



## MSA EXECUTIVE BOARD OF DIRECTORS

### MINUTES

Carl Valdez, President  
Gerard Batista, Vice President  
Xavier Mendez, Secretary  
Randy Carnahan, Treasurer

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**Friday, May 20, 2016**

**8:00 AM**

**Napa C**

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1. Call to Order: President **Valdez** called the meeting to order at 8:00 a.m. in the Napa C Room of the South Point Hotel in Las Vegas, Nevada.
  - a. Pledge of Allegiance: Vice President **Batista** led the Pledge of Allegiance.
  - b. Introductions: President **Valdez** called for introductions from anyone new to the meeting. Vice President **Batista** introduced Len Gorecki, Director of Public Works for the City of Bellflower and new director for the Los Angeles/Orange Area Chapter who is substituting for Delegate **Thompson** who could not attend.

2. Roll Call: Secretary **Mendez** took the roll.

Arizona	Lory Warren – present	Janet Martin - present
Central Coast	Bob Morgenstern - present	Randy Carnahan - present
Central Valley	Bobby Dykes – absent	Hal Berg - present
Greater Ventura Area	Joe Buccino - present	Rick Fulmer - present
Inland Empire /Desert	Xavier Mendez - present	Ken Fischer - present
Los Angeles/Orange Area	Gerard Batista - present	Dave Thompson – absent*
North Central Valley	Adin Selby - present	Lyle Waite - present
North. Nevada/Tahoe	Andy Concannon - absent	Vacant
Redwood Empire	Jon Merian - absent	Mark Powell - absent
San Diego Area	Kelly Fleming - absent	Rudy Cancio - present
San Francisco Bay Area	Tsutomu Imamura - present	Carl Valdez - present
Vendor Rep. / North	Joe Fouret - present	Carol Dennis - absent
Vendor Rep. / Central	Ben Howseman - present	Gary Lewis - present
Vendor Rep. / South	Tray Hall - absent	Dino Perugino - absent
Maintainer Reps.	Mike Brooks - present	Bill Copeland - present
Financial/Website Asst.	Jerry Dankbar - present	
Administrative Asst.	Susie Evans - present	

\*Len Gorecki, Director of Public Works, attended in Dave Thompson’s absence.

- a. Approval of Minutes: [Motion by Delegate Fischer, seconded by Delegate Warren, to approve the minutes of the January 22, 2016 meeting as submitted. Motion carried unanimously.](#)

- b. Secretary's Report & Certificates: President **Valdez** reported that Delegate **Buccino** would be retiring from employment and the EBoard at the end of the year and he presented Delegate **Buccino** with a Certificate of Appreciation. President **Valdez** presented a Proclamation to Delegate **Waite** for the 2015 Peter Walsh Award and presented him with a Peter Walsh badge last night at dinner.
- 3. President's Report: President **Valdez** reminded everyone about the website, noting that if kept it up to date and relevant, more people will access it as a resource. He asked that Chapters keep the calendars updated and noted that information from submitted Chapter Reports goes into the *Maintainer*, which is not just a newsletter, but an informational tool for the association, so it's important to have relevant information in the reports.
  - a. Items of Clarification: President **Valdez** noted he brushed up on the Roberts Rules of Order and clarified that for motions, the presentation is made, someone needs to make the motion, someone seconds the motion and then there is discussion. So, he'd like that to be followed.
  - b. Presidential Visits Report: President **Valdez** reported he has visited a number of Chapters over that last two months. He went to Arizona for their Rodeo, visited Ventura Chapter for their Tradeshow, which was a great event with a lot of vendors, then went to the Redwood Empire for a training show. Last week, he went to the LA/Orange Chapter Southgate Show, with about 700 attendees. He has plans to visit the Chapters for North Central Valley, Inland Empire/Desert, San Diego, and Central Valley to see how they're operating. He notices a lot of interest and potential leaders, but feels we're missing having more up and coming members to be involved with the Chapter.
  - c. President's Remarks: President **Valdez** indicated he is happy to see that Committees are working together and communicating to move forward. He encouraged the continuation of communication and if someone is on a committee and isn't sure what to do, just ask.
- 4. Treasurer's Report: Treasurer **Carnahan** reported the following:

Checking	\$	34,340.56
Time Deposit – 7561-3	\$	34,857.19
Time Deposit – 7601-7	\$	13,056.97
Conference Advances	\$	0.00
<b>Total</b>	<b>\$</b>	<b>82,254.72</b>

Motion by Delegate **Morgenstern**, seconded by Delegate **Fischer**, to accept the Treasurer's Report as submitted. Motion carried unanimously.

