

**TOWN COUNCIL OF DEWEY-HUMBOLDT  
SPECIAL MEETING NOTICE**

**Wednesday, July 5, 2017, 6:30 P.M.**

**COUNCIL SPECIAL MEETING  
2735 S. HWY 69**

**COUNCIL CHAMBERS, TOWN HALL  
DEWEY-HUMBOLDT, ARIZONA**

## **AGENDA SUMMARY**

**1. Call To Order.**

The meeting was called to order at 6:31 p.m.

**2. Roll Call.** Town Council Members Jack Hamilton, John Hughes, Amy Timmons, Doug Treadway, Victoria Wendt; Vice Mayor Mark McBrady; and Mayor Terry Nolan were present.

**3. Special Session:** Legal action to be taken. Public Comments on agenda item can be taken.

**3.1 Review and possible authorization for the advertisement of the Interim Town Manager position.**

Town Manager Kimball explained that on Page 5 of the packet there was a draft ad for the Interim Town Manager position.

There was Council discussion and it was recommended that replies to the ad be addressed to both Yvonne Kimball and Town Manager; that the abbreviation DOQ be spelled out as "Depending on Qualifications"; consensus on the salary cap of \$6,500; and the deadline to applications to be July 23, 2017. There was recommendation to hold a special meeting on July 28, 2017, to review the applications, and not address this at a regular meeting.

Public Comment

Nancy Wright recommended that Council give themselves more time than the three or four days they were considering.

There was further Council discussion regarding the timeline of the process and scheduling the next meeting to go over the applications subsequent to Council review. It was determined to wait on setting the date. There was discussion regarding Town Manager Kimball's departure date that would tentatively allow for two weeks of cross training with the Interim Town Manager. It was noted that two weeks' cross training might not be necessary.

There was Council discussion to strike the sentence in the ad regarding "interview and possible selection scheduled for July 28".

Councilmember Wendt made a motion to allow the Interim Town Manager Ad be submitted as soon as possible, seconded by Councilmember Treadway.

Councilmember McBrady had a question regarding the next agenda item, IPM, and that it seemed to be in conflict with the next item. Mayor Nolan confirmed that it would sort out after they handled the next agenda item.

Mayor Nolan called for the vote. The motion passed by a 6-1 margin, with Vice Mayor McBrady voting against.

**3.2 Review and possible authorization of signing a retainer letter to retain Interim Public Management, LLC to submit qualified candidates to the Town for consideration of an Interim Manager.**

Mayor Nolan read the retainer letter from Interim Public Management, LLC. (IPM).

Councilmember Hamilton spoke of Mayor Nolan having reported that he would contact three different firms and he inquired what the results of the other two were. Mayor Nolan clarified that the three firms he was to have contacted were in reference to the permanent position. CM Hamilton asked if the League of Cities and Towns was contacted. Mayor Nolan clarified that the League does not handle this type of service and referred Councilmember Hamilton to his meeting packet.

Councilmember Wendt asked if they could still place their own ad if they employed IPM. Town Attorney (TA) Goodwin clarified that this was in conflict with the exclusivity clause in IPM's agreement.

Councilmember Treadway was not in support of employing IPM.

Councilmember Timmons was in support of IPM due to the time constraints.

There was Council discussion regarding IPM's terms and process as it was indicated there were details that still appeared vague.

#### Public Comment

Leigh Cluff pointed out that the IPM contract referred to 15 "business" days, not calendar days, which would move IPM's response date out to July 26, 2017.

There was extensive Council discussion regarding IPM's services, the exclusivity of their contract and clarification regarding benefits.

Town Attorney Goodwin clarified that the Town will not employ the chosen candidate, IPM is the contractor. The Town would not be required to provide vacation time or health insurance; however, state law would mandate a sick leave allowance. The 401A issue would still need clarification.

There was further Council discussion regarding a possible contract with IPM and the need to change certain items such as including "qualified", "in-state candidates" and the "exclusivity" clause. Town Manager Kimball indicated that she doubted IPM would modify the "exclusivity" clause in the agreement.

#### Public Comment

Nancy Wright agrees with Councilmember Wendt and Councilmember Timmons to employ IPM. She recalled a previous process where local candidates did not have proper qualifications. She recommended going with the professional.

Public Works Director Ed Hanks spoke of being the only employee standing who was here during the last Town Manager transition. He cited that the Interim Manager hired through this agency handled only day-to-day issues with no policy changes and was with the Town approximately sixty days.

There was further Council discussion noting concerns regarding the exclusivity clause with IPM and the vagueness of the contract details. There was discussion to advertise locally first. If that didn't work out and the questions regarding IPM were clarified, they could still pursue that option.

Town Attorney Goodwin provided some modified language for the contract.

Councilmember Timmons asked Public Works Director Hanks his recommendation, as well as any other Public Comment.

Public Works Director Hanks spoke of his opinion that there is time to go out with an ad and explore other options, while getting clarifications on the IPM contract. He also spoke of Council having results from the ad placement to consider as soon as July 23, 2017.

Leigh Cluff agreed with PW Director Hanks. She recommended changing the ad deadline to July 20<sup>th</sup> from the 23<sup>rd</sup>.

#### Public Comment

Leigh Cluff reminded Council that they might not have answers back from IPM by July 10<sup>th</sup>, which would make the contract null and void.

Town Attorney Goodwin recommended that Council could request a standard contract for review. She did not think it an unreasonable request.

There was further Council discussion regarding the IPM contract. Town Manager Kimball informed Council that her request for a standard contract for Council to review was declined. This was why she included the previous contract for their review. There was discussion to ask IPM for a modified contract.

