

MINUTES OF THE REGULAR MEETING OF THE
BOARD OF DIRECTORS OF
VISTA IRRIGATION DISTRICT

November 6, 2024

A Regular Meeting of the Board of Directors of Vista Irrigation District was held on Wednesday, November 6, 2024 at the offices of the District, 1391 Engineer Street, Vista, California.

1. CALL TO ORDER

President Vásquez called the meeting to order at 9:00 a.m.

2. ROLL CALL

Directors present: Vásquez, Kuchinsky, Sanchez, and MacKenzie. Director Miller was present via teleconference.

Directors absent: None.

Staff present: Brett Hodgkiss, General Manager; Ranae Ogilvie, Secretary of the Board; Randy Whitmann, Director of Engineering; Frank Wolinski, Director of Operations and Field Services; Shallako Goodrick, Director of Administration; Christina Olson, Engineering Services Manager; and Elizabeth Xaverius, Administrative Assistant. General Counsel Elizabeth Mitchell of Burke, Williams & Sorensen was also present.

Other attendees: Stephanie Zehren of the San Luis Rey Indian Water Authority was present via teleconference.

3. PLEDGE OF ALLEGIANCE

President Vásquez led the Pledge of Allegiance.

4. APPROVAL OF AGENDA

24-11-116	<i>Upon motion by Director MacKenzie, seconded by Director Kuchinsky and unanimously carried (5 ayes: Miller, Kuchinsky, Sanchez, MacKenzie, and Vásquez), the Board of Directors approved the agenda as presented.</i>
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5. ORAL COMMUNICATIONS

No public comments were presented on items not appearing on the agenda.

6. CONSENT CALENDAR

President Vásquez requested pulling Consent Calendar items 6.A – Cancellation of Private Water System Maintenance Agreement, 6.B – Emergency Paving Services, and 6.C – Treasurer’s Report as of September 30, 2024 for further discussion.

24-11-117 *Upon motion by Director MacKenzie, seconded by Director Kuchinsky and unanimously carried (5 ayes: Miller, Kuchinsky, Sanchez, MacKenzie, and Vásquez), the Board of Directors approved the Consent Calendar items 6.D - Minutes of the October 23, 2024 meeting of the Board of Directors and 6.E - Check Disbursements, including Resolution No. 2024-35 approving disbursements.*

President Vásquez stated that he pulled 6.A – Cancellation of Private Water System Maintenance Agreement in error and instead requested to pull 6.D – Minutes of the October 23, 2024 meeting of the Board of Directors, for further discussion.

24-11-118 *Upon motion by Director Kuchinsky, seconded by Director Sanchez and unanimously carried (5 ayes: Miller, Kuchinsky, Sanchez, MacKenzie, and Vásquez), the Board of Directors reconsidered the motion to approve Consent Calendar items 6.D and 6.E.*

24-11-119 *Upon motion by Director MacKenzie, seconded by Director Kuchinsky and unanimously carried (5 ayes: Miller, Kuchinsky, Sanchez, MacKenzie, and Vásquez), the Board of Directors approved Consent Calendar items 6.A and 6.E, including Resolution No. 2024-35 approving disbursements.*

A. Cancellation of Private Water System Maintenance Agreement

See staff report attached hereto. Staff recommended and the Board approved the cancellation of Private Water System Maintenance Agreement No. 88.001 for three, 6-inch asbestos cement pipelines serving the onsite fire protection system for a 10.87-acre commercial parcel owned by Brixton Pavilion LLC, located at 1950 Hacienda Drive (LN 2023-004; APN 166-054-44 and 166-054-25; DIV NO 4).

E. Resolution ratifying check disbursements

RESOLUTION NO. 2024-35

BE IT RESOLVED, that the Board of Directors of Vista Irrigation District does hereby approve checks numbered 75951 through 76008 drawn on US Bank totaling \$407,199.82.

FURTHER RESOLVED that the Board of Directors does hereby authorize the execution of the checks by the appropriate officers of the District.

PASSED AND ADOPTED unanimously by a roll call vote of the Board of Directors of Vista Irrigation District this 6th day of November 2024.

B. Emergency Paving Services

See staff report attached hereto.

Director of Operations and Field Services Frank Wolinski provided additional information on the work schedule for the completion of the emergency paving repairs on Sycamore Avenue.

C. Treasurer’s Report as of September 30, 2024

See staff report attached hereto.

Director of Administration Shallako Goodrick said that the Cash Flow graph would be updated once the water rate study is completed.

D. Minutes of Board of Directors meeting on October 23, 2024

President Vásquez requested a correction to Item 11 - Meetings and Event, paragraph 5 of the October 23, 2024 minutes. He said that the minutes should be amended to read as follows:

President Vásquez said that it was reported that more than 100 wells in the Orange County service area are impacted by the PFAS and it was reported by Sweetwater Authority that PFAS treatment costs have a direct impact on water rates; \$1 million in treatment costs equals two percent increase in water rates.

24-11-120 ***Upon motion by Director Sanchez, seconded by Director Kuchinsky and unanimously carried (5 ayes: Miller, Kuchinsky, Sanchez, MacKenzie, and Vásquez), the Board of Directors approved Consent Calendar items 6.B, Emergency Paving Services, ratifying the contract with Joe’s Paving, Inc. for emergency paving services; 6.C, Treasurer’s Report as of September 30, 2024; and 6.D, Minutes of the Board of Directors meeting October 23, 2024, as amended.***

7. REQUEST TO PRESENT A LATE CLAIM

See staff report attached hereto.

Ms. Goodrick presented an overview of Portillo Concrete, Inc.’s (Portillo) request to submit a late claim for an incident that occurred on November 29, 2023, noting that the claim was submitted eight months after the incident on August 2, 2024. She said that the District was not made aware that any damages had occurred from the incident and had not received any other communications from Portillo prior to receiving the claim. Staff responded on September 6, 2024 rejecting the claim due to it being submitted outside the six-month filing period set forth in California Government Code 911.2.

Ms. Goodrick informed the Board that the agenda and a copy of the staff report were emailed to Portillo and their attorney, Gregory Koehler, on October 31, 2024 notifying them that their request to submit a late claim was to be considered by the Board at its November 6, 2024 meeting. She said that Mr. Koehler submitted a response to the information presented in the staff report to the Board Secretary on November 5, 2024 and that a copy of Mr. Koehler’s response had been provided to the Board.

The Board discussed the information submitted by Portillo and the subsequent comments submitted by Mr. Koehler. Director Miller commented that it seems inconceivable that Portillo waited eight months to submit a claim instead of notifying the District immediately following the incident.

24-11-121 ***Upon motion by Director Kuchinsky, seconded by Director MacKenzie and carried (3 ayes: Miller, Kuchinsky, and MacKenzie; 2 noes: Sanchez and Vásquez), the Board of Directors denied the request to present a late claim submitted by Portillo Concrete, Inc.***

8. DIVISION REPORTS

See staff report attached hereto.

General Manager Brett Hodgkiss informed the Board that the Fiscal Year 2025 Achievements, normally included as a part of Divisions Reports, was inadvertently left out and a copy of the list was provided to them separately at their places.

Mr. Wolinski provided a brief overview of the Risk and Resilience Assessment (RRA) update required by the Environmental Protection Agency’s (EPA) America’s Water Infrastructure Act. He said that the District prepared its RRA, which involved listing all District assets, analyzing them against potential threats and setting up counter measures to mitigate the threats, with assistance from a consultant. Mr. Wolinski stated that the RRA is required to be updated and self-certified with the EPA every five years, and the District has retained the same consultant to assist with the update; the RRA must be submitted by March 31, 2025.

Mr. Wolinski provided an update on the flume roof repairs on Borden Bench and responded to a question regarding the reduction in solar energy production at the District’s headquarters.

The Board congratulated Christina Olson on her promotion to Engineering Services Manager.

Mr. Wolinski provided an update on the replacement of a section of mainline near Fairview Drive.

9. CALIFORNIA SPECIAL DISTRICTS ASSOCIATION BYLAWS AMENDMENT

See staff report attached hereto.

Mr. Hodgkiss introduced the item, and the Board took the following action:

24-11-122 *Upon motion by Director Sanchez, seconded by Director MacKenzie and unanimously carried (5 ayes: Miller, Kuchinsky, Sanchez, MacKenzie, and Vásquez), the Board of Directors cast the District’s vote to adopt the changes to the California Special Districts Association’s Bylaws.*

10. DESIGNATION OF VOTING PROXY FOR THE ASSOCIATION OF CALIFORNIA WATER AGENCIES BYLAW AMENDMENTS

See staff report attached hereto.

Mr. Hodgkiss said that the Association of California Water Agencies (ACWA) has requested that each member agency designate a proxy to cast its vote regarding bylaw amendments at the annual meeting to be held during the ACWA Fall Conference on December 4, 2024. The Board took the following action:

24-11-123 *Upon motion by Director Sanchez, seconded by Director Miller and unanimously carried (5 ayes: Miller, Kuchinsky, Sanchez, MacKenzie, and Vásquez), the Board of Directors designated Directors MacKenzie and Kuchinsky as the District’s voting delegate and alternate, respectively, to vote on proposed amendments to the ACWA Bylaws.*

11. MATTERS PERTAINING TO THE ACTIVITIES OF THE SAN DIEGO COUNTY WATER AUTHORITY

See staff report attached hereto.

Director Miller reported that Nick Serrano was seated as the new Chair of the San Diego County Water Authority (Water Authority) Board of Directors (Board) at its October 24, 2024 meeting and that committee appointments would be announced in January 2025. He said that the Metropolitan Water District (MWD) delegates were approved and that Mel Katz of the City of Del Mar will replace Tim Smith of the Otay Water District as an MWD delegate in 2025. Director Miller said that the Water Authority Board received a presentation on the State Water Project and the Delta Conveyance Project by representatives of the California Department of Water Resources, the State Water Contractors and the Delta Conveyance Design and Construction Authority.

12. MEETINGS AND EVENTS

See staff report attached hereto.

Director Kuchinsky reported that he will be attending the ACWA Business Development Committee meeting on November 7, 2024.

Director Sanchez reported that the Public Affairs Committee met on October 22, 2024 and that the minutes from that meeting will be placed on the November 20, 2024 Board of Directors meeting agenda.

Director MacKenzie attended the California Special Districts Association's State Legislative Committee Strategic Planning Session where the Committee's work plan for 2025 was reviewed.

Director Miller reported that he attended a dinner meeting with Indian Tribes as a representative of the Water Authority and MWD.

13. ITEMS FOR FUTURE AGENDAS AND/OR PRESS RELEASES

See staff report attached hereto.

Mr. Hodgkiss said that staff would provide the Board with an update on the District's Main Replacement Program in February 2025.

14. COMMENTS BY DIRECTORS

Director Miller congratulated Director MacKenzie on her re-election to the District's Board of Directors.

Director Sanchez also congratulated Director MacKenzie on her re-election to the Board and commented that he would like to reach out to Rachel Beld, Chief Executive Officer of the Vista Chamber of Commerce (Chamber) regarding the Chamber's 2025 State of the Community Luncheon to confirm the District's interest in speaking at the event.

Director MacKenzie commented on the upcoming water rate study and said that, in her experience, community involvement via committees has been an effective instrument for public education. Mr. Hodgkiss said that staff intends to request the water rate consultant's input regarding the use of committees during the water rate study process.

15. COMMENTS BY GENERAL COUNSEL

Ms. Mitchell informed the Board of amendments to the Brown Act with respect to remote attendance at Board meetings. She said, due to technology limitations, the District does not have the ability to take advantage of the changes made to remote attendance at this time; therefore, members of the Board must continue to post their location address on the agenda, post the agenda at the remote location, and call into the teleconference line, as is currently done, to participate in a Board meeting remotely.

16. COMMENTS BY GENERAL MANAGER

Mr. Hodgkiss reviewed the memo and its attachments regarding the Water Authority’s Pass Through of Wholesale Water Fees and Charges that were provided to the Board. He noted that the pass-through will increase the District’s commodity rate by 77 cents per unit and the Water Authority’s emergency storage fee (Infrastructure Access Charge) by 14 cents. A typical residential customer’s water bill (3/4” meter using 24 units every two months) will increase by about 7.5 percent as a result of the pass-through increases. The District’s cost per acre foot of raw water and treated water purchased from the Water Authority will increase by approximately 13.5 percent and 15 percent, respectively in calendar year 2025.

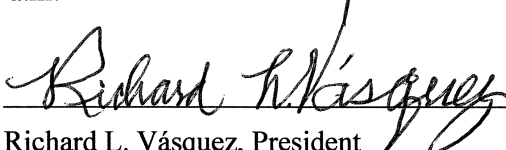
17. CLOSED SESSION – LABOR NEGOTIATIONS

At 10:10 a.m. President Vásquez announced that the Board would be going into closed session.


At 10:28 a.m. the Board reconvened in regular session and Ms. Mitchell stated that there was no reportable action.

18. ADJOURNMENT

There being no further business to come before the Board, at 10:28 a.m. President Vásquez adjourned the meeting to November 20, 2024 at 9:00 a.m.


Richard L. Vásquez, President

ATTEST:


Ramae Ogilvie, Secretary
Board of Directors
VISTA IRRIGATION DISTRICT



STAFF REPORT

Agenda Item: 6.A

Board Meeting Date:	November 6, 2024
Prepared By:	Jose Rodriguez
Reviewed By:	Randy Whitmann
Approved By:	Brett Hodgkiss

SUBJECT: CANCELLATION OF PRIVATE WATER SYSTEM MAINTENANCE AGREEMENT

RECOMMENDATION: Approve the cancellation of Private Water System Maintenance Agreement No. 88.001 for three, 6-inch asbestos cement pipelines serving the onsite fire protection system for a 10.87-acre commercial parcel owned by Brixton Pavilion LLC, located at 1950 Hacienda Drive (LN 2023-004; APN 166-054-44 and 166-054-25; DIV NO 4).

PRIOR BOARD ACTION: On October 24, 1988, the Board approved Private Water System Maintenance Agreement No. 88.001 (PWA 88.001).

FISCAL IMPACT: None.

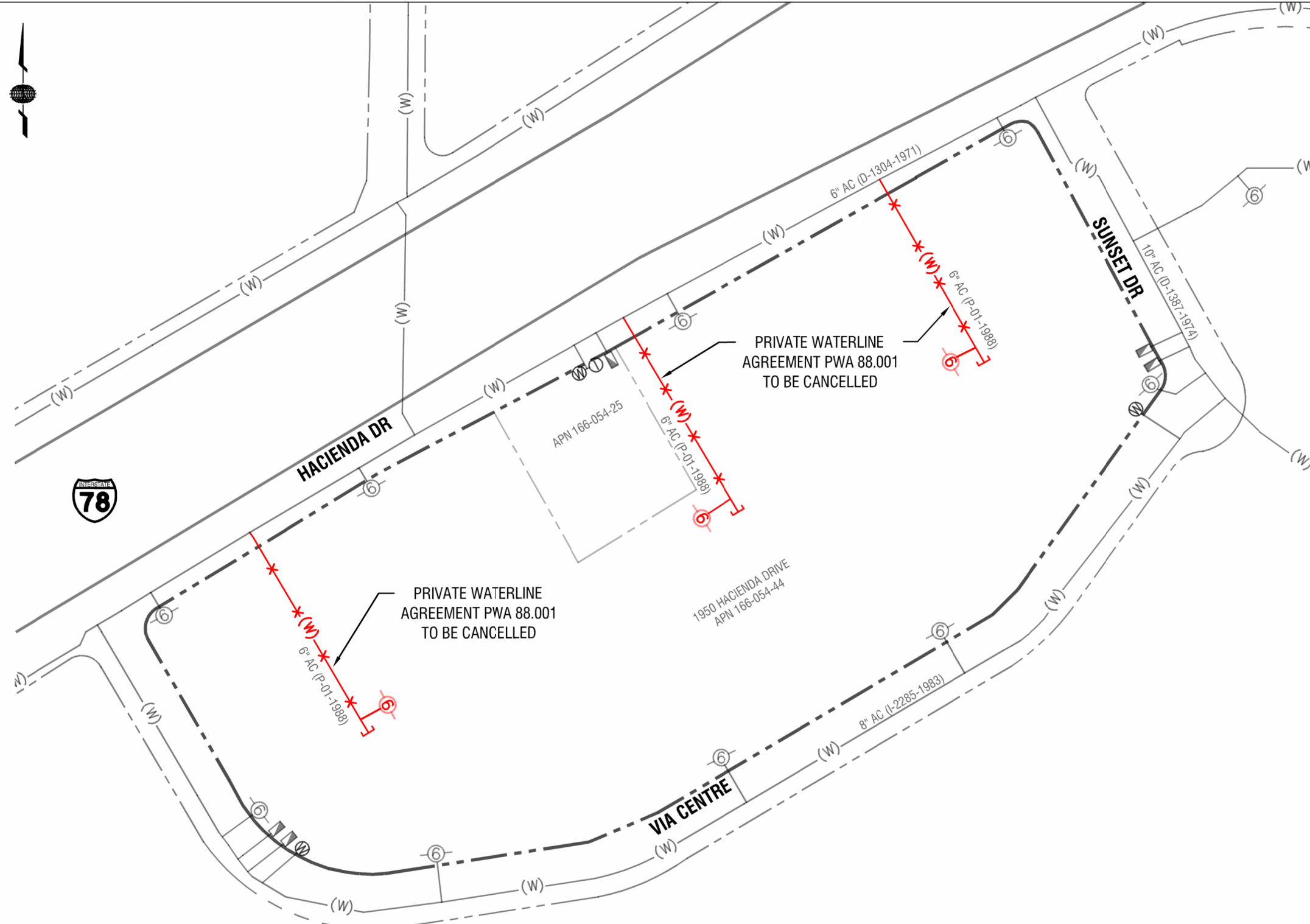
SUMMARY: Cancellation of PWA 88.001 will relieve the District from the responsibility of operating and maintaining a privately owned water system at the owner's expense.

DETAILED REPORT: On October 24, 1988, the Board approved PWA 88.001 between the District, City of Vista (Fire Department) and the property owner for three 6-inch diameter asbestos cement pipelines feeding onsite fire hydrant assemblies. This agreement, which is recorded on the property and continues for one-year periods until cancelled in writing by any party, requires the District and Fire Department to operate and maintain these private facilities at the owner's expense.

The owner is in the process of making various improvements to the property and has upgraded four existing fire services along Sunset Drive and Via Centre to meet current standards by installing reduced-pressure detector assembly (RPDA) backflows. Discussions with the Fire Department indicated that the three private onsite fire hydrants were no longer needed. Subsequently, the three private onsite fire hydrants were removed and the pipelines have been abandoned.

Approval of the cancellation will allow the cancellation document for PWA 88.001 to be recorded with the County Recorder.

ATTACHMENT: Map



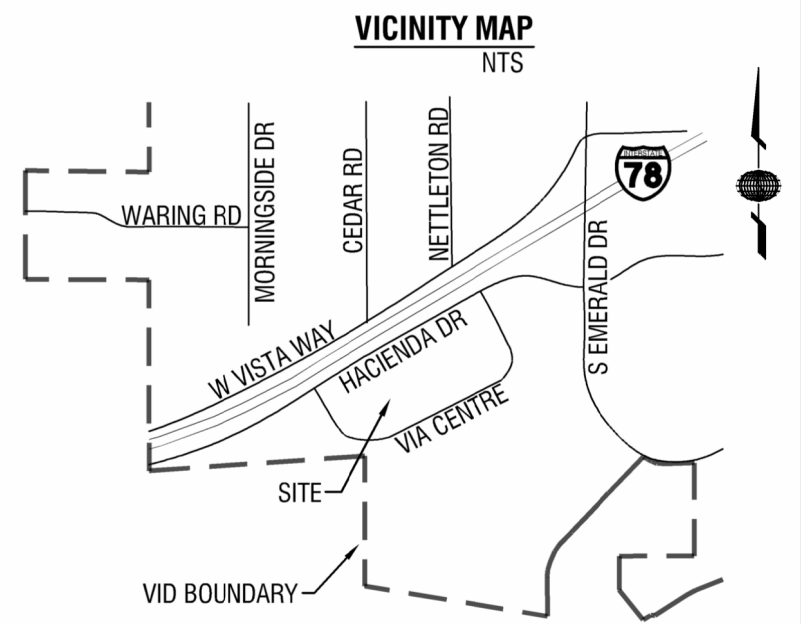
LEGEND

EXISTING PUBLIC FACILITIES

- (W) — EXISTING WATER MAIN
- ⊖ 6 ⊖ FIRE HYDRANT
- ⊖ W ⊖ DOMESTIC METER
- ⊖ I ⊖ IRRIGATION METER

PROJECT PRIVATE FACILITIES

- X (W) X — ABANDONED 6" AC
- ▒ PRIVATE RPDA



OWNER:
 BRIXTON PAVILION LLC
 120 S. SIERRA AVENUE
 SOLANA BEACH, CA 92075

ENGINEER:
 OMEGA ENGINEERING CONSULTANTS
 4320 VIEWRIDGE AVENUE, SUITE C
 SAN DIEGO, CA 92123

VISTA IRRIGATION DISTRICT		
CANCELLATION OF AGREEMENT		
PWA NO. 88.001		
APN: 166-054-25 AND 166-054-44	T.B.	
SCALE: NONE	L.N. 2023-004	
APPD. BY: RW	DATE: 10/28/24	W.O.
DRAWN BY: JR	DATE: 9/16/24	
SHEET 1 of 1	MAP: A16	
REVISED: 10/21/24 Jose Rodriguez		
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STAFF REPORT

Agenda Item: 6.B

Board Meeting Date: November 6, 2024
Prepared By: Frank Wolinski
Approved By: Brett Hodgkiss

SUBJECT: EMERGENCY PAVING SERVICES

RECOMMENDATION: Ratify the contract with Joe's Paving, Inc. for emergency paving services on Sycamore Avenue in an amount of \$193,149.75.

PRIOR BOARD ACTION: None.

FISCAL IMPACT: \$193,149.75.

SUMMARY: On October 22, 2024, a 12-inch steel pipe broke in the 900 block of Sycamore Avenue, causing extensive road damage to all three northbound traffic lanes. District crews repaired the leak and made two of the three lanes passable. Given that Sycamore Avenue is a heavily traveled, the road needed to be repaired as quickly as possible.

At the October 23, 2024 Board meeting, the General Manager advised the Board of the main break on Sycamore Avenue, noting that emergency repairs would need to be made to the road given that it is a major thoroughfare. Additionally, the Board was advised that the repairs would cost in excess of the General Manager's purchasing threshold (\$80,000); therefore, an item would be placed on an upcoming agenda for the Board to ratify the contract for emergency paving services. In accordance with the District's Purchasing Policy and Procedures, the General Manager exercised his authority under emergency purchasing provisions to enter into an agreement with a contractor to pave the damaged section of Sycamore Avenue for \$193,149.75.