- a. Approval of Bills & Claims: None.
  - b. Budget/Finance Committee: Secretary **Mendez** wanted to mention that anyone with an MSA Credit and makes a credit card purchase, please let Treasurer **Carnahan** and Bookkeeper **Dankbar** know and provide the required receipts.
5. Maintainer Report: Mike **Brooks**, Three B Enterprises, reported that advertising has remained steady through the transition. The next issue should be sent out mid-June. He
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reminded that he needs Chapters to send him membership lists quarterly because *The Maintainer* maintains the only main list of membership and *The Maintainer* is sent out based on the latest roster he gets from each Chapter. Getting *The Maintainer* is a benefit of the membership. He will begin sending reminder emails to Chapter Presidents or Delegates if he has to. Also, it's important to get more information from the Chapters in their reports so that it can go into *The Maintainer*.

6. Committee Reports:

- a. Education/Training Committee: Delegate **Fulmer**, Committee Chair, reported he has an employee on the concrete crew asking to do some training who attended a Concrete Conference in Las Vegas and got some tuition reimbursement, but asked if the MSA has any scholarships available for members to use. Secretary **Mendez** mentioned that his Chapter sometimes subsidizes training, which in a way is like a scholarship. Delegate **Morgenstern** mentioned that he encourages his staff to take college level classes. Delegate **Warren** mentioned that the EBoard has never gotten involved in how Chapters use their scholarship money. Mike **Brooks** commented that the Chapters should maintain control over the scholarships and not the EBoard. Delegate **Selby** concurred. President **Valdez** commented that after discussion, it is good to hear from the other Chapters on how this is being handled, but it is up to the Chapters to decide how they are going to issue their scholarship funds. Delegate **Warren** discussed the online Public Works classes noting that Jerry **Dankbar** is now an instructor and Joe **Romer** is ready to teach a Construction Class. There is an issue with people expressing interest in taking the class, she gets a trainer, but then sometimes the students don't materialize and that makes it difficult to keep instructors. She reported that a program was found called Canvas for online training and it's free as long as it doesn't go past a large number. This program allows for the materials to be posted online and the student accesses and submits online. Mike **Brooks** mentioned that there would be an article in the upcoming *Maintainer* about the classes. Delegate **Warren** note she is working on a promotional brochure and will send to the chapters to disseminate and the San Diego Chapter has nine people that they are providing scholarships to for attendance. Jerry **Dankbar** mentioned he will get the informational PowerPoint on the website.
  - b. Past President's Committee: Delegate **Warren**, Committee Chair, reported that she and Delegate **Waite** would be compiling the report next week now that they have all of the Chapters reports. President **Valdez** commented that he has used the Past Presidents' Committee for advice and as a sounding board for many things and really appreciates their availability.
  - c. Conference Advisory Committee: Delegate **Waite**, Committee Chair, there are things like getting the contracts together that are very important and sometimes done years in advance of the conference, so use the Conference Advisory Committee as a resource. Delegate **Morgenstern** concurred on the importance of getting things in writing with the hotels because many times the people you begin working with may not be there come time for the conference, so be sure to get it in writing.
  - d. Communication Committee: Treasurer **Carnahan**, Committee Chair, reported that he reached out to the Committee, but has experienced some trouble connecting with
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those on the Committee list. Mike **Brooks** suggested rolling the Communication Committee in with the Marketing Committee. President **Valdez** commented that he purposely separated Marketing and Communication because he thinks the Communications Committee is more for communication for the EBoard and the Marketing Committee is more the communication with the membership. He wants the Communication Committee to come up with a process for communicating with each other, and determine if that is Facebook, a blog, a mass email, sending to the Secretary to send out a blast, etc.

