AGENDA
MESA WATER DISTRICT
EXECUTIVE COMMITTEE MEETING
TUESDAY, NOVEMBER 6, 2018 AT 3:30 PM
PANIAN CONFERENCE ROOM

Committee Members: Jim Atkinson, President
Fred R. Bockmiller, P.E., Vice President
Paul E. Shoenberger, P.E., General Manager
Denise Garcia, Administrative Services Manager

PUBLIC COMMENTS

Non-Agendized Matters: Members of the public are invited to address the Board on matters which are not on the Agenda. Each speaker is limited to three (3) minutes. The Board will set aside thirty (30) minutes for public comments.

Agendized Matters: Members of the public may comment on Agenda items before action is taken, or after the Board has discussed the item. Each speaker is limited to five (5) minutes.

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. Committee Policy & Resolution Review

PRESENTATION AND DISCUSSION ITEMS:
Items recommended for approval at this meeting may be agendized for approval at a future Board meeting.

None

ACTION ITEMS:

2. Mountain Counties Water Resources Association Membership
3. Conflict of Interest Code

REPORTS:

4. Future Agenda Topics and Conference Schedule
5. Report of the General Manager
6. Directors’ Reports and Comments

INFORMATION ITEMS:

7. Other (no enclosure)
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 contact the District Secretary at (949) 631-1206. 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 utilizing 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.

ADJOURNMENT
<table>
<thead>
<tr>
<th>Policy Name</th>
<th>Resolution No.</th>
<th>Date Adopted</th>
<th>Revision Schedule</th>
<th>Last Reviewed</th>
</tr>
</thead>
<tbody>
<tr>
<td>Conflict of Interest Reporting</td>
<td>1489</td>
<td>02/09/17</td>
<td>Biennial review and as needed to reflect changes in law and current staff positions</td>
<td>02/09/17</td>
</tr>
<tr>
<td></td>
<td></td>
<td></td>
<td>*Scheduled for the 11/06/18 meeting</td>
<td></td>
</tr>
<tr>
<td>Public Records Act</td>
<td>1421</td>
<td>08/28/12</td>
<td>Review and update as needed</td>
<td>08/28/12</td>
</tr>
<tr>
<td></td>
<td></td>
<td></td>
<td>*Scheduled for the 12/04/18 meeting</td>
<td></td>
</tr>
<tr>
<td>Compensation for Board &amp; Other Meetings</td>
<td>Ordinance No. 28</td>
<td>04/13/17</td>
<td>Review and update as needed</td>
<td>03/26/18</td>
</tr>
<tr>
<td></td>
<td></td>
<td></td>
<td>*Scheduled for the 01/10/19 meeting</td>
<td></td>
</tr>
<tr>
<td>Board Meeting Procedures</td>
<td>1509</td>
<td>02/08/18</td>
<td>Review and update as needed</td>
<td>02/08/18</td>
</tr>
<tr>
<td>Delegation of Authority to General Manager</td>
<td>1507</td>
<td>01/18/18</td>
<td>Review and update as needed</td>
<td>01/18/18</td>
</tr>
<tr>
<td>Division Boundaries Revisions</td>
<td>1445</td>
<td>11/14/13</td>
<td>Reviewed every 10 years after census</td>
<td>11/14/13</td>
</tr>
<tr>
<td>Health Insurance Benefits for Directors</td>
<td>1342</td>
<td>03/27/07</td>
<td>Review and update as needed</td>
<td>03/27/07</td>
</tr>
<tr>
<td>Protocols of the Board</td>
<td>1479</td>
<td>07/14/16</td>
<td>Review and update as needed</td>
<td>07/14/16</td>
</tr>
<tr>
<td>Records Retention Policy</td>
<td>1425</td>
<td>09/13/18</td>
<td>Review and update as needed</td>
<td>09/13/18</td>
</tr>
<tr>
<td>Retirement Events</td>
<td>1400</td>
<td>08/24/10</td>
<td>Review and update as needed</td>
<td>08/24/10</td>
</tr>
<tr>
<td>Rules and Regulations for Employees</td>
<td>1473</td>
<td>05/19/16</td>
<td>Review and update as needed</td>
<td>05/19/16</td>
</tr>
</tbody>
</table>
MEMORANDUM

TO: Executive Committee
FROM: Paul E. Shoenberger, P.E., General Manager
DATE: November 6, 2018
SUBJECT: Mountain Counties Water Resources Association Membership

RECOMMENDATION

Recommend that the Board of Directors approve an Associate Membership with Mountain Counties Water Resources Association for Fiscal Year 2019 in the amount of $550.

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 water issues.

PRIOR BOARD ACTION/DISCUSSION

District memberships are reviewed annually by Mesa Water District’s (Mesa Water®) Board of Directors (Board) during the fiscal year budget discussions.

DISCUSSION

Mountain Counties Water Resources Association (MCWRA) is an organization dedicated to uniting agencies, groups and individuals whose interests include protecting and enhancing Mountain County water resources throughout the foreseeable future. To accomplish this mission, MCWRA sets out to strengthen autonomous member entities’ implementation of their jurisdictional responsibilities through information sharing, issue awareness, education, and potential legislative action or legal support.

Mountain Counties is a nonprofit tax-exempt corporation [501(c)(6)], organized and existing solely for nonprofit purposes. An Associate Membership with MCWRA at the $550 annual level is offered for any organization involved in treating, controlling, developing, acquiring, using or supplying water for any purpose (including protecting, drainage, or reclamation of lands, and/or producing power) for the inhabitants or lands within the counties of origin or adjacent to the central region of the Sierra Nevada in the State of California. Associate Membership may be accepted upon written application, approval by the Board, and payment of the required membership dues. Acceptance to Associate Membership shall authorize participation in activities of Mountain Counties but shall not entitle any right to vote or hold office.

