

MINUTES OF THE REGULAR MEETING OF THE  
BOARD OF DIRECTORS OF  
VISTA IRRIGATION DISTRICT

November 2, 2022

A Regular Meeting of the Board of Directors of Vista Irrigation District was held on Wednesday, November 2, 2022 at the offices of the District, 1391 Engineer Street, Vista, California.

**1. CALL TO ORDER**

First Vice President MacKenzie called the meeting to order at 9:00 a.m.

**2. ROLL CALL**

Directors present: Vásquez, Kuchinsky, Sanchez, and MacKenzie.

Directors absent: Miller.

Staff present: Brett Hodgkiss, General Manager; Ramee Ogilvie, Assistant Secretary of the Board; Frank Wolinski, Director of Operations and Field Services; and Shallako Goodrick, Director of Administration. Present by teleconference were Don Smith, Director of Water Resources; Randy Whitmann, Director of Engineering; and Mark Saltz, Water Resources Specialist.

Other attendees: None.

**3. PLEDGE OF ALLEGIANCE**

Director Sanchez led the Pledge of Allegiance.

**4. APPROVAL OF AGENDA**

22-11-111 *Upon motion by Director Sanchez, seconded by Director Kuchinsky and unanimously carried (4 ayes: Vásquez, Kuchinsky, Sanchez, and MacKenzie; 1 absent: Miller), the Board of Directors approved the agenda as presented.*

**5. ORAL COMMUNICATIONS**

No public comments were presented on items not appearing on the agenda.

**6. CONSENT CALENDAR**

Director of Administration Shallako Goodrick provided clarification on Item 6.A. stating the report shows a net unrealized loss in the District's portfolio; however, it is the District's policy to hold all of its investments to full maturity so that losses are not realized.

22-11-112 *Upon motion by Director Vásquez, seconded by Director Kuchinsky and unanimously carried (4 ayes: Vásquez, Kuchinsky, Sanchez, and MacKenzie; 1 absent: Miller), the Board of Directors approved the Consent Calendar, including Resolution No. 22-38 and 22-39, ordering final detachment and approving disbursements, respectively.*

A. Treasurer's Report as of September 30, 2022

See staff report attached hereto. The Board noted and filed this informational report concerning the investments of the District.

B. Grant of Right of Way

See staff report attached hereto. Staff recommended and the Board accepted Grant of Right of Way (S171) for a specific easement over a single-family residential lot consisting of approximately 0.66 gross acres, owned by the Kelly R. Sloan Family Trust, located at 2410 Osborne Terrace, Vista (LN 2022-044; APN 171-340-31; DIV NO 1).

C. Final detachment

See staff report attached hereto.

*The Board adopted Resolution No. 22-38 ordering the final detachment of the Papp – Olive Street Reorganization to change Vista Irrigation District boundaries over two single family residential parcels consisting of approximately 2.31 acres owned by Szilard Papp and Jeff Lundblade (LN 2020-018; CF 500-374; LAFCO RO20-17; APNs 182-101-43 and -44; DIV NO 5), by the following roll call vote:*

*AYES: Directors Vásquez, Kuchinsky, Sanchez, and MacKenzie*  
*NOES: None*  
*ABSTAIN: None*  
*ABSENT: Director Miller*

*Resolution No. 22-38 is on file in the official Resolution book of the District.*

D. Minutes of Board of Directors meeting on October 19, 2022

The minutes of October 19, 2022 were approved as presented.

E. Resolution ratifying check disbursements

**RESOLUTION NO. 22-39**

**BE IT RESOLVED, that the Board of Directors of Vista Irrigation District does hereby approve checks numbered 70650 through 70740 drawn on Union Bank totaling \$913,577.87.**

**FURTHER RESOLVED that the Board of Directors does hereby authorize the execution of the checks by the appropriate officers of the District.**

**PASSED AND ADOPTED unanimously by a roll call vote of the Board of Directors of Vista Irrigation District this 2<sup>nd</sup> day of November 2022.**

\*\*\*\*\*

**7. DIVISION REPORTS**

See staff report attached hereto.

Director of Operations and Field Services Frank Wolinski presented an update on the progress of the Beehive Bench Roof Replacement Project with a photo slideshow (attached hereto as Exhibit A). He stated that the entire roof of the 450-foot bench had been removed and approximately 100 feet of the south-facing flume wall had been rebuilt. Mr. Wolinski said that approximately 80 feet of the bench roof had been replaced with quarter-inch aluminum sheeting to date.

Director of Water Resources Don Smith provided an update on Harmful Algal Blooms (HABs) sampling results at Lake Henshaw, noting intermittent elevated levels of anatoxin-a and microcystin. He confirmed that the delivery of the 2022 Rincon Water Entitlement was completed on October 5, 2022; releases from Lake Henshaw were suspended at that time and would not resume until late spring 2023. Mr. Smith stated that Lake Henshaw would continue to be monitored for HABs and that periodic algacide treatment would be necessary.

**8. DESIGNATION OF VOTING PROXY FOR ASSOCIATION OF CALIFORNIA WATER AGENCIES BYLAW AMENDMENTS**

See staff report attached hereto.

After a brief discussion of the item, the Board took the following action:

22-11-113 *Upon motion by Director Kuchinsky, seconded by Director Vásquez and unanimously carried (4 ayes: Vásquez, Kuchinsky, Sanchez, and MacKenzie; 1 absent: Miller), the Board of Directors designated President Miller as Delegate and Director Sanchez as Alternate Delegate for Vista Irrigation District to vote on proposed amended and restated bylaws of the Association of California Water Agencies.*

**9. MATTERS PERTAINING TO THE ACTIVITIES OF THE SAN DIEGO COUNTY WATER AUTHORITY**

See staff report attached hereto.

General Manager Brett Hodgkiss stated that the Board was provided with the San Diego County Water Authority’s (Water Authority) Summary of Formal Board of Directors’ Meeting from its October 27, 2022 meeting; it was noted that President Miller was approved as a Water Authority representative to the Metropolitan Water District of Southern California for the next two years.

**10. MEETINGS AND EVENTS**

See staff report attached hereto.

Director Vásquez expressed interest in the Water Education Foundation Winter Outlook Workshop in Irvine on December 8, 2022 but said he will wait until he has the opportunity to review the agenda to decide whether to request permission to attend.

Director Sanchez informed the Board that he and Director Vásquez will be attending the Public Affairs Committee meeting on November 7, 2022 and requested permission to attend a Bureau of Reclamation Legislative Update webinar hosted by the Association of California Water Agencies (ACWA) Federal Affairs Committee on November 10, 2022.

Director MacKenzie reported on the San Diego County Local Agency Formation Commission's (LAFCO) Special District Advisory Committee meeting where the Fallbrook Public Utility District and Rainbow Municipal Water District proposed reorganizations were discussed; Director MacKenzie stated that the LAFCO Commission will review the matter in February 2023.

Director MacKenzie reported on her attendance at the California Special Districts Association (CSDA) Legislative Committee meeting where the California Air Resources Board's (CARB) request for comments on its Advanced Clean Fleets Regulation was discussed. The regulation would require that 50% of new medium and heavy-duty fleet vehicles purchased by state and local governments be zero emissions vehicles (ZEV) by 2024 and 100% be ZEV by 2027. Director MacKenzie noted that the District along with ACWA submitted comment letters to CARB. Updates on various bills, including Assembly Bill (AB) 2449 regarding Brown Act Remote Attendance Rules, were provided. Director MacKenzie also reported on her attendance at the CSDA Strategic Planning Session.

22-11-114 *Upon motion by Director Vásquez, seconded by Director Kuchinsky and unanimously carried (4 ayes: Vásquez, Kuchinsky, Sanchez, and MacKenzie; 1 absent: Miller), the Board of Directors approved Director Sanchez to attend the ACWA Federal Affairs Committee hosted Bureau of Reclamation Legislative Update webinar on November 10, 2022.*

**11. ITEMS FOR FUTURE AGENDAS AND/OR PRESS RELEASES**

See staff report attached hereto.

Mr. Hodgkiss provided clarification on the Fallbrook Public Utility District/Rainbow Municipal Water District detachment and Wildfire Resiliency items, noting that the former will be placed on the November 16, 2022 Board meeting agenda for discussion.

The Board requested that a resolution honoring retiring Helix Water District Board member DeAna Verbeke be placed on the November 16, 2022 Board meeting agenda.

**12. COMMENTS BY DIRECTORS**

Director Vásquez commented that Vallecitos Water District reported it would be going to a two days per week watering schedule.

Director Kuchinsky complimented staff for their assistance in resolving a customer's concern about landscape irrigation run-off at the North County Transit District Buena Creek Sprinter Station in Vista.

Director Sanchez wished Director Kuchinsky success in the November 8, 2022 election.

Director MacKenzie inquired about the status of business cards in honor of the 100 Year Anniversary. Mr. Hodgkiss said samples would be presented for the Board's consideration at its December 7, 2022 meeting.

**13. COMMENTS BY GENERAL COUNSEL**

General Counsel was not present for this meeting.

**14. COMMENTS BY GENERAL MANAGER**

Mr. Hodgkiss informed the Board that this year's Employee Appreciation Event would be held on Tuesday, December 6, 2022 at noon.

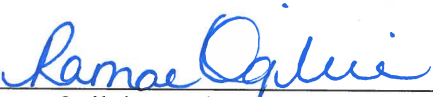


**15. ADJOURNMENT**

There being no further business to come before the Board, at 10:23 a.m. First Vice President MacKenzie adjourned the meeting to November 16, 2022 at 9:00 a.m.

  
\_\_\_\_\_  
Jo MacKenzie, First Vice President

ATTEST:

  
\_\_\_\_\_  
Ramae Ogilvie, Assistant Secretary  
Board of Directors  
VISTA IRRIGATION DISTRICT



# STAFF REPORT

Agenda Item: 6.A

Board Meeting Date: November 2, 2022  
 Prepared By: Susan Montgomery  
 Reviewed By: Shallako Goodrick  
 Approved By: Brett Hodgkiss

**SUBJECT:** TREASURER’S REPORT AS OF SEPTEMBER 30, 2022

**RECOMMENDATION:** Informational report concerning the investments of the District.

**SUMMARY:** Attached for review by the Board of Directors is the Treasurer’s Report as of September 30, 2022. The report is formatted to provide information as required by the California Government Code and the Vista Irrigation District Investment Policy. The Treasurer’s Report contains both an investment summary and a detailed security listing. Also attached is a five-year cash flow forecast, which indicates the District’s investments are sufficiently liquid to meet anticipated cash flow needs.

**DETAILED REPORT:** Activity for the quarter included deposits and withdrawals from the District’s cash and cash equivalent accounts: checking, California Asset Management Program (CAMP), and Local Agency Investment Fund (LAIF). During the quarter, \$4.5 million of Treasury bills matured and \$4.5 million of new Treasury bills were purchased.

As of September 30, 2022, the net unrealized loss on the portfolio was as follows:

	<u>Unrealized Loss</u>
Treasury Bills	\$ (14,607)
LAIF	<u>(300,251)</u>
Net Unrealized Loss	<u>\$ (314,858)</u>

All investment transactions have been made in accordance with the District’s Investment Policy.

The following is a five-year summary of the District’s investment portfolio:

	<u>9/30/18</u>	<u>9/30/19</u>	<u>9/30/20</u>	<u>9/30/21</u>	<u>9/30/22</u>
Total Portfolio	\$38,168,266	\$44,243,160	\$48,989,055	\$51,511,211	\$51,108,671
Unrealized Gain (Loss)	\$116,993	\$311,151	\$215,390	\$10,276	\$(314,858)
Weighted Average Maturity	88 Days	79 Days	71 Days	67 Days	67 Days
Portfolio Interest Rate	2.05%	2.23%	0.60%	0.11%	1.97%

**ATTACHMENTS:**

- Treasurer’s Report
- Securities Detail
- Cash Flow Projection

**Vista Irrigation District  
TREASURER'S REPORT  
September 30, 2022**

<u>Category</u>	<u>Maturity Value</u>	<u>Percentage Permitted by Board Policy</u>	<u>Actual Percentage</u>	<u>Weighted Average Maturity (in Days)</u>	<u>Current Interest Rate</u>
<b>Cash and Cash Equivalents</b>					
Checking/Petty Cash	\$ 1,423,080	n/a	2.8%	0	0.00%
California Asset Management Program	14,579,256	40%	28.5%	1	2.97%
Local Agency Investment Fund	15,606,335	40%	30.5%	1	1.63%
	<u>31,608,671</u>		<u>61.8%</u>	<u>1</u>	<u>2.17%</u>
<b>Securities</b>					
U.S. Treasury	19,500,000	100%	38.2%	174	1.66%
<b>Total Portfolio</b>	<u><u>\$ 51,108,671</u></u>		<u><u>100.0%</u></u>	<u><u>67</u></u>	<u><u>1.97%</u></u>

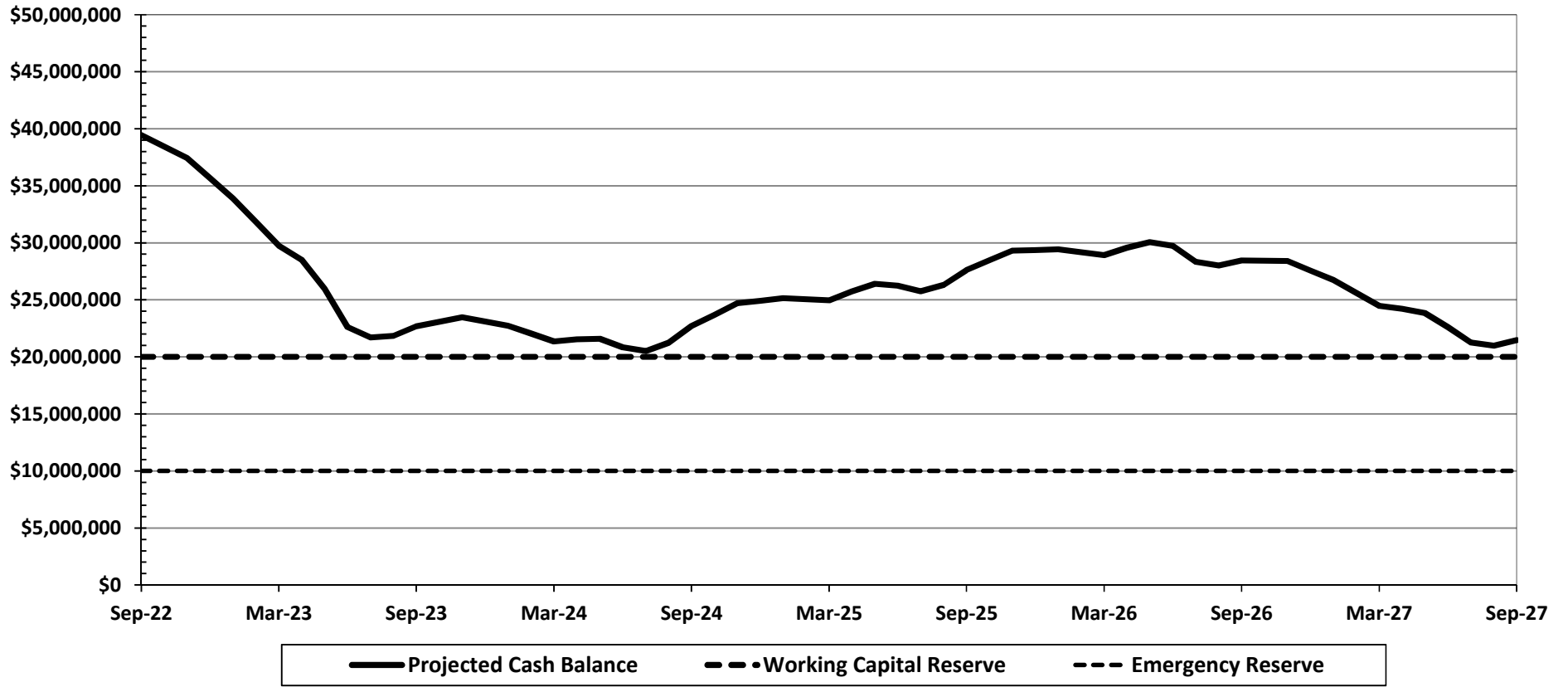
**Notes:**

- ◆ This report excludes accrued interest and employee flexible spending accounts.
- ◆ California Asset Management Program (CAMP) is a California Joint Powers Authority (JPA) established to provide California public agencies with professional investment services. The CAMP pool is a permitted investment for all local agencies under California Government Code Section 53601(p). The market valuation is provided by PFM Asset Management LLC.
- ◆ Local Agency Investment Fund (LAIF) is a pool of funds invested for California governmental agencies and is managed by the State Treasurer's Office of the State of California. The market valuation is provided by the State Treasurer's Office.
- ◆ The above portfolio is in full compliance with the District's Investment Policy.
- ◆ The District's investment portfolio is adequate to meet the District's cash flow requirements for the next six months.

**Vista Irrigation District**  
**SECURITIES DETAIL**  
**September 30, 2022**

<b>Issuer</b>	<b>Investment Type</b>	<b>Interest Rate</b>	<b>Maturity Date</b>	<b>Days to Maturity</b>	<b>Maturity Value</b>	<b>Cost</b>	<b>Market Value</b>	<b>Unrealized Gain (Loss)</b>
U.S. Treasury	Treasury Bill	0.091%	10/06/22	6	\$ 1,500,000	\$ 1,498,635	\$ 1,499,424	\$ 789
U.S. Treasury	Treasury Bill	0.162%	11/03/22	34	1,500,000	1,497,573	1,496,416	(1,157)
U.S. Treasury	Treasury Bill	0.244%	12/01/22	62	1,500,000	1,496,360	1,492,636	(3,724)
U.S. Treasury	Treasury Bill	0.397%	12/29/22	90	1,500,000	1,494,085	1,488,072	(6,013)
U.S. Treasury	Treasury Bill	0.642%	01/26/23	118	1,500,000	1,490,445	1,483,740	(6,705)
U.S. Treasury	Treasury Bill	1.171%	02/23/23	146	1,500,000	1,482,634	1,479,012	(3,622)
U.S. Treasury	Treasury Bill	1.632%	03/23/23	174	1,500,000	1,475,885	1,473,864	(2,021)
U.S. Treasury	Treasury Bill	1.923%	04/20/23	202	1,500,000	1,471,638	1,470,422	(1,216)
U.S. Treasury	Treasury Bill	2.164%	05/18/23	230	1,500,000	1,468,150	1,467,154	(996)
U.S. Treasury	Treasury Bill	3.134%	06/15/23	258	1,500,000	1,454,197	1,461,777	7,580
U.S. Treasury	Treasury Bill	3.070%	07/13/23	286	1,500,000	1,455,107	1,457,041	1,934
U.S. Treasury	Treasury Bill	3.325%	08/10/23	314	1,500,000	1,451,467	1,453,223	1,756
U.S. Treasury	Treasury Bill	3.603%	09/07/23	342	1,500,000	1,447,523	1,446,311	(1,212)
		<u>1.658%</u>		<u>174</u>	<u>\$ 19,500,000</u>	<u>\$ 19,183,699</u>	<u>\$ 19,169,092</u>	<u>\$ (14,607)</u>

**Vista Irrigation District  
CASH FLOW PROJECTION  
through September 2027**



Emergency Reserve	\$10 million
Working Capital Reserve	\$10 million
Total Reserves	<u>\$20 million</u>



## STAFF REPORT

Agenda Item: 6.B

Board Meeting Date:	November 2, 2022
Prepared By:	Robert Scholl
Reviewed By:	Randy Whitmann
Approved By:	Brett Hodgkiss

SUBJECT: GRANT OF RIGHT OF WAY

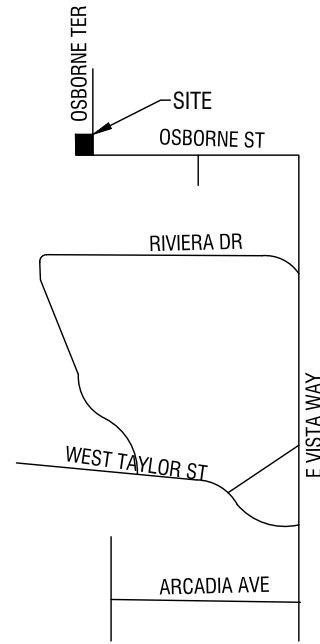
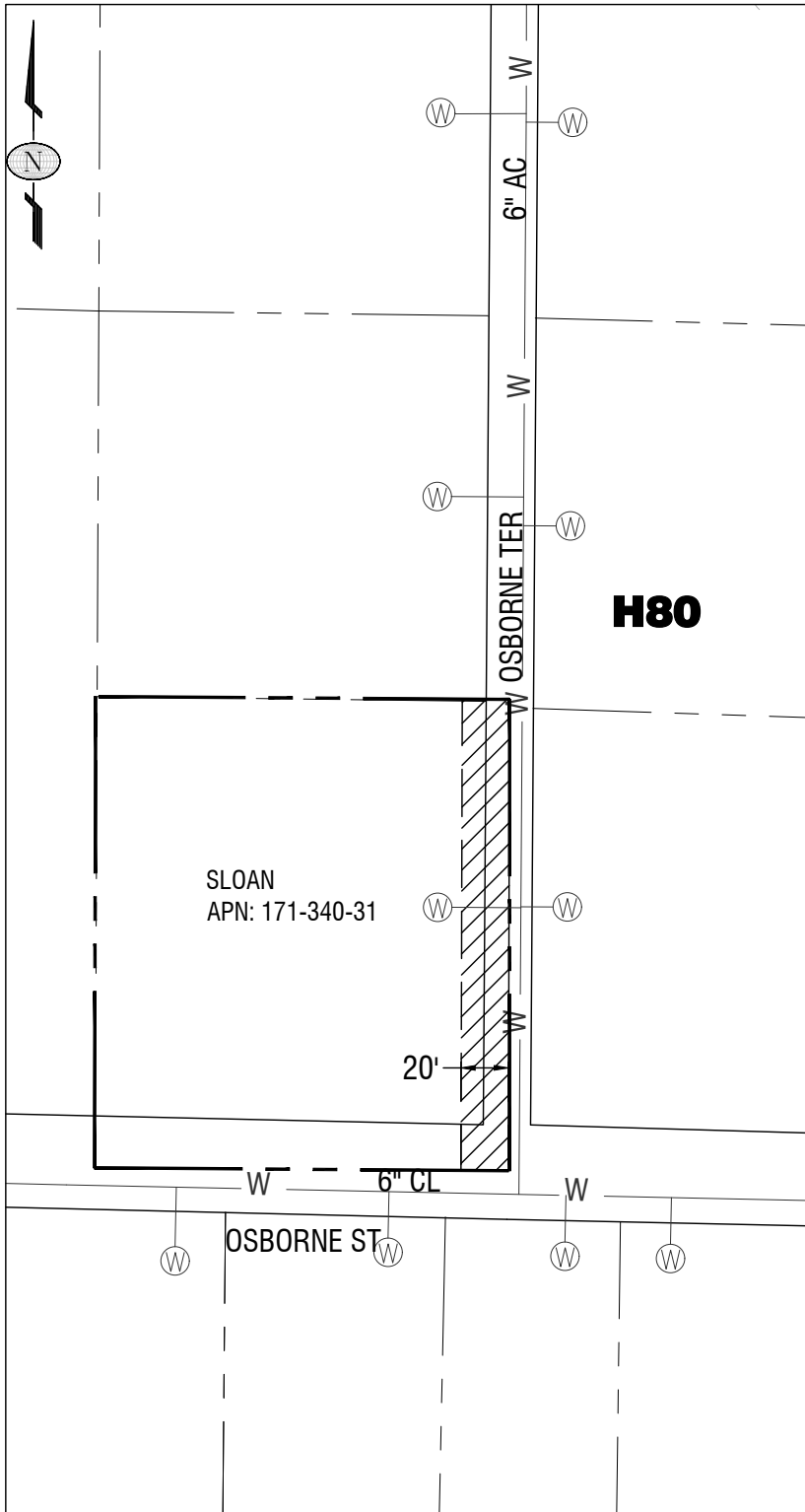
RECOMMENDATION: Accept Grant of Right of Way (S171) for a specific easement over a single-family residential lot consisting of approximately 0.66 gross acres, owned by the Kelly R. Sloan Family Trust, located at 2410 Osborne Terrace, Vista (LN 2022-044; APN 171-340-31; DIV NO 1).

