



RISK MANAGEMENT AND
EMPLOYEE BENEFIT SERVICES
BOARD OF TRUSTEES

August 4, 2016

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MEMORANDUM

TO: Georgia Interlocal Risk Management Agency
("GIRMA") Membership; For Delivery to Mayor, City Manager or
Chief Executive Officer of Member

FROM: Cal Wray, Deputy Executive Director, Risk
Management and Employee Benefit Services

Alison Cline Earles, Associate General Counsel

SUBJECT: Membership Approval of GIRMA Intergovernmental Contract
Revisions

Cal
ACE

At its June meeting, the GIRMA Board of Trustees approved revisions to the GIRMA intergovernmental contract originally established in 1987 (the "Intergovernmental Contract.") These revisions were needed to reflect current law, administrative practices, and the newly revised bylaws. The revisions are summarized below and are reflected in the attached red-lined version of the Intergovernmental Contract.

The GIRMA Bylaws require that these changes be approved by a majority of those GIRMA members voting either at a meeting of the membership or by mail ballot. At its June meeting, the GIRMA Board of Trustees chose to seek approval by mail ballot. The period for voting will be **August 5, 2016 to August 31, 2016**.

Please promptly deliver this memorandum and its attachments to the mayor or city manager or chief executive officer. Please ensure that he or she completes and signs the enclosed mail ballot and returns it to Ms. Donna Forman at GMA by **Wednesday, August 31, 2016**. The completed mail ballot may be returned to Ms. Forman via fax at (678) 686-6317, it may be scanned and emailed to her at dforman@gmanet.com or a hard copy may be mailed to her at the following address:

Ms. Donna Forman
Georgia Municipal Association
PO Box 105377
Atlanta, Georgia 30348

Once approved, a final, clean copy of the intergovernmental contract will be distributed to all members of GIRMA.

Below is a summary of the revisions:

1. Recitals have been changed to describe approval of the original Intergovernmental Contract at the initial Board meeting, the role of the Intergovernmental Contract, the amendment of the Intergovernmental Contract, and the parties to the Intergovernmental Contract.

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2. References to preliminary operations, initial memberships and the establishment of GIRMA have been eliminated or revised.
3. References to fiscal year have been replaced with coverage year where appropriate.
4. Eligibility language has been revised to match eligibility language in the bylaws.
5. Member obligations have been changed to clarify that GIRMA attorneys represent employees and officers of the Member as well as the Member when such employees and officers are acting within the scope of their duties to the Member, and to clarify that GIRMA attorneys have the authority to settle litigation without the Member's consent.
6. Protections of "agents of GIRMA" have been eliminated, because standard of care language and liability and indemnifications are handled in contracts.
7. Liability of Trustees and Officers section has been revised to address failures to act and improve clarity.
8. References to GIRMA have been replaced with Administrator in some places to improve clarity.
9. Amendments to Intergovernmental Contract section has been edited to match the provisions in the bylaws and to make clear that an amendment to the form of the Intergovernmental Contract is approved by a majority of voting Members, and to state that the usual 90 days' notice is required to withdraw if an individual member does not consent to the revised Intergovernmental Contract.

Please feel free to contact me or Alison Cline Earles at aearles@gmanet.com or 678-651-1028 with any questions.

AE:AE/ae

Attachments

Red-lined version of intergovernmental contract showing revisions
Mail Ballot