DETAILED REPORT: The 12-inch steel pipe broke at approximately 6:00 PM on October 22, 2024. District crews worked all night and into the late afternoon of the next day to repair the leak and make two northbound lanes on Sycamore Avenue passable for traffic. The leak lifted asphalt in the number three traffic lane at the curbline for approximately 475 feet and damaged approximately 17,600 square feet of asphalt in total. District staff worked with the City of Vista and Joe's Paving, Inc. to schedule emergency paving services, which took place on October 26 and 28, 2024. Remobilization of Joe's Paving to install lane striping, traffic loops and roadway markings are forthcoming.

CALIFORNIA ENVIRONMENTAL QUALITY ACT (CEQA): This agreement for paving services has been determined by staff to be exempt under Class 1 of the State CEQA Guidelines section 15301 (Existing Facilities), 14 CCR § 15301(b) and (c), because it consists of the repair of an existing public utility facility and street involving negligible or no expansion of use and there is no potential for the project to cause either a direct or a reasonably foreseeable indirect physical change in the environment.

ATTACHMENT: Map

Asphalt damage boundary in yellow.





STAFF REPORT

Agenda Item: 6.C

Board Meeting Date: November 6, 2024
Prepared By: Susan Montgomery
Reviewed By: Shallako Goodrick
Approved By: Brett Hodgkiss

SUBJECT: TREASURER’S REPORT AS OF SEPTEMBER 30, 2024

RECOMMENDATION: Informational report concerning the investments of the District.

SUMMARY: Attached for review by the Board of Directors is the Treasurer’s Report as of September 30, 2024. The report is formatted to provide information as required by the California Government Code and the Vista Irrigation District Investment Policy. The Treasurer’s Report contains both an investment summary and a detailed security listing. Also attached is a five-year cash flow forecast, which indicates the District’s investments are sufficiently liquid to meet anticipated cash flow needs for the next three years.

DETAILED REPORT: Activity for the quarter included deposits and withdrawals from the District’s cash and cash equivalent accounts: checking, California Asset Management Program (CAMP), and Local Agency Investment Fund (LAIF). During the quarter, \$2.55 million of Treasury bills matured and \$2.55 million of new Treasury bills were purchased.

As of September 30, 2024, the net unrealized gain on the portfolio was as follows:

	<u>Unrealized Gain</u>
Treasury Bills	\$ 323,753
LAIF	<u>20,939</u>
Net Unrealized Gain	<u>\$ 344,692</u>

All investment transactions have been made in accordance with the District’s Investment Policy.

The following is a five-year summary of the District’s investment portfolio:

	<u>9/30/20</u>	<u>9/30/21</u>	<u>9/30/22</u>	<u>9/30/23</u>	<u>9/30/24</u>
Total Portfolio	\$48,989,055	\$51,511,211	\$51,108,671	\$30,424,524	\$35,606,762
Unrealized Gain (Loss)	\$215,390	\$10,276	\$(314,858)	\$178,861	\$344,692
Weighted Average Maturity	71 Days	67 Days	67 Days	64 Days	54 Days
Portfolio Interest Rate	0.60%	0.11%	1.97%	4.65%	4.77%

ATTACHMENTS:

- Treasurer’s Report
- Securities Detail
- Cash Flow Projection

**Vista Irrigation District
TREASURER'S REPORT
September 30, 2024**

<u>Category</u>	<u>Maturity Value</u>	<u>Percentage Permitted by Board Policy</u>	<u>Actual Percentage</u>	<u>Weighted Average Maturity (in Days)</u>	<u>Current Interest Rate</u>
Cash and Cash Equivalents					
Checking/Petty Cash	\$ 1,025,592	n/a	2.9%	0	0.00%
California Asset Management Program	13,371,998	40%	37.6%	1	5.08%
Local Agency Investment Fund	10,159,172	40%	28.5%	1	4.58%
	<u>24,556,762</u>		<u>69.0%</u>	<u>1</u>	<u>4.66%</u>
Securities					
U.S. Treasury	11,050,000	100%	31.0%	171	5.01%
Total Portfolio	<u><u>\$ 35,606,762</u></u>		<u><u>100.0%</u></u>	<u><u>54</u></u>	<u><u>4.77%</u></u>

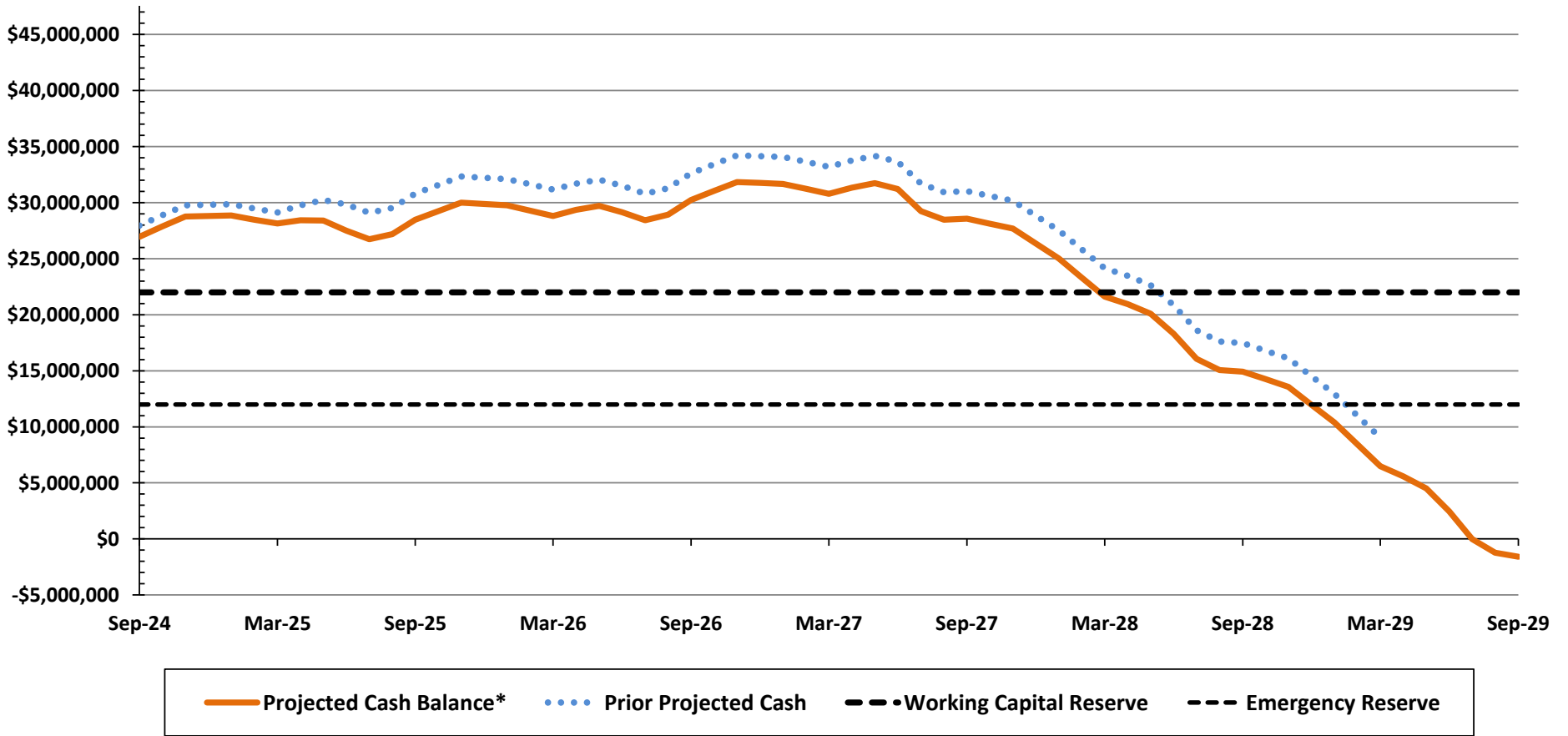
Notes:

- ◆ This report excludes accrued interest and employee flexible spending accounts.
- ◆ California Asset Management Program (CAMP) is a California Joint Powers Authority (JPA) established to provide California public agencies with professional investment services. The CAMP pool is a permitted investment for all local agencies under California Government Code Section 53601(p). The market valuation is provided by PFM Asset Management LLC.
- ◆ Local Agency Investment Fund (LAIF) is a pool of funds invested for California governmental agencies and is managed by the State Treasurer's Office of the State of California. The market valuation is provided by the State Treasurer's Office.
- ◆ The above portfolio is in full compliance with the District's Investment Policy.
- ◆ The District's investment portfolio is adequate to meet the District's cash flow requirements for the next six months.

Vista Irrigation District
SECURITIES DETAIL
September 30, 2024

Issuer	Investment Type	Interest Rate	Maturity Date	Days to Maturity	Maturity Value	Cost	Market Value	Unrealized Gain
U.S. Treasury	Treasury Bill	5.488%	10/03/24	3	\$ 850,000	\$ 805,438	\$ 849,669	\$ 44,231
U.S. Treasury	Treasury Bill	5.433%	10/31/24	31	850,000	805,868	846,593	40,725
U.S. Treasury	Treasury Bill	5.214%	11/29/24	60	850,000	807,470	843,489	36,019
U.S. Treasury	Treasury Bill	4.841%	12/26/24	87	850,000	810,509	840,903	30,394
U.S. Treasury	Treasury Bill	4.814%	01/23/25	115	850,000	810,723	838,216	27,493
U.S. Treasury	Treasury Bill	4.950%	02/20/25	143	850,000	809,649	835,597	25,948
U.S. Treasury	Treasury Bill	5.062%	03/20/25	171	850,000	808,661	833,056	24,395
U.S. Treasury	Treasury Bill	5.177%	04/17/25	199	850,000	807,758	831,857	24,099
U.S. Treasury	Treasury Bill	5.155%	05/15/25	227	850,000	807,930	829,225	21,295
U.S. Treasury	Treasury Bill	5.177%	06/12/25	255	850,000	807,758	827,048	19,290
U.S. Treasury	Treasury Bill	5.024%	07/10/25	283	850,000	808,962	824,594	15,632
U.S. Treasury	Treasury Bill	4.458%	08/07/25	311	850,000	813,431	822,153	8,722
U.S. Treasury	Treasury Bill	4.345%	09/04/25	339	850,000	814,333	819,843	5,510
		<u>5.011%</u>		<u>171</u>	<u>\$ 11,050,000</u>	<u>\$ 10,518,490</u>	<u>\$ 10,842,243</u>	<u>\$ 323,753</u>

**Vista Irrigation District
CASH FLOW PROJECTION
through September 2029**



Emergency Reserve	\$12 million
Working Capital Reserve	\$10 million
Total Reserves	\$22 million

*Projected Cash Balance does not include additional revenue derived from future water rate adjustments and financings to fund these capital projects; this is why the Projected Cash Balance line moves below both reserve levels in 2028. Future water rate adjustments and financings will be necessary to fund these critical infrastructure projects.

Cash Disbursement Report



Payment Dates 10/10/2024 - 10/23/2024

Payment Number	Payment Date	Vendor	Description	Amount
75951	10/17/2024	Refund Check 75951	Customer Refund	3,165.19
75952	10/17/2024	Refund Check 75952	Customer Refund	250.00
75953	10/17/2024	Refund Check 75953	Customer Refund	1,084.48
75954	10/17/2024	ACWA/JPIA	Workers Compensation 07/2024 - 09/2024	25,279.77
75955	10/17/2024	Airgas USA LLC	Oxygen	123.48
75956	10/17/2024	Amazon Capital Services	Fan for Workout Room	54.11
	10/17/2024		Supplies	41.18
	10/17/2024		Warehouse Supplies	344.54
	10/17/2024		Respirator Bags	183.82
	10/17/2024		Traffic Cone Holder - Truck 39	29.21
75957	10/17/2024	American Business Bank	Deodar Reservoir Rehabilitation D2366 - 09/2024	4,734.75
75958	10/17/2024	Answering Service Care, LLC	Answering Service 08/2024	421.28
75959	10/17/2024	Association of California Water Agencies	Membership Dues 2025	33,715.00
75960	10/17/2024	BHA Inc	Oxygenation Pilot Study of Lake Topography 09/2024	9,075.00
75961	10/17/2024	Canon Solutions America, Inc	Canon Supplies & Maintenance	29.05
75962	10/17/2024	CDW Government Inc	APC Smart-UPS 1500 & RBC43	1,141.69
75963	10/17/2024	Cecilia's Safety Service Inc	Traffic Control - Independence Way	5,700.00
	10/17/2024		Traffic Control - Independence Way	1,757.50
	10/17/2024		Traffic Control - Independence Way	1,662.50
	10/17/2024		Traffic Control - Anza Ave	570.00
	10/17/2024		Traffic Control - Anza Ave	1,710.00
	10/17/2024		Traffic Control - Buena Creek Rd	570.00
	10/17/2024		Traffic Control - E Bobier Dr	9,120.00
75964	10/17/2024	City of Vista	Annual Sewer Charge 07/2024 - 06/2025	4,706.00
75965	10/17/2024	CleanCapital HC4 Borrower LLC	Solar Energy 09/2024	1,187.53
75966	10/17/2024	Akeso Occupational Health	DOT Physicals (2)	190.00
75967	10/17/2024	Core & Main	6" End Cap (3)	360.23
75968	10/17/2024	CoreLogic Solutions Inc	Real Quest Online Services 2024	309.00
75969	10/17/2024	Davis Farr LLP	Audit Services 09/2024	12,000.00
75970	10/17/2024	Direct Energy	Electric 09/2024	18,959.99
	10/17/2024		Electric 09/2024	5,573.76
75971	10/17/2024	Drug Testing Network Inc	DOT Random Testing	317.50
75972	10/17/2024	EDCO Waste & Recycling Services Inc	Trash Service	470.12

Payment Number	Payment Date	Vendor	Description	Amount
75973	10/17/2024	D-Tek Enterprises, Inc	Live Bee Removal (1) - Jonathan	110.00
	10/17/2024		Live Bee Removal (1) - Eaton	110.00
	10/17/2024		Live Bee Removal (1) - Hacienda	110.00
	10/17/2024		Live Bee Removal (1) - Bronze	110.00
	10/17/2024		Live Bee Removal (1) - Orleavo	110.00
	10/17/2024		Live Bee Removal (1) - Arnel	110.00
	10/17/2024		Live Bee Removal (1) - McGavran	110.00
	10/17/2024		Live Bee Removal (2) - Vale View	220.00
	10/17/2024		Live Bee Removal (1) - Vale View	110.00
	10/17/2024		Live Bee Removal (1) - Plymouth	110.00
	10/17/2024		Live Bee Removal (1) - Camino Corto	110.00
75974	10/17/2024	InfoSend Inc	Data Processing & Mailing Service 6/28/24 - 7/11/24	7,676.03
	10/17/2024		E Bill Inserts	129.54
	10/17/2024		Data Processing & Mailing Service 09/2024	14,135.36
	10/17/2024		E Bill Inserts	50.43
	10/17/2024		Backflow Notices	560.62
	10/17/2024		Storage & Support 09/2024	1,714.57
75975	10/17/2024	Jackson & Blanc	Service Server Room Backup AC Unit	472.50
	10/17/2024		Service Server Room Backup AC Unit	269.61
75976	10/17/2024	Leon Perrault Trucking & Materials	Trucking 09/2024	14,744.25
75977	10/17/2024	McMaster-Carr Supply Company	Float & Rod for Twin Stand Valve	245.75
	10/17/2024		Fill Valve for Twin Stands (1)	1,560.93
75978	10/17/2024	Moodys	Dump Fees/Oversize (3)	1,800.00
	10/17/2024		Dump Fees/Oversize (4)	2,400.00
	10/17/2024		Dump Fee/Oversize (1)	600.00
75979	10/17/2024	MRC, Smart Technology Solutions	Managed Print Services	334.76
75980	10/17/2024	North County Auto Parts	Oil	51.83
75981	10/17/2024	Pacific Hydrotech Corporation	Deodar Reservoir Rehabilitation 09/2024	89,960.25
75982	10/17/2024	Ramco Petroleum	Fuel	1,502.53
75983	10/17/2024	Revive: A Corporate Wellness Movement, LLC	Health Fair 2024 Coordinator	4,534.00
75984	10/17/2024	San Diego Friction Products	Water Tank Pump - Truck 26	1,629.18
75985	10/17/2024	San Diego Gas & Electric	Electric 09/2024- Cathodic Protection & T&D	(152.92)
	10/17/2024		Electric 09/2024 - Reservoirs	3,950.53
	10/17/2024		Electric 09/2024 - Pump Stations	15,639.29
	10/17/2024		Electric 09/2024 - Plants	71.06
75986	10/17/2024	SePro Corporation	HABs Lab Analysis	390.00
75987	10/17/2024	Bend Genetics, LLC	HABs Lab Analysis	2,378.00
	10/17/2024		HABs Lab Analysis	2,337.00

Payment Number	Payment Date	Vendor	Description	Amount
	10/17/2024		HABs Lab Analysis	3,451.00
75988	10/17/2024	The San Diego Union-Tribune LLC	Bid Advertisement - Paving Independence Way	450.74
75989	10/17/2024	Vinje & Middleton Engineering Inc	Compaction Test - Independence & Warmlands	427.50
75990	10/17/2024	Vista Printing	Business Cards	50.47
75991	10/17/2024	TS Industrial Supply	Air Hose (1) - Truck 65	75.73
75992	10/23/2024	ESTHER BARSOUMIAN	Customer Refund	54.74
75993	10/23/2024	Alliance Communication Cables Inc.	(10) Z9-PE2 Ethernet radio	11,069.43
75994	10/23/2024	Answering Service Care, LLC	Answering Service 09/2024	350.98
75995	10/23/2024	AT&T	3680/CALNET 09/13/24 - 10/12/24	1,998.07
	10/23/2024		0230/CALNET 09/13/24 - 10/12/24	9.73
75996	10/23/2024	Core & Main	Fire Hydrant 6x4x2.5 (1)	3,810.04
	10/23/2024		Reducer 6x4 DI FL (1)	134.69
	10/23/2024		Grease No-Oxide 1 gal (3)	242.44
	10/23/2024		Nut Bolt Gskt Kit 6"-8" (6" gskt) 3/4 x 3 1/4 (18)	290.93
	10/23/2024		Ell 6" DI PO 45 Degree (2)	318.94
	10/23/2024		Coupling 1"x1" Female Flare x Super Grip (10)	344.80
	10/23/2024		Fire Hydrant Spool 6x6 DI (3)	378.20
	10/23/2024		Tee 6" DI Flange (2)	571.08
	10/23/2024		Service Saddle 12x2 PVC (2)	650.81
	10/23/2024		Pipe Lube 5 gal (2)	214.69
	10/23/2024		Gate Valve 4" POxFL R/W (1)	766.10
	10/23/2024		Tubing 1" Copper Soft 60' (100)	1,023.63
	10/23/2024		Sleeve 8"x12" Galvanized Top Sections (100)	1,400.75
	10/23/2024		Ell 6" DI FL 90 Degree (1)	196.11
	10/23/2024		Fire Hydrant LB400 Check Valve (3)	6,303.38
	10/23/2024		Flange 6" SOW 6-hole (5)	177.79
	10/23/2024		Cap 2" Brass (5)	95.63
	10/23/2024		Adapter 6" DI POxFL (6)	956.82
	10/23/2024		Ell 2" Brass Street 90 Degree (5)	199.34
75997	10/23/2024	Flyers Energy, LLC	Fuel	52.15
75998	10/23/2024	Hi-Line Inc	Shop Supplies	198.02
	10/23/2024		Shop Supplies	181.30
75999	10/23/2024	Jan Whitaker	Reimburse for Water Damage	25,293.75
76000	10/23/2024	Mutual of Omaha	LTD/STD/Life Insurance 11/2024	6,623.74
76001	10/23/2024	North County Industrial Park	Association Fees 11/2024	1,028.22
76002	10/23/2024	O'Reilly Auto Parts	Battery Warranty , Battery Core	(273.17)
	10/23/2024		Trailer Light Cord Adapter	41.38
	10/23/2024		Tire Inflator w/gauge	76.85

Payment Number	Payment Date	Vendor	Description	Amount
	10/23/2024		License Plate Frames, Cleaning Swabs	43.27
	10/23/2024		Battery	170.55
76003	10/23/2024	Pacific Pipeline Supply	Service Saddle 4x2 PVC (2)	324.75
	10/23/2024		Service Saddle 4x1 PVC (2)	270.63
	10/23/2024		Service Saddle 10x1 PVC (17)	4,085.36
	10/23/2024		Service Saddle 10x2 PVC (8)	2,156.33
	10/23/2024		Service Saddle 8x2 PVC (2)	636.51
	10/23/2024		Service Saddle 8x1 PVC (2)	411.35
76004	10/23/2024	SiteOne Landscape Supply, LLC	PVC Pipe - Friendly Dr. - 1" (120)	71.45
76005	10/23/2024	Southern Counties Lubricants, LLC	Fuel 10/01/24 - 10/15/24	8,274.04
76006	10/23/2024	Verizon Wireless	Cell Phones 08/21/24 - 09/20/24	409.60
	10/23/2024		Air Cards (4)	152.04
76007	10/23/2024	Vulcan Materials Company and Affiliates	Cold Mix	3,155.36
76008	10/23/2024	West Coast Civil, Inc	Waterline Improvement - Lado de Loma TO 25-01	2,660.00

Grand Total: 407,199.82



STAFF REPORT

Agenda Item: 7

Board Meeting Date: November 6, 2024
Prepared By: Shallako Goodrick
Approved By: Brett Hodgkiss

SUBJECT: REQUEST TO PRESENT A LATE CLAIM

RECOMMENDATION: Deny the request to present a late claim submitted by Portillo Concrete, Inc.

PRIOR BOARD ACTION: None.

FISCAL IMPACT: Portillo Concrete, Inc. (Portillo) submitted a late claim in the amount \$49,496.78.

SUMMARY: Portillo submitted a claim form to the District on August 2, 2024 for a loss that occurred from an incident on November 29, 2023. The District sent a letter on September 6, 2024 rejecting the claim due to it not being filed within six months of the accrual of the cause of action per California Government Code sections 911.2 to 912.2 and 946.6. Portillo is asking the Board to consider its request dated October 10, 2024 to present a late claim.

DETAILED REPORT: On November 29, 2023, a leak occurred on a main line in Nordahl Road. District crews responded and repaired the leak; there was no apparent damage to the surrounding properties. The District was unaware that any damages had occurred at that time or any other time until the claim form from Portillo was received eight months later on August 2, 2024. This claim was required to be filed within six months under Government Code sections 911.2, *et seq.*

Portillo is requesting that the Board grant its application to present a late claim under the grounds it was filed late because of a mistake in believing that a claim must be calculated accurately and the work completed and damages completely remedied before filing. Per Portillo's claim, the majority of the losses (\$42,596.74) occurred within one month of the incident; the remainder (\$6,900.04) occurred in April 2024; all losses were within the six month filing period had the claim been filed timely.