In June of 2018, Mesa Water partnered with MCWRA and the Urban Water Institute on the successful North Meets South Tour, a three-day event punctuated by a tour of local water facilities and followed by a discussion session on water issues critical to both Northern and Southern California. The goal of the event was to help MCWRA members better understand how Southern California efficiently maximizes its water resources, a small step in closing the gap between...
Northern and Southern California on water issues but very important to the bigger water supply picture.

In October of 2018, Board President Atkinson and General Manager Shoenberger attended MCWRA’s Water Symposium whose topic was “The California Water Fix – Supply, Conveyance and Operation” and which highlighted speakers from the United States Bureau of Reclamation, Metropolitan Water District of Southern California, and the Coalition for a Sustainable Delta.

As 40% of the state’s developed water supply originates from Mountain Counties Areas - more than from any other single source - and as the California Department of Water Resources recognized and established the Mountain Counties as an “Area of Interest” in the California Water Plan Update, staff recommends MCWRA membership for Mesa Water at the Associate level, joining them in their continual willingness to work with all agencies of the State to achieve water dependability throughout California.

FINANCIAL IMPACT

In Fiscal Year 2019, $80,000 has been budgeted for Dues and Subscriptions; $20,500 has been spent to date.

ATTACHMENTS

Attachment A: Mountain Counties Water Resources Association Associate Member Application
Attachment B: Mountain Counties Water Resources Association Bylaws
Membership Application - Associate

DATE OF APPLICATION: ___________________ AMOUNT ENCLOSED $ __________________

NAME: __________________________________________________________________________

AFFILIATION / COMPANY: __________________________________________________________________________

NON-WATER PURVEYOR (Number of employees): __________________________________________________________________________

ADDRESS: __________________________________________________________________________

CITY: __________________________________________________________________________

STATE: ___________________________ ZIP: ___________________________

PHONE: __________________________________________________________________________

EMAIL ADDRESS: __________________________________________________________________________

MEMBERSHIP CATEGORY: __________________________________________________________________________

Check here _____ to be a Website Sponsor (optional): $200 ($100-initial set-up, plus $100-annually)

NOTE:
Please email an electronic copy of your LOGO along with contact person name and contact information for our website include a brief description of your organization. Email to executivedirector11.mcwra@gmail.com

________________________________________________________________________

Associate Membership – (Large): Organization of four or more individuals.......... $550 annually
Associate Membership – (Small): Organization of three or less individuals.......... $300 annually

Any consulting organization, or corporation involved in treating, controlling, developing, acquiring, using or supplying water for any purpose (including protecting, drainage, or reclamation of lands, and/or producing power) for the inhabitants or lands within the counties of origin or adjacent to the central region of the Sierra Nevada in the State of California may become an Associate Member of Mountain Counties upon written application, approval by the Board, and payment of the required membership dues. Acceptance to Associate Membership shall authorize participation in activities of Mountain Counties but shall not entitle any right to vote or hold office.

Remit application with payment to:
Mountain Counties Water Resources Association
PO Box 251
Placerville, CA 95667
BYLAWS OF
MOUNTAIN COUNTIES
WATER RESOURCES ASSOCIATION

ARTICLE I
NAME

The name of this nonprofit corporation shall be Mountain Counties Water Resources Association (hereinafter referred to as “Mountain Counties”).

ARTICLE II
PRINCIPAL OFFICE

The principal office for the transaction of the activities and affairs of Mountain Counties is located at P O Box 251, Placerville, California 95667. Any change of location of the principal office requires an amendment to this Article of the by-laws by the Board of Directors of Mountain Counties (“Board”).

ARTICLE III
PURPOSES

Mountain Counties Water Resources Association is a nonprofit corporation, organized and existing solely for nonprofit purposes. It is organized under the [Nonprofit Corporation Act] of the State of California and is organized for the purposes set forth in Internal Revenue Code section 501(c)(6) or the corresponding provision of any future United States internal revenue law. Within the context of these general purposes, the Corporation’s primary purposes of Mountain Counties are: (i) to provide education and legislative advocacy to and on behalf of water agencies in the Sierra Nevada foothills upstream of the Sacramento and Joaquin Valleys to protect and enhance the water resources of the mountain counties of the State of California now and in the future, and (ii) to do any and all lawful activities which may be necessary, useful or desirable for the furtherance, accomplishment, fostering or attainment of the foregoing purpose, either directly or indirectly, and either alone or in conjunction or cooperation with others, whether such others be persons or organizations of any kind or nature, such as corporations, firms, associations, trusts, institutions, foundations or governmental bureaus, departments or agencies.

ARTICLE IV
FISCAL YEAR
The fiscal year of Mountain Counties shall begin on the first day of July and end on the last day of June each year.

ARTICLE V
MEMBERSHIP AND DUES

A. Mountain Counties shall have six classes of members:

(i) **Executive Membership:** Any county, public district, or other public agency located in the State of California in the counties of origin or adjacent to the central region of the Sierra Nevada who is involved in water development, acquisition, treatment, or storage may become an Executive Member of Mountain Counties upon written application, approval by the Board, and payment of the required membership dues. Acceptance to Executive Membership shall authorize full participation in activities of Mountain Counties. The General Manager, Executive Officer, or appointed representative shall represent its organization in the Executive Membership of Mountain Counties and shall be the voting representative from its public entity.

(ii) **Associate:** Any consulting organization, or corporation involved in treating, controlling, developing, acquiring, using or supplying water for any purpose (including protecting, drainage, or reclamation of lands, and/or producing power) for the inhabitants or lands within the counties of origin or adjacent to the central region of the Sierra Nevada in the State of California may become an Associate Member of Mountain Counties upon written application, approval by the Board, and payment of the required membership dues. Acceptance to Associate Membership shall authorize participation in activities of Mountain Counties but shall not entitle any right to vote or hold office.

