

ORDINANCE NO. 35

ORDINANCE OF THE MESA WATER DISTRICT BOARD OF DIRECTORS REGARDING DIRECTORS COMPENSATION AND EXPENSE REIMBURSEMENT SUPERSEDING ORDINANCE NO. 34

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 California Water Code (Water Code) governs compensation of the Mesa Water District Board of Directors (collectively, the “Board” and individually, a “Director”) for each day of service rendered as a Director by request of the Board, together with any expenses incurred in the performance of his or her duties required or authorized by the Board; and

WHEREAS, the Board of Directors has previously adopted Ordinance No. 34 regarding compensation for Directors attendance at Board meetings, days of service at committee meetings, attendance at conferences, seminars, and other water related agencies’ meetings and other activities, as specified by action of the Board, and the Board desires to supersede Ordinance No. 34 by adoption of this Ordinance, including the provisions hereof; and

WHEREAS, notice of the consideration of this Ordinance, and the proposed Director compensation changes set forth herein, has been provided consistent with the applicable requirements of California law; and

WHEREAS, it is the further desire of the Board to provide for reimbursement to Directors for expenses incurred in the performance of his or her duties as required or authorized by the Board.

NOW, THEREFORE, BE IT ORDAINED BY THE BOARD OF DIRECTORS OF MESA WATER DISTRICT AS FOLLOWS:

Section 1: Board of Directors Meetings; Days of Service:

- (a) Effective March 12, 2023, sixty (60) days after the adoption of Ordinance No. 34 the compensation paid to Directors shall be Three Hundred and Thirty-Six Dollars (\$336.00) per day for each day’s attendance at Board meetings, or for each day’s service rendered as a Director by request of, or with the authorization of, the Board as further set forth herein.

- (b) Effective as of July 1, 2023, the compensation paid to Directors shall be Three Hundred and Fifty-Two Dollars (\$352.00) per day for each day's attendance at Board meetings, or for each day's service rendered as a Director by request of, or with the authorization of, the Board as further set forth herein.

Section 2: **Meetings/Activities that Constitute Days of Service for the Purpose of Section 1:** The following meetings and activities shall constitute a day of service for purposes of Section 1 of this Ordinance:

- (a) Committee and Other Agency Meetings: Committee meetings for those Directors assigned, or attending, as applicable, shall include the following:
 - (i). Engineering & Operations Committee;
 - (ii). Executive Committee;
 - (iii). Finance Committee;
 - (iv). Legislative and Public Affairs Committee;
 - (v). Other public agency meetings (including regular, adjourned regular and special meetings of the governing bodies of such public agencies as shall be designated and/or authorized by the Board from time to time); and
 - (vi). Other Mesa Water committees, including, but not limited to, *ad hoc* committees, as the Board shall designate by Board action from time to time.
- (b) Teleconferencing: Participation at any public agency meeting that is covered under Section 2(a) by teleconference, or equivalent means, shall be considered as a day of service for the purpose of this Ordinance.
- (c) Conferences and Seminars: Attendance at authorized conferences or seminars as assigned, designated and/or authorized by action of the Board.
- (d) Meetings with Agencies, Organizations, and/or Representatives Concerning or Relating to Water, Governmental or Environmental Matters or Issues: Meetings by Director(s) of or with agencies or organizations, and/or representatives of such, in or related to the public water industry or governmental or environmental matters or issues to discuss, review, and/or receive information relating to Mesa Water, Mesa Water's business or operations, governmental or environmental matters or issues and/or water industry standards, operations, policy matters and/or fiscal issues.

- (e) Other Activities Approved by Action(s) of the Board: Activities by Director(s) other than as described in Sections 2 (a), (b), (c), or (d) above, as authorized by action(s) of the Board in advance of such activity(ies).

Section 3: Limitations:

- (a) Maximum Number of Meetings/Days: The fee paid to the Directors shall be made for no more than one meeting per each day of service, and the maximum number of days for which any Director may receive compensation under Sections 1 or 2 hereof, in any calendar month shall be ten (10).
- (b) No Duplicate Compensation: Notwithstanding the foregoing provisions of Sections 1 or 2, any Director that receives compensation from any other entity for attendance and/or participation of any meeting(s), conference(s), seminar(s) or other activity(ies) set out in Sections 1 or 2 shall not be compensated by Mesa Water.

Section 4: Matching Contributions: Effective as of May 21, 2023, the District shall make a matching contribution to the Mesa Water District 401(a) Plan (401(a) Plan) on behalf of a Director equal to the amount of such Director's salary deferrals to the District's Section 401(a) deferred compensation plan but not to exceed Two Thousand (\$2,000) per month. The General Manager, or his or her designee, is hereby directed to determine the appropriate amendments to the 401(a) Plan, if any, in order to implement the terms of this section, and shall be authorized to execute said amendments on behalf of the District.

Section 5: Director Reimbursement(s): In addition to the compensation described in Section 1, and subject to applicable California law, Director's expenses shall be reimbursed if they are reasonable and necessary to conduct Mesa Water's business pursuant to provisions of the Mesa Water Director reimbursement policy(ies) as adopted by the Board, as are in effect on the date the expense is incurred.

Section 6: Authorization (Statutory Requirements): This Ordinance is adopted pursuant to Water Code Sections 20203 and 30523. To the extent required by law, this Ordinance shall satisfy the requirements of Water Code Sections 20201 and 20202 and California Government Code Section 53232.1.

Section 7: Effective Date: This Ordinance No. 35 shall take effect upon adoption hereof, subject to the provisions of Section 1 and Section 4 hereof (Effective Date).

Section 8: **Superseding Prior Ordinance:** This Ordinance No. 35 shall supersede Ordinance No. 34 upon the Effective Date hereof, subject to the provisions of Section 1 and Section 2 hereof.

PASSED AND APPROVED at the regular meeting of the Board of Directors held on the 22nd day of March 2023 and adopted by the following roll call vote:

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

ATTEST:

DocuSigned by:
Denise Garcia
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Denise Garcia
District Secretary

DocuSigned by:
Shawn Dewane
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Shawn Dewane
President, Board of Directors