

AGENDA
MESA CONSOLIDATED WATER DISTRICT
IMPROVEMENT CORPORATION
SPECIAL MEETING
1965 Placentia Avenue, Costa Mesa, CA 92627
Wednesday, August 10, 2022 at 4:30 p.m.

CALL TO ORDER – 4:30 p.m. or as soon thereafter as the Mesa Water District agenda permits.

PUBLIC COMMENTS

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

ACTION ITEMS:

- A. MESA CONSOLIDATED WATER DISTRICT IMPROVEMENT CORPORATION NAME CHANGE:

Recommendation: Adopt Resolution No. 2022-1 Changing the Mesa Consolidated Water District Improvement Corporation Name and Authorizing the Filing of its Name Change with the California Secretary of State.

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) 631-1205. 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 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

MEMORANDUM

TO: MCWDIC Board of Directors
FROM: Paul E. Shoenberger, P.E., General Manager
DATE: August 10, 2022
SUBJECT: Mesa Consolidated Water District Improvement Corporation Name Change

RECOMMENDATION

Adopt Resolution No. 2022-1 Changing the Mesa Consolidated Water District Improvement Corporation Name and Authorizing the Filing of its Name Change with the California Secretary of State.

PRIOR BOARD ACTION/DISCUSSION

At its April 24, 2012 Board meeting, the Mesa Water District Board of Directors approved changing its name from "Mesa Consolidated Water District" to "Mesa Water District".

At its March 14, 2019 annual meeting, the Mesa Consolidated Water District Improvement Corporation (Corporation) Board of Directors (Board) directed staff to determine the possibility of changing the name to "Mesa Water District Improvement Corporation" and to agendize this topic at a future Corporation meeting.

At its March 12, 2020 annual meeting, the Corporation Board expressed the desire to move forward with changing its corporate name from "Mesa Consolidated Water District Improvement Corporation" to "Mesa Water District Improvement Corporation".

At its March 11, 2021 Board meeting, the Corporation Board adopted Resolution No. 2021-1 Changing the Mesa Consolidated Water District Improvement Corporation Name and Authorizing the Filing of its Name Change with the California with the California Secretary of State.

DISCUSSION

Legal Counsel - Atkinson, Andelson, Loya, Ruud & Romo - sent correspondence to the California Secretary of State (State) requesting that the Restated Articles of Incorporation, which revises the Corporation name, be filed with the State. After several attempts to contact the State via telephone and e-mail regarding status of the Corporation's filing, Legal Counsel received a "Notice of Correction" regarding the filing.

The correction requested by the State was to change the title of the Restated Articles of Incorporation from "Mesa Water District Improvement Corporation" to "Mesa Consolidated Water District Improvement Corporation".

Corrections to the resolution reflect administrative changes pursuant to the State's Notice of Correction. After the Board's approval, the Restated Articles of Incorporation will be re-filed with the State to finalize the Corporation's name change.

FINANCIAL IMPACT

Costs to file with the California Secretary of State are estimated at \$100.

ATTACHMENTS

Attachment A: Draft Resolution No. 2022-1

Attachment B: Resolution No. 2021-1, Redline

RESOLUTION NO. 2022-1

RESOLUTION OF THE MESA CONSOLIDATED WATER DISTRICT IMPROVEMENT CORPORATION BOARD OF DIRECTORS CHANGING ITS CORPORATE NAME AND AUTHORIZING THE FILING OF ITS NAME CHANGE WITH THE CALIFORNIA SECRETARY OF STATE SUPERSEDING RESOLUTION NO. 2021-1

WHEREAS, Mesa Consolidated Water District Improvement Corporation (Corporation) was duly incorporated as a California nonprofit public benefit corporation as of March 10, 1988; and

WHEREAS, the Corporation desires to change its corporate name from “Mesa Consolidated Water District Improvement Corporation” to “Mesa Water District Improvement Corporation;” and

WHEREAS, the Corporation previously adopted Resolution No. 2021-1, authorizing the change to the corporate name and adopting a Restated Articles of Incorporation; and

WHEREAS, due to circumstances outside the control of the Corporation, the California Secretary of State required the Corporation to revise the Restated Articles of Incorporation; and

WHEREAS, the Corporation desires to consider this Resolution No. 2022-1, which shall supersede Resolution No. 2021-1 in its entirety upon adoption and approval.

