



*Dedicated to
Satisfying our Community's
Water Needs*

**AGENDA
MESA WATER DISTRICT
BOARD OF DIRECTORS
Tuesday, November 15, 2022
1965 Placentia Avenue, Costa Mesa, CA 92627
3:30 p.m. Adjourned Regular Board Meeting**

BOARD OF DIRECTORS COMMITTEE MEETING

CALL TO ORDER

PLEDGE OF ALLEGIANCE

PUBLIC COMMENTS

Items Not on the Agenda: Members of the public are invited to address the Board regarding items which are not appearing on the posted agenda. Each speaker shall be limited to three minutes. The Board will set aside 30 minutes for public comments for items not appearing on the posted agenda.

Items on the Agenda: Members of the public shall be permitted to comment on agenda items before action is taken, or after the Board has discussed the item. Each speaker shall be limited to three minutes. The Board will set aside 60 minutes for public comments for items appearing on the posted agenda.

ITEMS TO BE ADDED, REMOVED, OR REORDERED ON THE AGENDA

At the discretion of the Board, all items appearing on this agenda, whether or not expressly listed as an Action Item, may be deliberated and may be subject to action by the Board.

CONSENT CALENDAR ITEMS:

Approve all matters under the Consent Calendar by one motion unless a Board member, staff, or a member of the public requests a separate action.

1. Receive and file the Water Quality Call Report.
2. Receive and file the Accounts Paid Listing.
3. Receive and file the Orange County Update.
4. Receive and file the Fiscal Year 2023 First Quarter Financial Update.
5. Authorize President Marice H. DePasquale as the voting delegate for the vote on proposed Amended and Restated Bylaws of the Association of California Water Agencies.

PRESENTATION AND DISCUSSION ITEMS:

6. FISCAL YEAR 2022 ENVIRONMENTAL, HEALTH AND SAFETY PROGRAM AUDIT:

Recommendation: Receive the presentation.



ACTION ITEMS:

7. FEDERAL GOVERNMENT ADVOCACY CONSULTING SERVICES:

Recommendation: Award a one-year contract to [Van Scoyoc Associates, Inc.](#) for \$135,000 to provide Federal Government Advocacy Consulting Services.

8. CONFLICT OF INTEREST CODE:

Recommendation: Adopt Resolution No. 1571 Amending its Conflict of Interest Code Superseding Resolution No. 1535.

REPORTS:

9. REPORT OF THE GENERAL MANAGER

10. DIRECTORS' REPORTS AND COMMENTS

INFORMATION ITEMS:

11. FISCAL YEAR 2022 ANNUAL REIMBURSEMENT REPORT

12. OTHER (NO ENCLOSURE)

CLOSED SESSIONS:

13. CONFERENCE WITH CYBER SECURITY CONSULTANT PURSUANT TO CALIFORNIA GOVERNMENT CODE SECTION 54957 (a):

The Board will meet in Closed Session with its cyber security consultant concerning cyber security risks and protections.

14. CONFERENCE WITH GENERAL LEGAL COUNSEL – ANTICIPATED LITIGATION:

Initiation of litigation pursuant to California Government Code Section 54956.9 (d)(4)
Number of Cases: 1

15. CONFERENCE WITH LABOR NEGOTIATOR PURSUANT TO CALIFORNIA GOVERNMENT CODE 54957.6:

District Negotiator: General Manager
Employee Organization: Represented and Non-Represented Employees

16. PURSUANT TO CALIFORNIA GOVERNMENT CODE SECTION 54957.6:

Public Employee Performance Evaluation
Title: General Manager



ACTION ITEMS (CONT.):

17. ANNUAL PERFORMANCE EVALUATION FOR THE GENERAL MANAGER:

Recommendation: Take action as the Board desires.

In compliance with California law and the Americans with Disabilities Act, if you need disability-related modifications or accommodations, including auxiliary aids or services in order to participate in the meeting, or if you need the agenda provided in an alternative format, please call the District Secretary at (949) 631-1205. Notification 48 hours prior to the meeting will enable Mesa Water District (Mesa Water®) to make reasonable arrangements to accommodate your requests.

Members of the public desiring to make verbal comments using a translator to present their comments into English shall be provided reasonable time accommodations that are consistent with California law.

Agenda materials that are public records, which have been distributed to a majority of the Mesa Water Board of Directors (Board), will be available for public inspection at the District Boardroom, 1965 Placentia Avenue, Costa Mesa, CA and on Mesa Water's website at www.MesaWater.org. If materials are distributed to the Board less than 72 hours prior or during the meeting, the materials will be available at the time of the meeting.

**ADJOURN TO A REGULAR BOARD MEETING SCHEDULED FOR WEDNESDAY,
DECEMBER 14, 2022 AT 4:30 P.M.**

Water Quality Call Report October 2022

- Date:** 10/6/2022
Source: Phone
Address: 626 Shasta
Description: Customer reported discolored water.
Outcome: Sediments in the line were possibly due to the repair of a service line leak on Shasta earlier in the day. Staff advised the customer to flush the water and it cleared up.
- Date:** 10/11/2022
Source: Phone
Address: 1111 South Coast Drive
Description: Customer had questions about how the water is treated and why the water is hard.
Outcome: Assured customer that the water meets all state and federal drinking standards. Explained to her about Mesa Water's comprehensive water monitoring program. Also let her know that groundwater has natural mineral content that contributes to hard water but is not harmful.
- Date:** 10/11/2022
Source: Phone
Address: Orange County Fairgrounds Equestrian Center
Description: Caller is a horse trainer at the Orange County Fairgrounds Equestrian Center. They have multiple horses with stomach issues and the Veterinarian suggested she call to see if Mesa Water has changed the treatment process of the water in the past two weeks.
Outcome: Checked the water quality data at the two sampling stations closest to the Fairgrounds and bacteriological results have been negative for total coliform, and chlorine residual has been within normal range. Called customer back and assured her the water coming into the Fairgrounds meets all drinking water standards. Also explained to customer that there are internal pipes at the Fairgrounds that are privately owned. Customer will check with the Fairgrounds and see if they do any internal water quality monitoring.

Date: 10/12/2022
Source: Phone
Address: 1681 Labrador Drive
Description: Customer asked what can be done about hard water.

Outcome: Assured customer the water meets all state and federal drinking water standards. Hard water is due to natural mineral content in the water and can be removed with a water softener system. Provided customer with the range and average groundwater hardness level.

Date: 10/13/2022
Source: Phone/Visit
Address: 2017 Swan Drive
Description: Customer reported the water not tasting good and periodically has chlorine odor and sulfur odor.

Outcome: Customer was not home when staff arrived for scheduled field visit. Water from the front hose bib was checked and there was no odor. Tried calling customer several times and left voice messages. Have not heard back from customer.

Date: 10/13/2022
Source: Phone/Visit
Address: 995 Mission Drive, #3
Description: Apartment manager called saying the tenant in the apartment unit above hers reported water leaving a black film/residue on the dishes after washing and drying. The manager has not experienced any black residue.

Outcome: The water from the front hose bib and the customer's kitchen sink were clear and absent of any black substance or film. The toilet tanks were checked and there were no signs of any black residue. Both water samples were also brought back to the Water Quality lab to be filtered and there were no black particles or residue seen. The apartment manager surveyed other tenants in the same building and no one had experienced the black residue on dishes. The issue appears to be localized to the one tenant and does not appear to be water related.

Date: 10/14/2022
Source: Phone/Visit
Address: 3244 Iowa Street
Description: Customer reported a funny odor coming from the kitchen and bathroom sink areas while water is running and when it's not running.

Outcome: No color or odor was detected from the front hose bib water. The chlorine, pH, and temperature were within normal range. The water samples from internal fixtures of concern were also absent of color and odor. Assured customer the water meets all state and federal drinking water standards. The odor appears to be an internal issue possibly with the plumbing and customer will investigate further.

Date: 10/17/2022

Source: Phone/Visit

Address: 631 Skyview

Description: Customer called to report discolored water coming from all internal fixtures.

Outcome: The water was slightly discolored at the front hose bib as well as from the inside faucets. The nearby hydrant was flushed until the water cleared up and then the internal pipes were flushed until clear. The discolored water may have resulted from the recent valve exercising in the area.

Date: 10/17/2022

Source: Phone/Visit

Address: 2982 Lumiere Drive

Description: The customer reported having brown residue coming from the water and it was staining his fixtures.

Outcome: Customer showed staff an electric toothbrush holder with hard water stains and a dishwasher vent that was dirty with mold. The water from the front bathroom, which was the nearest sampling point to the meter was clear and absent of any color or sediment. Water from the kitchen sink was also clear. Both samples had normal chlorine residual, pH and temperature. The samples were brought back to the Water Quality lab to filter and observe. Nothing was seen on the filter and the customer was assured that the water meets all state and federal drinking water standards.

Date: 10/18/2022

Source: Phone/Visit

Address: 316 Magnolia

Description: Customer called to report sand in the toilet tank and bowl.

Outcome: Water from the outside hose bib and bathroom sink were checked and both were clear with no sand deposits. Chlorine, pH, and temperature were within normal range. Customer said the sand recently cleared up and the toilet was leaking and needs repair. There was no recent Mesa Water field work in the area.

Payment Listing by Class

10/1/2022 - 10/31/2022

Vendor Name	Check #/Count	Payment Date	Invoice Number	Invoice Description	Payment Amount
ROSANNA INC DBA AVENUE OF THE ARTS HOTEL	000007471	10/20/22	9081	MESAWATER LUNCHEON	\$6,806.08
	1				\$6,806.08
Solve the Water Crisis	000007475	10/20/22	1002	Req: 4528	\$15,000.00
	1				\$15,000.00
ZAYO GROUP LLC	000007490	10/20/22	2022100035347	AWS CIRCUIT OCT 2022	\$2,166.02
	1				\$2,166.02
Total	3				\$23,972.10
CAPITAL					
BUTIER CONSULTING ENGINEERS	000007321	10/07/22	B026 MWD	M18-100 CRODDY & CHANDLER	\$94,705.34
	000007381	10/13/22	660941940-00001	M18-100 CRODDY & CHANDLER	\$28,642.38
		10/13/22	C011 MWD	M21-250A1 AUGUST 2022	\$44,302.01
		10/13/22	B025 MWD	M18-100 CHANDLER & CRODDY	\$85,127.09
	000007447	10/20/22	C012 MWD	M21-250A1 CONSULTING	\$32,967.00
	3				\$285,743.82
CAROLLO ENGINEERS	000007395	10/13/22	FB26804	GIS & HYDRAULIC MODELING	\$3,443.00
	1				\$3,443.00
CDM SMITH, INC	000007334	10/07/22	90157589	M21-220A CONSULTING	\$1,597.75
	000007396	10/13/22	90162081	M21-220C AUG 28 - OCT 1	\$21,950.63
	2				\$23,548.38
FENCE MENDERS	000007456	10/20/22	15888	REPAIRS	\$600.00
	1				\$600.00
FERREIRA COASTAL CONSTRUCTION CO.	000007439	10/20/22	10	M18-100 CONSULTING	\$167,283.12
	1				\$167,283.12
GATEWAY PACIFIC CONTRACTORS, INC.	000007325	10/07/22	08RET	M18-100 CHANDLER & CRODDY	\$42,985.00
		10/07/22	10RET	M18-100 CHANDLER & CRODDY	\$40,781.00
		10/07/22	14R	M18-100 CHANDLER CRODDY	\$50,649.57

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10/1/2022 - 10/31/2022

Vendor Name	Check #/Count	Payment Date	Invoice Number	Invoice Description	Payment Amount
GATEWAY PACIFIC CONTRACTORS, INC.	000007325	10/07/22	02RET	M18-100 CHANDLER & CRODDY	\$8,143.50
		10/07/22	03RET	M18-100 CHANDLER & CRODDY	\$32,849.38
		10/07/22	06RET	M18-100 CHANDLER & CRODDY	\$16,162.10
		10/07/22	05RET	M18-100 CHANDLER & CRODDY	\$11,490.00
		10/07/22	07RET	M18-100 CHANDLER & CRODDY	\$42,135.50
		10/07/22	12RET	M18-100 CRODDY CHANDLER	\$50,413.86
		10/07/22	11RET	M18-100 CRODDY CHANDLER	\$89,654.00
		10/07/22	01RET	M18-100 CHANDLER & CRODDY	\$14,966.10
		10/07/22	04RET	M18-100 CHANDLER & CRODDY	\$7,945.62
		10/07/22	09RET	M18-100 CHANDLER & CRODDY	\$57,682.70
		10/07/22	13R	M18-100 CHANDLER & CRODDY	\$26,108.63
		10/07/22	15R	M18-100 CHANDLER & CRODDY	\$17,489.60
		000007492	10/27/22	16	M18-100 SEPT BILLING
					2
HAMEL CONTRACTING, INC.	0183721	10/25/22	10	M21-250A1 SEPT 2022	\$189,897.69
		10/25/22	9	M21-250A1	\$177,009.72
					1
TETRA TECH, INC	000007478	10/20/22	51947261	M21-220A	\$1,067.50
	000007535	10/27/22	51969979	M21-220A	\$3,445.00
		10/27/22	51969983	M21-220D	\$28,582.50
				2	\$33,095.00
Total CAPITAL	13				\$1,775,102.79
CHECK SIGNATURE EXEMPT					
SOUTHERN CALIFORNIA EDISON CO	000007380	10/13/22	050-608-2900 8 922	SEPTEMBER BILLING	\$206,347.46
				1	\$206,347.46
Total CHECK SIGNATURE EXEMPT	1				\$206,347.46

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10/1/2022 - 10/31/2022

Vendor Name	Check #/Count	Payment Date	Invoice Number	Invoice Description	Payment Amount
DEPARTMENT EXPENSE					
ACWA	000007552	10/27/22	INV011029	SPONSORSHIP	\$3,500.00
	1				\$3,500.00
ACWA JOINT POWERS INSURANCE AUTHORITY	000007491	10/27/22	112022	NOVEMBER 2022	\$138.04
		10/27/22	M001102722	AUTO & GENERAL LIABILITY	\$143,456.00
		10/27/22	093022	JULY - SEPT 22 WORKER COMP	\$31,706.84
	1				\$175,300.88
CA DEPT OF PUBLIC HEALTH	000007449	10/20/22	10-12-22	Req: 4597	\$53.00
	1				\$53.00
CALPERS BENEFIT PAYMENTS	CASH	10/04/22	CHECK 83122	CHECK 83122	\$37,951.72
		10/05/22	CHECK 91422	CHECK DATE 91422	\$37,150.46
		10/24/22	16918698	CALPERS UNFUNDED CLASS	\$90,380.00
		10/11/22	16905138	CALPERS PA HEALTH	\$6,784.33
		10/21/22	16952622	UNFUNDED LIABILITY CLASSIC	\$90,380.00
		10/21/22	16952627	UNFUNDED LIABILITY PEPRA	\$623.92
		10/11/22	16938664	CALPERS HEALTH	\$58,229.55
		10/17/22	92822	CHECK DATE 92822	\$37,795.55
		10/26/22	101222	CHECK DATE 101222	\$36,679.07
	1				\$395,974.60
G&W TOWING	000007405	10/13/22	457521	TOWING	\$300.00
		10/13/22	457537	TOWING	\$450.00
		10/13/22	457536	TOWING	\$250.00
	1				\$1,000.00
GUARDIAN	000007343	10/07/22	00 430941 OCT 22	OCTOBER	\$4,752.37
	000007514	10/27/22	00 430941 NOV22	NOVEMBER PREMIUM	\$5,194.66
	2				\$9,947.03
HOOVER PRINTING	000007410	10/13/22	98633	NEWSLETTER SEPT & OCT	\$3,275.60
	1				\$3,275.60
INTERNATIONAL FOUNDATION OF EMPLOYEE BENEFIT PLANS	000007461	10/20/22	INV-660596-Y1T1X3	Req: 4565	\$325.00
	1				\$325.00

