

## PSERN Operator Interlocal Agreement Summary

**Section 1 – Rules of Construction and Definitions:** sets the grammatical and stylistic rules for interpreting the ILA as well as defining terms to be used in the ILA.

**Section 2 – Duration of the Agreement:** The agreement will be effective perpetually from the date signed by the last Party until terminated in accordance with Section 12.

**Section 3 – Purpose of the Agreement:** States the reason for having the agreement - provide emergency communications and to form a single PSERN Operator - and cites the applicable state laws for formation of the PSERN Operator.

**Section 4 – Board of Directors:** sets the conditions for the operations of the Board of Directors. It touches on:

- Section 4.1 – Creation of the Board of Directors
- Section 4.2 – Sets the composition as 4 voting directors (representing King County, Seattle, EPSCA, Valley Communications Center), and two non-voting members representing police and fire. This section also specifies the Officers of the Board of Directors.
- Section 4.3 – sets the voting, quorum and meeting rules.
  - All votes are unanimous except as specified below.
  - All four voting members are required for a quorum.
  - Other voting procedures such as deferral of a vote are covered, as well as meeting schedules and a requirement to establish bylaws. Only three votes are required if the same director fails to attend two consecutive regularly scheduled meetings where action was scheduled and the director failed to send an alternate. In this event only three directors will be required to vote and form a quorum.
- Section 4.4 – Lists specific actions or powers the Board of Directors may exercise. This includes:
  - Ability to amend portions of the ILA
    - However, Section 15.13 prohibits the Board from amending the following provisions:
      - PSERN Operator scope beyond that established in Section 3.0
      - Composition of the Board of Directors
      - Addition of new parties to the agreement
      - Voting rights for Directors which includes who can vote or voting rules
      - Powers of the Board of Directors
      - Hold harmless and indemnification requirements
      - Provisions regarding duration, termination or withdrawal
  - Establishing advisory boards
  - Approve budgets and expenditures
  - Adopt policies and bylaws
  - Perform procurements
  - Direct and supervise the activities of the advisory boards

- Direct the activities of the Executive Director
  - If the Board directly hires the Executive Director, then hire/fire and set the employment terms for the Executive Director
  - Evaluate Executive Director's performance in writing annually
  - Establish funds for PSERN operations
  - Establish service fees (including monthly fees to end user agencies or ad hoc time and materials fees)
  - Conduct regular meetings
  - Approve maintenance and operations standards
  - Determine services the PSERN Operator will offer (additional services)
  - Approve 3<sup>rd</sup> party agreements
  - Incur debt but not incur debt or issue bonds in the name of any Party
  - Own or acquire assets or real property
  - Dispose of assets or real property
  - Sue or be sued
  - Hold radio licenses
  - Make recommendations to legislative bodies of parties & users
  - Delegate authority
  - Enter into agreements
  - Exercise powers necessary to further the purpose of the agreement
  - Add parties to the agreement subject to Section 15.13
  - Plan for a successor public safety radio system
  - Accept loans or grants
  - Statement that the Operator shall have not power to levy taxes
- Section 4.5 – when the board cannot agree, this section sets the impasse resolution procedures, which includes non-binding mediation and formation of an Elected Executives Committee.

**Section 5 – Operating Board:** creates an Operations Board to advise the Board of Directors.

**Section 6 – Executive Director:** sets the employment conditions for the Executive Director and lays out the Executive Director duties, which include:

- Managing the day to day operations of PSERN
- Manage other PSERN staff
- Propose annual budgets
- Approve expenditures consistent with the approved budget
- Monitor and track PSERN system performance
- Support the Board of Directors
- Recommend policies, standards and procedures
- Provide written monthly reports to the Board on expenditures, system performance, system failures, and usage statistics.
- Maintain and manage records
- Prepare the annual report

**Section 7 – Emergency procedures:** provides the Executive Director limited authority to act in the case of emergencies and sets up reporting requirements.

**Section 8 – PSERN Operator Employment:** This section lays out employment terms for individuals who will work for the PSERN Operator. The section allows for the PSERN Operator to directly hire employees or to contract with another agency for staff. This section also provides for temporary employment, not to exceed 18 months, for Transitional Employees, defined as employees with King County, the City of Seattle, EPSCA or Valley Com whose employment will be terminated as a result of PSERN and who will not be hired by the PSERN Operator.

**Section 9 – Service Level Requirements:** creates commitments by the PSERN Operator to provide services to maintain PSERN and sets minimum performance requirements for the system.

**Section 10 – (reserved but not used)**

**Section 11 – Withdrawal or Removal of a Party:** sets the terms and conditions for the withdrawal of one or more parties from the agreement. Parties must give notice at least two years in advance and must develop a departure plan. Withdrawing parties are still responsible for any cost obligations that were incurred prior to notice of withdrawal. Also, for cause, the Board of Directors may vote to remove a party by majority vote.

**Section 12 – Dissolution –** This section sets the conditions and process for complete dissolution of the PSERN Operator. Addresses requirements for voting, disposition of assets, and timing for final termination date.

**Sections 13-15 – Legal terms and conditions –** insurance, indemnification, non-discrimination, public records, notice requirements, dispute resolution, severability, amendments etc.

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**Exhibit A – Cost Allocation Model:** sets the model and formula for determining the first-year rates for the PSERN Operator for public safety radios and other (general government) radios, as well as for dispatch consoles. Future rate models will be determined by the Board of Directors.

**Exhibit B – In-Building Coverage:** map of three areas designated to receive improved in-building coverage.