**Associate (Large):** Organization of four or more individuals
**Associate (Small):** Organization of three or less individuals

(iii) **Affiliate:** Any water purveyor outside the designated boundary of the California Water Plan Mountain Counties Overlay that is involved indirectly with MCWRA and/or its executive members in achieving mutual regulatory, political and legislative goals for this region, its members and those affiliated with MCWRA.
Acceptance to Affiliate Membership shall authorize participation in activities of Mountain Counties but shall not entitle any right to vote or hold office.

(iv) **Honorary Life Membership**: Any individual who has tendered conspicuous service in furthering the purposes of Mountain Counties may become an Honorary Life Member of Mountain Counties upon approval by the Board. Acceptance to Honorary Life Membership shall authorize participation in the activities of Mountain Counties but shall not entitle any right to vote or hold office.

(v) **Ex-Officio**: Board appointed delegate to the Board of Directors. Delegate is past Director (Board Member) and serves on behalf of the Board of Directors. As ex-officio members of their board, the delegate attends board meetings "by reason of their office," rather than through elections, but shall not be entitled to vote.

(vi) **MCWRA Ambassador/s**: Board appointed high ranking delegate to serve as MCWRA Ambassador for MCWRA. The MCWRA Ambassador is the personal representative of the Association’s Executive Director and Board of Directors in regional, state and federal water matters of the highest importance to its membership.

B. **Termination of Membership.** Membership shall cease upon the failure of any member to pay the dues provided for in Subdivision C of this Article V. The membership of any member may be terminated at any time by such member sending written notification of its intent to withdraw to the Board of Mountain Counties. The Board may terminate the membership of any member upon thirty (30) calendar days written notice by first class mail when it is determined at any meeting of the Board that continuance of such membership would not be in the best interest of Mountain Counties. Withdrawal or termination of membership ends any participation in Mountain Counties activities and shall terminate a member’s interest in the assets of Mountain Counties.

C. **Dues.** The annual dues of each member shall be established by the Board and shall be assessed against all members, except the MCWRA Ambassador, Honorary Life and Ex-Officio Members of Mountain Counties.
D. **Liability of Members.** No member shall be liable for any obligation incurred by Mountain Counties, except the payment of annual dues while it shall remain a member.

E. **Nontransferability of Membership.** All memberships of Mountain Counties are nontransferable.

**ARTICLE VI**

**BOARD OF DIRECTORS**

A. **General Powers.** Subject to the provisions and limitations of any applicable law and these Bylaws, Mountain Counties’ activities and affairs shall be managed, and all powers of the association shall be exercised, by or under the direction of the Board.

B. **Specific Powers.** Without prejudice to the general powers set forth in Paragraph A of this Article VI, but subject to the same limitations, the Board shall have the power to:

   (i) Appoint and remove, at the discretion of the Board, all corporate officers, agents and employees; prescribe the powers and duties for them as are consistent with the law and these Bylaws; fix their compensation; and require from them security for faithful service;

   (ii) Change the principal office or the principal business office in California from one location to another; and

   (iii) Borrow money and incur indebtedness on Mountain Counties’ behalf and cause to be executed and delivered for Mountain Counties’ purposes promissory notes, bonds, debentures, deeds of trust, mortgages, pledges, hypothecations, and other evidences of debt and securities.

C. **Number of Directors.** The Board shall consist of seven (7) Directors unless changed by amendment to these Bylaws.

D. **Qualifications of Directors.** The qualifications for Directors include: (i) active employment with, or representation of, an Executive Member; and (ii) dedication to the purposes of Mountain Counties stated in Article III of these Bylaws. The Board may also consider any other relevant qualifications.

E. **Quorum and Action.** A majority of the authorized number of Directors shall constitute a quorum for the transaction of any business except
adjournment. Subject to more stringent requirements of law, every action taken or decision made by majority vote of the Directors present at a duly held meeting at which a quorum is present shall be an act of the Board.

F. When there is a vacancy on the Board, the Executive Members shall elect a replacement Director in the manner described in Paragraph H of this Article VI.

G. Term. The term of each Director shall be four (4) years.

H. Nominations. (i) Nominations for election of each Director shall be made by the Governance committee. At least one hundred and twenty (120) calendar days prior to the date of any election of Directors, the Board shall task the Governance Committee to select qualified candidates for those positions on the Board whose terms of office are then expiring. The Governance Committee shall make its report to the Executive Director/Secretary of Mountain Counties at least sixty (60) calendar days prior to the date of the meeting at which the Directors are to be elected.

(ii) Executive Members may also nominate persons for election to positions on the Board. At least forty-five (45) but not more than sixty (60) calendar days prior to the date of the meeting, the Secretary, at the direction of the Board, shall send notice to all Executive Members, listing the nominees of the nominating committee and calling for any additional nominations to be submitted in writing not less than twenty-one (21) calendar days prior to the meeting. Such written nominations by Executive Members shall contain: (a) the name and address of each proposed nominee and agency he or she represents, and (b) the name of the nominating Executive Member.

(iii) At least ten (10) calendar days prior to the meeting, the Secretary shall send to each Executive Member a list of all nominees for Director.

I. Election of Directors. All Executive Members may vote on the election of Directors. However, if MCWRA has an uncontested election for new Board members, the Association will dispense with balloting and the candidates are thus considered elected by consent and acclamation.

J. Vacancies on the Board. (i) A vacancy or vacancies on the Board shall occur in the event of: (a) the death or resignation of any Director; (b) a Director’s departure from the organization he or she represents on Mountain Counties’ Board; (c) increase of the authorized number of Directors; (d)
unanimous vote of all other Directors to remove a Director for misconduct or failure of to meet any required qualification for Director; or (e) removal of a Director by majority vote of the Executive Members.

(ii) Vacancies on the Board, including newly created positions, shall be filled at a regular meeting or special meeting of the Executive Membership called for that purpose.