PRIOR BOARD ACTION: None.

FISCAL IMPACT: None.

SUMMARY: Kelly Sloan is proposing to build an accessory dwelling unit for APN 171-340-31. The District has existing facilities within Osborne Terrace and District Blanket Easement (H80). Acceptance of Grant of Right of Way (S171) via easement document will allow the District to secure a dedicated 20-foot wide specific easement along Osborne Terrace for existing and future District facilities.

ATTACHMENT: Map



### VICINITY MAP

NTS

### LEGEND

#### EXISTING

- WATER MAIN
- WATER SERVICE

#### PROPOSED

- PROPOSED 20' SPECIFIC EASEMENT TO VISTA IRRIGATION DISTRICT (S171)

**OWNER:**  
 KELLY R. SLOAN FAMILY TRUST  
 2410 OSBORNE TER  
 VISTA, CA 92084

**ENGINEER:**  
 KARN ENGINEERING & SURVEYING, INC  
 129 W. FIG ST  
 FALLBROOK, CA 92028  
 760-728-1134

## VISTA IRRIGATION DISTRICT GRANT OF RIGHT OF WAY (S171)

APN: 171-340-31		T.B.
SCALE: NONE		L.N. LN2022-044
APPD. BY: RS	DATE: 10/25/22	W.O.
DRAWN BY: ES	DATE: 10/25/22	
SHEET 1 of 1	MAP: F07	

REVISED: 10/25/22 Emalee Sena



## STAFF REPORT

Agenda Item: 6.C

<b>Board Meeting Date:</b>	<b>November 2, 2022</b>
<b>Prepared By:</b>	<b>Robert Scholl</b>
<b>Reviewed By:</b>	<b>Randy Whitmann</b>
<b>Approved By:</b>	<b>Brett Hodgkiss</b>

**SUBJECT:** FINAL DETACHMENT

**RECOMMENDATION:** Adopt Resolution No. 22-XX ordering the final detachment of the Papp – Olive Street Reorganization to change Vista Irrigation District boundaries over two single family residential parcels consisting of approximately 2.31 acres owned by Szilard Papp and Jeff Lundblade (LN 2020-018; CF 500-374; LAFCO RO20-17; APNs 182-101-43 and -44; DIV NO 5).

**PRIOR BOARD ACTION:** On February 17, 2021, the Board adopted Resolution No. 21-08 setting the terms and conditions of detachment for the Papp – Olive Street Reorganization.

**FISCAL IMPACT:** None.

**SUMMARY:** The Papp – Olive Street Reorganization involves two single-family residential parcels totaling 2.31 acres and located on Olive Street in the City of San Marcos. The site is located within Vista Irrigation District’s (District’s) “Boot” service area and also within the Vallecitos Water District’s (Vallecitos’s) sphere of influence. While the District does have facilities approximately 500 feet away from the properties at the end of the Jennileah Lane cul-de-sac, Vallecitos has an existing water main in Olive Street that is closer (approximately 350 feet away) and can be accessed without encumbering additional properties. Additionally, Vallecitos is the intended water service provider for this area.

The owners, Szilard Papp and Jeff Lundblade, have fulfilled the District’s conditions of final detachment for their parcels. On April 5, 2021, San Diego County Local Agency Formation Commission (LAFCO) adopted their resolution approving and ordering the Papp – Olive Street Reorganization, and on September 24, 2021, staff received LAFCO’s Certificate of Completion and recorded documents for APNs 182-101-43 and -44. On September 21, 2022, Vallecitos adopted their resolution for final annexation of the Papp – Olive Street area.

Adoption of this resolution will direct staff to change District boundaries in accordance with LAFCO’s order.

**ATTACHMENTS:**

- Maps
- Draft Resolution
- LAFCO Certificate of Completion



E. OLIVE STREET

SYCAMORE DRIVE

PRIVATE ROAD

182-101-01

182-101-17

182-101-49

182-101-50

182-101-18

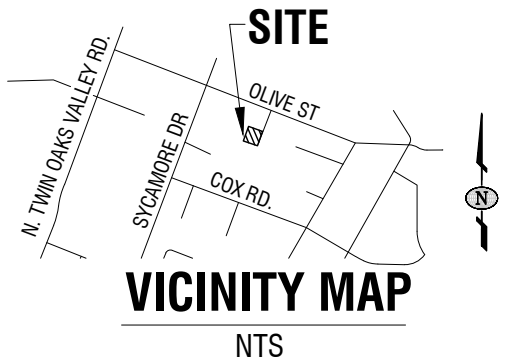
182-101-03

DETACH FROM VID  
ANNEX TO VALLECITOS

182-101-43  
1.16 ACRES

182-101-44  
1.15 ACRES

VID SERVICE  
BOUNDARY



OWNER:  
PAPP & LUNDBLADE  
ATTN: SZILARD PAPP  
1936 SLEEPY HOLLOW ROAD  
ESCONDIDO, CA 92026

### VISTA IRRIGATION DISTRICT

## DETACHMENT

PAPP - OLIVE STREET REORGANIZATION

APN 182-101-43, 182-101-44		T.B.
SCALE: NTS		2020-018
APPD. BY	DATE	W.O.
DRAWN BY JB	DATE 2/5/2021	
SHEET 1 of 1	MAP 018	
REVISED 10/24/22	Jeanette Bradshaw	
PATH Z:\Engineering\JOBS\LN-Jobs\LN2020\LN 2020-018 Papp Detach Olive\Detachment_Lundblade Papp.dwg		





VALLECITOS  
PIPELINE

VID  
PIPELINE

182-101-43  
182-101-44

PROJECT  
LOCATION

**DETACHMENT**  
PAPP-OLIVE STREET REORGANIZATION

1000 ft

Google Earth

© 2021 Google



RESOLUTION NO. 22-XX

RESOLUTION AND ORDER FOR THE DETACHMENT OF  
CERTAIN LANDS FROM VISTA IRRIGATION DISTRICT  
PAPP-OLIVE STREET REORGANIZATION  
(APNs 182-101-43 and 182-101-44; LN 2020-018; CF 500-374  
LAFCO RO20-17; DIV NO 5)

WHEREAS, the owners of the property hereinafter described have initiated proceedings for detachment of 2.31 gross acres consisting of two single-family residential parcels, from Vista Irrigation District (District) and annexation to Vallecitos Water District (Vallecitos); and

WHEREAS, such reorganization was approved by resolution of Local Agency Formation Commission (LAFCO), by its Resolution No. 2021-006, adopted April 5, 2021, and LAFCO has authorized this District to order said detachment without notice and hearing; and

WHEREAS, this Board by its Resolution No. 21-08 adopted February 17, 2021, set certain terms and conditions for detachment, which terms and conditions were approved by LAFCO and have been satisfied and complied with.

NOW, THEREFORE, BE IT RESOLVED that the Board of Directors of Vista Irrigation District does hereby determine and order that:

1. Said lands will not be benefited by the operations of this District.
2. The territory as hereinafter described is definite and certain and its description conforms to the orders of LAFCO.
3. All owners of the land have consented in writing to the proposed detachment.
4. The District is a registered-voter district.
5. Property owners have paid detachment fees in the amount of \$2,262.00 to the District.
6. All proceedings for the annexation of the territory to Vallecitos and detachment from the District have been completed.
7. By reason of the foregoing, the territory shown on attached Exhibit A-1 and described in Exhibit A-2 is hereby ordered detached from the District and the boundaries of said District are changed as to exclude said territory.

PASSED AND ADOPTED by the Board of Directors of Vista Irrigation District this 2nd day of November, 2022, by the following roll call vote:

AYES:  
NOES:  
ABSTAIN:  
ABSENT:

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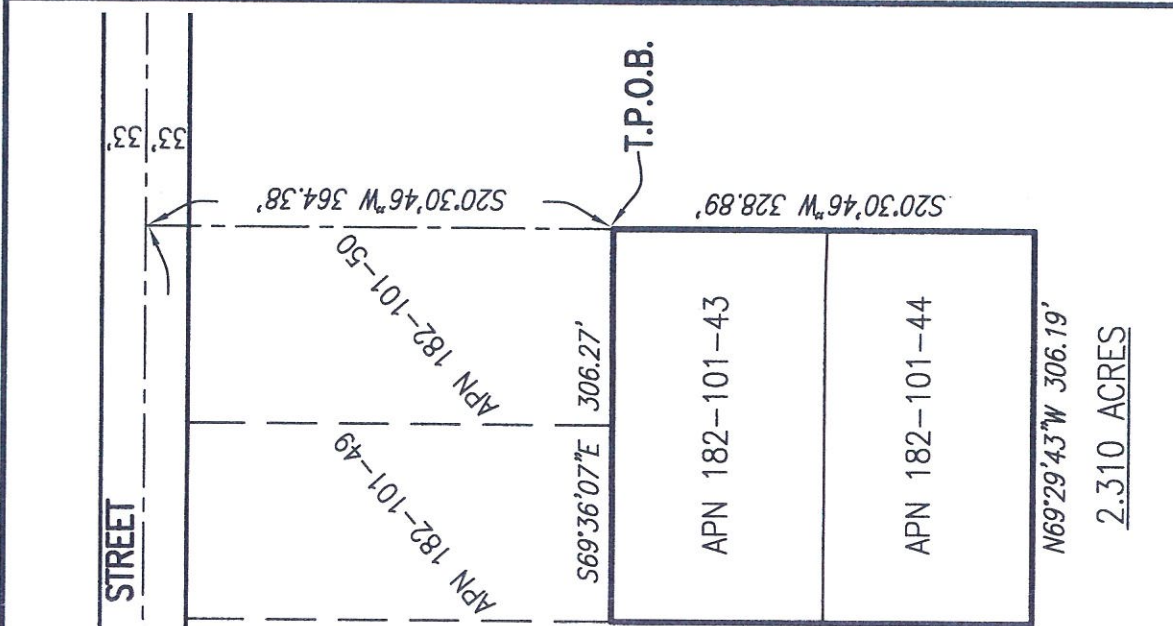
Jo MacKenzie, First Vice President

ATTEST:

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Lisa Soto, Secretary  
Board of Directors  
VISTA IRRIGATION DISTRICT

EXHIBIT A-1



DISCLAIMER:  
 "FOR ASSESSMENT PURPOSES ONLY. THIS DESCRIPTION OF LAND IS NOT A LEGAL PROPERTY DESCRIPTION AS DEFINED IN THE SUBDIVISION MAP ACT AND MAY NOT BE USED AS THE BASIS FOR AN OFFER FOR SALE OF THE LAND DESCRIBED".

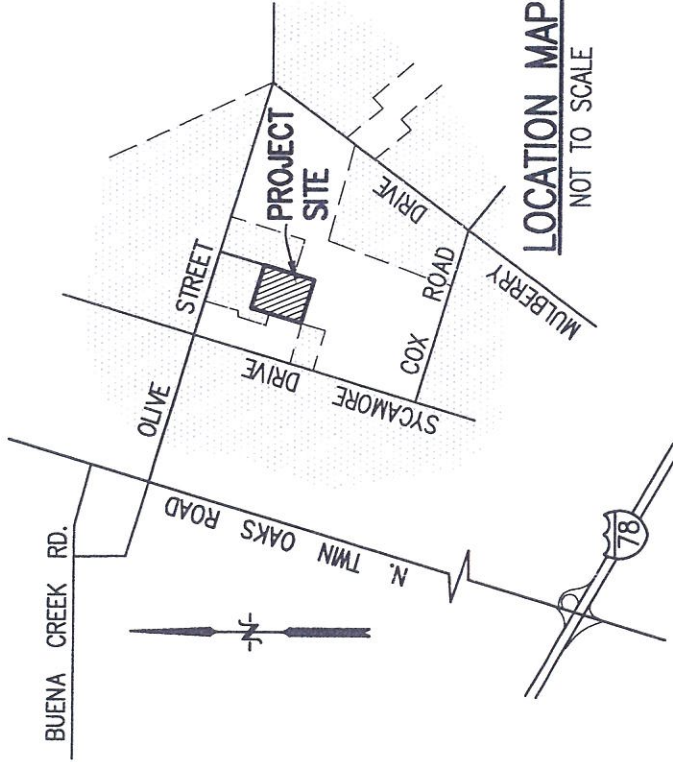
Approved by the Local Agency Forming Commission of San Diego

APR - 5 2021

*Keyes Speer*

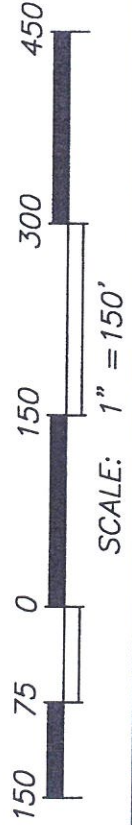


7/30/2020  
 DATE



LEGEND

- VALLECITOS WATER DISTRICT (SHOWN ON LOCATION MAP)
- PROPOSED VALLECITOS WATER DISTRICT ANNEXATION BOUNDARY



ASSESSOR'S PARCEL NUMBER(S): 182-101-43 & 182-101-44	LAFCO RESOLUTION NO. 2.310	DATE: 7-30-20	SCALE: 1"=150'
VALLECITOS WATER DISTRICT ANNEXATION NO.		SPEAR & ASSOCIATES, INC. 475 PRODUCTION STREET SAN MARCOS, CA. 92078 PHONE (760) 736-2040	

**ANNEXATION NO.**

**ANNEXATION TO VALLECITOS WATER DISTRICT**

**GEOGRAPHIC DESCRIPTION**

ALL THAT CERTAIN REAL PROPERTY, SITUATED IN THE CITY OF SAN MARCOS, COUNTY OF SAN DIEGO, STATE OF CALIFORNIA, DESCRIBED AS FOLLOWS:

BEGINNING AT THE CENTERLINE INTERSECTION OF SYCAMORE DRIVE AND OLIVE DRIVE; THENCE ALONG THE CENTERLINE OF OLIVE DRIVE SOUTH 69°30'08" EAST 999.05 FEET; THENCE LEAVING SAID CENTERLINE SOUTH 20°30'46" WEST 364.38 FEET TO THE **TRUE POINT OF BEGINNING**;

THENCE, (1) SOUTH 20°30'46" WEST 328.89 FEET;

THENCE, (2) NORTH 69°29'43" WEST 306.19 FEET;

THENCE, (3) NORTH 20°29'56" EAST 328.35 FEET;

THENCE, (4) SOUTH 69°36'07" EAST 306.27 FEET TO THE **TRUE POINT OF BEGINNING** AND CONTAINING **2.31** ACRES OF LAND MORE OR LESS.

LOCATED ORIGINALLY WITHIN RANCHO LAND, THE RELATIVE LOCATION OF THIS LAND ALONGSIDE THE GOVERNMENT SURVEY SYSTEM INDICATES SECTION 36, TOWNSHIP 11 SOUTH, RANGE 3 WEST, SAN BERNARDINO BASE AND MERIDIAN.



Approved by the Local Agency Formation  
Commission of San Diego

APR - 5 2021

*Keeny Howard*

*For assessment purposes only. This description of land is not a legal property description as defined in the Subdivision Map Act and may not be used as the basis for an offer for sale of the land described.*





**San Diego County**  
**Local Agency Formation Commission**  
 Regional Service Planning | Subdivision of the State of California

RECEIVED

SEP 24 2021

VISTA IRRIG. DIST.

LN 2020-018

September 16, 2021

**TO:** Distribution List

**FROM:** Tamaron Lockett, Commission Clerk  
 Local Agency Formation Commission

**SUBJECT:** Final Filings | “Papp – Olive Street Reorganization” | Annexation to the Vallecitos Water District with Detachment from the Vista Irrigation District | LAFCO File No. RO20-17

The San Diego Local Agency Formation Commission have completed the filings for the above-referenced reorganization to the Vallectios Water District. Returned herewith are:

1. A copy of all documents filed with and returned from the County Recorder.
2. A copy of notification of filing received from the State Board of Equalization.

Please contact the LAFCO office at (619) 321-3380 if you have any questions or need additional information.

*Tamaron Lockett*  
 Tamaron Lockett  
 Commission Clerk

Distribution list  
 District Clerk, Vallectios Water District  
 District Clerk, Vista Irrigation District  
 Szliard Papp, Applicant  
 District Clerk, San Diego County Water Authority  
 Pete Arthur, Registrar of Voters (O34)  
 Alyson Stanton, Triple A

Attachments  
 Recorded documents  
 State Board of Equalization Acknowledgement Letter

<b>Administration</b> Keene Simonds, Executive Officer 2550 Fifth Avenue, Suite 725 San Diego, California 92103-6624 T 619.321.3380 F 619.404.6508 www.sdlafco.org	<b>Vice Chair Jim Desmond</b> County of San Diego	<b>Mary Casillas Salas</b> City of Chula Vista	<b>Chris Cate</b> City of San Diego	<b>Jo MacKenzie</b> Vista Irrigation	<b>Chair Andy Vanderlaan</b> General Public
	<b>Nora Vargas</b> County of San Diego	<b>Paul McNamara</b> City of Escondido	<b>Marni von Wilpert, Alt.</b> City of San Diego	<b>Barry Willis</b> Alpine Fire Protection	<b>Harry Mathis, Alt.</b> General Public
	<b>Joel Anderson, Alt.</b> County of San Diego	<b>Kristi Becker, Alt.</b> City of Solana Beach		<b>David A. Drake, Alt.</b> Rincon del Diablo	

DOC# 2021-0443697



Jun 17, 2021 09:29 AM

OFFICIAL RECORDS

Ernest J. Dronenburg, Jr.,

SAN DIEGO COUNTY RECORDER

FEES: \$0.00 (SB2 Atkins: \$0.00)

RECORDING REQUESTED BY:

San Diego County  
Local Agency Formation Commission (LAFCO)

AND WHEN RECORDED MAIL TO:

LAFCO  
9335 Hazard Way, Suite 200  
San Diego, California 92123  
MS: O216

PAGES: 7

THIS SPACE FOR RECORDER'S USE ONLY

**Certificate of Completion**  
"Papp-Olive Street Reorganization"  
Annexation to the Vallecitos Water District with  
Concurrent Detachment from the Vista Irrigation District  
LAFCO File No. RO20-17

**CERTIFICATE OF COMPLETION**

**SAN DIEGO COUNTY**  
Local Agency Formation Commission  
9335 Hazard Way, Suite 200  
San Diego, California 92123  
MS: O-216

**“Papp-Olive Street Reorganization”  
Annexation to the Vallecitos Water District with  
Concurrent Detachment from the Vista Irrigation District  
LAFCO File No. RO20-17**


Pursuant to Government Code Sections 57200 and 57201, this Certificate of Completion is hereby issued for recordation with the County of San Diego Clerk-Recorder’s Office.

The name of each city and/or district included in this reorganization, all located within San Diego County, and the type of jurisdictional change ordered for each district are as follows:

<u>City/District</u>	<u>Type of Change of Organization</u>
Vallecitos Water District	Annexation
Vista Irrigation District	Detachment

A certified copy of the resolution ordering this change of organization without an election is attached hereto and by reference incorporated herein. A legal description and map of the boundaries of the above-cited change of organization are included in said resolution. The terms and conditions of the change of organization are also included in said resolution and have been completed.

I hereby certify that I have examined the above-cited resolution for the change of organization and have found that document to be in compliance with the Commission's resolution approving the associated boundary change. I further certify that a master tax exchange resolution governing the exchange of property tax revenues for this jurisdictional change has been submitted to this office.

  
Keene Simonds  
Executive Officer

Date: June 7, 2021



RESOLUTION NO. 2021-006

SAN DIEGO COUNTY LOCAL AGENCY FORMATION COMMISSION

MAKING DETERMINATIONS, APPROVING, AND ORDERING A REORGANIZATION

**“PAPP – OLIVE STREET REORGANIZATION”  
CONCURRENT ANNEXATION TO THE VALLECITOS WATER DISTRICT AND  
DETACHMENT FROM THE VISTA IRRIGATION DISTRICT  
LAFCO FILE NO. RO20-17**

WHEREAS, on July 27, 2020, landowner Szilard Papp filed a petition to initiate proceedings and an application with the San Diego County Local Agency Formation Commission, hereinafter referred to as “Commission,” pursuant to the Cortese-Knox-Hertzberg Local Government Reorganization Act of 2000; and

WHEREAS, the application seeks approval of a reorganization to annex approximately 2.31 acres of incorporated territory within the City of San Marcos to the Vallecitos Water District with a concurrent detachment of the affected territory from the Vista Irrigation District; and

WHEREAS, the affected territory as proposed includes two incorporated and undeveloped assessor parcels identified by the County of San Diego Assessor’s Office as 182-101-43 and -44; and

WHEREAS, an applicable master property tax transfer agreement applies to the proposed reorganization dated September 16, 2009; and

WHEREAS, the Commission’s Executive Officer has reviewed the proposed reorganization and prepared a report with recommendations; and

WHEREAS, the Executive Officer’s report and recommendations on the proposal have been presented to the Commission in the manner provided by law; and

WHEREAS, the Commission heard and fully considered all the evidence presented at a noticed public meeting on the proposal on April 5, 2021; and

WHEREAS, the Commission considered all the factors required by law under Government Code Section 56668 and adopted local policies and procedures.

**NOW, THEREFORE, THE COMMISSION DOES HEREBY RESOLVE, DETERMINE, AND ORDER** as follows:

1. The public meeting was held on the date set therefore, and due notice of said meeting was given in the manner required by law.
2. At the public meeting, the Commission considered the Executive Officer’s report.
3. The Commission serves as lead agency for environmental review of the proposed reorganization under the California Environmental Quality Act (CEQA) as detailed in the Executive Officer’s report. The Commission’s findings follow.

- a) The Commission finds the proposed reorganization qualifies as a project but is exempt from further review under State CEQA Guidelines Section 15319(b) and its cross-reference to Section 15303 given the anticipated construction of two single-family residences on the affected territory as allowed for maximum density under existing San Marcos land use policies.
4. The Commission APPROVES the reorganization without modification as described below and subject to conditions as provided. Approval involves all of the following:
  - a) Detachment of the affected territory from the Vista Irrigation District is shown in "Exhibit A-1" and described in "Exhibit A-2."
  - b) Annexation of the affected territory to the Vallecitos Water District as shown in "Exhibit A-1" and described in "Exhibit A-2."
5. The Commission CONDITIONS all approvals on the following terms being satisfied by April 5, 2022 unless an extension is requested in writing and approved by the Executive Officer:
  - a) Completion of the 30-day reconsideration period provided under Government Code Section 56895.
  - b) Submittal to the Commission of final map and geographic description of the affected territory as approved by the Commission conforming to the requirements of the State Board of Equalization – Tax Services Division.
  - c) Submittal to the Commission of the following payments:
    - A check made payable to LAFCO in the amount of \$50.00 for the County of San Diego-Clerk Recorder to reimburse for filing a CEQA Notice of Exemption consistent with the findings in the resolution.
    - A check made payable to the State Board of Equalization for processing fees in the amount of \$350.00.
6. The Commission assigns the proposal the following short-term designation:  
"Papp – Olive Street Reorganization"
7. The affected territory as designated by the Commission is uninhabited as defined in Government Code Section 56046.
8. The Commission waives conducting authority proceedings under Government Code Section 56662.
9. The Vista Irrigation District and Vallecitos Water District are registered-voter districts.
10. The Vista Irrigation District and Vallecitos Water District utilize the County of San Diego assessment roll.