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Vendor Name	Check #/Count	Payment Date	Invoice Number	Invoice Description	Payment Amount
ORANGE COUNTY EMPLOYEES ASSN	000007419	10/13/22	91422	CHECK DATE 9.14.22	\$295.20
		10/13/22	101222	CHECK DATE 10.12.22	\$295.20
		10/13/22	92822	CHECK DATE 9.28.22	\$295.20
	1				\$885.60
SOUTHERN CA PUB LABOR RELATIONS COUNCIL	000007473	10/20/22	2022/2023	Req: 4572	\$300.00
	1				\$300.00
TASC	000007477	10/20/22	IN2522324	SEPTEMBER FEES	\$137.31
	1				\$137.31
TRACKER, A DIVISION OF C2, LLC	000007482	10/20/22	22-0000-186-Q2	CONSULTING	\$1,500.00
	1				\$1,500.00
ULTIMATE STAFFING SERVICES	000007540	10/27/22	14251971	TEMP LABOR	\$649.60
	1				\$649.60
VISION SERVICE PLAN - (CA)	000007545	10/27/22	816332134 1122	NOVEMBER BILLING	\$1,143.89
	1				\$1,143.89
VISTA DEL VERDE LANDSCAPE	000007366	10/07/22	36779	REPAIRS	\$616.92
		10/07/22	36993	REPAIRS	\$4,550.00
		10/07/22	36978	REPAIRS	\$1,118.30
	1				\$6,285.22
Total DEPARTMENT EXPENSE	16				\$600,277.73
DIRECTOR CHECKS					
FRED BOCKMILLER	CASH	10/12/22	101222	MILEAGE	\$17.25
	1				\$17.25
JAMES FISLER	CASH	10/12/22	101222	MILEAGE	\$21.25
	1				\$21.25
MARICE DEPASQUALE	CASH	10/12/22	101222	CONFERENCE	\$1,268.93
	1				\$1,268.93
Total DIRECTOR CHECKS	1				\$1,307.43
EMPLOYEE CHECKS					
ALONZO ALATORRE	CASH	10/12/22	101222	EDUCATION	\$651.64
	1				\$651.64
ANDREW WIESNER	CASH	10/12/22	101222	ACWA SPRING CONFERENCE	\$1,833.66
	1				\$1,833.66
MARWAN KHALIFA	CASH	10/12/22	101222	HARRIS CONFERENCE	\$1,204.09

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Vendor Name	Check #/Count	Payment Date	Invoice Number	Invoice Description	Payment Amount
	1				\$1,204.09
STACIE SHEEK	CASH	10/12/22	101222	CONFERENCE	\$473.92
	1				\$473.92
Total EMPLOYEE CHECKS	1				\$4,163.31
FINANCIAL OBLIGATIONS					
US BANK	000007428	10/13/22	6602890	COPS ADMIN FEES	\$4,400.00
	1				\$4,400.00
Total FINANCIAL OBLIGATIONS	1				\$4,400.00
GENERAL AND ADMINISTRATIVE					
24 CARROTS CATERING	000007434	10/13/22	105261	PKD BREAKFAST	\$669.99
		10/13/22	103964	GALLUP POLL REFRESHMENT	\$415.68
	1				\$1,085.67
360 BC GROUP INC.	000007393	10/13/22	30335	WEBSITE MAINTENANCE	\$2,000.00
	000007446	10/20/22	30387	MAINTENANCE	\$2,000.00
		10/20/22	30359	JUNE - MAY 2023 RETAINER	\$2,000.00
	2				\$6,000.00
ACCO ENGINEERED SYSTEMS, INC.	000007329	10/07/22	20298566	REPAIRS	\$298.16
		10/07/22	20298369	REPAIRS	\$775.50
		10/07/22	2028370	REPAIRS	\$1,664.00
		10/07/22	20312902	REPAIRS	\$352.50
		10/07/22	20299437	REPAIRS	\$2,566.00
	1				\$5,656.16
ADVANCED CHEMICAL TRANSPORT, INC.	000007330	10/07/22	433802	WASTE REMOVAL	\$322.51
		10/07/22	433803	WASTE REMOVAL	\$322.51
	000007387	10/13/22	437694	HAZARD WASTE TRANSPORT	\$240.00
		10/13/22	437121	HAZARD WASTE TRANSPORT	\$1,152.18
		10/13/22	437693	HAZARD WASTE TRANSPORT	\$240.00
		10/13/22	437117	HAZARD WASTE TRANSPORT	\$1,356.00
	2				\$3,633.20
AGNEW MULTILINGUAL	000007494	10/27/22	20047	TRANSLATION	\$250.00
	1				\$250.00

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Vendor Name	Check #/Count	Payment Date	Invoice Number	Invoice Description	Payment Amount
ALAN'S LAWNMOWER & GARDEN CENTER	000007390	10/13/22	1118868	SUPPLIES	\$1,745.73
	000007495	10/27/22	1122017	HONDA GENERAL PUMPS	\$1,989.22
	2				\$3,734.95
APOLLO PRINTING & GRAPHICS	000007443	10/20/22	277005	BUSINESS CARDS	\$53.88
		10/20/22	277101	BUSINESS CARDS	\$53.88
	1				\$107.76
AT&T MOBILITY	000007497	10/27/22	287306005081X 1015202	2873060050811022	\$238.64
	1				\$238.64
ATKINSON, ANDELSON, LOYA, RUUD & ROMO	000007332	10/07/22	660315	LEGAL FEES	\$17,701.44
	000007445	10/20/22	662773	LEGAL FEES	\$11,607.52
	2				\$29,308.96
B&A ENGINEERING SYSTEM, LLC	000007549	10/27/22	CHEQ00099008 044	10604421 Overpayment	\$279.80
	1				\$279.80
BABAK KASHANI	000007328	10/07/22	CHEQ00099008 037	07107700 Cheque Deposits 07107	\$18.02
	1				\$18.02
BIG BEN INC.	000007320	10/07/22	2	M21-220C - VALVE REPLACEMENT	\$200,497.50
	1				\$200,497.50
BRENDA DEELEY PR LLC	000007394	10/13/22	1478	SEPTEMBER CONSULTING	\$8,550.00
	1				\$8,550.00
BROWN & CALDWELL	000007333	10/07/22	12455754	M21-270 AUGUST 2022	\$11,331.95
		10/07/22	12456085	M21-270 THROUGH AUGUST 25 22	\$5,728.95
	000007435	10/13/22	12459046	M21-210B2 CONSULTING	\$3,133.00
	000007499	10/27/22	12459903	AUGUST 26 - SEPT 29 2022	\$3,373.67
		10/27/22	12448037	DROUGHT PROGRAM	\$2,237.67
		10/27/22	12452823	M21-210B2	\$4,989.75
	3				\$30,794.99
CANON FINANCIAL SERVICES, INC.	000007500	10/27/22	29368268	MONTHLY CHARGES	\$2,000.93
	1				\$2,000.93
CARL SLANEY	000007550	10/27/22	CHEQ00099008 045	03228200 Cheque Deposits 03228	\$27.23

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10/1/2022 - 10/31/2022

Vendor Name	Check #/Count	Payment Date	Invoice Number	Invoice Description	Payment Amount
	1				\$27.23
CCS ORANGE COUNTY JANITORIAL INC.	000007448	10/20/22	569879	OCTOBER SERVICES	\$4,091.02
		10/20/22	81189339	CONSUMABLES	\$546.62
	1				\$4,637.64
CERTIF-A-GIFT	000007397	10/13/22	1873566	SERVICE PROMO	\$404.07
	1				\$404.07
CHARLES L. SWEAZY	000007415	10/13/22	28117	SERVICE CALL	\$207.50
	1				\$207.50
CHARTER COMMUNICATIONS HOLDINGS, LLC	000007501	10/27/22	120198601100122	120198601 SEPT 22	\$1,370.43
	1				\$1,370.43
COASTAL OCCUPATIONAL MEDICAL GROUP DBA AKESO OCCUPATIONAL HEALTH	000007389	10/13/22	334435	MEDICAL SERVICES	\$1,203.43
	1				\$1,203.43
COLLICUTT ENERGY SERVICES	000007398	10/13/22	73648	WELL 3 REPAIR	\$897.25
	1				\$897.25
DCK, LLC	000007548	10/27/22	CHEQ00099008046	02020700 Overpayment	\$61.03
	1				\$61.03
DENNIS D ROCK CONSTRUCTION (1ST ALERT)	000007502	10/27/22	22127	REPAIRS	\$409.83
	1				\$409.83
DEREK GIVENS	000007327	10/07/22	CHEQ00099008034	00701901 Overpayment	\$48.28
	1				\$48.28
EAN SERVICES LLC	000007399	10/13/22	30767516	7/13 - 8/13 LICENSE 38807C3	\$2,264.51
		10/13/22	31036899	8/12 - 9/11 LICENSE 38807C3	\$2,264.51
	1				\$4,529.02
EASI FILE CORPORATION	000007451	10/20/22	85422	Req: 4603	\$196.91
	1				\$196.91
ECAMSECURE	000007452	10/20/22	891305	M21-250A1	\$285.54
	000007505	10/27/22	876675	M21-250A1 AUGUST	\$289.52
		10/27/22	876674	M21-250A1 AUGUST	\$285.54
		10/27/22	891306	M21-250A1 SEPTEMBER	\$289.52
	2				\$1,150.12

Payment Listing by Class

10/1/2022 - 10/31/2022

Vendor Name	Check #/Count	Payment Date	Invoice Number	Invoice Description	Payment Amount
ELAN ONE	CASH	10/03/22	092522	SEPT CHARGES	\$9,213.31
1					\$9,213.31
EMPOWER	CASH	10/04/22	CHECK 92822 401A	CHECK DATE 92822 401A	\$568.36
		10/17/22	CHECK 101222 CONT	CHECK DATE 101222 CONT	\$20,229.75
		10/17/22	CHECK 101222 401A	CHECK DATE 101222 401A	\$568.36
		10/17/22	CHECK 101222 MATCH	CHECK DATE 101222 MATCH	\$8,642.11
		10/04/22	CHECK 92822 CONT	CHECK 9.28.22 CONTRIBUTION	\$22,441.75
		10/31/22	CHECK 102622 CONT	CHECK 102622 CONTRIBUTION	\$19,929.45
		10/04/22	CHECK 92822 MATCH	CHECK DATE 92822 MATCH	\$7,882.42
1					\$80,262.20
ENTERPRISE FM TRUST	000007339	10/07/22	FBN4560849	SEPTEMEBER	\$1,025.68
	000007454	10/20/22	FBN4582792	OCT CHARGES	\$1,025.68
2					\$2,051.36
ENVIRONMENTAL SYSTEMS RESEARCH INSTITUTE, INC.	000007506	10/27/22	94345835	ANNUAL SUBSCRIPTION	\$3,000.00
1					\$3,000.00
ESTANCIA BOOSTERS	000007507	10/27/22	93022	SPONSORSHIP	\$500.00
1					\$500.00
FM THOMAS AIR CONDITIONING INC	000007457	10/20/22	44448	QUARTERLY MAINT	\$1,111.00
1					\$1,111.00
FRONTIER COMMUNICATIONS	000007403	10/13/22	2091515234081 794922	DDS LINE 9/13 - 10/12	\$109.96
	000007510	10/27/22	081794-5 1022	20915152340817945 1022	\$234.68
2					\$344.64
FULL CIRCLE RECYCLING	000007404	10/13/22	28021	AUGUST RECYCLING	\$133.50
		10/13/22	28115	SEPTEMBER RECYCLING	\$133.50
1					\$267.00
GEIGER	000007341	10/07/22	4889180	PROMO ITEMS	\$13,014.72
	000007406	10/13/22	4890631	PROMO ITEMS	\$4,074.95
		10/13/22	4893058	OFFICE SUPPLIES	\$1,084.14

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Vendor Name	Check #/Count	Payment Date	Invoice Number	Invoice Description	Payment Amount
GEIGER	000007511	10/27/22	4813161	PROMOTIONAL ITEMS	\$5,991.02
	3				\$24,164.83
GLOBAL EQUIPMENT COMPANY INC. DBA GLOBAL INDUSTRIAL	000007512	10/27/22	119693731	SUPPLIES	\$2,162.43
	1				\$2,162.43
HAPPY PHOTOS, INC	000007409	10/13/22	082022	PHOTOS- AUGUST 24	\$1,936.26
	1				\$1,936.26
IBI GROUP	000007346	10/07/22	10015308	M21-250A1 CONSULTING	\$13,309.52
	000007516	10/27/22	93022	M20-105 SEPT CONSULT	\$8,583.51
	2				\$21,893.03
INFOSEND INC	000007347	10/07/22	219146	CUSTOMER SVC BILLINGS	\$2,366.66
		10/07/22	219348	CUSTOMER SVC BILLINGS	\$1,985.76
		10/07/22	220373	CUSTOMER SVC BILLINGS	\$543.72
	000007411	10/13/22	220904	CUSTOMER SVC BILLING	\$1,751.43
		10/13/22	220626	CUSTOMER SVC BILLING	\$4,307.49
	000007460	10/20/22	221147	CUSTOMER SERVICE BILLING	\$2,638.83
	3				\$13,593.89
JOHN ROBINSON CONSULTING, INC.	000007412	10/13/22	MW201901-42	SEPTEMBER CONSULTING	\$12,900.00
		10/13/22	MW201901-40	AUGUST CONSULTING	\$13,200.00
	1				\$26,100.00
JULIE BELL	000007382	10/13/22	CHEQ00099008 038	04803900 Cheque Deposits 04803	\$70.69
	1				\$70.69
KENNETH BOYD	000007375	10/07/22	CHEQ00099008 036	04013901 Overpayment	\$697.49
	1				\$697.49
KLEEN KRAFT SERVICES	000007413	10/13/22	1118259	MATS, TOWELS, UNIFORMS	\$489.02
		10/13/22	1117598	MATS, TOWELS, UNIFORMS	\$489.02
	000007517	10/27/22	1118927	UNIFORMS, MATS, TOWELS	\$489.02