Government Code section 911.4 allows claimants to make an application for leave to file a late claim. Government Code section 911.6 requires such an application to be granted if the failure to present the claim was through mistake, inadvertence, surprise, or excusable neglect and the public entity was not prejudiced in its defense of the claim by the failure to present the claim in a timely fashion.

Here, Portillo has articulated what is called a "mistake of law" (*i.e.*, a mistaken belief as to what the law requires). However, this is not the type of mistake that is excusable under Government Code section 911.6. The legal maxim *ignorantia legis neminem excusat* holds that ignorance of law excuses no one. Additionally, the District was prejudiced in its defense of the claim by the failure to present the claim within the time specified in Government Code section 911.2. By not notifying the District of the claim in a timely manner, staff were unable to investigate and verify the purported damages, properly document what was found, and potentially, repair any damages that occurred. Staff is unaware if the leak caused the damages listed in the claim, and no evidence has been included in the claim filing to show the incident caused the damages. For the above stated reasons, staff recommends that Portillo's application to present a late claim be denied.

ATTACHMENT: Portillo Request to Present Late Claim

THE LAW OFFICE OF
GREGORY W. KOEHLER
ATTORNEY AT LAW
937 SOUTH COAST HIGHWAY - SUITE 208
ENCINITAS, CALIFORNIA 92024
TELEPHONE 760 633-1803 * TELEFAX 760 633-3349

October 10, 2024

Ms. Cynthia Perez
Safety and Risk Administrator
VISTA IRRIGATION DISTRICT
1391 Engineer Street
Vista, California 92081

SENT VIA PRIORITY US MAIL WITH DELIVERY CONFIRMATION

RE: My client: Portillo Concrete, Inc. of Lemon Grove, California
NOVEMBER 2023 - NORDAHL ROAD - WATER LINE BREAK

Dear Ms. Perez:

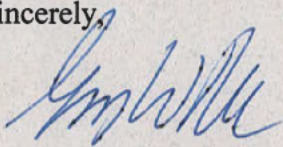
This office is legal counsel for the above listed Portillo Concrete, Inc. of Lemon Grove, California. Portillo Concrete, Inc. had submitted a claim form dated Aug. 2, 2024 to the Vista Irrigation District for costs and damages suffered by them.

A responsive letter from the Vista Irrigation District was received by my client denying the claim based upon an untimely late filing. The District's letter was dated Sept. 6, 2024.

I have enclosed Portillo Concrete, Inc.'s REQUEST TO PRESENT A LATE CLAIM, with the original Claim Form filed as an attachment. Please have the Board consider the rationale and authority presented in the REQUEST, and advise me when you are able to.

Thank you and feel free to contact this office with any further requirements or other inquiries.

Sincerely,



Gregory W. Koehler

cc - client

1 GREGORY W. KOEHLER
2 ATTORNEY AT LAW, CBN 171208
3 937 South Coast Highway - Suite 208
4 Encinitas, California 92024
5 gwkoehler@gmail.com
6 Tel. (760) 633-1803 □ Fax (760) 633-3349

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8 Attorney for: PORTILLO CONCRETE, INC.

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VISTA IRRIGATION DISTRICT
VISTA, CALIFORNIA

IN THE CLAIM OF:)	PORTILLO CONCRETE, INC.'s
PORTILLO CONCRETE, INC., A)	REQUEST TO PRESENT A LATE
California Corporation,)	CLAIM UNDER CALIFORNIA
Claimant,)	GOVERNMENT CODE §911.2
and)	<i>et seq.</i>
VISTA IRRIGATION DISTRICT, a)	
Government Entity, a/ka a Public)	
Entity,)	
Respondent.)	

.....

TO: The Board of Directors of the VISTA IRRIGATION DISTRICT of Vista, California.

FROM: Claimant, PORTILLO CONCRETE, INC., a California Corporation of Lemon Grove, California.

I. REQUEST FOR PRESENTATION OF LATE CLAIM

Claimant, PORTILLO CONCRETE, INC. presents the following facts, circumstances and points and authorities in support of their request to file a late claim, and have said claim be recognized by the VISTA IRRIGATION DISTRICT.

1 **II. BACKGROUND**

2
3 In early September 2024, Claimant received a letter from the Respondent dated September 6,
4 2024 with the subject matter being "Response to Your Late Claim Filed with Vista Irrigation
5 District," signed by Ms. Cynthia Perez. The content of the letter in summary, was a denial of the
6 Claimant's Claim Form to the Respondent dated August 2, 2024. The basis of the denial was that it
7 was not presented to the government entity within six (6) months of the date of loss.

8 The basis of the Claim Form arose from a water line break and massive flooding, on
9 November 29, 2023. The location of the water line break and massive flooding was on Nordahl Road
10 in Escondido. Claimant was working for the County of San Diego on Rock Springs Road when
11 massive volumes of water, rapidly and forcibly invaded the job site of Claimant. This water invasion
12 was from a Vista Irrigation District's line break and caused complete destruction of Claimant's
13 whole job site. This included but was not limited to: concrete work for a large box culvert which was
14 recently poured, as well as the entire box culvert trench being flooded with the rushing water
15 seriously undermining the pavement of Rock Springs Road. The Claimant was forced to perform
16 immediate emergency intervention to mitigate the vast damages to the job site and the surrounding
17 areas. The Claimant's costs to their company personnel and equipment was required, and additional
18 companies had to be hired, and were paid in due course.

19
20 **III. POINTS AND AUTHORITIES IN SUPPORT OF FILING A LATE CLAIM**

21
22 The Claimant acknowledges the California Government Code § 911.2 which states in
23 pertinent part:

24 ***911.2 - Times for presentment of claims***

25 *(a) A claim relating to a cause of action for death or for injury to person or to personal property or*
26 *growing crops shall be presented as provided in Article 2 (commencing with Section 915) not later*
27 *than six months after the accrual of the cause of action....*

28 ///

1 Claimant further recognizes that the application of California Government Code § 911.2
2 applies to the Claimant. Claimant now seeks relief under California Government Code § 911.6(a) &
3 (b) which states in pertinent part:

4 ***911.6 - Board's grant or denial of application to present late claim***

5 *(a) The board shall grant or deny the application within 45 days after it is presented to the board.*
6 *The claimant and the board may extend the period within which the board is required to act on the*
7 *application by written agreement made before the expiration of the period.*

8 *(b) The board shall grant the application if one or more of the following is applicable:*

9 *(1) The failure to present the claim was through mistake, inadvertence, surprise, or excusable*
10 *neglect and the public entity was not prejudiced in its defense of the claim by the failure to present*
11 *the claim within the time specified in Section 911.2.*

12
13 **This Claimant Maintains the Reason for Late Filing was a Mistake in Believing that a Claim**
14 **Must Be Calculated Accurately and the Work completed, and Damages Completely Remedied**

15 Claimant undertook emergency efforts beginning in November 9, 2023 as more fully
16 described above, eventually completing the rectification of all damages. Coordination was
17 undertaken by the Claimant involving multiple aspects of the remediation and final products. The
18 damages suffered by the Claimant amount to \$49,496.78, as set forth in the original filed Claim
19 Form (copy attached).

20 The company known as In the Dirt, Inc. invoiced the Claimant the amount of \$25,556.74 for
21 services performed regarding the massive water damage. Also, the company known as Ultra
22 Engineering Contractors, invoiced the Claimant in the amount of \$17, 040 (see Claim Form invoice
23 with highlighted services resulting from the onslaught of water and related required remedies).
24 Finally, the Claimant company performed multiple tasks to complete the work for the surprise
25 emergency massive flooding and ruined work already completed, at a cost of \$6,900.04.

26 The Claimant's Claim Form is dated Aug. 2, 2024, constituting a late filing with the
27 Respondent of approximately 87 days from the initial damages and incident. However, the Claimant
28 considered that filing based upon the normal workings of the contracting industry.

1 In the contracting business, no invoice would be able to be paid without an exact amount. To
2 the Claimant this meant that no claim to the Vista Irrigation District could be paid by a government
3 entity without an exact amount being presented. The Claimant and the other suppliers continued
4 work on the project well into late April 2024. Claimant received a final invoice from Ultra
5 Engineering Contractors in early June 2024 (invoice dated May 30, 2024). At last, the Claimant had
6 a total amount they could claim.

7 Thereafter, the claim form was submitted. The mistake of the Claimant was a logical
8 assumption that an accurate amount needed to be presented for Portillo Concrete, Inc. to be paid for
9 the damages. In retrospect, this was a mistake, causing the late filing of the claim form.

10 There exists multiple appellate court case dealing with the applicable California Government
11 Code sections. In the alternative, the cited mistake may additionally be considered excusable neglect
12 as an alternate category of the late claim relief set forth in § 911.6(a).

13
14 **Vista Irrigation District has the Authority to Grant a Late Filing and Consider the Claim**

15 “California Government Code § 911.2 and § 911.6, which require that an injured individual
16 seeking compensation from a public entity file a claim with the public entity within a specified
17 period and which also provide for the grant of an application to file a late claim where the failure to
18 present the claim was through mistake, inadvertence, surprise, or excusable negligent, are
19 constitutional.” As cited in Harrison v. County of Del Norte (1985), 168 Cal. App. 3d 1.
20 Accordingly, the Respondent has that cited statute and supporting case law, to grant such a late
21 claim.

22
23 **The Intent of the Legislature is not to Require Strict Compliance with the Filing Deadlines of a**
24 **Government Claim**

25 The Legislature’s intent not to require strict adherence to inflexible time limits in filing
26 claims against a public entity is manifested by provisions for both administrative and judicial
27 remedies for persons excusably neglectful...[or deductive mistake] and who fail to file within the
28 100-day period [now amended] filing time limits.

1 See Tammen v. County of San Diego (1967), 66 Cal. 2d 468 [Note: the 100 day time period
2 was a reference to the prior law].

3 That California Supreme court case was cited in Segal v. Southern California Rapid Transit
4 Dist. (1970), 12 Cal. App. 3d 509, stating the legislative intent in the provisions relating to filing of
5 late claims against public entities (Gov. C §§ 911.6, 946.6, subd. (c)), was to alleviate the harshness
6 of strict compliance with the claims presentation period for minors, disabled persons, and persons
7 excusably neglectful.

8 Due to the Vista Irrigation District being immediately aware of the massive flooding that
9 occurred, and the resulting damages, and additional work required for the incident, it would indeed
10 be harsh to not honor this late claim request.

11 12 IV. CONCLUSION

13
14 The Vista Irrigation District was promptly aware of the damages and the work needed to
15 remedy the incident. Accordingly the late filing does not prejudice the District, and rejecting the
16 claim would be unnecessarily harsh given the circumstances.

17 The courts in Harrison, Tammen, and Segal have all shown a willingness to allow for equity
18 and fairness in handling late claims, particularly where strict adherence to deadlines would result in
19 an injustice. Clearly it has been established that Portillo Concrete, Inc.'s delay in filing was based on
20 a misunderstanding regarding the need for the exact claim amount and this can be correctly framed as
21 an excusable mistake by the Claimant, allowing the District to consider the late claim amount
22 requested by the Claimant.

23 ///

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PRAYER FOR RELIEF

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WHEREFORE, PORTILLO CONCRETE, INC. prays for relief in that:

1. The Respondent recognize the aforementioned claim, as an acceptable late filing; and
2. For such other and further relief as the Board deems just and proper.

DATED: October 9, 2024

The Law Office of Gregory W. Koehler



Gregory W. Koehler, Attorney for
PORTILLO CONCRETE, INC.

DATED: October 9, 2024

For the California Corporation Portillo Concrete, Inc.



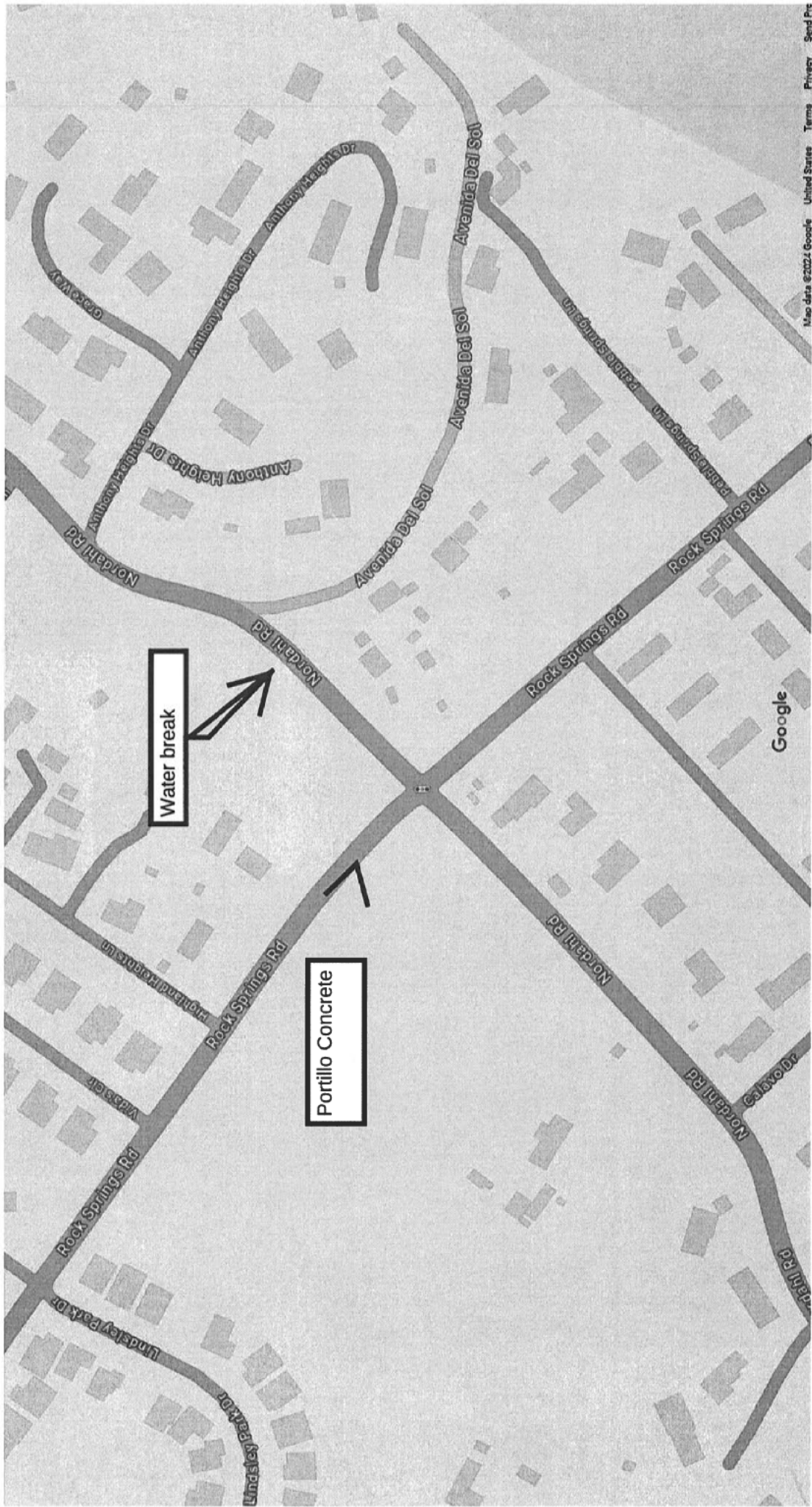
Mario Portillo, President

CLAIM FORM

Claim Form

(A claim shall be presented by the claimant or by a person acting on his behalf.)

NAME OF DISTRICT: VISTA IRRIGATION DISTRICT									
1	<p>Claimant name, address (mailing address if different), phone number, social security number, e-mail address, and date of birth. <i>Effective January 1, 2010, the Medicare Secondary Payer Act (Federal Law) requires the District/Agency to report all claims involving payments for bodily injury and/or medical treatments to Medicare. As such, if you are seeking medical damages, we MUST have both your Social Security Number and your date of birth.</i></p> <table border="1" style="width: 100%; border-collapse: collapse;"> <tr> <td style="width: 50%; padding: 2px;">Name: Portillo Concrete, Inc.</td> <td style="width: 50%; padding: 2px;">Phone Number: 619-265-4639 619-265-4639</td> </tr> <tr> <td style="padding: 2px;">Address(es): 3527 Citrus St. Lemon Grove, CA. 91945</td> <td style="padding: 2px;">Social Security No.:</td> </tr> <tr> <td></td> <td style="padding: 2px;">Date of Birth:</td> </tr> <tr> <td></td> <td style="padding: 2px;">E-mail: mportillo@portilloconcreteinc.com</td> </tr> </table>	Name: Portillo Concrete, Inc.	Phone Number: 619-265-4639 619-265-4639	Address(es): 3527 Citrus St. Lemon Grove, CA. 91945	Social Security No.:		Date of Birth:		E-mail: mportillo@portilloconcreteinc.com
Name: Portillo Concrete, Inc.	Phone Number: 619-265-4639 619-265-4639								
Address(es): 3527 Citrus St. Lemon Grove, CA. 91945	Social Security No.:								
	Date of Birth:								
	E-mail: mportillo@portilloconcreteinc.com								
2	<p>List name, address, and phone number of any witnesses.</p> <p>Name: Yescenia Gomez (County of San Diego, P.E. Civil Engineer)</p> <p>Address: 5500 Overland Ave. Suite 310, San Diego, CA. 92123</p> <p>Phone Number: 858-705-8935</p>								
3	<p>List the date, time, place, and other circumstances of the occurrence or transaction, which gave rise to the claim asserted.</p> <p>Date: 11/29/2023 Time: 2:30 p.m. Place: Nordahl Rd. & Rock Springs Rd.</p> <p>Tell What Happened (give complete information):</p> <p>A water line at Nordahl, up the hill from our jobsite on Rock Springs Rd. ruptured and flooded the area we were working on and caused extensive damage to our project.</p> <p>We had just finished pouring concrete for a box culvert when the water began to rush into our site. Due to the concrete not being finished, the box culvert was destroyed and subsequently needed to be removed and replaced.</p> <p>The entire trench was also compromised due to the erosion that occurred from the rushing water. That resulted in a portion of the road that was undermined by the rushing water to collapse. That forced us to fill the entire trench with recycled class 2 base, and place temporary trench plates for the evening to prevent any additional failure of the existing road.</p> <p>We removed the plates and placed temporary asphalt to make the road passable until a determination could be made on how to proceed. Ultimately we had to excavate and remove the base along with the destroyed box culvert and replace that entire portion of the culvert. Concentration & amount of water & eroded soil continued to pass through the completed portion of the culvert; which ultimately resulted in a major clean up at the end of project. FYI - Portillo Concrete was stationed on Rock Springs Rd (Sta 20+70) (See attached plans & drawings)</p> <p style="text-align: center;">NOTE: Attach any photographs you may have regarding this claim.</p>								
4	<p>Give a general description of the indebtedness, obligation, injury, damage, or loss incurred so far as it may be known at the time of presentation of the claim.</p> <ul style="list-style-type: none"> -Fill trench with recycled class II base. -Place temporary trench plates. -Overtime labor -Complete (remove & replace) culvert that was damaged -Clean up / soil removal 								
5	<p>Give the name or names of the public employee or employees causing the injury, damage, or loss, if known.</p> <p>Vista irrigation</p>								
6	<p>The amount claimed if it totals less than ten thousand dollars (\$10,000) as of the date of presentation of the claim, including the estimated amount of any prospective injury, damage or loss, insofar as it may be known at the time of the presentation of the claim, together with the basis of computation of the amount claimed. If the amount claimed exceeds ten thousand dollars (\$10,000), no dollar amount shall be included in the claim. However, it shall indicate whether the claim would be a limited civil case.</p> <p style="font-size: 1.2em; margin-top: 10px;">\$49,496.78</p>								
<p>Date: 08/02/2024 Time: 11:30 am Signature: Mario Portillo</p> <p style="font-size: 0.8em; text-align: right; margin-top: 5px;">Digitally signed by Mario Portillo DN: cn=Mario Portillo, o=US serial=mportillo@portilloconcreteinc.com, c=US Date: 2024.08.02 11:32:1 -0700</p>									
ANSWER ALL QUESTIONS. OMITTING INFORMATION COULD MAKE YOUR CLAIM LEGALLY INSUFFICIENT!									




Water break

Portillo Concrete

EXPIRES	01/18/23
ISSUED	01/18/23
REGISTERED CIVIL ENGINEER	

NCH ENGINEERING CORP
 200 CALIFORNIA STATE ST
 SAN DIEGO, CALIFORNIA 92123
 619-283-0338

Kathy M. ...
 REGISTERED CIVIL ENGINEER 01/18/23
 DATE




Project: Rock Springs Road Sidewalk Improvements

Oracle No. 1022465

Contract No. 569963

VID Waterline Break EWB - In The Dirt Inc.

TA Report No.	Date	Report Description	Cost	Comments
1	11/29/2024	VID Water Line Break (offsite) - Flagging and stabilizing roadway due to VID waterline break on 11/29/2023	\$ 1,420.38	PCI
2	11/30/2024	VID Water Line Break (offsite) - Flagging Road and Stabilizing Road due to VID waterline break on 11/29/2023.	\$ 790.81	PCI
3	12/12/2024	VID Water Line Break (offsite) - Flagging, removing steel plate exposing damaged double box covert due to VID waterline break on 11/29/2023.	\$ 1,595.36	
4	12/19/2024	VID Water Line Break (offsite) - Start Demo Work of SD No. 1, RT Portion due to VID waterline break on 11/29/2023.	\$ 1,927.18	
5	12/29/2023	VID Water Line Break (offsite) - Demo ~18-ft of SD No. 1 and flagging due to VID water break on 11/29/2023	\$ 4,415.46	
6	1/16/2024	VID Water Line Break (offsite) - Flagging and forming bottom and side walls of SD No. 1 ~18-ft due to waterline break on 11/29/2023.	\$ 7,383.52	
7	1/17/2024	VID Water Line Break (offsite) - Flagging and forming, placing rebar and pour bottom and sidewalks of SD No. 1 ~18-ft due to waterline break on 11/29/2023.	\$ 8,024.03	

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TOTAL CONSTRUCTION COST =			\$	25,556.74

INTERNAL-LIMITED: This document or email may contain internal-limited information. If you have received this – including any attachments – in error, please notify the sender promptly and delete the document or email and any attachments.

