



Regional Wireless Cooperative

Board of Directors

Agenda

September 24, 2015

10:00 a.m. – 11:30 a.m.

	ITEM	PRESENTER
1)	<p>Call to Order, Roll Call, Opening Comments:</p> <p>A. Introduction of New Board Members</p> <p>B. Introduction of Kelly Stewart, RWC Accountant III</p> <p>C. Recognition of Kelli Butz, Budget Supervisor at Neighborhood Services</p>	<p>Chair Hartig Scottsdale</p>
2)	<p>Call to the Public</p> <p>A member of the public may request to address the Board(s) by submitting a blue card that is available at the entry of the room. Speakers will be considered at the sole discretion of the Board(s) Chairman(s), and will be allotted no more than three (3) minutes to speak.</p>	<p>Chair Hartig Scottsdale</p>
3)	<p>Approval of RWC Board Meeting Minutes from May 28, 2015</p> <p>This item is for information, discussion and action.</p>	<p>Chair Hartig Scottsdale</p> <p>Est. 2 min.</p>
4)	<p>Approval of Election of Board Chair and Vice Chair Procedure</p> <p>The purpose of this item is to request Board approval of the Election of Board Chair and Vice Chair Procedure.</p> <p>This item is for information, discussion and action.</p>	<p>Mr. David Felix – RWC Executive Director</p> <p>Est. 2 min.</p>
5)	<p>Approval for Chief Campbell to remain on Governance Working Group (GWG)</p> <p>The purpose of this item is to request approval from the Board to allow Chief Campbell to remain on GWG.</p> <p>This item is for information, discussion and action.</p>	<p>Chair Hartig Scottsdale</p> <p>Mr. David Felix – RWC Executive Director</p> <p>Est. 5 min.</p>



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6)	<p>RWC 2015 Annual Audit Update The purpose of this item is to update the Board on the RWC Annual Audit. This item is for information and discussion.</p>	<p>Mr. David Felix – RWC Executive Director</p> <p>Est. 5 min.</p>
7)	<p>College Football National Championship Event Update The purpose of this item is to update the Board on the upcoming College Championship Event. This item is for information and discussion.</p>	<p>Mr. Jesse Cooper – RWC Executive Committee Member</p> <p>Est. 10 min.</p>
8)	<p>RWC/TRWC Governance Working Group Update The purpose of this item is to update the Board on the Governance Working Group. This item is for information and discussion.</p>	<p>Chair Hartig Scottsdale</p> <p>Est. 10 min.</p>
9)	<p>Executive Director’s Report The purpose of this item is to update the Board. This item is for information and discussion.</p>	<p>Mr. David Felix – RWC Executive Director</p> <p>Est. 10 min.</p>
10)	<p>Announcements & Future Agenda Items The purpose of this item is to communicate any Board announcements or future agenda items. A. Presentation of RWC 2016/2017 Budget B. 2014-15 Annual Audit Findings The next meeting is tentatively scheduled on November 19, 2015 from 10:00 – 11:30. This item is for information only.</p>	<p>Chair Hartig Scottsdale</p>



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11)	Adjourn	Chair Hartig Scottsdale
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**Board of Directors
2015 Meeting Schedule**

<u>Date</u>	<u>Location</u>
Thursday, November 19 10:00 – 11:30	Maricopa Association of Governments (MAG) 302 North 1st Avenue, 2nd Floor Phoenix, AZ 85003



BOARD OF DIRECTORS REPORT

TO:	Regional Wireless Cooperative (RWC) Board Members	Agenda Date:	September 24, 2015
FROM:	David Felix & Kim Engle, RWC		Item 4
SUBJECT:	APPROVAL OF ELECTION OF BOARD CHAIR AND VICE CHAIR PROCEDURE		

PURPOSE

The purpose of this report is to brief the Board on one new procedure. Due to this procedure being exercised by the Board, it is necessary to have the Board approve it.

BACKGROUND

The Policy Working Group (PWG) is responsible for developing policies and procedures which govern management and use of the RWC network. Policies require Operations Working Group (OWG) and Executive Committee review and approval prior to Board review and approval. The PWG also conducts on-going audits of approved policies and procedures to ensure they are up-to-date with current practices.

