

**MEDINA COUNTY EMERGENCY SERVICE DISTRICT #1
PO BOX 1037
CASTROVILLE, TEXAS 78009**

MINUTES

TUESDAY, AUGUST 23, 2022, 6:30PM
SPECIAL JOINT WORKSHOP

Location: Courtroom of the Medina County Sub Courthouse at Precinct 2, 8366 FM 471 S, Castroville, TX

I. OPEN MEETING:

1. CALL TO ORDER and ROLL CALL:

President Marvin Dziuk called the joint workshop to order at 6:45pm, and established a quorum with Board Vice President Rodney Hitzfelder, Board Assistant Treasurer Jenny Ferren, and Board Secretary Tom Page present. Board Treasurer Terry Beck was absent. MCESD1 Fire Chief Clinton Cooke, District Administrator Polly Edlund, Administrative Assistant Lori Stein, Deputy Chief of Operations Jaime Esquivel, Station 15 Lieutenant Ian Zabel, Station 15 Captain Dan Thornley, and Communications Officer Stanley Stanukinos were also in attendance. Board members present representing Castroville Volunteer Fire Company included President Melissa Thornley, Treasurer Beatrice 'Bebe' Hurtado, Heather Teer, and Felix Fuentes. Mico Board members attending were Secretary Linda Garcia, Treasurer Jenny Ferren, and Captain Felipe Garcia. President David Mangold represented the LaCoste Volunteer Fire Department. Also present were Medina County citizen Brandon Teer, MCESD6 President Lawrence Hoffman, and Attorney Ken Campbell.

1 - A. PLEDGE OF ALLEGIANCE:

President Dziuk requested all in attendance to rise, face the United States flag and then the State of Texas flag and pledge their allegiance to each, respectively. President Dziuk thanked all for their loyal and patriotic participation.

2. WELCOME AND INTRODUCTION OF DISTRICT'S ATTORNEY – KEN CAMPBELL:

President Dziuk welcomed everyone to the workshop and thanked each person in attendance for their interest in the workshop. Everyone in attendance introduced themselves. President Dziuk then reviewed the agenda, so everyone understood the goal for the evening:

THE MEDINA COUNTY ESD1 BOARD WILL HOLD A JOINT WORKSHOP WITH CONTRACTED SERVICE PROVIDERS, VFD DEPARTMENT BOARDS TO DISCUSS CURRENT DISTRICT STRUCTURES, TRANSITION PROCESSES, AND QUESTIONS AND ANSWERS WITH THE DISTRICT'S ATTORNEY.

He explained the MCESD1 Board wanted to hear the concerns, comments, and questions of all in attendance invited everyone's active participation. The workshop had no action items on the agenda and no items were going to be voted on at the workshop. The 501c3 board members were invited to the joint workshop with the purpose to ask questions and get answers from the District's attorney related to the new structure of the District and the transition processes to follow. The sole purpose of this meeting was to vent all concerns and get answers to all questions, and President Dziuk urged participation from all present.

3. DISCUSSION ON DISTRICT STRUCTURES, TRANSITION PROCESSES, AND QUESTIONS AND ANSWERS WITH THE ATTORNEY:

President Dziuk introduced Attorney Ken Campbell. Mr. Campbell opened the dialogue with a little history of his past experiences with the CE-Bar Volunteer Fire Department, transitions that department went through, and stories of other departments around Texas that had gone through similar transitions. Mr. Campbell made it a point to encourage the 501c3 Boards NOT to dissolve their 501c3 status thus preserving the individual entity's history and traditions. Secondly, he spoke to all the MCESD1 Board members, staff, and current volunteers and noted that all agreed to not dissolve the 501c3 departments. Lastly, Mr. Campbell strongly recommended keeping the 501c3 status intact, in the event, that if any assets are forgotten about over time, having the 501c3 already in place allowed potential concerns to be easily addressed. Together both boards need to slightly modify the current contracts to fit the relationship between the two entities going forward, along with changes to the 501c3 bylaws to fit the new structure of each department.

Chief Cooke urged all the departments to work together in a positive relationship. Chief Cooke stated the transition and new departmental structures would be more successful if everyone worked together toward the same goals. Mr. Campbell

distributed the District's current organizational flow chart dated July 18, 2022, and a sample of modified bylaws he used with a volunteer fire department that underwent a similar type of transition.

Discussion continued regarding how to transfer remaining assets using a bill of sale or Texas Titles Act to transfer any remaining vehicles, new board structure examples for remaining 501c3 boards, and the different options available to each department. Mr. Campbell pointed out that each 501c3 board could be structured differently. The IRS 990 annual reporting requirement would remain in place, along with minimal administrative and accounting functions for the donation side of the business and bank accounts that would remain open. The law requires one annual meeting per year to conduct administrative business; however, the entities can elect to hold them quarterly or semi-annually as necessary. Questions and concerns regarding contract changes, by-laws, and concerns from the 501c3 boards present were addressed.

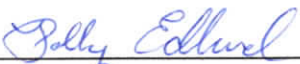
The MCESD1 Board assured the 501c3 board members that attorney Ken Campbell could assist them with all the legal avenues involved in changing the contracts and bylaws with the District covering these expenses so long as they were conducted in a positive manner to move forward with the transition.

President Dziuk thanked everyone for coming and asked if there were any final questions. With none presented, he thanked Ken Campbell for attending the meeting and his thorough presentation. He directed anyone with a legal concern or question following the meeting, to e-mail their question to the District, and Chief Cooke or Polly would get an answer from the attorney.

4. ADJOURN (MOTION):

Commissioner Hitzfelder moved to adjourn the meeting. Commissioner Page seconded his motion, and the motion passed with a 3-0 vote. President Marvin Dziuk adjourned the meeting at 8:43pm.

RESPECTFULLY SUBMITTED,


POLLY EDLUND

MCESD1 PRESIDENT


MARVIN DZIUK