11. The affected territory will be liable for any existing bonds, contracts, and/or obligations of the Vallecitos Water District as provided under Government Section 57328.
12. The effective date of the approval shall be the date of recordation but not before the completion of a 30-day reconsideration period and only after all terms have been completed as attested by the Executive Officer.
13. As allowed under Government Code Section 56107, the Commission authorizes the Executive Officer to make non-substantive corrections to this resolution to address any technical defects, errors, irregularities, or omissions.
14. The Executive Officer is hereby authorized and directed to mail copies of this resolution as provided in Sections 56880-56882 of the Government Code.
15. The Executive Officer is further authorized and directed to prepare, execute, and record a Certificate of Completion, make the required filings with the County Assessor, County Auditor, and the State Board of Equalization as required by Section 57200, et seq., of the Government Code.

\*\*

**PASSED AND ADOPTED** by the Commission on April 5, 2021 by the following vote:

AYES:	Anderson (voting), Cate, Desmond, MacKenzie, McNamara (voting), Salas, Vanderlaan, and Willis
NOES:	None
ABSENT:	Vargas, von Wilpert, and Wells
ABSTAINING:	None

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**STATE OF CALIFORNIA |  
COUNTY OF SAN DIEGO**

I, KEENE SIMONDS, Executive Officer of the Local Agency Formation Commission of the County of San Diego, State of California, hereby certify that I have compared the foregoing copy with the original resolution adopted by said Commission at its regular meeting on April 5, 2021, which original resolution is now on file in my office; and that same contains a full, true, and correct transcript therefrom and of the whole thereof.

Witness my hand this 7<sup>th</sup> day of June 2021.



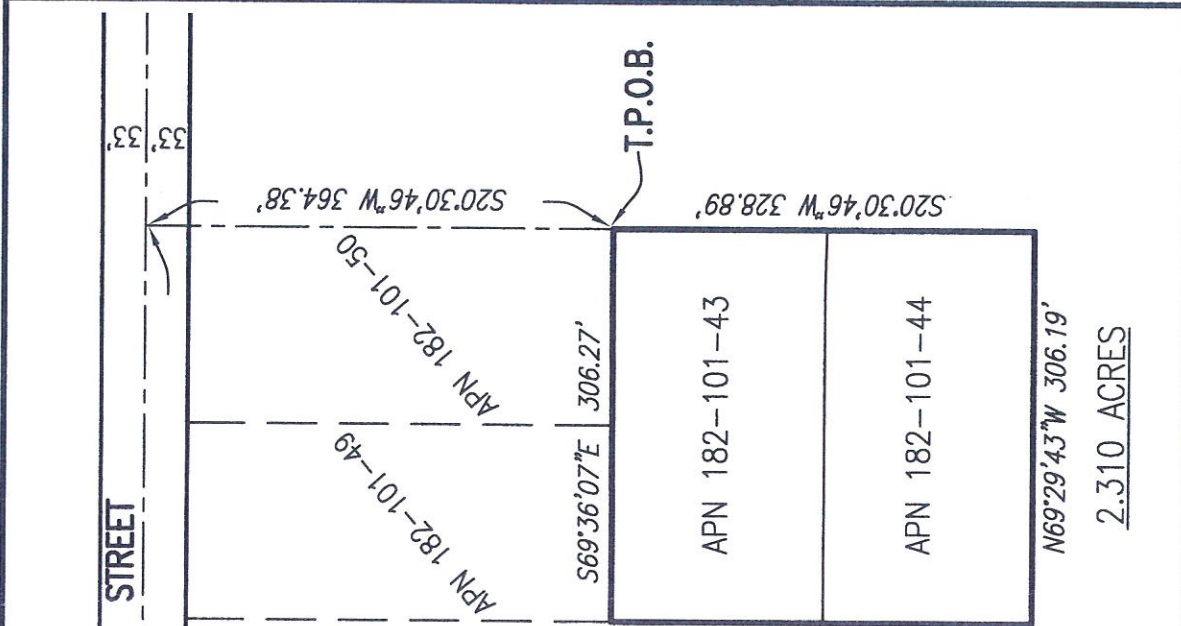
Keene Simonds, Executive Officer  
San Diego Local Agency Formation Commission

Attest:



Tamaron Lockett, Commission Clerk  
San Diego Local Agency Formation Commission

EXHIBIT A-1



2.310 ACRES

DISCLAIMER:  
 "FOR ASSESSMENT PURPOSES ONLY. THIS DESCRIPTION OF LAND IS NOT A LEGAL PROPERTY DESCRIPTION AS DEFINED IN THE SUBDIVISION MAP ACT AND MAY NOT BE USED AS THE BASIS FOR AN OFFER FOR SALE OF THE LAND DESCRIBED".

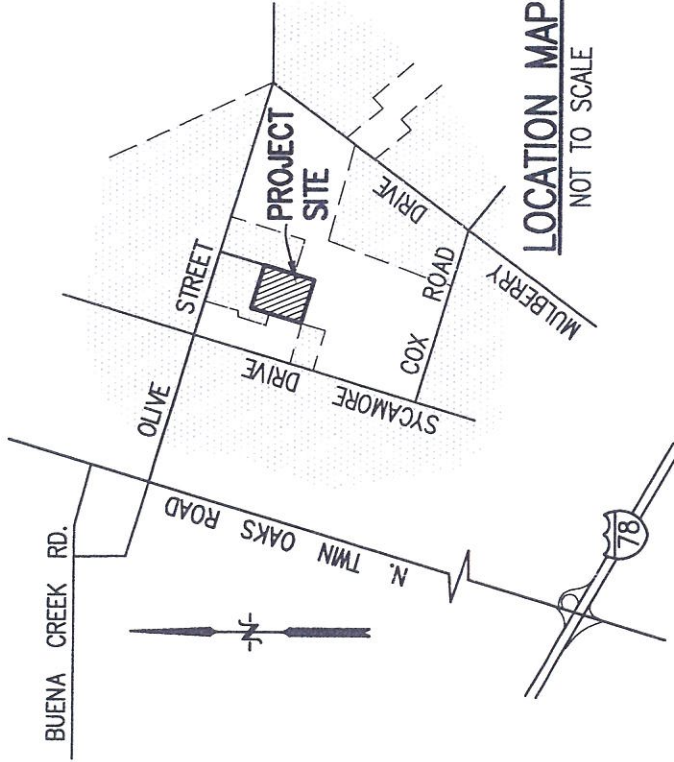
Approved by the Local Agency Forming Commission of San Diego

APR - 5 2021

*Keyes Speer*



7/30/2020  
DATE



LEGEND

- VALLECITOS WATER DISTRICT (SHOWN ON LOCATION MAP)
- PROPOSED VALLECITOS WATER DISTRICT ANNEXATION BOUNDARY



ASSESSOR'S PARCEL NUMBER(S): 182-101-43 & 182-101-44	LAFCO RESOLUTION NO. 2.310	DATE: 7-30-20	SCALE: 1"=150'
VALLECITOS WATER DISTRICT ANNEXATION NO.		SPEAR & ASSOCIATES, INC. 475 PRODUCTION STREET SAN MARCOS, CA. 92078 PHONE (760) 736-2040	



**ANNEXATION NO.**

**ANNEXATION TO VALLECITOS WATER DISTRICT**

**GEOGRAPHIC DESCRIPTION**

ALL THAT CERTAIN REAL PROPERTY, SITUATED IN THE CITY OF SAN MARCOS, COUNTY OF SAN DIEGO, STATE OF CALIFORNIA, DESCRIBED AS FOLLOWS:

BEGINNING AT THE CENTERLINE INTERSECTION OF SYCAMORE DRIVE AND OLIVE DRIVE; THENCE ALONG THE CENTERLINE OF OLIVE DRIVE SOUTH 69°30'08" EAST 999.05 FEET; THENCE LEAVING SAID CENTERLINE SOUTH 20°30'46" WEST 364.38 FEET TO THE **TRUE POINT OF BEGINNING**;

THENCE, (1) SOUTH 20°30'46" WEST 328.89 FEET;

THENCE, (2) NORTH 69°29'43" WEST 306.19 FEET;

THENCE, (3) NORTH 20°29'56" EAST 328.35 FEET;

THENCE, (4) SOUTH 69°36'07" EAST 306.27 FEET TO THE **TRUE POINT OF BEGINNING** AND CONTAINING **2.31** ACRES OF LAND MORE OR LESS.

LOCATED ORIGINALLY WITHIN RANCHO LAND, THE RELATIVE LOCATION OF THIS LAND ALONGSIDE THE GOVERNMENT SURVEY SYSTEM INDICATES SECTION 36, TOWNSHIP 11 SOUTH, RANGE 3 WEST, SAN BERNARDINO BASE AND MERIDIAN.



Approved by the Local Agency Formation  
Commission of San Diego

APR - 5 2021

*Keeny Howard*

*For assessment purposes only. This description of land is not a legal property description as defined in the Subdivision Map Act and may not be used as the basis for an offer for sale of the land described.*



STATE BOARD OF EQUALIZATION  
PROPERTY TAX DEPARTMENT  
TAX AREA SERVICES SECTION, MIC: 59  
450 N STREET, SACRAMENTO, CALIFORNIA  
PO BOX 942879, SACRAMENTO CALIFORNIA, 94279-0059  
1-916-274-3250, FAX 1-916-285-0130  
www.boe.ca.gov  
TASS@boe.ca.gov

TED GAINES  
First District, Sacramento

MALIA M. COHEN  
Second District, San Francisco

ANTONIO VAZQUEZ, CHAIRMAN  
Third District, Santa Monica

MIKE SCHAEFER, VICE CHAIR  
Fourth District, San Diego

BETTY T. YEE  
State Controller

BRENDA FLEMING  
Executive Director

Mr KEENE SIMONDS, EXECUTIVE OFFICER  
LAFCO  
9335 HAZARD WAY, SUITE 200  
SAN DIEGO CA. 92123

This is to acknowledge receipt of the statement(s) required by Section 54900, et seq., of the Government Code for the action described below. Copies of your documents will be forwarded by us to other agencies. You are required by Section 54902 of the Government Code to file a complete set of documents, except for the processing fee, with the County Assessor and Auditor affected by this action.

Tax rate area boundaries and property tax allocations will become effective for the assesment roll indicated below.

Assessment Roll: **2022/23**  
County: **37 San Diego**  
District: **71 [0434] WATER - VALLECITOS**  
Conducting Authority: **LAFCO**  
Short Title: **PAPP-OLIVE STREET REORGANIZATION**  
Type of Action: **01 District - Annexation**  
Resolution/Ord. No.:  
LAFCo Res. No.: **2021-006**  
Effective Date: **06/17/2021**  
Fee: **\$350.00**  
Acreage: **2.31**

BOE File No.: **2022-017**  
Received at BOE: **07/28/2021**  
Date of Acknowledgment: **08/05/2021**  
Distribution: **1**

**City Boundary Change**

Estimated Population: **0**

Total assessed value of all property in subject territory: **0**

*Ricard Schwarting*

Ric Schwarting  
Research Manager (GIS)  
State-Assessed Properties Division  
Tax Area Services Section



# Cash Disbursement Report

Payment Dates 10/7/2022 - 10/19/2022

Payment Number	Payment Date	Vendor	Description	Amount
70650	10/12/2022	ACWA/JPIA	Workers Compensation 07/2022 - 09/2022	44,159.10
70651	10/12/2022	Airgas USA LLC	Silver Solder .050"x1/8"x20" SAFETYSILV 15 (25 LB)	2,136.04
70652	10/12/2022	AC Plumbing	Meter Tie-Backs (4)	5,800.00
70653	10/12/2022	Amazon Capital Services	Warehouse Supplies	234.38
	10/12/2022		Webcam	64.92
	10/12/2022		Fax Machine	222.97
	10/12/2022		Air Extension Hoses	18.38
70654	10/12/2022	Answering Service Care, LLC	Answering Service	509.00
70655	10/12/2022	Bennett-Bowen & Lighthouse Inc	Magnetic Base Work Lamp	106.24
70656	10/12/2022	Big Drip Plumbing	Meter Tie-Backs (4) - Rush Ave	5,998.00
70657	10/12/2022	Bryan and the Bee's	Live Bee Removal (1)	175.00
	10/12/2022		Live Bee Removal (1)	175.00
	10/12/2022		Live Bee Removal (1)	175.00
70658	10/12/2022	Burke, Williams & Sorensen, LLP	Legal 09/2022	1,704.00
	10/12/2022		Legal 09/2022	6,120.00
70659	10/12/2022	Cal Pacific Truck Center LLC	Emission Part - Truck 44	483.67
	10/12/2022		Emission Part - Truck 44	682.00
70660	10/12/2022	Cecilia's Safety Service Inc	Traffic Control - Rush Ave	5,557.50
70661	10/12/2022	Certified Laboratories	Cleaning Solution	534.16
70662	10/12/2022	Core & Main	Fire Hydrant Spool 6x12 DI (2)	333.41
	10/12/2022		Pipe 8" PVC DR-14 C900 (40)	1,385.59
	10/12/2022		Tee 8x6 DI Flange (1)	392.95
	10/12/2022		Fire Hydrant Rod 15"x.5" Break Off SS (5)	416.76
	10/12/2022		Flange 6" DI Blind 8-hole (1)	84.44
	10/12/2022		Adapter 6" DI POxFL (3)	454.65
	10/12/2022		Adapter 4" DI FLxPO (2)	194.85
	10/12/2022		Flange 6" SOW 8-hole (5)	205.68
	10/12/2022		Service Saddle 4x1 PVC (2)	259.80
	10/12/2022		Fire Hydrant Spool 6x18 DI (2)	415.68
	10/12/2022		Coupling 4" Deflection C900 (4)	186.19
	10/12/2022		Fire Hydrant 6" Break Off Spool LB400 (2)	547.75
	10/12/2022		4" PO End Cap (1)	65.13
	10/12/2022		Ball Meter Valve 2" FLG X FIP DD & Lockwing (5)	1,764.48
70663	10/12/2022	County of San Diego	Permit Fees 08/2022	741.75
70664	10/12/2022	Direct Energy	Electric 09/2022 - Henshaw Buildings & Grounds	296.82
	10/12/2022		Electric 09/2022 - Henshaw Well Field	19,925.73
	10/12/2022		Electric 09/2022 - T & D / Cathodic Protection	42.20

Payment Number	Payment Date	Vendor	Description	Amount
	10/12/2022		Electric 09/2022 - Reservoirs	14.88
	10/12/2022		Electric 09/2022 - Pump Stations	7,083.32
	10/12/2022		Electric 09/2022 - Treatment Plants	33.56
70665	10/12/2022	D & H Water Systems, Inc	Cl2 Probe Membranes (2)	577.79
70666	10/12/2022	ENR	ENR Membership/Subscription Renewal	144.00
70667	10/12/2022	Equipco Rentals	Rental of YSI ProDSS Data Logger - HABs	1,788.76
70668	10/12/2022	Ferguson Waterworks	Corp Stop 1" MIP X Flare (22)	1,585.13
	10/12/2022		Clamp 1x3 Repair Full Circle Orangeburg Romac (8)	370.56
	10/12/2022		Clamp 1x6 Repair Full Circle SS Romac (2)	186.00
	10/12/2022		Clamp 1x3 Repair Full Circle Copper Romac (2)	90.80
	10/12/2022		Ell / 1" / 45° / PVC / S x S / Sch 40 (5)	6.77
	10/12/2022		Plug 1.5" Brass (5)	35.45
	10/12/2022		Nipple / 0.75" x 6" / Brass (5)	40.16
	10/12/2022		Adapter / Male / 1" Copper (5)	40.97
	10/12/2022		10" PO Rubber Gaskets (10)	125.03
	10/12/2022		1" Brass Clamps for Anodes (30)	154.26
	10/12/2022		Cap / 0.75" PVC / Threaded / Sch 40 (5)	4.76
	10/12/2022		Cap 1" Brass (5)	25.98
	10/12/2022		Plug 1.25" Brass (5)	27.77
70669	10/12/2022	Fleet Pride	Water Spreader Fitting - Truck 28	158.50
70670	10/12/2022	Glennie's Office Products Inc	Office Supplies	208.85
	10/12/2022		Office Supplies	1,232.10
	10/12/2022		Office Supplies	(37.05)
70671	10/12/2022	Grainger	SCADA UPS (1)	197.48
	10/12/2022		Electrical Gloves	103.87
	10/12/2022		Electrical Gloves	103.87
	10/12/2022		Rivets - BeeHive Roof Replacement	564.57
	10/12/2022		Welding Ground Clamp (1)	83.28
70672	10/12/2022	Hach Company	Chlorine Analyzer	641.41
	10/12/2022		Lab Supplies	378.27
70673	10/12/2022	Home Depot Credit Services	Tools	101.54
	10/12/2022		2-Step Ladder	47.60
	10/12/2022		Water Filter, Cable Cuffs	71.37
	10/12/2022		Cable Connector, Crimper	44.33
	10/12/2022		Irrigation Parts	16.50
	10/12/2022		Crimper	(30.29)
	10/12/2022		Soldering Gas	15.12
	10/12/2022		Concrete Crack Seal	108.27
	10/12/2022		Concrete	108.27
	10/12/2022		Concrete	54.38
	10/12/2022		Supplies - Information Board	304.99
	10/12/2022		Ant Poison, Roundup	81.09



Payment Number	Payment Date	Vendor	Description	Amount
	10/12/2022		Drill Bit Set	43.27
	10/12/2022		Deep Well Socket	7.87
	10/12/2022		Rustoleum Epoxy Shield	424.34
	10/12/2022		Screw Driver, Phone Charger	25.35
	10/12/2022		Tools	80.80
	10/12/2022		Electrical Supplies	6.73
	10/12/2022		Maintenance Supplies	90.77
	10/12/2022		SCADA Supplies - Lupine Hills	67.24
	10/12/2022		Portable A/C Unit	464.39
	10/12/2022		Epoxy	212.17
	10/12/2022		Digital Thermometer	12.99
	10/12/2022		Water Meter Key	62.29
	10/12/2022		Concrete Rapid Set 60lb bag (50)	940.37
	10/12/2022		Concrete 60lb bag (56)	249.97
70674	10/12/2022	Inland Kenworth (US) Inc	Steering Stops - Truck 4	38.58
70675	10/12/2022	Kronick Moskovitz Tiedemann & Girard	Legal 08/2022	23,680.98
70676	10/12/2022	Major League Pest	Monthly Pest Control	225.00
70677	10/12/2022	NAPA Auto Parts	Filters (3)	20.20
70678	10/12/2022	North County Auto Parts	Fuel Filter Kit - Truck 1	58.67
	10/12/2022		Rear HD Shocks - Truck 21	242.68
	10/12/2022		Shop Chemicals, Oil, Wiper Blades	87.06
	10/12/2022		Bulbs (10)	8.01
	10/12/2022		Spark Plug & Wire - Truck 39	22.69
	10/12/2022		Diesel Engine Oil - Truck 65	120.20
70679	10/12/2022	O'Reilly Auto Parts	Battery - Truck 65 Welder	121.49
70680	10/12/2022	Pacific Pipeline Supply	Repair Clamps (7)	316.48
	10/12/2022		Service Saddle 8x1 PVC (2)	603.86
70681	10/12/2022	Praxis Corporation	Electrical Safety Training (2 Days)	7,600.00
70682	10/12/2022	Rincon del Diablo MWD	MD Reservoir Water Service	106.18
70683	10/12/2022	Ruby Slipper Shoes & Repair	Boot Repair	80.00
70684	10/12/2022	San Diego Gas & Electric	Gas Use 09/2022	411.97
	10/12/2022		Electric 09/2022 - Henshaw Buildings & Grounds	54.66
	10/12/2022		Electric 09/2022 - Henshaw Wellfield	17,988.76
	10/12/2022		Electrical Use 09/2022	6,599.60
70685	10/12/2022	Southern Counties Lubricants, LLC	Fuel 09/16/22 - 09/30/22	9,889.93
70686	10/12/2022	Spok, Inc	Pagers	50.01
70687	10/12/2022	Stillwater Sciences	HABs Management Plan 08/2022	13,677.46
	10/12/2022		HABs Consulting 08/2022	10,253.36
70688	10/12/2022	Summit Erosion Control	Pallet, Cardboard & Shrink Wrap (4)	69.28
	10/12/2022		Gravel Bag / Poly / 30 lb /3/4" (400)	519.60
	10/12/2022		Delivery Fee (1)	185.00
70689	10/12/2022	Sunbelt Rentals	Concrete	344.55

Payment Number	Payment Date	Vendor	Description	Amount
	10/12/2022		Concrete	344.55
70690	10/12/2022	Terryberry	Service Pin	325.16
70691	10/12/2022	The UPS Store 0971	Shipping 09/2022	1,056.98
70692	10/12/2022	Bend Genetics, LLC	HABs Lab Analysis	2,410.00
70693	10/12/2022	Midas Service Experts	Alignment - Truck 24	69.99
70694	10/12/2022	TS Industrial Supply	2" Screen Disc (8)	191.19
	10/12/2022		Channel Lock 10" (1)	23.27
	10/12/2022		Wood Wedges 2x4"x12" (30)	42.22
	10/12/2022		Shop Supplies - Garage	93.90
70695	10/12/2022	Vulcan Materials Company and Affiliates	Cold Mix	61.80
	10/12/2022		Cold Mix	2,590.09
70696	10/12/2022	Water District Jobs	Employment Advertising	290.00
707697 - 70700	10/19/2022	Refund Checks 70697 - 70699	Customer Refunds	1,313.68
70700	10/19/2022	ACTenviro	Hazardous & Universal Waste Inventory	180.00
	10/19/2022		Hazardous & Universal Waste Removal	1,998.21
	10/19/2022		Hazardous & Universal Waste Removal	511.41
70701	10/19/2022	Amazon Capital Services	Micro SD Card	14.00
	10/19/2022		Office Supplies	606.90
	10/19/2022		Office Supplies	(31.07)
	10/19/2022		Office Supplies	127.17
70702	10/19/2022	Association of California Water Agencies	Membership Dues 2023	26,790.00
70703	10/19/2022	AT&T	3680/CALNET 09/13/22 - 10/12/22	438.91
	10/19/2022		0230/CALNET 09/13/22 - 10/12/22	71.51
70704	10/19/2022		Voice & Data Service	1,111.18
70705	10/19/2022	Big Drip Plumbing	Meter Tie-Back (5) - San Clemente Way, Castlegate	5,991.00
70706	10/19/2022	Bryan and the Bee's	Live Bee Removal	175.00
	10/19/2022		Live Bee Removal	175.00
70707	10/19/2022	California Department of Justice	Fingerprinting	98.00
70708	10/19/2022	California Special Districts Association	Membership Dues 2023	8,810.00
70709	10/19/2022	CDW Government Inc	Ivanti Patch Management Renewal	598.00
70710	10/19/2022	Cecilia's Safety Service Inc	Traffic Control - Dogwood Way	1,520.00
	10/19/2022		Traffic Control - Rush Ave/Portia Ave	4,370.00
	10/19/2022		Flaggers & Traffic Control - Mar Vista Dr	2,185.00
	10/19/2022		Traffic Control - Sunset Dr/Crest View Rd	1,045.00
	10/19/2022		Traffic Control - Montgomery Dr	1,140.00
70711	10/19/2022	CleanCapital HC4 Borrower LLC	Solar Use 09/2022	6,073.34
70712	10/19/2022	Columbia Bank	E Res Replacement & Pump Station 09/22 - Retainage	27,185.79
70713	10/19/2022	Core & Main	Air Vent 1" ARI Combination Valve (2)	497.95
	10/19/2022		Clamp 1x3 Repair Full Circle Orangeburg Romac (5)	308.52
	10/19/2022		Clamp 6x8 Repair Full Circle SS Romac (1)	491.45
	10/19/2022		8" x 6" Flg x P.O. Reducer (DI) (1)	220.83
	10/19/2022		12" P.O. 11 1/4" (DI) (4)	1,493.85