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Vendor Name	Check #/Count	Payment Date	Invoice Number	Invoice Description	Payment Amount
KLEEN KRAFT SERVICES	000007517	10/27/22	1119587	UNIFORMS, MATS, TOWELS	\$489.02
	2				\$1,956.08
KURTIS WADE	000007383	10/13/22	CHEQ00099008 041	09513900 Cheque Deposits 09513	\$110.72
	1				\$110.72
LA CONSULTING INC	000007462	10/20/22	0015417	CONSULTING	\$726.00
	1				\$726.00
LANCE, SOLL, & LUNGHARD LLP	000007518	10/27/22	52203	2022 CONSULTING	\$20,202.00
	1				\$20,202.00
LEICA GEOSYSTEMS SOLUTION CENTER	000007463	10/20/22	3570954	SUPPLIES	\$145.46
	1				\$145.46
LIFECOM, INC.	000007352	10/07/22	2097685-IN	CALIBRATION	\$65.00
		10/07/22	2097687-IN	CALIBRATION	\$65.00
		10/07/22	2097686-IN	H2 SENSOR	\$438.80
	1				\$568.80
LMC COSTA MESA HOLDING, LP	000007386	10/13/22	CHEQ00099008 039	20074900 Cheque Deposits 20074	\$596.09
	1				\$596.09
LOOMIS ARMORED US, LLC DBA LOOMIS	000007464	10/20/22	13109383	SEPT TRANSPORT	\$126.79
	1				\$126.79
MARIBEL LARIOS DBA FIDUCIARY EXPERTS LLC	000007509	10/27/22	000113-R-0005	CONSULTING FEES	\$2,000.00
	1				\$2,000.00
MICHAEL BRICK	000007465	10/20/22	101422	Req: 4621	\$174.83
	1				\$174.83
MOUSE GRAPHICS	000007416	10/13/22	450421	DOOR HANGERS	\$880.32
	000007520	10/27/22	451613	PRINTING	\$880.32
		10/27/22	451684	PRINTING	\$155.81
	2				\$1,916.45
NATURE'S IMAGE, INC.	000007326	10/07/22	CHEQ00099008 033	20078300 Cheque Deposits 20078	\$1,111.79
	1				\$1,111.79
NEXTDAY DELIVERY SERVICE, LLC	000007436	10/13/22	806846	COURIER SERVICE	\$107.08
	1				\$107.08

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Vendor Name	Check #/Count	Payment Date	Invoice Number	Invoice Description	Payment Amount
NICHOLAS KOON PHOTOGRAPHY	000007522	10/27/22	2209	REALTORS LUNCHEON	\$323.25
	1				\$323.25
NPG, INC.	000007384	10/13/22	CHEQ00099008042	20071700 Cheque Deposits 20071	\$1,076.74
	1				\$1,076.74
NTH GENERATION COMPUTING INC.	000007468	10/20/22	41386TM2	CYBER SECURITY	\$19,427.50
	1				\$19,427.50
OHLUND MANAGEMENT & TECHNICAL SERVICES, LLC	000007524	10/27/22	22-008	CONSULTING	\$3,825.00
	1				\$3,825.00
O'NEIL STORAGE #0481	000007356	10/07/22	2208048	STORAGE	\$153.89
	1				\$153.89
OPERATION CLEAN SLATE	000007525	10/27/22	1332	MAINTENANCE	\$795.00
	1				\$795.00
ORANGE COUNTY REGISTER	000007469	10/20/22	902780227 SEPT22	26 WEEK SUBSCRIPTION	\$95.95
	1				\$95.95
PODS ENTERPRISES, LLC.	000007421	10/13/22	PODS000044194	M21-250A1 RENTAL	\$418.08
		10/13/22	PODS000325383	M21-250A1 RENTAL	\$418.08
		10/13/22	PODS000535833	Receivings Transaction Entry	\$418.08
	1				\$1,254.24
PRECISION DIESEL	000007470	10/20/22	059518	REPAIRS	\$802.02
	1				\$802.02
PRECISION SECURITY SOLUTIONS DBA NATIONAL PROTECTIVE SERVICE	000007527	10/27/22	2022 - 0003	Receivings Transaction Entry	\$9,500.00
	1				\$9,500.00
QUADIENT FINANCE USA, INC	000007481	10/20/22	8077 3751SEPT	POSTAGE	\$447.14
	1				\$447.14
SANCON TECHNOLOGIES, INC.	000007551	10/27/22	CHEQ00099008043	20072200 Cheque Deposits 20072	\$1,217.00
	1				\$1,217.00
SCHOOL OUTFITTERS	000007529	10/27/22	INV13868876	CHAIRS	\$7,667.26
	1				\$7,667.26
SENTRIC INC	CASH	10/12/22	1276910	CHECK DATE 10.12.22	\$312.85
	1				\$312.85

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Vendor Name	Check #/Count	Payment Date	Invoice Number	Invoice Description	Payment Amount
SONSRAY MACHINERY	000007323	10/07/22	ESA000783-1	Receivings Transaction Entry	\$51,891.61
	1				\$51,891.61
SPARKS ENTERPRISES, LP	000007374	10/07/22	CHEQ00099008 032	30000899 Cheque Deposits 30000	\$136.38
	1				\$136.38
STAFFING SOLUTIONS	000007476	10/20/22	37560	LABOR	\$1,548.40
		10/20/22	37501	LABOR	\$1,548.40
		10/20/22	37674	LABOR	\$1,490.34
		10/20/22	37780	Receivings Transaction Entry	\$619.36
		10/20/22	37703	BUY OUT B KRUEGER	\$8,536.32
		10/20/22	37622	LABOR	\$1,238.72
		1			
THEODORE ROBINS FORD	000007360	10/07/22	C73535	REPAIRS UNIT 28	\$1,656.28
	000007424	10/13/22	C72935	MAINTENANCE	\$95.00
		10/13/22	C72947	MAINTENANCE	\$95.00
		10/13/22	C72938	MAINTENANCE	\$95.00
		10/13/22	C73415	MAINTENANCE	\$588.17
		10/13/22	C72944	MAINTENANCE	\$95.00
		10/13/22	C72943	MAINTENANCE	\$95.00
		10/13/22	C72942	MAINTENANCE	\$95.00
		10/13/22	C72940	MAINTENANCE	\$95.00
		10/13/22	C72948	MAINTENANCE	\$95.00
		10/13/22	C72946	MAINTENANCE	\$95.00
		10/13/22	C72939	MAINTENANCE	\$95.00
	10/13/22	C72941	MAINTENANCE	\$95.00	
	000007479	10/20/22	C72945	MAINTENANCE	\$95.00
	000007536	10/27/22	C74273	REPAIRS	\$2,433.47
		10/27/22	C74730	REPAIRS	\$90.13
4				\$5,908.05	
THEODORE ROWE	000007373	10/07/22	CHEQ00099008 035	02703100 Cheque Deposits 02703	\$255.10
	1				\$255.10
TIM HICKEY	000007385	10/13/22	CHEQ00099008 040	00108400 Cheque Deposits 00108	\$1.47
	1				\$1.47

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Vendor Name	Check #/Count	Payment Date	Invoice Number	Invoice Description	Payment Amount
TIM HOGAN GRAPHIC DESIGNS	000007480	10/20/22	6262	CONSUMER REPORT	\$774.72
	1				\$774.72
TIME WARNER CABLE	000007537	10/27/22	1048224101922	8448 40 087 1048224	\$2,248.00
		10/27/22	1774795100622	8448 40 087 1774795 OCT 22	\$107.98
	1				\$2,355.98
TONERTOWN	000007361	10/07/22	7837	OFFICE SUPPLIES	\$587.24
	1				\$587.24
TRUE NORTH RESEARCH, INC.	000007426	10/13/22	2758	OPINION SURVEY	\$34,875.00
	1				\$34,875.00
ULINE	000007539	10/27/22	154390974	SUPPLIES	\$807.18
	1				\$807.18
UNIVERSAL WASTE SYSTEMS, INC	000007542	10/27/22	0001719509	WASTE REMOVAL	\$126.79
	1				\$126.79
UNUM	000007544	10/27/22	0420560-001 6 1122	NOVEMBER BILLING	\$4,170.56
	1				\$4,170.56
VERIZON WIRELESS	000007364	10/07/22	9916397457	AUG / SEPT	\$134.52
	1				\$134.52
VORTEX INDUSTRIES, INC	000007367	10/07/22	09-1620797	REPAIRS	\$620.00
	1				\$620.00
WASTE MANAGEMENT OF OC	000007369	10/07/22	7957959-0149-0	TRASH REMOVAL	\$1,303.01
		10/07/22	7958519-0149-1	TRASH REMOVAL	\$581.25
	000007437	10/13/22	0421543-288-5	TRASH REMOVAL	\$1,403.65
	2				\$3,287.91
WATER RESEARCH FOUNDATION	000007370	10/07/22	0004022-2022-1	Req: 4515	\$12,342.00
	1				\$12,342.00
WE SAVE BEES	000007485	10/20/22	11062	BEE REMOVAL	\$225.00
	1				\$225.00
WESTERN EXTERMINATOR COMPANY	000007432	10/13/22	27003706	PEST CONTROL	\$101.00
	000007487	10/20/22	27003705	PEST CONTROL	\$100.75
	2				\$201.75
WILLIAMS SCOTSMAN INC.	000007372	10/07/22	9015039727	M21-250A1	\$4,567.33
	1				\$4,567.33
YORKE ENGINEERING, LLC	000007433	10/13/22	30947	AQ SUPPORT	\$1,529.50

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Vendor Name	Check #/Count	Payment Date	Invoice Number	Invoice Description	Payment Amount
YORKE ENGINEERING, LLC	000007489	10/20/22	30312	WATER QUALITY TESTING	\$4,341.50
		10/20/22	30625	WATER QUALITY TESTING	\$3,167.40
	2				\$9,038.40
Total GENERAL AND ADMINISTRATIVE	112				\$718,595.91
RETIREE CHECKS					
ART HERNANDEZ	000007392	10/13/22	202210	MONTHLY SUBSIDY	\$173.08
	1				\$173.08
COLEEN L MONTELEONE	000007335	10/07/22	202210	MONTHLY SUBSIDY	\$235.00
	1				\$235.00
DIANA LEACH	000007337	10/07/22	202201001	MONTHLY SUBSIDY	\$271.06
	1				\$271.06
LORI MULLER	000007353	10/07/22	20221001	MONTHLY SUBSIDY	\$88.83
	1				\$88.83
Total RETIREE CHECKS	4				\$767.97
VARIOUS					
AMAZON BUSINESS	000007331	10/07/22	1TG1-F7TF-QN4H	OFFICE SUPPLIES	\$4.78
		10/07/22	1KL-T4L3-WRPV	OFFICE SUPPLIES	\$15.08
		10/07/22	1KXX-GT73-791C	OFFICE SUPPLIES	\$149.63
		10/07/22	13XH-RNJC-C9Q7	OFFICE SUPPLIES	\$125.06
		10/07/22	1FV1-JYXN-7DTF	OFFICE SUPPLIES	\$17.23
	000007391	10/13/22	11XD-Y4KM-6PFM	OFFICE SUPPLIES	\$18.31
		10/13/22	1W1D-FHHR-T9FP	OFFICE SUPPLIES	\$74.79
		10/13/22	1XPP-GKLH-NVTK	OFFICE SUPPLIES	\$32.31
		10/13/22	1CHH-N7M9-H1JW	OFFICE SUPPLIES	\$59.76
		10/13/22	1QTM-77RH-Y19C	OFFICE SUPPLIES	\$19.38
		10/13/22	1VQV-F396-6173	OFFICE SUPPLIES	\$93.92
		10/13/22	1CJR-X1KR-376X	OFFICE SUPPLIES	\$83.46
		10/13/22	1MRT-J39K-9HFQ	OFFICE SUPPLIES	\$90.56

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Vendor Name	Check #/Count	Payment Date	Invoice Number	Invoice Description	Payment Amount	
AMAZON BUSINESS	000007391	10/13/22	11J3-6TRV-J4HT	OFFICE SUPPLIES	\$125.59	
		10/13/22	1YTK-D1G7-M9NQ	OFFICE SUPPLIES	\$134.67	
		10/13/22	1XP4-VPHN-DN7C	OFFICE SUPPLIES	\$34.44	
		10/13/22	19CM-RD9P-G19N	OFFICE SUPPLIES	\$849.08	
	000007441	10/20/22	14W6-M3XF-HVDD	OFFICE SUPPLIES	\$155.24	
		10/20/22	11FG-V7MJ-JGFJ	OFFICE SUPPLIES	\$112.70	
		10/20/22	1FR6-HCM7-MQ4J	OFFICE SUPPLIES	\$19.82	
		10/20/22	1N7W-7JGR-7LY3	OFFICE SUPPLIES	\$29.59	
		10/20/22	1FTC-VYCH-GFNV	OFFICE SUPPLIES	\$26.58	
		10/20/22	1L6C-DD3V-JYM4	OFFICE SUPPLIES	\$98.74	
		10/20/22	1X9K-HCRY-VGRY	OFFICE SUPPLIES	\$76.11	
		10/20/22	1PWT-L3XY-YTFF	OFFICE SUPPLIES	\$22.73	
		10/20/22	1NCN-X3P4-QMJX	OFFICE SUPPLIES	\$25.85	
		10/20/22	1N7W-7JGR-C6PW	OFFICE SUPPLIES	\$93.00	
		10/20/22	1PNF-TTMY-6M39	OFFICE SUPPLIES	\$29.00	
		10/20/22	1CMN-G9VM-YWH1	OFFICE SUPPLIES	\$16.37	
		10/20/22	1GC7-VHPH-93Q6	OFFICE SUPPLIES	\$27.40	
		10/20/22	1RFP-NCRW-HJNG	OFFICE SUPPLIES	\$122.96	
		10/20/22	1X9K-HCRY-4WDY	OFFICE SUPPLIES	\$481.63	
		10/20/22	1N7W-7JGR-J93P	OFFICE SUPPLIES	\$142.45	
		10/20/22	1HQL-T16V-9K7N	OFFICE SUPPLIES	\$19.38	
		10/20/22	1PNF-TTMY-KNP4	OFFICE SUPPLIES	\$19.98	
		000007496	10/27/22	173D-PRDN-QRNN	OFFICE SUPPLIES	\$30.68

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Vendor Name	Check #/Count	Payment Date	Invoice Number	Invoice Description	Payment Amount
AMAZON BUSINESS	000007496	10/27/22	1RFH-PK7J-TCMH	OFFICE SUPPLIES	\$116.32
		10/27/22	1K1H-73CR-VCXN	OFFICE SUPPLIES	\$138.29
		10/27/22	1GQP-CDRC-9MQJ	OFFICE SUPPLIES	\$17.88
		10/27/22	1DJT-V4NG-D9T6	OFFICE SUPPLIES	\$108.33
		10/27/22	1GXJ-WLDH-JTCR	OFFICE SUPPLIES	\$47.10
		10/27/22	1V3R-3V7J-JHCT	OFFICE SUPPLIES	\$16.15
		10/27/22	17P1-JJC7-3G9L	OFFICE SUPPLIES	\$126.23
		10/27/22	1F3G-LM3F-1NP4	OFFICE SUPPLIES	\$47.32
		10/27/22	1QC3-GDMT-K9GQ	OFFICE SUPPLIES	\$33.39
		10/27/22	17KJ-PNMF-QH6P	OFFICE SUPPLIES	\$47.57
		10/27/22	1QQ7-WRD1-FK9Y	OFFICE SUPPLIES	\$178.71
		10/27/22	171V-71MX-NKLN	OFFICE SUPPLIES	\$94.38
		10/27/22	16F7-J9CC-MQFM	OFFICE SUPPLIES	\$94.38
		10/27/22	1WY9-X4C1-4RXQ	OFFICE SUPPLIES	\$20.58
		10/27/22	1D7N-JYYG-6LNJ	OFFICE SUPPLIES	\$118.70
		10/27/22	19K4-4RHJ-JYVW	OFFICE SUPPLIES	\$137.22
		10/27/22	173D-PRDN-6PM1	OFFICE SUPPLIES	\$259.59
		10/27/22	1KFG-XC9D-RXCP	OFFICE SUPPLIES	\$27.15
		10/27/22	133J-74KY-DFK3	OFFICE SUPPLIES	\$28.00
		10/27/22	1J71-KPGJ-D61M	OFFICE SUPPLIES	\$65.06
		10/27/22	1GRL-3RL6-6LLL	OFFICE SUPPLIES	\$64.56
		10/27/22	13FG-MQXN-G13P	OFFICE SUPPLIES	\$9.69
		10/27/22	1FGD-7JYV-6XW4	OFFICE SUPPLIES	\$42.73
		10/27/22	13XD-WRP9-64PY	OFFICE SUPPLIES	\$118.70
		4			