Town Attorney Goodwin spoke of hearing from Council that they wanted the first bullet changed to include qualified in-state candidates; the termination terms of the contract, and what would happen if they do not like IPM's candidates.

There was further Council discussion regarding the IPM contract and further review of the former IPM contract with questions regarding the total compensation paid on the former contract with IPM.

Town Manager Kimball said she would locate the invoices from the former IPM contract (2011).

Council reviewed the former IPM contract that was projected on the overhead and discussed a paragraph containing additional expenses.

Councilmember Hughes noted that if they had seen this breakdown previously, this would have been a much shorter conversation. He requested a copy of IPM's contract with a breakdown of fees.

Councilmember Hughes made a motion to vote on this as it stands right now with the opportunity to come back and reevaluate this on Friday, July 7, 2017.

Vice Mayor McBrady asked for a copy of the contract and invoices from the last IPM contract. He supported placing the ad locally.

Councilmember Hamilton asked if Councilmember Hughes would change his motion to include the amendments

Councilmember Hughes struck his first motion. Councilmember Hughes gave direction that the Town amend the contract with the previously discussed changes and provide copies to the Council.

Town Attorney Goodwin clarified that Councilmember Hughes was not moving, rather giving direction to get more information and bring this back to Council.

Town Manager Kimball spoke again that IPM declined to provide a boilerplate contract. IPM provided a retainer letter. Town Manager Kimball indicated that she could make another request.

Councilmember Hughes recommended that Council should read the contract and reconvene on Friday to discuss. He noted that IPM will probably not provide a contract with the new terms, but a decision could be made based off the old contract.

Councilmember Hamilton noted that it appeared after reviewing the contract language that the monthly salary could total to \$9-10,000 per month.

#### Public Comment

Leigh Cluff spoke of agreeing with Councilmember Treadway to go ahead and place the ad right away.

There was Council discussion regarding the 30-day exclusivity language on the IPM contract and the possible loss of the \$1,500 retainer. Town Attorney clarified that IPM has 30 days to provide names and the Town would have to wait 30 days from the date of the letter to place an ad or pursue other employment options.

Councilmember Treadway moved to place an ad immediately. It was noted that this was already accomplished under the previous agenda item.

There was Council discussion when to hold the next meeting. It was clarified that Town Manager Kimball would provide the previous contract to Council; invoice fees that were paid and ask IPM for a new amended contract to be reviewed at the meeting on July 7, 2017.

Councilmember Hughes made a motion to move this discussion to Thursday, July 6, 2017, at 7:30 p.m. after the P & Z meeting. It was noted that the 24-hour posting requirement could not be met for a Thursday meeting.

Councilmember Timmons made a motion to have a meeting on Friday the 7<sup>th</sup> at 7:30 p.m. to discuss the stuff that Town Manager Kimball is providing Council, to take possible action on Friday the 7<sup>th</sup>.

There was further Council discussion regarding the meeting time and that IPM's contract expires on Monday, July 10, 2017. There was discussion regarding the time deadline on Monday, being 5 p.m. or midnight.

#### Public Comment

Leigh Cluff spoke of the retainer letter not stating a 5 p.m. deadline, which would then mean midnight. Councilmember Hamilton noted that contract law usually provides for business hours.

There was further Council discussion on the IPM contract versus placing a local ad; acquiring more information regarding the IPM contract; and the need to keep the IPM option open.

Councilmember Timmons indicated wanting to make a motion to, again, once we receive the information that Town Manager Kimball is going to find out for us tomorrow and send us in an email, honestly I believe we should meet, because this is a time sensitive matter, to discuss a possible contract with IPM, but in the meantime, I believe we should go ahead and put an ad in the paper. Councilmember Timmons asked Town Attorney Goodwin if there was any issue with this. TA Goodwin said they would have to withdraw the ad in the paper, if they sign the contract and would not be able to accept resumes.

#### Public Comment

Leigh Cluff recommend changing the first bullet of the agreement, as well as the date, that would allow the Council a few extra days.

Council discussed meeting Friday, July 7, 2017, at 8:00 am. Town Attorney Goodwin confirmed she could attend at that time.

There was Council discussion that IPM could possibly change their rate if the agreement deadline of July 10, 2017, was exceeded. There were opinions expressed to not advertise; there were opinions expressed to advertise and then go on to IPM, if necessary. TM Kimball indicated that IPM wants to do business with the Town. Although he wants to be exclusive, she believed that he would be there for the Town, but he may change his terms.

Councilmember Hamilton spoke of hearing a number of motions that were made, but did not hear any seconds. The moving Council Members confirmed this.

Vice Mayor McBrady clarified that Town Manager received the direction that there was a motion to proceed with local advertisement and that this was in reference to the interim position, not the long-term Town Manager position.

Councilmember Wendt made a motion to come back as a Council Friday morning at 8 a.m., readjourn, that would give Ms. Kimball time to contact Mr. Pickering, discuss what we have been talking about here with some additional direction and go from there at that point, seconded by Councilmember Hughes.

Mayor Nolan restated Councilmember Wendt's motion: Motion made to come back Friday morning, meet and go through the information we have received and make a decision on that. Mayor Nolan asked Councilmember Wendt and Councilmember Hughes if he had restated the motion correctly. They confirmed this was the correct motion. Mayor Nolan called for the vote, which passed unanimously.

Mayor Nolan clarified that they would meet Friday, July 7, 2017, at 8:00 a.m. and the ad would be placed immediately.

Town Manger Kimball clarified that the ad would not be in Friday's paper, but it would be posted on the website. It would be published in the paper Saturday or Sunday and would be placed with the League and ICMA.

4. **Adjourn.** The meeting was adjourned at 8:22 p.m.