



QUARTZ HILL WATER DISTRICT

5034 W Avenue L • Quartz Hill, CA 93536
661-943-3170 • www.qhwd.org

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AGENDA

BOARD OF DIRECTORS *REGULAR MEETING*

September 21, 2017 7:00pm

Location:

5034 W Avenue L

Quartz Hill, CA 93536

ITEM 1 ROLL CALL

ITEM 2 PLEDGE OF ALLEGIANCE

ITEM 3 ADOPTION OF AGENDA

ITEM 4 PUBLIC COMMENT

At this time, members of the public shall have an opportunity to comment on any matter within the jurisdiction of the District, which is not on the agenda. (Guidelines available at meeting.)

ITEM 5 DISCUSSION ITEMS

None requested

ITEM 6 ACTION ITEMS

All matters listed under the Consent Calendar are considered routine and non- controversial. The Board will act upon them by one motion in the order listed below. There will be no separate discussion on these items prior to the President of the Board reading the Action Item unless a Board member, staff, or member of the public, requests specific items be discussed and/or removed from the Consent Calendar for separate action.

A. CONSENT CALENDAR

1. Consideration and possible approval of the August 17, 2017 minutes of the Board of Directors Regular Meeting.

and

2. Consideration and possible approval of the check record.

B. AUTHORIZATION FOR STAFF TO ATTEND CONFERENCES, MEETINGS, SEMINARS AND TRAINING SESSIONS AS FOLLOWS:

and

C. AUTHORIZATION FOR MEMBERS OF THE BOARD TO ATTEND CONFERENCES, MEETINGS, SEMINARS AND TRAINING SESSIONS AS FOLLOWS:

None

D. ACTION CALENDAR

1. Consideration and possible action to enter an agreement with ATS to provide cell site management.

ITEM 7 INFORMATION ITEMS (Written reports included)

A. Staff Reports

i. Report by Assistant General Manager

Brent Byrne

ii. Report by General Manager

Chad Reed

B. Reports by Directors

C. Reports by Attorney

Closed session

ITEM 8 DIRECTOR REQUESTS FOR FUTURE AGENDA ITEMS

ITEM 9 CLOSED SESSION

A. Conference with Legal Counsel

1. Existing Litigation: (Paragraph (1) of subdivision (d) of Section 54956.9)

i. Diamond Farming/Bolthouse Farms Case/LA County

2. Anticipated Litigation (§:54956.9)

Significant exposure to litigation pursuant to paragraph (2) or (3) of subdivision (d) of Section 54956.9

i. Agreement KWHW:JHH.mh 12-10-59-6 of February 4, 1959.

B. Conference with labor negotiator (Gov't Code § 54957)

C. Public Employee Performance/Discipline/Dismissal/Release.

D. Potential Future Sites.

ITEM 10 PUBLIC REPORT ON ACTION TAKEN IN CLOSED SESSION

ITEM 11 ADJOURNMENT

**QUARTZ HILL WATER DISTRICT
MINUTES OF THE BOARD OF DIRECTORS OF REGULAR MEETING**

A meeting of the Board of the Directors was held at 7:01 p.m., on August 17, 2017, at 5034 West Avenue L, Quartz Hill, California pursuant to notice duly given.

ITEM 1 ROLL CALL

President Allen G. Flick, Sr., Vice President James Powell, DDS, Director K. Michael Scott, Director Sheldon Carter, Board Secretary Debi Pizzo, Assistant General Manager Brent Byrne, General Manager Chad Reed and Brad Weeks, of Charlton Weeks LLP.

Absent: Director Peggy Powell

Employees: Matt Manning, Denise Burks, Nicole Gridler, Travis Hagan, Ryan Epps, Luis Campos
Public in Attendance: Jim Krieger, Vanessa Byrne, Marshall Byrne, Parker Byrne, Kathryn Reed

ITEM 2 PLEDGE OF ALLEGIANCE

Pledge of Allegiance led by Director Scott

ITEM 3 ADOPTION OF AGENDA

On motion Vice President Powell, and second by Director Carter, agenda adopted unanimously.

