



EXHIBIT 5-A

RESOLUTION NO. 2012-05

**RESOLUTION OF THE BOARD OF DIRECTORS OF THE
MONTEREY PENINSULA WATER MANAGEMENT DISTRICT
APPROVING MEMBERSHIP IN THE ACWA JOINT POWERS INSURANCE AUTHORITY,
CONSENTING TO JOIN THE HEALTH BENEFITS PROGRAM OF THE ACWA JOINT
POWERS INSURANCE AUTHORITY, RATIFYING THE ACTION OF THE ACWA HEALTH
BENEFITS AUTHORITY BOARD OF DIRECTORS TO TERMINATE THE HEALTH
BENEFITS AUTHORITY JOINT POWERS AGREEMENT, AND AUTHORIZING AND
DIRECTING THE MONTEREY PENINSULA WATER MANAGEMENT DISTRICT TO
EXECUTE ALL NECESSARY DOCUMENTS**

WHEREAS, this Agency entered into a joint exercise of powers agreement (“HBA Agreement”) with the Association of California Water Agencies Health Benefits Authority (“HBA”) in order to pool its purchasing needs with other public agencies desiring to provide their employees with comprehensive and economical health and welfare benefits; and

WHEREAS, this Agency entered into a Health Benefits Memorandum of Understanding (“MOU”) to enroll in specific health programs and ancillary programs (“Existing Employee Benefits Coverage”) offered by HBA and agreed to abide by: (1) the HBA Agreement; (2) all rules and procedures established by HBA in the administration of the Agency’s Existing Employee Benefits Coverage; and (3) all underwriting, eligibility, and contribution requirements in Appendix A to the MOU; and

WHEREAS, certain public agencies have entered into a joint exercise of powers agreement (“JPIA Agreement”) with the Association of California Water Agencies Joint Powers Insurance Authority (“JPIA”) in order to pool their purchasing needs with other public agencies desiring to obtain comprehensive and economical public liability, workers’ compensation, unemployment, health, accident and/or dental, or property coverage; and

WHEREAS, JPIA is both qualified and authorized by the laws of the State of California to administer the Existing Employee Benefits Coverage to this Agency through JPIA’s Employee Benefits Program; and

WHEREAS, during a noticed special meeting held on February 6, 2012, the HBA Board of Directors unanimously voted to transfer all HBA operations and administrative functions to JPIA on or about July 1, 2012, and to pursue a merger of the two public agencies after which the HBA Agreement would be terminated; and

WHEREAS, pursuant to Article 22 of the HBA Agreement, the HBA Agreement may be terminated by the HBA Board of Directors subject to ratification by the written consent of three-fourths of the HBA Member agencies within 90 days of the HBA Board’s action, provided, however, that HBA and the HBA Agreement shall continue to exist for the purpose of concluding all functions necessary to wind up HBA’s affairs; and

WHEREAS, during a noticed regular meeting held on March 28, 2012, the HBA Board of Directors approved HBA Resolution 12-03-02: (1) electing to terminate the HBA Agreement pursuant to Article 22 of the HBA Agreement and, except as provided in clause 2 below, said termination shall become effective upon ratification by the written consent of three-fourths of the HBA member districts

and agencies; (2) recognizing that pursuant to Article 22 of the HBA Agreement, HBA and the HBA Agreement shall continue to exist for the purpose of winding up and dissolving the business affairs of HBA, and acknowledge that the HBA Board of Directors is vested with all powers of HBA for doing the same; and (3) declaring that Resolution 12-03-02 shall take effect on April 1, 2012, thereby beginning the 90-day ratification period.

NOW, THEREFORE, BE IT RESOLVED that the Directors of the Monterey Peninsula Water Management District hereby:

1. Agree that the JPIA Agreement and the HBA Memorandum of Understanding referred to in the recitals above are incorporated in this resolution by reference.
2. Approve this Agency's membership in the Association of California Water Agencies Joint Powers Insurance Authority.
3. Consent to join JPIA's Employee Benefits Program and acknowledge, represent, and agree that all terms and conditions of the HBA Memorandum of Understanding apply to the provision of this Agency's Existing Employee Benefits Coverage through JPIA.
4. Authorize and direct this Agency's General Manager to cooperate fully with HBA and JPIA in the execution of any other documents and in the completion of any additional actions that may be necessary or appropriate for the purpose of ensuring that this Agency's Existing Employee Benefits Coverage continues without lapse through JPIA.
5. Ratify the action of the HBA Board of Directors to terminate the HBA Agreement, to be effective as provided in Article 22 of the HBA Agreement.
6. Direct the Secretary of the Board of this Agency to immediately send a certified copy of this resolution to: Association of California Water Agencies Health Benefits Authority, 4600 Northgate Blvd, Suite 100, Sacramento, California, 95834.

PASSED AND ADOPTED by the Directors of the Monterey Peninsula Water Management District this 21st day of May, 2012, by the following vote:

On motion of Director _____, and second by Director _____, the foregoing Resolution is duly adopted this 21st day of May, 2012, by the following vote:

AYES:

NAYS:

ABSENT:

I, David J. Stoldt, Secretary to the Board of Directors of the Monterey Peninsula Water Management District, hereby certify that the foregoing is a full, true and correct copy of a Resolution duly adopted on the 21st day of May, 2012.

Witness my hand and seal of the Board of Directors this ____ day of ____ 2012.

David J. Stoldt, Secretary to the Board