At the November 9, 2009 Board meeting it was suggested that a three person Nominations Committee be appointed to oversee the nomination process each time when it becomes necessary to elect a Board Chair and Vice Chair. This procedure outlines that process and documents policy as set forth in Section 3.2.1.2.1 of the Governance Document.

DISCUSSION

The Board will be briefed on the following new Procedure:

- 1) Election of Board Chair and Vice Chair Procedure

RECOMMENDATION

This item is for information, discussion and possible action. The RWC Executive Committee has reviewed the procedure and recommends Board approval.

REGIONAL WIRELESS COOPERATIVE POLICIES AND PROCEDURES	
	No. A-13.15
Subject: Election of Board Chair and Vice Chair Procedure	Effective Date x/x/11

1.0 Purpose

- 1.1. The purpose of this procedure is to establish guidelines for the election of the Regional Wireless Cooperative (RWC) Board Chair and Vice Chair.

2.0 Owner

- 2.1. RWC Board of Directors.

3.0 Applies To

- 3.1. RWC Board members.

4.0 Background

- 4.1. The RWC Board requires a Chair and Vice Chair position to facilitate meetings and Board processes.

5.0 Policy Statement

- 5.1. The RWC Governance provides a definition of Board Chair and Vice Chair in Section 3.2.1.2.1. This procedure outlines the process for electing the Board Chair and Vice Chair.
- 5.1.1. The Chair shall serve a two year term. Chair may not serve two consecutive terms.
- 5.1.2. The Vice Chair has no term limit.

6.0 Supporting Rules

- 6.1. At least one Board meeting prior to the end of his/her term, the Board Chair will appoint a nominating committee.
- 6.1.1. The committee shall be comprised of at least three (3) RWC Board Members.
- 6.1.2. The committee will solicit and recommend Board Members for nomination of Chair and/or Vice Chair.

- 6.1.2.1. Board Members may volunteer themselves or nominate other Board Members to the Nominating Committee to be placed into nomination for Chair or Vice Chair.
- 6.2. At the next regular Board of Directors meeting, the Nominating Committee presents the names placed into nomination for consideration and a vote by the Board.
- 6.3. The newly elected Chair assumes Chair duties immediately upon adjournment of the election meeting or at the direction of the Board.

7.0 Responsibilities

- 7.1. The Executive Director is responsible for tracking the term of the Chair.
- 7.2. The Executive Director will advise the Executive Committee of the need to elect a new Chair.

8.0 Conditions for Exemption or Waiver

- 8.1. As provided in the Waiver or Exception Policy.

9.0 Applicable Policies and/or Procedures

- 9.1. As listed at www.rwcaz.org



BOARD OF DIRECTORS REPORT

TO:	Regional Wireless Cooperative (RWC) Board Members	Agenda Date:	September 24, 2015
FROM:	David Felix, RWC Executive Director		Item 5
SUBJECT:	APPROVAL FOR CHIEF CAMPBELL TO REMAIN ON THE GOVERNANCE WORKING GROUP		

BACKGROUND

Chief Steve Campbell, El Mirage Police Department, will be retiring in mid-September. Chief Campbell has been serving as one of the RWC representatives on the Governance Working Group (GWG) since its inception.

DISCUSSION

Chief Campbell has volunteered to continue to serve as an RWC representative to the GWG. Chief Campbell has a tremendous amount of experience and knowledge with the vision and mission of the GWG, as well as contributing to the development of the draft governance document. Furthermore, Chief Campbell has assisted the GWG in developing the scope of work and review of the Administrative Manager/Radio Services audit and comparison study with the TRWC financials and budget.

Chief Campbell's background in this area would be a tremendous benefit in maintaining continuity for the RWC and GWG as this process continues.

RECOMMENDATION

The RWC Executive Committee recommends the Board of Directors accept Chief Campbell's offer to continue his service on the Governance Working Group on behalf of the RWC.

This item is for discussion and possible action by the Board.