ITEM 4 PUBLIC COMMENT

Jim Krieger mentions how nice it is to see the all the staff here to support the District.

ITEM 5 DISCUSSION ITEM

Employee Development Opportunity

The Board presents General Manager Reed and Assistant General Manager Byrne with the "Board of Directors Special Recognition" Award. In honor of outstanding performance, Management is recognized for another successful year at Quartz Hill Water District. "Thank you for continuing to raise the bar, and then leaping over it. We appreciate your vision, dedication and commitment to excellence as you inspire all of us to be a successful team." Presented by Director Carter and each Director in attendance made an additional statement of appreciation. They also thanked the staff for attending.

ITEM 6 ACTION ITEMS

A. CONSENT CALENDAR

1. Consideration and possible approval of the July 20, 2017 minutes of the Board of Directors Regular Meeting.

and

2. Consideration and possible approval June check record.

On motion by Vice President Powell, and second by Director Scott, minutes and check record unanimously approved.



B. AUTHORIZATION FOR STAFF TO ATTEND CONFERENCES, MEETINGS, SEMINARS AND TRAINING SESSIONS AS FOLLOWS:

and **C. AUTHORIZATION FOR MEMBERS OF THE BOARD TO ATTEND CONFERENCES, MEETINGS, SEMINARS AND TRAINING SESSIONS AS FOLLOWS:**

None requested.

D. ACTION CALENDAR

1. Consideration and possible action to approve the purchase of 500 Allegro Master meters for the annual meter exchange program.

On motion by Vice President Powell, and second by Director Carter, motion passed unanimously.

ITEM 7 INFORMATION ITEMS (Written reports included)

A. Staff Reports

i. Report on Community Outreach

Debi Pizzo

ii. Report by Assistant General Manager

Brent Byrne

iii. Report by General Manager

Chad Reed

B. Reports by Directors

C. Reports by Attorney

Closed session

ITEM 8 DIRECTOR REQUESTS FOR FUTURE AGENDA ITEMS

Vice President Powell is interested in what is the risk of another agency taking over QHWD. Mr. Reed will be in touch with him to ask what discussion item he is requesting specifically is.

ITEM 9 CLOSED SESSION

A. Conference with Legal Counsel

1. Existing Litigation: (Paragraph (1) of subdivision (d) of Section 54956.9)
 - i. Diamond Farming/Bolthouse Farms Case/LA County
2. Anticipated Litigation (§:54956.9)
 - i. Quartz Hill Water District v. Dennis

Significant exposure to litigation pursuant to paragraph (2) or (3) of subdivision (d) of Section 54956.9

i. Agreement KWHW:JHH.mh 12-10-59-6 of February 4, 1959.

B. Conference with labor negotiator (Gov't Code § 54957)

C. Public Employee Performance/Discipline/Dismissal/Release.

D. Potential Sites 18 and 19.

ITEM 10 PUBLIC REPORT ON ACTION TAKEN IN CLOSED SESSION

No reportable action was taken.

ITEM 11 ADJOURNMENT

President Flick called for any other business. When none was presented, meeting was adjourned at 9:00 pm.

President Flick

Attested:

