



Glacier View Fire Protection District

1414 Green Mountain Dr. • Livermore • Colorado • 80536

SPECIAL MEETING

May 24th, 2021, at 7:00pm

Meeting was called to order at 7:00 PM via ZOOM

Board of Directors present: President Steve Switzer, Vice President Randy Golden, Secretary Gordon Cunningham, Treasurer David Thompson, Director Bill Salmon

Fire Department members present: Fire Chief Warren Jones, Assistant Chief Peter Henderson, and District Administrator Cheryl Franz

Public members: 5 including Corrina and Gabe from The Ember Alliance

Confirmation that there are no changes to the agenda

1. The Ember Alliance – CWPP Amendment Change -President Switzer opened the meeting and allowed Corrina with Ember Alliance to share what happened to create an amendment change to the CWPP and what the Board needs to do to move forward. Corrina stated that one line was left out of the contract that they typically have in place. The Ember Alliance bills quarterly or monthly and bills the first quarter or month payment up front to allocate those funds to their employees and to have cash flow for the project. She apologized that the statement to have a payment up front was overlooked. The quarterly payment was in the CWPP contract as discussed but did not include notification of an upfront payment arrangement. She encouraged Board discussion on a payment billing that would make it work for everyone so we could all move forward.

President Switzer expressed favor on where the CWPP would go with the CWPP project for GVFD but stated that in every government contract that he has ever been involved in there was not any money paid out up front. The quarterly payment was the first he had seen, and he had concerns about that and would like to see performance tied to any payment that is made. He asked for Board input with questions or concerns.

Director Salmon asked Corrina if The Ember Alliance had insurance in case of a default. Corrina stated that they did. Gabe, business operations director for The Ember Alliance, stated that they had insurance and are working on prescribed fire insurance. He added that they are a private non-profit entity engaged in work with a governmental entity. He said that in the different takes on how they approach the business end of things The Ember Alliance is not a government entity, and they are a small business and a small non-profit business. He stated that as a small business owner cash flow is always an issue, and they want to make sure they are meeting those cash flow needs, and at the same time looking to find a middle ground on this project. He assured the Board that they will get a phenomenal CWPP product.

Gabe suggested that if the general consensus from the GVFD Board is to not frontload a payment, then The Ember Alliance will make adjustments on their end and do whatever they need to do to make things work smoothly for the benefit of the community in the Glacier View Fire District.

President Switzer stated that there is no question from GVFD of the work quality from The Ember Alliance or the buy in of the CWPP. He noted that people in the community are excited to see the progress of the CWPP in the area.

Director Salmon thanked Gabe for his comments. He said his total concern is that The Ember Alliance changed hands once and now there is an amendment change to the contract. His concern was that everything was ok with The Ember Alliance. Director Salmon noted that this was the Board's chance to ask questions. He noted that it was the Board's fiscal responsibility to make sure the money does not get lost, and it is a lot of money for GVFD.

Treasurer Thompson asked what The Ember Alliance was looking for and wanted to know if every quarterly payment needed to be frontloaded. Corrina stated that theoretically the payments would be frontloaded with the first quarter payment and then billed regularly at the end of each quarter, with the 10% held out of the last payment until the completed project is acceptable by GVFD. There was further discussion on how other District's set up payment schedules. Treasurer Thompson thought that the 10% would come off the top and the remainder of the payments would be divided out for the additional payments to The Ember Alliance. Corrina confirmed that statement and stated that other options could work as well, they are flexible.

Vice President Golden questioned The Ember Alliance on what the original contract called for without the change, and what is the change and what would that amount be. Corrina stated the original contract is quarterly and that would be moving the payment up a month. There was more discussion about how the finances would be handled. The current contract did not specify when in the quarter the billing would take place. Gabe stated that they would be delivering some of the CWPP product in the next month or two and The Ember Alliance would like to get the invoices in early to be proactive. As far as solvency, Gabe shared that The Ember Alliance has a number of assets he has put up for collateral for other instances and those same assets will be out there doing a lot of the work, getting boots on the ground, and helping fortify the community of Glacier View with the CWPP. Gabe stated that if GVFD gets an invoice today, it does not need to be paid tomorrow, but suggested a month lead time. Vice President Golden was still not clear on the amendment as to what GVFD would pay and what the payments would be. Corrina proposed that The Ember Alliance would bill now for one quarter minus 10%, invoice on October 1, January 1, April 1, and the 10% would be due upon deliver and approval by GVFD. Corrina stated that they could put specific dates in the amendment.

Chief Jones submitted an email just before the meeting and confirmed his reference check on The Ember Alliance. He stressed that now is the time for action and that this CWPP is the best thing we can offer the Glacier View Fire District community.

Assistant Chief Henderson shared his reference check from a local specialist. The specialist had nothing but positive things to say about The Ember Alliance. The only concern he heard was with communication which is what GVFD is experiencing now, but it is not enough to not move forward with what we need to do out here in the Glacier View Fire District.