Payment Number	Payment Date	Vendor	Description	Amount
	10/19/2022		Service Saddles (12)	2,883.39
70714	10/19/2022	CoreLogic Solutions Inc	Real Quest Online Services 09/2022	384.92
70715	10/19/2022	Cosco Fire Protection, Inc	Fire Sprinkler Inspection - Warner Ranch House	795.00
	10/19/2022		Fire Sprinkler Inspection - Road House	595.00
	10/19/2022		Fire Sprinkler Inspection - VID Headquarter	595.00
70716	10/19/2022	Diamond Environmental Services	Stationary Restroom Service	109.95
	10/19/2022		Portable Restroom Service	102.57
70717	10/19/2022	Streamline	Website Hosting, Maintenance & Support	300.00
70718	10/19/2022	Ferguson Waterworks	Regulator Parts	3,213.10
	10/19/2022		Regulator Parts & Supplies	3,637.22
70719	10/19/2022	Gateway Pacific Contractors, Inc	E Reservoir Replacement & Pump Station 09/2022	516,529.96
70720	10/19/2022	Grainger	Fluorescent Bulbs (30)	276.70
70721	10/19/2022	Hach Company	Turbidity Meter Vials	311.25
70722	10/19/2022	Inland Water Works Supply Co	Four Bay CN80 Charging Base	596.38
	10/19/2022		Handheld Meter Reading Device (4)	12,048.23
70723	10/19/2022	Jackson & Blanc	Quarterly HVAC Maintenance Svc 7/2022 - 9/2022	3,592.50
70724	10/19/2022	Joe's Paving	Patch Paving	13,136.80
70725	10/19/2022	Jan-Pro of San Diego	Janitorial Service 10/2022	4,497.00
70726	10/19/2022	Leon Perrault Trucking & Materials	Trucking & Material 09/2022	11,739.75
70727	10/19/2022	Medical Eye Services	Vision Insurance 11/2022 - Cobra	8.78
	10/19/2022		Vision Insurance 11/2022 - Cobra	8.78
	10/19/2022		Vision Insurance 11/2022 - Cobra	14.24
	10/19/2022		Vision Insurance 11/2022 - Cobra	(17.56)
	10/19/2022		Vision Insurance 11/2022 - Employees	1,523.32
	10/19/2022		Vision Insurance 11/2022 - P Sanchez	14.24
	10/19/2022		Vision Insurance 11/2022 - J MacKenzie	14.24
	10/19/2022		Vision Insurance 11/2022 - P Kuchinsky	14.24
	10/19/2022		Vision Insurance 11/2022 - M Miller	14.24
	10/19/2022		Vision Insurance 11/2022 - R Vasquez	14.24
70728	10/19/2022	Moody's	Dump Fees (2)	600.00
70729	10/19/2022	Mutual of Omaha	LTD/STD/Life Insurance 10/2022	6,315.99
	10/19/2022		LTD/STD/Life Insurance 11/2022	6,163.47
70730	10/19/2022	NAPA Auto Parts	Windshield Washer Fluid (24)	51.70
	10/19/2022		Filters (4)	45.47
70731	10/19/2022	North County Auto Parts	Engine Oil	49.72
	10/19/2022		Oil Filter - Truck 38	4.70
	10/19/2022		Shop Chemicals	32.19
70732	10/19/2022	O'Reilly Auto Parts	Alternator Core	(43.10)
	10/19/2022		Coolant Surge Tank- Truck 66	65.88
	10/19/2022		Battery - Truck 66	147.38
70733	10/19/2022	Pacific Pipeline Supply	Angle Stops (2)	384.52
70734	10/19/2022	San Diego Gas & Electric	Electric 09/2022 - T&D	(133.12)

Payment Number	Payment Date	Vendor	Description	Amount
	10/19/2022		Electric 09/2022 - Reservoirs	450.36
70735	10/19/2022	Siemens Industry Inc	Station 12 Pump 3 Flowmeter EEPROM module	56.29
70736	10/19/2022	SiteOne Landscape Supply, LLC	PVC Pipe	552.08
70737	10/19/2022	Bend Genetics, LLC	HABs Lab Analysis	2,410.00
70738	10/19/2022	Underground Service Alert of Southern California	Safe Evacuation Board Fees	147.15
	10/19/2022		New DigAlert Tickets 09/2022 (202)	363.50
70739	10/19/2022	UniFirst Corporation	Uniform Service	273.13
70740	10/19/2022	WM LampTracker Inc	Universal Waste Disposal - Batteries	149.00
<b>Grand Total:</b>				<b>913,577.87</b>



**STAFF REPORT**

Agenda Item: 7

Board Meeting Date: November 2, 2022  
 Prepared By: Randy Whitmann, Don Smith, Frank Wolinski & Shallako Goodrick  
 Approved By: Brett Hodgkiss

SUBJECT: DIVISION REPORTS

RECOMMENDATION: Note and file informational report.

PRIOR BOARD ACTION: None.

FISCAL IMPACT: None.

SUMMARY: Previous month's and anticipated activities are reported by each division.

**ADMINISTRATION DIVISION**

*October*

- Completed recruitment for Director of Administration; Shallako Goodrick accepted a promotion to the position.
- Began recruitments for Meter Reader Trainee, Management Analyst, Construction Supervisor, Facilities Supervisor and Finance Supervisor.
- Continued recruitments for Laborer Trainee, Information Technology System Administrator and Safety and Risk Administrator positions.
- Coordinated annual Employee Health and Wellness Fair.

*November*

- Present information on water supply conditions to Rotary Club of Vista.
- Continue recruitments for Meter Reader Trainee, Management Analyst, Construction Supervisor, Facilities Supervisor, Finance Supervisor, Laborer Trainee, Information Technology System Administrator and Safety and Risk Administrator positions.
- Begin recruitment for Customer Service Representative.

**WATER RESOURCES DIVISION**

**VID Water Production**

**September 2022**

Description	Current Month Production		Average Production of Last 12 Months		Total, Fiscal Year-to-Date
	(mgd)	(af)	(mgd)	(af)	(af)
<b>VID's EVWTP Water Production</b>					
Local Water	0.00	0.00	0.47	43.21	0.00
SDCWA Raw Water	9.10	837.82	10.13	946.98	3,514.82
<b>Subtotal (EVWTP Water Production)</b>	<b>9.10</b>	<b>837.82</b>	<b>10.60</b>	<b>990.19</b>	<b>3,514.82</b>
Oceanside Contract Water	2.77	255.00	1.25	116.13	403.00
SDCWA Treated Water	5.92	544.90	3.57	332.96	1,253.40
<b>TOTAL WATER PRODUCTION</b>	<b>17.79</b>	<b>1,637.72</b>	<b>15.42</b>	<b>1,439.28</b>	<b>5,171.22</b>

Lake Henshaw and Warner Ranch Wellfield statistics are summarized as follows:

**Lake Henshaw**

Storage as of October 25, 2022:	2,929 af (6% of 51,832 af capacity)
Current releases:	0 cfs
Change in storage for month of September:	774 af (loss)
Total releases for month of September:	811 af
Hydrologic year-to-date rain total:	1.69 inches (October 25, 2022)
Percent of yearly average rain:	7% (30-year average: 24.20 inches)
Percent of year-to-date average rain:	90% (30-year average through September: 0.90 in.)

**Warner Ranch Wellfield**

Number of wells running in September:	11
Total production for month of September:	567 af
Average depth to water table (October):	87 ft (see attached historical water table chart)

***October***

- Harmful Algal Blooms
  - Performed sampling for Harmful Algal Blooms (HABs) in Lake Henshaw on October 3, 11, 17 and 25, 2022. Results for anatoxin-a and microcystin were below the “Caution” advisory threshold until the October 11, 2022 sampling; anatoxin-a was detected above the “Caution” advisory threshold in samples taken on October 11 and October 17, 2022. Microcystin was below the “Caution” advisory threshold in the samples taken on October 3, 11 and 17, 2022. Results of samples taken on October 25, 2022 were pending as of the writing of this report.
  - Delivery of the 2022 Rincon Water Entitlement was completed on Wednesday October 5, 2022; releases from Lake Henshaw were suspended at that time.
- San Pasqual Undergrounding Project construction activities: placement of 60-inch diameter pipeline across the old Armstrong Egg Ranch property has been completed, and the contractor anticipates having pipe installed up to the South tunnel section by the end of October; placement of pipe in the tunnel section has been completed and ~400 yards of Cell Crete was injected to fill the annular space between the tunnel ribs and pipe; canal demolition, fence removal and backfill of the old canal alignment is continuing; excavation for the desilting basin facilities has been completed, and the contractor has begun to set forms and rebar for the inlet and outlet structures.

***November***

- Continue to monitor for HABs.

**ATTACHMENTS:** Lake Henshaw Resort, Inc., Activity Reports – August 2022  
VID's Warner Wellfield – Water Table Depth vs. Monthly Wellfield Production

**OPERATIONS & FIELD SERVICES**

***October***

- Water Quality Call/Incident for October – received one discolored water call; the call was investigated and determined to be a private plumbing issue.
- Inspected and tested nine new backflow devices that were integrated into the District’s cross-connection control program.
- Pechstein beam reinforcement project – intermediate beam reinforcement assemblies are being fabricated.
- Beehive bench roof replacement – removed the entire roof (450 feet) of flume bench roof and began forming and pouring upper portions of the south wall that have spalled/deteriorated.

- Completed mainline replacement of Nipponite and steel pipe on San Clemente Avenue – installed approximately 3,100’ of various sizes of PVC pipe, 29 services and 4 hydrant laterals.
- Continued mainline replacement of Nipponite and AC pipe on Rush and Portia Avenues – install approximately 2,250’ of various sizes of PVC pipe, 61 services and 4 hydrant laterals. Approximately 95% complete.

**November**

- Continue Pechstein reservoir beam reinforcement project.
- Continue Beehive bench roof replacement.
- Replace corroded hinges on various flume hatches.
- Continue mainline replacement of Nipponite and AC pipe on Rush and Portia Avenues – install approximately 2,250’ of various sizes of PVC pipe, 61 services and 4 hydrant laterals.
- Begin mainline replacement of steel pipe on Mar Vista Drive – install approximately 5,600’ of various sizes of PVC pipe, 64 services and 9 hydrant laterals.

**Electrical Energy Use at VID Headquarters**

**September 2022**

	<b>Current Month Production</b>	<b>Average of Last 12 Months</b>	<b>Total, Fiscal Year-to-Date</b>
<b>Description</b>	(kWh)	(kWh)	(kWh)
Solar Production (\$0.18 per kWh)	32,500	33,648	118,450
Power purchased from Direct Energy (\$0.05 per kWh)	19,152	10,145	34,656
<b>TOTAL ELECTRICAL ENERGY USE</b>	<b>51,652</b>	<b>43,792</b>	<b>153,106</b>

**ENGINEERING DIVISION**

**October**

- The District has replaced approximately 10.02 miles of Nipponite pipe since 2002. Of the 5.90 miles of Nipponite pipe remaining in the system, replacement of 0.25 miles is currently in design and 0.32 miles is in construction.
- The District has replaced approximately 3,313 feet (0.63 miles) of pipe (steel – 33 feet, PVC – 380 feet, non-Nipponite asbestos cement – 292 feet and Nipponite – 2,608 feet) in Fiscal Year 2023.
- Edgehill (E) Reservoir Replacement and Pump Station – Gateway Pacific continued concrete reservoir formwork, reinforcing steel installation, and pouring portions of the reservoir slab, columns, wall footings and walls.
- Deodar Reservoir Rehabilitation – Murraysmith continued work on the 90% design.
- Flume Replacement Alignment Study – Brown and Caldwell commenced fine screening analysis.
- Projects along Flume
  - The Villages – 380 dwelling unit residential subdivision along Country Club Lane, between Nutmeg Street and Pamela Lane in Escondido. Project is under construction and includes storm drain work along the Jones Siphon in addition to the relocation of an 18-inch transmission main feeding the Bennett service area. Project requires District review and approval of two tract maps, encroachment permit, joint use agreement, grant of right of way, improvement plan, and quitclaim. The Board has approved all items except the quitclaim.

- Nutmeg Homes – 137 dwelling unit residential subdivision along Nutmeg Street between Centre City Parkway and Interstate 15 in Escondido. Project is in the design phase and requires District review and approval of grading, street and utility improvement plans along Nutmeg Street and adjacent to/over the Caldwell Siphon. Draft plans call for additional fill over approximately 400 feet of the Caldwell Siphon, which would require pipeline relocation per Section 3.9.1 of the District’s Rules and Regulations. Staff is currently discussing the matter with the developer to evaluate acceptable alternatives.

*November*

- Mainline Replacement Projects in design (current projects): Independence Wy., Elm Dr., Warmlands Ave., Lonsdale Ln.\*, Grandview Rd., Plumosa Ave., Via Christina, Lado De Loma Dr.\*, Camino Loma Verde\*, Eddy Dr., Rancho Vista Rd., Camino Patricia, Camino Corto, Goetting Wy., Nevada Ave., N. Citrus Ave., Lemon Ave., Hillside Terrace, Mar Vista Dr., Miramar Dr., Buena Creek Rd., Rock Springs Rd. at Nordahl Rd., Estrelita Dr., Victory Dr., Oak Dr.\*, Queens Wy., Watson Wy. (Total length = 6.39 miles).
- Mainline Replacement Projects in planning (future projects): Camino Culebra\*, Alta Vista Dr., Catalina Ave.\*, Friendly Dr.\*, E. Vista Wy., Nordahl Rd.\*, HN Line - Gopher Canyon Rd. to Fairview Dr., Buena Creek Rd.\*, Robinhood Rd.\*, Lower Ln.\*, Easy St.\*, West AB Line – Esplendido Ave. and Bella Vista Dr.\*, Colavo Dr.\*, Broadway\*, Olive Ave.\*, Rancho Vista Rd., Bandini Pl., McGavran Dr., Oro Avo Dr., Shale Rock Rd., La Mirada Dr., Crescent Dr.\*, Descanso Ave., San Clemente Ave.\* (Total length = 9.01 miles).
- Edgehill (E) Reservoir Replacement and Pump Station – Gateway Pacific to continue installing concrete reservoir formwork, reinforcing steel installation, and pouring portions of the reservoir slab, columns, wall footings, walls, and overflow structure.
- Deodar Reservoir Rehabilitation – Murraysmith to submit the 90% design for District review.
- Flume Replacement Alignment Study – Brown and Caldwell to continue fine screening analysis.

\*Nipponite pipe



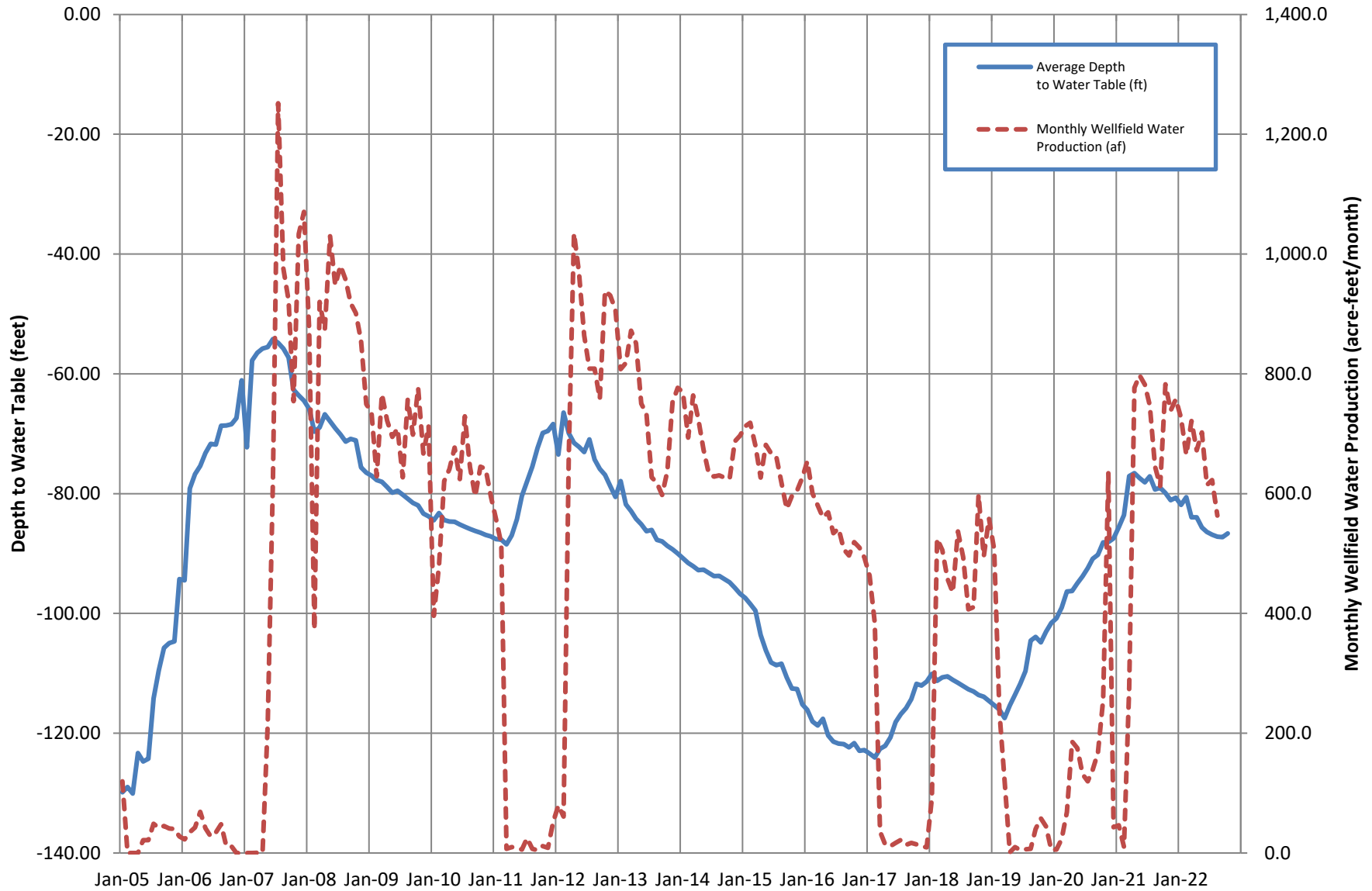


**LAKE HENSHAW RESORT, INC.  
ACTIVITY REPORT  
AS OF AUGUST 31, 2022**

	2021 Aug	2021 Sep	2021 Oct	2021 Nov	2021 Dec	2022 Jan	2022 Feb	2022 Mar	2022 Apr	2022 May	2022 Jun	2022 Jul	2022 Aug	12 MO AVG
Fishing Permits	585	450	283	232	75	76	165	274	798	507	515	693	336	367
Boat Launches	3	5	2	4	2	0	0	6	2	6	3	8	2	3
Motor Boats (full day rental)	49	25	11	4	20	2	5	7	24	6	41	37	11	16
Motor Boats (half day rental)	4	2	3	1	1	0	0	7	5	2	20	15	0	5
Campground/Head Count	1,205	1,566	406	247	33	43	143	245	520	1,563	858	2,140	939	725
Campground/Cars, Trucks, etc.	478	588	216	84	16	19	59	138	227	491	324	806	347	276
Campground/Recreational Vehicles	8	5	0	5	0	0	12	9	0	2	19	2	0	5
Mobile Home/Spaces	70	70	70	70	71	68	68	69	71	71	73	72	72	70
M.H.P. Daily (Visitors/Head Count)	0	0	0	0	0	12	0	0	0	0	0	0	0	1
M.H.P. (Residents/Head Count)	91	97	97	97	98	95	95	96	96	96	99	98	98	97
Storage	6	6	6	6	6	7	7	6	6	6	8	6	6	6
Cabins	191	102	149	165	67	67	78	138	113	168	148	141	169	125
Hunters	0	0	0	0	97	0	0	0	0	0	0	0	0	8

# VID's Warner Wellfield

## Water Table Depth vs. Monthly Wellfield Production





Vista Irrigation District  
Vista Flume







**Beehive Bench**

Earl Glen

Earl Glen

Earl Glen

Earl Glen

Golden Cir Dr

Golden Cir Dr

Golden Cir Dr

Billy Glen

Golden Cir Dr

Golden Cir Dr

Google





































## STAFF REPORT

Agenda Item: 8

**Board Meeting Date:** November 2, 2022  
**Prepared By:** Lisa Soto  
**Approved By:** Brett Hodgkiss

**SUBJECT:** DESIGNATION OF VOTING PROXY FOR ASSOCIATION OF CALIFORNIA WATER AGENCIES BYLAW AMENDMENTS

**RECOMMENDATION:** Designate a voting delegate for Vista Irrigation District to vote on proposed amended and restated bylaws of the Association of California Water Agencies.

**PRIOR BOARD ACTION:** None.

**FISCAL IMPACT:** None.

**SUMMARY:** The Association of California Water Agencies (ACWA) has requested that member agencies designate one individual to cast a vote on behalf of the agency on proposed amended and restated bylaws for ACWA. The vote will take place in person at the General Session Membership Meeting at the ACWA Fall Conference in Indian Wells on Wednesday, November 30, 2022 at 12:30 PM.

**DETAILED REPORT:** According to ACWA, the bylaws are being amended to ensure that they are current and reflect consistency with other governance documents and daily operations and to implement changes related to the election of ACWA's Board Officers. The ACWA Board is recommending the following changes to the bylaws for consideration by the membership:

- Amendments to clarify language and to reflect consistency with other governance documents and daily operations;
- Amendments to implement changes to the Board Officers' election process as recommended by the Election Task Force;
- Amendments to incorporate California Corporations Code provisions allowing meetings to be held by electronic communication; and
- Restructuring and reformatting to incorporate a new numbering system.

ACWA will be using a voting system called Live-Tally, which allows voting delegates to cast their vote using a handheld keypad or online keypad. Voting delegates must be present at the membership meeting to vote. Each member agency must indicate their voting representative and an alternate on the Voter Designation & Information Form. The deadline to submit the Voter Designation & Information Form is Wednesday, November 23, 2022.

