

Orange County Emergency Services District No. 3
Minutes of the Board of Commissioners Regular Meeting
March 13, 2023

The Board of Commissioners (the “Board” or “Commissioners”) of Orange County Emergency Services District No. 3 met in regular session on the 13th day of March, 2023, at 6:30 p.m., in the meeting room of the District’s administration building, located at 8465 TX-87, Orange, Texas 77632, pursuant to notice of said meeting posted in accordance with Chapter 551 of the Texas Government Code, whereupon the roll was called of the members of the Board, to-wit:

Robert Smith	Vice President
Cammie Vincent	Secretary/Treasurer
Wayne LaCombe	Commissioner
Cathryn Drake	Commissioner
Vacancy	Commissioner

All members of the Board were present, thus constituting a quorum. Attending in person were Matt Manshack (Fire Chief); Joey Earnest (Assistant Fire Chief); Terri Brzezinski (Recording Secretary); Connor Aultman (Lieutenant); Jeffrey Braus (Volunteer Fireman); Charles Powell (Volunteer Fireman); and Rusty McDonald (Safety Officer). Attending by teleconference was Mr. Elliot M. Barner of Radcliffe Bobbitt Adams Polley PLLC.

1. CALL TO ORDER:

The meeting was called to order at 6:38 p.m. by Commissioner LaCombe.

2. NOMINATIONS, APPOINTMENTS AND POSSIBLE SWEARING IN OF NEW COMMISSIONER:

The Board discussed various applications for appointment to the vacant position on the Board, which had been previously submitted by Messrs. Jeremy Nichols, Jeffrey Braus and Charles Powell. The Board then went on to discuss the required qualifications for the open position and whether the applicants have such qualifications. In response to a question, Mr. Barner recommended that the Board convene into Executive Session before the end of the Board meeting so that he could provide the Board with his legal opinion regarding qualification matters. See agenda item No. 13 for further information.

3. NOMINATIONS AND ELECTION OF OFFICERS:

Tabled until after the executive closed session. See agenda item No. 13 for further information.

4. PRIOR MEETING MINUTES:

Commissioner Vincent then read the February 7, 2023, minutes aloud to the Board and those in attendance at the Board meeting. Upon a motion made by Commissioner Smith, seconded by Commissioner Vincent, after full discussion and with all Commissioners present voting aye, the Board approved the February 7, 2023, minutes as presented.

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Mr. Barner then explained that there was no law requiring the District as a governmental entity to read its monthly meeting minutes into the record of a following meeting where such minutes were being approved and that it was not the custom of governmental entities to do so. As a result, Mr. Barner recommended that the District discontinue such practice and provide to the Board the minutes of each monthly meeting in advance so that the Board can review ahead of the meeting.

5. FINANCIAL REPORT:

The Board reviewed the District's Financial Report. Upon a motion made by Commissioner Smith, seconded by Commissioner Drake, after full discussion and with all Commissioners present voting aye, the Board approved the Financial Report as presented.

6. PAYMENT OF BILLS:

The Board reviewed and discussed the various bills that the District had received since the last Board meeting. Upon a motion made by Commissioner Smith, seconded by Commissioner Vincent, after full discussion and with all Commissioners present voting aye, the Board approved payment of the District's bills, in an amount totaling approximately \$20,751.21.

A discussion then ensued regarding the process for Chief Manshack to provide the District information related to his health insurance. It was the consensus of the Board that Chief Manshack provide the Board with additional information going forward on his insurance costs.

7. COMMITTEE REPORTS:

No Committee reports.

8. COMMENTS FROM VISITORS:

No visitor comments.