Treasurer Thompson wanted to confirm the dates and amounts with The Ember Alliance. He suggested that GVFD make a payment of 10% up front and hold 10% at the end, then the remaining balance would be split into three remaining payments. Gabe agreed with the proposal and would change the amendment to reflect the payment structure.

President Switzer suggested \$4,000 up front. He recognized Chief Jones and Assistant Chief Jones as the lead contacts and would work on the amendment details out with Corrina and Gabe. He wants Chief Jones to make sure the contact and language is written correctly by correcting Paragraph Three and adding a payment schedule. Chief Jones and Corrina will meet to clarify amendment on the contract.

Treasurer Thompson asked about the effective date of the contract, the original date being May 1st. Corrina stated that they have begun working on the CWPP and have a gathering.

Public comment was opened. Dave Burk, community member, stated that this whole process, not the CWPP but the process has been a total mess. He expressed his concerns with the Board and The Ember Alliance. First, Dave stated that the CWPP started with a Budget request outside of the normal budget guidelines spending 25%-33% of GVFD's annual expenditures in a year and this was allowed without going through a Budget process. Second, he was concerned that there was a name change in the works before Chief Jones and The Ember Alliance went to the Board and did not let the Board know. He stated that two weeks after the contract was done, there was a name change amendment. This should have been disclosed to the Board at the time because that was in the works. Third, regarding the payment amendment, Dave stated that two weeks ago the Chief said GVFD would hold The Ember Alliance to the contract which said written amendments. There was no written amendment presented stating the change and this meeting is being held to discuss a change in payment. He wanted questions answered as to why there was Special Meetings this when the CWPP is a year-long project, and the Board meets in two weeks. Lastly, there has been little or no discussion about implementation, potential ongoing costs for the implementation. The one-time up-front cost is probably going to be the smallest payment that GVFD will make. Dave finds it disturbing, putting aside that the CWPP is a good idea, that the process has been rushed through. GVFD is not going to have a project done until next year, so he does not understand the rush. Thank you.

President Switzer thanked Dave for his comments and concerns. He stated that he made the call for the Special Meeting. He felt the Special Meeting was worth gathering for rather than leaving the payment change for the next Board Meeting and wondering if The Ember Alliance was going to be able to move forward with the CWPP. As to the specifics of the amendment, he did not expect specific language for this meeting, such as, he wanted to see this question sorted out and for us to find some middle ground to see if it was workable. He is looking for confirmation from the Board for agreement to this amendment and put on record. President Switzer also had concerns regarding the sudden name change issue and the timing of it, but this Special Meeting is to satisfy our responsibilities as a government agency and sort out the changes presented to GVFD.

Assistant Chief Henderson spoke about the implementation of the CWPP. Part of the plan was to build a foundation of having the ability to give us evidence of planning of logistics to submit grants to work for implementation in the future. He stated that the planning portion will fill the gaps to the implementation process, and it will be costly.

President Switzer entertained a motion to have Chief Jones and Peter work with Corrina and Gabe to get GVFD a working amendment. The payments would be \$4,000 upfront, subsequent payments would be October 1, 2021, January 1, 2022, April 1, 2022. GVFD will retain \$3,644 at the end of the project and will be payable upon delivery and approval of the CWPP from the GVFD Board. Vice President Golden accepted the motion. Seconded by Treasurer Thompson. No further discussion. All in favor, motion carried.

2. Firehouse Grant – Dave Burk presented an application to the Board Members for the Firehouse Subs Public Safety Grant Foundation. He stated that this is a no-match grant, so GVFD would not have any out-of-pocket expenses. Dave offered to volunteer his time to assist GVFD operations in obtaining additional money for old and worn-out rescue tools that are currently in place at the fire department, and to save the District money. This money would be for use in addition to the \$20K that is in place in the Capital Equipment Replacement Plan for the purchase of rescue tools in 2021. Chief Jones stated that there is a team working on the replacement of the rescue tools and they will be coming to the Board at the June meeting with a proposal on four different tool sets asking the Board for approval on the purchase. President Switzer advised Chief Jones to stay on schedule with the proposals and Assistant Chief Henderson recommended that the grant gets used for additional rescue tools. Dave stated that this grant can be used for many items that the fire department may need and asked for Operations to advise him of their needs and he will move forward for them. Vice President Golden and Director Salmon agreed to Operations bringing forward the rescue tool recommendations at the June meeting and Dave will wait until Operations gets a list of items together before applying for the grant. The Board Members thanked Dave for his foresight in wanting to obtain additional grant money for GVFD.

Adjournment: President Switzer entertained a motion to adjourn the meeting. Director Salmon accepted the motion. Vice President Golden seconded. Meeting adjourned at 8:16PM.

Respectfully submitted by

Cheryl Franz
District Administrator

Next Scheduled Board Meeting: Monday, June 14th, 2021, 7:00PM