**ATTACHMENTS:**

- ACWA Memorandum dated October 5, 2022 and Voter Designation & Information Form
- Redline version of the proposed amended and restated ACWA bylaws
- Clean version of the proposed amended and restated ACWA bylaws



# MEMORANDUM

Via U.S. Mail and Electronic Mail

**TO:** ACWA Member Agency Board Presidents and General Managers  
**CC:** ACWA Board of Director  
**FROM:** Dave Eggerton, ACWA Executive Director  
**DATE:** October 5, 2022  
**SUBJECT:** Notice of General Session Membership Meeting — November 30, 2022

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There will be a General Session Membership Meeting at the ACWA 2022 Fall Conference on **Wednesday, November 30, 2022, at 12:30 p.m.** The meeting will be held in the Crystal Ballroom, Renaissance Esmeralda Resort Hotel, Indian Wells. The purpose of the meeting is to conduct a vote by the membership on proposed Amended and Restated Bylaws of the Association of California Water Agencies as recommended by the Board of Directors at its meeting on September 23, 2022.

## Proposed Amended and Restated Bylaws

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As part of ongoing efforts to ensure ACWA's Bylaws are current and reflect consistency with other governance documents and daily operations and to implement changes related to the election of ACWA's Board Officers, the Board of Directors is recommending proposed Amended and Restated Bylaws for consideration by the membership.

Staff worked with Dale Stern, Downey Brand LLP, to prepare the proposed Amended and Restated Bylaws, which include the following changes:

- Amendments to clarify language and to reflect consistency with other governance documents and daily operations
- Amendments to implement changes to the Board Officers' election process as recommended by the Election Task Force
- Amendments to incorporate California Corporations Code provisions allowing meetings to be held by electronic communication
- Restructuring and reformatting to incorporate a new numbering system

Legal Affairs Committee (LAC) Chair, Jennifer Buckman, appointed LAC member, Doug Coty, to serve as the committee's representative to review the proposed Amended and Restated Bylaws and provide an analysis pursuant to ACWA Bylaws (Article 9, Section 8). The proposed Amended and Restated Bylaws reflect the LAC's recommended edits as adopted by the ACWA Board on September 23.

Redline and clean versions of the proposed Amended and Restated Bylaws are available on ACWA's website at the link listed below. The materials have also been emailed to member agency general managers and board presidents.

<https://www.acwa.com/2022-membership-meeting/>

## Voting Process

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Consistent with ACWA's Bylaws, Article 9, Section 5:

- Each member of the Association shall be entitled to one vote that shall be cast by its authorized representative.
- Voters must be present at the membership meeting to vote.

ACWA will be using a voting system called Live-Tally, which will allow voters to vote using a handheld keypad.

- Member agencies must indicate their voting representative and alternate on the attached Voter Designation & Information Form as well as provide all of the information identified on the form in order for ACWA to facilitate all aspects of the membership meeting and voting processes.

## Deadline & Changes

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The deadline for submitting the Voter Designation & Information Form is **Wednesday, November 23, 2022**. While this form identifies both a voting delegate and an alternate voting delegate for the ACWA member agency, if for any reason the member agency desires for the alternate voting delegate to vote at the membership meeting in place of its designated voting delegate, the member agency must notify ACWA in advance of its exchange of voting delegates by contacting the Senior Clerk of the Board Donna Pangborn at [donnap@acwa.com](mailto:donnap@acwa.com) or 916-669-2425 **no later than 5:00 p.m. on Tuesday, November 29, 2022**.

## ACWA General Session Desk

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ACWA staff will be available at the **ACWA General Session Desk**, located in the Crystal Ballroom Foyer, Renaissance Esmeralda Resort Hotel, on **Wednesday, November 30**, between **9:00 a.m. and 11:45 a.m.** to answer questions about the membership meeting and voting process.

**Voters need to check in at the ACWA General Session Desk on Wednesday, November 30, between 10:00 and 11:45 a.m. to pick up handheld keypads.**

If you have any questions regarding the proposed Amended Bylaws and Restated or voting process, please contact Senior Clerk of the Board Donna Pangborn at 916-669-2425 or [donnap@acwa.com](mailto:donnap@acwa.com).

dgp

Attachments:

1. Voter Designation & Information Form
2. Proposed Amended and Restated Bylaws (redline version) – see website link above
3. Proposed Amended and Restated Bylaws (clean version) – see website link above

**To:** Donna Pangborn, Senior Clerk of the Board

**Email:** donnap@acwa.com

**Fax:** 916-669-2425

The person designated below will be attending the ACWA General Session Membership Meeting(s) on Wednesday, November 30, 2022 (and December 1, 2022 if necessary) as our voting delegate. Please designate an alternate voting delegate to facilitate any change to your voting representation at the meeting. To change your alternate, however, you must notify Donna Pangborn of the change no later than 5:00 p.m. on Tuesday, November 29, 2022.

Member Agency's Name

Agency's Phone No.

Print Member Agency's Authorized Signatory Name

Authorized Signatory Signature

**Voting delegate must be present at the membership meeting to vote.**

Voting Delegate's Name	Voting Delegate's Email	Voting Delegate's Phone No.
Alternate Voting Delegate's Name	Alternate Voting Delegate's Email	Alternate Voting Delegate's Phone No.
Voting Delegate's Affiliation (if different from assigning agency)*		Date

\*If your agency designates a delegate from another entity to serve as its authorized voting representative, please indicate the delegate's entity in the appropriate space above.





As recommended by the Board of Directors at its meeting on 9/23/2022.

AMENDED AND RESTATED  
BYLAWS of the Association of  
California Water Agencies

PROPOSED

TABLE OF CONTENTS

ARTICLE 1 – General..... 1

ARTICLE 2 – Membership and Dues..... 2

ARTICLE 3 – Officers..... 3

ARTICLE 4 – Board of Directors..... 4

ARTICLE 5 – Regions..... 7

ARTICLE 6 – Executive Committee ..... 9

ARTICLE 7 – Standing Committees..... 10

ARTICLE 8 – Special Councils, Committees, and Task Forces..... 13

ARTICLE 9 – Meetings of Members..... 14

ARTICLE 10 –Indemnification of Directors, Officers, and Other Agents ..... 18

ARTICLE 11 – Miscellaneous ..... 18

PROPOSED

(As amended and restated by the Members on November 29, 2017 \_\_\_\_\_, 2022)

## ARTICLE 1 ~~Article 1~~ - General

**Section 1.01.** <sup>1</sup>**Name.** The name of this California nonprofit corporation shall be the Association of California Water Agencies (hereinafter referred to as the Association).

**Section 1.02.** **Principal Office.** The principal office for the transaction of business of the Association ~~is shall be~~ located ~~at 910 K Street, Suite 100, in~~ Sacramento, California; ~~provided, however, that the Board of Directors may change the location of the principal office by resolution and without amendment of these bylaws.~~

**Section 1.03.** **Purposes.** The purposes of the Association shall be to work together with its members and others for the best interests of California and its citizens and landowners who use, need and depend upon water; to encourage the orderly development of the waters of the state; to seek means of obtaining and making available to all of California a dependable water supply of the best possible quality at the lowest possible cost, giving due consideration to environmental factors involved therein; to provide inspiration and leadership in meeting and solving the water supply problems of this state; to propose and advocate such policies and measures—local, state and federal—that serve the best interests of the Association, opposing those of contrary nature; to assist in promoting the health, safety and welfare of the employees of its members; and to do all other things that are in the best interests of its members.

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<sup>1</sup> Section numbers have been reformatted to incorporate a new numbering system throughout this document.

## ARTICLE 2 ~~Article 2~~ – Membership and Dues

### Section 2.01. Membership.

- (a) **Members.** Only a public district, public agency, or public organization created and operated for the purpose of controlling, treating, developing, acquiring, using or supplying water for any purpose for inhabitants or lands within the state of California, or for the protection, drainage or reclamation of lands within the state of California, may become a member of the Association. Such an entity will become a member upon written application, approval by the Board of Directors, and the payment of the required dues. Acceptance to membership shall authorize full participation in Association activities. Except as otherwise provided in ~~subsection Section 2.01~~(b) below, in no case may an organization other than a state, a political subdivision (as defined in § 1.103-1(b) of the Income Tax Regulations) of a state or an entity the income of which is excluded from gross income under § 115 of the Internal Revenue Code be a member of the Association. A member of the Association shall be in good standing if in compliance with all bylaws and requirements of membership, including timely payment of annual dues and emergency assessments.
- (b) **Honorary Life Members.** Any person who has rendered conspicuous service in furthering the purposes of the Association may, by vote of the Board of Directors, be granted an honorary life membership in the Association without payment of dues or assessments. All past presidents of the Association shall automatically be honorary life members without vote of the Board of Directors. Honorary life members shall not be entitled to a vote or to hold office automatically because of their status as honorary life members.
- (c) **Termination of Members.** Membership shall cease upon the failure of any member to pay the dues provided for in Section 2.02 of this Article. The membership of any member may be terminated at any time by such member sending written notification of its intention to withdraw to the Association's principal office. The Board of Directors may terminate the membership of any member upon 30 days' written notice by first-class mail when it is determined at any regular Board meeting or at any special Board meeting called for that purpose that continuance of such membership would not be in the best interests of the Association. Withdrawal or termination of membership ends any participation in Association activities and shall terminate a member's interest in the Association's assets.

**Section 2.02. Dues.** The annual dues of each member of the Association shall be established by the Board of Directors; provided, however, that any member may apply for a change in its dues because of conditions that differentiate such applicant from other members.

**Section 2.03. Liability of Members.** No member shall be liable for any obligation incurred by the Association with the following exception: (1) the payment of the annual dues while it remains a member;

and (2) the payment of emergency assessments, which shall not exceed 10 percent of current annual dues for each member in any calendar year while it remains a member. No emergency assessment may be levied against any member during its first two years of membership in the Association.

### ARTICLE 3 ~~Article 3~~ - Officers

#### Section 3.01. President and Vice President.

- (a) **General.** The president and vice president of the Association shall be the elected officers of the Association. At the time of their election the president and vice president shall each be an elected or appointed member of the governing body or commission (as appropriate) of a member agency of the Association. The president and vice president shall be elected by the members of the Association ~~at its fall conference~~ by written ballot in each odd-numbered year ~~before the Association's annual meeting, shall be announced at the Association's annual meeting,~~ shall take office on January 1 of the calendar year following election, and shall hold office until such time as their successors take office or are appointed. An elected president shall not be permitted to succeed himself/herself to that office. Except as provided in this Article, should vacancies occur in either office of the president or vice president, the Board of Directors shall appoint persons to fill such offices for the unexpired terms thereof.
- (b) **President.** The president shall preside at all meetings of the Board of Directors, the Executive Committee, and the general membership; shall appoint members of all committees, including the chair and vice chair of each, upon recommendation from members and regions (as communicated by the region chairs), with each such committee chair and vice chair ratified by the Board of Directors; and shall perform all other duties necessary to carry out the functions of the office. The president shall be a non-voting *ex officio* member of each committee, but shall not be an *ex officio* member of the Nominating Election Committee or the region boards.
- The president may be expelled from office with or without cause, upon the satisfaction of the following two events: (1) a two-thirds vote of the Board of Directors; and (2) a subsequent simple majority vote of the members of the Association during a meeting of the membership.
- (c) **Vice President.** The vice president shall, in the absence of the president, assume all of the duties of that office and, if a vacancy occurs, succeed thereto for the unexpired term. The vice president shall sit as a member of the Executive Committee of the ACWA Joint Powers Insurance Authority and shall perform such other duties as assigned by the president.

**Section 3.02. Executive Director/Secretary and Controller/Treasurer.**

- (a) **General.** The executive director/secretary and controller/treasurer of the Association shall also be officers of the Association. The executive director/secretary shall be appointed by and hold office at the pleasure of the Board of Directors of the Association.
- (b) **Executive Director/Secretary.** The executive director/secretary shall: (1) advise and assist the Board of Directors, all committees, the boards of each region, and the workgroups of each region; (2) be responsible for administering the total operations of the Association; (3) employ, direct, and release all employed staff in accordance with the policies adopted by the Board of Directors and consistent with the budget adopted by the Board of Directors; (4) provide relevant information to the Board of Directors needed by the Board to take actions; (5) give members notice and record minutes of all meetings of the membership, Board of Directors, and Executive Committee; and (6) have such other powers and perform such other duties as may be provided and assigned by the Board of Directors directly or through the president of the Board or the Executive Committee. The executive director/secretary, with the assistance of the controller/treasurer, shall render a report to the Board of Directors at the first meeting following the close of each calendar year showing the membership of the Association, the receipts and expenditures during the year, and the work accomplished during the previous year.
- (c) **Controller/Treasurer.** The controller/treasurer shall report to and act under the direction of the executive director/secretary. The controller/treasurer shall be a signatory on all accounts held by the Association and shall act as a fiduciary for all assets of the Association.

**ARTICLE 4 ~~Article 4~~ – Board of Directors**

**Section 4.01. Membership.** The Board of Directors shall consist of:

- (a) The Association president and vice president.
- (b) The chair and vice chair of each region.
- (c) The chair of each standing committee.
- (d) The most immediate active past president.
- (e) The vice president of the ACWA/Joint Powers Insurance Authority.

**Section 4.02. Term of Office.** The term of office of all members of the Board of Directors shall commence on January 1 of the calendar year following election of the president and vice president, except for those persons who serve on the Board of Directors by nature of their position as chairs of standing committees, whose terms shall instead commence upon their ratification by the Board of Directors.

Except as provided in Article 4, Section 11, the term of office for all members of the Board of Directors shall terminate on December 31 of the following odd-numbered year two years later, or until their successors take office.

**Section 4.03. Attendance Requirement.** Any member of the Board of Directors who misses two consecutive regular Board meetings without being excused by the Board will no longer be a member of the Board of Directors.

**Section 4.04. Regular Meetings.** Regular meetings of the Board of Directors shall be held bimonthly at such times and places as the Board may determine.

**Section 4.05. Special Meetings.** Special meetings may be called by the president upon the president's own volition or shall be called by the president when requested in writing by five directors. Prior to conducting such a special meeting, the president shall consult with the Executive Committee to ensure that adequate information is available to the Board of Directors for any necessary decisions; and where such meeting is called upon the president's own volition, the president shall also consult with the Executive Committee as to the necessity of the special meeting. Notice for special meetings shall be provided in the following manner: (1) upon 10 days' written notice sent by mail to each director and addressed to each at the address as shown upon the records of the Association; or (2) upon 48 hours' notice with notice provided by electronic means. When the meeting is called upon the president's own volition, the president shall choose the form of notice; when the meeting is called by a request of five directors, the five directors shall choose the form of notice and the president shall promptly call the meeting. No business except those items described in the notice shall be transacted at any special meeting, except by consent of three-fourths of the members of the Board of Directors present.

**Section 4.06. ~~Meeting Requirements and Quorums. Meetings by Electronic Communication.~~** Any meeting, ~~regular of the Board of Directors, region boards, or special,~~ any committee may be ~~held/conducted, in person/whole or in part, by telephone conference, web video conference, or other,~~ electronic transmission, or by electronic video screen communication. A member of the Board of Directors, a region board, or electronic transmission, any committee shall be deemed present in person at the meeting if the following apply:

- (a) Each director, region board, or committee member participating in the meeting can communicate concurrently with all other directors, region board, or committee members.
- (b) Each director, region board or, committee member is provided the means of participating in all matters before the board, region board, or committee, including the capacity to propose, or to interpose an objection to, a specific action to be taken by the Association.

**Section 4.07. Quorum.** At any meeting of the Board of Directors, the attendance of 50 percent of the voting members of the Board of Directors, or their permitted alternates as specified in these bylaws, shall constitute a quorum for the transaction of any business. The Board may hold a closed session for discussion of personnel matters or enforcement of violations of the code of conduct.



**Section 4.08. Alternates.** Each region shall designate an alternate for each chair and vice chair, who shall meet the qualification requirements for chair and vice chair, to act at meetings of the Board of Directors when the chair or vice chair is unable to attend. The vice chair of each standing committee will be the alternate to act at meetings of the Board of Directors when the [standing committee](#) chair is unable to attend. An alternate may not act or vote on behalf of more than one member of the Board of Directors. A member of the Board of Directors may not act as an alternate for any other member.

**Section 4.09. Vacancies for Standing Committee Chairs and Vice Chairs.** Should a vacancy occur in the office of any standing committee chair or vice chair before the end of the term, the president shall appoint a new committee chair or vice chair to fulfill the unexpired term of such committee chair or vice chair subject to ratification by the Board of Directors. A vacancy in the office of any such standing committee chair or vice chair as described in the previous sentence shall be deemed to exist when the chair or vice chair: (1) resigns the office; (2) no longer is an officer, employee, or member of the governing body of a member agency of the Association, or other representative duly designated by a member agency of the Association to represent that member; or (3) is otherwise removed by a member agency of the Association.

**Section 4.10. Duties, Authorities, and Delegation.** Subject to the provisions and limitations of California Nonprofit Corporation Law, other applicable laws, and the provisions of these bylaws, the Association's activities and affairs are to be exercised by or under the direction of the Association's Board of Directors. The Board of Directors is responsible for the overall supervision, control, and direction of the Association. The Board of Directors shall: (1) employ and release the executive director/secretary; (2) set performance expectations for the executive director/secretary; (3) receive, review, and consider approval of executive director/secretary recommended compensation, other terms and conditions of employment, and annual evaluations as prepared by the Executive Committee; (4) annually adopt a budget; and (5) set the level of dues for the Association. Except as to the duties listed in the previous sentence, and subject to Article 3, Section 2, the Board of Directors may delegate the supervision, control, and direction of the Association's affairs to any person or group, including a committee, provided the Association Board retains ultimate responsibility for the actions of such person or group. Where such powers are delegated, the delegation shall be documented in writing.

**Section 4.11. Immediate Past President.** The immediate past president automatically assumes this position after serving as the Association's elected president and is a voting member of the Board of Directors and Executive Committee. The term of office for the immediate past president shall commence on January 1 of the calendar year following election of the president and vice president and shall terminate on December 31 of the following odd-numbered year two years later. In the event the most immediate active past president is unavailable to serve, the most recent and available active past president in succession shall serve in this capacity.

**Section 4.12. Code of Conduct of Board Members.**

- (a) **Code of Conduct: Purpose and Adoption.** The Board of Directors shall establish, and update as appropriate, a code of conduct for its Directors that recognizes the



Association's commitment of integrity, respect, and fair representation to its members and the public they serve and establishes minimum ethical standards for the performance of the duties of office. The code shall be consistent with the procedural processes contained in this section. The code shall be distributed to all new Directors and shall be distributed annually to all members of the Association.

- (b) Violations and Enforcement Process.** A violation of the code of conduct may result in removal, public censure, or private reprimand of a Director, or such other action as contained in the code of conduct. However, removal and public censure shall be reserved only for serious violations. A Director may not be removed or publically censured absent an affirmative vote of two-thirds of the voting members of the Board of Directors. A Director may be privately reprimanded for a violation of the code of conduct upon the majority vote of the quorum. Complaints of violation of the code of conduct may be filed with the president, or the vice-president if the allegations are made against the president. The president may refer a complaint of violation to the executive director/secretary for investigation. The executive director/secretary may retain a special investigator or special counsel to conduct or assist the investigation. A Director accused of a violation shall be provided a copy of the complaint. A Director that takes any hostile or retaliatory action, directly or indirectly, against a complainant is subject to removal from the Board in conformance with the process identified above. Prior to scheduling a Board action on a complaint, the president shall consult with the Executive Committee and the chair of the Legal Affairs Committee. A Director accused of a violation of the code of conduct shall be provided at least 15 days' written notice of any meeting of the Board at which a determination of enforcement will be considered. A determination of enforcement may be made only at a regular meeting of the Board and shall be made in closed session. The determinations of the Board under this section shall not be admissible in any criminal or civil proceeding brought against the Director for conduct that violates any other law.

## **ARTICLE 5**~~Article 5~~ – Regions

### **Section 5.01. Boundaries of Each Region.**

- (a)** There shall be a maximum of 10 regions within the state. The Board of Directors shall determine the regional boundaries. Insofar as is practicable, the regions shall have a numerical balance in members of the Association; make geographic sense; and promote regional problem solving.
- (b)** A member of the Association may file a written petition to the Board of Directors requesting a change in regions. Such petition shall set forth the reasons for such requested change. The Board shall, within a reasonable time, act upon such petition and set forth the reasons for its action. Such action by the Board shall be based on factors in

[Section 5.01](#)(a) above, as well as others deemed by the Board of Directors to be relevant to the decision.

**Section 5.02. Officers.**

- (a) The officers of each region shall be a chair and vice chair and three to five region board members who shall be elected by the region ~~by September 30, or the preceding Friday if September 30 falls on a weekend, of~~ in each odd-numbered ~~years~~year. A region may maintain a board of fewer than five but not less than three members as provided in the region's rules and regulations. The officers of the region board shall take office on January 1 of the calendar year following election and shall hold office for two years, or until their successors take office. Regions shall hold elections by electronic ballot. ACWA staff shall verify the legitimacy of the ballots.
- (b) The officers of each region shall: (1) exercise the powers and perform duties of the region during the interim between region meetings; and (2) make recommendations to the president regarding appointments to committees. The chair and vice chair shall be the region's representatives to the ACWA Board of Directors.
- (c) Each officer of a region shall be an officer, employee, or member of the governing body of a member agency of the Association, or other representative duly designated by a member agency of the Association to represent that member at the time of the appointment. Where an individual ceases to meet these criteria during the term of the office, the individual may not serve during the remaining term of that office unless that individual can again meet the criteria for the office and is appointed to complete the term. The region board may adopt more stringent criteria for board member qualifications as part of the region's rules and regulations.
- (d) Should a vacancy occur in any of the region board positions before the end of the term, the remaining members of the region board shall appoint a new member. A vacancy in the office of any region board position shall be deemed to exist when a region board member: (1) resigns the office; (2) no longer is an officer, employee, or member of the governing body of a member agency of the Association, or other representative duly designated by a member of the Association to represent that member; or (3) is otherwise removed by a member agency of the Association.

**Section 5.03. Nominating Committees.** There shall be a nominating committee for each region consisting of three or more designees, each representing a member of the Association located within the region, appointed by the chair of the region and approved by the region board. Nominating committees shall be formed by February 28 of each odd-numbered year. ~~The nominating committee shall announce its nominations for chair, vice chair, and region board members by August 1 of an election year. All regions must complete the election process by September 30 of the election year, or the preceding Friday if the September 30 falls on a weekend.~~

**Section 5.04. Meetings.** The meetings of each region shall be held at both the spring and fall conferences and at such other times and places as may be determined by the region chair. Representatives of five or more members of the Association from the region present at any region meeting shall constitute a quorum for purposes of conducting the business of the region. Any meeting, regular or special, may be held in person or by telephone conference, web video conference, or other electronic video screen communication or electronic transmission, [as set forth in Section 4.06](#).

**Section 5.05. Workgroups.** Workgroups may be appointed by the region chair as needed.

**Section 5.06. Rules.** Each region shall organize and adopt rules and regulations for the conduct of its meetings and affairs not inconsistent with the Articles of Incorporation or bylaws of the Association. Each region shall abide by the code of conduct adopted by the Board of Directors of the Association.

## ARTICLE 6 ~~Article 6~~ – Executive Committee

**Section 6.01. Membership.** There shall be an Executive Committee consisting of the following: the president of the Association, who shall be the chair thereof; the vice president; the most immediate active past president; the chair of the Finance Committee; and three at-large representatives selected from and by the members of the Board of Directors. The election of the three at-large representatives to the Executive Committee shall occur at the first Board of Directors meeting held in each even-numbered year and the elected representatives shall serve immediately following their election and until such time as their successors take office. To the extent practical, the Executive Committee should be constituted so as to reflect the geographic extent of the Association and the functions of the members of the Association.