ULTRA ENGINEERING CONTRACTORS

36806 Pebley Ct
Winchester, CA 92596
www.digwithair.com



INVOICE

BILL TO

3527 Citrus Street
Lemon Grove, CA 91945

INVOICE # 5682

DATE 04/30/2024

DUE DATE 05/30/2024

TERMS Net 30

P.O. NUMBER

Rock Springs Road

DESCRIPTION	QTY	RATE	AMOUNT
Ticket #L-12047 GPR / Locating Services on 04/18/24 @San Marcos	1	5,970.00	5,970.00
Ticket #12046 Air-Hydro/Vacuum Excavation / Trenching Services on 04/18/24 @San Marcos	1	4,830.00	4,830.00
Off site disposal of spoils includes dump fees 04/18/24	1	850.00	850.00
Ticket #L-12066 GPR / Locating Services on 04/19/24 @San Marcos	1	2,970.00	2,970.00
Ticket #12065 Air-Hydro/Vacuum Excavation / Trenching Services on 04/19/24 @San Marcos	1	4,830.00	4,830.00
Off site disposal of spoils includes dump fees 04/19/24	1	850.00	850.00
Ticket #12108 Air-Hydro/Vacuum Excavation / Trenching Services on 04/24/24 @San Marcos	1	4,830.00	4,830.00
Off site disposal of spoils includes dump fees 04/24/24	1	850.00	850.00
Ticket #12122 Air-Hydro/Vacuum Excavation / Trenching Services on 04/25/24 @San Marcos	1	4,830.00	4,830.00
Off site disposal of spoils includes dump fees 04/25/24	1	850.00	850.00
Ticket #12157 Air-Hydro/Vacuum Excavation / Trenching Services on 04/26/24 @San Marcos	1	4,830.00	4,830.00
Off site disposal of spoils includes dump fees 04/26/24	1	850.00	850.00
Ticket #L-12168 GPR / Locating Services on 04/29/24 @San Marcos	1	2,970.00	2,970.00
Ticket #12155 Air-Hydro/Vacuum Excavation / Trenching Services on 04/29/24 @San Marcos	1	4,830.00	4,830.00
Off site disposal of spoils includes dump fees 04/29/24	1	850.00	850.00

If you have any questions on this invoice, please call, 951-223-3552.
Thank you for your business!

BALANCE DUE

\$45,990.00

Project: Rock Springs Road Sidewalk Improvements

Oracle No. 1022465

Contract No. 569963

VID Waterline Break EWB - Portillo Concrete Inc.

TA Report No.	Date	Report Description	Cost	Comments
1	11/30/2024	VID Water Line Break (offsite) - Flagging and Stabilizing due to utility break on 11/28/23	\$ 5,207.93	PCI
2	11/29/2023	VID Water Line Break (offsite) - Flagging due to Utility break that occurred offsite.	\$ 441.86	PCI
3	12/12/2023	VID Water Line Break (offsite) - Flagging and removing steel plates and exposing double box culvert	\$ 1,250.25	
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TOTAL CONSTRUCTION COST =			\$ 6,900.04	



1391 Engineer Street • Vista, California 92081-8840
Phone: (760) 597-3100 • Fax: (760) 598-8757
www.vidwater.org

Board of Directors

Richard L. Vásquez, *President, Division 2*
Marty Miller, *Division 1*
Peter Kuchinsky II, *Division 3*
Patrick H. Sanchez, *Division 4*
Jo MacKenzie, *Division 5*

Administrative Staff

Brett L. Hodgkiss
General Manager
Ramae A. Ogilvie
Board Secretary
Elizabeth A. Mitchell
General Counsel

September 6, 2024

Mr. Mario Portillo
Portillo Concrete, Inc.
3527 Citrus Street
Lemon Grove, CA 91945

Dear Mr. Portillo:

Re: Response to Your Late Claim Filed with Vista Irrigation District

The claim which you presented to the Vista Irrigation District on August 2, 2024 is being returned to you without any action having been taken by the Vista Irrigation District.

The claim is being returned because it was not presented within the time required by law. See California Government Code §911.2 to §912.2 and §946.6. Your only recourse at this time is to file a written Application for Leave to Present a Late Claim as required by the Government Code. After this Application has been received by the Vista Irrigation District it will be reviewed and considered.

Due to legal time requirements, this should be done without delay. To determine if you have a further remedy, or whether further procedures are open to you, you may wish to consult with an attorney of your choice. If you desire to consult with an attorney, you should do so immediately.

If you have any questions about your claim or this letter, please feel free to contact me at 760 597-3177.

Sincerely,

A handwritten signature in black ink that reads "Cynthia Perez". The signature is written in a cursive, flowing style.

Cynthia Perez
Safety and Risk Administrator

Received 8/2/24 cp

Claim Form

(A claim shall be presented by the claimant or by a person acting on his behalf.)

NAME OF DISTRICT: VISTA IRRIGATION DISTRICT

1	Claimant name, address (mailing address if different), phone number, social security number, e-mail address, and date of birth. <i>Effective January 1, 2010, the Medicare Secondary Payer Act (Federal Law) requires the District/Agency to report all claims involving payments for bodily injury and/or medical treatments to Medicare. As such, if you are seeking medical damages, we MUST have both your Social Security Number and your date of birth.</i>	
	Name: Portillo Concrete, Inc.	Phone Number: 619-466-4639
	Address(es): 3527 Citrus St. Lemon Grove, CA. 91945	Social Security No.:
		Date of Birth:
	E-mail: mportillo@portilloconcreteinc.com	

2	List name, address, and phone number of any witnesses.
	Name: Yescenia Gomez (County of San Diego, P.E. Civil Engineer)
	Address: 5500 Overland Ave. Suite 310, San Diego, CA. 92123
	Phone Number: 858-705-8935

3	List the date, time, place, and other circumstances of the occurrence or transaction, which gave rise to the claim asserted.
	Date: 11/29/2023 Time: 2:30 p.m. Place: Nordahl Rd. & Rock Springs Rd.
	Tell What Happened (give complete information):
	A water line at Nordahl, up the hill from our jobsite on Rock Springs Rd. ruptured and flooded the area we were working on and caused extensive damage to our project. We had just finished pouring concrete for a box culvert when the water began to rush into our site. Due to the concrete not being finished, the box culvert was destroyed and subsequently needed to be removed and replaced. The entire trench was also compromised due to the erosion that occurred from the rushing water. That resulted in a portion of the road that was undermined by the rushing water to collapse. That forced us to fill the entire trench with recycled class 2 base, and place temporary trench plates for the evening to prevent any additional failure of the existing road. We removed the plates and placed temporary asphalt to make the road passable until a determination could be made on how to proceed. Ultimately we had to excavate and remove the base along with the destroyed box culvert and replace that entire portion of the culvert. Concentration & amount of water & eroded soil continued to pass through the completed portion of the culvert; which ultimately resulted in a major clean up at the end of project. FYI - Portillo Concrete was stationed on Rock Springs Rd (Sta 20+70) (See attached plans & drawings) NOTE: Attach any photographs you may have regarding this claim.

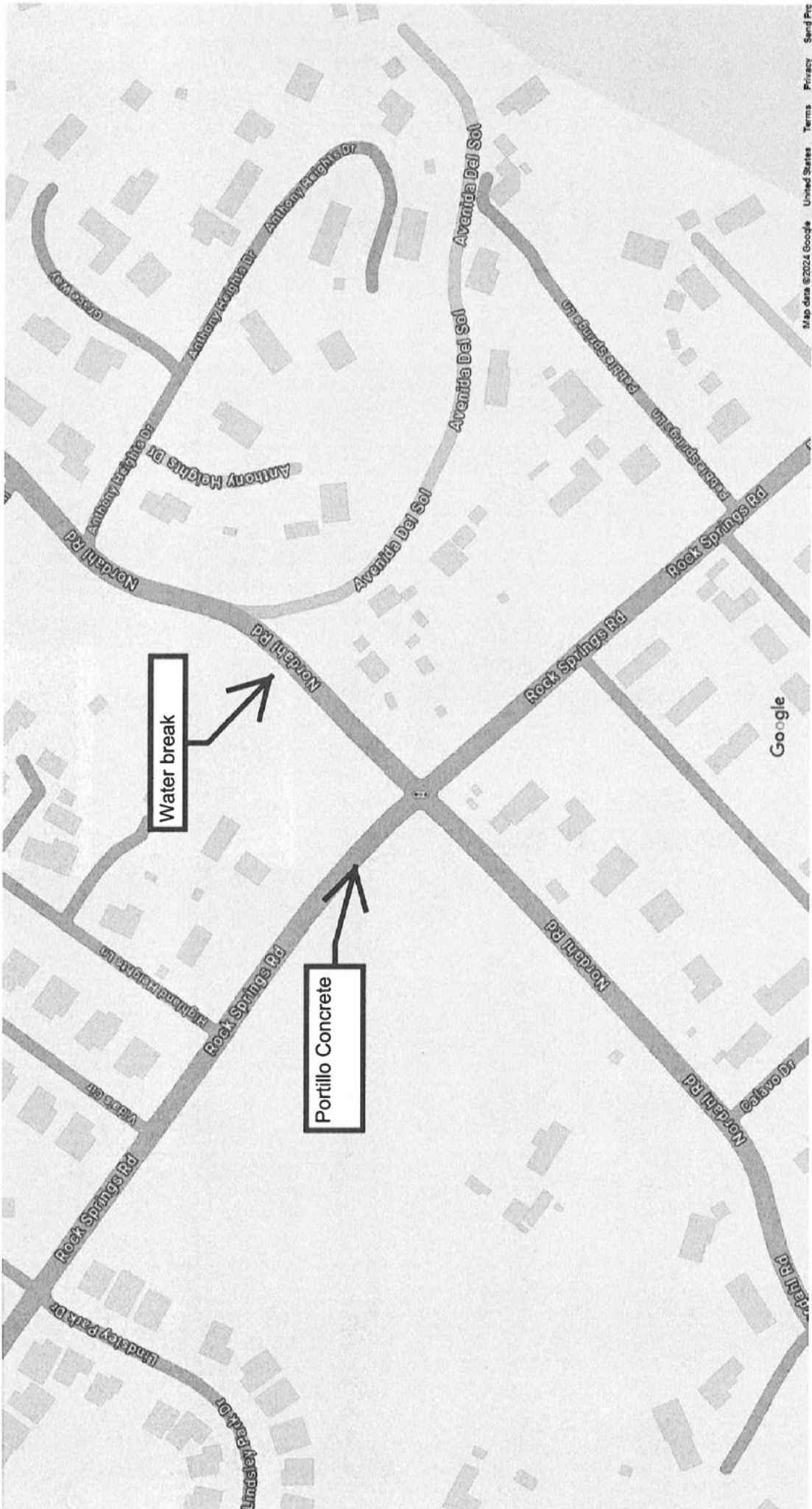
4	Give a general description of the indebtedness, obligation, injury, damage, or loss incurred so far as it may be known at the time of presentation of the claim.
	-Fill trench with recycled class II base. -Place temporary trench plates. -Overtime labor -Complete (remove & replace) culvert that was damaged -Clean up / soil removal

5	Give the name or names of the public employee or employees causing the injury, damage, or loss, if known.
	Vista irrigation

6	The amount claimed if it totals less than ten thousand dollars (\$10,000) as of the date of presentation of the claim, including the estimated amount of any prospective injury, damage or loss, insofar as it may be known at the time of the presentation of the claim, together with the basis of computation of the amount claimed. If the amount claimed exceeds ten thousand dollars (\$10,000), no dollar amount shall be included in the claim. However, it shall indicate whether the claim would be a limited civil case.
	\$49,496.78

Date: 08/02/2024	Time: 11:30 am	Signature: Mario Portillo	<small>Digitally signed by Mario Portillo DN: cn=Mario Portillo, o=au email=mportillo@portilloconcreteinc.com, c=US Date: 2024.08.02 11:33:21 -0700</small>
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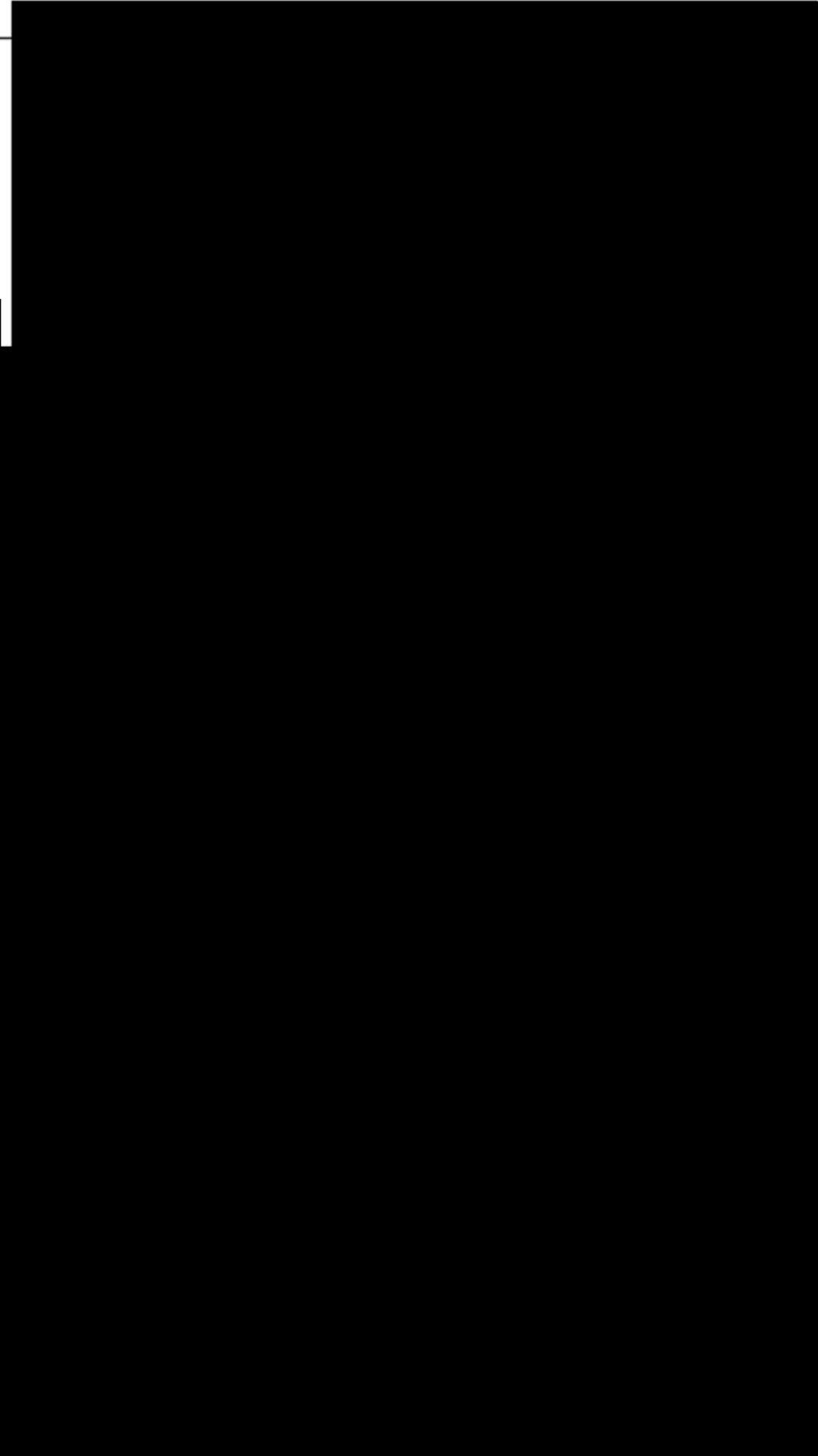
ANSWER ALL QUESTIONS. OMITTING INFORMATION COULD MAKE YOUR CLAIM LEGALLY INSUFFICIENT!



Water break

Portillo Concrete

RECEIVED	NO. 10785	DATE 07/21/73
NEW ELECTRONIC CORP.		
8324 CIBBS DRIVE, SUITE 202		
SAN DIEGO, CALIFORNIA 92123		
858-283-0338		
<i>[Signature]</i>		07/18/73
K. G. [Name]		DATE



Project: Rock Springs Road Sidewalk Improvements

Oracle No. 1022465

Contract No. 569963

VID Waterline Break EWB - In The Dirt Inc.

TA Report No.	Date	Report Description	Cost	Comments
1	11/29/2024	VID Water Line Break (offsite) - Flagging and stabilizing roadway due to VID waterline break on 11/29/2023	\$ 1,420.38	PCI
2	11/30/2024	VID Water Line Break (offsite) - Flagging Road and Stabilizing Road due to VID waterline break on 11/29/2023.	\$ 790.81	PCI
3	12/12/2024	VID Water Line Break (offsite) - Flagging, removing steel plate exposing damaged double box covert due to VID waterline break on 11/29/2023.	\$ 1,595.36	
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TOTAL CONSTRUCTION COST =				\$ 25,556.74

Project: Rock Springs Road Sidewalk Improvements

Oracle No. 1022465

Contract No. 569963

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TOTAL CONSTRUCTION COST =			\$ 6,900.04	

ULTRA ENGINEERING CONTRACTORS

36806 Pebley Ct
Winchester, CA 92596
www.digwithair.com



INVOICE

BILL TO

3527 Citrus Street
Lemon Grove, CA 91945

INVOICE # 5682
DATE 04/30/2024
DUE DATE 05/30/2024
TERMS Net 30

P.O. NUMBER

Rock Springs Road

DESCRIPTION	QTY	RATE	AMOUNT
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Off site disposal of spoils includes dump fees 04/26/24	1	850.00	850.00
Ticket #L-12168 GPR / Locating Services on 04/29/24 @San Marcos	1	2,970.00	2,970.00
Ticket #12155 Air-Hydro/Vacuum Excavation / Trenching Services on 04/29/24 @San Marcos	1	4,830.00	4,830.00
Off site disposal of spoils includes dump fees 04/29/24	1	850.00	850.00

If you have any questions on this invoice, please call, 951-223-3552.
Thank you for your business!

BALANCE DUE

\$45,990.00



STAFF REPORT

Agenda Item: 8

Board Meeting Date: November 6, 2024
Prepared By: Randy Whitmann, Frank Wolinski, Shallako Goodrick and Lesley Dobalian
Approved By: Brett Hodgkiss

SUBJECT: DIVISION REPORTS

RECOMMENDATION: Note and file informational report.

PRIOR BOARD ACTION: None.

FISCAL IMPACT: None.

SUMMARY: Previous month's and anticipated activities are reported by each division.

OPERATIONS & FIELD SERVICES

October

- Water Quality Calls/Incidents for October – received 28 taste and odor calls. All taste and odor calls were attributed to cyanobacteria at Lake Skinner producing the taste and odor compound methylisoborneol (commonly referred to as MIB).
- Inspected and tested 13 new backflow devices that were integrated into the District's cross-connection control program.
- Submitted Lead Service Line Inventory results and school/childcare facility list to the State Water Resources Control Board.
- Continued weed abatement at various reservoirs and the flume.
- Conducted flume roof repairs on Borden Bench.
- Continued twin stands replacement project on Borden Bench.
- Replaced 27-feet of steel main with PVC due to multiple leaks on an 8-inch section of HN main near Fairview Drive.
- Continued mainline replacement of steel and non-Nipponite AC pipe on Independence Way – install approximately 6,100' of various sizes of PVC pipe, 84 services and 10 hydrant laterals. Approximately 98% complete.
- Began emergency mainline replacement of Nipponite AC pipe on Friendly Drive – install approximately 850' of 8-inch PVC pipe, six services and one hydrant lateral.

November

- Begin Risk and Resilience Assessment update per the America's Water Infrastructure Act.
- Shutdown the flume and conduct leak repair on the east end of Big Tunnel Bench.
- Continue twin stands replacement project on Borden Bench.
- Continue mainline replacement of steel and non-Nipponite AC pipe on Independence Way – install approximately 6,100' of various sizes of PVC pipe, 84 services and 10 hydrant laterals.
- Continue emergency mainline replacement of Nipponite AC pipe on Friendly Drive – install approximately 850' of 8-inch PVC pipe, six services and one hydrant lateral.

Electrical Energy Use at VID Headquarters

September 2024

	Current Month Production	Average of Last 12 Months	Total, Fiscal Year-to-Date
Description	(kWh)	(kWh)	(kWh)
Solar Production (\$0.19 per kWh)	5,990	22,342	81,960
Power purchased from Direct Energy (\$0.05 per kWh)	40,366	23,007	78,315
TOTAL ELECTRICAL ENERGY USE	46,356	45,349	160,275

ENGINEERING DIVISION

October

- The District has replaced approximately 10.82 miles of Nipponite pipe since 2002 with 5.10 miles remaining as shown below. Replacement of 1.42 miles of Nipponite pipe is currently in design and 0.15 miles is in construction.

Miles of Nipponite Remaining

Diameter	Risk			Total
	High	Medium	Low	
4-inch	0.04	0.33	0.00	0.38
6-inch	0.00	0.10	0.34	0.44
8-inch	0.40	1.01	1.03	2.44
Sub-total	0.44	1.45	1.37	3.26
10-inch	0.28	0.14	0.53	0.95
12-inch	0.00	0.00	0.90	0.90
Total	0.73	1.58	2.79	5.10

- The District has replaced approximately 2,490 feet (0.47 miles) of pipe (steel – 2,085 feet, PVC – 0 feet, non-Nipponite asbestos cement – 405 feet and Nipponite – 0 feet) in Fiscal Year 2025.
- Edgehill (E) Reservoir Replacement and Pump Station – Gateway Pacific continued closing out the project.
- Deodar Reservoir Rehabilitation – Pacific Hydrotech completed backfilling and grading operations around the retaining wall, partial grading for a construction crane pad, underground electrical upgrades and fencing around the retaining wall; began pipeline repairs. (Notice to Proceed – March 2024, estimated completion – summer 2025).
- Pechstein and Pechstein II Reservoir Planning and Design Project – Issued a request for proposals for the Pechstein and Pechstein II Reservoir Planning and Design Project. Proposals are due in December 2024.
- Projects along Flume
 - The Villages – 380 dwelling unit residential subdivision along Country Club Lane, between Nutmeg Street and Pamela Lane in Escondido. Project is under construction; storm drain work along the Jones Siphon and the relocation of an 18-inch transmission main that feeds the Bennett service area have been completed.
 - Nutmeg Homes – 137 dwelling unit residential subdivision along Nutmeg Street between Centre City Parkway and Interstate 15 in Escondido. Project is in the design phase and requires District review and approval of grading, street and utility improvement plans along Nutmeg Street. Draft plans call for additional fill along Nutmeg Street and over approximately 400 feet of the Caldwell Siphon section of the Flume. The District has approved agreements to allow the additional fill,

quitclaim the portion of the District’s Flume easement over the property, and participate in the project’s Community Facilities District. Grading plans have been signed and staff is currently working with the developer to finalize their improvement plans.

November

- Mainline Replacement Projects in design (current projects): Lonsdale Ln.*, Alta Vista Dr., Vale Terrace Dr., Lower Ln., Easy St.*, McGavran Dr., Plumosa Ave., Via Christina, Lado De Loma Dr.*, Eddy Dr., Rancho Vista Rd., Indiana Ave.*, Camino Patricia, Camino Corto, Goetting Wy., Rancho Vista Rd., Bandini Pl., Oro Avo Dr. *, Shale Rock Rd., Nevada Ave., N. Citrus Ave., Lemon Ave., Hillside Terrace, Buena Creek Rd., Estrelita Dr., Victory Dr., Oak Dr.*, Queens Wy. (Total length = 11.10 miles).
- Mainline Replacement Projects in planning (future projects): Camino Culebra*, Catalina Ave.*, E. Vista Wy., Nordahl Rd.*, HN Line - Gopher Canyon Rd. to Fairview Dr., Buena Creek Rd.*, West AB Line – Esplendido Ave. to Bella Vista Dr.*, East AB Line – Esplendido Ave. to Las Posas Rd., Colavo Dr.*, HP Line – Hardell Ln. to Camino de las Lomas, Crescent Dr.*, Descanso Ave., San Clemente Ave.* (Total length = 4.56 miles).
- Edgehill (E) Reservoir Replacement and Pump Station – Gateway Pacific to continue closing out the project.
- Deodar Reservoir Rehabilitation – Pacific Hydrotech to complete pipeline repairs and prepare for reservoir outage and roof demolition in December 2024.