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Vendor Name	Check #/Count	Payment Date	Invoice Number	Invoice Description	Payment Amount
AT&T	000007444	10/20/22	000018857094	9391055284SEPT22	\$2,126.04
		10/20/22	000018857952	939106144SEPT22	\$369.26
	1				\$2,495.30
BEHRENS AND ASSOCIATES, INC.	000007378	10/07/22	1113062	M21-250A1	\$517.20
	1				\$517.20
DION & SONS, INC	000007338	10/07/22	799095	FUEL	\$17,459.84
		10/07/22	799094	FUEL	\$3,830.96
	000007450	10/20/22	799953	FUEL	\$10,039.22
	000007503	10/27/22	798446	FUEL	\$189.15
	3				\$31,519.17
DON WOLF & ASSOCIATES INC	000007504	10/27/22	41439	CO SENSORS	\$1,152.12
	1				\$1,152.12
ELITE EQUIPMENT	000007400	10/13/22	46336	EQUIPMENT REPAIRS	\$321.06
	1				\$321.06
EMISSION COMPLIANT CONTROLS CORP	000007453	10/20/22	PS05478	MAINTENANCE	\$4,307.85
	1				\$4,307.85
FEDERAL EXPRESS CORPORATION	000007402	10/13/22	7-877-12558	SHIPPING	\$88.66
		10/13/22	7-870-37290	SHIPPING	\$86.18
	000007455	10/20/22	2-087-60107	SHIPPING	\$39.75
		10/20/22	7-905-33888	SHIPPING	\$76.31
		10/20/22	7-912-83562	SHIPPING	\$161.04
	000007508	10/27/22	7-891-23853	SHIPPING	\$137.97
3				\$589.91	
GENERAL PUMP COMPANY	000007493	10/27/22	29609	M23-002A EMERGENCY REPAIR	\$198,000.00
	1				\$198,000.00
GRAINGER	000007342	10/07/22	9430471822	SUPPLIES	\$248.40
		10/07/22	9423520007	M22-003C SUPPLIES	\$736.30
	000007407	10/13/22	9430011875	SUPPLIES	\$582.82
	000007458	10/20/22	9403436513	SUPPLIES	\$40.57
		10/20/22	9464777540	SUPPLIES	\$559.95
		10/20/22	9473048123	SUPPLIES	\$641.54
		10/20/22	9403370589	SUPPLIES	\$64.09
	000007513	10/27/22	9452689830	SUPPLIES	\$382.66

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Vendor Name	Check #/Count	Payment Date	Invoice Number	Invoice Description	Payment Amount
4					\$3,256.33
HACH COMPANY	000007344	10/07/22	13243063	ASSY INSTRUMENT	\$4,370.33
	000007408	10/13/22	13261865	SUPPLIES	\$5,386.45
		10/13/22	13266319	WATER QUALITY SUPPLIES	\$400.41
		10/13/22	13272052	SUPPLIES	\$1,880.19
		10/13/22	13270100	REPLACEMENT SENSOR	\$748.21
		10/13/22	13274091	SUPPLIES	\$525.10
	000007515	10/27/22	13287301	SUPPLIES	\$946.37
3					\$14,257.06
KOFF AND ASSOCIATES	000007414	10/13/22	014995	CLASS & COMP	\$212.50
1					\$212.50
LEARNPORT INC.	000007519	10/27/22	2110	MEMBERSHIP	\$5,000.00
1					\$5,000.00
LEED ELECTRIC	000007350	10/07/22	220701	SERVICE CALL	\$6,276.00
		10/07/22	220702	SERVICE CALL	\$671.00
1					\$6,947.00
LEWIS CONSULTING GROUP	000007351	10/07/22	2022-120	SEPTEMBER CONSULTING	\$4,000.00
1					\$4,000.00
MARVAC ELECTRONICS INC	000007521	10/27/22	5161658	SUPPLIES	\$115.24
1					\$115.24
MEYERS NAVE, A PROFESSIONAL CORPORATION	000007322	10/07/22	195756	LEGAL FEES	\$33,394.42
		10/07/22	196765	LEGAL FEES	\$23,805.81
		10/07/22	198195	LEGAL FEES	\$23,961.96
		10/07/22	198212	WATER RATES ON TAX ROLL	\$102.60
1					\$81,264.79
NEWPORT MESA SCHOOLS FOUNDATION	000007418	10/13/22	101122	SPONSORSHIP	\$1,000.00
1					\$1,000.00
ORANGE COUNTY HOSE CO	000007355	10/07/22	162517	Receivings Transaction Entry	\$446.57
	000007523	10/27/22	162840	SUPPLIES	\$29.85
2					\$476.42
SHERWIN WILLIAMS COMPANY	000007358	10/07/22	2503-6	SUPPLIES	\$116.77

Payment Listing by Class

10/1/2022 - 10/31/2022

Vendor Name	Check #/Count	Payment Date	Invoice Number	Invoice Description	Payment Amount
SHERWIN WILLIAMS COMPANY	000007438	10/13/22	0796-5	SUPPLIES	\$129.05
	000007531	10/27/22	2879-7	SUPPLIES	\$137.69
	3				\$383.51
SIGN DEPOT	000007532	10/27/22	9932	SUPPLIES	\$258.60
	1				\$258.60
SOUTHERN CALIFORNIA GAS CO	000007357	10/07/22	052 007 9900 4 OCT 2	AUG / SEPT 2022	\$1,557.91
		10/07/22	085 208 1300 0 OCT 2	AUG / SEPT 2022	\$5.96
	000007422	10/13/22	050-608-2900 8 922	SEPTEMBER BILLING WELL 5	\$28,541.34
	2				\$30,105.21
SPRYPOINT SERVICES INC	000007533	10/27/22	INV-1165	MOBILE ANNUAL SUBSCRIP	\$9,922.50
		10/27/22	INV-1201	ANNUAL SUBSCRIPTION	\$15,765.75
		10/27/22	INV-1149	CONSULTING	\$550.00
	1				\$26,238.25
STIVERS & ASSOCIATES INC.	000007534	10/27/22	12-945	LANDSCAPE REDESIGN	\$600.00
	1				\$600.00
TELEMATIC CONTROLS INC	000007359	10/07/22	INV132747	THERMAL SWITCH	\$3,427.05
	1				\$3,427.05
THE HOME DEPOT COMMERCIAL ACCT	000007459	10/20/22	1915 SEPT 22	SUPPLIES	\$4,434.62
	1				\$4,434.62
VFS FIRE & SECURITY SERVICES	000007429	10/13/22	12466770	QTRLY SPRINKLER INSPECTION	\$250.00
		10/13/22	12466771	QTRLY SPRINKLER INSPECTION	\$250.00
	1				\$500.00
VONAGE HOLDINGS CORPORATION	000007483	10/20/22	220192	SEPTEMBER CHARGES	\$10,844.23
	1				\$10,844.23
WECK ANALYTICAL ENVIRONMENTAL SERVICES INC.	000007431	10/13/22	71004	WATER QUALITY TESTING	\$4,545.50
	1				\$4,545.50
WESTBOUND COMMUNICATIONS	000007486	10/20/22	4983	SEPT PROFESSIONAL FEES	\$10,633.90
	1				\$10,633.90

Payment Listing by Class

10/1/2022 - 10/31/2022

Vendor Name	Check #/Count	Payment Date	Invoice Number	Invoice Description	Payment Amount
WHITTINGHAM PUBLIC AFFAIRS ADVISORS	000007377	10/07/22	001522	CONSULTING	\$1,168.75
		10/07/22	001600A	CONSULTING	\$550.00
	1				\$1,718.75
Total VARIOUS	47				\$454,557.86
WATER SUPPLY					
AIRGAS USA LLC	000007388	10/13/22	9991956553	CYLINDER RENTAL	\$128.58
		10/13/22	9130498669	EPA GASSES	\$1,116.33
	1				\$1,244.91
AMERICAN WATER CHEMICALS	000007442	10/20/22	05-220972/1	WATER TREATMENT CHEMICALS	\$6,488.71
	1				\$6,488.71
CULLIGAN OF SANTA ANA	000007336	10/07/22	1276878	SUPPLIES	\$1,349.07
	1				\$1,349.07
HILL BROTHERS CHEMICAL CO.	000007345	10/07/22	07144116	AMMONIUM SULFATE	\$1,003.75
	1				\$1,003.75
LINDE INC.	000007319	10/04/22	30492019	CARBON DIOXIDE	\$3,307.01
		10/04/22	30100003	CARBON DIOXIDE	\$5,326.89
		10/04/22	30722622	CARBON DIOXIDE	\$5,589.52
		10/04/22	30033310	CARBON DIOXIDE	\$5,501.67
		10/04/22	30368335	CARBON DIOXIDE	\$5,628.38
		10/04/22	11411737	CARBON DIOXIDE	\$3,149.53
		10/04/22	11455041	CARBON DIOXIDE	\$5,589.52
		10/04/22	30271010	Receivings Transaction Entry	\$5,499.55
	000007376	10/07/22	31095809	CARBON DIOXIDE	\$4,756.61
		10/07/22	30871688	REPAIRS	\$808.96
		10/07/22	30896185	CAARBON DIOXIDE	\$5,629.78
		10/07/22	11438839	CARBON DIOXIDE	\$5,385.88
	000007526	10/27/22	31133660	CARBON DIOXIDE	\$4,708.27
		10/27/22	31188330	CARBON DIOXIDE	\$4,830.88
		10/27/22	31096095	TANK RENTAL	\$3,307.01
		10/27/22	31310106	CARBON DIOXIDE	\$4,642.07
	3				\$73,661.53
MUNICIPAL WATER DISTRICT OF OC	000007466	10/20/22	2680	SMART TIMER	\$222.00
	CASH	10/01/22	10925	READINESS TO SERVE	\$92.96

Payment Listing by Class

10/1/2022 - 10/31/2022

Vendor Name	Check #/Count	Payment Date	Invoice Number	Invoice Description	Payment Amount
2					\$314.96
NALCO WATER PRETREATMENT SOLUTIONS	000007417	10/13/22	2667672	SUPPLIES	\$586.72
	000007467	10/20/22	2669946	MIXED BED USAGE	\$577.78
2					\$1,164.50
OCWD	CASH	10/05/22	24649	GAP WATER AUGUST 22	\$129,779.74
	1				
PACIFIC STAR CHEMICAL DBA NORTHSTAR CHEMICAL	000007354	10/07/22	234343	SODIUM HYPOCHLORITE	\$8,710.42
		10/07/22	234341	SODIUM HYPOCHLORITE	\$2,332.14
	000007379	10/13/22	235605	SODIUM HYPOCHLORITE	\$168.59
		10/13/22	236259	SODIUM HYPOCHLORITE	\$4,214.72
		10/13/22	234850	SODIUM HYPOCHLORITE	\$2,536.05
		10/13/22	236105	SODIUM HYPOCHLORITE	\$5,900.61
		10/13/22	235604	SODIUM HYPOCHLORITE	\$12,503.67
		10/13/22	236260	SODIUM HYPOCHLORITE	\$5,338.64
		10/13/22	235603	SODIUM HYDROXIDE	\$4,498.77
		10/13/22	236261	SODIUM HYDROXIDE	\$3,614.43
		10/13/22	236258	SODIUM HYPOCHLORITE	\$4,366.45
		10/13/22	234851	SODIUM HYPOCHLORITE	\$4,712.80
		10/13/22	234849	SODIUM HYPOCHLORITE	\$11,025.70
		2			
SEPARATION PROCESSES, INC	000007474	10/20/22	10567	RCA SUPPORT	\$3,418.25
	000007530	10/27/22	10575	CONSULTING	\$4,672.74
		10/27/22	10584	CONSULTING	\$4,085.73
2					\$12,176.72
UNITED WATERWORKS INC.	000007324	10/07/22	S100111426.001	SUPPLIES	\$1,402.85
		10/07/22	S100111281.001	SUPPLIES	\$4,033.30
		10/07/22	S100112111.001	SUPPLIES	\$11,331.78
		10/07/22	S100112662.002	Receivings Transaction Entry	\$3,213.66

Payment Listing by Class

10/1/2022 - 10/31/2022

Vendor Name	Check #/Count	Payment Date	Invoice Number	Invoice Description	Payment Amount
UNITED WATERWORKS INC.	000007324	10/07/22	S100113067 -001	SUPPLIES	\$4,841.09
		10/07/22	S100111487.002	CHECK VALVES	\$36,366.38
		10/07/22	S10011487.001	CHECK VALVE	\$44,442.24
		10/07/22	S100106175.003	SUPPLIES	\$148.86
		10/07/22	S100113243.001	SUPPLIES	\$7,154.56
		10/07/22	S100112636.01	SUPPLIES	\$14,886.00
		10/07/22	S100112643.001	SUPPLIES	\$2,157.02
		10/07/22	S100111519.001	CHECK VALVE	\$19,773.99
	000007440	10/20/22	S100113029.001	Receivings Transaction Entry	\$4,197.68
		10/20/22	S100112136.001	HYDRANTS	\$47,391.90
		10/20/22	S100113235.001	SUPPLIES	\$120.66
		10/20/22	S100112643.002	SUPPLIES	\$10,860.24
	000007543	10/27/22	S100108790.001	SUPPLIES	\$409.54
		10/27/22	S100114129.001	SUPPLIES	\$1,645.29
		3			
Total WATER SUPPLY	18				\$511,483.92
WATER SYSTEM					
ALS TRUESDAIL LABORATORIES INC	000007362	10/07/22	522203092	WATER QUALITY TESTING	\$22.00
		10/07/22	522203090	WATER QUALITY TESTING	\$22.00
		10/07/22	522203091	WATER QUALITY TESTING	\$22.00
		10/07/22	522203236	WATER QUALITY TESTING	\$44.00
		10/07/22	522203310	WATER QUALITY TESTING	\$22.00
		10/07/22	522203235	WATER QUALITY TESTING	\$22.00
	000007425	10/13/22	522203416	WTR QUALITY TESTING	\$22.00
		10/13/22	522202930	WTR QUALITY TESTING	\$22.00
		10/13/22	522202931	WTR QUALITY TESTING	\$22.00
		10/13/22	522202949	WTR QUALITY TESTING	\$22.00
		10/13/22	522203139	WTR QUALITY TESTING	\$44.00

