

**MINUTES OF THE MESA CONSOLIDATED WATER DISTRICT
IMPROVEMENT CORPORATION
ANNUAL MEETING OF THE BOARD OF DIRECTORS
1965 Placentia Avenue, Costa Mesa, CA 92627
Thursday, March 12, 2020 at 6:00 p.m.**

CALL TO ORDER

The meeting of the Board of Directors was called to order at 6:43 p.m. by MCWDIC President Fisler.

Directors Present

James R. Fisler, MCWDIC President
Marice H. DePasquale, MCWDIC Vice President
Jim Atkinson, MCWDIC Director *(teleconference)*
Fred R. Bockmiller, P.E., MCWDIC Director
Shawn Dewane, MCWDIC Director

Directors Absent

None

Staff Present

Paul E. Shoenberger, P.E., General Manager
Denise Garcia, Administrative Services Manager/
MCWDIC Secretary
Wendy Duncan, Records Management Specialist/
MCWDIC Assistant Secretary
Marwan Khalifa, CPA, MBA, Chief Financial Officer/
MCWDIC Treasurer
Stacie Sheek, Customer Services Manager
Syndie Ly, Human Resources Manager
Tracy Manning, Water Operations Manager
Jeff Hoskinson, Partner, Atkinson, Andelson, Loya, Ruud &
Romo

Others Present

None

PUBLIC COMMENTS

MCWDIC President Fisler asked for public comments on items not on the agenda.

There was no public present.

There was no public present at the teleconference site.

Attorney Hoskinson stated that one MCWDIC Director was attending the meeting via teleconference per Governor Newsom's Executive Order No. N-25-20 which suspended certain provisions of the Ralph M. Brown Act.

MCWDIC Secretary Garcia stated that for each action, a roll call vote was taken in accordance with California Government Code Section 54953 (b)(2) which states, "all votes taken during a teleconferenced meeting shall be by roll call."

MCWDIC President Fisler proceeded with the meeting.

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

General Manager Shoenberger reported that there were no items to be added, removed, or reordered on the agenda.

ACTION ITEMS:

A. CONFIRM DIRECTORS OF CORPORATION

MOTION

Motion by MCWDIC Director Bockmiller, second by MCWDIC Vice President DePasquale, to confirm that the Directors of the Corporation Board consist of the Directors of the Mesa Water District Board. Motion passed 5-0, by the following roll call vote:

AYES:	DIRECTORS	Atkinson, Bockmiller, Dewane, DePasquale, Fisler
NOES:	DIRECTORS	None
ABSTAIN:	DIRECTORS	None
ABSENT:	DIRECTORS	None

B. APPROVE MINUTES FOR MEETING OF MARCH 14, 2019

MOTION

Motion by MCWDIC Vice President DePasquale, second by MCWDIC Director Dewane, to approve the minutes for the meeting of March 14, 2019. Motion passed 5-0, by the following roll call vote:

AYES:	DIRECTORS	Atkinson, Bockmiller, Dewane, DePasquale, Fisler
NOES:	DIRECTORS	None
ABSTAIN:	DIRECTORS	None
ABSENT:	DIRECTORS	None

C. ELECTION OF CORPORATION OFFICERS:

MCWDIC Secretary Garcia explained the current process followed to elect Officers of the Corporation.

MOTION

Motion by MCWDIC Director Bockmiller, second by MCWDIC Vice President DePasquale, to retain the current Corporation Officers:

1. James R. Fisler as MCWDIC President
2. Marice H. DePasquale as MCWDIC Vice President
3. Denise Garcia as MCWDIC Secretary
4. Wendy Duncan as MCWDIC Assistant Secretary
5. Marwan Khalifa, CPA, MBA, as MCWDIC Treasurer
6. Phil Lauri, P.E., as MCWDIC Assistant Treasurer

Motion passed 5-0, by the following roll call vote:

AYES:	DIRECTORS	Atkinson, Bockmiller, Dewane, DePasquale, Fisler
NOES:	DIRECTORS	None
ABSTAIN:	DIRECTORS	None
ABSENT:	DIRECTORS	None

D. UNFINISHED BUSINESS:

At its March 14, 2019 annual meeting, the MWDIC Board of Directors (Board) queried:

- the length of the term of office for Officers of the Corporation
- if the MCWDIC bylaws has a sunset provision or clause

Attorney Hoskinson reported that the term of MCWDIC Officers may be changed from a 1-year to a 2-year term by amending Bylaws Section 23. This would align with the 2-year term of the Mesa Water District Officers.

He also recommended to amend Bylaws Section 24 to state that, in the event a MCWDIC Officer leaves their Mesa Water District office, they would automatically depart their MCWDIC office on the same date as well.

Attorney Hoskinson further reported that MCWDIC has no sunset provision or clause in its bylaws. Dissolution of the Corporation is allowed by vote of the MCWDIC Board or by the action of the MCWDIC Board in accordance with the provisions of California law. Upon the dissolution of the Corporation, and after payment or provision for payment, all debts and liabilities, the assets of MCWDIC shall be distributed to the District.

The MCWDIC Board directed staff to determine the possibility of changing the MCWDIC name to "Mesa Water District Improvement Corporation" and to agendaize this topic at a future MCWDIC meeting.

E. NEW BUSINESS:

MOTION

Motion by MCWDIC Vice President DePasquale, second by MCWDIC Director Bockmiller, to direct the Officers to have an annual audit conducted for Fiscal Year 2020. Motion passed 5-0, by the following roll call vote:

AYES:	DIRECTORS	Atkinson, Bockmiller, Dewane, DePasquale, Fisler
NOES:	DIRECTORS	None
ABSTAIN:	DIRECTORS	None
ABSENT:	DIRECTORS	None

The meeting was adjourned at 6:51 p.m.

Approved:



James R. Fisler, MCWDIC President



Denise Garcia, MCWDIC Secretary

Recording Secretary: Sharon D. Brimer