(iii) Except as provided below, any Director may resign by giving written notice to the President of the Board. The resignation shall be effective when the notice is given unless it specifies a later time for the resignation to become effective. If a Director’s resignation is effective at a later time, the Executive Membership may elect a successor to take office as of the date when the resignation becomes effective.

(iv) No reduction of the authorized number of Directors shall have the effect of removing a Director before his or her term of office expires.

K. No Compensation. No Director shall be compensated by Mountain Counties for his or her service on the Board. Directors may, however, be eligible for reimbursement of expenses incurred in performance of their duties and activities for Mountain Counties in accordance with Paragraph J of Article VIII of these Bylaws.

ARTICLE VII
OFFICERS

A. Officers. The officers of Mountain Counties shall be: President, Vice President, Secretary, Treasurer, Ex-Officio and Executive Director. Each such officer, except for the MCWRA Ambassador, Ex-Officio and Executive Director, shall be a member of the Board. However, the Board may assign the Secretary role to the Executive Director. The President, Vice President, Secretary, and Treasurer shall be appointed by the Board upon election of Directors every two years and shall serve at the pleasure of the Board. Any two or more of the offices of President, Vice President, Secretary and Treasurer may be held by the same person, except that neither the Secretary nor the Treasurer may serve concurrently as President or Vice President. The Executive Director shall be selected by the Board, which shall also determine his or her compensation. The MCWRA Ambassador, Ex-Officio members are appointed by the Board and compensation is limited to expense reimbursements and a nominal stipend as approved by the Board. The MCWRA Ambassador, Ex-
Officio members and the Executive Director shall hold office at the pleasure of the Board. Any officer may resign at any time by giving written notice to the Board. The resignation shall take effect on the date the notice is received or at any later time specified in the notice. Any resignation shall be without prejudice to any rights of Mountain Counties under any contract to which the officer is a party. A vacancy in any office because of death, resignation, removal, disqualification or any other cause shall be filled in the manner prescribed in these Bylaws for normal appointments to that office.

B. Duties.

(i) President. The President shall preside at all meetings of the Board and membership of Mountain Counties; shall appoint all committees, including the chair thereof, who shall be ratified by the Board; and shall perform all other powers and duties as the Board may assign from time to time.

(ii) Vice President. The Vice President shall, in the event of the President's absence or inability to act, preside at any meeting of the Board or membership of Mountain Counties and shall have such other powers and duties as the Board or President may assign from time to time.

(iii) Secretary. The Secretary shall attend all meetings of the Board and membership of Mountain Counties, shall ensure that all minutes of such meetings are kept and Board approved, and shall give all notices to the membership and Board provided for in these Bylaws. The Secretary shall have custody and shall be responsible for the safekeeping of all records of Mountain Counties. The Secretary shall have such other powers and duties as the Board or President may assign from time to time.

(iv) Treasurer. The Treasurer shall supervise all dues collections and the accounts of the Corporation; shall ensure that full and accurate accounting records are maintained at all times; and shall present such reports, including an annual report of the Corporation's financial condition, as the Board of Directors may direct. The books of account shall be open for inspection by any member of the Board at all reasonable times. The Treasurer shall perform such other duties as may be prescribed by the Board of Directors or the President.
(v) **Ex-Officio Member.** Ex-Officio members, appointed by the Board, shall serve on behalf of the Board of Directors and represent the Board on matters of association business.

(vi) **MCWRA Ambassador.** The Ambassador is the personal representative of the Association's Executive Director and Board of Directors in regional, state and federal water matters of the highest importance to its membership.

(vii) **Executive Director.** The Executive Director shall serve as the general manager of Mountain Counties under the direction of the Board, which has ultimate authority over governance of the activities and affairs of Mountain Counties.

**ARTICLE VIII**

**BOARD MEETINGS AND VOTING**

A. Any meeting of the Board may be held by conference telephone or similar communication equipment, as long as all Directors participating in the meeting can hear one another. All such Directors shall be deemed to be present in person at such a meeting.

B. Each year, the Board shall hold a general meeting for purposes of organization, election of officers and Directors, and transaction of other business. Other regular meetings of the Board may be held at such time and place as the Board may fix from time to time, but no less than semi-annually. All such meetings are subject to the notice requirements set forth in Paragraph D of this Article VIII of the Bylaws.

C. Special meetings of the Board may be called for any purpose at any time by the President or Vice President of the Board, Secretary, or any two Directors. Notice of special meetings is subject to requirements set forth in Paragraph D of this Article VIII of the Bylaws.

D. **Notice of Meetings.** General meetings of the Board may be held without notice if the time and place of the meetings are fixed by the Bylaws of the Board. Special meetings of the Board shall be held upon four (4) calendar days notice by first-class mail or forty-eight (48) hours notice delivered personally or by email, facsimile, or telephone. The notice shall state the time and place of the meeting. A notice, or waiver of notice, need not specify the purpose of any
general or special meeting of the Board. The Bylaws may not dispense with notice of a special meeting.

E. Notice of a meeting need not be given to any Director who, either before or after the meeting, signs a waiver of notice, a written consent to the holding of the meeting, an approval of the minutes of the meeting, or who attends the meeting without protesting, prior thereto or at its commencement, the lack of notice to such Director. The waiver of notice or consent need not specify the purpose of the meeting. All such waivers, consents, and approvals shall be filed with the corporate records or made a part of the minutes of the meetings. Notice of a meeting need not be given to any Director who attends the meeting and who, before or at the beginning of the meeting, does not protest the lack of notice to him or her.

F. A consensus of the Directors present, whether or not a quorum is present, may adjourn any meeting to another time and place.

G. Notice of the time and place of holding an adjourned meeting need not be given unless the original meeting is adjourned for more than twenty-four (24) hours. If the original meeting is adjourned for more than 24 hours, notice of any adjournment to another time and place shall be given, before the time of the adjourned meeting, to the Directors who were not present at the time of the adjournment.