Payment Listing by Class

10/1/2022 - 10/31/2022

Vendor Name	Check #/Count	Payment Date	Invoice Number	Invoice Description	Payment Amount
ALS TRUESDAIL LABORATORIES INC	000007425	10/13/22	5222023414	WTR QUALITY TESTING	\$22.00
		10/13/22	522203417	WTR QUALITY TESTING	\$44.00
	000007538	10/27/22	522203532	WATER QUALITY TESTING	\$44.00
		10/27/22	522203540	WATER QUALITY TESTING	\$22.00
		10/27/22	522203541	WATER QUALITY TESTING	\$22.00
		10/27/22	522203542	WATER QUALITY TESTING	\$22.00
		10/27/22	522203576	M23-002A STEEL PIPE TEST	\$1,500.00
3				\$1,962.00	
BADGER METER INC.	000007498	10/27/22	80109046	SUPPLIES	\$2,017.82
		1			\$2,017.82
EWLES MATERIALS INC	000007401	10/13/22	449038	BOBTAIL DU,MP	\$600.00
		1			\$600.00
EXPRESS PIPE & SUPPLY CO. INC	000007340	10/07/22	S113808332.001	SUPPLIES	\$166.57
		1			\$166.57
IRVINE PIPE & SUPPLY	000007348	10/07/22	1051661-01	SUPPLIES	\$309.74
		10/07/22	1049947-01	SUPPLIES	\$416.48
		10/07/22	1053885	SUPPLIES	\$82.51
		10/07/22	1052619	SUPPLIES	\$225.73
1				\$1,034.46	
LARRY'S BUILDING MATERIALS	000007349	10/07/22	SA-14184	SUPPLIES	\$82.70
		10/07/22	SA-14222	SUPPLIES	\$241.61
		10/07/22	SA-14308	SUPPLIES	\$365.22
		10/07/22	SA-14256	SUPPLIES	\$99.91
		10/07/22	SA-14394	SUPPLIES	\$141.26
1				\$930.70	
LINDE GAS & EQUIPMENT INC.	000007318	10/04/22	30775429	CYLINDER RENTAL	\$176.65
		10/04/22	31372247	CYLINDER RENTAL	\$176.65
		10/04/22	30193012	CYLINDER RENTAL	\$171.82
1				\$525.12	
ORANGE COUNTY SANITATION DISTRICT	000007420	10/13/22	542162	JULY - SEPT QTRLY ESTI MATE	\$21,641.67

Payment Listing by Class

10/1/2022 - 10/31/2022

Vendor Name	Check #/Count	Payment Date	Invoice Number	Invoice Description	Payment Amount
	1				\$21,641.67
RELIABLE MONITORING SERVICES	000007528	10/27/22	212343	REPAIR	\$1,081.43
	1				\$1,081.43
SOUTH COAST A.Q.M.D.	000007472	10/20/22	4062465	AQMD STORAGE TANK FEES	\$937.52
		10/20/22	4066708	AQMD EMISSIONS	\$151.85
	1				\$1,089.37
SOUTHERN COUNTIES LUBRICANTS, LLC	000007423	10/13/22	171050	SUPPLIES	\$1,402.40
		10/13/22	171051	SUPPLIES	\$1,382.40
	1				\$2,784.80
UNDERGROUND SERVICE ALERT/SC	000007363	10/07/22	820220445	DIG ALERT	\$731.00
	000007427	10/13/22	22-2300672	SAFETY BOARD	\$226.99
	000007541	10/27/22	920220445	TICKET CHARGES	\$582.25
	3				\$1,540.24
VINCENT PIRES -DBA VINNIE'S PORTABLE WELDING	000007365	10/07/22	6212022	WELDING FOR TRAILER	\$700.00
	1				\$700.00
VULCAN MATERIALS	000007368	10/07/22	73366004	SUPPLIES	\$216.85
		10/07/22	73345140	SUPPLIES	\$262.83
		10/07/22	73359619	SUPPLIES	\$618.64
		10/07/22	73388602	SUPPLIES	\$311.82
		10/07/22	73363740	SUPPLIES	\$178.86
		10/07/22	73397450	SUPPLIES	\$114.89
		10/07/22	73397449	SUPPLIES	\$218.85
		10/07/22	73367818	SUPPLIES	\$261.84
		10/07/22	73397451	Receivings Transaction Entry	\$274.76
		10/07/22	73416280	SUPPLIES	\$110.89
	000007430	10/13/22	73407931	MATERIALS	\$110.89
		10/13/22	73407930	MATERIALS	\$109.89
		10/13/22	73407929	MATERIALS	\$113.89
	000007484	10/20/22	73428916	SUPPLIES	\$224.85
	000007546	10/27/22	73434191	SUPPLIES	\$308.82
		10/27/22	73434192	SUPPLIES	\$209.86
		10/27/22	73450387	SUPPLIES	\$379.73
		10/27/22	73442059	SUPPLIES	\$208.85

Payment Listing by Class

10/1/2022 - 10/31/2022

Vendor Name	Check #/Count	Payment Date	Invoice Number	Invoice Description	Payment Amount
VULCAN MATERIALS	000007546	10/27/22	73450388	SUPPLIES	\$121.89
		10/27/22	73439138	SUPPLIES	\$211.86
	4				\$4,570.76
WEST COAST SAND & GRAVEL	000007371	10/07/22	521913	SUPPLIES	\$520.00
		10/07/22	537206	SUPPLIES	\$514.88
		10/07/22	515795	SUPPLIES	\$518.77
		10/07/22	508194	Receivings Transaction Entry	\$885.82
		10/07/22	531957	SUPPLIES	\$863.33
	000007488	10/20/22	537640	SUPPLIES	\$369.80
	000007547	10/27/22	549056	SUPPLIES	\$867.72
	3				\$4,540.32
Total WATER SYSTEM	24				\$45,185.26
Total Payments (All)	237				\$4,346,161.74



*Dedicated to
Satisfying our Community's
Water Needs*

MEMORANDUM

TO: Board of Directors
FROM: Stacy Taylor, Water Policy Manager
DATE: November 15, 2022
SUBJECT: Orange County Update

RECOMMENDATION

Receive and file the Orange County Update.

STRATEGIC PLAN

Goal #7: Actively participate in regional and statewide water issues.

PRIOR BOARD ACTION/DISCUSSION

At its November 9, 2022 meeting, staff notified the Board of Directors (Board) there was no Orange County Update ready to file at that time and it would instead be received on November 15, 2022.

DISCUSSION

Mesa Water District's (Mesa Water®) governmental relations program includes monitoring local and regional political issues and policy-setting authorities (i.e., County of Orange, Orange County Local Agency Formation Commission, etc.). An updated Orange County report will be provided at the November 15, 2022 meeting.

FINANCIAL IMPACT

In Fiscal Year 2023, \$260,000 is budgeted for Water Policy Support Services; \$73,805 has been spent to date.

ATTACHMENTS

None.



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Water Needs

MEMORANDUM

TO: Board of Directors
FROM: Marwan Khalifa, CPA, MBA, Chief Financial Officer
DATE: November 15, 2022
SUBJECT: Fiscal Year 2023 First Quarter Financial Update

RECOMMENDATION

Receive and file the Fiscal Year 2023 First Quarter Financial Update.

STRATEGIC PLAN

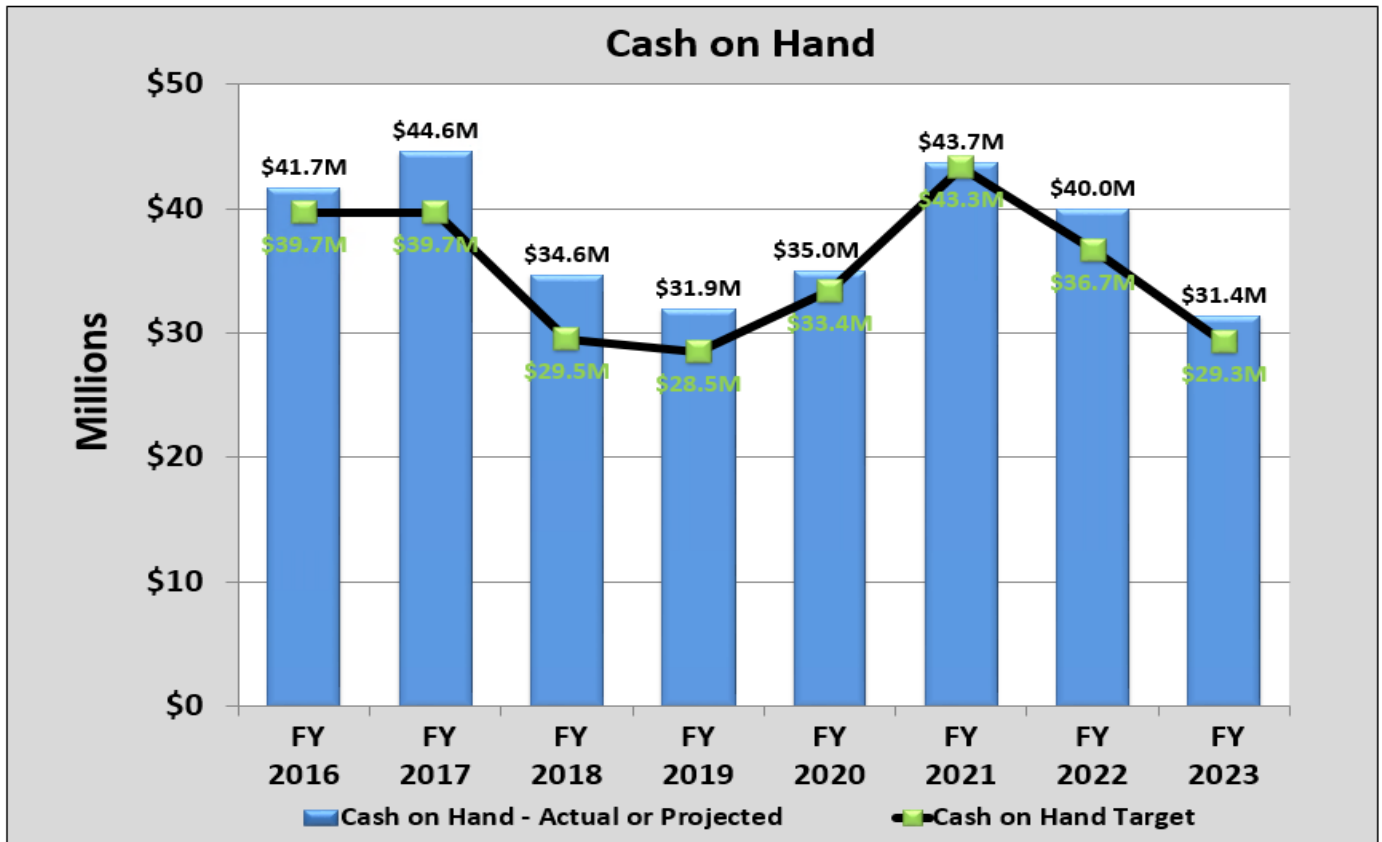
- Goal #1: Provide a safe, abundant, and reliable water supply.
- Goal #2: Practice perpetual infrastructure renewal and improvement.
- Goal #3: Be financially responsible and transparent.

PRIOR BOARD ACTION/DISCUSSION

At its May 11, 2022 meeting, the Board of Directors (Board) approved the Fiscal Year (FY) 2023 Budget.

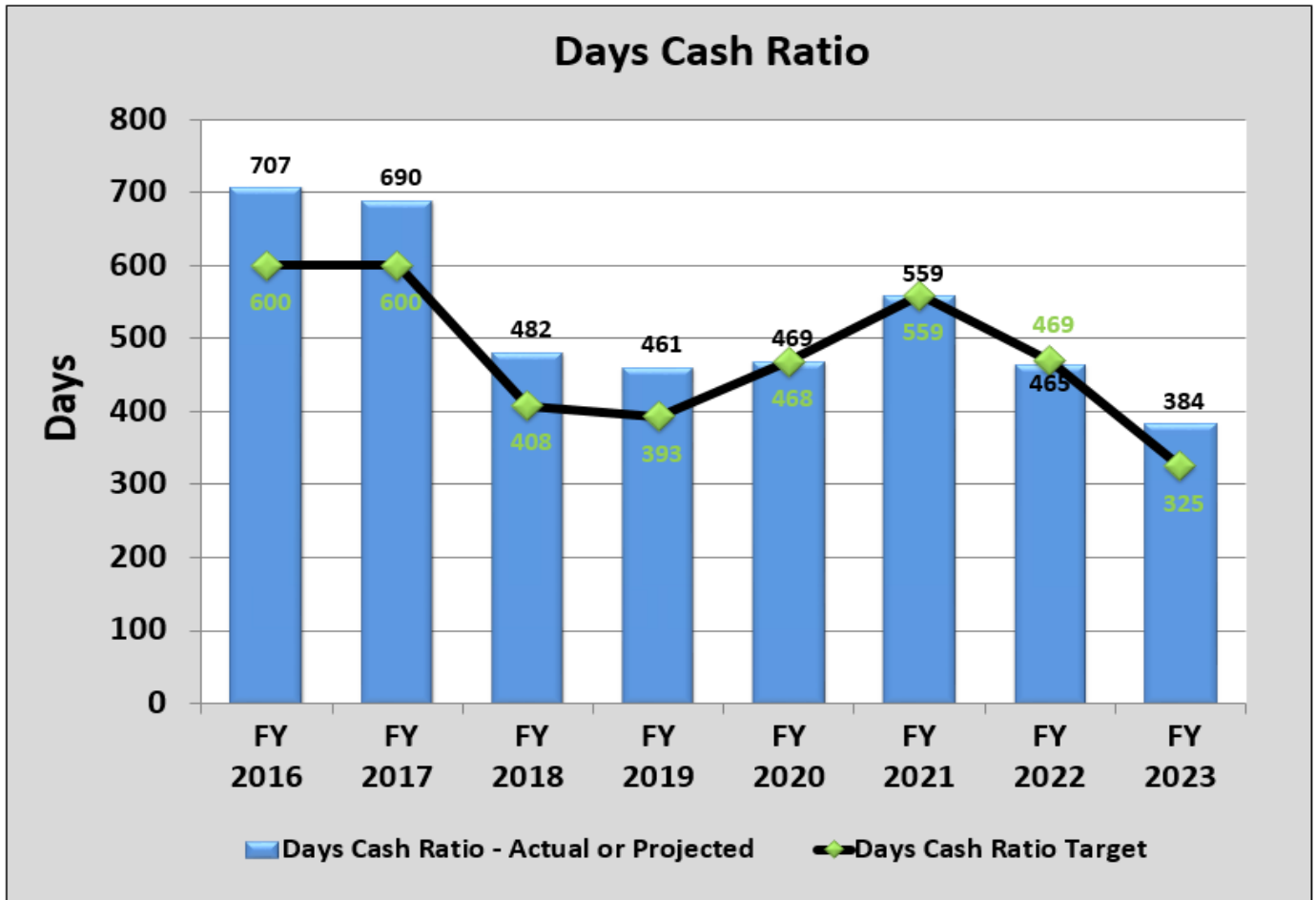
DISCUSSION

Through the first quarter of FY 2023, Cash on Hand totaled \$31,364,390. Cash on Hand of \$31,364,390 is above the forecasted year-end cash balance of \$29,311,226.





