

UVSD Special Board Meeting November 1, 2017

1. CALL TO ORDER – by Chair Ronco at 7:30 p.m.

Pledge of Allegiance. Roll call by General Manager Tait - Directors McNerlin, Marshall, Sakowicz, Vice-Chair Page and Chair Ronco present.

2. PUBLIC EXPRESSION

Don Crawford discussed his reference request made to the County Auditor. He was surprised with the Auditor's response because of the little amount of detail that is required when submitting disbursement vouchers for payment.

3. DISCUSSION AND POSSIBLE ACTION RE: SELECTION OF UKIAH VALLEY SANITATION DISTRICT OFFICERS

Sakowicz nominated Chair Ronco to continue as Chair and Director Marshall seconded, all in favor. Chair Ronco continued as Chair. Vice-Chair Page declared that he has been vice-chair for quite a while and having a new voice in that position would be nice. Vice-Chair Page nominated Director McNerlin to be Vice-Chair, Director Sakowicz seconded, all those in favor. Theresa McNerlin is now Vice-Chair of the Board.

4. REVIEW AND DISCUSS PROPOSED, UPDATED GENERAL MANAGER JOB DESCRIPTION

General Manager Tait discussed the public records request for the General Manger job description. Tait has brought the job description up to today's standards as far as duties, requirements, and qualifications, which was an update from about a 10-year-old document. Sakowicz asks for examples of some of the updates that Tait has made. Tait explained that he made changes to things like operations and maintenance, job summary, and the former make-up of the Board. Ken Marshall exclaims that the job description seems like it pertains specifically to Tait. Tait responds telling Marshall that if the job requirements pertained to him the minimum requirement for experience would be 36 years, not 15 years. Sakowicz made a motion to approve the General Manager Job Description, seconded by Director Page. Chair Ronco commented that the previous job description was completed when the District hired their first manager. All those in favor.

5. DISCUSSION AND POSSIBLE ACTION RE: AMENDMENT TO PROFESSIONAL SERVICES AGREEMENT WITH JOSEPH E. TAIT

General Manager Tait explained that this item was requested to be put on the agenda by Director Sakowicz and that he would feel uncomfortable proposing anything for himself. Sakowicz discussed why he brought this item forward explaining he wants a long-term contract for General Manager Tait to insure continuity and the will of this board. Sakowicz also mentioned that other municipal managers in the County have severance aspects in their contracts and that it is not out of the ordinary. In addition, Sakowicz points out that the agreement insures continuity of pending litigation and serves the best interest of the County and its taxpayers. Tait pointed out that the expiration date of his contract was not changed because it is a contract and that was the date agreed on when the contract was approved. Tait also pointed out that on behalf of the changes, operations and maintenance is there because he says that it will be needed in the future and continuity is key. Chair Ronco identified that the reason for the 180 day notice to Mr. Tait was based on the previous time taken for recruitment for this position, which

was six months. Marshall asked Tait to address that “at will” in his agreement. Tait explained that any professional services agreement is at will and he is serving in an “at will” position which is stated in the job description. Marshall explained that nine months is something that should be taken a second look at. McNerlin explains that there was severance with the previous manager which was a one-year severance. She also explains that the District is really a start-up company if you look where the District is headed, such as being independent from the City, doing our own billing, and having package plants. McNerlin says that it is crucial to have someone with talent and experience to make this happen and with that comes with a bit of a price and she does not mind the nine months at all and is even open to one-year. Director Page comments saying that Tait has the experience and knowledge and he is agreeable to the one-year severance and the five-year term. Ernie Wipf discusses General Manager Tait’s contract and suggests that it be reviewed further before making a decision. Duncan James defined the difference and the cost savings between benefits of a contracted employee and a full-time employee. Don Crawford asked questions regarding the contract and says it is of bad taste to propose this before a possible board change. Andrea Reed urged the Board to “explore” the contract. Sakowicz discusses travel expenses compared to others that work in this County where we have a commuting executive and that this type of contract is not without precedent and is similar to other commuting executives. Chair Ronco adds that Mr. Tait’s pay and compensation is not part of the changes, it is the severance and termination compensation period. McNerlin asks legal counsel about termination compensation. Duncan James says that in order to eliminate ambiguity make it as clear as possible and very detailed. The Board agreed to a severance not to exceed \$185,000 per year. McNerlin moved to accept the agreement and the changes made, Page seconded, all in favor. Tait will produce a finalized version of the agreement.

6. ANNOUNCEMENTS/OTHER BUSINESS/MATTERS FROM STAFF

Tait discusses projects that are continuing: Chelsea and he have completed the transfer to Savings Bank of Mendocino County, Directors pay for stipends has not begun for this year and Chelsea is beginning to investigate, and he is working on a transitional budget. McNerlin discussed finance committee meeting and what is in a legal bill and directs the conversation to District legal counsel Duncan James to explain what is in a legal bill. For a couple of minutes, Duncan James discusses why billing detail is included. He then outlines the reasons why bills and invoices are written specifically in the format that they are and that this is due to time-tested legal experience. Sakowicz thanked the League of Women Voters and other parties for sponsoring the Candidates Forum. He also explains that he is more confused than ever as to what the City Council is receiving from some of its officers including the treasurer. Mr. Tait acknowledged that the District received the Public Records Request from Don Crawford.

7. CLOSED SESSION – CONFERENCE WITH LEGAL COUNSEL

EXISTING LITIGATION (Paragraph (1) of Subdivision (d) of Section 54956.9) Ukiah Valley Sanitation District vs. City of Ukiah and Does 1 through 100 inclusive Sonoma County Superior Court Case No. SCV 256737.

Nothing to report.

8. ADJOURNMENT

Meeting was continued to Monday, November 6, 2017 at 1:00 p.m.