*Nipponite pipe

WATER RESOURCES DIVISION

**VID Water Production
September 2024**

Description	Current Month Production		Average Production Last 12 Months		Total, Fiscal Year to Date
	(mgd)	(af)	(mgd)	(af)	(af)
VID's EVWTP Water Production					
Local Water	6.56	604.20	5.18	484.73	1,957.60
SDCWA Raw Water	9.25	851.30	7.73	724.07	2,683.00
Subtotal (EVWTP Water Production)	15.81	1,455.50	12.90	1,208.79	4,640.60
Oceanside Contract Water	0.13	12.40	0.39	36.75	40.00
SDCWA Treated Water	1.80	165.60	0.51	48.18	415.50
TOTAL WATER PRODUCTION	17.74	1,633.50	13.81	1,293.72	5,096.10

Lake Henshaw and Warner Ranch Wellfield statistics are summarized as follows:

Lake Henshaw

Storage as of October 28, 2024:	14,129 af (27% of 51,832 af capacity)
Current releases:	10 cfs
Change in storage for month of September:	2,499 af (loss)
Total releases for month of September:	1,824 af
Fiscal year-to-date rain total:	0.03 inches (October 28, 2024)
Percent of average yearly rain:	0.1% (30-year average: 23.90 inches)
Percent of average year-to-date rain:	1.6% (30-year average through Oct: 1.87 inches)

Warner Ranch Wellfield

Number of wells running in September:	0 (minimal pumping for maintenance)
Total production for month of September:	0.2 af
Average depth to water table (October):	61 ft (see attached historical water table chart)

October

- Harmful Algal Blooms (HABs)
 - Performed HABs sampling in Lake Henshaw on September 30, 2024, and October 1, October 7, October 15 and October 21, 2024. All samples were “non-detect” for microcystin and anatoxin-a concentrations. Sampling was conducted on October 28, 2024; results are pending as of the writing of this report.
 - Lake Henshaw releases continued through October 2024.
- Provided technical assistance to Lake Henshaw Resort to address corrective action items in the State Water Resources Control Board Division of Drinking Water’s 2024 Sanitary Survey report.

November

- Continue to monitor and adaptively manage Lake Henshaw for HABs based on weather and lake conditions.
- Participate in San Luis Rey Indian Water Rights Settlement Implementing Parties consultation meeting.
- Attend kickoff meeting coordinated by the Resource Conservation District of Greater San Diego County to discuss Goldspotted Oak Borer management along Highway 76 from Lake Henshaw to La Jolla reservation.

ATTACHMENTS:

- Lake Henshaw Resort, Inc., Activity Reports – August 2024
- VID’s Warner Wellfield – Water Table Depth vs. Monthly Wellfield Production
- Fiscal Year 2025 Budget and Expenses related to HABs

ADMINISTRATION DIVISION

October

- Completed the recruitment for the Engineering Services Manager position; Christina Olson accepted a promotion to the position.
- Continued recruitments for Maintenance Worker, Meter Reader Trainee, Facilities Worker and Engineering Inspector positions.
- Began recruitments for Accounts Payable Clerk and Inventory Control Clerk positions.
- Coordinated the annual Employee Health and Wellness Fair.
- Hosted training sessions for supervisors on maximizing supervisory skills; this training was open to other water agencies.

November

- Host WaterSmart Landscape Makeover Workshops on November 2, 2024.
- Coordinate silica awareness training and hazardous material spill exercise for field personnel.
- Continue recruitments for Maintenance Worker, Meter Reader Trainee, Facilities Worker, Accounts Payable Clerk, Inventory Control Clerk and Engineering Inspector positions.

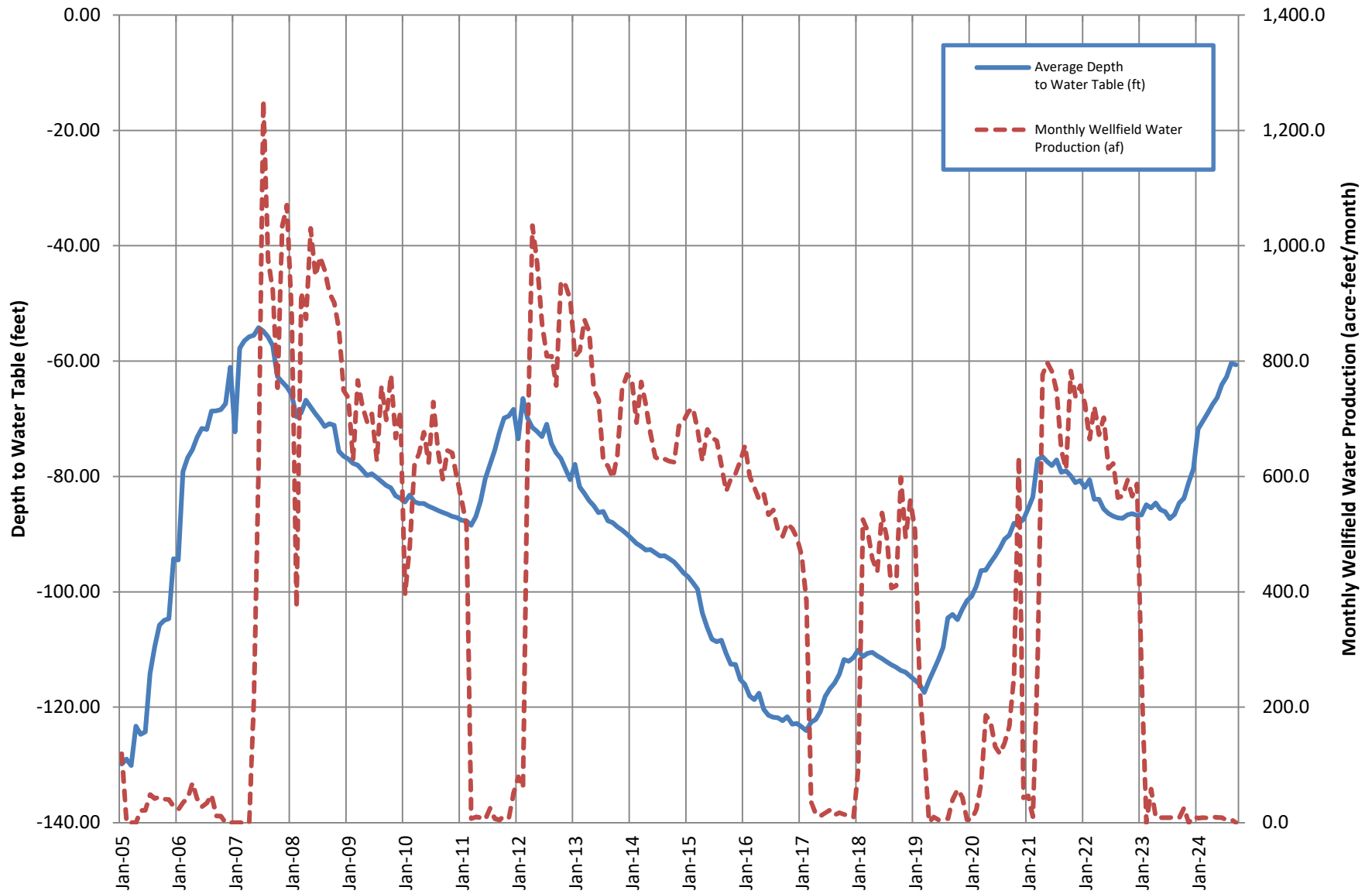


**LAKE HENSHAW RESORT, INC.
ACTIVITY REPORT
AS OF AUGUST 31, 2024**

	2023 Aug	2023 Sep	2023 Oct	2023 Nov	2023 Dec	2024 Jan	2024 Feb	2024 Mar	2024 Apr	2024 May	2024 Jun	2024 Jul	2024 Aug	12 MO AVG
Fishing Permits	441	562	379	262	148	116	159	123	498	775	670	651	776	427
Boat Launches	26	31	15	12	7	18	6	3	1	56	63	57	25	25
Motor Boats (full day rental)	30	29	14	15	19	19	0	6	13	46	49	36	37	24
Motor Boats (half day rental)	9	11	3	1	0	0	0	0	0	4	9	7	2	3
Campground/Head Count	453	1,002	581	112	10	10	84	88	249	1,441	929	937	735	515
Campground/Cars, Trucks, etc.	244	426	204	50	29	30	40	27	94	556	353	414	301	210
Campground/Recreational Vehicles	0	1	31	0	0	0	0	0	0	5	0	3	1	3
Mobile Home/Spaces	72	72	71	76	76	72	72	72	72	70	71	71	72	72
M.H.P. (Residents/Head Count)	101	101	100	108	108	103	103	103	103	101	101	101	102	103
Storage	6	6	6	6	6	6	7	6	6	6	6	6	6	6
Cabins	130	235	152	96	137	67	74	164	153	163	141	163	85	136
Hunters	0	0	0	0	76	79	0	0	0	0	0	0	0	13

VID's Warner Wellfield

Water Table Depth vs. Monthly Wellfield Production



FY 2025 Budget and Expenses related to HABs

as of 10/29/2024

Description		Amount
Water Quality Testing Services & Supplies		
Cyanotoxin/Cyanobacteria Testing - Bend Genetics	\$	56,336
Other Lab Testing	\$	10,097
Sample bottles, misc. supplies & equipment	\$	-
Shipping	\$	-
Subtotal, approx. total expenses	\$	66,433
VID Portion of approximate expenses	\$	33,217
VID FY 2025 Budget	\$	92,500
Percent of VID Budget		36%
Water Treatment Services & Supplies		
Copper algaecide purchase and application	\$	-
Peroxide algaecide purchase and application	\$	918,604
Lanthanum-modified clay purchase and application	\$	-
Permit fees	\$	-
Subtotal, approx. total expenses	\$	918,604
VID Portion of approximate expenses	\$	459,302
VID FY 2025 Budget	\$	1,223,650
Percent of VID Budget		38%
HABs Consultants		
Subtotal, approx. total expenses	\$	24,068
VID Portion of approximate expenses	\$	12,033.87
VID FY 2025 Budget	\$	37,500
Percent of VID Budget		32%
Oxygenation Pilot Study		
Power	\$	-
Fixed and operational costs	\$	3,527.91
Subtotal, approx. total expenses	\$	3,528
VID Portion of approximate expenses	\$	1,763.96
VID FY 2025 Budget	\$	1,000,560
Percent of VID Budget		0.2%
Total VID Expenses, FY 2025 to date		
VID FY 2025 Budget	\$	2,354,210
Percent of VID Budget		22%



STAFF REPORT

Board Meeting Date: November 6, 2024
Prepared By: Brett Hodgkiss

SUBJECT: CALIFORNIA SPECIAL DISTRICTS ASSOCIATION BYLAWS AMENDMENT

RECOMMENDATION: Consider proposed amendments to the California Special Districts Association Bylaws and cast the District's vote to adopt or not adopt the changes.

PRIOR BOARD ACTION: At its October 20, 2021 meeting, the Board cast its vote to adopt previous amendments to the California Special Districts Association (CSDA) Bylaws.

FISCAL IMPACT: None.

SUMMARY: After receiving feedback and suggestions from its members over the last few years, CSDA has conducted a review of its Bylaws and made necessary updates as well as additions or improvements. Highlights of the recommended amendments include minor verbiage and grammar updates as well as the following:

- Clarification that Retired Members as non-voting members;
- Clarification related to termination of membership;
- New Section under Article III, Section 2: Early Assumption of Office;
- New Section under Article III, Section 2: Change in Regular Voting Member Affiliation;
- Update noticing, balloting and election timeframes to allow some additional flexibility in the Board election process;
- New Section under Article III, Section 7: A CSDA director shall be disqualified from serving on the CSDA Board if they are no longer a board member or managerial employee of a Regular Member district in the Network they were elected or appointed from; and
- Committee structure: amend to allow Committee Vice-Chairs, with the exception of the CSDA Finance Corporation Committee, be individuals from Regular Members districts in good standing.

The deadline to complete voting through CSDA's electronic voting system is November 20, 2024 at 5:00 p.m.

ATTACHMENTS:

- Email from CSDA (vote@simplyvoting.com) dated October 9, 2024
- CSDA Bylaws showing amendments in track changes

From: vote@simplyvoting.com <vote@simplyvoting.com>

Sent: Wednesday, October 9, 2024 9:10 AM

Subject: CSDA 2024 Bylaw Vote

Dear CSDA Regular Voting Member:

The last CSDA bylaws updates were made in 2021 with the primary changes being Rights of Regular Membership, Retiree Membership, use of "member", Procedure for Termination of Membership, Annual Report, and dual directorships with CSDA's Alliance partner, Special District Risk Management Authority (SDRMA).

Following receipt of feedback and suggestions over the last few years from members, CSDA has conducted a review of the CSDA Bylaws making the necessary updates as well as additions or improvements. There are numerous verbiage and grammar updates as well as more significant proposed updates that include:

- Clarification that Retired Members as non-voting members
- Clarification related to termination of membership
- New Section under Article III, Section 2: Early Assumption of Office
- New Section under Article III, Section 2: Change in Regular Voting Member Affiliation
- Update noticing, balloting and election timeframes to allow some additional flexibility in the Board election process
- New Section under Article III, Section 7: A CSDA director shall be disqualified from serving on the CSDA Board if they are no longer a board member or managerial employee of a Regular Member district in the Network they were elected or appointed from
- Committee structure: amend to allow that Committee Vice-Chairs, with the exception of the CSDA Finance Corporation Committee, may be individuals from Regular Members districts in good standing

A full copy of the CSDA Bylaws, including the tracked changes are [linked here](#).

A link to an electronic CSDA Bylaws Update Approval voting form is below. Please vote "yes" or "no".

To vote, please visit: <https://csda.simplyvoting.com/>

The deadline to complete your voting through the system is November 20, 2024 at 5:00 pm.



BYLAWS

California Special Districts Association

Approved Bylaw Revision Dates:

Revised 1996

Revised 1999

Revised 2004

Revised October 1, 2009

Revised August 2, 2010

Revised August 1, 2011

Revised July 1, 2014

Revised July 1, 2016

Revised November 15, 2021

Revised XXXXX XX, 2024

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ARTICLE I – GENERAL

Section 1. Purpose:

In addition to the general and specific purposes set forth in the Articles of Incorporation of the California Special Districts Association (hereinafter referred to as “CSDA”), CSDA will provide outreach, advocacy, professional development, information, and other various services to member districts. CSDA will interact and collaborate, where appropriate, with the associations and groups that support or oppose its membership’s interests. The control and governance of CSDA shall be the responsibility of CSDA’s Board of Directors (the “Board of Directors”).

Section 2. CSDA Networks:

The state of California shall be divided ~~along county boundaries~~ into six voting networks, using county boundaries to shape the respective networks. The areas of the networks are determined by the Board of Directors of CSDA. A map of the six (6) networks of CSDA is attached as Exhibit A.

Section 3. Principal Office:

The principal business office of CSDA is located at 1112 I Street, Suite 200, Sacramento, California 95814. The Board of Directors shall have authority to change the principal office from one location to another.

ARTICLE II – MEMBERSHIP

Section 1. Qualification of Membership:

There may be several classes of membership in CSDA, as determined by the Board of Directors. The following classes have been adopted:

A. Regular Voting Members:

Regular voting members shall be any public agency formed pursuant to either general law or special act for the local performance of governmental or proprietary functions within limited boundaries, and which meets any one of the following criteria:

1. Meets the definition of “independent special district” set forth in Government Code Section 56044 by having a legislative body comprised entirely of elected members, or which members are appointed to fixed terms; or
2. The following public agencies: (a) air quality management districts; (b) air pollution control districts; (c) county water agencies or authorities; (d) transit or rapid transit districts, or transportation authorities; (e) metropolitan water districts; (f) flood control or water conservation districts; (g) sanitation agencies.

Regular voting members shall not include any state, cities, counties, school districts, community college districts, local agency formation commissions (LAFCOs), dependent districts, or joint powers authorities (JPAs) except as may be specifically referenced above.

Rights of Regular Membership: Regular voting members have voting privileges and may [have a member of the Board of Directors or a managerial employee](#) hold a seats on the Board of Directors. All Regular Members shall have the right to vote, as set forth in these bylaws, on the election of directors, on the disposition of all or substantially all of the corporation’s assets, on any merger and its principal terms and any amendment of those terms, and on any election to dissolve the corporation. In addition, Regular Members shall have all rights afforded members under the California Nonprofit Public Benefit Corporation Law.

B. Associate Non-Voting Members:

Associate members shall be public agencies such as dependent districts composed of appointees from a single public agency, cities, counties, joint powers authorities, and other public agencies that do not satisfy the criteria for regular voting membership specified in Section A above.

Associate members have no voting privileges, except as approved members on a CSDA committee, and may not hold a seat on the Board of Directors.

C. Business Affiliate Non-Voting Members:

Business Affiliate members shall be those businesses or organizations that provide [products or](#) services to special districts and have evidenced interest in the purposes and goals of CSDA. Business Affiliates have no voting privileges, except as approved members on a CSDA committee, and may not hold a seat on the Board of Directors.

D. Retired Non-Voting Member (Individual Membership):

Retired Individual members shall be those persons that are retired from service as a staff or board member at a special district and have at least 1 year of previous service.

Retired members shall not be affiliated with or serve as a consultant to any agency eligible for regular, associate, or business affiliate membership in CSDA. Retired members cannot be employed by a company that provides services or products to special districts.

Retired members have no voting privileges and may not hold a seat on the CSDA Board of Directors or any CSDA committees.

CSDA benefits available to retired members shall be determined by the CSDA Board of Directors.

Section 2. Membership Application:

Application for membership to CSDA will be directed to staff, who will determine if the applicant's interest and purpose is in common with CSDA. If the applicant meets the requirements of membership, the Board of Directors shall approve the new member by a majority vote of the Board [at the next regularly scheduled Board meeting](#). Acceptance to membership shall authorize participation in CSDA activities as specified in these Bylaws. The Board shall retain the authority to deny membership in CSDA at its discretion.

Section 3. Membership Dues:

The membership dues of CSDA shall be established annually by a majority vote of the Board of Directors at a scheduled Board meeting. Authority to adjust the dues shall remain with the Board of Directors.

Section 4. Membership Voting:

Matters to be voted upon by the authorized voting membership shall be determined by the Board of Directors in accordance with these Bylaws. Only those matters of which notice has been given to voting members by CSDA may be voted upon.

A. Voting Designee:

In accordance with these Bylaws, regular voting members in good standing shall have voting privileges. The governing body of each regular voting member shall designate one representative from their respective district who shall have the authority to exercise the right of the regular voting member to vote. Such voting designee shall be a Board ~~member~~[Member](#) or managerial employee of the regular voting member.

B. Voting Authorization:

Regular voting members who have paid the required dues as set by the Board of Directors are members in good standing. Each regular voting member in good standing shall be entitled to one vote on all matters brought before the membership for vote at any meeting or by ballot.

C. Non-Voting Members:

CSDA may refer to Associate Members, [Retired Members](#) and Business Affiliate Members or other persons or entities associated with it, as “members”, even though those persons or entities are not voting Regular Members as set forth in Article II Section I A ~~hereof~~. No such reference as “members” shall constitute anyone as a voting member of this corporation unless that person or entity has qualified for voting Regular Membership pursuant to Article II Section I A of these Bylaws. The Board of Directors may adopt policies which grant some or all of the rights of a Regular Member, other than voting rights, to an Associate Member, [Retired Member](#) or Business Affiliate Member, but no such person or entity shall be a Regular Member by virtue of such grant of rights.

Section 5. Membership Quorum:

A. Meeting Quorum:

Twenty-five voting designees, as defined in Article II, Section 4, present at any annual or special meeting of the CSDA shall constitute a quorum. No regular voting member shall have the right to vote by means of an absentee or proxy ballot.

B. Mailed or Electronic Ballot Quorum:

Mail ballots or electronic ballots received from 25 voting designees officially designated by each regular voting member shall constitute a quorum. Each regular voting member shall be entitled to one vote. No regular voting member shall have the right to vote by means of a proxy.

Section 6. Membership Meetings:

A. Annual Business Meeting:

The annual business meeting of the members shall be held at the [CSDA Annual CSDA Conference](#) at such time and place as determined by the Board of [Directors or Staff](#). Written notice of the annual business meeting distributed by mail or electronically shall include all matters that the Board intends to present for action and vote by the members [if such a vote is required](#).

B. Special Meetings:

Special meetings of the members may be called at any time by the President, by a majority of the Board of Directors, or at least a quorum of the members (25 members). Such a special meeting may be called by written request, specifying the general nature of the business proposed to be transacted and addressed to the attention of and submitted to the President of the Board. The President shall direct the Chief Executive

Officer to cause notice to be given promptly to the members stating that a special meeting will be held at a specific time and date fixed by the Board. No business other than the business that was set forth in the notice of the special meeting may be transacted at a special meeting.

C. Notice of Meetings:

~~Whenever members are permitted~~In any case that members are requested to take any action at any annual or special meeting, written notice of the meeting distributed by mail or electronically shall be ~~given sent~~ to each member entitled to vote at that meeting. The notice shall specify the place, date and hour of the meeting, and the means of communication to be utilized by and between CSDA and its members, if any, through which members may participate in the meeting. For the Annual Membership Meeting, the notice shall state the matters that the Board intends to present for action by the members. For a special meeting the notice shall state the general nature of the business to be transacted and shall state that no other business may be transacted. The notice of any meeting at which directors are to be elected shall include the names of all persons who are nominees when notice is given.

1. Notice Requirements. Written notice of any annual membership meeting shall be given at least 45 days before the meeting date either personally, by first class registered or certified mail, or by electronic transmission.

2. Electronic Notice. Notice given by electronic transmission by CSDA shall be valid if delivered by either (a) facsimile telecommunication or electronic mail when directed to the facsimile number or electronic mail address for that main contact member on record with CSDA; (b) posting on an electronic message board or ~~network website~~ community that CSDA has designated for such communications, together with a separate electronic notice to each member of the posting; or (c) any other means of electronic communication. Such electronic transmission must be directed to ~~each~~ each member which has ~~provided to CSDA an unrevoked~~ not revoked consent to the use of electronic transmission for such communications. The method of electronic communication utilized must create a record that is capable of retention, retrieval and review by CSDA.