Debi Pizzo, Board Secretary

Quartz Hill Water District

Check/Voucher Register

From 7/1/2017 Through 8/31/2017

Transaction Description	Document Date	Check	Payee	Document Amount
Customer Refund	7/21/2017	2208	Sarah Alsdorf	92.14
Customer Refund	7/21/2017	2209	ELVIRA ARAIZA	21.85
Customer Refund	7/21/2017	2210	LAWRENCE COMSTOCK	38.55
Customer Refund	7/21/2017	2211	JANET DAVENPORT	26.85
Customer Refund	7/21/2017	2212	MISAEAL CHAIREZ	51.23
Customer Refund	7/21/2017	2213	DAWNEL DERUBEIS	49.42
Customer Refund	7/21/2017	2214	THOMAS HUTCHISON	6.10
Customer Refund	7/21/2017	2215	DALE MITCHELL	59.61
Customer Refund	7/28/2017	2216	WENDY CARR	1.77
Customer refund	7/28/2017	2217	MIKE CONLON	23.76
CUSTOMER REFUND	7/28/2017	2218	BRADLEY MUSHET	214.49
Customer refund	7/28/2017	2219	AGAPI PAPAS	30.12
CUSTOMER REFUND	7/28/2017	2220	KENNETH YU	34.92
Customer Refund	8/17/2017	2221	SHARON BULLERS	60.27
Customer Refund	8/17/2017	2222	WENDY CARR	59.29
CUSTOMER REFUND	8/17/2017	2223	LUKE DIDONATO	29.07
CUSTOMER REFUND	8/17/2017	2224	JOHN MAC DONALD	18.76
CUSTOMER REFUND	8/17/2017	2225	HERNANDO MARROQUIN	63.84
CUSTOMER REFUND	8/17/2017	2226	HAYLEY TOLLERS	14.68
Report Total				<u>896.72</u>



STAFF REPORT

September 15, 2017

President Flick and Board of Directors

From: Chad J. Reed

Subject: ATS Communications

Recommendation:

Approve the Scope of services and allow ATS Communications to manage all cell site services.

Items to be considered:

The management of the site and contracts can be timely for staff and be outside of staff's field of expertise. During the past year staff has put a significant amount of time into managing tenant improvements, tenant safety and contracts. Currently ATS Communications performs these task for the City of Palmdale, Antelope Valley Union High School District, Rosamond Community Service District and several other agencies in the Antelope Valley. Due to their existing contacts and relations it is Staff's opinion that ATS will be able to procure better rental agreements and have more direct contacts for maintenance/safety issues, thus freeing up staff to do normally assigned task.

Fiscal Impact:

One-time cost of 3500.00

10% share of revenue for new site development

10% share of lease revenues

Attachment:

QHWD Proposal Letter

ATS Scope of Services

ATS

September 14, 2017

Chad Reed
General Manager
Quartz Hill Water District
5034 West Avenue L
Quartz Hill, CA 93536

Dear Mr. Reed:

Thank you for meeting with me and discussing the services of ATS Communications. Per our conversation, I am providing a letter proposal outlining the services discussed in our meeting. If acceptable, I will provide a Services Agreement covering the proposed services.

The services contemplated under this proposal include, and are limited to:

- 1) The establishment of a Policy and Procedure document for dealing with cell site development and facilities (one-time cost of \$3,500).
- 2) Prepare Quartz Hill Water District properties for marketing to wireless carriers, covered under a 90% QHWD and 10% ATS share of revenue for new sites development.
- 3) Market properties to wireless carriers, covered under the 90% QHWD and 10% ATS share of revenue.
- 4) Rent/facilities audit with a share of outstanding amounts owed 90% QHWD and 10% ATS share of default owed.
- 5) Working with the carriers for all of the possible activities on QHWD property, ATS will be compensated through the carrier site applications structure as developed through the Policy & Procedures.

Let me know if this proposal is acceptable. ATS will then draft the proposed agreement for you to review. If you have any questions, feel free to give me a call to discuss.

Sincerely,



Tony Ingegneri
President



Scope of Services

Create and/or update Policy and Procedures Guidelines.

ATS will work with the District to evaluate existing Policies and Procedures or help develop a new or revised Policy and Procedure Guidelines for the development and ongoing management of wireless communications facilities on District property. ATS will review existing Policies and Procedures and shall make recommendations, based on professional experience and/or standard industry practices that ATS has implemented with other agencies and/or special districts. ATS recommendations shall use "best practices" and be tailored to the specific needs, concerns and/or requirements of the District.