H. Any action that the Board is required or permitted to take may be taken without a meeting if all Board members consent in writing to the action. Such action by written consent shall have the same force and effect as any other validly approved action of the Board. All such consents shall be filed with the minutes of the proceedings of the Board.

I. Conduct of Meetings. Meetings shall be facilitated by the President of the Board or, in his or her absence, the Vice President of the Board. If the President and Vice President are unable to attend, the meeting may be facilitated by another Director.

J. Reimbursement. Directors may receive reimbursement of expenses incurred in performance of his or her duties and activities on behalf of Mountain Counties as the Board may determine by resolution to be just and reasonable to Mountain Counties at the time that the resolution is adopted.

ARTICLE IX
COMMITTEES

A. Executive Committees. The Board, by resolution adopted by a consensus of the Directors then in office, provided a quorum is present, may create one or more committees ("Executive Committees"), each consisting of two (2) or more Directors and no persons who are not Directors, to serve at the pleasure of the Board. Appointments to Executive Committees shall be by a consensus of the Directors then in office. The Board may appoint one or more Directors as alternate members of any such Executive Committee, who may replace any absent committee member at any meeting. Any such Executive Committee, to the extent provided in the Board resolution, shall report its findings and recommendations to the Board for its action. Executive Committees shall have all the authority of the Board with respect to matters within their area of assigned responsibility, except that no Executive Committee, regardless of Board resolution may:

(i) Fill vacancies on the Executive Committee;
(ii) Amend or repeal any resolution of the Board which by its express terms is not so amendable or repealable;
(iii) Appoint any other Executive Committees or the members of those Executive Committees;
(iv) Approve any transaction: (a) to which Mountain Counties is a party and one or more Directors have a material financial interest; or (b) between Mountain Counties and one or more of its Directors or between Mountain Counties or any person in which one or more of its Directors have a material financial interest; or
(v) Take any other action that requires approval of the Executive Members of Mountain Counties.

B. Advisory Committees. Other committees, known as Advisory Committees, may be established by the Board of Directors. Advisory Committees are only advisory to the Board and shall not exercise any powers of the Board. Advisory Committees may be standing committees or ad hoc committees and may consist of Executive, Associate, Honorary Life Members, and Ex-Officio Members.

C. Meetings and actions of committees shall be governed by, noticed, held, and taken under the provisions of these Bylaws concerning meetings and other Board actions. Minutes of each meeting shall be kept and shall be filed with the corporate records. The Board may adopt rules for the governance of any committee so long as the rules are consistent with these Bylaws. If the
Board has not adopted rules, the committee may do so consistent with these Bylaws.

**ARTICLE X**
**MEMBERSHIP MEETINGS AND VOTING**

A. **Annual and Regular Meetings.** The annual Executive Member meeting of Mountain Counties shall be held at such place and at such time as may be designated by the Board in the notice of the meeting. At this meeting, the Directors shall be elected and any other proper business may be transacted. Other regular meetings of the Executive Members may be held without notice at such time and place as the Board may fix from time to time or as agreed by written consent by all Executive Members entitled to vote at the meeting, given before or after the meeting.

B. **Notice of Meetings.** Notice of each meeting of the Executive Members shall be mailed, first class mail, or otherwise delivered to each Executive Member at the last recorded address at least ten (10) and not more than ninety (90) calendar days in advance of the meeting. The notice shall set forth the place, time, and purpose of the meeting and shall include the text of any proposed action. The transactions of any Executive Member meeting, however called or noticed and whenever held, shall be as valid as though taken at a meeting duly held after notice, if a) a quorum is present, and b) either before or after the meeting, each Executive Member signs a written waiver of notice, consent to the holding of the meeting, or an approval of the minutes of the meeting. All such waivers, consents, and approvals shall be filed with the corporate records or made a part of the minutes of the meeting. An Executive Member's attendance at a meeting shall also constitute a waiver of notice unless the Executive Member objects at the beginning of the meeting.

C. **Special Meetings.** Special meetings of the Executive Members may be called by a consensus of the Board of Directors or the Executive Members. No business other than that specified in the notice of the meeting shall be transacted at any special meeting of the Executive Members.

D. **Quorum.** There must be present and/or on the telephone at least a majority of the voting power of the Executive Members to constitute a quorum for the transaction of business at any meeting of the Executive Members.

E. **Manner of Voting.** The General Manager or Executive Officer of each Executive Member can vote on behalf of that Executive Member. Each
Executive Member shall be entitled to cast one (1) vote on each matter submitted to a vote of the Executive Members, and, when voting for the election of Directors, each Executive Member entitled to vote may not cast more than one vote for any one candidate for Director. Any action required or permitted by these Bylaws to be taken by the Executive Members may be taken upon approval by a majority vote of a quorum of the Executive Members, except as otherwise provided in these Bylaws or as required by law.

ARTICLE XI
STANDARDS OF CONDUCT

A. No Director of this Mountain Counties nor any other corporation, firm, association, or other entity in which one or more of Mountain Counties' Directors have a material financial interest, shall be interested, directly or indirectly, in any contract or transaction, unless (a) the material facts regarding that Director's financial interest in such contract or transaction or regarding such common directorship, officership, or financial interest are fully disclosed in good faith and noted in the minutes, or are known to all members of the Board prior to the Board's consideration of such contract or transaction; (b) such contract or transaction is authorized in good faith by a majority of the Board by a vote sufficient for that purpose without counting the votes of the interested Directors; (c) before authorizing or approving the transaction, the Board considers and in good faith decides after reasonable investigation that Mountain Counties could not obtain a more advantageous arrangement with reasonable effort under the circumstances; and (d) Mountain Counties for its own benefit enters into the transaction, which is fair and reasonable to Mountain Counties at the time the transaction is entered into.

B. Paragraph A of this Articles X of the Bylaws does not apply to a transaction that is part of a public or charitable program of Mountain Counties if it (a) is approved or authorized by Mountain Counties in good faith and without unjustified favoritism and (b) results in a benefit to one or more Directors or their families because they are in the class of persons intended to be benefited by the public or charitable program of Mountain Counties.