All such electronic transmissions shall include a written statement that each member receiving such communication has the right to have the notice provided in non-electronic form. Any member may withdraw its consent to receive electronic transmissions in the place of written communications by providing written notice to CSDA of such withdrawal of consent.

Notice shall not be given by electronic transmission by CSDA if CSDA is unable to deliver two (2) consecutive notices to a member by that means, or otherwise becomes aware of the fact that the member cannot receive electronic communications.

D. Electronic Meetings:

Members not physically present in person at either an annual or special meeting of members may participate in such a meeting by electronic transmission or by ~~electronic video screen communication~~ use of web-based video communication software by and between such members and CSDA. Any eligible member participating in a meeting

electronically shall be deemed present in person and eligible to vote at such a meeting, whether that meeting is to be held at a designated place, conducted entirely by means of electronic transmission, or conducted in part by electronic communication between CSDA and those members who are not capable of being physically present at such designated meeting place.

Annual and special meetings of the members may be conducted in whole or in part by electronic transmission or by use of web-based video communication software ~~electronic video screen communication~~ by and between CSDA and its members if all of the following criteria are satisfied: (1) CSDA implements reasonable procedures to provide members participating by means of electronic communication a reasonable opportunity to participate in the meeting and to vote on matters submitted to the members, including an opportunity to hear the proceedings of the meeting including comments of members participating in person substantially concurrent with such proceedings; and (2) any votes cast by a member by means of electronic communication by and between CSDA and a member must be recorded and maintained in the minutes by CSDA.

E. Majority Vote:

Any matter submitted to the membership for action or approval shall constitute the action or approval of the members only when: (1) the number of votes cast by regular voting members present at the meeting equals or exceeds the quorum requirement of 25 ~~registered voters~~ regular voting members; and (2) the number of votes approving the action or proposal equals or exceeds a majority (i.e., 50% plus one) of the regular voting members present and casting votes on the issue.

F. Solicitation of Written Ballots from Members:

All solicitations of votes by written ballot, whether by means of electronic communication or first class mail, shall: (1) state the number of returned ballots needed to meet the quorum requirement ; (2) state, with respect to returned ballots other than for election of directors, that the majority of returned ballots must indicate approval of each measure in order to adopt such measure; and (3) specify the time by which the written ballot must be received by CSDA in order to be counted. Each written ballot so distributed shall: (1) set forth the proposed action; (2) give members an opportunity to specify approval or disapproval of each proposal; and (3) provide a reasonable time in which to return the ballots to CSDA either electronically or by first class mail.

Each written ballot distributed by first class mail shall be mailed to each regular voting member at least 45 days in advance of the date designated for return of the ballot by each such member to CSDA. Written ballots transmitted electronically to members shall be electronically communicated at least 45 days in advance of the date designated for return of the ballot by each member to CSDA.

G. Return of Ballots:

Written ballots shall be returned either by first class mail or by electronic communication to either the principal business address of CSDA or CSDA's designated electronic format specified on the ballot prior to the close of business (5:00 pm) on the designated election date. Written ballots received either by first class mail or electronic

communication from regular voting members after the specified date shall be invalid and shall not be counted.

H. Number of Votes Required for Approval of Action on Written Ballot:

Approval by written ballot shall be valid only when (1) the number of votes cast by written ballot either by means of electronic communication or first class mail within the specified time equals or exceeds the quorum required to be present at a meeting authorizing the action (25 votes); and (2) the number of ~~approvals~~ votes in favor of the action equals or exceeds the number of votes that would be required for approval at a meeting of members, (i.e. 50% plus one) of those participating members casting written ballots either electronically or by first class mail.

Section 7. Termination of Membership:

~~A member shall not be in good standing, and membership may be terminated,~~ On occurrence of any of the following events, a member shall no longer be in good standing, and membership may be terminated:

- A. Any member delinquent in the payment of dues for a period of three months after said dues are due and payable, shall be notified in writing of such arrearage, and shall be given written notice of possible termination. If such delinquent dues remain unpaid for 45 days after notice, the delinquent member shall automatically cease to be a member of CSDA. CSDA's Chief Executive Officer may approve special payment arrangements if deemed necessary including with those districts that may be members of the Special District Risk Management Authority (SDRMA).
- B. Determination by the Board of Directors that a member has failed in a material and serious degree to observe the rules of conduct or operational policies of CSDA, including but not limited to the Corporation's Anti-Trust Policies, or has engaged in conduct materially and seriously prejudicial to ~~this~~ CSDA's purposes and interests.

Section 8. Procedure for Termination of Membership:

If grounds exist for terminating the membership of a member under Section 7 ~~hereof~~ these bylaws, the following procedures shall be followed:

- A. The Board of Directors shall give the member at least 15 days prior written notice of the proposed termination and the reasons for the proposed termination of membership. Notice ~~shall~~ may be given by any method reasonably calculated to provide actual notice. Notice given by mail shall be sent by first-class mail to the member's last address as shown on CSDA records.
- B. The member shall be ~~given an opportunity to be heard~~ provided an opportunity to contest the termination, either orally or in writing, at least 5 days before the effective date of the proposed termination of _____ membership. ~~The A hearing meeting~~ shall be held in a time and manner determined by the Chief Executive Officer, or the written statement considered, by the Board of Directors which is responsible for determining in its sole discretion whether the termination of membership should occur.

- C. The Board of Directors shall determine whether the membership shall be terminated. The decision of the Board of Directors shall be final.

ARTICLE III – DIRECTORS

Section 1. Number of Directors:

The authorized number of elected directors to serve on the Board of Directors shall be 18. Each regular voting member shall be limited to one seat on the Board.

There shall be three directors elected from three different regular voting members in each of the six CSDA networks. Directors elected from each of the six networks shall hold staggered three-year terms.

Section 2 Term of Office:

Directors elected from each of the six networks shall hold staggered three-year terms. After the annual election of directors, a meeting of the Board shall be held to ratify the election results. The term of office of the newly elected persons shall commence on the following January 1 and shall automatically terminate three years thereafter unless a newly elected or appointed Director is completing the remaining balance of an incomplete term due to a vacancy in a respective Director seat.

Early Assumption of Office.: In such cases, if there is a candidate-elect who has won the election and is willing to assume office early to fill a vacant seat, the Board of Directors may allow the candidate-elect to assume office prior to the regular January 1 start date.

Conditions: The candidate-elect assuming office early shall meet all eligibility requirements for Board membership.

Ratification: The early assumption of office by the candidate-elect shall be subject to ratification by the Board of Directors at its next regularly scheduled meeting following the completion of the election.

Change in Regular Voting Member Affiliation.: Any Director that is a board member or managerial employee of a member district and subsequently transitions to a board member or managerial employee position at another regular voting member district in the same Network, shall retain their seat and term.

Conditions: In order to retain voting rights on the CSDA Board of Directors, the Director shall provide a resolution or minute action from their new district within two months of the change affirming the individual Directors continued service on the CSDA Board of Directors.

Section 3. Nomination of Directors:

Nomination of Directors seeking to serve on the Board shall be by network. Any regular voting member in good standing is eligible to nominate one person from their district to run for director of CSDA. The CSDA director nominee shall be a member of the board of directors of the district or a managerial employee as defined by that district's board of directors. Nomination of the director designee shall be made by a resolution or minute action of the regular voting member's

Board of Directors. Only one individual from each regular voting member district may be nominated to run at each election.

CSDA staff will review all nominations received and accept all that meet the qualifications set by these Bylaws. A slate of each network's qualified nominees will be transmitted by mail or electronic ballot to that network's regular voting membership for election pursuant to Article III, Section 4

Section 4. Election of Directors:

The Election and Bylaws Committee shall have primary responsibility for establishing and conducting elections for the Board of Directors. The Committee may enforce any regulation to facilitate the conduct of said elections. Directors shall be voted upon and elected by the regular voting members from the network from which they are nominated.

The Election and Bylaws Committee shall meet each year to review, with [CSDA](#) staff, the networks where election of directors will be necessary. The Committee will coordinate, with staff, the dates nomination requests shall be mailed to the regular voting members, the official date for the nomination requests to be received at the CSDA office, and set the date of the election.

A. Written Notice:

Written notice requesting nominations of candidates for election to the Board of Directors shall be sent by first class mail or electronically to each regular voting member in good standing on the date specified by the Election and Bylaws Committee, which shall be at least ~~420~~100 days prior to the election. The nominations must be received either by mail or electronically by CSDA before the established deadline which shall be no later than 60 days prior to the election. Nominations received after the deadline date shall be deemed invalid. In the event an incumbent does not re-run for their seat, the nomination period for that network shall be extended by ten days.

B. Balloting and Election:

Voting for directors shall be by written ballot distributed by mail or by electronic transmission by CSDA directly or via authorized third-party to members eligible to vote in each network.

After the nomination period for directors is closed, a written ballot specifying the certified nominees in each network shall be distributed by first class mail or electronically to each regular voting member in that network. Each such regular member in good standing in each network shall be entitled to cast one vote for each of that network's open seats on the Board. In the event there is more than one seat available for election, regular members shall be entitled to a number of votes equal to the seats available for election in their network.

The ballot for each network shall contain all nominations accepted and approved by CSDA staff. In the event there is only one nomination in a network, the nominee shall automatically assume the Seat up for election and a ballot shall not be mailed or electronically transmitted. Staff will execute a Proof of Service certifying the date upon which all regular voting members of each network were sent a ballot, either by first class

mail or by electronic transmission. The form of written ballot and any related materials sent by electronic transmission by CSDA and completed ballots returned to CSDA by electronic transmission by participating members must comply with all of the requirements of Article II, Section 6(F-H) of these Bylaws. If a member does not consent to electronic communication for balloting purposes, a form of written ballot will be mailed to such participating member no later than 45 days prior to the date scheduled for such election. All written ballots shall indicate that each participating member may return the ballot by electronic communication or ~~first-class~~first-class mail.

All solicitations of votes by written ballot shall: (1) state the number of returned ballots needed to meet the quorum requirement ; (2) state, with respect to ballots for election of directors, that those nominees receiving the highest number of votes for each Board position subject to election will be certified as elected to that Board position.

Election of a nominee to a Board position shall be valid only when: (1) the number of votes cast by written ballot, transmitted either electronically or by first class mail, within the time specified, equals or exceeds the quorum required to be present at a meeting of members authorized in such action ; and (2) the number of written ballots approving the election of a nominee must be the highest number of votes cast for each respective Board position subject to election, ~~as would be required for an election of a nominee at a meeting of the members.~~

Written ballots shall be returned either by first class mail or by electronic mail communication to either the principal business address of CSDA or CSDA's designated electronic format specified on the ballot prior to the close of business (5:00 pm) on the designated election date, which shall be at least ~~45-30~~ days prior to the Annual Conference. Written ballots received either by first class mail or electronic communication after the specified date shall be invalid and shall not be counted.

All written ballots received by mail shall remain sealed until opened in the presence of the Election and Bylaws Committee chairperson or their designee. All electronic ballots will be prepared, distributed, authenticated, received, tabulated, and kept secure and confidential. Election documents will be retained as outlined in CSDA's Board approved records retention policy.

Section 5. Event of Tie:

In the event of a tie vote, a supplemental written ballot containing only the names of those candidates receiving the same number of votes shall be distributed either by first class mail or electronically to each regular voting member in the network where the tie vote occurred.

Those written ballots received by mail or electronically prior to the close of business (5:00 pm) on the date designated by the Election and Bylaws Committee shall be considered valid and counted. All supplemental written ballots received after the designated date whether by first class mail or electronically shall be deemed invalid. All written ballots received either by mail or electronically shall remain sealed as provided in Article III, Section 4.B of these Bylaws.

In the event the supplemental written ballot also results in a tie vote, the successful candidate will be chosen by a drawing by lot.

Section 6. Director Vacancy:

In the event of a director vacating their seat on the Board of Directors, an individual who meets the qualifications as specified in [these Article III Section 3 of these Bylaws](#) may be appointed or elected to complete the director's unexpired term.

A. Two or Three Vacant Seats in the Same Network:

In the event more than one seat on the CSDA Board of Directors in any one network is vacant at the same time, such vacancies shall be filled by election. A written ballot shall be prepared; listing all nominees for that network accepted and approved by CSDA and distributed to each regular voting member in each such network either by first class mail or by electronic communication pursuant to the provisions of Article III, Section 4.A and B of these Bylaws

Regular members of each network shall be entitled to cast one vote for each open seat in that network by returning a completed written ballot to CSDA either by first class mail or by electronic communication. The candidate receiving the most votes will be elected to the vacant seat with the longest remaining term. The candidate receiving the second highest number of votes will be elected to fill the vacant seat with the second longest remaining term. The candidate receiving the third highest number of votes will be elected to fill the vacant position with the third longest remaining term.

B. Vacancy Outside of Nomination Period

In the event of a vacancy occurring outside of the nomination period timeframe, at the discretion of the CSDA Board, the vacancy may be filled by appointment or special election. The CSDA Board at its discretion may leave a vacancy that occurs outside of the nomination period unfilled until the next regularly scheduled election.

Should the CSDA Board choose to fill the vacancy by appointment, notification of the vacancy and request for nominations shall be sent by regular mail or electronic communication to all regular members in good standing in the network in which the vacancy occurred. The network's existing directors sitting on the CSDA Board shall interview all interested candidates of that network and bring a recommendation to the CSDA Board of Directors for consideration. The Board shall make the appointment to fill the unexpired term of the vacated Board position.

Should the CSDA Board choose to fill the vacancy by special election, written notification of the vacancy and request for nominations shall be sent either by first class mail or electronically to each regular member in good standing in the network in which the vacancy occurred. Nominations will be accepted for the vacant seat by first class mail or by electronic communication and shall be placed on the written ballot for election in that network. Such election shall be conducted pursuant to the provisions of Article III, Section 4.A and B hereof.

C. Vacancy During Nomination Period:

In the event of a vacancy occurring during the nomination period, the vacancy shall be filled by election. Written notification of the vacancy and request for nominations shall be sent either by first class mail or electronically to each regular member in the network

in which the vacancy occurred. Nominations will be accepted for the vacant seat by first class mail or by electronic communication and shall be placed on the written ballot for election in that network. Such election shall be conducted pursuant to the provisions of Article III, Section 4.A and B ~~hereof~~of these bylaws.

Section 7. Director Disqualification:

- A. A director shall be ~~come~~ disqualified from further service on the Board of Directors or any committee upon the occurrence of any of the following:
1. A director's district is no longer a member of CSDA;
 - ~~2.~~ 3. A director is no longer a board member or an employee of a member district;
 - ~~2-3.~~ 3. A director is no longer a board member or an managerial employee of a regular member district in the Network they were elected or appointed from;
 - ~~3-4.~~ 4. A director is elected or appointed to the Board of Directors of the Special District Risk Management Authority (SDRMA) or
 - ~~4-5.~~ 5. A director's resignation from CSDA.

Any officer or director may resign at any time by giving written notice to the President or CEO. Any such resignation shall take effect at the date of the receipt of such notice or at any time specified therein.

- B. The position of a director may be declared vacant by a majority vote of the CSDA Board of Directors when a director is unexcused and fails to attend three consecutive meetings of the Board or has not completed the Board Member requirements and expectations as outlined in policy.

Section 8. Powers of Directors:

Subject to the limitations of these Bylaws, the Articles of Incorporation, and the California General Nonprofit Corporation Law, all corporate powers of the CSDA shall be exercised by or under the authority of the Board of Directors.

Directors shall serve without compensation. However, they shall be allowed reasonable reimbursement for pre-approved expenses incurred in the performance of their duties as Directors.

Annual Report: The Board of Directors shall cause an annual report to be sent to the members within 120 days after the end CSDA's fiscal year. That report shall contain the following information, in appropriate detail:

- The assets and liabilities of CSDA as of the end of the fiscal year;
- The principal changes in assets and liabilities;
- CSDA's revenue or receipts, both unrestricted and restricted to particular purposes;
- CSDA's expenses or disbursements for both general and restricted purposes.

The CSDA Annual Financial Audit shall serve as the Annual Report of CSDA.

Section 9. No Dual Directorships:

During any period that CSDA is a participant in the Alliance Executive Council Memorandum of Understanding (MOU), the Board of Directors of CSDA shall appoint three (3) members of its board to serve as members of the Alliance Executive Council. No member of the Board of Directors of CSDA shall serve as a director on the board of SDRMA during the term of the MOU. In the event a director is elected to SDRMA, that director shall immediately be disqualified from further service on the Board of Directors of CSDA.

ARTICLE IV – DIRECTOR MEETINGS

Section 1. Place of Meetings:

Meetings of the Board of Directors shall be held in the state of California, at such places as the Board may determine. Directors may participate and have voting privileges remotely from other states and countries.

Section 2. Ratification Meeting:

Following the election of Directors, the Board shall hold a meeting at such time and place as determined by the Board for the purpose of ratifying the newly elected directors and to transact other business of CSDA.

Section 3. Organization Meeting:

After the ratification meeting, an organizational meeting of the Board shall be held at such time and place as determined by the Board for the purpose of electing the officers of the Board of Directors and the transaction of other business of CSDA.

Section 4. Planning Session:

As directed by the Board of Directors, a special Strategic Planning Meeting shall be held to review, evaluate, and update the plans, policies and activities related to the business interests of CSDA. Timing and intervals of the Strategic Planning Meeting shall be determined by the Board of Directors.

Section 5. Regular Meetings:

The dates of the regular meetings of the Board of Directors [on an annual basis](#) shall be ratified at the last Board meeting of the previous year. The meetings shall be held at such time and place as the Board may determine. The dates and places of the Board meetings shall be published in the CSDA's publications for the benefit of the members.

Section 6. Special Meetings:

A special meeting of the Board of Directors may be called for any purpose at any time by the President or by any group of 10 directors or as described in Article II, Section 6.B.

Such meetings may be held at any place designated by the Board of Directors. In the event directors are unable to personally attend the special meeting, teleconferencing means will be made available.

Notice of the time and place of special meetings shall be given personally to the ~~directors,~~ ~~or directors or~~ sent by written or electronic communication. All written notices shall be sent at least ten days prior to the special meeting and electronic notices at least five days prior.

Section 7. Board of Directors Meeting Quorum:

A quorum of the Board of Directors for the purpose of transacting business of the CSDA shall consist of ten directors. A majority vote among at least ten directors present at a duly noticed meeting shall constitute action of the Board of Directors.

Section 8. Board Meetings by Telephone and Electronic Communications:

Any Board meeting may be held by conference telephone, use of web-based video communication software ~~video screen communication~~ or other electronic communications equipment. Participation in such a meeting under this Section shall constitute presence in person at the meeting if both of the following apply: (a) each Board member participating in the meeting can communicate concurrently with all other Board members; and (b) each member of the Board is provided a means of participating in all matters before the Board, including the capacity to propose or interpose an objection to a specific action to be taken by CSDA, and the capacity to vote on any proposal requiring action of the Board.

Section 9. Official Records:

All official records of the meetings of the CSDA shall be maintained at the principal business office of the CSDA or on official CSDA electronic file server(s).

ARTICLE V – OFFICERS

Section 1. Number and Selection:

The officers of CSDA shall be the President, Vice President, Secretary, Treasurer and the Immediate Past President. The officers shall be elected annually from the members of the Board of Directors without reference to networks. All officers shall be subordinate and responsible to the CSDA Board of Directors and shall serve without compensation.

Each officer shall hold office for the term of one year, or until resignation or disqualification.

The Board of Directors may appoint such other officers as the business of CSDA may require. Each of the appointed officers shall hold office for such period, have such authority, and perform such duties as are provided in these Bylaws or as the Board of Directors may determine.

Section 2. Duties of the President:

The President shall be the chief officer of the CSDA and shall, subject to the approval of the Board of Directors, give supervision and direction to the business and affairs of CSDA.

The President shall preside at all Board of Director and membership meetings. The President shall be an ex-officio member of all Standing Committees. The President shall appoint committee chairs and vice-chairs and members of the Standing Committees, subject to confirmation by the Board of Directors.

The President shall have the general powers, duties and management usually vested in the office of the president of a corporation. The President shall have such other powers and duties as may be prescribed by these Bylaws or by the vote of the Board of Directors.

Section 3. Duties of the Vice President:

In the absence of, or disability of the President, the Vice President shall perform all of the duties of the President. When so acting, the Vice President shall have all the powers of the President, and be subject to all the restrictions upon the President.

The Vice President shall be an ex-officio member of all of the Standing Committees.

Section 4. Duties of the Secretary:

The Secretary or a designee appointed by the Board of Directors shall give notice of meetings to the Board of Directors, and notices of meetings to the members as provided by these Bylaws.

The Secretary or designee shall record and keep all motions and resolutions of the Board. A record of all meetings of the Board and of the members shall be maintained. All written records of the Secretary shall be kept at the business office of CSDA.

A list of the membership of CSDA shall be maintained by the Secretary or such designee. Such record shall contain the name, address and type of membership, of each member. The date of membership shall be recorded, and in the event the membership ceases, the date of termination.

The Secretary or designee shall perform such other duties as may be required by law, by these Bylaws, or by the Board of Directors.

Section 5. Duties of the Treasurer:

The Treasurer or a designee appointed by the Board of Directors shall keep and maintain adequate and correct accounts of the properties and the business transactions of CSDA, including accounts of its assets, liabilities, receipts, disbursements, gains and losses. The books of account shall at all times be open to inspection by any director or member of the CSDA.

The Treasurer or designee shall be responsible to cause the deposit of all moneys of the CSDA, and other valuables in the name and to the credit of CSDA, with such depositories as may be designated by the Board of Directors.

The Treasurer or designee, shall disburse, or cause to be disbursed by persons as authorized by resolution of the Board of Directors, the funds of CSDA, as ordered by the Board of Directors.

The Treasurer or designee shall serve as chair of the CSDA Fiscal Committee. The Treasurer shall render to the President and the Board of Directors an account of all financial transactions and the financial condition of CSDA at each Board meeting and on an annual basis, or upon request of the Board.

The Treasurer or designee shall, after the close of the fiscal year of CSDA, cause an annual audit of the financial condition of CSDA to be done.

The Treasurer or such designee shall perform such other duties as may be required by law, by these Bylaws, or by the Board of Directors.

Section 6. Disbursement of Funds:

No funds shall be disbursed by CSDA unless a check, draft or other evidence of such disbursement has been executed on behalf of CSDA by persons authorized by resolution of the Board of Directors.

Section 7. Removal of Officers:

Officers of the Board may be removed with or without cause at any meeting of the Board of Directors by the affirmative vote of a majority of the Board of Directors present at such meeting.

ARTICLE VI – COMMITTEES

Section 1. Committee Structure:

Each committee shall have a chair and a vice-chair. Committee chairs shall be a member of the Board of Directors, except for the CSDA Finance Corporation Committee. Committee Vice-Chairs may be individuals from Regular Member districts in good standing upon appointment by the CSDA Board President and ratification by the CSDA Board of Directors. Each committee shall have at least two Board members and no more than nine Board members. Directors may be appointed as alternate members of a committee, in the event of an absent committee member.

