

**MUNICIPAL SERVICES AUTHORITY
BOARD OF DIRECTORS MINUTES
NOVEMBER 15, 2018**

The Municipal Services Authority held a regular meeting of the Board of Directors on November 15, 2018 at the Yountville Town Hall Council Chambers. The meeting was called to order at 10:13 a.m.

1. CALL TO ORDER / ROLL CALL

Members Present: Steve Rogers, Chair
Dan Schwarz, Vice-Chair
Members Absent: Fran Robustelli, Member
Other Attendees: Richard Averett, Executive Director
Sophia Selivanoff, Director of HR Services
Jeff Kise, Finance and Operations Manager
Sky Woodruff, JPA General Counsel
Scott Kivel, JPA Special Counsel
Julie Carter, RGS Board Alternate Member

2. PUBLIC COMMENT - None

3. APPROVAL OF CONSENT AGENDA

A. Approval of **May 17, 2018** Minutes

Action: Moved and seconded (Schwarz/Rogers) to approve consent agenda
AYES: Rogers, Schwarz
NOES: None
ABSTAIN: None

4. TREASURER'S REPORT

A. Review of Preliminary Fiscal-Year-To-Date Financial Reports through September 2018

This was an informational item only and no action was taken. Finance Manager Kise noted that FYTD net was negative \$2,762 due to cost of one workers' compensation claim, but that the net balance was on target at \$2,183,220.

B. Approve FY18 Audited Financial Statements

Finance Manager Kise summarized audited financial statements, noting a gain for the year of \$93,894 and a net balance of \$2,185,982.

Action: Moved and seconded (Schwarz/Rogers) to approve FY18 Audited Financial Statements
AYES: Rogers, Schwarz
NOES: None
ABSTAIN: None

5. OLD BUSINESS - None

6. NEW BUSINESS

A. Approval of Resolution MSABOD2018-01 Distribution of JPA Assets

Executive Director Averett noted approximately \$1,050,000 would be available for distribution to each member agency upon dissolution, less expenses including IBNR. Chair Rogers asked for public comment and there was none.

Action: Moved and seconded (Schwarz/Rogers) to approve Resolution MSABOD2018-01 Distribution of JPA Assets
AYES: Rogers, Schwarz
NOES: None
ABSTAIN: None

B. Approval of Resolution MSABOD2018-02 Agreement with Municipal Shared Services Corp (MSS)

Executive Director Averett and General Counsel Woodruff reported that MSS would be established following action by the Board, and it would be available to resolve any outstanding tasks. Averett reported that all aggregated employee benefit plans had been transitioned to RGS. Woodruff noted that non-profit benefit corporations were used by public agencies and cited several examples. Chair Rogers asked for public comment and there was none.

Action: Moved and seconded (Schwarz/Rogers) to approve Resolution MSABOD2018-02 Agreement with Municipal Shared Services Corp

AYES: Rogers, Schwarz

NOES: None

ABSTAIN: None

C. Approval of Resolution MSABOD2018-03 Dissolve the JPA

Executive Director Averett noted that dissolution would occur when MSS was operational. Chair Rogers asked for public comment and there was none.

Action: Moved and seconded (Schwarz/Rogers) to approve Resolution MSABOD2018-03 Dissolve the JPA

AYES: Rogers, Schwarz

NOES: None

ABSTAIN: None

7. EXECUTIVE DIRECTOR AND COMMITTEE MEMBERS

A. Executive Director: MSA has served a valuable role for its member agencies, including enabling the members to participate in the PACE major medical program, which neither members would have been able to do on its own because each lacked the number of participants required for PACE membership. Other benefits and insurance were purchased with greater combined buying power.

B. Members: Concurred with the Executive Director’s assessment of the value of MSA.

8. ADJOURN AND AUTHORIZE CHAIR TO APPROVE FINAL MINUTES

Action: Moved and seconded (Schwarz/Rogers) to approve adjournment and authorization of the Chair to approve final MSA minutes.

AYES: Rogers, Schwarz

NOES: None

ABSTAIN: None

The meeting adjourned at 10:38 a.m.

Minutes approved by Chair Rogers Steve Rogers Date: 11/26/2018