9. OLD BUSINESS:

a. Apparatus Dedication:

Commissioner LaCombe presented a sample of the Maltese Cross on tooled bronze to the Board for review to dedicate the new tanker in honor of Bobby Manshack.

b. Tillman Cell Tower Proposal:

Assistant Fire Chief Earnest explained that he previously clarified with Tillman's representative, Anthony Perez, that if the contract between Tillman and the District terminated, whether it be by default or by non-renewal, Tillman would be responsible to remove the tower and restore the District's property to its original condition. A discussion ensued about the proposed monthly rent payment (\$900.00) the District may receive from

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Tillman. In response to a question, the Assistant Chief explained that Tillman provided an updated letter of intent, but that the size of the site for the proposed cellular tower was too large. The Assistant Chief stated he would reach out to Tillman for confirmation.

10. NEW BUSINESS:

a. Process for Including Items on the Meeting Agenda:

The Board discussed the District's process for preparing the District's agenda on a monthly basis, including who has the authority to have items placed on the agenda and the timing for requesting that the Recording Secretary place the items on the agenda. It was the consensus of the Board that all agenda items may only be requested by Commissioners and such requests made by Commissioners be provided to the Recording Secretary at least five (5) days before the District's Board meetings.

b. Agenda Format:

A new agenda format was distributed as requested by Mr. Barner. Mr. Barner explained that he reviewed the format of the agenda, and he had some subsequent comments and recommendations that the Recording Secretary thought should be discussed with the Board. A discussion ensued.

Upon a motion made by Commissioner Vincent, seconded by Commissioner Drake, after full discussion and with three (3) Commissioners present voting aye and Commissioner Lacombe voting nay, the Board approved the new format of the agenda, as presented.

c. IRS Form 941 Notifications Received:

Copies of the IRS Form 941 notifications were distributed. A discussion ensued. It was determined that additional information was required from Reed and Associates. Upon a motion made by Commissioner Drake, seconded by Commissioner Smith, after full discussion and with all Commissioners present voting aye, the Board approved payment of \$1,091.99 to be included in next month's bill pay.

d. Updated Bank Account Authorized Signers:

Tabled until after the executive closed session. See agenda item No. 14 for further information.

e. Orange County Appraisal District Audit Verification Letter:

Tabled until after the executive closed session. See agenda item No. 15 for further information.

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f. Vendor Online Access Authorization:

The letter presented for access to the vendor's (Wex Bank) online account was approved and signed.

g. Texas Sales and Use Tax Exemption Certification:

The Texas Sales and Use Tax Exemption Certification was approved and signed. It was the consensus of the Board that future Texas Sales and Use Tax Exemption Certifications can be signed outside of District meetings as needed.

h. Personnel Evaluations, Contracts and Salaries:

Regarding personnel evaluations, contracts and salaries, Mr. Barner explained that in his opinion, all personnel should have some form of contract and/or employment agreement with the District. Mr. Barner went on to explain that a contract for a Chief should clearly set out the Chief's responsibilities, whereas a member of staff would have a more basic form of employment agreement with the District. Upon a motion made by Commissioner Smith, seconded by Commissioner Drake, after full discussion and with all Commissioners present voting aye, the Board authorized Mr. Barner to prepare two (2) forms of contract: one form for the Volunteers/Personnel and one for the Chief.

11. REPORT FROM ESD PERSONNEL:

- Chief Manshack first reported that there were 34 calls reported for the month of February; and b) the Airpack's were flow tested and three (3) failed. The Chief added that there were currently no parts available for repairs and that the District needs replacement packs, which were estimated to cost approximately \$5,000.00 each. Discussion held on researching available grants for funding.
- The Chief then reported that preventive maintenance was needed for the District's trucks. A discussion ensued. It was the consensus of the Board that the estimate received from Siddons-Martin was extremely high. The Chief stated he would research other options and requested this item be placed on next month's agenda.
- The Chief further reported that for some reason, the District's electronic payments through the S&B Filter's website kept getting declined. So, Commissioner Lacombe granted the District permission to use one of his credit cards in order to make such payment and that the receipt was presented for reimbursement and it would be paid with next month's bill pay.
- The Chief last reported that Brush Truck 39 started "missing" and was brought to Robert's Ford and the repairs were made.