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

Section 1. The Restated Articles of Incorporation, which are required by the California Secretary of State to change the Corporation’s name, are set forth in Attachment A and are incorporated herein by this reference. The Restated Articles of Incorporation are approved and adopted by the Board of Directors of the Corporation.

Section 2. Upon filing with the California Secretary of State, the Corporation will have duly changed its corporate name from “Mesa Consolidated Water District Improvement Corporation” to “Mesa Water District Improvement Corporation.”

Section 3. Mesa Water staff and consultants are authorized to take such other and further action(s) as are necessary or desirable to carry out the directives of this Resolution.

ADOPTED, SIGNED AND APPROVED this 10th day of August 2022 by the following roll call vote.

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

Fred R. Bockmiller, P.E.
Corporation President

Denise Garcia
Corporation Secretary

RESOLUTION NO. 2022-1

ATTACHMENT A

**RESOLUTION OF THE
MESA CONSOLIDATED WATER DISTRICT IMPROVEMENT
CORPORATION BOARD OF DIRECTORS
CHANGING ITS CORPORATE NAME AND AUTHORIZING THE FILING
OF ITS NAME CHANGE WITH THE
CALIFORNIA SECRETARY OF STATE
SUPERSEDING RESOLUTION NO. 2021-1**

DRAFT

ATTACHMENT A
RESTATED ARTICLES OF INCORPORATION
OF
MESA CONSOLIDATED WATER DISTRICT IMPROVEMENT CORPORATION

I.

The name of this corporation is Mesa Water District Improvement Corporation.

II.

- A. This corporation is a nonprofit public benefit corporation and is not organized for the private gain of any person. It is organized under the Nonprofit Public Benefit Corporation Law for public purposes.
- B. The specific purposes for which this corporation is formed are:
1. To render financial assistance to the Mesa Water District (the District), a County Water District organized and existing under Sections 30000 and following of the California Water Code, by financing, refinancing, acquiring, constructing, improving, leasing and selling water, and other public improvements, buildings, building improvements, equipment, lands, and any other real or personal property for the benefit of the District and surrounding areas.
 2. To acquire by lease, purchase or otherwise, real or personal property or any interest therein; to construct, reconstruct, modify, add to, improve or otherwise acquire or equip buildings, structure or improvements and (by sale, lease, sublease, leaseback, gift or otherwise) make any part or all of any such real or personal property available to or for the benefit of the District.
 3. To promote the common good and general welfare of the residents, property owners and customers of the District, and the governmental enterprises in the District and surrounding areas by the acquisition of the real and personal property as hereinabove described.
 4. To borrow the necessary funds to pay the cost of financing, refinancing, acquiring, constructing, replacing, establishing, improving, maintaining, equipping and operating such properties and facilities for the herein described purposes, the indebtedness for which borrowed money may, but need not, be evidenced by securities of this corporation of any kind or character issued at any one or more times, which may be either unsecured or secured by any mortgage, trust deed, pledge, encumbrance

or other lien upon any part or all of the properties and assets at any time then or thereafter owned or acquired by this corporation.

5. To receive limited or conditional gifts or grants in trust, inter vivos, or by way of testamentary devises, bequests or grants in trust, or otherwise, funds of all kinds including property, both real, personal and mixed, whether principal or income, tangible or intangible, present or future, vested or contingent, in order to carry on the purposes of this corporation.
- C. The general purposes and powers are to have an exercise all rights and powers now or hereafter conferred on nonprofit corporations under the laws of the State of California; provided, however, that this corporation shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the specific and primary purposes of this corporation; provided, further, that this corporation shall not have the power to, and shall not, do any act or conduct any activity, plan, scheme, design or course of conduct which in any way conflicts with Section 501(c)(4) of the Internal Revenue Code of 1986, as amended (the Code), and regulations promulgated pursuant to said Section as it now exists or as it may hereafter be amended.

III.