- e. Marketing Committee: Delegate **Selby**, Committee Chair, reported that the Committee, including Mike **Brooks**, Central Vendor Rep. Alternate **Lewis**, Jerry **Dankbar**, and Delegate **Morgenstern**, met recently and discussed using the tools they have, such as the *Maintainer*, and using the vendors to market the MSA since they are out there talking to the agencies, including targeting some agencies who dropped off for upcoming meetings. There was also mention about using the website for job announcements and perhaps having the secretary send out an email blast. They also talked about having extra issues of the *Maintainer* to send to the superintendents of some of the agencies that aren't currently members, which would involve the use of discretionary funds, approximately \$500, to have an extra 120 issues of the *Maintainer* printed. President **Valdez** was in agreement. Mike **Brooks** asked the President to ask Chapters to send him a contact list of those who are not member agencies, by July 15 2016, so that the *Maintainer* can be sent to them and also have an article about the benefits of being member of MSA, training, etc. Then, it's essential that someone at the Chapter level follow-up with those agencies to see if they want to become involved. Delegate **Warren** mentioned that there is a line item in the budget for advertising with currently nothing spent, so there is money to use. President **Valdez** commented about marketing/branding of MSA, so he'd like the Marketing Committee to consider whether they need to start having "trinkets", such as note cubes, T-shirts, etc. Delegate **Fischer** commented that the Marketing Committee should come up with a proposal for purchasing items and bring it back for consideration. Jerry **Dankbar** mentioned consideration about having a way to have an order form on the website, but noted that it comes with administration of determining who is going to order, stock, and ship. Secretary **Mendez** concurred. President **Valdez** commented that the Committee should talk about it and come up with a proposal. Delegate **Waite** commented that there is a crossover of Communication and Marketing and noted that one year he recruited 17 people into MSA and stressed the importance of people on the Board to groom and guide people into the program.
- f. Website Advisory Committee: Jerry **Dankbar**, Committee Chair, reported that website updates have been coming along. He and Susie **Evans** are trained on how to make updates so please let us know of any changes so it can be updated. He went over the analytics of how many hits and noted they added a security layer to help avoid "bot" login attempts, so if anyone gets locked out, please let him know. There have been 20 job postings, if you have any, send them to him or Susie and we will get them uploaded. He noted Scott Tuchman is trying to come up with a separate page that EBoard members can access and will let them know when it's ready. Delegate
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**Buccino** commented that there might be a way to put together a closed group on Facebook. Carl Valdez commented that we should consider looking at what other ways of communication is available these days, such as social media. Delegate **Warren** mentioned that many years ago the idea of social media was brought to vote and didn't pass mostly because someone would have to monitor and administer it. Vendor Rep. **Fouret** commented that his company has a private page, but it doesn't send the information out. Jerry **Dankbar** mentioned that he and Susie **Evans** are going to be tracking their time for working on the website.

President **Valdez** called for a break at 9:30 a.m. and called the meeting back to order at 10:00 a.m.

### **OLD BUSINESS**

7. Establishing 501(c)(3): Delegate **Imamura** thanked the Board for considering this proposition to establish a 501(c)(3) and noted a lawyer and people who are familiar with this topic put the information together. A PowerPoint was shown and presented by Mary Bates, which was part of the agenda packet. **Motion by Delegate Fischer and seconded by Delegate Warren**, to establish a 501(c)(3) Corporation as submitted. Discussion on the motion occurred with the following:

- Delegate **Selby** asked about staggering terms. Mary **Bates** noted that the current President (which is the immediate Past President) would serve two terms.
- Delegate **Morgenstern** asked, as an example, if Chapters do a golf tournament, if the funds have to go towards the 501(c)(3). Mary **Bates** responded that something could be put on the back of the ticket listing the donation amount and Tax ID number. Delegate **Morgenstern** asked about raffle prizes that are donated, can. Mary **Bates** noted the money can be sent to the 501(c)(3), but it's designated for the specific chapter. As for 50/50s money collected, that money doesn't have to go towards the 501(c)(3). If vendors donate to the chapter (like raffle prizes), it's a business expense so doesn't have to go through the 501(c)(3).
- Delegate **Fischer** asked if it is one lump of money. Mary **Bates** indicated it is just one account with separate line items for the different chapters.
- Delegate **Selby** inquired about money that is donated but not designated to a specific chapter or item. Mary **Bates** stated that the Board for the 501(c)(3) would decide how it's used.
- Secretary **Mendez** asked for example, if someone wanted to make a donation could they specify what chapter, male or female, specific school, etc. the donation could go to. Mary **Bates** stated that they could not specify that many restrictions for the donation.
- Delegate **Morgenstern** inquired if distinctions like scholarships only eligible for an Engineering Major can be made. Mary **Bates** indicated in the affirmative about those distinctions being made in the scholarship application.
- Vendor Rep. **Fouret** asked for clarification if someone donates and wants it to be for something specific, which doesn't fall under the Bylaws, the Board could reject the donation. Mary **Bates** confirmed that clarification.
- Delegate **Morgenstern** commented this would be a whole new layer of people and administration and doesn't see the advantage to the whole EBoard and doesn't think

it should be approved by the EBoard, but maybe the SF Chapter should take it on.