BOARD OF DIRECTORS REPORT

TO:	Regional Wireless Cooperative (RWC) Board Members	Agenda Date:	September 24, 2015
FROM:	Kelly Stewart, RWC Accountant III		Item 6
SUBJECT:	RWC ANNUAL AUDIT FOR FISCAL YEAR 2014/15		

BACKGROUND

The RWC governance requires an annual independent audit of RWC financial records. The RWC Accountant III will provide an update on the audit process being conducted by CliftonLarsonAllen, LLP (CLA).

THE ISSUE

The annual RWC financial audit work is being conducted by the firm of CliftonLarsonAllen, LLP (CLA). On July 29, 2015, RWC staff attended the audit kickoff meeting with representatives of CLA to discuss the process, timeline, and significant audit areas. The main focus of the audit will be on pooled cash and investments, revenue, and expenditures. A pre-audit meeting was held with the Audit Committee and CLA on September 8. In preparing for the audit, RWC Accountant III Kelly Stewart is updating the Comprehensive Annual Financial Report (CAFR) and continues to provide items requested by CLA for use by the audit team during their field work to be conducted the week of October 12, 2015.

RECOMMENDATION

Based upon audit process best practices, the RWC Board of Directors appointed a three person Audit Committee with a commitment to serve on the committee for two to three years to provide a level of consistency based on their experience with prior audits.

Similar to last year's process, the Audit Committee will meet with CLA and the RWC staff to review the audit findings. The Audit Committee will recommend changes, develop a response if needed, and approve the draft findings and representation letters for final publication.

If the draft documents are approved, CLA will formally brief the Board of Directors on the audit process and findings at the regularly scheduled November 2015 Board meeting.



**Regional Wireless Cooperative
Audit Kickoff Meeting
September 8, 2015**

- I. Engagement Team
 - Ronald L. Stearns – Audit Principal
 - Jean Dietrich – Audit Manager
 - Danny Vilorio – In-Charge Associate

- II. Scope of Services
 - Audit of the Comprehensive Annual Financial Report of Regional Wireless Cooperation as of and for the year-ended June 30, 2015.

- III. Timing
 - Year end fieldwork – Week of October 11, 2015

- IV. Current Year Activity
 - Changes in policy or organization
 - New investments
 - Leases, operations, debt agreements, grants contracts or commitments
 - IT changes

- V. Significant Audit Areas
 - Equity in pooled cash and investments
 - Revenue
 - Expenditures

- VI. New Accounting Pronouncements
 - **GASB Statement No 68**, *Accounting and Financial Reporting for Pensions—an amendment of GASB Statement No. 27*
 - **GASB Statement No. 72**, *Fair Value Measurement and Application*

- VII. Required Communication



BOARD OF DIRECTORS REPORT

TO:	Regional Wireless Cooperative (RWC) Board Members	Agenda Date:	September 24, 2015
FROM:	David Felix, RWC Executive Director Jesse Cooper, City of Phoenix Police Department		Item 7
SUBJECT:	College Football National Championship Events		

BACKGROUND

In January 2016 the Phoenix metropolitan area will host the College Football National Championship. Venue sites and events will begin operations on January 6, 2016, and will conclude on January 12, 2016. The cities of Phoenix, Scottsdale, Glendale, Paradise Valley, Litchfield Park, and Tempe will host events and venue sites during this time period. The College Football championship game will be played at the University of Phoenix Stadium on January 11, 2016, in Glendale, Arizona.

DISCUSSION

During the month of January 2016 a series of events and venue sites will be activated to support the College Football National Championship. These sites will include team hotels, fan celebrations, a 5/10K race, team and media operations, along with public concerts. Phoenix will also host the AT&T Playoff Playlist Live event which is expected to draw a daily attendance of approximately 75,000.

A series of resource work groups has been established similar to Super Bowl XLIX to coordinate operations and planning efforts along with an incident management team. The number of groups is significantly less than Super Bowl since this event is expected to be much smaller in terms of necessary resources, fan attendance, and security rating.

Once again, the RWC network is expected to be the central public safety radio communications system operating and being utilized by local, county, state, tribal, and federal partners supporting the venues and events across the Phoenix metropolitan region. Due to the limited size of the venues and lack of significant federal engagement, it is expected to be of no impact to member operations.

RECOMMENDATION

This agenda item is for information and discussion.