Additionally, 384 Days Cash is above the forecasted Days Cash estimate of 325 days at year end by 59 days.



The Current Debt Coverage ratio is 172%, which exceeds both requirements for the 2017 & 2020 Revenue Certificates of Participation (COPs) and the Designated Funds Policy. The Debt Coverage ratio goal of the Board is 150% as was established in the Designated Funds Policy.

Water production is below budget through the first quarter by approximately 5%.

The mix of water production between clear and amber water has varied which is depicted in the table below:

	Acre Feet		Variance
	Budgeted	Actual	
Clear Water	2,977	2,796	(181)
Amber Water	1,800	1,740	(60)
Import Water	-	-	-
Total	4,777	4,536	(241)



Clear and amber water costs have a combined favorable variance of \$291,214 due to production of water costs being slightly below budgeted.

Total operating revenues year-to-date have an unfavorable balance of \$270,358 or approximately -2.3%. This is a result of water consumption being slightly lower than expected. Additionally, operating expenses through the first quarter have a favorable balance of \$1,396,423 or approximately 15.0%. This is predominately a result of lower than budgeted General and Administrative expenses and water production costs. As a result, operating income through September 30, 2022 has a favorable balance of \$1,036,041 or approximately 97.3%.

In addition, non-operating revenue, net of expenses, through the first quarter of FY 2023 has an unfavorable balance of \$1,222,610 or approximately -232.2%. This is mostly due to unrealized investment losses.

Overall, the Change in Net Position has an unfavorable balance of \$317,490 or approximately 33.6% through September 30, 2022. The majority of the unfavorable balance is attributed to the Public Agency Retirement Services (PARS) pension having an unrealized loss of \$629,482, due to outside economic factors.

Without the Pension trust loss, the Change in Net Position had a favorable variance of approximately \$311,992 or approximately 33.0%.

ATTACHMENTS

Attachment A: Statement of Revenues, Expenses, and Changes in Net Position for the Three Months Ended 9/30/2022



Statement of Revenues, Expenses, and Changes in Net Position For the Three Months Ended 9/30/2022

	FY2022 YTD BUDGET	FY2022 YTD ACTUAL	Variance
OPERATING REVENUES:			
Water consumption sales	\$ 9,232,366	\$ 8,815,389	\$ (416,977)
Monthly meter service charge	1,980,636	2,252,567	271,931
Recycled water sales	552,347	381,434	(170,913)
Concession from governmental agencies (CPTP)	-	-	-
Other charges and services	83,750	129,351	45,601
TOTAL OPERATING REVENUES	11,849,099	11,578,741	(270,358)
OPERATING EXPENSES:			
Imported sources of supply	132,425	94,744	37,681
Basin managed water	-	-	-
Clear water cost	2,112,071	1,933,737	178,334
Amber water cost	1,804,603	1,691,723	112,880
Recycled water	383,695	335,939	47,756
Transmission and distribution	1,946,533	1,804,463	142,070
General and administrative	2,930,452	2,052,749	877,703
TOTAL OPERATING EXPENSES	9,309,779	7,913,356	1,396,423
OPERATING INCOME BEFORE DEPRECIATION AND AMORTIZATION:	2,539,320	3,665,385	1,126,065
Depreciation and amortization	(1,475,000)	(1,565,024)	(90,024)
OPERATING INCOME (LOSS)	1,064,320	2,100,361	1,036,041
NONOPERATING REVENUES / (EXPENSES):			
Bond issuance costs	-	-	-
Investment earnings	102,500 *	(1,125,518) *	(1,228,018)
Interest expense - long term debt	(622,783)	(622,782)	1
Impairment of capital assets & termination of lease	(2,500)	-	2,500
Other non-operating, net	(3,750)	(844)	2,906
NONOPERATING REVENUES / (EXPENSES)	(526,533)	(1,749,143)	(1,222,610)
INCOME BEFORE CAPITAL CONTRIBUTIONS	537,787	351,218	(186,569)
CAPITAL CONTRIBUTIONS:			
Capacity and installation charges	70,000	-	(70,000)
Capital Grant (includes LRP)	287,532	276,611	(10,921)
Developers and others	50,000	-	(50,000)
TOTAL CAPITAL CONTRIBUTIONS	407,532	276,611	(130,921)
CHANGE IN NET POSITION	\$ 945,319	\$ 627,829	\$ (317,490)

* Includes Pension Trust Earnings.



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Satisfying our Community's
Water Needs*

MEMORANDUM

TO: Board of Directors
FROM: Denise Garcia, Chief Administrative Officer
DATE: November 15, 2022
SUBJECT: Association of California Water Agencies Voting Delegate

RECOMMENDATION

Authorize President Marice H. DePasquale as the voting delegate for the vote on proposed Amended and Restated Bylaws of the Association of California Water Agencies.

STRATEGIC PLAN

- Goal #1: Provide a safe, abundant, and reliable water supply.
- Goal #2: Practice perpetual infrastructure renewal and improvement.
- Goal #3: Be financially responsible and transparent.
- Goal #4: Increase public awareness about Mesa Water and about water.
- Goal #5: Attract and retain skilled employees.
- Goal #6: Provide outstanding customer service.
- Goal #7: Actively participate in regional and statewide water issues.

PRIOR ACTION/DISCUSSION

None.

DISCUSSION

The Association of California Water Agencies (ACWA) is conducting a general session membership meeting at the ACWA Fall Conference on Wednesday, November 30, 2022. The purpose of the meeting is to conduct a vote by the membership on proposed Amended and Restated Bylaws as recommended by ACWA's Board of Directors at its meeting on September 23, 2022.

The following are the proposed changes to the ACWA Bylaws:

- 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

The procedure used to vote on the proposed Amended and Restated Bylaws is as follows:

- 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.

The deadline for submitting the Voter Designation & Information Form is Wednesday, November 23, 2022.

FINANCIAL IMPACT

None.

ATTACHMENTS

Attachment A: ACWA Memorandum

Attachment B: Amended and Restated Bylaws of the Association of California Water Agencies, Proposed

Attachment C: Amended and Restated Bylaws of the Association of California Water Agencies, Redline

Attachment D: ACWA Voter Designation & Information Form



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

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

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

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

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 or 916-669-2425 **no later than 5:00 p.m. on Tuesday, November 29, 2022**.

ACWA General Session Desk

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.

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



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

Amended and restated by the ACWA Members: date

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PROPOSED

(As amended and restated by the Members on _____, 2022)

ARTICLE 1 - General

Section 1.01. ¹Name. 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.

¹ 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.

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

PROPOSED

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PROPOSED

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

ARTICLE 1 ~~Article 1~~ - General

Section 1.01. ¹**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.

¹ 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~~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 ~~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~~ 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.

Amended comprehensively December 1, 2010

Amended May 9, 2012

Amended May 7, 2014

Amended December 2, 2015

Amended November 29, 2017

Amended & Restated _____, 2022

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.



*Dedicated to
Satisfying our Community's
Water Needs*

MEMORANDUM

TO: Board of Directors
FROM: Kurt Lind, Business Administrator
DATE: November 15, 2022
SUBJECT: Fiscal Year 2022 Environmental, Health and Safety Program Audit

RECOMMENDATION

Receive the presentation.

STRATEGIC PLAN

Goal #1: Provide a safe, abundant, and reliable water supply.
Goal #3: Be financially responsible and transparent.

PRIOR BOARD ACTION/DISCUSSION

None.

BACKGROUND

In 2012, Mesa Water District (Mesa Water®) contracted with Environmental & Occupational Risk Management, Inc. (EORM), now BSI Group (BSI), to review Mesa Water's existing Environmental, Health and Safety Program (EHS Program) and to provide a gap analysis report. Based on that report, a scope of work was developed to enhance Mesa Water's EHS policies and programs. BSI then provided EHS services to ensure the implementation of program improvements, assist in establishing an annual audit process, and provide EHS program support.

In March 2018, Mesa Water - through a competitive selection process - contracted with Citadel Environmental as a third party auditor to conduct the Annual EHS Program Audit. This service ensures Mesa Water's EHS Program remains strong through an independent performance review.

EHS Program Audits have been completed annually over the past ten years to measure the strength and progress of Mesa Water's EHS Program. The intent is to establish a continuous improvement process and to perform an annual review to allow for long-term monitoring of success and identification of challenges related to Mesa Water's EHS Program.

DISCUSSION

Mesa Water's EHS Program was audited in October of 2022 and consisted of documentation review, interviews with employees, and field observations. Mesa Water's overall EHS Program score for Fiscal Year 2022 is 95%. This marks the sixth year in a row where Mesa Water has achieved gold status. Mesa Water is up fifty-six percentage points from the 2012 baseline and continues to deliver strong results.

This high-level consistency is the key result that Mesa Water desired when creating, implementing, supporting and auditing the EHS Program. Mesa Water is establishing a true "safety culture" that ensures that safety is on the mind of every employee every time they do work. Safety awareness is Goal #1 since awareness is the number one factor that significantly reduces safety-related risk.



Staff will provide the Board of Directors a presentation on the Fiscal Year 2022 EHS Program at the November 15, 2022 meeting.

FINANCIAL IMPACT

In Fiscal Year 2023, \$15,920 is budgeted for the EHS Program Audit; \$0 has been spent to date.

ATTACHMENTS

Attachment A: Environmental, Health and Safety Program Scorecard - Summary

Key Element	Score									
	2012	2014	2015	2016	2017	2018	2019	2020	2021	2022
Injury and Illness Prevention Program	50%	83%	100%	100%	100%	83%	83%	100%	100%	83%
Confined Space Program	50%	83%	83%	100%	100%	100%	100%	100%	83%	83%
Hazard Communication Program	0%	83%	100%	83%	83%	100%	100%	83%	83%	83%
Emergency Action Plan	25%	92%	92%	100%	100%	100%	100%	100%	100%	100%
Control of Hazardous Energy Procedure	0%	67%	75%	83%	100%	100%	67%	100%	100%	100%
Arc Flash and Electrical Safety Program	0%	67%	100%	92%	92%	75%	100%	100%	83%	83%
Accident Investigation	58%	83%	100%	100%	100%	100%	100%	100%	100%	N/A
Hazardous Waste and DOT Program	0%	67%	75%	58%	58%	67%	100%	83%	100%	100%
Heat Illness Prevention Program	0%	83%	100%	100%	83%	100%	100%	100%	100%	100%
Fall Protection Program	0%	8%	42%	100%	100%	83%	83%	100%	100%	100%
Fire Prevention Plan	75%	83%	67%	83%	100%	83%	100%	100%	75%	83%
Forklift Operations	83%	83%	100%	83%	83%	100%	100%	100%	100%	100%
Overhead Crane Operations	67%	67%	100%	100%	83%	83%	100%	83%	83%	100%
Slings and Hoisting Equipment	58%	67%	100%	100%	100%	83%	100%	83%	100%	100%
Bloodborne Pathogens Procedure	0%	100%	75%	100%	100%	100%	100%	100%	100%	100%
Alcohol and Controlled Substances Program	100%	100%	100%	100%	100%	100%	100%	100%	100%	100%

Key Element	Score									
	2012	2014	2015	2016	2017	2018	2019	2020	2021	2022
Asbestos Containing Materials Program	75%	83%	83%	100%	100%	100%	100%	100%	100%	100%
Excavation and Trench Safety Program	67%	75%	100%	92%	58%	83%	100%	83%	83%	83%
Personal Protective Equipment Program	42%	83%	75%	83%	100%	83%	100%	100%	100%	100%
Physical Inspections of Facilities and Grounds Program	75%	83%	83%	100%	100%	83%	83%	83%	83%	N/A
Respiratory Protection Program	50%	100%	100%	83%	100%	100%	100%	83%	83%	83%
Hearing Conservation Program	50%	83%	92%	83%	100%	83%	100%	100%	100%	100%
HMBP	42%	83%	100%	83%	100%	100%	100%	100%	100%	100%
SPCC	0%	50%	67%	83%	100%	100%	100%	83%	100%	100%
Overall Score	39%	77%	87%	89%	92%	91%	97%	94%	94%	95%

Scoring:

0 – Not Present

1 – Present but needs major revisions – does not meet the regulatory requirements

2 – Present but needs minor changes or improvements

3 – Excellent, requires routine work to support

Note: Scoring is weighted, written program and training each account for 25% of the overall score, execution of procedures in routine operations are worth 50% of the overall score.



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Satisfying our Community's
Water Needs*

MEMORANDUM

TO: Board of Directors
FROM: Stacy Taylor, Water Policy Manager
DATE: November 15, 2022
SUBJECT: Federal Government Advocacy Consulting Services

RECOMMENDATION

Award a one-year contract to [Van Scoyoc Associates, Inc.](#) for \$135,000 to provide Federal Government Advocacy Consulting Services.

STRATEGIC PLAN

- Goal #1: Provide a safe, abundant, and reliable water supply.
- Goal #2: Practice perpetual infrastructure renewal and improvement.
- Goal #3: Be financially responsible and transparent.
- Goal #4: Increase public awareness about Mesa Water and about water.
- Goal #7: Actively participate in regional and statewide water issues.

PRIOR BOARD ACTION/DISCUSSION

At its October 25, 2022 workshop, the Board of Directors (Board) approved the Fiscal Year 2023 Strategic Plan, which includes Federal Government Advocacy to engage on water policy and other priority policy issues and to pursue funding for projects.

BACKGROUND

Mesa Water District (Mesa Water®) has actively participated in water/utility advocacy -- on legislative, administrative, and regulatory issues -- at the local, regional, and statewide levels. Staff has supplemented these advocacy efforts with consulting services provided by the following firms: Bolland and Associates (2020-present), Brown and Caldwell (2021-present), California Advocates (2014-present), Lewis Consulting Group (2016-present), Ohlund Management and Technical Services (2021-present), Whittingham Public Affairs Advisors (2019-2022), and Yorke Engineering (2020-present).

Staff has also participated -- to a lesser degree -- in Federal Government Advocacy engagement by joining the efforts of its wholesalers (Metropolitan Water District of Southern California, Municipal Water District of Orange County, and Orange County Water District), water/utility coalitions, and/or associations such as the Association of California Water Agencies (ACWA), California Special Districts Association, WateReuse, etc.

DISCUSSION

Mesa Water solicited proposals from seven qualified firms to provide the required scope of work for consulting services to conduct Federal Government Advocacy activities, including strategy, engagement, and securing federal funding. These services will expand the District's water policy influence and industry leadership, and elevate Mesa Water's legislative platforms and policy positions to the federal level, while supporting the Board's Strategic Plan goals.



Six proposals were received by the October 24, 2022 deadline from the following firms:

- Carpi & Clay, Inc.
- David Turch and Associates
- Foley & Lardner, LLP
- Invariant
- The Ferguson Group, LLC
- Van Scoyoc Associates, Inc.

A Selection Panel comprised of Mesa Water's Chief Financial Officer and Water Policy Manager, and Jim Peifer, Executive Director of the Regional Water Authority and Chair of ACWA's Federal Affairs Committee reviewed and evaluated each proposal. The evaluation criteria included scope of work understanding and approach, firm experience and relationships, firm experience and relationship, firm results with similar clients/projects, staff qualifications and availability, and overall proposal quality and responsiveness.