- Delegate **Fischer** commented the Board just doesn't know what to expect or know of the different opportunities before knowing whether it would be a benefit for MSA as a whole.
- Delegate **Buccino** commented from the Chapter's perspective, if a Chapter does 50/50s and golf tournaments for their Chapter scholarship fund, it could reduce the amount of money available at the Chapter level if there are options for donations such as a tax-deductible contribution. Mary **Bates** commented a donation to the 501(c)(3) could be designated for that Chapter.
- Delegate **Buccino** asked what the Chapter's responsibilities are at year-end tax filing and reporting. Mary **Bates** indicated there is no additional reporting since it's done directly out of the 501(c)(3). Mary **Bates** commented about a recent experience with a recent endowment that was established to give an example.
- Delegate **Morgenstern** asked about how often that Board needs to meet. Mary **Bates** reiterated that information is in the Bylaws, but they could meet when the Eboard meets or whenever they state in the Bylaws, but would have to notice a month in advance of a meeting that the Board is meeting.
- Mary **Bates** said there is a standard letter that can be drafted to provide as a receipt for donations.
- Secretary **Mendez** asked if there are administrative costs. Mary **Bates** responded there is a cost of doing business, like computers, postage, etc., but no wages.
- Treasurer **Carnahan** asked for clarification on where someone gets directed if they want to donate to the 501(c)(3). Mary **Bates** responded that donations would get sent to Jerry **Dankbar** with notation of what it goes towards. Mary **Bates** commented that marketing the 501(c)(3) is something very simple that could be put on the website.
- Delegate **Waite** asked about the funds to start. Mary **Bates** indicated the San Francisco Bay Area Chapter would pay for the IRS fee to register.

After discussion, the motion carried 17–2 with Delegate **Morgenstern** and Delegate **Berg** voting no.

Delegate **Imamura** noted that the San Francisco Area Chapter is going to pay the IRS fee of \$1,000 - \$1,250, but feels the EBoard should contribute towards the Attorney Fees of \$5,000 since this will benefit each Chapter, although he thinks there may be donations to help pay for it. Motion by Delegate **Fischer** to have \$2,500 paid by the EBoard towards attorney fees, and seconded by Delegate **Selby** with amendment of the motion that the amount does not exceed \$2,500. Discussion was held with Delegate **Morgenstern** suggesting the attorney's services be put out as a Request for Proposals. Delegate **Warren** mentioned that there isn't currently a line item in the budget and the Board can't create a new line item of the budget without 30 days notice, however there is currently \$1,700 available in the line item "Filing Fee – IRS" of the budget. Motion amended by Delegate **Fischer** and seconded by Delegate **Selby** to use \$1,500 from the line item budget "Filing Fee – IRS" to pay towards the fees. The motion carried by majority with Delegate **Morgenstern** voting no.

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President **Valdez** called for a break at 11:20 a.m. and called the meeting back to order at 11:27 a.m.

### **NEW BUSINESS**

8. Award Nominations: Delegate **Fischer**, Committee Chair, handed out the ballots for the Peter Walsh and Stellar Vendor Awards and gave directions for filling them out.
  - a. Founder’s Award: Delegate **Fischer** stated that Founder’s Award Nomination packets are due by the end of the meeting today.
  - b. Peter Walsh Award: The nominee names were read in alphabetical order:
    - Gerard Batista, City of San Gabriel (nominated by LA/Orange Area Chapter)
    - Doug Blackstock, City of Del Mar - Retired (nominated by San Diego Area Chapter)
    - Randy Carnahan, Santa Barbara County (nominated by Central Coast Chapter)
    - Tsutomu Imamura, San Mateo County - Retired (nominated by San Francisco Area Chapter)
    - Adin Selby, City of Galt (nominated by North Central Valley Chapter)
  - c. Stellar Vendor Award: The nominee names were read in alphabetical order:
    - Tray Hall, Municipal Maintenance Equipment, Inc. (nominated by San Diego Area Chapter)
    - Ben Howseman, Dispensing Technology Corp. (nominated by Central Coast Chapter)
    - Tim Powers, Municipal Maintenance Equipment, Inc. (nominated by North Central Valley Chapter)
    - Clayton Trejo, San Diego Rotary Broom – Retired (nominated by LA/Orange Area Chapter)
    - Frank Wheeler III, Municipal Maintenance Equipment, Inc. (nominated by San Francisco Bay Area Chapter)

The Delegates voted and Jerry **Dankbar** collected their completed ballots in order to tally the votes. The nominees will be notified of their nomination and the winners will be announced at the Annual Conference.

