conducted classes at this year's annual conference.

Mr. Kirbach also said that the title company handling the land sale for Green Oak Township requested a formal resolution authorizing the Board Chair, secretary, director and deputy director to sign the necessary paperwork on behalf of the Metroparks.

Motion by Commissioner Williams, support from Commissioner Rea that the Board of Commissioners approve the resolution authorizing the chairman, secretary, director and deputy director to sign documents on behalf of the Metroparks.

Motion carried unanimously.

Commissioner Parker left the meeting at 12:20 p.m.

9. Closed Session

At the regular meeting of the Board of Commissioners' held on Feb. 8, 2018 there was a motion by Commissioner Williams, support from Commissioner Rea that the Board of Commissioners adjourn to a closed session for the purpose of discussing material, which is exempt from discussion or disclosure under the Freedom of Information Act, this is a permissible purpose for closed session pursuant to Section 8(h) of the Open Meetings Act.

ROLL CALL VOTE

Voting yes: Quadrozzi, Williams, Rea, Heise, McCarthy
Voting no: None
Absent: Marans, Parker

Motion carried unanimously.

The regular meeting adjourned at 12:20 p.m.

Commissioner McCarthy reconvened the regular meeting at 12:28 p.m.

Motion by Commissioner Quadrozzi, support from Commissioner Heise that the Board of Commissioners approve the settlement agreement as discussed in closed session.

Motion carried unanimously.

10. Staff Leadership Update

None.

11. Commissioner Comments

Commissioner Quadrozzi said she was recently on the hike-bike trails at Kensington and to let staff know they did a great job on the paths and that they were really clear.

Commissioner McCarthy asked if cross country skiing was busy. Mr. Kirbach said yes and he also said the Boy Scouts would be having a Winter STEM Olympics event at Kensington on Saturday, Feb. 10 and all the kids should have a lot of fun.

12. Motion to Adjourn

Motion by Commissioner Rea, support from Commissioner Williams that the Board of Commissioners' adjourn the regular meeting.

The meeting adjourned at 12:30 p.m.

Respectfully submitted,



Shawn M. Athayde
Recording Secretary