The Selection Panel chose four of the firms as finalists and conducted interviews on November 3, 2022 with:

- Carpi & Clay, Inc.
- Foley & Lardner, LLP
- The Ferguson Group, LLC
- Van Scoyoc Associates, Inc

The four firms' cost proposals range from \$80,500 to \$144,000 (not including travel expenses, and not including grant writing and/or administration). Although all four firms provided a solid approach to the required scope of work and are well qualified to perform the work effort, it was determined, that Van Scoyoc Associates, Inc. has significant experience and is the best fit per Mesa Water's selection criteria.

Staff recommends the Board award a one-year contract to [Van Scoyoc Associates, Inc.](#) for \$135,000 to provide Federal Government Advocacy Consulting Services.

FINANCIAL IMPACT

In Fiscal Year 2023, no funds are budgeted for Federal Government Advocacy Services; requested funding will come from Cash on Hand.

ATTACHMENTS

None.



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Water Needs*

MEMORANDUM

TO: Board of Directors
FROM: Denise Garcia, Chief Administrative Officer
DATE: November 15, 2022
SUBJECT: Conflict of Interest Code

RECOMMENDATION

Adopt Resolution No. 1571 Amending its Conflict of Interest Code Superseding Resolution No. 1535.

STRATEGIC PLAN

Goal #3: Be financially responsible and transparent.

PRIOR BOARD ACTION/DISCUSSION

At its November 12, 2020 meeting, the Board of Directors (Board) adopted Resolution No. 1535 Amending its Conflict of Interest Code Superseding Resolution No. 1516.

DISCUSSION

The Political Reform Act of 1974 (Act) requires each local government agency adopt a Conflict of Interest Code (Code) pursuant to the Act. The Code identifies all officials and employees within the District who make governmental decisions based on the positions they hold. The Act prohibits a public official from using his or her official position to influence a governmental decision in which he or she has a financial interest. Officials and employees in designated positions must disclose their financial interests, as specified in the Code.

The Board previously adopted Mesa Water's Conflict of Interest Code (Mesa Water Code) pursuant to the provisions of the Act. However, over time, the structure of the District changes as employees' duties shift, positions are renamed or eliminated, and the organizational structure is modified. When these changes occur, it is appropriate to update and amend the Mesa Water Code. The District is required to review its Conflict of Interest Code biennially.

The amendments to the Mesa Water Code are as follows:

- Add new position – *Chief Administrative Officer*
- Add new position – *Chief Operating Officer*
- Add new position – *Senior Public Affairs Specialist*
- Rename position title – *Assistant Operations Manager to Assistant Water Operations Manager*
- Procedural change – *Designated Filing Officer for Statements of Economic Interests of the Board, General Manager, Assistant General Manager and Attorney is the County of Orange, Clerk of the Board of Supervisors*

Minor revisions, clarification and grammatical changes were made throughout the Resolution.



LEGAL REVIEW

Mesa Water's Legal Counsel – Atkinson, Andelson, Loya, Ruud, and Romo – has reviewed the draft resolution and recommends Board approval.

FINANCIAL IMPACT

None.

ATTACHMENTS

Attachment A: Draft Resolution No. 1571
Attachment B: Resolution No. 1535, Redline

RESOLUTION NO. 1571

RESOLUTION OF THE MESA WATER DISTRICT BOARD OF DIRECTORS AMENDING ITS CONFLICT OF INTEREST CODE SUPERSEDING RESOLUTION NO. 1535

WHEREAS, Mesa Water District (Mesa Water®) is a county water district organized and operating pursuant to the provisions of the laws of the State of California (State or California); and

WHEREAS, the Political Reform Act of 1974, being California Government Code Sections 81000 *et seq.* (the Act), requires each local government agency to adopt a Conflict of Interest Code pursuant to the Act; and

WHEREAS, the Board of Directors (Board) of Mesa Water has previously adopted Mesa Water's Conflict of Interest Code (Mesa Water Code) pursuant to the provisions of the Act; and

WHEREAS, the California Fair Political Practices Commission has adopted a regulation, being Title 2, California Code of Regulations, Section 18730, which contains terms for a standard model Conflict of Interest Code, which together with amendments thereto, may be adopted by public agencies in the State and incorporated by reference to save public agencies time and money by minimizing the actions required of such agencies to keep their conflict of interest codes in conformity with the requirements of the Act; and

WHEREAS, amendments to the Act have in the past, and foreseeably will in the future, require conforming amendments to be made to the Mesa Water Code; and

WHEREAS, changes have occurred within the positions of Mesa Water since the most recent adopted update to the Mesa Water Code undertaken by the adoption of Resolution No. 1535; and

WHEREAS, the Board has determined that it is appropriate to update and amend the Mesa Water Code by the adoption of this Resolution, which shall supersede Resolution No. 1535,

NOW, THEREFORE, THE BOARD OF DIRECTORS OF THE MESA WATER DISTRICT DOES HEREBY RESOLVE, DETERMINE AND ORDER AS FOLLOWS:

Section 1. The terms of Title 2, California Code of Regulations, Section 18730, as applicable to Mesa Water (set out in Attachment A, attached hereto and incorporated herein by this reference), and any amendments thereto duly adopted by the California Fair Political Practices Commission,

which are hereby incorporated by reference, and, together with Attachment A, and Exhibits A and B thereto, in which Board members and Mesa Water employees and consultants are designated, and applicable disclosure categories are set forth, shall constitute the Conflict of Interest Code of Mesa Water District.

Section 2. The provisions of all Mesa Water Code(s), and amendments and updates thereto, previously adopted by the Board for Mesa Water shall be superseded upon the adoption of this Resolution.

Section 3. Mesa Water's Filing Officer (as designated in Attachment A) is hereby authorized and directed to forward a copy of this Resolution, as adopted, to the Clerk of the Board of Supervisors for review and approval by the Orange County Board of Supervisors as required by California Government Code Section 87303.

Section 4. Resolution No. 1535 shall be superseded upon the effective date of this Resolution.

Section 5. This Resolution shall take effect on January 1, 2023.

ADOPTED, SIGNED, and APPROVED this 15th day of November 2023, by a roll call vote:

AYES: DIRECTORS:
NOES: DIRECTORS:
ABSTAIN: DIRECTORS:
ABSENT: DIRECTORS:

Marice H. DePasquale
President, Board of Directors

Denise Garcia
District Secretary

ATTACHMENT A

RESOLUTION NO. 1571

RESOLUTION OF THE MESA WATER DISTRICT BOARD OF DIRECTORS AMENDING ITS CONFLICT OF INTEREST CODE AND SUPERSEDING RESOLUTION NO. 1535

CONFLICT OF INTEREST CODE FOR THE MESA WATER DISTRICT

The Political Reform Act, being California Government Code Sections 81000, *et seq.*, requires State and local government agencies to adopt and promulgate Conflict of Interest Codes. The Fair Political Practices Commission has adopted a regulation (2 Cal. Code of Regs. Section 18730) which contains the terms of a standard Conflict of Interest Code, which may be incorporated by reference in an agency's code. After a public notice and hearing it may be amended by the Fair Political Practices Commission to conform to amendments in the Political Reform Act. Therefore, the terms of 2 California Code of Regulations Section 18730 and any amendments to it duly adopted by the Fair Political Practices Commission are hereby incorporated by reference. This regulation, and the attached Appendix designating officials and employees and establishing disclosure categories, shall constitute the Conflict of Interest Code of the Mesa Water District (Mesa Water).

Statements of Economic Interests (Statements) of the Board of Directors, General Manager, Assistant General Manager and Attorney shall be filed with the designated Filing Officer of the County of Orange (currently the Clerk of the Board of Supervisors). The County Filing Officer shall retain such Statements as required by applicable State law.

Statements applicable to all other Mesa Water designated positions shall be filed with Mesa Water's District Secretary (Secretary) as the Filing Officer therefore. The Secretary, as the Mesa Water Filing Officer for such Statements, shall retain such Statements as required by applicable State Law.

All Statements shall be available for public inspection and reproduction pursuant to California Government Code Section 81008, from the applicable Filing Officer.

EXHIBIT A

RESOLUTION NO. 1571

**RESOLUTION OF THE
MESA WATER DISTRICT BOARD OF DIRECTORS
AMENDING ITS CONFLICT OF INTEREST CODE
SUPERSEDING RESOLUTION NO. 1535**

**LIST OF DESIGNATED POSITIONS -
CONFLICT OF INTEREST CODE**

Designated Positions	Disclosure Categories
Director	OC-01
General Manager	OC-01
Assistant General Manager	OC-01
Administrative Services Manager	OC-01
Chief Administrative Officer	OC-01
Chief Financial Officer	OC-01
Chief Operating Officer	OC-01
Customer Services Manager	OC-01
District Engineer	OC-01
District Secretary	OC-01
District Treasurer	OC-01
Engineering and Operations Manager	OC-01
Financial Services Manager	OC-01
Human Resources Manager	OC-01
Public Affairs Manager	OC-01
Water Operations Manager	OC-01
Water Policy Manager	OC-01
Water Resources Manager	OC-01
Business Administrator	OC-01
Assistant Water Operations Manager	OC-02
Controller	OC-02
Principal Engineer	OC-02
Senior Civil Engineer	OC-02
Senior Public Affairs Specialist	OC-02
Water Operations Supervisor	OC-02
Water Quality and Compliance Supervisor	OC-02
Buyer	OC-05
Human Resources Supervisor	OC-11
Attorney	OC-01
Consultant	OC-30

EXHIBIT B

RESOLUTION NO. 1571

**RESOLUTION OF THE
MESA WATER DISTRICT BOARD OF DIRECTORS
AMENDING ITS CONFLICT OF INTEREST CODE AND
SUPERSEDING RESOLUTION NO. 1535**

**MESA WATER DISTRICT
DISCLOSURE CATEGORIES**

No.	Disclosure Category
OC-01	All interests in real property in Orange County or Mesa Water, as well as investments, business positions and sources of income (including gifts, loans and travel payments).
OC-02	All investments, business positions and sources of income (including gifts, loans and travel payments).
OC-05	All investments in, business positions with and income (including gifts, loans and travel payments) from sources that provide services, supplies, materials, machinery, equipment (including training and consulting services) used by Mesa Water.
OC-09	All interests in real property in Orange County, as well as investments in, business positions with and income (including gifts, loans and travel payments) from sources owning property in Orange County.
OC-11	All interests in real property in Orange County or located entirely or partly within district boundaries, as well as investments in, business positions with and income (including gifts, loans and travel payments) from sources that are engaged in the supply of equipment related to recruitment, employment search & marketing, classification, training, or negotiation with personnel; employee benefits, and health and welfare benefits.
OC-30	Consultants shall be included in the list of designated employees and shall disclose pursuant to the broadest category in the code subject to the following limitation: The Department Head/Director/General Manager/Superintendent/ etc. may determine that a particular consultant, although a “designated position,” is hired to perform a range of duties that is limited in scope and thus is not required to fully comply with the disclosure requirements in this section. Such written determination shall include a description of the consultant’s duties and, based upon that description, a statement of the extent of disclosure required. The determination of disclosure is a public record and shall be filed with the Form 700 and retained by the Filing Officer for public inspection.

RESOLUTION NO. ~~1535~~1571

**RESOLUTION OF THE
MESA WATER DISTRICT BOARD OF DIRECTORS
AMENDING ITS CONFLICT OF INTEREST CODE
SUPERSEDING RESOLUTION NO. ~~1516~~1535**

WHEREAS, Mesa Water District (Mesa Water®) is a county water district organized and operating pursuant to the provisions of the laws of the State of California (State or California); and

WHEREAS, the Political Reform Act of 1974, being California Government Code Sections 81000 *et seq.* (the Act), requires each local government agency to adopt a Conflict of Interest Code pursuant to the Act; and

WHEREAS, the Board of Directors (Board) of Mesa Water has previously adopted Mesa Water's Conflict of Interest Code (Mesa Water Code) pursuant to the provisions of the Act; and

WHEREAS, the California Fair Political Practices Commission has adopted a regulation, being Title 2, California Code of Regulations, Section 18730, which contains terms for a standard model Conflict of Interest Code, which together with amendments thereto, may be adopted by public agencies in the State and incorporated by reference to save public agencies time and money by minimizing the actions required of such agencies to keep their conflict of interest codes in conformity with the requirements of the Act; and

WHEREAS, amendments to the Act have in the past, and foreseeably will in the future, require conforming amendments to be made to the Mesa Water Code; and

WHEREAS, changes have occurred within the positions of Mesa Water since the most recent adopted update to the Mesa Water Code undertaken by the adoption of Resolution No. ~~1535~~1546; and

WHEREAS, the Board has determined that it is appropriate to update and amend the Mesa Water Code by the adoption of this Resolution, which shall supersede Resolution No. ~~1535~~1546,-

NOW, THEREFORE, THE BOARD OF DIRECTORS OF THE MESA WATER DISTRICT DOES HEREBY RESOLVE, DETERMINE AND ORDER AS FOLLOWS:

Section 1. The terms of Title 2, California Code of Regulations, Section 18730, as applicable to Mesa Water (set out in Attachment A, attached hereto and

incorporated herein by this reference), and any amendments thereto ~~it~~ ~~is~~ ~~duly~~ ~~adopted~~ ~~by~~ ~~the~~ ~~California~~ ~~Fair~~ ~~Political~~ ~~Practices~~ ~~Commission~~, ~~which~~ ~~are~~ ~~hereby~~ ~~incorporated~~ ~~by~~ ~~reference~~, and, together with Attachment A, and Exhibits A and B ~~thereto~~, in which Board members and Mesa Water employees and consultants are designated, and applicable disclosure categories are set forth, shall constitute the Conflict of Interest Code of ~~the~~ Mesa Water District.

Section 2. The provisions of all Mesa Water Code(s), and amendments and updates thereto, previously adopted by ~~the Board for~~ Mesa Water shall be superseded upon the adoption of this Resolution.

Section 3. Mesa Water's Filing Officer (as designated in Attachment A) is hereby authorized and directed to forward a copy of this Resolution, ~~as adopted~~, to the Clerk of the ~~Orange County~~ Board of Supervisors for review and approval by the Orange County Board of Supervisors as required by California Government Code Section 87303.

Section 4. Resolution No. ~~1516-1535~~ shall be superseded upon the ~~effective date~~ ~~adoption~~ of this Resolution.

Section 5. This Resolution shall take effect on ~~January 1, 2023~~. ~~January 1, 2021~~.