C. Mountain Counties shall not lend any money or property to or guarantee the obligation of any Director or officer; provided, however, that Mountain Counties may advance money to a Director or officer of Mountain Counties for expenses reasonably anticipated to be incurred in the performance of his or her duties if that Director or officer would be entitled to reimbursement for such expenses by Mountain Counties.
D. To the fullest extent permitted by law, Mountain Counties may indemnify its Directors, officers, employees, and persons formerly occupying any such positions, against all expenses, judgments, fines, settlements, and other amounts actually and reasonably incurred by them in connection with any legal proceeding by reason of the fact that such person holds or held such position.

E. 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 Paragraph D of this Article XI of the Bylaws in defending any proceeding covered by that Paragraph may be advanced by Mountain Counties before final disposition of the proceeding, on receipt by Mountain Counties of an undertaking by or on behalf of that person that the advance will be repaid unless it is ultimately found that the person is entitled to be indemnified by Mountain Counties for those expenses.

F. Mountain Counties 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, to cover any liability asserted against or incurred by any officer, director, employee, or agent in such capacity arising from the officer's, Director's, employee's, or agent's status as such.

**ARTICLE XII**

**RECORDS, REPORTS AND RIGHTS OF INSPECTION**

A. Mountain Counties shall keep: (i) adequate and correct books and records of account; (ii) written minutes of the proceedings of its Board and committees; and (iii) a record of each Director’s name, address, email address if available, and telephone number.

B. The Board shall cause an annual report to be sent to the Directors within 120 days after the end of Mountain Counties’ fiscal year. That report shall contain the following information, in appropriate detail:

(i) The assets and liabilities, including the trust funds, of Mountain Counties as of the end of the fiscal year;
(ii) The principal changes in assets and liabilities, including trust funds, during the fiscal year;
(iii) Mountain Counties’ revenue or receipts, both unrestricted and restricted to particular purposes, for the fiscal year;
(iv) Mountain Counties’ expenses or disbursements for both general and restricted purposes during the fiscal year;

(v) Any information required by law; and

(vi) An independent accountant’s report or, if none, the certificate of an authorized officer of Mountain Counties that such statements were prepared without audit from Mountain Counties’ books and records.

C. This requirement of an annual report shall not apply if Mountain Counties receives less than $25,000 in gross revenues or receipts during the fiscal year; provided, however, that the information specified above for inclusion in an annual report must be furnished annually to all Directors.

D. As part of the annual report, or as a separate document if no annual report is issued, Mountain Counties shall, within 120 days after the end of Mountain Counties’ fiscal year, annually prepare and furnish to each Director a statement of any transaction or indemnification of the following kind:

(i) Any transaction: (a) in which Mountain Counties, or its subsidiary, was a party, (b) in which an "interested person" had a direct or indirect material financial interest, and (c) which involved more than $50,000 or was one of several transactions with the same interested person involving, in the aggregate, more than $50,000. For this purpose, an "interested person" is either:

(1) Any Director or officer of Mountain Counties or its subsidiary (but mere common directorship shall not be considered such an interest); or

(2) Any holder of more than 10 percent of the voting power of Mountain Counties or its subsidiary. The statement shall include a brief description of the transaction, the names of interested persons involved, their relationship to Mountain Counties, the nature of their interest in the transaction and, if practicable, the amount of that interest, provided that if the transaction was with a partnership in which the interested person is a partner, only the interest of the partnership need be stated.

(ii) Any indemnifications or advances aggregating more than $10,000 paid during the fiscal year to any officer or Director under these Bylaws.
E. **Right of Inspection.** Every Director shall have the absolute right at any reasonable time to inspect Mountain Counties' books, records, documents of every kind, physical properties, and the records of each subsidiary. The right of inspection includes the right to copy and make extracts of documents.
RECOMMENDATION

Recommend that the Board of Directors approve Resolution No. XXXX Amending its Conflict of Interest Code Superseding Resolution No. 1489.

STRATEGIC PLAN

Goal #3: Be financially responsible and transparent.

PRIOR BOARD ACTION/DISCUSSION

At its February 9, 2017 meeting, the Board of Directors (Board) adopted Resolution No. 1489 Amending its Conflict of Interest Code Superseding Resolution No. 1484.

DISCUSSION

The Political Reform Act of 1974 (Act) requires local government agencies to adopt a Conflict of Interest Code (Code) that 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 designed positions must disclose their financial interests, as specified in the Code.

The Board has previously adopted a 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 - Controller
- Add new position - Senior Civil Engineer

LEGAL REVIEW

Mesa Water’s General Legal Counsel has reviewed this resolution and approved the amendments to the Mesa Water Code.

FINANCIAL IMPACT

None.
ATTACHMENTS

Attachment A: Draft Resolution No. XXXX
Attachment B: Resolution No. 1489, Redline
RESOLUTION NO. XXXX

RESOLUTION OF THE
MESA WATER DISTRICT BOARD OF DIRECTORS
AMENDING ITS CONFLICT OF INTEREST CODE
SUPERSEDING RESOLUTION NO. 1489

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 Section 81000 et seq. (the Act), requires a 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 and incorporated by reference to save public agencies time and money by minimizing the actions required of such agencies to keep their 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. 1489; 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. 1489.

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 (Attachment A), and any amendments to it duly adopted by the California Fair Political Practices Commission, are hereby incorporated by reference and, together with Attachment A, and Exhibits A and B in which Board members and employees are designated and 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 Codes, and amendments and updates thereto, previously adopted by Mesa Water shall be superseded upon the adoption of this Resolution.

Section 3. Mesa Water’s Filing Officer is hereby authorized and directed to forward a copy of this Resolution 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. 1489 shall be superseded upon the adoption of this Resolution.