BOARD OF DIRECTORS REPORT

TO:	Regional Wireless Cooperative (RWC) Board Members	Agenda Date:	September 24, 2015
FROM:	David Felix, RWC Executive Director		Item 8
SUBJECT:	RWC/TRWC GOVERNANCE WORKING GROUP UPDATE		

BACKGROUND

On October 4, 2012 during the second meeting of the Joint RWC/TRWC Strategic Planning Session, the participants formed a Joint RWC/TRWC Governance Working Group (GWG) comprised of members representing the two regional communications systems. The vision of the GWG is: *“To assure seamless radio and data communications to meet the operational needs of the users in a cost effective and sustainable manner.”*

The Joint Boards directed the GWG with the following:

On behalf of the RWC and TRWC Governance Working Group, we recommend that that RWC & TRWC Board of Directors (Boards) direct and authorize the GWG to develop a governance framework, that is consistent with the attached Regional Communication Authority Concept and proposed approach, for later review and consideration by the Boards - to include legal materials, financial models, and necessary implementation plans.

DISCUSSION

A. Draft Governance Document

The GWG has completed a draft governance document. The governance document was developed in consultation with and input from Attorney Bill Anger; review by RWC and TRWC legal departments; law enforcement and fire labor groups; Joint Operations Working Group and RWC/TRWC Executive Committees. There may still be a few minor edits to the document but the majority of the content is in near final form.

B. Technical Finance Committee

RWC and TRWC's technical staffs completed a detailed review of Motorola's service and support contracts which are in force for both the RWC and TRWC. The purpose of this review was to clarify costs and to seek economies of scale in a scenario where Motorola would provide these services for a single, unified system. It appears there are some potential reductions in costs for both cooperatives in the future.

C. Policy Coordination

The GWG has identified the need to begin policy and procedure coordination between the RWC and TRWC. Eventually, a joint policy working group will be established to coordinate merging or developing future policies or procedures. This process has begun with a joint system security policy.

D. City of Phoenix/Radio Services Financial Audit

The City of Phoenix Audit Department completed the financial audit requested by the GWG. The GWG was briefed on the results of the audit on May 13th. The complete breakdown of RWC administrative and operational costs were provided to the TRWC for purposes of “mapping” or comparisons with similar TRWC costs. This analysis has revealed a difference in costs to operate and maintain the two systems. A small working group will conduct further study to understand the differences.

E. Next Steps

Next steps include: 1) continued joint review of financials; 2) review and incorporate additional edits into the draft governance document as necessary; 3) develop costs, staffing and implementation of the authority/corporate model; and 4) begin discussions regarding alternative approaches to governance implementation

RECOMMENDATION

This agenda item is for information, discussion and possible follow-up action.



BOARD OF DIRECTORS REPORT

TO:	Regional Wireless Cooperative (RWC) Board Members	Agenda Date:	September 24, 2015
FROM:	David Felix, RWC Executive Director		Item 9
SUBJECT:	EXECUTIVE DIRECTOR'S REPORT		

BACKGROUND

The Executive Director will provide an update to the Board of Directors regarding the following issues:

- A. Election of new Executive Committee Chair
The RWC Governance sets a 2 year term for the chair of the Executive Committee. This term recently expired for Mr. Jesse Cooper who has served in this capacity. The Executive Committee has elected Mr. Tom Grebner, Phoenix Wireless Services Manager, as the new Executive Committee chair.
- B. RWC 2014-15 Annual Report
Each year the RWC staff, with input from a number of City of Phoenix and other resources, publishes an Annual Report which highlights the accomplishments, projects, financial status and performance of the RWC. This report is provided in hard copy to the Board and is posted on the RWC website.
- C. Motorola Equipment Acceptance Testing
On September 21st and 22nd, the Executive Director, accompanied by members of the Phoenix ITS Wireless Services Section and Mr. Jesse Cooper from Phoenix PD; travelled to Motorola headquarters in Schaumburg, Illinois to complete equipment acceptance testing of the last simulcast cell for the 700 MHz infrastructure replacement project. The RWC team also toured Motorola's test laboratories, portable radio assembly line, and received a briefing on the latest functionality of Motorola's Inter-Sub-System Interface (ISSI) product.

RECOMMENDATION

This agenda item is for information and discussion.