- A. The property of this corporation is irrevocably dedicated to public purposes and no part of the net income or assets of this corporation shall ever inure to the benefit of any director, officer or member thereof or to the benefit of any private person.
- B. This corporation is organized and operated by a group of public spirited citizens exclusively for purposes within the meaning of Section 501(c)(4) of the Code.
- C. Notwithstanding any other provision of these Articles, this corporation shall not carry on any other activities not permitted to be carried on by a corporation exempt from federal income tax under Section 501(c)(4) of the Code.
- D. No substantial part of the activities of this corporation shall consist of carrying on propaganda, or otherwise attempting to influence legislation, and this corporation shall not participate or intervene in any political campaign (including the publishing or distribution of statements) on behalf of any candidate for political office.

[Remainder of this page intentionally left blank]

IV.

- A. During the continuance of this corporation, it may distribute any of its assets to the United States of America, the State of California, or any political subdivision thereof, to a nonprofit fund, foundation or corporation which is organized and operated exclusively for charitable or social welfare purpose and which has established its tax-exempt status under Section 501(c)(3) or 501(c)(4) of the Code.
- B. Upon the dissolution or winding up of this corporation, its assets remaining after payment of, or provisions made for the payment of, all debts and liabilities of this corporation, shall be distributed to the United States of America, the State of California, or any political subdivision thereof, or to a nonprofit fund, foundation or corporation which is organized and operated exclusively for charitable or social welfare purposes and which has established its tax-exempt status under Section 501(c)(3) or 501(c)(4) of the Code.

Date: _____

By: _____
Robert E. Anslow, Incorporator

RESOLUTION NO. ~~2021~~2022-1

RESOLUTION OF THE
MESA CONSOLIDATED WATER DISTRICT IMPROVEMENT
CORPORATION BOARD OF DIRECTORS
CHANGING ITS CORPORATE NAME AND AUTHORIZING THE FILING
OF ITS NAME CHANGE WITH THE
CALIFORNIA SECRETARY OF STATE
SUPERSEDING RESOLUTION NO. 2021-1

WHEREAS, Mesa Consolidated Water District Improvement Corporation (Corporation) was duly incorporated as a California nonprofit public benefit corporation as of March 10, 1988; and

WHEREAS, the Corporation desires to change its corporate name from “Mesa Consolidated Water District Improvement Corporation” to “Mesa Water District Improvement Corporation.”; and

WHEREAS, the Corporation previously adopted Resolution No. 2021-1, authorizing the change to the corporate name and adopting a Restated Articles of Incorporation; and

WHEREAS, due to circumstances outside the control of the Corporation, the California Secretary of State required the Corporation to revise the Restated Articles of Incorporation; and

WHEREAS, the Corporation desires to consider this Resolution No. 2022-1, which shall supersede Resolution No. 2021-1 in its entirety upon adoption and approval.

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

Section 1. The Restated Articles of Incorporation, which are required by the California Secretary of State to change the Corporation’s ~~corporate~~ name, are set forth in Attachment A and are incorporated herein by this reference. ~~The Restated Articles of Incorporation are approved and adopted by the Board of Directors of the Corporation.~~

Section 2. Upon filing with the California Secretary of State, the Corporation will have duly changed its corporate name from “Mesa Consolidated Water District Improvement Corporation” to “Mesa Water District Improvement Corporation.”

Section 3. Mesa Water staff and consultants are authorized to take such other and further action(s) as are necessary or desirable to carry out the directives of this Resolution.

~~(Remainder of page intentionally blank)~~

DRAFT

ADOPTED, SIGNED AND APPROVED this ~~11th~~10th day of ~~March 2024~~August 2022 by the following roll call vote.

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

Fred R. Bockmiller, P.E.
Corporation President

Denise Garcia
Corporation Secretary

RESOLUTION NO. ~~2021~~2022-1

ATTACHMENT A

~~RESTATED ARTICLES~~RESOLUTION OF ~~INCORPORATION OF THE~~
MESA ~~CONSOLIDATED~~ WATER DISTRICT IMPROVEMENT
CORPORATION ~~BOARD OF DIRECTORS~~

~~Restated Articles of Incorporation~~**CHANGING ITS CORPORATE NAME AND
AUTHORIZING THE FILING OF ITS NAME CHANGE WITH THE
CALIFORNIA SECRETARY OF STATE
SUPERSEDING RESOLUTION NO. 2021-1**

ATTACHMENT A
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MESA CONSOLIDATED WATER DISTRICT IMPROVEMENT CORPORATION

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II.

