

**MINUTES**  
**NORTH METRO FIRE RESCUE DISTRICT (NMFRD)**  
**ADAMS COUNTY FIRE PROTECTION DISTRICT (ACFPD)**

**BOARD OF DIRECTORS JOINT SPECIAL MEETING**

**NMFRD HEADQUARTERS**  
**101 SPADER WAY, BROOMFIELD, CO 80020**

The meeting was held in-person. Information regarding public participation in the meeting was posted on the NMFRD's website at least 24-hours in advance.

Date: January 16, 2024

**BOARD MEMBERS PRESENT:**

**NMFRD:**

Richard Miller, President  
Peter Billera, Vice President  
Richard Kondo, Treasurer  
Elizabeth Law-Evans, Secretary  
Patrick Browne, Asst. Secretary

**ACFPD:**

Ken Lombardi, President  
Michael DeMattee, Vice President  
Ken Ciancio, Treasurer  
Mario Molinaro, Secretary  
Joseph Domenico, Assistant Secretary

**STAFF PRESENT:**

**NMFRD:**

David Ramos, Fire Chief  
David Anderson, Deputy Chief, Support Services  
Lisa Willis, Chief Financial Officer  
Mark Daugherty, EMS Chief  
Steve Gosselin, Division Chief, Fire Prevention  
Rob Morris, Training Chief  
Amy Collins, Human Resources Manager  
Donna Hays, IT Manager

**ACFPD:**

Troy Patterson, Fire Chief  
Clinton Garner, Deputy Chief of Operations  
Bret Williamson, Training Chief  
Bianca Ciancio, Finance and Accounting Associate  
Novella Land, Human Resources Generalist

**LEGAL COUNSEL:**

Dino Ross  
Michelle Ferguson  
Emily Powell

**A. Call to Order**

President Miller called the joint Board of Directors meeting to order at 4:00 p.m.

**B. Roll Call**

Mario Molinaro, Secretary of ACFPD, took the roll call for both Fire Districts. All Directors were present.

**C. Moment of Silence for Fallen Firefighters to Date (President Lombardi, ACFPD)**

President Lombardi called for a moment of silence for the one fallen firefighter to date in 2024.

**D. Pledge of Allegiance by President Lombardi**

**E. Additions/Deletions to Agenda**

None.

**F. Approve Agenda**

A MOTION WAS MADE BY DIRECTOR KONDO AND SECONDED BY DIRECTOR LAW-EVANS TO ACCEPT THE AGENDA FOR NMFRD. THE MOTION PASSED UNANIMOUSLY.

**G. Public Comment (Agenda Items Only)**

None.

**H. Opening Comments by ACFPD and NMFRD Board Presidents**

President Lombardi noted that transparency and keeping the lines of communication open through chain of command would be important throughout this process.

President Miller recalls the phone call from Chief Ramos advising him that ACFPD's Board of Directors would like to have a discussion regarding interest in evaluating a potential merger between NMFRD and ACFPD. Following the initial, high-level conversations and evaluation by representatives of both Boards, the Boards decided to proceed with further education and due diligence in evaluating a potential merger. This meeting is the first joint board meeting of the two Fire Districts with the primary agenda item of receiving education on the process and options for

merging two fire districts. This education was provided by the Fire Districts' shared legal counsel team.

**I. Attorneys Presentation on Process for a Potential Merger**

Emily Powell, attorney with Ireland Stapleton, is their lead attorney with experience in special district mergers. Attorney Powell reviewed four options to merge two fire districts: (1) New Fire Protection District Organization, (2) Legal Consolidation, (3) Merger-by-Inclusion into ACFPD and (4) District-to-District Transfer into NMFRD. She highlighted benefits and drawbacks of each option. She discussed the drafting of the Pre-Inclusion IGA which would spell out pre-agreed upon terms. Attorney Powell noted that the path of least legal resistance is option four: District-to-District Transfer into NMFRD. Attorney Powell reviewed the timeline for this option, with a realistic completion time of 18 to 24 months or January 1, 2026 for the dissolution of ACFPD. The merged Fire Districts would be operational as one fire district within 12 months.

There was a discussion of the law firm of Ireland Stapleton representing both Fire Districts. Attorney Ross stated that Ireland Stapleton can handle the merger process but could not advocate for either Fire District. He recommended that each Fire District retain an outside conflict counsel to advise the Fire District's Board on negotiation strategies and other substantive legal matters associated with the merger, if needed.

**J. Discussion by Adams County Staff and Board Members Regarding Past Experiences with Mergers**

President Lombardi stated that ACFPD had good success with their previous merger between North Washington Fire and Southwest Adams County Fire.

**K. Discussion and Further Exploration of a Potential Merger**

President Miller reviewed some topics to discuss for moving forward, including future Board composition, fiduciary responsibilities, retaining conflict counsel, and future construction projects in both Fire Districts. It was the consensus of the Boards that North Metro Fire Rescue District would be the name of the merged fire district.

Director Law-Evans would like to solicit public input on the potential merger. The Board members for ACFPD stated that they have the support of their Union. Chief Ramos noted that Local 2203 had not yet polled its members regarding support for merging the two organizations.

The Board members for both Fire Districts discussed the composition of the new Board and how many members would come from each Fire District. It was suggested that three Board members

from NMFRD and two Board members from ACFPD would comprise the new merged Board. Attorney Ross stated that the new Board could expand to seven Directors, but would not be able to reduce back to five Directors. Regardless of whether the new Board had five or seven directors, the new Board could be divided into “director districts” (wards) that would have approximately the same population. The new Board could subsequently choose to get rid of the director districts. The consensus of the Boards was to revisit this topic at the next joint Board meeting.

With respect to fiduciary responsibilities, Treasurer Kondo would like to see modeling to view synergies in operations and other areas. President Miller suggested taking two months to develop a financial analysis of the two Fire Districts. Chief Ramos promised to look at economic stability and compare standards of cover. The two Boards would like to meet again at the end of March.

Director Browne would like a joint message regarding the potential merger posted on each Fire District’s website and to social media.

Director Kondo asked to schedule a tour of both Fire Districts with both Boards.

**L. Possible Action by One or Both Boards on Matters Related to Further Exploration of a Potential Merger**

A MOTION TO AUTHORIZE AND DIRECT CHIEF STAFF TO WORK WITH THE CHIEF STAFF OF ADAMS COUNTY FIRE PROTECTION DISTRICT TO DEVELOP AN ANALYSIS OF THE OPERATIONAL AND FINANCIAL IMPLICATIONS OF A MERGER BETWEEN NORTH METRO FIRE RESCUE DISTRICT AND ADAMS COUNTY FIRE PROTECTION DISTRICT WAS MADE BY DIRECTOR KONDO AND SECONDED BY DIRECTOR LAW-EVANS. THE MOTION PASSED UNANIMOUSLY.

**M. Executive Session by One or Both Boards (if needed)**

None.

ACFPD Board President Lombardi thanked NMFRD for hosting the meeting.

**N. Recess/Adjournment**

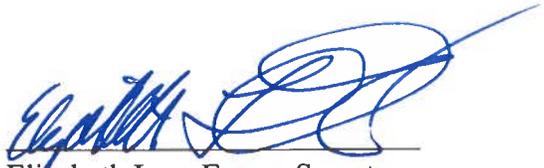
A MOTION TO ADJOURN THE MEETING WAS MADE BY DIRECTOR KONDO AND SECONDED BY DIRECTOR BROWNE. THE MOTION PASSED UNANIMOUSLY.

The meeting was adjourned at 7:11 p.m.



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Richard Miller, President



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Elizabeth Law-Evans, Secretary