Other members of any committee may include designees of regular, associate or Business Affiliate members.

Section 2. Committee Actions:

All actions of any committee of the CSDA shall be governed by and taken in accordance with the provisions of these Bylaws. All committees shall serve at the pleasure of the Board and have such authority as provided by the Board of Directors. Minutes of each committee meeting shall be kept maintained and each committee shall present a report to the Board of Directors at each regularly scheduled Board meeting.

No committee may take any final action on any matter that, under these Bylaws, or under the California Nonprofit Public Benefit Corporation Law, also requires approval of the members of the CSDA.

All committees, regardless of Board resolution, are restricted from any of the following actions as imposed by the California Nonprofit Public Benefit Corporation Law:

- No committee may fill vacancies on the Board of Directors or on any committee that has authority of the Board, establish any other committees of the Board, or appoint the members of the committees of the Board.
- No committee may fix compensation of the directors for serving on the Board or on any committee, expend corporate funds to support a nominee for director, or approve any contract or transaction to which CSDA is a party and in which one or more of its directors has a material financial interest.
- No committee may amend or repeal Bylaws or adopt new Bylaws or amend or repeal any resolution of the Board that by its express terms is not subject to amendment or repeal.

Section 3. Committee Meetings:

Meetings of the committees of CSDA shall be held in accordance with the provisions of these Bylaws. The time and place for regular meetings of such committees may be determined by the Board or by such committees. Special meetings of the committees may be called by the chair of such committee, or by the Board of Directors.

Written notice of any regular or special committee meeting may be given either personally, by first class mail, or by electronic transmission as specified in Article II, Section 6.C.2 of these Bylaws. Any committee meeting may also be held by conference telephone, [use of web-based video communication software](#)~~web conference~~ or other electronic communication equipment. Participation in such a meeting under this Section shall constitute presence in person at the committee meeting if both of the following apply: (a) each committee member participating in the meeting can communicate concurrently with all other committee members; and (b) each member of the committee is provided a means of participating in all matters before the committee, including the capacity to propose or interpose an objection to a specific action to be taken by that committee, and the capacity to vote on any proposal requiring action or recommendation by the committee.

Section 4. Standing Committees:

Standing Committees of CSDA shall be advisory in nature except for the Finance Corporation (see Section 4D). The Standing Committees are: Executive, Professional Development, Elections and Bylaw, Finance Corporation, Fiscal, Legislative, Member Services and Audit.

The President shall recommend the appointment of committee officers and members of each Standing Committee except the Executive Committee. All committee members are subject to ratification by the Board of Directors.

A. Executive Committee:

The Executive Committee shall consist of all officers of CSDA: the President, Vice President, Secretary, Treasurer and the Immediate Past President of CSDA. If the Immediate Past President is no longer a member of the Board of Directors, a previous past president may be appointed. If there are no directors who have served previously as President, the President shall appoint a current director to serve as a member of the Executive Committee.

Subject to these Bylaws and approval of the Board of Directors, the Executive Committee shall have full power, authority and responsibility for the operation and function of the CSDA.

B. Professional Development Committee:

The Professional Development Committee shall provide advice, feedback and general guidance for CSDA professional development programs and events.

C. Election and Bylaws Committee:

The Election and Bylaws Committee shall be responsible for conducting all elections for the CSDA Board of Directors as provided in these Bylaws. The Committee shall annually review the Bylaws and shall be responsible for membership vote on any bylaw changes and approval of election materials.

D. Finance Corporation Committee:

The Finance Corporation Committee shall serve as ex officio members of the Board of Directors of the CSDA Finance Corporation, a California non-profit public benefit corporation organized to provide financial assistance to CSDA members in acquiring, constructing and financing various public facilities and equipment for the use and benefit of the public. The Finance Corporation Committee is not an advisory committee, but rather has all of the powers described in the CSDA Finance Corporation Bylaws, which are incorporated herein by this reference. Such powers include the powers to manage and control the business affairs of the corporation, to approve policies for the corporation's operations, and to enter into all contracts necessary to provide financial assistance to CSDA members.

E. Fiscal Committee:

The Treasurer shall serve as the chair of the Fiscal Committee and shall, with the Committee, be responsible for oversight of all the financial transactions of the CSDA. An annual budget shall be reviewed by the committee and ratified by the Board of Directors.

F. Legislative Committee:

The Legislative Committee shall be responsible for the development of CSDA's legislative agenda and advocacy priorities. The Legislative Committee shall review, direct and assist the CSDA Advocacy and Public Affairs Department with legislative and public policy issues.

G. Member Services Committee:

The Member Services Committee shall be responsible for recruitment and retention activities as well as recommendation of new members and benefits to the CSDA Board of Directors. All new members shall be ratified by the Board of Directors.

H. Audit Committee:

The Audit Committee is responsible for maintaining and updating internal controls. The Committee selects the Auditor for Board of Directors approval and provides guidance to the auditors on possible audit and fraud risks. The Committee reviews the audit and management letter and makes recommendation to the Board of Directors for action.

Section 5. Ad Hoc Committees:

The President may appoint other Ad Hoc Committees and their officers as may be determined necessary for the proper operation of the CSDA. The Standing Committees and the Ad Hoc Committees shall plan and authorize such programs as may be directed by the Board of Directors.

The Ad Hoc Committees shall be advisory in nature and shall be composed of at least two members of the Board of Directors. Other members of such committees may include designees of regular, associate or professional members, or members of the public, as approved by the Board of Directors.

Section 6. Special Committee of the Board:

A Special Committee may be granted authority of the Board as a Committee of the Board, as required by the California Nonprofit Public Benefit Corporation Law, provided by a specific resolution adopted by a majority of the Board of Directors then in office. In such case, the Special Committee shall be composed exclusively of two or more directors, but less than a quorum of the Board of Directors.

ARTICLE VII – INDEMNIFICATION

Section 1. Right of Indemnity:

To the fullest extent permitted by law, the CSDA shall defend, indemnify and hold harmless both its past and present directors, officers, employees and other persons described in Section 5238(a) of the California Corporations Code, against any and all actions, expenses, fines, judgments, claims, liabilities, settlements and other amounts reasonably incurred by them in connection with any “proceeding”, as that term is used in the Section 5238(a) of the California Corporations Code.

“Expenses”, as used in these Bylaws, shall have the same meaning as in Section 5238(a) of the California Corporations Code.

Section 2. Approval of Indemnity:

On written request to the Board by any person seeking indemnification under Section 5238(b) or Section 5238(c) of the California Corporations Code, the Board shall promptly determine under Section 5238(e) of the California Corporations code whether the applicable standard of conduct set forth in Section 5238(b) or Section 5238(c) has been met, and if so, the Board shall authorize indemnification.

If the Board cannot authorize indemnification because the number of directors who are parties to the proceeding with respect to which indemnification is sought prevents the formation of a quorum of directors who are not parties to that proceeding, the Board shall promptly call a meeting of the members.

At the request for indemnification meeting, the members shall determine under Section 5238(e) of the California Corporations Code whether the applicable standard or conduct set forth in Section 5238(b) or Section 5238(c) has been met, and, if so, the members present at the meeting in person or by proxy shall authorize indemnification.

Section 3. Insurance:

CSDA shall have the right to purchase and maintain insurance to the full extent permitted by law, on behalf of its officers, directors, employees, and agents, against any liability asserted against or incurred by any officer, director, employee or agent in such capacity, or arising out of the officer's, director's, employee's, or agent's status as such.

Section 4. Liability:

No member, individual, director, or staff member of the CSDA shall be personally liable to the CSDA's creditors, or for any indebtedness or liability. Any and all creditors shall look only to the CSDA's assets for payment.

ARTICLE VIII – AFFILIATED CHAPTERS

Section 1. Purpose:

The purpose of affiliated chapters is to provide local forums of members for the discussion, consideration and interchange of ideas concerning matters relating to the purposes and powers of special districts and the CSDA.

The affiliated chapters may meet to discuss issues bearing upon special districts and the CSDA. The chapters may make recommendations to the CSDA's Board of Directors.

Section 2. Organization:

The regular voting members of CSDA are encouraged to create and establish affiliated chapters. In order to be recognized as a CSDA Chapter, each Chapter must approve and execute a Chapter Affiliation Agreement in order to obtain the right to use the CSDA name, logo, membership mailing list, intellectual property, endorsements, and CSDA staff support and technical assistance in conducting Chapter activities. The terms and conditions of the Chapter Affiliation Agreement are incorporated herein by this reference.

Each chapter formed prior to August 1, 2011 must have at least one CSDA member in their membership at all times, including but not limited to the following chapters: Alameda, Butte, Contra Costa, Kern, Marin, Monterey, Orange (ISDOC), Placer, Sacramento, San Bernardino, San Diego, San Luis Obispo, San Mateo, Santa Barbara, Santa Clara and Ventura. Such existing chapters may include as members: local organizations and businesses, districts and professionals who are not members of CSDA.

New chapters formed after August 1, 2011, are required to have 100 percent of their special district members as current members of CSDA in order to be a chapter affiliate of CSDA. Such chapters may include as members: local organizations/businesses and professionals who are not members of CSDA.

Affiliated chapters shall be determined upon approval and execution of the Chapter Affiliation Agreement by the chapter and approval and ratification of the Chapter Affiliation Agreement by the CSDA Board of Directors. The chapters shall be required to provide updated membership lists to the CSDA at least annually or upon request by the President or CEO.

No partnership or joint venture shall be established between CSDA and its affiliated chapters by reason of the provisions of these Bylaws or the Chapter Affiliation Agreement.

Section 3. Rules, Regulations and Meetings:

Each affiliated chapter shall adopt such rules and regulations, meeting place and times as the membership of such affiliated chapter may decide by majority vote. Rules and regulations of the affiliated chapter shall not be inconsistent with the Articles of Incorporation or Bylaws of CSDA.

Section 4. Financing of Affiliated Chapters:

No part of CSDA's funds shall be used for the operation of the affiliate chapters. CSDA is not responsible for the debts, obligations, acts or omissions of the affiliate chapters.

Section 5. Legislative Program Participation:

Affiliate chapters may function as a forum regarding federal, state and local legislative issues. The chapters may assist CSDA in the distribution of information to their members.

ARTICLE IX – AMENDMENTS TO THE BYLAWS

Section 1. Amendment Proposals:

Any regular voting member in good standing may propose changes to these Bylaws. The proposed amendments shall be reviewed by the Board of Directors and submitted to the Election and Bylaws Committee for their study.

After examination by the Election and Bylaws Committee and upon approval by the Board of Directors the amendment proposals may be submitted for vote at the Annual Business meeting of the members held by CSDA, at a specially called meeting, or by mail or electronic ballot.

Section 2. Amendment Membership Meeting:

Prior notice in writing of the proposed amendments to these Bylaws shall be given either by first class mail or by electronic transmission by the Board of Directors to the regular voting members in good standing, not later than 45 days in advance of the amendment meeting pursuant to the provisions of Article II, Section 6.C of these Bylaws. The electronic notice shall include copies of the proposed amendments.

Electronic copies of the proposed amendments shall also be available on the CSDA website for review by the regular voting members prior to the meeting. Copies of the proposed amendments shall also be available for the regular voting members at the amendment membership meeting.

The amendment membership meeting may be conducted as an electronic meeting pursuant to the provisions of Article II, Section 6.D of these Bylaws.

Section 3. Written Bylaw Amendment Ballot:

The Board of Directors of CSDA may submit Bylaw amendments for approval of regular voting members by mail or electronic ballot rather than by means of an amendment membership meeting.

When a written ballot is used to amend these Bylaws, the ballot shall include the text of all proposed Bylaw amendments the Board of Directors intends to present for vote by the members. Such written ballot shall contain the information specified in Article II, Section 6.F of these Bylaws and shall be distributed to regular voting members either by first class mail or by electronic transmission at least 45 days in advance of the date designated for return of the ballot.

Written ballots shall be returned either by first class mail or by electronic communication to either the principal business address of CSDA or CSDA's designated electronic format specified on the ballot prior to the close of business (5:00 pm) on the designated election date. Written ballots received either by first class mail or electronic communication after the specified date shall not be counted and will be deemed invalid.

Section 4. Bylaw Amendment Ratification:

A. Membership Meeting:

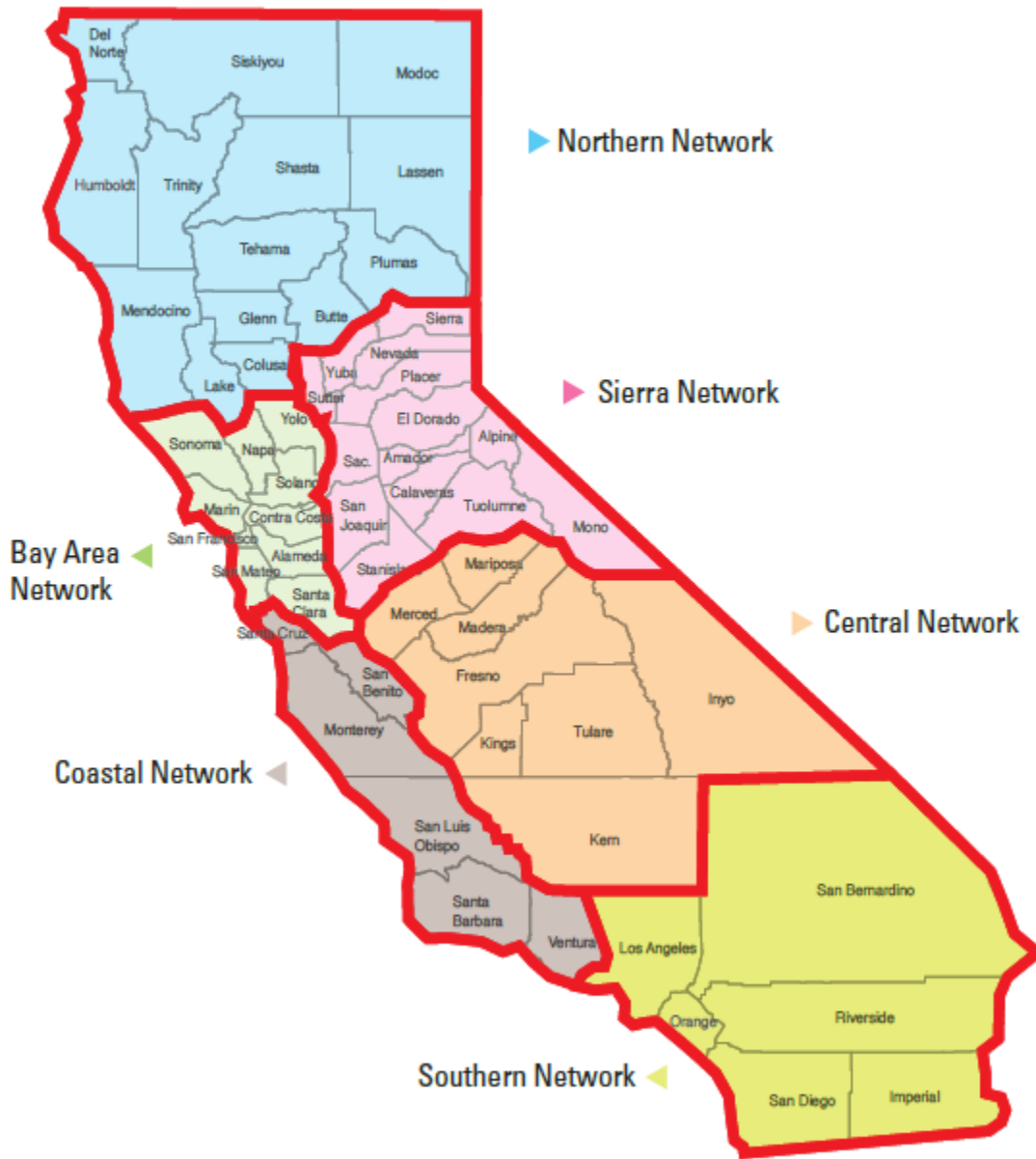
The proposed Bylaw amendments shall be deemed adopted by the members when the number of votes cast by regular voting members present at such membership meeting meets or exceeds the required quorum of 25 regular voting members, and the number of votes cast approving the Bylaw amendments constitutes a majority of votes cast, i.e., 50% plus one of regular voting members casting ballots at such meeting.

B. Mail or Electronic Ballot:

The proposed Bylaw amendment/s shall be deemed adopted by a majority of the regular voting members by mail or electronic ballot when the provisions of Article II, Section 6.H of these Bylaws have been satisfied.



California Special Districts Association
DISTRICT NETWORKS





STAFF REPORT

Board Meeting Date: November 6, 2024
Approved By: Brett Hodgkiss

SUBJECT: DESIGNATION OF VOTING PROXY FOR THE ASSOCIATION OF CALIFORNIA WATER AGENCIES BYLAW AMENDMENTS

RECOMMENDATION: Designate a voting delegate for Vista Irrigation District to vote on proposed amended and restated bylaws of the Association of California Water Agencies.

PRIOR BOARD ACTION: None.

FISCAL IMPACT: None.

SUMMARY: The Association of California Water Agencies (ACWA) has requested that member agencies designate one individual to cast a vote on behalf of the agency on proposed amended and restated bylaws for ACWA. The vote will take place in person at the General Session Membership Meeting at the ACWA Fall Conference in Palm Desert on Wednesday, December 4, 2024 at 1:30 PM.

DETAILED REPORT: According to ACWA, the bylaws are being amended to ensure that they are current; the Board is recommending the following changes to the ACWA bylaws for consideration by the membership:

- Amendments to clarify language and to reflect consistency with other governance documents and daily operations;
- Amendments to clarify the role of the Council of Past Presidents as it relates to participation in Board and Executive Committee meetings as non-voting representatives;
- Amendments to clarify Past Presidents' eligibility to serve on ACWA's Election Committee; and
- Amendments to clarify language pertaining to ACWA's voting and written ballots processes.

ACWA will be using a voting system called Live-Tally, which allows voting delegates to cast their vote using a handheld keypad; voting delegates must sign in and pick up their keypads at the ACWA Membership Meeting Check-in Desk between 9 AM and noon on December 4, 2024. Each member agency must indicate their voting representative and an alternate on the Voter Designation & Information Form. The deadline to submit the Voter Designation & Information Form is Monday, November 25, 2024.

ATTACHMENTS:

- ACWA Memorandum dated October 8, 2024 and Voter Designation & Information Form
- Proposed Amendments to ACWA's Bylaws Table
- Redline version of the proposed amended and restated ACWA Bylaws

Via U.S. Mail and Electronic Mail

TO: ACWA Member Agency Board Presidents and General Managers
CC: ACWA Board of Directors
FROM: Dave Eggerton, ACWA Executive Director
DATE: October 8, 2024
SUBJECT: Notice of Membership Meeting — December 4

A Membership Meeting will be held at ACWA's 2024 Fall Conference & Expo to conduct a vote by the membership on proposed Amended and Restated Bylaws of the Association of California Water Agencies. The in-person meeting will be held on **Wednesday, December 4 at 1:30 p.m.** at the Main Stage in the Springs Ballroom F & G at the JW Marriott Desert Springs Resort & Spa, Palm Desert.

Each member agency is entitled to one vote that will be cast by its authorized voting representative. Member agencies must designate their voting representative and alternate by submitting the attached Voting Representative Form by **Monday, November 25**.

Important Next Steps

1. **Designate your voting representative:** Fill out the attached Voting Representative Form by Monday, November 25.
2. **Review the proposed Amended and Restated Bylaws:** These are available online at www.acwa.com.
3. **Have your designated voter pick up their keypad:** During ACWA's Fall Conference & Expo, have your designated voter go to the ACWA Membership Meeting Check-in Desk on **Wednesday, December 4, between 9 a.m. and noon** to sign in and pick up their voting keypad. If your voting representative does not get a keypad by noon, they will not be able to vote. ACWA staff will also be available at the desk to answer questions.
4. **Have your designated voter attend the Membership Meeting:** Make sure your designated voter takes their keypad to the Membership Meeting on December 4 at 1:30 p.m. The voting representative must be present to vote.

More information on the proposed Amended & Restated Bylaws, voting process and next steps is available at www.acwa.com. If you have any questions regarding the proposed Amended and Restated Bylaws or the voting process, please contact Senior Clerk of the Board Donna Pangborn at 916-669-2425 or donnap@acwa.com.



Attachments (Also see website [link](#) for these materials.):

1. Authorized Voting Representative Form
2. Proposed Amendments to ACWA's Bylaws Table
3. Proposed Amended and Restated Bylaws (redline version)
4. Proposed Amended and Restated Bylaws (clean version)

There will be a Membership Meeting at ACWA’s 2024 Fall Conference & Expo.

Date & Time: December 4, 2024, 1:30 p.m.

Location: JW Marriott Desert Springs Resort & Spa, Palm Desert
Main Stage in the Springs Ballroom F & G

The purpose of the meeting is to conduct a vote by the membership on proposed Amended and Restated Bylaws of the Association of California Water Agencies as recommended by the Board of Directors at its meeting on September 20, 2024.

As set forth in Board Policy 2.8.1.5, each authorized voting representative has the responsibility to do the following in order to vote:

- Pick up handheld keypad or other designated voting mechanism prior to the start time of the membership meeting as specified in the meeting notice.
- Be physically present and inside the meeting room at the start of the membership meeting as specified on the meeting agenda.

Pick up Voting Keypad and Ask Questions

ACWA staff will be at the **Membership Meeting Check-In Desk** on **Wednesday, December 4, from 9:00 a.m. to noon.** to answer questions about the membership meeting and voting process. Voters must sign in during this time to pick up their voting keypads. *Note: If you do not have your keypad by noon., you will not be able to vote, consistent with established Board Policy 2.8.1.5.*

The person designated below will attend the Membership Meeting on December 4 as our voting representative. An alternate has also been identified as a backup voter in the event one is needed.

Member Agency’s Name		Agency’s Phone No.
Authorized Voting Representative’s Name	Authorized Voting Representative’s Email	Authorized Voting Representative’s Phone No.
Alternate Authorized Voting Representative’s Name	Alternate Authorized Voting Representative’s Email	Alternate Authorized Voting Representative’s Phone No.

Member acknowledges that this information has been communicated to their authorized voting representative.