- A. This corporation is a nonprofit public benefit corporation and is not organized for the private gain of any person. It is organized under the Nonprofit Public Benefit Corporation Law for public purposes.
- B. The specific purposes for which this corporation is formed are:
1. To render financial assistance to the Mesa Water District (the District), a County Water District organized and existing under Sections 30000 and following of the California Water Code, by financing, refinancing, acquiring, constructing, improving, leasing and selling water, and other public improvements, buildings, building improvements, equipment, lands, and any other real or personal property for the benefit of the District and surrounding areas.
 2. To acquire by lease, purchase or otherwise, real or personal property or any interest therein; to construct, reconstruct, modify, add to, improve or otherwise acquire or equip buildings, structure or improvements and (by sale, lease, sublease, leaseback, gift or otherwise) make any part or all of any such real or personal property available to or for the benefit of the District.
 3. To promote the common good and general welfare of the residents, property owners and customers of the District, and the governmental enterprises in the District and surrounding areas by the acquisition of the real and personal property as hereinabove described.
 4. To borrow the necessary funds to pay the cost of financing, refinancing, acquiring, constructing, replacing, establishing, improving, maintaining, equipping and operating such properties and facilities for the herein described purposes, the indebtedness for which borrowed money may, but need not, be evidenced by securities of this corporation of any kind or character issued at any one or more times, which may be either unsecured or secured by any mortgage, trust deed, pledge, encumbrance

or other lien upon any part or all of the properties and assets at any time then or thereafter owned or acquired by this corporation.

5. To receive limited or conditional gifts or grants in trust, inter vivos, or by way of testamentary devises, bequests or grants in trust, or otherwise, funds of all kinds including property, both real, personal and mixed, whether principal or income, tangible or intangible, present or future, vested or contingent, in order to carry on the purposes of this corporation.
- C. The general purposes and powers are to have an exercise all rights and powers now or hereafter conferred on nonprofit corporations under the laws of the State of California; provided, however, that this corporation shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the specific and primary purposes of this corporation; provided, further, that this corporation shall not have the power to, and shall not, do any act or conduct any activity, plan, scheme, design or course of conduct which in any way conflicts with Section 501(c)(4) of the Internal Revenue Code of 1986, as amended (the Code), and regulations promulgated pursuant to said Section as it now exists or as it may hereafter be amended.

III.

~~The name and address in the State of California of this corporation's agent for service of process is: Denise Garcia, 1965 Placentia Avenue, Costa Mesa, CA 92627.~~

- A. The property of this corporation is irrevocably dedicated to public purposes and no part of the net income or assets of this corporation shall ever inure to the benefit of any director, officer or member thereof or to the benefit of any private person.
- B. This corporation is organized and operated by a group of public spirited citizens exclusively for purposes within the meaning of Section 501(c)(4) of the Code.
- C. Notwithstanding any other provision of these Articles, this corporation shall not carry on any other activities not permitted to be carried on by a corporation exempt from federal income tax under Section 501(c)(4) of the Code.
- D. No substantial part of the activities of this corporation shall consist of carrying on propaganda, or otherwise attempting to influence legislation, and this corporation shall not participate or intervene in any political campaign (including the publishing or distribution of statements) on behalf of any candidate for political office.

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- B. Upon the dissolution or winding up of this corporation, its assets remaining after payment of, or provisions made for the payment of, all debts and liabilities of this corporation, shall be distributed to the United States of America, the State of California, or any political subdivision thereof, or to a nonprofit fund, foundation or corporation which is organized and operated exclusively for charitable or social welfare purposes and which has established its tax-exempt status under Section 501(c)(3) or 501(c)(4) of the Code.

Date: _____

By: _____
Robert E. Anslow, Incorporator