**Section 6.02. Powers.** The Executive Committee shall have the following authority:

- (a) **Personnel.** Subject to the budget adopted by the Board of Directors, the Executive Committee shall perform the following personnel actions: (1) recommend compensation for the executive director/secretary to the Board of Directors for approval; (2) perform annual reviews of the executive director/secretary and submit that review to the Board of Directors; (3) review and approve the classification and compensation plan and publicly posted salary schedule for Association employees submitted by the executive director/secretary, which shall be reviewable by the Board of Directors, in closed session, upon request of the Board of Directors; (4) establish personnel policies for the conduct and behavior of employees, which shall be reviewable by the Board of Directors; and (5) undertake such other personnel actions as may be requested by the executive director/secretary in support of his or her oversight of all other personnel matters, which shall be reviewable by the Board of Directors, in closed session, upon request of the Board of Directors.

- (b) **Delegation.** The Executive Committee may act pursuant to any authority specifically delegated to it by the Board of Directors. The delegation shall indicate whether the authority is still subject to the ultimate authority of the Board.
- (c) **Authority to Act Between Meetings.** The Executive Committee may act for the Board of Directors between Board meetings when calling a special meeting of the Board of Directors is impracticable, provided that no such action of the Executive Committee shall be binding on the Board of Directors until authorized or approved by the Board. The Executive Committee has the authority to authorize actions recommended by the Legal Affairs Committee (such as the filing of letter briefs and amicus curiae briefs) by electronic means without the need for an in-person or telephonic meeting, but such actions shall be ratified by the Board of Directors at its next meeting.

**Section 6.03. Reporting.** The president, or any person designated by the president, shall report to the Board of Directors, at each regular Board meeting, any action taken by the Executive Committee since the last preceding regular Board meeting. The minutes of Executive Committee meetings, which at that time may still be in draft form, shall be mailed (using the U.S. Postal Service, express delivery, electronic means, or otherwise) to each member of the Board of Directors at least five days prior to Board meetings, except in cases in which the Executive Committee meets during or immediately prior to a conference of the Association or immediately prior to a Board meeting, in which case the minutes, which may still be in draft form, shall be mailed to each director promptly thereafter.

**Section 6.04. Meetings.** The Executive Committee shall hold regularly scheduled meetings as set by the president. Special meetings of the Executive Committee may be called by the president upon notice to the members of that committee or upon written request of three Executive Committee members. Notice for special Executive Committee meetings shall be provided to the entire Board: (1) upon five days' written notice sent by mail, or (2) upon 24 hours' notice with notice provided by electronic means; and all such meetings shall be open to the Board of Directors. Any meeting, regular or special, may be held in person or by telephone conference, web video conference, or other electronic video screen communication or electronic transmission, as set forth in Section 4.06. All members of the Board of Directors may attend any meeting of the Executive Committee. Meetings of the Executive Committee may be closed to others at the discretion of the president or committee. Only members of the Executive Committee are allowed to vote on matters at a meeting of the committee.

**Section 6.05. Minutes.** The minutes of the Executive Committee meetings shall be kept by the executive director/secretary at the Association's principal office. Actions of the Executive Committee shall be reported to the Board of Directors as provided in Section 3 of this Article and shall be available to any member of the Board of Directors upon request to the executive director/secretary.

## **ARTICLE 7 ~~Article 7~~ – Standing Committees**

**Section 7.01. Qualification.** In order to serve on any ACWA standing committee, an individual must be an officer, employee, or member of the governing body of a member agency of the Association, or other

representative duly designated by a member agency of the Association to represent that member at the time of the appointment. Where an individual ceases to meet these criteria during the term of the appointment, the individual may not serve during the remaining term of that appointment unless that individual can again meet the criteria for appointment and is appointed to complete the term.

**Section 7.02. Term of Office.** The term of office of standing committee members shall be two years commencing on January 1 of each even-numbered year. The term of office of standing committee chairs and vice chairs shall be approximately two years and shall commence as soon after January 1 of the even-numbered year as they may be appointed by the president and ratified by the then-seated Board of Directors, and shall terminate on December 31 of the odd-numbered year approximately two years later or until their successors are appointed and ratified.

**Section 7.03. Meetings.** Meetings of standing committees may be called at such times and places designated by the respective chair thereof except where provided otherwise by these bylaws. [Any meetings of standing committees may be conducted, in whole or in part, by electronic transmission or by electronic video screen communication, as set forth in Section 4.06.](#) Subject to the provisions of these bylaws and any actions that may be taken by the Board of Directors, the chairs of each standing committee may establish their own rules for the efficient operation of the committee they each chair. The chairs of each standing committee are authorized to create subcommittees and workgroups in order to complete the work of the committee.

**Section 7.04. Committee Composition.** Each limited standing committee shall have a membership composition that is comprised of members in the quantity and with qualifications as defined by the provisions of these bylaws. The committee chair position shall not be included in the maximum count for determining the committee composition total of any given limited committee. The committee chair shall, however, be a voting member of their respective committees subject to the rules and procedures of each committee. [If the chair is absent, the vice chair shall fill the role of the chair during such absence.](#)

**Section 7.05. Agriculture Committee.** There shall be an Agriculture Committee whose duty it shall be to recommend Association policy, positions and programs to the Board of Directors, State Legislative Committee, Federal Affairs Committee or other committees, as appropriate, regarding agricultural issues affecting the interests of ACWA and its members. The committee shall consist of at least one member from each region.

**Section 7.06. Business Development Committee.** There shall be a Business Development Committee whose duty it is to develop and recommend to the Board of Directors programs and activities to be provided or administered by the Association that generate non-dues revenue and provide a service or benefit to member agencies. The committee shall consist of at least one member from each region and may include members from any of the other standing committees.

**Section 7.07. Communications Committee.** There shall be a Communications Committee whose duty it shall be to develop and make recommendations to the Board of Directors regarding a comprehensive internal and external communications program for the Association and to promote development of sound

public information and education programs and practices among member agencies. The committee shall consist of no more than 40 members. The committee shall consist of at least one member from each region.

**Section 7.08. Energy Committee.** There shall be an Energy Committee whose duty it shall be to recommend policies and programs to the Board of Directors and to the State Legislative Committee and/or Federal Affairs Committee as appropriate. The committee shall consist of at least one member from each region.

**Section 7.09. Federal Affairs Committee.** There shall be a Federal Affairs Committee whose duty it shall be to review all federal legislative proposals and regulatory proposals affecting member agencies, after consulting with other appropriate committees, and to develop Association positions consistent with existing policy, where it has been established; recommend sponsorship of bills that will resolve problems or improve conditions for member agencies; and assist in the establishment of the Association's federal legislative program. The committee shall consist of at least one, but no more than five members from each region.

**Section 7.10. Finance Committee.** There shall be a Finance Committee whose duty it shall be to make recommendations to the Board of Directors regarding annual budgets, dues formula and schedules and other revenue-producing income, annual audit and selection of an auditor, and investment strategies. The committee shall consist of the president and vice president of the Association as *ex officio* members, either the chair or vice chair from each of the Association's 10 region boards, and one additional member from each region with experience in financial matters.

**Section 7.11. Groundwater Committee.** There shall be a Groundwater Committee whose duty it shall be to recommend policies and programs to the Board of Directors and to the State Legislative Committee and/or Federal Affairs Committee as appropriate. The committee shall consist of at least one member from each region.

**Section 7.12. Legal Affairs Committee.** There shall be a Legal Affairs Committee whose duty it shall be to support the mission of the Association, and more particularly to deal with requests for assistance involving legal matters of significance to member agencies, including but not limited to state and federal court litigation, water rights matters, selected regulatory and resources agency matters, proposed bylaw revisions, review of legislation as requested by the State Legislative Committee, etc. The committee shall consider matters and issues submitted to it in order to determine which ones are of major significance to the member agencies and, assuming a finding of major significance, recommend to the Board of Directors the position(s) which the committee believes the Association should take with respect thereto. The committee shall be composed of between 34 and 44 attorneys, each of whom shall be a member of the California Bar and shall be, or act as, counsel for a member agency, representing diverse interests within the Association, including but not limited to, different geographical areas throughout the state, large and small agencies, agricultural and urban agencies, agencies created under the various enabling statutes, etc. The committee shall consist of at least one member from each region.



**Section 7.13. Local Government Committee.** There shall be a Local Government Committee whose duty it shall be to recommend policies to the State Legislative Committee, as appropriate, and Board of Directors on matters affecting water agencies as a segment of local government in California. The committee shall consist of at least one, but no more than three members from each region.

**Section 7.14. Membership Committee.** There shall be a Membership Committee whose duty it shall be to assist staff in developing membership recruitment and retention programs, make recommendations to the Board of Directors regarding membership policies, eligibility, and applications for membership and review and make recommendations to the Finance Committee regarding an equitable dues structure. The committee shall consist of at least one member from each region.

**Section 7.15. State Legislative Committee.** There shall be a State Legislative Committee whose duty it shall be to review all state legislative proposals affecting member agencies and to establish Association positions, consistent with existing policy, where it has been established; sponsor bills that will resolve problems or improve conditions for member agencies; and assist in the establishment of the Association's legislative program. The committee shall consist of members representing a variety of types of member agencies and at least one, but no more than four members from each region.

**Section 7.16. Water Management Committee.** There shall be a Water Management Committee whose duty it shall be to recommend policy and programs to the Board of Directors on any area of concern in water management. The committee shall consist of at least one, but no more than four members from each region.

**Section 7.17. Water Quality Committee.** There shall be a Water Quality Committee whose duty it shall be to develop and recommend Association policy, positions, and programs to the Board of Directors, to promote cost-effective state and federal water quality regulations that protect the public health, to enable interested member agencies to join together to develop and coordinate with other organizations, and to present unified comments regarding agricultural and domestic water quality regulations. The committee shall consist of at least one member from each region.

## **ARTICLE 8 ~~Article 8~~ – Special Councils, Committees, and Task Forces**

**Section 8.01. Council of Past Presidents.** There shall be a Council of Past Presidents composed of all past presidents of the Association who serve on the council until each is no longer able to or wishes to serve. The council shall provide a mechanism for past presidents to continue to make valuable contributions to the Association. With approval of the Board of Directors, the president and/or executive director/secretary may assign specific responsibilities to the council from time to time. Members of the Council of Past Presidents are invited to attend and participate in the Association's Board meetings.

**Section 8.02. ~~Nominating Election~~ Committee.** There shall be ~~a Nominating an Election~~ Committee consisting of ~~five or more persons appointed by the president prior to the Association's fall conference~~ eleven representatives established by February 28 of ~~in~~ each odd-numbered year, whose

purpose shall be to ~~nominate~~present qualified individuals for the offices of president and vice president of the Association. The ~~Nominating~~Election Committee shall ~~publish its nominations for the offices of yet all candidates to determine if the eligibility criteria have been met. The Election Committee will endorse a preferred candidate for~~ president and vice president ~~of the Association not less than 10 or more than 90 days before the membership meeting is held at fall conference. Additional nominations may be made by any member of the Association presenting an open ballot with all qualifying candidates to the members for candidates for the office of president a vote in the manner set forth in Section 9.10 and vice president. Additional nominations~~Section 9.11.

**(a) Selection.** ~~The Election Committee shall be made selected in the following manner:~~

(1) Each of the 10 currently seated Region Boards in the odd-numbered year shall appoint a representative from the floor their respective regions to serve on the Election Committee.

(2) One representative appointed by the president in the odd-numbered year shall also serve on the Election Committee. Neither the president nor the vice president qualifies to be appointed to this position.

**(b) Qualification.** ~~In order to serve on the Election Committee, an individual must be an officer, employee, or member of the governing body of a member agency of the Association, or other representative duly designated by a member agency of the Association to represent that member at the time of the appointment. Where an individual ceases to meet these criteria during the election of president and vice president at the membership meeting scheduled for said purposes cycle, the individual may not continue to serve. When the disqualified member represented a Region Board, the affected Region Board shall select a replacement representative. When the disqualified member represented the President, the President shall select an alternate representative.~~

**Section 8.03. Other Committees and Task Forces.** Other committees and task forces may be appointed by the president from time to time as needed, consistent with and supportive of the mission of the Association.

## **ARTICLE 9**~~Article 9~~ – Meetings of Members

**Section 9.01. Meetings.** Meetings of the members of the Association shall be held at the Association's conferences ~~at such times as may be determined by to provide a report to the Board of Directors to~~

~~conduct necessary business and to elect members on~~ the Association's activities during the past year, provide an overview of the Association's finances, announce the newly elected president and vice president, which occurs at of the fall conference Association in each odd-numbered year, and to transact such other proper business as may come before the meeting.

**Section 9.02. Special Meetings.** Special meetings of the members of the Association may be called by the Board of Directors, the president of the Board of Directors, or by 5 percent or more of the members of the Association. Except when called by the Board, a request for a special meeting must be in writing and must be delivered in person or mailed by first-class mail addressed to the president of the Board at the principal office of the Association, with a copy to the executive director/secretary. The request must state the general nature of the business proposed to be transacted at the meeting.

A special meeting that has been called by written request of 5 percent of the member agencies of the Association to the Board of Directors shall be set by the Board of Directors on a date that is not less than 35 or more than 90 days after receipt of the request.

**Section 9.03. Meetings by Remote Communication.** Any meeting of the members may be conducted, in whole or in part, by electronic transmission by and to the Association or by electronic video screen communication. The member shall be deemed present in person at the meeting if the following apply:

- (a) The Association implements reasonable measures to provide the member a reasonable opportunity to participate in the meeting and to vote on matters submitted to the members, including an opportunity to read or hear the proceedings of the meeting substantially concurrently with those proceedings.
- (b) If any member votes or takes other action at the meeting by means of electronic transmission to the Association or electronic video screen communication, a record of that vote or action is maintained by the Association.
- (c) The Association verifies that each person participating remotely is an authorized representative of a voting member.

~~Section 9.03.~~ **Section 9.04. Notice Requirements for Membership Meetings.** Written notice of any membership meeting shall be given to each voting member of the Association. The notice shall state the date, time, and place of the meeting; the means by which members may participate; and the general nature of the business to be transacted. ~~The notice of any meeting at which Board officers are to be formally nominated and elected shall include the names of the recommended slate of candidates for the offices of president and vice president in addition to the election procedures.~~ The member notification information shall also be posted on the Association's website.

Except as otherwise provided in these bylaws or California law, a written notice of regular membership meetings shall be given not less than 10 or more than 90 days before the date of the meeting to each member who, on the record date for notice of the meeting, is entitled to vote; provided, however, that if

notice is given by mail, and the notice is not mailed by first-class, registered, or certified mail, that notice shall be given not less than 20 days before the meeting.

~~Section 9.04.~~Section 9.05. **Notice Requirements for Special Meetings.** The executive director/secretary shall cause notice to be given to all members of the Association of the date, time, and place of the meeting and the general nature of the business to be transacted at the meeting. No business except that specified in the request and notice may be transacted at said special meeting. If notice of the requested special meeting is not given within 20 days after receipt of the request, the person or persons requesting the meeting may give the notice.

~~Section 9.05.~~Section 9.06. **Voting.** Each member of the Association in good standing at the time of the annual or special meeting shall be entitled to one vote that shall be cast by its authorized representative. Each member must designate its authorized representative prior to the annual or special meeting. It is the member's responsibility to designate or update its authorized representative as needed. The Association may confirm with any member the identify of that member's authorized representative for the purpose of casting ballots in any election of president and vice president. All questions, except amendments or revisions of these bylaws, shall be determined by a majority of the members present and voting. A roll call may be requested by any authorized representative.

~~Section 9.06.~~Section 9.07. **Amendment of Bylaws.** These bylaws may be amended or revised by two-thirds of the member agencies of the Association present and voting at any meeting.

~~Section 9.07.~~Section 9.08. **Quorums.** The presence of the authorized representative of 50 members of the Association at any meeting of the members shall constitute a quorum for transacting business. Written ballots timely received from the authorized representative of 50 members shall constitute a quorum for elections of president and vice president.

~~Section 9.08.~~Section 9.09. **Amendments, Revisions, and Resolutions.** Before any amendments or revisions to the bylaws, or resolutions, may be considered at any meeting of the Association, any such amendment, revision, or resolution shall be submitted to the executive director/secretary at least 90 days prior to the first day of such meeting. The executive director/secretary shall promptly distribute any proposed amendments or revisions to the Legal Affairs Committee for the Legal Affairs Committee to develop an unbiased analysis of the amendments or revisions. Following development of an analysis for the proposed amendments or revisions, the executive director/secretary shall distribute copies of any resolutions, amendments or revisions, including any applicable analyses, to all members of the Association not less than 10 days or more than 90 days prior to presentation at such meeting. The written notice of the membership meeting shall be given to each voting member of the Association consistent with the provisions defined in Section 39.04. The 90-day rule may be suspended at any meeting of the Association by consent of three-fourths of the members present. Voting on resolutions, amendments, or revisions shall proceed as provided by Sections 59.06 and 6 of this Article 9.07.

~~Section 9.09~~Section 9.10. **Nomination of President and Vice President.**

- (a) **Qualification.** At the time of their election, the president and vice president of the Association shall each be an elected or appointed member of the governing body or commission (as appropriate) of a member agency of the Association.
- (b) **Nominating ~~Committee~~ Process ~~Resolutions~~.** All nominations for the positions of president and vice president shall be accompanied by an official resolution from the Association member agency on whose board the nominee serves. Said resolution shall be signed by an authorized signatory of the member agency's Board of Directors.

~~Section 9.09 (a) **Nominations from the Floor.** Additional nominations may be made by any member of the Association for the office of president and vice president. Said nominations and seconds shall be made from the floor during the election of the offices of president and vice president at the membership meeting scheduled for said purposes (as provided for in the penultimate sentence of Article 8, Section 2). Such nominations and seconds shall be made by a member of the Association and must be supported by a resolution of the governing body of the member making and seconding such nomination. The member agency on whose board the nominee serves shall submit a resolution of support if they are not the agency making the floor nomination or second.~~

**Section 9.11. Election of President and Vice President.** Each member of the Association in good standing at the time a vote is cast is entitled to one vote for election of the president and vice president that shall be cast by its authorized representative by written ballot. The ballot and any related material may be sent by first class, registered, or certified mail or electronic transmission by the Corporation that meets the requirements of Corporations Code section 20, and responses may be returned to the Corporation by mail or electronic transmission. On any written ballot for the election of president or vice president, an authorized representative acting on behalf of the member may write in a qualified candidate for election.

**Section 9.12. Write-In Candidates.** If a write-in candidate prevails in any election for president or vice president, such individual shall not be officially elected into such position until the Election Committee confirms that the individual meets the eligibility criteria and qualifications requirements.

**Section 9.13. Run-off Election for President and Vice President.** In the event a nominee does not receive a majority of the votes for president or vice president, a run-off election shall be held for the office or offices for which a majority of the votes have not been received. The run-off election shall only involve the nominees who received the two highest amounts of votes. The run-off election shall be conducted in the same manner as the initial election.

~~Section 9.10~~Section 9.14. **Additional Procedures for Election of ~~Officers~~ President and Vice President.** The Board shall have the authority to develop additional procedures ~~adopt policies~~ for elections

[\("Election Policy"\)](#) of president and vice president [setting forth the details for the election of such positions](#) when not otherwise [contrary to or](#) covered by these bylaws.

## **ARTICLE 10**~~Article 10~~ – **Indemnification of Directors, Officers, and Other Agents**

**Section 10.01. Right of Indemnity.** To the fullest extent permitted by law, this Corporation shall indemnify its Directors, Officers, employees, and other persons described in Section 7237(a) of the California Corporations Code, including persons formerly occupying any such position, against all expenses, judgments, fines, settlements and other amounts actually and reasonably incurred by them in connection with any "proceeding," as that term is used in that Section, and including an action by or in the right of the Corporation, by reason of the fact that the person is or was a person described in that section. "Expenses," as used in this bylaw, shall have the same meaning as in Section 7237(a) of the California Corporations Code.

**Section 10.02. Approval of Indemnity.** On written request to the Board by any person seeking indemnification under Section 7237(b) or Section 7237(c) of the California Corporations Code, the Board shall promptly determine under Section 7237(e) of the California Corporations Code whether the applicable standard of conduct set forth in Section 7237(b) or Section 7237(c) has been met and, if so, the Board shall authorize indemnification.

**Section 10.03. Advancement of Expenses.** To the fullest extent permitted by law and except as otherwise determined by the Board in a specific instance, expenses incurred by a person seeking indemnification under these bylaws in defending any proceeding covered by those Sections shall be advanced by the Corporation before final disposition of the proceeding, on receipt by the Corporation of an undertaking by or on behalf of that person that the advance will be repaid unless it is ultimately determined that the person is entitled to be indemnified by the Corporation for those expenses.

**Section 10.04. Insurance.** The Corporation shall have the right to purchase and maintain insurance to the full extent permitted by law on behalf of its Officers, Directors, employees, and other agents, against any liability asserted against or incurred by any officer, director, employee, or agent in such capacity or arising out of the officer's, director's, employee's or agent's status as such.

## **ARTICLE 11**~~Article 11~~ – **Miscellaneous**

**Section 11.01. Conduct of Meetings.** All meetings of the Association shall be conducted in accord with the code of conduct and in substantial accordance with the latest edition of Robert's Rules of Order Newly Revised unless the Board adopts alternate rules of conduct for itself and/or its committees, region boards, and region workgroups.

**Section 11.02. Funds.** The funds of the Association shall be used to further the aims and purposes of this Association. They shall be kept by the controller/treasurer and paid out by checks or other electronic means, which shall only be valid with two authorized signatures. The Board of Directors shall designate



by resolution which persons, other than the controller/treasurer, may sign for expenditures. The Finance Committee shall implement procedures to ensure necessary internal controls over the receipt and expenditures of Association funds and arrange for an external audit. Audit reports shall be presented to the Board of Directors.

**Section 11.03. Disposition of Assets upon Dissolution.** The Association’s properties and assets are irrevocably dedicated to the fulfillment of the Association’s purposes as described in Article 2 of the Articles of Incorporation. No part of the Association’s net earnings, properties and assets, on dissolution or otherwise, may inure to the benefit of any private person. Upon the dissolution of the Association, all debts thereof shall be paid and its affairs settled, and all remaining assets shall be distributed to the Association’s member political subdivisions for a public purpose, consistent with the provisions of the California Nonprofit Corporation Law relating to public-mutual benefit corporations then in effect and with the Articles of Incorporation.

**Section 11.04. Definitions.** As used in these bylaws, the term “notice provided by electronic means” shall refer to notice given by fax or e-mail.

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Amended comprehensively December 1, 2010

Amended May 9, 2012

Amended May 7, 2014

Amended December 2, 2015

Amended November 29, 2017

Amended & Restated \_\_\_\_\_, 2022





As recommended by the Board of Directors at its meeting on 9/23/2022.

# AMENDED AND RESTATED BYLAWS of the Association of California Water Agencies

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*Amended and restated by the ACWA Members: date*

TABLE OF CONTENTS

ARTICLE 1 – General..... 1

ARTICLE 2 – Membership and Dues..... 2

ARTICLE 3 – Officers..... 3

ARTICLE 4 – Board of Directors..... 4

ARTICLE 5 – Regions..... 7

ARTICLE 6 – Executive Committee ..... 9

ARTICLE 7 – Standing Committees..... 10

ARTICLE 8 – Special Councils, Committees, and Task Forces..... 13

ARTICLE 9 – Meetings of Members..... 14

ARTICLE 10 – Indemnification of Directors, Officers, and Other Agents ..... 17

ARTICLE 11 – Miscellaneous ..... 18

PROPOSED

*(As amended and restated by the Members on \_\_\_\_\_, 2022)*

## **ARTICLE 1 - General**

**Section 1.01. <sup>1</sup>Name.** The name of this California nonprofit corporation shall be the Association of California Water Agencies (hereinafter referred to as the Association).