Create new or update existing License Agreement and Amendment documents.

ATS shall use "best practices" consistent with other agencies, generate new, or collaborate on modifying existing District Lease/License Agreements and Amendments templates. ATS has created custom Master License Agreements (MLAs), Site License Agreements (SLAs) and Amendment templates, which have been approved and adopted by numerous municipal governments, agencies, and special districts. ATS's templates have been presented and accepted by legal counsel for all the major wireless carriers. ATS can develop templates for the District designed to protect District interests while providing the maximum amount of application flexibility while being standardized for simplicity. Furthermore, ATS shall ensure that any custom template restricts arbitrary use, and shall limit unauthorized carrier modifications on District property, while securing future maximum revenue generation for the District.

Site Audits and Lease/License Compliance Review

ATS will conduct site audits of all wireless communications facilities on District Properties. ATS visit each District property to photograph and document each of the carriers' wireless communications facilities. ATS will review and evaluate all existing District leases/licenses and compare them each to the actual carrier development on District properties, outline any inconsistencies between what was Leased/Licensed versus what exists on site and make recommendations of appropriate corrective action, including, but not limited to, back rent and/or penalties for unauthorized equipment installations.

New Site Builds (NSBs)

ATS will act as the project lead on all proposed Licenses for new wireless facilities (New Site Builds – NSBs). As the project lead and point of contact, ATS will manage the NSB process from site application through site design, Leasing/Licensing negotiations to construction completion. ATS will secure the appropriate application fees, participate in site design walks, collaborate on the facilities design, to minimize any potential impact to district facilities, negotiate the License Agreement terms, while taking steps to minimize the use of District resources in terms of time, labor, legal and technical expertise, throughout the development life-cycle of wireless communications facilities.

ATS

Manage site modification projects of wireless facilities on District properties.

ATS will act as the District's project lead and coordinate all proposed carrier site modifications to their existing wireless facilities on District property. Based on the carrier's proposed project's scope of work, ATS will determine if the project is consistent with the existing Lease/License Agreement or if the project requires an Amendments to the existing Agreement. ATS will coordinate the site modification application process, assess what are the appropriate application fees, review and comment on project modification design drawings, coordinate redline corrections, draft Letters of Authorization, package and deliver requisite documents for District's consent - authorizing the carrier to proceed with construction on their proposed project. ATS will provide the carrier(s) specific process instructions and coordinate construction activity with the District's staff. ATS will insure the carrier provide proper "close-out" documents upon project completion.

Rent Audits

ATS will conduct Rent audits for each carriers' wireless communications facility to insure proper Rent payments have been made and carriers are current with the Terms of the Lease/License Agreements and/or subsequent Amendments. ATS will analyze each carriers' Rent payment history from the Rent Commencement Date, along with the Rent Escalation factor prescribed in the Lease/License Agreement and provide the District a summary and report on its findings. In cases where discrepancies exist between the calculated Rent due and Rent payments made, ATS will draft and provide a Rent Default Letter for the District to send to the carrier(s) to demand back Rent payment(s).

Participate in staff meetings and public hearings.

ATS, at the District's directions, will conduct meetings with staff and track all activities related to new and existing wireless facilities on District property. Representatives from ATS will be available to attend and conduct public study sessions to provide information about proposals for new wireless facilities development.

Broker and Monetization Services.

In the event the District elects to do so, ATS shall negotiate the monetization or capitalization of New Leases and Existing Leases. Monetization and/or capitalization may take the form of a sale of easement, assignment of rents for value, or other transaction which results in a lump sum payable to the District in exchange for the receipt of rents due under New Leases or Existing Leases. ATS shall negotiate the price, term, and other terms and conditions of a Monetization transaction, and shall provide advice and counsel to the District as to the best options and deal structures available. ATS shall seek out offers from any and all potential offerors for such a transaction.