### 9. Conference Reports

- a. 2016 San Francisco Bay Area Chapter: Delegate **Imamura** reported that registration is available online now with the cost of \$350 for full registration for regular members. He noted they are trying to get more people involved, especially for the vendors who are the backbone of the organization.
  - b. 2017 Central Coast Chapter: Delegate **Morgenstern** reported the hotel is secured at the Radisson in Santa Maria next to the Santa Maria airport, with the same manager as last time. The theme is “Mine your Future at the 49<sup>th</sup>” although they are still working on their marketing of it. Education classes aren’t firmed up yet, but they are working on it. They might have a taco cart out there for the hospitalities, but lunches will be inside.
  - c. 2018 Inland Empire/Desert Chapter: Secretary **Mendez** reported the location is secured at the Fantasy Springs Resort Convention Center and the golf course has been
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secured. The committee is working on it and utilized the contract that was put together last time.

d. 2019 – Vacant: Nothing to report.

10. Status of Northern Nevada/Tahoe Chapter: Delegate **Imamura** reported he has not had any contact with Lou Ginoccio or anyone else since the last meeting. He will make contact with Lou and Andy Concannon. Delegate **Waite** reported that he met recently with Lou, but nothing has moved forward. President **Valdez** suggested getting contacts for agencies in that area to send a drafted letter to with the *Maintainer*. Mike **Brooks** commented that this item has been discussed for 10 years and asked if the Board is ready to put a date on it before officially dissolving that Chapter and finishing the efforts to chase after the areas agencies. President **Valdez** will get a list together for Mike **Brooks** to send the *Maintainer*.
  11. \* Vendor Representative Report: President **Valdez** noted this item was not on the agenda, but asked the Vendor Representatives if they had anything to report. Central Vendor Rep. **Howseman** indicated that everything was good. President **Valdez** commented the vendor involvement and representation is very important to the organization. If there is something MSA isn't doing for vendors, let's find out what it is so it can be worked on. Delegate **Morgenstern** commented that although some vendors were not happy with the San Diego Conference, he spoke to another vendor who was at the conference and felt quite differently because he took the opportunity to go out and communicate with people, so it's important for vendors to do more than sit in the booth. North Vendor Rep. **Fouret** reported that an Alternate Vendor Rep. for the North, Carol **Dennis**, was added recently and noted he is talking to other vendors about MSA also. Delegate **Imamura** mentioned that they are using vendors input for putting together the 2016 conference to gain their input. Central Vendor Rep. Alternate **Lewis** commented that although he understands what Delegate Morgenstern indicated that vendor said, that vendor probably had to leave his booth because nobody was at his booth and doesn't feel it's fair to say vendors are just sitting in their booth. Central Vendor Rep. **Howseman** commented that attendance at conferences is always an issue. Delegate **Buccino** commented that it helps to have a balance of different attendees in order to get a variety. North Vendor Rep. **Fouret** commented that it's important for vendors to get involved with attendees at regular meetings or conferences and it's good for the vendor reps to help get that message out.
  12. \*Consideration of Booth at California League of Cities: This item was re-ordered. Delegate **Carnahan** stated the California League of Cities is Oct 5-6, 2016 in Long Beach and asked if MSA wants to have a booth there which would cost \$1,350 to enter a booth for a non-profit organization. Central Vendor Rep. Alternate **Lewis** said he could man the booth for one of the days if needed. Mike **Brooks** commented that the idea would be good for marketing, but his experience is that the attendees are more typically City Managers and Fire Chiefs who meet about legislation and not the audience that MSA represents. After discussion, no motion was made.
  13. \*Request to Host Conferences: This item was re-ordered. None
  14. \*Request for Conference Advance Loans: This item was re-ordered. None.
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## ANNOUNCEMENTS

15. \*Next Executive Board Meeting: This item was re-ordered. President **Valdez** noted the next Executive Board Meeting will be held at 8:00 AM on September 9, 2016 at the DoubleTree in Berkeley, CA.
16. Other Announcements:
- President **Valdez** commented that he wants the group to be constantly progressing to continue to learn and grow and help others to learn and grow. When people learn and grow, they tend to contribute. He is proud to be here and felt it was a very productive meeting.
  - Delegate **Buccino** commented that since he's retiring and going to be leaving the Board, there is turnover and we should be bringing people up to take those spots.
  - Mike **Brooks** needs articles and flyers for events sent to the *Maintainer*.
  - Delegate **Waite** complimented President **Valdez** in his leadership role.

Motion to adjourn by Delegate **Morgenstern** and President **Valdez** adjourned the meeting at 11:46 a.m.

Respectfully submitted,  
Xavier **Mendez**, Secretary  
Prepared by: Susie **Evans**

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