**Section 1.02. **Principal Office.**** The principal office for the transaction of business of the Association shall be located in Sacramento, California.

**Section 1.03. **Purposes.**** The purposes of the Association shall be to work together with its members and others for the best interests of California and its citizens and landowners who use, need and depend upon water; to encourage the orderly development of the waters of the state; to seek means of obtaining and making available to all of California a dependable water supply of the best possible quality at the lowest possible cost, giving due consideration to environmental factors involved therein; to provide inspiration and leadership in meeting and solving the water supply problems of this state; to propose and advocate such policies and measures—local, state and federal—that serve the best interests of the Association, opposing those of contrary nature; to assist in promoting the health, safety and welfare of the employees of its members; and to do all other things that are in the best interests of its members.

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<sup>1</sup> Section numbers have been reformatted to incorporate a new numbering system throughout this document.

## ARTICLE 2 – Membership and Dues

### Section 2.01. Membership.

- (a) **Members.** Only a public district, public agency, or public organization created and operated for the purpose of controlling, treating, developing, acquiring, using or supplying water for any purpose for inhabitants or lands within the state of California, or for the protection, drainage or reclamation of lands within the state of California, may become a member of the Association. Such an entity will become a member upon written application, approval by the Board of Directors, and the payment of the required dues. Acceptance to membership shall authorize full participation in Association activities. Except as otherwise provided in Section 2.01(b) below, in no case may an organization other than a state, a political subdivision (as defined in § 1.103-1(b) of the Income Tax Regulations) of a state or an entity the income of which is excluded from gross income under § 115 of the Internal Revenue Code be a member of the Association. A member of the Association shall be in good standing if in compliance with all bylaws and requirements of membership, including timely payment of annual dues and emergency assessments.
- (b) **Honorary Life Members.** Any person who has rendered conspicuous service in furthering the purposes of the Association may, by vote of the Board of Directors, be granted an honorary life membership in the Association without payment of dues or assessments. All past presidents of the Association shall automatically be honorary life members without vote of the Board of Directors. Honorary life members shall not be entitled to a vote or to hold office automatically because of their status as honorary life members.
- (c) **Termination of Members.** Membership shall cease upon the failure of any member to pay the dues provided for in Section 2.02 of this Article. The membership of any member may be terminated at any time by such member sending written notification of its intention to withdraw to the Association's principal office. The Board of Directors may terminate the membership of any member upon 30 days' written notice by first-class mail when it is determined at any regular Board meeting or at any special Board meeting called for that purpose that continuance of such membership would not be in the best interests of the Association. Withdrawal or termination of membership ends any participation in Association activities and shall terminate a member's interest in the Association's assets.

**Section 2.02. Dues.** The annual dues of each member of the Association shall be established by the Board of Directors; provided, however, that any member may apply for a change in its dues because of conditions that differentiate such applicant from other members.

**Section 2.03. Liability of Members.** No member shall be liable for any obligation incurred by the Association with the following exception: (1) the payment of the annual dues while it remains a member;

and (2) the payment of emergency assessments, which shall not exceed 10 percent of current annual dues for each member in any calendar year while it remains a member. No emergency assessment may be levied against any member during its first two years of membership in the Association.

### ARTICLE 3 - Officers

#### Section 3.01. President and Vice President.

(a) **General.** The president and vice president of the Association shall be the elected officers of the Association. At the time of their election the president and vice president shall each be an elected or appointed member of the governing body or commission (as appropriate) of a member agency of the Association. The president and vice president shall be elected by the members of the Association by written ballot in each odd-numbered year before the Association's annual meeting, shall be announced at the Association's annual meeting, shall take office on January 1 of the calendar year following election, and shall hold office until such time as their successors take office or are appointed. An elected president shall not be permitted to succeed himself/herself to that office. Except as provided in this Article, should vacancies occur in either office of the president or vice president, the Board of Directors shall appoint persons to fill such offices for the unexpired terms thereof.

(b) **President.** The president shall preside at all meetings of the Board of Directors, the Executive Committee, and the general membership; shall appoint members of all committees, including the chair and vice chair of each, upon recommendation from members and regions (as communicated by the region chairs), with each such committee chair and vice chair ratified by the Board of Directors; and shall perform all other duties necessary to carry out the functions of the office. The president shall be a non-voting *ex officio* member of each committee, but shall not be an *ex officio* member of the Election Committee or the region boards.

The president may be expelled from office with or without cause, upon the satisfaction of the following two events: (1) a two-thirds vote of the Board of Directors; and (2) a subsequent simple majority vote of the members of the Association during a meeting of the membership.

(c) **Vice President.** The vice president shall, in the absence of the president, assume all of the duties of that office and, if a vacancy occurs, succeed thereto for the unexpired term. The vice president shall sit as a member of the Executive Committee of the ACWA Joint Powers Insurance Authority and shall perform such other duties as assigned by the president.

**Section 3.02. Executive Director/Secretary and Controller/Treasurer.**

- (a) **General.** The executive director/secretary and controller/treasurer of the Association shall also be officers of the Association. The executive director/secretary shall be appointed by and hold office at the pleasure of the Board of Directors of the Association.
- (b) **Executive Director/Secretary.** The executive director/secretary shall: (1) advise and assist the Board of Directors, all committees, the boards of each region, and the workgroups of each region; (2) be responsible for administering the total operations of the Association; (3) employ, direct, and release all employed staff in accordance with the policies adopted by the Board of Directors and consistent with the budget adopted by the Board of Directors; (4) provide relevant information to the Board of Directors needed by the Board to take actions; (5) give members notice and record minutes of all meetings of the membership, Board of Directors, and Executive Committee; and (6) have such other powers and perform such other duties as may be provided and assigned by the Board of Directors directly or through the president of the Board or the Executive Committee. The executive director/secretary, with the assistance of the controller/treasurer, shall render a report to the Board of Directors at the first meeting following the close of each calendar year showing the membership of the Association, the receipts and expenditures during the year, and the work accomplished during the previous year.
- (c) **Controller/Treasurer.** The controller/treasurer shall report to and act under the direction of the executive director/secretary. The controller/treasurer shall be a signatory on all accounts held by the Association and shall act as a fiduciary for all assets of the Association.

**ARTICLE 4 – Board of Directors**

**Section 4.01. Membership.** The Board of Directors shall consist of:

- (a) The Association president and vice president.
- (b) The chair and vice chair of each region.
- (c) The chair of each standing committee.
- (d) The most immediate active past president.
- (e) The vice president of the ACWA/Joint Powers Insurance Authority.

**Section 4.02. Term of Office.** The term of office of all members of the Board of Directors shall commence on January 1 of the calendar year following election of the president and vice president, except for those persons who serve on the Board of Directors by nature of their position as chairs of standing committees, whose terms shall instead commence upon their ratification by the Board of Directors.

Except as provided in Article 4, Section 11, the term of office for all members of the Board of Directors shall terminate on December 31 of the following odd-numbered year two years later, or until their successors take office.

**Section 4.03. Attendance Requirement.** Any member of the Board of Directors who misses two consecutive regular Board meetings without being excused by the Board will no longer be a member of the Board of Directors.

**Section 4.04. Regular Meetings.** Regular meetings of the Board of Directors shall be held bimonthly at such times and places as the Board may determine.

**Section 4.05. Special Meetings.** Special meetings may be called by the president upon the president's own volition or shall be called by the president when requested in writing by five directors. Prior to conducting such a special meeting, the president shall consult with the Executive Committee to ensure that adequate information is available to the Board of Directors for any necessary decisions; and where such meeting is called upon the president's own volition, the president shall also consult with the Executive Committee as to the necessity of the special meeting. Notice for special meetings shall be provided in the following manner: (1) upon 10 days' written notice sent by mail to each director and addressed to each at the address as shown upon the records of the Association; or (2) upon 48 hours' notice with notice provided by electronic means. When the meeting is called upon the president's own volition, the president shall choose the form of notice; when the meeting is called by a request of five directors, the five directors shall choose the form of notice and the president shall promptly call the meeting. No business except those items described in the notice shall be transacted at any special meeting, except by consent of three-fourths of the members of the Board of Directors present.

**Section 4.06. Meetings by Electronic Communication.** Any meeting of the Board of Directors, region boards, or any committee may be conducted, in whole or in part, by telephone, electronic transmission, or by electronic video screen communication. A member of the Board of Directors, a region board, or any committee shall be deemed present in person at the meeting if the following apply:

- (a) Each director, region board, or committee member participating in the meeting can communicate concurrently with all other directors, region board, or committee members.
- (b) Each director, region board or, committee member is provided the means of participating in all matters before the board, region board, or committee, including the capacity to propose, or to interpose an objection to, a specific action to be taken by the Association.

**Section 4.07. Quorum.** At any meeting of the Board of Directors, the attendance of 50 percent of the voting members of the Board of Directors, or their permitted alternates as specified in these bylaws, shall constitute a quorum for the transaction of any business. The Board may hold a closed session for discussion of personnel matters or enforcement of violations of the code of conduct.



**Section 4.08. Alternates.** Each region shall designate an alternate for each chair and vice chair, who shall meet the qualification requirements for chair and vice chair, to act at meetings of the Board of Directors when the chair or vice chair is unable to attend. The vice chair of each standing committee will be the alternate to act at meetings of the Board of Directors when the standing committee chair is unable to attend. An alternate may not act or vote on behalf of more than one member of the Board of Directors. A member of the Board of Directors may not act as an alternate for any other member.

**Section 4.09. Vacancies for Standing Committee Chairs and Vice Chairs.** Should a vacancy occur in the office of any standing committee chair or vice chair before the end of the term, the president shall appoint a new committee chair or vice chair to fulfill the unexpired term of such committee chair or vice chair subject to ratification by the Board of Directors. A vacancy in the office of any such standing committee chair or vice chair as described in the previous sentence shall be deemed to exist when the chair or vice chair: (1) resigns the office; (2) no longer is an officer, employee, or member of the governing body of a member agency of the Association, or other representative duly designated by a member agency of the Association to represent that member; or (3) is otherwise removed by a member agency of the Association.

**Section 4.10. Duties, Authorities, and Delegation.** Subject to the provisions and limitations of California Nonprofit Corporation Law, other applicable laws, and the provisions of these bylaws, the Association's activities and affairs are to be exercised by or under the direction of the Association's Board of Directors. The Board of Directors is responsible for the overall supervision, control, and direction of the Association. The Board of Directors shall: (1) employ and release the executive director/secretary; (2) set performance expectations for the executive director/secretary; (3) receive, review, and consider approval of executive director/secretary recommended compensation, other terms and conditions of employment, and annual evaluations as prepared by the Executive Committee; (4) annually adopt a budget; and (5) set the level of dues for the Association. Except as to the duties listed in the previous sentence, and subject to Article 3, Section 2, the Board of Directors may delegate the supervision, control, and direction of the Association's affairs to any person or group, including a committee, provided the Association Board retains ultimate responsibility for the actions of such person or group. Where such powers are delegated, the delegation shall be documented in writing.

**Section 4.11. Immediate Past President.** The immediate past president automatically assumes this position after serving as the Association's elected president and is a voting member of the Board of Directors and Executive Committee. The term of office for the immediate past president shall commence on January 1 of the calendar year following election of the president and vice president and shall terminate on December 31 of the following odd-numbered year two years later. In the event the most immediate active past president is unavailable to serve, the most recent and available active past president in succession shall serve in this capacity.

**Section 4.12. Code of Conduct of Board Members.**

- (a) **Code of Conduct: Purpose and Adoption.** The Board of Directors shall establish, and update as appropriate, a code of conduct for its Directors that recognizes the

Association's commitment of integrity, respect, and fair representation to its members and the public they serve and establishes minimum ethical standards for the performance of the duties of office. The code shall be consistent with the procedural processes contained in this section. The code shall be distributed to all new Directors and shall be distributed annually to all members of the Association.

- (b) Violations and Enforcement Process.** A violation of the code of conduct may result in removal, public censure, or private reprimand of a Director, or such other action as contained in the code of conduct. However, removal and public censure shall be reserved only for serious violations. A Director may not be removed or publically censured absent an affirmative vote of two-thirds of the voting members of the Board of Directors. A Director may be privately reprimanded for a violation of the code of conduct upon the majority vote of the quorum. Complaints of violation of the code of conduct may be filed with the president, or the vice-president if the allegations are made against the president. The president may refer a complaint of violation to the executive director/secretary for investigation. The executive director/secretary may retain a special investigator or special counsel to conduct or assist the investigation. A Director accused of a violation shall be provided a copy of the complaint. A Director that takes any hostile or retaliatory action, directly or indirectly, against a complainant is subject to removal from the Board in conformance with the process identified above. Prior to scheduling a Board action on a complaint, the president shall consult with the Executive Committee and the chair of the Legal Affairs Committee. A Director accused of a violation of the code of conduct shall be provided at least 15 days' written notice of any meeting of the Board at which a determination of enforcement will be considered. A determination of enforcement may be made only at a regular meeting of the Board and shall be made in closed session. The determinations of the Board under this section shall not be admissible in any criminal or civil proceeding brought against the Director for conduct that violates any other law.

## **ARTICLE 5 – Regions**

### **Section 5.01. Boundaries of Each Region.**

- (a)** There shall be a maximum of 10 regions within the state. The Board of Directors shall determine the regional boundaries. Insofar as is practicable, the regions shall have a numerical balance in members of the Association; make geographic sense; and promote regional problem solving.
- (b)** A member of the Association may file a written petition to the Board of Directors requesting a change in regions. Such petition shall set forth the reasons for such requested change. The Board shall, within a reasonable time, act upon such petition and set forth the reasons for its action. Such action by the Board shall be based on factors in

Section 5.01(a) above, as well as others deemed by the Board of Directors to be relevant to the decision.

**Section 5.02. Officers.**

- (a) The officers of each region shall be a chair and vice chair and three to five region board members who shall be elected by the region in each odd-numbered year. A region may maintain a board of fewer than five but not less than three members as provided in the region's rules and regulations. The officers of the region board shall take office on January 1 of the calendar year following election and shall hold office for two years, or until their successors take office. Regions shall hold elections by electronic ballot. ACWA staff shall verify the legitimacy of the ballots.
- (b) The officers of each region shall: (1) exercise the powers and perform duties of the region during the interim between region meetings; and (2) make recommendations to the president regarding appointments to committees. The chair and vice chair shall be the region's representatives to the ACWA Board of Directors.
- (c) Each officer of a region shall be an officer, employee, or member of the governing body of a member agency of the Association, or other representative duly designated by a member agency of the Association to represent that member at the time of the appointment. Where an individual ceases to meet these criteria during the term of the office, the individual may not serve during the remaining term of that office unless that individual can again meet the criteria for the office and is appointed to complete the term. The region board may adopt more stringent criteria for board member qualifications as part of the region's rules and regulations.
- (d) Should a vacancy occur in any of the region board positions before the end of the term, the remaining members of the region board shall appoint a new member. A vacancy in the office of any region board position shall be deemed to exist when a region board member: (1) resigns the office; (2) no longer is an officer, employee, or member of the governing body of a member agency of the Association, or other representative duly designated by a member of the Association to represent that member; or (3) is otherwise removed by a member agency of the Association.

**Section 5.03. Nominating Committees.** There shall be a nominating committee for each region consisting of three or more designees, each representing a member of the Association located within the region, appointed by the chair of the region and approved by the region board. Nominating committees shall be formed by February 28 of each odd-numbered year.

**Section 5.04. Meetings.** The meetings of each region shall be held at both the spring and fall conferences and at such other times and places as may be determined by the region chair. Representatives of five or more members of the Association from the region present at any region

meeting shall constitute a quorum for purposes of conducting the business of the region. Any meeting, regular or special, may be held in person or by telephone conference, web video conference, or other electronic video screen communication or electronic transmission, as set forth in Section 4.06.

**Section 5.05. Workgroups.** Workgroups may be appointed by the region chair as needed.

**Section 5.06. Rules.** Each region shall organize and adopt rules and regulations for the conduct of its meetings and affairs not inconsistent with the Articles of Incorporation or bylaws of the Association. Each region shall abide by the code of conduct adopted by the Board of Directors of the Association.

## ARTICLE 6 – Executive Committee

**Section 6.01. Membership.** There shall be an Executive Committee consisting of the following: the president of the Association, who shall be the chair thereof; the vice president; the most immediate active past president; the chair of the Finance Committee; and three at-large representatives selected from and by the members of the Board of Directors. The election of the three at-large representatives to the Executive Committee shall occur at the first Board of Directors meeting held in each even-numbered year and the elected representatives shall serve immediately following their election and until such time as their successors take office. To the extent practical, the Executive Committee should be constituted so as to reflect the geographic extent of the Association and the functions of the members of the Association.

**Section 6.02. Powers.** The Executive Committee shall have the following authority:

- (a) Personnel.** Subject to the budget adopted by the Board of Directors, the Executive Committee shall perform the following personnel actions: (1) recommend compensation for the executive director/secretary to the Board of Directors for approval; (2) perform annual reviews of the executive director/secretary and submit that review to the Board of Directors; (3) review and approve the classification and compensation plan and publicly posted salary schedule for Association employees submitted by the executive director/secretary, which shall be reviewable by the Board of Directors, in closed session, upon request of the Board of Directors; (4) establish personnel policies for the conduct and behavior of employees, which shall be reviewable by the Board of Directors; and (5) undertake such other personnel actions as may be requested by the executive director/secretary in support of his or her oversight of all other personnel matters, which shall be reviewable by the Board of Directors, in closed session, upon request of the Board of Directors.
- (b) Delegation.** The Executive Committee may act pursuant to any authority specifically delegated to it by the Board of Directors. The delegation shall indicate whether the authority is still subject to the ultimate authority of the Board.
- (c) Authority to Act Between Meetings.** The Executive Committee may act for the Board of Directors between Board meetings when calling a special meeting of the Board of

Directors is impracticable, provided that no such action of the Executive Committee shall be binding on the Board of Directors until authorized or approved by the Board. The Executive Committee has the authority to authorize actions recommended by the Legal Affairs Committee (such as the filing of letter briefs and amicus curiae briefs) by electronic means without the need for an in-person or telephonic meeting, but such actions shall be ratified by the Board of Directors at its next meeting.

**Section 6.03. Reporting.** The president, or any person designated by the president, shall report to the Board of Directors, at each regular Board meeting, any action taken by the Executive Committee since the last preceding regular Board meeting. The minutes of Executive Committee meetings, which at that time may still be in draft form, shall be mailed (using the U.S. Postal Service, express delivery, electronic means, or otherwise) to each member of the Board of Directors at least five days prior to Board meetings, except in cases in which the Executive Committee meets during or immediately prior to a conference of the Association or immediately prior to a Board meeting, in which case the minutes, which may still be in draft form, shall be mailed to each director promptly thereafter.

**Section 6.04. Meetings.** The Executive Committee shall hold regularly scheduled meetings as set by the president. Special meetings of the Executive Committee may be called by the president upon notice to the members of that committee or upon written request of three Executive Committee members. Notice for special Executive Committee meetings shall be provided to the entire Board: (1) upon five days' written notice sent by mail, or (2) upon 24 hours' notice with notice provided by electronic means; and all such meetings shall be open to the Board of Directors. Any meeting, regular or special, may be held in person or by telephone conference, web video conference, or other electronic video screen communication or electronic transmission, as set forth in Section 4.06. All members of the Board of Directors may attend any meeting of the Executive Committee. Meetings of the Executive Committee may be closed to others at the discretion of the president or committee. Only members of the Executive Committee are allowed to vote on matters at a meeting of the committee.

**Section 6.05. Minutes.** The minutes of the Executive Committee meetings shall be kept by the executive director/secretary at the Association's principal office. Actions of the Executive Committee shall be reported to the Board of Directors as provided in Section 3 of this Article and shall be available to any member of the Board of Directors upon request to the executive director/secretary.

## **ARTICLE 7 – Standing Committees**

**Section 7.01. Qualification.** In order to serve on any ACWA standing committee, an individual must be an officer, employee, or member of the governing body of a member agency of the Association, or other representative duly designated by a member agency of the Association to represent that member at the time of the appointment. Where an individual ceases to meet these criteria during the term of the appointment, the individual may not serve during the remaining term of that appointment unless that individual can again meet the criteria for appointment and is appointed to complete the term.

**Section 7.02. Term of Office.** The term of office of standing committee members shall be two years commencing on January 1 of each even-numbered year. The term of office of standing committee chairs and vice chairs shall be approximately two years and shall commence as soon after January 1 of the even-numbered year as they may be appointed by the president and ratified by the then-seated Board of Directors, and shall terminate on December 31 of the odd-numbered year approximately two years later or until their successors are appointed and ratified.

**Section 7.03. Meetings.** Meetings of standing committees may be called at such times and places designated by the respective chair thereof except where provided otherwise by these bylaws. Any meetings of standing committees may be conducted, in whole or in part, by electronic transmission or by electronic video screen communication, as set forth in Section 4.06. Subject to the provisions of these bylaws and any actions that may be taken by the Board of Directors, the chairs of each standing committee may establish their own rules for the efficient operation of the committee they each chair. The chairs of each standing committee are authorized to create subcommittees and workgroups in order to complete the work of the committee.

**Section 7.04. Committee Composition.** Each limited standing committee shall have a membership composition that is comprised of members in the quantity and with qualifications as defined by the provisions of these bylaws. The committee chair position shall not be included in the maximum count for determining the committee composition total of any given limited committee. The committee chair shall, however, be a voting member of their respective committees subject to the rules and procedures of each committee. If the chair is absent, the vice chair shall fill the role of the chair during such absence.

**Section 7.05. Agriculture Committee.** There shall be an Agriculture Committee whose duty it shall be to recommend Association policy, positions and programs to the Board of Directors, State Legislative Committee, Federal Affairs Committee or other committees, as appropriate, regarding agricultural issues affecting the interests of ACWA and its members. The committee shall consist of at least one member from each region.

**Section 7.06. Business Development Committee.** There shall be a Business Development Committee whose duty it is to develop and recommend to the Board of Directors programs and activities to be provided or administered by the Association that generate non-dues revenue and provide a service or benefit to member agencies. The committee shall consist of at least one member from each region and may include members from any of the other standing committees.

**Section 7.07. Communications Committee.** There shall be a Communications Committee whose duty it shall be to develop and make recommendations to the Board of Directors regarding a comprehensive internal and external communications program for the Association and to promote development of sound public information and education programs and practices among member agencies. The committee shall consist of no more than 40 members. The committee shall consist of at least one member from each region.



**Section 7.08. Energy Committee.** There shall be an Energy Committee whose duty it shall be to recommend policies and programs to the Board of Directors and to the State Legislative Committee and/or Federal Affairs Committee as appropriate. The committee shall consist of at least one member from each region.

**Section 7.09. Federal Affairs Committee.** There shall be a Federal Affairs Committee whose duty it shall be to review all federal legislative proposals and regulatory proposals affecting member agencies, after consulting with other appropriate committees, and to develop Association positions consistent with existing policy, where it has been established; recommend sponsorship of bills that will resolve problems or improve conditions for member agencies; and assist in the establishment of the Association's federal legislative program. The committee shall consist of at least one, but no more than five members from each region.

**Section 7.10. Finance Committee.** There shall be a Finance Committee whose duty it shall be to make recommendations to the Board of Directors regarding annual budgets, dues formula and schedules and other revenue-producing income, annual audit and selection of an auditor, and investment strategies. The committee shall consist of the president and vice president of the Association as *ex officio* members, either the chair or vice chair from each of the Association's 10 region boards, and one additional member from each region with experience in financial matters.