Section 5. This Resolution shall take effect on January 1, 2019.

ADOPTED, SIGNED, and APPROVED this 13th day of December 2018, by a roll call vote:

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

______________________________
Jim Atkinson
President, Board of Directors

______________________________
Denise Garcia
District Secretary
ATTACHMENT A

RESOLUTION NO. XXXX

RESOLUTION OF THE
MESA WATER DISTRICT BOARD OF DIRECTORS
AMENDING ITS CONFLICT OF INTEREST CODE AND
SUPERSEDING RESOLUTION NO. 1489

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 (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 these statements to the Clerk of the Orange County Board of Supervisors. Statements for all other designated employees will be retained by the Filing Officer.
EXHIBIT A

RESOLUTION NO. XXXX

RESOLUTION OF THE
MESA WATER DISTRICT BOARD OF DIRECTORS
AMENDING ITS CONFLICT OF INTEREST CODE
SUPERSEDING RESOLUTION NO. 1489

LIST OF DESIGNATED POSITIONS -
CONFLICT OF INTEREST CODE

<table>
<thead>
<tr>
<th>Designated Positions</th>
<th>Disclosure Categories</th>
</tr>
</thead>
<tbody>
<tr>
<td>Director</td>
<td>OC-01</td>
</tr>
<tr>
<td>General Manager</td>
<td>OC-01</td>
</tr>
<tr>
<td>Assistant General Manager</td>
<td>OC-01</td>
</tr>
<tr>
<td>Administrative Services Manager</td>
<td>OC-01</td>
</tr>
<tr>
<td>Chief Financial Officer</td>
<td>OC-01</td>
</tr>
<tr>
<td>Customer Services Manager</td>
<td>OC-01</td>
</tr>
<tr>
<td>District Engineer</td>
<td>OC-01</td>
</tr>
<tr>
<td>District Secretary</td>
<td>OC-01</td>
</tr>
<tr>
<td>District Treasurer</td>
<td>OC-01</td>
</tr>
<tr>
<td>Engineering and Operations Manager</td>
<td>OC-01</td>
</tr>
<tr>
<td>External Affairs Manager</td>
<td>OC-01</td>
</tr>
<tr>
<td>Financial Services Manager</td>
<td>OC-01</td>
</tr>
<tr>
<td>Human Resources Manager</td>
<td>OC-01</td>
</tr>
<tr>
<td>Public Affairs Manager</td>
<td>OC-01</td>
</tr>
<tr>
<td>Water Operations Manager</td>
<td>OC-01</td>
</tr>
<tr>
<td>Water Resources Manager</td>
<td>OC-01</td>
</tr>
<tr>
<td>Business Administrator</td>
<td>OC-01</td>
</tr>
<tr>
<td>Assistant Operations Manager</td>
<td>OC-02</td>
</tr>
<tr>
<td>Controller</td>
<td>OC-02</td>
</tr>
<tr>
<td>Senior Civil Engineer</td>
<td>OC-02</td>
</tr>
<tr>
<td>Water Operations Supervisor</td>
<td>OC-02</td>
</tr>
<tr>
<td>Water Quality and Compliance Supervisor</td>
<td>OC-02</td>
</tr>
<tr>
<td>Buyer</td>
<td>OC-05</td>
</tr>
<tr>
<td>Human Resources Supervisor</td>
<td>OC-11</td>
</tr>
<tr>
<td>Attorney</td>
<td>OC-01</td>
</tr>
<tr>
<td>Consultant</td>
<td>OC-30</td>
</tr>
</tbody>
</table>
EXHIBIT B

RESOLUTION NO. XXXX

RESOLUTION OF THE
MESA WATER DISTRICT BOARD OF DIRECTORS
AMENDING ITS CONFLICT OF INTEREST CODE AND
SUPERSEDING RESOLUTION NO. 1489

MESA WATER DISTRICT
DISCLOSURE CATEGORIES

<table>
<thead>
<tr>
<th>No.</th>
<th>Disclosure Category</th>
</tr>
</thead>
<tbody>
<tr>
<td>OC-01</td>
<td>All interests in real property in Orange County or the District, as well as investments, business positions and sources of income (including gifts, loans and travel payments).</td>
</tr>
<tr>
<td>OC-02</td>
<td>All investments, business positions and sources of income (including gifts, loans and travel payments).</td>
</tr>
<tr>
<td>OC-05</td>
<td>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.</td>
</tr>
<tr>
<td>OC-09</td>
<td>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.</td>
</tr>
<tr>
<td>OC-11</td>
<td>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 &amp; marketing, classification, training, or negotiation with personnel; employee benefits, and health and welfare benefits.</td>
</tr>
<tr>
<td>OC-30</td>
<td>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.</td>
</tr>
</tbody>
</table>
RESOLUTION NO. 1489XXXX

RESOLUTION OF THE
MESA WATER DISTRICT BOARD OF DIRECTORS
AMENDING ITS CONFLICT OF INTEREST CODE AND
SUPERSEEDING RESOLUTION NO. 14841489

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 according to California law; and

WHEREAS, the Political Reform Act of 1974, being California Government Code Section 81000 et seq. (the Act), requires a 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 and incorporated by reference to save public agencies time and money by minimizing the actions required of such agencies to keep their 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. 14841489; 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. 14841489.

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 (Attachment A), and any amendments to it duly adopted by the California Fair Political Practices Commission, are hereby incorporated by reference and, together with Attachment A, and Exhibits A and B in which Board members and employees are designated and disclosure

Resolution No. 1489XXXX Page 1 of 2 Adopted: February 9, 2017 December 13, 2018
categories are set forth, shall constitute the Conflict of Interest Code of the Mesa Water District.

Section 2. The provisions of all Mesa Water Codes, and amendments and updates thereto, previously adopted by Mesa Water shall be superseded upon the adoption of this Resolution.