ADOPTED, SIGNED, and APPROVED this ~~12~~15th day of November ~~2020~~2023, by a roll call vote:

AYES: DIRECTORS: ~~Atkinson, Bockmiller, Fidler, DePasquale, Dewane~~
NOES: DIRECTORS:
~~ABSTAIN~~ABSENT: DIRECTORS:
~~ABSTAIN~~ABSENT: DIRECTORS:

~~Marice H. DePasquale~~~~Shawn Dewane~~
President, Board of Directors

Denise Garcia
District Secretary

ATTACHMENT A

RESOLUTION NO. ~~15351571~~

RESOLUTION OF THE MESA WATER DISTRICT BOARD OF DIRECTORS AMENDING ITS CONFLICT OF INTEREST CODE AND SUPERSEDING RESOLUTION NO. ~~15161535~~

CONFLICT OF INTEREST CODE FOR THE MESA WATER DISTRICT

The Political Reform Act, being California Government Code Sections 81000, *et seq.*, requires State and local government agencies to adopt and promulgate Conflict of Interest Codes. The Fair Political Practices Commission has adopted a regulation (2 Cal. Code of Regs. Section 18730) which contains the terms of a standard Conflict of Interest Code, which may be incorporated by reference in an agency's code. After a public notice and hearing it may be amended by the Fair Political Practices Commission to conform to amendments in the Political Reform Act. Therefore, the terms of 2 California Code of Regulations Section 18730 and any amendments to it duly adopted by the Fair Political Practices Commission are hereby incorporated by reference. This regulation, and the attached Appendix designating officials and employees and establishing disclosure categories, shall constitute the Conflict of Interest Code of the Mesa Water District (Mesa Water®).

~~Designated employees shall file statements of economic interests with Mesa Water's Political Reform Act Filing Officer (the District Secretary) who will make statements available for public inspection and reproduction (California Government Code Section 82008). Upon receipt of the statements of the Board of Directors, General Manager, Assistant General Manager, and Attorney, the Filing Officer shall make and retain a copy and forward the original of those statements to the Clerk of the Orange County Board of Supervisors. Statements for all other designated employees will be retained by the Filing Officer~~

Statements of Economic Interests (Statements) of the Board of Directors, General Manager, Assistant General Manager and Attorney shall be filed with the designated Filing Officer of the County of Orange (currently the Clerk of the Board of Supervisors). The County Filing Officer shall retain such Statements as required by applicable State law.

Statements applicable to all other Mesa Water designated positions shall be filed with Mesa Water's District Secretary (Secretary) as the Filing Officer therefore. The Secretary, as the Mesa Water Filing Officer for such Statements, shall retain such Statements as required by applicable State Law.

All Statements shall be available for public inspection and reproduction pursuant to California Government Code Section 81008, from the applicable Filing Officer.

DRAFT

EXHIBIT A

RESOLUTION NO. ~~15351571~~

RESOLUTION OF THE
MESA WATER DISTRICT BOARD OF DIRECTORS
AMENDING ITS CONFLICT OF INTEREST CODE
SUPERSEDING RESOLUTION NO. ~~15161535~~

LIST OF DESIGNATED POSITIONS -
CONFLICT OF INTEREST CODE

Designated Positions	Disclosure Categories
Director	OC-01
General Manager	OC-01
Assistant General Manager	OC-01
Administrative Services Manager	OC-01
Chief Administrative Officer	OC-01
Chief Financial Officer	OC-01
Chief Operating Officer	OC-01
Customer Services Manager	OC-01
District Engineer	OC-01
District Secretary	OC-01
District Treasurer	OC-01
Engineering and Operations Manager	OC-01
Financial Services Manager	OC-01
Human Resources Manager	OC-01
Public Affairs Manager	OC-01
Water Operations Manager	OC-01
Water Policy Manager	OC-01
Water Resources Manager	OC-01
Business Administrator	OC-01
Assistant Water Operations Manager	OC-02
Controller	OC-02
Principal Engineer	OC-02
Senior Civil Engineer	OC-02
Senior Public Affairs Specialist	OC-02
Water Operations Supervisor	OC-02
Water Quality and Compliance Supervisor	OC-02
Buyer	OC-05
Human Resources Supervisor	OC-11
Attorney	OC-01

Designated Positions	Disclosure Categories
Consultant	OC-30

DRAFT

EXHIBIT B

RESOLUTION NO. ~~1535~~1571

RESOLUTION OF THE MESA WATER DISTRICT BOARD OF DIRECTORS AMENDING ITS CONFLICT OF INTEREST CODE AND SUPERSEDING RESOLUTION NO. ~~1516~~1535

MESA WATER DISTRICT DISCLOSURE CATEGORIES

No.	Disclosure Category
OC-01	All interests in real property in Orange County or Mesa Waterthe District , as well as investments, business positions and sources of income (including gifts, loans and travel payments).
OC-02	All investments, business positions and sources of income (including gifts, loans and travel payments).
OC-05	All investments in, business positions with and income (including gifts, loans and travel payments) from sources that provide services, supplies, materials, machinery, equipment (including training and consulting services) used by this department or District Mesa Water .
OC-09	All interests in real property in Orange County, as well as investments in, business positions with and income (including gifts, loans and travel payments) from sources owning property in Orange County.
OC-11	All interests in real property in Orange County or located entirely or partly within district boundaries, as well as investments in, business positions with and income (including gifts, loans and travel payments) from sources that are engaged in the supply of equipment related to recruitment, employment search & marketing, classification, training, or negotiation with personnel; employee benefits, and health and welfare benefits.
OC-30	Consultants shall be included in the list of designated employees and shall disclose pursuant to the broadest category in the code subject to the following limitation: The Department Head/Director/General Manager/ Superintendent/ etc. may determine that a particular consultant, although a "designated position," is hired to perform a range of duties that is limited in scope and thus is not required to fully comply with the disclosure requirements in this section. Such written determination shall include a description of the consultant's duties and, based upon that description, a statement of the extent of disclosure required. The determination of disclosure is a public record and shall be filed with the Form 700 and retained by the Filing Officer for public inspection.

REPORTS:

9. REPORT OF THE GENERAL MANAGER

REPORTS:

10. DIRECTORS' REPORTS AND COMMENTS



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Water Needs*

MEMORANDUM

TO: Board of Directors
FROM: Marwan Khalifa, CPA, MBA, Chief Financial Officer
DATE: November 15, 2022
SUBJECT: Fiscal Year 2022 Annual Reimbursement Report

RECOMMENDATION

Receive and file the Fiscal Year 2022 Annual Reimbursement Report (California Government Code 53065.5) for the period of July 1, 2021 through June 30, 2022.

STRATEGIC PLAN

Goal #3: Be financially responsible and transparent.

PRIOR BOARD ACTION/DISCUSSION

None.

DISCUSSION

California Government Code Section 53065.5 requires all Special Districts to disclose any reimbursements of one hundred dollars (\$100) or more for each individual charge for services or products received paid to Board members and staff within the preceding fiscal year. The individual charge can include, but is not limited to: tuition, certification or license reimbursement; meals, lodging, and transportation reimbursement; or registration fees reimbursement. The disclosure requirement is fulfilled by including the reimbursement information in a document published or printed at least annually and shall be made available for public inspection.

Staff has reviewed all Director and employee reimbursements for the time period of July 1, 2021 through June 30, 2022 (Fiscal Year 2022) and has identified those reimbursements where a single item met or exceeded the \$100 threshold. The annual reimbursement report is attached.

FINANCIAL IMPACT

None.

ATTACHMENTS

Attachment A: Fiscal Year 2022 Annual Reimbursement Report

FISCAL YEAR 2022 ANNUAL REIMBURSEMENT REPORT PER CA GOVERNMENT CODE SECTION 53065.5

Vendor Name	Document Date	Transaction Description	Document Amount
KYLE BARKER	7/6/2021	SAFETY BOOTS	200.00
ALEX HRADECKY	7/8/2021	SAFETY BOOTS	200.00
JENNIFER REYES	7/12/2021	SAFETY BOOTS	200.00
ALEXANDER GARCIA	7/20/2021	SAFETY BOOTS	200.00
JAMES VALENCIA	7/26/2021	TUITION REIMBURSEMENT	171.00
KARYN IGAR	8/3/2021	WEBINAR REIMBURSEMENT	199.00
RICHARD KOVACEVIC	8/11/2021	SAFETY BOOTS	200.00
DUSTIN BURNSIDE	8/11/2021	TUITION REIMBURSEMENT	1,284.75
JAMES VALENCIA	8/11/2021	SAFETY BOOTS	138.34
KYLE BARKER	8/16/2021	TUITION REIMBURSEMENT	529.85
DUSTIN BURNSIDE	8/16/2021	TUITION REIMBURSEMENT	1,368.74
CAMILLE SHEHADEH	8/19/2021	TUITION REIMBURSEMENT	450.00
MARWAN KHALIFA	9/2/2021	CONFERENCE REIMBURSEMENT	712.21
DENISE GARCIA	9/8/2021	CONFERENCE REIMBURSEMENT	736.82
KYLE BARKER	9/27/2021	CERTIFICATE REIMBURSEMENT	235.00
JAMAR OGAN	9/29/2021	CERTIFICATE REIMBURSEMENT	110.00
TODD GARD	9/30/2021	SAFETY BOOTS	200.00
DUSTIN BURNSIDE	9/30/2021	TUITION REIMBURSEMENT	1,368.74
SHANE KEMP	10/4/2021	SAFETY BOOTS	200.00
DUSTIN BURNSIDE	10/16/2021	SAFETY BOOTS & REIMBURSEMENT	249.00
STACY TAYLOR	10/26/2021	CONFERENCE REIMBURSEMENT	215.00
KAYING LEE	11/19/2021	CONFERENCE REIMBURSEMENT	389.54
CHERLYNN HURDLE	12/8/2021	OFFICE SUPPLIES	408.30
JENNIFER REYES	12/9/2021	CERTIFICATE REIMBURSEMENT	120.00
JAMAR OGAN	12/9/2021	CERTIFICATE REIMBURSEMENT	100.00
MARWAN KHALIFA	12/9/2021	CONFERENCE REIMBURSEMENT	2,215.78
KYLE BARKER	12/14/2021	TUITION REIMBURSEMENT	645.68
TYLER JERNIGAN	12/14/2021	TUITION REIMBURSEMENT	173.30
KATHY PHAM	12/20/2021	TUITION REIMBURSEMENT	1,412.00
DUSTIN BURNSIDE	12/23/2021	TUITION REIMBURSEMENT	1,248.75
DUSTIN BURNSIDE	12/23/2021	TUITION REIMBURSEMENT	1,275.75
DUSTIN BURNSIDE	12/23/2021	TUITION REIMBURSEMENT	1,308.75
DUSTIN BURNSIDE	12/23/2021	TUITION REIMBURSEMENT	1,318.75
MARWAN KHALIFA	1/13/2022	CONFERENCE REIMBURSEMENT	195.00
JONATHAN ADAME	1/20/2022	CERTIFICATE REIMBURSEMENT	175.00
TYLER JERNIGAN	1/25/2022	SAFETY BOOTS	200.00
KAYING LEE	1/31/2022	CERTIFICATE REIMBURSEMENT	100.00
ALONZO ALATORRE	2/7/2022	CERTIFICATE REIMBURSEMENT	165.00
DUSTIN BURNSIDE	3/2/2022	TUITION REIMBURSEMENT	1,328.20
TRACY MANNING	3/8/2022	CONFERENCE REIMBURSEMENT	104.93

TRACY MANNING	3/30/2022	CONFERENCE REIMBURSEMENT	104.93
STRYDER HUFF	3/30/2022	SAFETY BOOTS	193.90
ALEXANDER GARCIA	4/3/2022	CERTIFICATE REIMBURSEMENT	465.00
SHANE KEMP	4/5/2022	TUITION REIMBURSEMENT	448.18
MARWAN KHALIFA	4/19/2022	EXPENSE REIMBURSEMENT	267.39
MARWAN KHALIFA	5/12/2022	EXPENSE REIMBURSEMENT	110.00
MARWAN KHALIFA	5/12/2022	EXPENSE REIMBURSEMENT	125.00
MARWAN KHALIFA	5/12/2022	EXPENSE REIMBURSEMENT	139.63
MARWAN KHALIFA	5/12/2022	EXPENSE REIMBURSEMENT	330.35
DUSTIN BURNSIDE	5/19/2022	TUITION REIMBURSEMENT	1,275.74
KATHY PHAM	6/1/2022	TUITION REIMBURSEMENT	1,513.96
DUSTIN BURNSIDE	6/2/2022	TUITION REIMBURSEMENT	530.24
DUSTIN BURNSIDE	6/8/2022	TUITION REIMBURSEMENT	1,275.74
MARWAN KHALIFA	6/8/2022	CONFERENCE REIMBURSEMENT	1,310.37
BOB MITCHELL	6/16/2022	TUITION REIMBURSEMENT	165.53
KYLE BARKER	6/16/2022	TUITION REIMBURSEMENT	530.24
DUSTIN BURNSIDE	6/16/2022	TUITION REIMBURSEMENT	1,368.74
BOB MITCHELL	6/22/2022	SAFETY BOOTS	183.18
ANTHONY PHOU	6/30/2022	CALPERS REFUND	356.71
MARWAN KHALIFA	6/30/2022	CALPERS REFUND	570.26
KARYN IGAR	6/30/2022	CALPERS REFUND	434.65
ANDREW WIESNER	6/30/2022	CALPERS REFUND	491.72
			34,244.64

There are no support materials for this item.

CLOSED SESSION:

13. CONFERENCE WITH CYBER SECURITY CONSULTANT PURSUANT TO CALIFORNIA GOVERNMENT CODE 54957 (a):

The Board will meet in Closed Session with its cyber security consultant concerning cyber security risks and protections.

CLOSED SESSION:

14. CONFERENCE WITH GENERAL LEGAL COUNSEL – ANTICIPATED LITIGATION:
Initiation of litigation pursuant to California Government Code Section 54956.9 (d)(4)
Number of Cases: 1

CLOSED SESSION:

15. CONFERENCE WITH LABOR NEGOTIATOR PURSUANT TO CALIFORNIA GOVERNMENT CODE 54957.6:
District Negotiator: General Manager
Employee Organization: Represented and Non-Represented Employees

CLOSED SESSION:

16. PURSUANT TO CALIFORNIA GOVERNMENT CODE SECTION 54957.6:
Public Employee Performance Evaluation
Title: General Manager



*Dedicated to
Satisfying our Community's
Water Needs*

MEMORANDUM

TO: Board of Directors
FROM: Denise Garcia, Chief Administrative Officer
DATE: November 15, 2022
SUBJECT: Annual Performance Evaluation for the General Manager

RECOMMENDATION

Take action as the Board desires.

STRATEGIC PLAN

- Goal #1: Provide a safe, abundant, and reliable water supply.
- Goal #2: Practice perpetual infrastructure renewal and improvement.
- Goal #3: Be financially responsible and transparent.
- Goal #4: Increase public awareness about Mesa Water and about water.
- Goal #5: Attract and retain skilled employees.
- Goal #6: Provide outstanding customer service.
- Goal #7: Actively participate in regional and statewide water issues.

PRIOR BOARD ACTION/DISCUSSION

At its October 27, 2022 workshop, the Board of Directors (Board) reviewed and discussed, in Closed Session, the General Manager's Employment Agreement. The Board deferred action on this topic until the November 15, 2022 meeting.

DISCUSSION

At its November 15, 2022 Committee meeting, the Board will review and discuss, in Closed Session, the General Manager's Employment Agreement and potential compensation changes. State law requires that subsequent Open Session announcement of such items be made at a regular or adjourned regular meeting of the Board; action may or may not take place at the adjourned regular Board meeting of November 15, 2022.

FINANCIAL IMPACT

There is no financial impact for the discussion of this item unless action is taken by the Board.

ATTACHMENTS

None.