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12. EXECUTIVE SESSION:

- a. Executive Closed Session: The Board recessed to go into closed session at 8:23 p.m. to discuss personnel matters and legal issues pursuant to Chapter 551.071 of the Texas Government Code.
- b. Executive Open Session: The Board returned to open session at 8:43 p.m.
- c. Vote on matters discussed in Executive Session, if any: None.

13. NOMINATIONS AND ELECTION OF OFFICERS (CONTINUED from agenda item number 2 and 3):

The Board considered the vacancy for the District's Board. A discussion ensued. In response to a question, Mr. Barner explained to the Board and those in attendance that it is a violation a) Texas Government Code (the "Government Code") Section 775.0355, as amended; and b) what is known as the Common Law Doctrine of Incompatibility, for a member of the Board to also be either an employee or volunteer for the District.

In response to a second question, Mr. Barner stated that pursuant to Government Code Section 573.062, the nepotism prohibition found in Government Code Section 573.041 does not apply to those persons related to a commissioner within three (3) degrees of consanguinity or two (2) degrees of affinity to be employees of the District if such employee had been employed in the same position immediately before the election of such commissioner and if prior employment is continuous for at least six (6) months. In response to a third (3rd) question, Mr. Barner explained that in his opinion, it is a conflict of interest for such commissioner to vote on any matters such as pay or employment of the employee or volunteer to whom he/she is related.

Messrs. Charles Powell and Jeffrey Braus, in response to a question from the Board, both stated that they would resign from being a volunteer to serve as a commissioner.

Commissioner LaCombe then made a motion to appoint Mr. Powell. Such motion failed for a lack of a second to such motion.

Upon a motion made by Commissioner Drake, seconded by Commissioner Smith, after full discussion and with all Commissioners present voting aye, the Board appointed Mr. Braus.

Mr. Braus next executed the Statement of Elected/Appointed Officer and The State of Texas Oath of Office. Mr. Braus was then sworn into office by Commissioner LaCombe.

The Board then discussed the various officer positions that the Board needed to elect. An extensive discussion ensued, including how many officer positions should one commissioner hold. In response to a question, Mr. Barner said it was customary to only hold one officer position.

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Upon a motion made by Commissioner Smith, seconded by Commissioner Vincent, after full discussion and with three (3) Commissioners present voting aye and Commissioner Drake abstaining, the Board elected Commissioner Lacombe as President of the Board.

Upon a motion made by Commissioner Drake, seconded by Commissioner Braus, after full discussion and with all Commissioners present voting aye, the Board elected Commissioner Smith as Vice-President of the Board.

Upon a motion made by Commissioner Smith, seconded by Commissioner Vincent, after full discussion and with three (3) Commissioners present voting aye and Commissioner Lacombe abstaining, the Board elected Commissioner Drake for Secretary.

Upon a motion made by Commissioner Smith, seconded by Commissioner Drake, after full discussion and with all Commissioners present voting aye, the Board elected Commissioner Vincent for Treasurer.

14. UPDATE BANK ACCOUNT AUTHORIZED SIGNERS (CONTINUED from agenda item number 10.d):

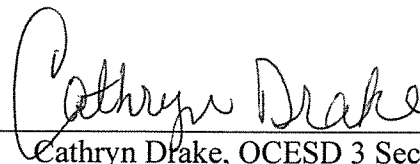
The letter of authorization was approved and signed.

15. ORANGE COUNTY APPRAISAL DISTRICT AUDIT VERIFICATION LETTER (CONTINUED from agenda item number 10.e):

The audit letter received from Mitchell Fontenote, CPA, the Orange County Appraisal District's auditor, was approved and signed.

16. ADJOURN MEETING:

There being no further business, the meeting adjourned at 9:20 p.m.



Cathryn Drake, OCESD 3 Secretary

Date



Wayne LaCombe, OCESD 3 President

Date