Section 3. Mesa Water’s Filing Officer is hereby authorized and directed to forward a copy of this Resolution 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. 44841489 shall be superseded upon the adoption of this Resolution.

Section 5. This Resolution shall take effect upon adoption by the Board on January 1, 2019.

ADOPTED, SIGNED, and APPROVED this 139th day of February 2017December 2018, by a roll call vote:

AYES: DIRECTORS: Bockmiller, Dewane, Fisler, Atkinson, Temianka
NOES: DIRECTORS: 
ABSENT: DIRECTORS: 
ABSTAIN: DIRECTORS: 

________________________
Ethan TemiankaJim Atkinson
President, Board of Directors

________________________
Coleen L. MonteleoneDenise Garcia
District Secretary
ATTACHMENT A

RESOLUTION NO. 1489XXXX

RESOLUTION OF THE
MESA WATER DISTRICT BOARD OF DIRECTORS
AMENDING ITS CONFLICT OF INTEREST CODE AND
SUPERSEEDING RESOLUTION NO. 14841489

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 (Government Code Section 82008). Upon receipt of the statements of the Board of Directors, General Manager, Assistant General Manager(s), and Attorney, the Filing Officer shall make and retain a copy and forward the original of these statements to the Clerk of the Orange County Board of Supervisors. Statements for all other designated employees will be retained by the Filing Officer.
EXHIBIT A

RESOLUTION NO. 1489XXXX

RESOLUTION OF THE
MESA WATER DISTRICT BOARD OF DIRECTORS
AMENDING ITS CONFLICT OF INTEREST CODE
SUPERSEDING RESOLUTION NO. 14841489

LIST OF DESIGNATED POSITIONS -
CONFLICT OF INTEREST CODE

<table>
<thead>
<tr>
<th>Designated Positions</th>
<th>Disclosure Categories</th>
</tr>
</thead>
<tbody>
<tr>
<td>Director</td>
<td>OC-01</td>
</tr>
<tr>
<td>General Manager</td>
<td>OC-01</td>
</tr>
<tr>
<td>Assistant General Manager</td>
<td>OC-01</td>
</tr>
<tr>
<td>Administrative Services Manager</td>
<td>OC-01</td>
</tr>
<tr>
<td>Chief Financial Officer</td>
<td>OC-01</td>
</tr>
<tr>
<td>Customer Services Manager</td>
<td>OC-01</td>
</tr>
<tr>
<td>District Engineer</td>
<td>OC-01</td>
</tr>
<tr>
<td>District Secretary</td>
<td>OC-01</td>
</tr>
<tr>
<td>District Treasurer</td>
<td>OC-01</td>
</tr>
<tr>
<td>Engineering and Operations Manager</td>
<td>OC-01</td>
</tr>
<tr>
<td>External Affairs Manager</td>
<td>OC-01</td>
</tr>
<tr>
<td>Financial Services Manager</td>
<td>OC-01</td>
</tr>
<tr>
<td>Human Resources Manager</td>
<td>OC-01</td>
</tr>
<tr>
<td>Public Affairs Manager</td>
<td>OC-01</td>
</tr>
<tr>
<td>Water Operations Manager</td>
<td>OC-01</td>
</tr>
<tr>
<td>Water Resources Manager</td>
<td>OC-01</td>
</tr>
<tr>
<td>Business Administrator</td>
<td>OC-01</td>
</tr>
<tr>
<td>Assistant Operations Manager</td>
<td>OC-02</td>
</tr>
<tr>
<td>Controller</td>
<td>OC-02</td>
</tr>
<tr>
<td>Senior Civil Engineer</td>
<td>OC-02</td>
</tr>
<tr>
<td>Water Operations Supervisor</td>
<td>OC-02</td>
</tr>
<tr>
<td>Water Quality and Compliance Supervisor</td>
<td>OC-02</td>
</tr>
<tr>
<td>Buyer</td>
<td>OC-05</td>
</tr>
<tr>
<td>Human Resources Supervisor</td>
<td>OC-11</td>
</tr>
<tr>
<td>Attorney</td>
<td>OC-01</td>
</tr>
<tr>
<td>Consultant</td>
<td>OC-30</td>
</tr>
</tbody>
</table>
EXHIBIT B

RESOLUTION NO. 1489XXXX

RESOLUTION OF THE
MESA WATER DISTRICT BOARD OF DIRECTORS
AMENDING ITS CONFLICT OF INTEREST CODE AND
SUPERSEDING RESOLUTION NO. 14841489

MESA WATER DISTRICT
DISCLOSURE CATEGORIES

<table>
<thead>
<tr>
<th>No.</th>
<th>Disclosure Category</th>
</tr>
</thead>
<tbody>
<tr>
<td>OC-01</td>
<td>All interests in real property in Orange County or the District, as well as investments, business positions and sources of income (including gifts, loans and travel payments).</td>
</tr>
<tr>
<td>OC-02</td>
<td>All investments, business positions and sources of income (including gifts, loans and travel payments).</td>
</tr>
<tr>
<td>OC-05</td>
<td>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.</td>
</tr>
<tr>
<td>OC-09</td>
<td>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.</td>
</tr>
<tr>
<td>OC-11</td>
<td>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 &amp; marketing, classification, training, or negotiation with personnel; employee benefits, and health and welfare benefits.</td>
</tr>
<tr>
<td>OC-30</td>
<td>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.</td>
</tr>
</tbody>
</table>
RECOMMENDATION

Review future agenda topics and conference schedule.

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 water issues.

PRIOR BOARD ACTION/DISCUSSION

None.

DISCUSSION

Staff will provide an updated future agenda topics and conference schedule at the Executive Committee meeting.

FINANCIAL IMPACT

None.

ATTACHMENTS

None.
REPORTS:

5. REPORT OF THE GENERAL MANAGER:
REPORTS:

6. DIRECTORS' REPORTS AND COMMENTS:
There are no support materials for this item.