**Section 7.11. Groundwater Committee.** There shall be a Groundwater Committee whose duty it shall be to recommend policies and programs to the Board of Directors and to the State Legislative Committee and/or Federal Affairs Committee as appropriate. The committee shall consist of at least one member from each region.

**Section 7.12. Legal Affairs Committee.** There shall be a Legal Affairs Committee whose duty it shall be to support the mission of the Association, and more particularly to deal with requests for assistance involving legal matters of significance to member agencies, including but not limited to state and federal court litigation, water rights matters, selected regulatory and resources agency matters, proposed bylaw revisions, review of legislation as requested by the State Legislative Committee, etc. The committee shall consider matters and issues submitted to it in order to determine which ones are of major significance to the member agencies and, assuming a finding of major significance, recommend to the Board of Directors the position(s) which the committee believes the Association should take with respect thereto. The committee shall be composed of between 34 and 44 attorneys, each of whom shall be a member of the California Bar and shall be, or act as, counsel for a member agency, representing diverse interests within the Association, including but not limited to, different geographical areas throughout the state, large and small agencies, agricultural and urban agencies, agencies created under the various enabling statutes, etc. The committee shall consist of at least one member from each region.

**Section 7.13. Local Government Committee.** There shall be a Local Government Committee whose duty it shall be to recommend policies to the State Legislative Committee, as appropriate, and Board of Directors on matters affecting water agencies as a segment of local government in California. The committee shall consist of at least one, but no more than three members from each region.

**Section 7.14. Membership Committee.** There shall be a Membership Committee whose duty it shall be to assist staff in developing membership recruitment and retention programs, make recommendations to the Board of Directors regarding membership policies, eligibility, and applications for membership and review and make recommendations to the Finance Committee regarding an equitable dues structure. The committee shall consist of at least one member from each region.

**Section 7.15. State Legislative Committee.** There shall be a State Legislative Committee whose duty it shall be to review all state legislative proposals affecting member agencies and to establish Association positions, consistent with existing policy, where it has been established; sponsor bills that will resolve problems or improve conditions for member agencies; and assist in the establishment of the Association's legislative program. The committee shall consist of members representing a variety of types of member agencies and at least one, but no more than four members from each region.

**Section 7.16. Water Management Committee.** There shall be a Water Management Committee whose duty it shall be to recommend policy and programs to the Board of Directors on any area of concern in water management. The committee shall consist of at least one, but no more than four members from each region.

**Section 7.17. Water Quality Committee.** There shall be a Water Quality Committee whose duty it shall be to develop and recommend Association policy, positions, and programs to the Board of Directors, to promote cost-effective state and federal water quality regulations that protect the public health, to enable interested member agencies to join together to develop and coordinate with other organizations, and to present unified comments regarding agricultural and domestic water quality regulations. The committee shall consist of at least one member from each region.

## **ARTICLE 8 – Special Councils, Committees, and Task Forces**

**Section 8.01. Council of Past Presidents.** There shall be a Council of Past Presidents composed of all past presidents of the Association who serve on the council until each is no longer able to or wishes to serve. The council shall provide a mechanism for past presidents to continue to make valuable contributions to the Association. With approval of the Board of Directors, the president and/or executive director/secretary may assign specific responsibilities to the council from time to time. Members of the Council of Past Presidents are invited to attend and participate in the Association's Board meetings.

**Section 8.02. Election Committee.** There shall be an Election Committee consisting of eleven representatives established by February 28 of each odd-numbered year, whose purpose shall be to present qualified individuals for the offices of president and vice president of the Association. The Election Committee shall vet all candidates to determine if the eligibility criteria have been met. The Election Committee will endorse a preferred candidate for president and vice president before presenting an open ballot with all qualifying candidates to the members for a vote in the manner set forth in Section 9.10 and Section 9.11.

**(a) Selection.** The Election Committee shall be selected in the following manner:

(1) Each of the 10 currently seated Region Boards in the odd-numbered year shall appoint a representative from their respective regions to serve on the Election Committee.

(2) One representative appointed by the president in the odd-numbered year shall also serve on the Election Committee. Neither the president nor the vice president qualifies to be appointed to this position.

**(b) Qualification.** In order to serve on the Election Committee, an individual must be an officer, employee, or member of the governing body of a member agency of the Association, or other representative duly designated by a member agency of the Association to represent that member at the time of the appointment. Where an individual ceases to meet these criteria during the election cycle, the individual may not continue to serve. When the disqualified member represented a Region Board, the affected Region Board shall select a replacement representative. When the disqualified member represented the President, the President shall select an alternate representative.

**Section 8.03. Other Committees and Task Forces.** Other committees and task forces may be appointed by the president from time to time as needed, consistent with and supportive of the mission of the Association.

## ARTICLE 9 – Meetings of Members

**Section 9.01. Meetings.** Meetings of the members of the Association shall be held at the Association's conferences to provide a report to the members on the Association's activities during the past year, provide an overview of the Association's finances, announce the newly elected president and vice president of the Association in each odd-numbered year, and to transact such other proper business as may come before the meeting.

**Section 9.02. Special Meetings.** Special meetings of the members of the Association may be called by the Board of Directors, the president of the Board of Directors, or by 5 percent or more of the members of the Association. Except when called by the Board, a request for a special meeting must be in writing and must be delivered in person or mailed by first-class mail addressed to the president of the Board at the principal office of the Association, with a copy to the executive director/secretary. The request must state the general nature of the business proposed to be transacted at the meeting.

A special meeting that has been called by written request of 5 percent of the member agencies of the Association to the Board of Directors shall be set by the Board of Directors on a date that is not less than 35 or more than 90 days after receipt of the request.

**Section 9.03. Meetings by Remote Communication.** Any meeting of the members may be conducted, in whole or in part, by electronic transmission by and to the Association or by electronic video screen communication. The member shall be deemed present in person at the meeting if the following apply:

- (a) The Association implements reasonable measures to provide the member a reasonable opportunity to participate in the meeting and to vote on matters submitted to the members, including an opportunity to read or hear the proceedings of the meeting substantially concurrently with those proceedings.
- (b) If any member votes or takes other action at the meeting by means of electronic transmission to the Association or electronic video screen communication, a record of that vote or action is maintained by the Association.
- (c) The Association verifies that each person participating remotely is an authorized representative of a voting member.

**Section 9.04. Notice Requirements for Membership Meetings.** Written notice of any membership meeting shall be given to each voting member of the Association. The notice shall state the date, time, and place of the meeting; the means by which members may participate; and the general nature of the business to be transacted. The member notification information shall also be posted on the Association's website.

Except as otherwise provided in these bylaws or California law, a written notice of regular membership meetings shall be given not less than 10 or more than 90 days before the date of the meeting to each member who, on the record date for notice of the meeting, is entitled to vote; provided, however, that if notice is given by mail, and the notice is not mailed by first-class, registered, or certified mail, that notice shall be given not less than 20 days before the meeting.

**Section 9.05. Notice Requirements for Special Meetings.** The executive director/secretary shall cause notice to be given to all members of the Association of the date, time, and place of the meeting and the general nature of the business to be transacted at the meeting. No business except that specified in the request and notice may be transacted at said special meeting. If notice of the requested special meeting is not given within 20 days after receipt of the request, the person or persons requesting the meeting may give the notice.

**Section 9.06. Voting.** Each member of the Association in good standing at the time of the annual or special meeting shall be entitled to one vote that shall be cast by its authorized representative. Each member must designate its authorized representative prior to the annual or special meeting. It is the member's responsibility to designate or update its authorized representative as needed. The Association may confirm with any member the identify of that member's authorized representative for the purpose of casting ballots in any election of president and vice president. All questions, except amendments or revisions of these bylaws, shall be determined by a majority of the members present and voting. A roll call may be requested by any authorized representative.

**Section 9.07. Amendment of Bylaws.** These bylaws may be amended or revised by two-thirds of the member agencies of the Association present and voting at any meeting.

**Section 9.08. Quorums.** The presence of the authorized representative of 50 members of the Association at any meeting of the members shall constitute a quorum for transacting business. Written ballots timely received from the authorized representative of 50 members shall constitute a quorum for elections of president and vice president.

**Section 9.09. Amendments, Revisions, and Resolutions.** Before any amendments or revisions to the bylaws, or resolutions, may be considered at any meeting of the Association, any such amendment, revision, or resolution shall be submitted to the executive director/secretary at least 90 days prior to the first day of such meeting. The executive director/secretary shall promptly distribute any proposed amendments or revisions to the Legal Affairs Committee for the Legal Affairs Committee to develop an unbiased analysis of the amendments or revisions. Following development of an analysis for the proposed amendments or revisions, the executive director/secretary shall distribute copies of any resolutions, amendments or revisions, including any applicable analyses, to all members of the Association not less than 10 days or more than 90 days prior to presentation at such meeting. The written notice of the membership meeting shall be given to each voting member of the Association consistent with the provisions defined in Section 9.04. The 90-day rule may be suspended at any meeting of the Association by consent of three-fourths of the members present. Voting on resolutions, amendments, or revisions shall proceed as provided by Sections 9.06 and 9.07.

**Section 9.10. Nomination of President and Vice President.**

- (a) **Qualification.** At the time of their election, the president and vice president of the Association shall each be an elected or appointed member of the governing body or commission (as appropriate) of a member agency of the Association.
- (b) **Nominating Resolutions.** All nominations for the positions of president and vice president shall be accompanied by an official resolution from the Association member agency on whose board the nominee serves. Said resolution shall be signed by an authorized signatory of the member agency's Board of Directors.

**Section 9.11. Election of President and Vice President.** Each member of the Association in good standing at the time a vote is cast is entitled to one vote for election of the president and vice president that shall be cast by its authorized representative by written ballot. The ballot and any related material may be sent by first class, registered, or certified mail or electronic transmission by the Corporation that meets the requirements of Corporations Code section 20, and responses may be returned to the Corporation by mail or electronic transmission. On any written ballot for the election of president or vice president, an authorized representative acting on behalf of the member may write in a qualified candidate for election.

**Section 9.12. Write-In Candidates.** If a write-in candidate prevails in any election for president or vice president, such individual shall not be officially elected into such position until the Election Committee confirms that the individual meets the eligibility criteria and qualifications requirements.

**Section 9.13. Run-off Election for President and Vice President.** In the event a nominee does not receive a majority of the votes for president or vice president, a run-off election shall be held for the office or offices for which a majority of the votes have not been received. The run-off election shall only involve the nominees who received the two highest amounts of votes. The run-off election shall be conducted in the same manner as the initial election.

**Section 9.14. Additional Procedures for Election of President and Vice President.** The Board shall have the authority to adopt policies for elections ("Election Policy") of president and vice president setting forth the details for the election of such positions when not otherwise contrary to or covered by these bylaws.

## **ARTICLE 10 –Indemnification of Directors, Officers, and Other Agents**

**Section 10.01. Right of Indemnity.** To the fullest extent permitted by law, this Corporation shall indemnify its Directors, Officers, employees, and other persons described in Section 7237(a) of the California Corporations Code, including persons formerly occupying any such position, against all expenses, judgments, fines, settlements and other amounts actually and reasonably incurred by them in connection with any "proceeding," as that term is used in that Section, and including an action by or in the right of the Corporation, by reason of the fact that the person is or was a person described in that section. "Expenses," as used in this bylaw, shall have the same meaning as in Section 7237(a) of the California Corporations Code.

**Section 10.02. Approval of Indemnity.** On written request to the Board by any person seeking indemnification under Section 7237(b) or Section 7237(c) of the California Corporations Code, the Board shall promptly determine under Section 7237(e) of the California Corporations Code whether the applicable standard of conduct set forth in Section 7237(b) or Section 7237(c) has been met and, if so, the Board shall authorize indemnification.

**Section 10.03. Advancement of Expenses.** To the fullest extent permitted by law and except as otherwise determined by the Board in a specific instance, expenses incurred by a person seeking indemnification under these bylaws in defending any proceeding covered by those Sections shall be advanced by the Corporation before final disposition of the proceeding, on receipt by the Corporation of an undertaking by or on behalf of that person that the advance will be repaid unless it is ultimately determined that the person is entitled to be indemnified by the Corporation for those expenses.

**Section 10.04. Insurance.** The Corporation shall have the right to purchase and maintain insurance to the full extent permitted by law on behalf of its Officers, Directors, employees, and other agents, against any liability asserted against or incurred by any officer, director, employee, or agent in such capacity or arising out of the officer's, director's, employee's or agent's status as such.



## ARTICLE 11 - Miscellaneous

**Section 11.01. Conduct of Meetings.** All meetings of the Association shall be conducted in accord with the code of conduct and in substantial accordance with the latest edition of Robert’s Rules of Order Newly Revised unless the Board adopts alternate rules of conduct for itself and/or its committees, region boards, and region workgroups.

**Section 11.02. Funds.** The funds of the Association shall be used to further the aims and purposes of this Association. They shall be kept by the controller/treasurer and paid out by checks or other electronic means, which shall only be valid with two authorized signatures. The Board of Directors shall designate by resolution which persons, other than the controller/treasurer, may sign for expenditures. The Finance Committee shall implement procedures to ensure necessary internal controls over the receipt and expenditures of Association funds and arrange for an external audit. Audit reports shall be presented to the Board of Directors.

**Section 11.03. Disposition of Assets upon Dissolution.** The Association’s properties and assets are irrevocably dedicated to the fulfillment of the Association’s purposes as described in Article 2 of the Articles of Incorporation. No part of the Association’s net earnings, properties and assets, on dissolution or otherwise, may inure to the benefit of any private person. Upon the dissolution of the Association, all debts thereof shall be paid and its affairs settled, and all remaining assets shall be distributed to the Association’s member political subdivisions for a public purpose, consistent with the provisions of the California Nonprofit Corporation Law relating to mutual benefit corporations then in effect and with the Articles of Incorporation.

**Section 11.04. Definitions.** As used in these bylaws, the term “notice provided by electronic means” shall refer to notice given by fax or e-mail.

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Amended comprehensively December 1, 2010

Amended May 9, 2012

Amended May 7, 2014

Amended December 2, 2015

Amended November 29, 2017

Amended & Restated \_\_\_\_\_, 2022





**Agenda Item: 9**

## **STAFF REPORT**

**Board Meeting Date: November 2, 2022**  
**Prepared By: Brett Hodgkiss**

SUBJECT: MATTERS PERTAINING TO THE ACTIVITIES OF THE SAN DIEGO COUNTY WATER AUTHORITY

SUMMARY: Informational report by staff and Directors concerning the San Diego County Water Authority. No action will be required.



Our Region's Trusted Water Leader  
**San Diego County Water Authority**

## SUMMARY OF FORMAL BOARD OF DIRECTORS' MEETING OCTOBER 27, 2022

1. Monthly Treasurer's Report on Investments and Cash Flow.  
The Board noted and filed the Treasurer's report.
2. Establish 2023 Board meeting dates.  
The Board approved combining the November and December Board meeting dates to November 16, 2023, and approved the 2023 Board meeting dates calendar.
3. Financial Strategy Work Group's Recommendation to Amend the Permanent Special Agricultural Water Rate (PSAWR) Calculation Methodology.  
The Board approved the Financial Strategy Work Group's (FSWG) recommendation to implement, effective January 1, 2023, a bifurcated local supply adjustment to enable PSAWR participating agencies the ability to prescribe how their local supply is allocated under the program.
4. Project Labor Agreement for Water Authority Capital Improvement Program.  
The Board approved the proposed Project Labor Agreement (PLA) negotiated by the Water Authority and the San Diego Building Trades Council; and determined that the approved PLA applies to the Capital Improvement Program (CIP) projects as listed in attachment 2 of the board memo.
5. Professional Services Agreement with Mission Resource Conservation District for WaterSmart Field Services.  
The Board authorized the General Manager to execute a three-year professional services agreement with Mission Resource Conservation District in an amount not to exceed \$200,000 for administration of the WaterSmart Field Services Program through October 31, 2025, with an option for a two-year extension.
6. Assembly Bill 361 Continued Determination Acknowledging the Governor of the State of California's Proclamation of a State of Emergency and of Remote Teleconference Meetings of the Legislative Bodies of San Diego County Water Authority due to the Emergency Pursuant to Brown Act Provisions.  
The Board acknowledged the Governor's proclaimed State of Emergency, and approved continuing remote teleconference meetings of the legislative bodies of San Diego County Water Authority due to the emergency pursuant to Brown Act after reconsidering the circumstances and finding that state or local officials continue to impose or recommend measures to promote social distancing.
7. Notice of Biennial Review of Representatives to the Metropolitan Water District of Southern California.  
The Board approved MWD Delegates representatives Lois Fong-Sakai, Marty Miller, Tim Smith, and Gail Goldberg for the next two years.
8. Director Reappointment.  
The Board confirmed the reappointment of Consuelo Martinez representing the City of Escondido. Term ending October 18, 2028.



Our Region's Trusted Water Leader  
**San Diego County Water Authority**

9. Approval of Minutes.

The Board approved the minutes of the Formal Board of Directors' meeting of September 22, 2022.





## STAFF REPORT

**Agenda Item: 10.A**

**Board Meeting Date: November 2, 2022**  
**Prepared By: Lisa Soto**  
**Approved By: Brett Hodgkiss**

SUBJECT: REPORTS ON MEETINGS AND EVENTS ATTENDED BY DIRECTORS

SUMMARY: Directors will present brief reports on meetings and events attended since the last Board meeting.



**STAFF REPORT**

**Agenda Item: 10.B**

**Board Meeting Date: November 2, 2022**  
**Prepared By: Lisa Soto**  
**Approved By: Brett Hodgkiss**

**SUBJECT:** SCHEDULE OF UPCOMING MEETINGS AND EVENTS

**SUMMARY:** The following is a listing of upcoming meetings and events. Requests to attend any of the following events should be made during this agenda item.

	<b>SCHEDULE OF UPCOMING MEETINGS AND EVENTS</b>	<b>ATTENDEES</b>
<b>1 *</b>	<b>Vista Chamber Government Affairs</b> <i>Nov. 3, 2022; Noon-1:30 p.m.; The Film Hub, Vista</i> <i>Registration deadline: None.</i>	Kuchinsky ◊
<b>2 *</b>	<b>Council of Water Utilities Meeting</b> <i>Nov. 15, 2022, 8:00 a.m.–9:30 a.m.; Four Points Sheraton, San Diego</i> <i>Registration deadline: TBD</i>	Vásquez
<b>3 *</b>	<b>CSDA Quarterly Meeting</b> <i>Nov. 17, 2022, 6:00 p.m.; The Butcher Shop Steakhouse, Kearny Mesa</i> <i>Registration deadline: 11/10/2022</i>	Miller Vásquez
<b>4</b>	<b>ACWA Fall Conference</b> <i>Nov. 29-Dec. 1, 2022; Indian Wells</i> <i>Registration deadline: 11/11/2022</i>	Miller (R, H) MacKenzie (R, H) Sanchez (R, H) Vásquez (R, H) Kuchinsky (T, R, H)
<b>5 *</b>	<b>Vista Chamber Government Affairs</b> <i>Dec. 1, 2022; Noon-1:30 p.m.; The Film Hub, Vista</i> <i>Registration deadline: None.</i>	
<b>6</b>	<b>Colorado River Water Users Association Conference (CRWUA)</b> <i>Dec. 14-16, 2022; Las Vegas</i> <i>Registration deadline: 11/30/2022</i>	Miller (R, H) MacKenzie (R, H) Sanchez (R, H) Vásquez (R, H) Kuchinsky (T, H)
<b>7</b>	<b>Urban Water Spring 2023 Virtual Conference (Urban Water Institute)</b> <i>Feb. 22-24, 2023; Hilton Palm Springs</i> <i>Early Bird Registration deadline: 1/22/2023</i>	
<b>8</b>	<b>ACWA Spring Conference</b> <i>May 9-11, 2023; Monterey</i> <i>Registration deadline: TBD</i>	
<b>9</b>	<b>Special Districts Legislative Days (CSDA)</b> <i>May 16-17, 2023; Sheraton Grand Sacramento Hotel; Sacramento</i> <i>Registration deadline: TBD</i>	

\* Non-per diem meeting except when serving as an officer of the organization

The following abbreviations indicate arrangements that have been made by staff:

**R**=Registration; **H**=Hotel; **A**=Airline; **S**=Shuttle; **C**=Car; **T**=Tentative; ◊=Attendee to Self-Register



**STAFF REPORT**

**Board Meeting Date: November 2, 2022**  
**Prepared By: Brett Hodgkiss**

SUBJECT: ITEMS FOR FUTURE AGENDAS AND/OR PRESS RELEASES

SUMMARY: This item is placed on the agenda to enable the Board to identify and schedule future items for discussion at upcoming Board meetings and/or identify press release opportunities.

*Staff-generated list of tentative items for future agendas:*

- Board President and First Vice-President selection procedures (November)
- Fallbrook Public Utility District/Rainbow Municipal Water District detachment (November)
- Wildfire Resiliency
- Long-term Harmful Algal Blooms mitigation and management methods
- Rename Edgehill Reservoir after former Director Paul Dorey





## STAFF REPORT

Agenda Item: 12

Board Meeting Date: November 2, 2022  
Prepared By: Lisa Soto

SUBJECT: COMMENTS BY DIRECTORS

SUMMARY: This item is placed on the agenda to enable individual Board members to convey information to the Board and the public not requiring discussion or action.



## STAFF REPORT

**Agenda Item: 13**

**Board Meeting Date: November 2, 2022**  
**Prepared By: Brett Hodgkiss**

SUBJECT: COMMENTS BY GENERAL COUNSEL

SUMMARY: Informational report by the General Counsel on items not requiring discussion or action.



**Agenda Item: 14**

**STAFF REPORT**

**Board Meeting Date: November 2, 2022**  
**Prepared By: Brett Hodgkiss**

SUBJECT: COMMENTS BY GENERAL MANAGER

SUMMARY: Informational report by the General Manager on items not requiring discussion or action.



NOTICE OF ADJOURNED MEETING  
OF THE BOARD OF DIRECTORS OF THE  
VISTA IRRIGATION DISTRICT

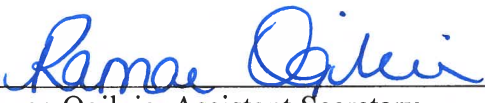
A REGULAR MEETING OF THE BOARD OF DIRECTORS OF VISTA IRRIGATION DISTRICT, HELD ON NOVEMBER 2, 2022 WAS ADJOURNED UNTIL 9:00 AM, WEDNESDAY, NOVEMBER 16, 2022 AT THE OFFICE OF THE VISTA IRRIGATION DISTRICT, 1391 ENGINEER STREET, VISTA, CALIFORNIA.

\* \* \* \* \*

AFFIDAVIT OF POSTING ORDER OF ADJOURNMENT OF MEETING

STATE OF CALIFORNIA )  
COUNTY OF SAN DIEGO )

I, Ranae Ogilvie, hereby certify that I am the duly appointed, qualified Assistant Secretary of the Board of Directors of Vista Irrigation District; that the foregoing is duly noted in the Minutes of said Regular Meeting of the Board of Directors of Vista Irrigation District; that said Regular Board Meeting was ordered adjourned to the time and place above specified; and that I posted a copy of this order of adjournment near the public entrance to the Board Room at the offices of the District.

  
\_\_\_\_\_  
Ranae Ogilvie, Assistant Secretary  
Board of Directors  
Vista Irrigation District

POSTED: November 2, 2022