Print Name of Member Agency’s Authorized Signatory

Date

Authorized Signatory Signature

SUBMIT YOUR FORM

To: Donna Pangborn, Senior Clerk of the Board
Email: donnap@acwa.com
Fax: 916-669-2425

SUBMISSION DEADLINE

NOVEMBER 25, 2024

Proposed Amendments to the Bylaws of the Association of California Water Agencies

Amendment 1: ARTICLE 3, Officers

Current Bylaw	Proposed Bylaw	Rationale
<p>Section 3.01. (c) Vice President. The vice president shall, in the absence of the president, assume all of the duties of that office and, if a vacancy occurs, succeed thereto for the unexpired term. The vice president shall sit as a member of the Executive Committee of the ACWA Joint Powers Insurance Authority and shall perform such other duties as assigned by the president.</p>	<p>Section 3.01. (c) Vice President. The vice president shall, in the absence of the president, assume all of the duties of that office and, if a vacancy occurs, succeed thereto for the unexpired term. The vice president shall sit as a member of the Executive Committee of the ACWA Joint Powers Insurance Authority and shall perform such other duties as assigned by the president. <u>The vice president shall be a non-voting, ex officio member of each committee, but shall not be an ex officio member of the Election Committee or the region boards.</u></p> <p><u>The vice president may be expelled from office with or without cause, upon the satisfaction of the following two events: (1) a two-thirds vote of the Board of Directors; and (2) a subsequent simple majority vote of the members of the Association during a meeting of the membership.</u></p>	<p>Amendment to add these provisions to the Vice President position, similar to Section 3.01(b) to provide procedural consistency to the two Board Officer positions.</p>

Note: Green text throughout this document reflects edits recommended by the Legal Affairs Committee (LAC) Workgroup in response to its review and analysis of the proposed amendments to the Bylaws, consistent with Section 9.09 of ACWA’s Bylaws. The ACWA Board included the LAC Workgroup’s recommended edits as part of its recommendation to the members.

Proposed Amendments to the Bylaws of the Association of California Water Agencies

Amendment 2: ARTICLE 4, Board of Directors

Current Bylaw	Proposed Bylaw	Rationale
<p>Section 4.07. Quorum. At any meeting of the Board of Directors, the attendance of 50 percent of the voting members of the Board of Directors, or their permitted alternates as specified in these bylaws, shall constitute a quorum for the transaction of any business. The Board may hold a closed session for discussion of personnel matters or enforcement of violations of the code of conduct.</p>	<p>Section 4.07. Quorum. At any meeting of the Board of Directors, the attendance of 50 percent of the voting members of the Board of Directors, or their permitted alternates as specified in these bylaws, shall constitute a quorum for the transaction of any business. The Board may hold a closed session for discussion of personnel matters; or enforcement of violations of the code of conduct; <u>pending or anticipated litigation or other legal matters, including, but not limited to, considering whether to file or join in an amicus brief; real property negotiations and discussions; and other confidential matters as determined by the Board to the extent permitted by applicable law.</u> (See Board Policy 2.1.8.3.)</p>	<p>Amendment to clarify the scope of issues that can be addressed by the Board in closed session.</p>

Proposed Amendments to the Bylaws of the Association of California Water Agencies

Amendment 3, ARTICLE 3, Board of Directors

Current Bylaw	Proposed Bylaw	Rationale
<p>Section 4.12. Code of Conduct of Board Members.</p> <p>(a) Code of Conduct Purpose and Adoption. The Board of Directors shall establish, and update as appropriate, a code of conduct for its Directors that recognizes the Association’s commitment of integrity, respect, and fair representation to its members and the public they serve and establishes minimum ethical standards for the performance of the duties of office. The code shall be consistent with the procedural processes contained in this section. The code shall be distributed to all new Directors and shall be distributed annually to all members of the Association.</p>	<p>Section 4.12. Code of Conduct of Board Members.</p> <p>(a) Code of Conduct Purpose and Adoption. The Board of Directors shall establish, and update as appropriate, a code of conduct for its Directors that recognizes the Association’s commitment of integrity, respect, and fair representation to its members and the public they serve and establishes minimum ethical standards for the performance of the duties of office. The code shall be consistent with the procedural processes contained in this section. <u>(See Code of Conduct Policy, Board Policy Manual, Policy No. GO-2.1A).</u> The code shall be consistent with the procedural processes contained in <u>the Code of Conduct Policy (See sections 2.1.3A and 2.1.4A of Policy No. GO-2.1A of the Board Policy Manual.)</u> The code shall be distributed to all new Directors and shall be distributed annually to all members of the Association.</p>	<p>Amendment to reflect consistency with recently adopted Board Policy GO-2.1A Code of Code and to delete reference to the Legal Affairs Committee Chair in Section 4.12(b). Amendment reflects deletion to this text to be less prescriptive due to the details in Board Policy GO-2.1A.</p>

Proposed Amendments to the Bylaws of the Association of California Water Agencies

Amendment 3 (cont'd), ARTICLE 3, Board of Directors

Current Bylaw	Proposed Bylaw	Rationale
<p>Section 4.12. Code of Conduct of Board Members.</p> <p>(b) Violations and Enforcement Process. A violation of the code of conduct may result in removal, public censure, or private reprimand of a Director, or such other action as contained in the code of conduct. However, removal and public censure shall be reserved only for serious violations. A Director may not be removed or publicly censured absent an affirmative vote of two-thirds of the voting members of the Board of Directors. A Director may be privately reprimanded for a violation of the code of conduct upon the majority vote of the quorum. Complaints of violation of the code of conduct may be filed with the president, or the vice-president if the allegations are made against the president. The president may refer a complaint of violation to the executive director/secretary for investigation. The executive director/secretary may retain a special investigator or special counsel to conduct or assist the investigation. A Director accused of a violation shall be provided a</p>	<p>Section 4.12. Code of Conduct of Board Members.</p> <p>(b) Violation and Enforcement Process. A violation of the code of conduct may result in removal, public censure, or private reprimand of a Director, or such other action as contained in the code of conduct. However, removal and public censure shall be reserved only for serious violations. A Director may not be removed or publicly censured absent an affirmative vote of two-thirds of the voting members of the Board of Directors. A Director may be privately reprimanded for a violation of the code of conduct upon the majority vote of the quorum. Complaints of violation of the code of conduct may be filed with the president, or the vice-president if the allegations are made against the president. The president may refer a complaint of violation to the executive director/secretary for investigation. The executive director/secretary may retain a special investigator or special counsel to conduct or assist the investigation. A Director accused of a violation shall be provided a</p>	<p>Amendment to reflect consistency with recently adopted Board Policy GO-2.1A Code of Code and to delete reference to the Legal Affairs Committee Chair in Section 4.12(b). Amendment reflects deletion to this text to be less prescriptive due to the details in Board Policy GO-2.1A.</p>

Proposed Amendments to the Bylaws of the Association of California Water Agencies

Amendment 4, Article 6, Executive Committee

Current Bylaw	Proposed Bylaw	Rationale
<p>Section 6.02 Powers.</p> <p>Personnel.</p> <p>(a) Subject to the budget adopted by the Board of Directors, the Executive Committee shall perform the following personnel actions: (1) recommend compensation for the executive director/secretary to the Board of Directors for approval; (2) perform annual reviews of the executive director/secretary and submit that review to the Board of Directors; (3) review and approve the classification and compensation plan and publicly posted salary schedule for Association employees submitted by the executive director/secretary, which shall be reviewable by the Board of Directors, in closed session, upon request of the Board of Directors;</p> <p>...</p>	<p>Section 6.02 Powers.</p> <p>Personnel.</p> <p>(a) Subject to the budget adopted by the Board of Directors, the Executive Committee shall perform the following personnel actions: (1) recommend compensation for the executive director/secretary to the Board of Directors for approval; (2) perform annual reviews of the executive director/secretary and submit that review to the Board of Directors; (3) review and approve the classification and compensation plan and publicly posted salary schedule for Association employees submitted by the executive director/secretary, which shall be reviewable <u>approved</u> by the Board of Directors, in closed session, upon request of the Board of <u>Directors</u>;</p> <p>...</p>	<p>Amendment to clarify that the ACWA Board is the approving authority for the public salary schedule, as required by CalPERS. The Executive Committee will review and make a recommendation to the Board.</p>

Proposed Amendments to the Bylaws of the Association of California Water Agencies

Amendment 5, ARTICLE 8, Special Council, Committees, and Task Forces

Current Bylaw	Proposed Bylaw	Rationale
<p>Section 8.01 Council of Past Presidents.</p> <p>There shall be a Council of Past Presidents composed of all past presidents of the Association who serve on the council until each is no longer able to or wishes to serve. The council shall provide a mechanism for past presidents to continue to make valuable contributions to the Association. With approval of the Board of Directors, the president and/or executive director/secretary may assign specific responsibilities to the council from time to time. Members of the Council of Past Presidents are invited to attend and participate in the Association’s Board meetings.</p>	<p>Section 8.01 Council of Past Presidents.</p> <p>There shall be a Council of Past Presidents composed of all past presidents of the Association who serve on the council until each is no longer able to or wishes to serve. The council shall provide a mechanism for past presidents to continue to make valuable contributions to the Association. With approval of the Board of Directors, the president and/or executive director/secretary may assign specific responsibilities to the council from time to time. Members of the Council of Past Presidents are invited to attend and participate in the Association’s Board <u>and Executive Committee meetings, including attending closed sessions. With the exception of the immediate past president, members of the Council of Past Presidents are non-voting.</u></p>	<p>Amendment to clarify that Past Presidents are non-voting representatives on ACWA’s Board and Executive Committee with the ability to participate in the full range of activities, including closed session.</p>

Proposed Amendments to the Bylaws of the Association of California Water Agencies

Amendment 6, ARTICLE 8, Special Council, Committees, and Task Forces

Current Bylaw	Proposed Bylaw	Rationale
<p>Section 8.02 Election Committee.</p> <p>(b) Qualification. In order to serve on the Election Committee, an individual must be an officer, employee, or member of the governing body of a member agency of the Association, or other representative duly designated by a member agency of the Association to represent that member at the time of the appointment. Where an individual ceases to meet these criteria during the election cycle, the individual may not continue to serve. When the disqualified member represented a Region Board, the affected Region Board shall select a replacement representative. When the disqualified member represented the President, the President shall select an alternate representative.</p>	<p>Section 8.02 Election Committee.</p> <p>Qualification. In order to serve on the Election Committee, an individual must be an officer, employee, or member of the governing body of a member agency of the Association, or other representative duly designated by a member agency of the Association to represent that member at the time of the appointment. <u>Past presidents, who are Honorary Life Members of the Association, may also serve on the Election Committee without meeting stated qualifications unless otherwise disqualified.</u> Where an individual ceases to meet these criteria during the election cycle, the individual may not continue to serve. When the disqualified member represented a Region Board, the affected Region Board shall select a replacement representative. When the disqualified member represented the President, the President shall select an alternate representative.</p>	<p>Amendment to allow unaffiliated Past Presidents to serve on the Election Committee without meeting the stated criteria since they are Honorary Life Members of the Association.</p>

Proposed Amendments to the Bylaws of the Association of California Water Agencies

Amendment 7, ARTICLE 9, Meetings of Members

Current Bylaw	Proposed Bylaw	Rationale
<p>Section 9.06 Voting. Each member of the Association in good standing at the time of the annual or special meeting shall be entitled to one vote that shall be cast by its authorized representative. Each member must designate its authorized representative prior to the annual or special meeting. It is the member’s responsibility to designate or update its authorized representative as needed. The Association may confirm with any member the identify of that member’s authorized representative for the purpose of casting ballots in any election of president and vice president. All questions, except amendments or revisions of these bylaws, shall be determined by a majority of the members present and voting. A roll call may be requested by any authorized representative.</p>	<p>Section 9.06 Voting. Each member of the Association in good standing at the time of the annual or special meeting shall be entitled to one vote that shall be cast by its authorized representative. Each member must designate its authorized representative prior to the annual or special meeting. It is the member’s responsibility to designate or update its authorized representative as needed. The Association may confirm with any member the identity of that member’s authorized representative for the purpose of casting ballots in any election of president and vice president, amendments to these Bylaws, or other Association business that requires a vote. All questions, except amendments or revisions of these bylaws, shall be determined by a majority of the members present and voting. A roll call may be requested by any authorized representative.</p>	<p>Amendment to expand this language to cover additional actions where an authorized representative will need to be confirmed for the purposes of casting a ballot (see newly added Section 9.15).</p>

Proposed Amendments to the Bylaws of the Association of California Water Agencies

Amendment 8, ARTICLE 9, Meetings of Members

Current Bylaw	Proposed Bylaw	Rationale
<p>Section 9.08 Quorums. The presence of the authorized representative of 50 members of the Association at any meeting of the members shall constitute a quorum for transacting business. Written ballots timely received from the authorized representative of 50 members shall constitute a quorum for elections of president and vice president.</p>	<p>Section 9.08 Quorums. The presence of the authorized representatives of at least 50 members of the Association at any meeting of the members shall constitute a quorum for transacting business. Written ballots timely received from the authorized representative of 50 members shall constitute a quorum for elections of president and vice president. <u>Actions taken by written ballot shall require the timely receipt of the written ballot from the authorized representatives of at least 50 members to constitute a quorum.</u></p>	<p>Amendment to clarify the written ballot quorum language to cover other actions besides the elections of president and vice president (see newly added Section 9.15)</p>

Proposed Amendments to the Bylaws of the Association of California Water Agencies

Amendment 9, ARTICLE 9, Meetings of Members

Current Bylaw	Proposed Bylaw	Rationale
<p>Section 9.11. Election of President and Vice President. Each member of the Association in good standing at the time a vote is cast is entitled to one vote for election of the president and vice president that shall be cast by its authorized representative by written ballot. The ballot and any related material may be sent by first class, registered, or certified mail or electronic transmission by the Corporation that meets the requirements of Corporations Code section 20, and responses may be returned to the Corporation by mail or electronic transmission. On any written ballot for the election of president or vice president, an authorized representative acting on behalf of the member may write in a qualified candidate for election.</p>	<p>Section 9.11. Election of President and Vice President. Each member of the Association in good standing at the time a vote is cast is entitled to one vote for election of the president and vice president that shall be cast by its authorized representative by written ballot. The ballot and any related material may be sent by first class, registered, or certified mail or electronic transmission by the Corporation that meets the requirements of Corporations Code section 20, and responses may be returned to the Corporation by mail or electronic transmission. On any written ballot for the election of president or vice president, an authorized representative acting on behalf of the member may write in a qualified candidate for election. <u>Nominating resolutions for write-in candidates must be received by the deadline for the return of ballots.</u></p>	<p>Amendment to clarify that write-in candidates for president or vice presidents must submit a nominating resolution by the election deadline since they did not go through the Election Committee review process.</p>

Proposed Amendments to the Bylaws of the Association of California Water Agencies

Amendment 10, ARTICLE 9, Meeting of Members

Current Bylaw	Proposed Bylaw	Rationale
	<p>Newly Added Section. <u>Section 9.15. Action by Written Ballot. To the extent permitted by applicable law and subject to all applicable requirements, any action that may be taken at a regular or special member meeting of the members may be approved by written ballot if a ballot is sent to each member entitled to vote on the matter. Ballots may be sent and returned by electronic transmission as permitted in the Corporations Code. Ballot format, solicitation and voting thresholds shall meet the requirements of the Corporations Code and be consistent with applicable provisions of these Bylaws.</u></p>	<p>Amendment to allow the flexibility to take action by written ballot beyond the currently approved process of electing the president and vice president by written ballot.</p>

Proposed Amendments to the Bylaws of the Association of California Water Agencies

Amendment 11, Article 11, Definitions

Current Bylaw	Proposed Bylaw	Rationale
<p>Section 11.04. Definitions. As used in these bylaws, the term “notice provided by electronic means” shall refer to notice given by fax or e-mail.</p>	<p>Section 11.04. Definitions. As used in the byBylaws, the terms <u>“electronic transmission” and</u> “notice provided by electronic means” shall refer to notice and <u>other communications</u> given by fax or email.</p>	<p>Amendment to add “electronic transmission,” to clarify the meaning of this term in Section 9.15 and to harmonize this term with currently accepted means of providing notice.</p>
	<p>Newly Added Section. <u>Section 11.05. Conflicts Between Bylaws and Other Association Policies. To the extent permitted by applicable law, these Bylaws shall govern in the event there is a conflict between these Bylaws and another Association policy, rule, or procedure.</u></p>	<p>Amendment to clarify that ACWA’s Bylaws govern in the event there is a conflict with another Association policy, rule, or procedure.</p>

Proposed Amendments to the Bylaws of the Association of California Water Agencies

Amendment 12, VARIOUS, References to ACWA

Current Bylaw	Proposed Bylaw	Rationale
Cleanup amendments:	Change the reference to ACWA to Association in the following Bylaws: Section 5.02 Officers (a) Section 7.01 Qualification. Section 7.05 Agriculture Committee Section 5.02 Officers (a): Delete reference to ACWA before Board of Directors.	Amendment to change references to ACWA to Association to provide consistency throughout the document.



**PROPOSED AMENDED AND
RESTATED BYLAWS of the
Association of California
Water Agencies**

Amended and restated by the ACWA Members: November 30, 2022

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BYLAWS OF THE
ASSOCIATION OF CALIFORNIA WATER AGENCIES

(As amended and restated by the Members on November 30, 2022)

ARTICLE 1 - General

Section 1.01. Name. The name of this California nonprofit corporation shall be the Association of California Water Agencies (hereinafter referred to as the Association).

Section 1.02. Principal Office. The principal office for the transaction of business of the Association shall be located in Sacramento, California.

Section 1.03. Purposes. The purposes of the Association shall be to work together with its members and others for the best interests of California and its citizens and landowners who use, need and depend upon water; to encourage the orderly development of the waters of the state; to seek means of obtaining and making available to all of California a dependable water supply of the best possible quality at the lowest possible cost, giving due consideration to environmental factors involved therein; to provide inspiration and leadership in meeting and solving the water supply problems of this state; to propose and advocate such policies and measures—local, state and federal—that serve the best interests of the Association, opposing those of contrary nature; to assist in promoting the health, safety and welfare of the employees of its members; and to do all other things that are in the best interests of its members.

ARTICLE 2 – Membership and Dues

Section 2.01. Membership.

- (a) **Members.** Only a public district, public agency, or public organization created and operated for the purpose of controlling, treating, developing, acquiring, using or supplying water for any purpose for inhabitants or lands within the state of California, or for the protection, drainage or reclamation of lands within the state of California, may become a member of the Association. Such an entity will become a member upon written application, approval by the Board of Directors, and the payment of the required dues. Acceptance to membership shall authorize full participation in Association activities. Except as otherwise provided in Section 2.01(b) below, in no case may an organization other than a state, a political subdivision (as defined in § 1.103-1(b) of the Income Tax Regulations) of a state or an entity the income of which is excluded from gross income under § 115 of the Internal Revenue Code be a member of the Association. A member of the Association shall be in good standing if in compliance with all bylaws and requirements of membership, including timely payment of annual dues and emergency assessments.
- (b) **Honorary Life Members.** Any person who has rendered conspicuous service in furthering the purposes of the Association may, by vote of the Board of Directors, be granted an honorary life membership in the Association without payment of dues or assessments. All past presidents of the Association shall automatically be honorary life members without vote of the Board of Directors. Honorary life members shall not be entitled to a vote or to hold office automatically because of their status as honorary life members.
- (c) **Termination of Members.** Membership shall cease upon the failure of any member to pay the dues provided for in Section 2.02 of this Article. The membership of any member may be terminated at any time by such member sending written notification of its intention to withdraw to the Association's principal office. The Board of Directors may terminate the membership of any member upon 30 days' written notice by first-class mail when it is determined at any regular Board meeting or at any special Board meeting called for that purpose that continuance of such membership would not be in the best interests of the Association. Withdrawal or termination of membership ends any participation in Association activities and shall terminate a member's interest in the Association's assets.

Section 2.02. Dues. The annual dues of each member of the Association shall be established by the Board of Directors; provided, however, that any member may apply for a change in its dues because of conditions that differentiate such applicant from other members.

Section 2.03. Liability of Members. No member shall be liable for any obligation incurred by the Association with the following exception: (1) the payment of the annual dues while it remains a member;

and (2) the payment of emergency assessments, which shall not exceed 10 percent of current annual dues for each member in any calendar year while it remains a member. No emergency assessment may be levied against any member during its first two years of membership in the Association.

ARTICLE 3 - Officers

Section 3.01. President and Vice President.

(a) **General.** The president and vice president of the Association shall be the elected officers of the Association. At the time of their election the president and vice president shall each be an elected or appointed member of the governing body or commission (as appropriate) of a member agency of the Association. The president and vice president shall be elected by the members of the Association by written ballot in each odd-numbered year before the Association's annual meeting, shall be announced at the Association's annual meeting, shall take office on January 1 of the calendar year following election, and shall hold office until such time as their successors take office or are appointed. An elected president shall not be permitted to succeed himself/herself to that office. Except as provided in this Article, should vacancies occur in either office of the president or vice president, the Board of Directors shall appoint persons to fill such offices for the unexpired terms thereof.

(b) **President.** The president shall preside at all meetings of the Board of Directors, the Executive Committee, and the general membership; shall appoint members of all committees, including the chair and vice chair of each, upon recommendation from members and regions (as communicated by the region chairs), with each such committee chair and vice chair ratified by the Board of Directors; and shall perform all other duties necessary to carry out the functions of the office. The president shall be a non-voting, *ex officio* member of each committee, but shall not be an *ex officio* member of the Election Committee or the region boards.

The president may be expelled from office with or without cause, upon the satisfaction of the following two events: (1) a two-thirds vote of the Board of Directors; and (2) a subsequent simple majority vote of the members of the Association during a meeting of the membership.

~~(c)~~ **Vice President.** The vice president shall, in the absence of the president, assume all of the duties of that office and, if a vacancy occurs, succeed thereto for the unexpired term. The vice president shall sit as a member of the Executive Committee of the ACWA Joint Powers Insurance Authority and shall perform such other duties as assigned by the president. The vice president shall be a non-voting, *ex officio* member of each committee, but shall not be an *ex officio* member of the Election Committee or the region boards.

The vice president may be expelled from office with or without cause, upon the satisfaction of the following two events: (1) a two-thirds vote of the Board of Directors; and (2) a subsequent simple majority vote of the members of the Association during a meeting of the membership.

Section 3.02. Executive Director/Secretary and Controller/Treasurer.

- (a) **General.** The executive director/secretary and controller/treasurer of the Association shall also be officers of the Association. The executive director/secretary shall be appointed by and hold office at the pleasure of the Board of Directors of the Association.
- (b) **Executive Director/Secretary.** The executive director/secretary shall: (1) advise and assist the Board of Directors, all committees, the boards of each region, and the workgroups of each region; (2) be responsible for administering the total operations of the Association; (3) employ, direct, and release all employed staff in accordance with the policies adopted by the Board of Directors and consistent with the budget adopted by the Board of Directors; (4) provide relevant information to the Board of Directors needed by the Board to take actions; (5) give members notice and record minutes of all meetings of the membership, Board of Directors, and Executive Committee; and (6) have such other powers and perform such other duties as may be provided and assigned by the Board of Directors directly or through the president of the Board or the Executive Committee. The executive director/secretary, with the assistance of the controller/treasurer, shall render a report to the Board of Directors at the first meeting following the close of each calendar year showing the membership of the Association, the receipts and expenditures during the year, and the work accomplished during the previous year.
- (c) **Controller/Treasurer.** The controller/treasurer shall report to and act under the direction of the executive director/secretary. The controller/treasurer shall be a signatory on all accounts held by the Association and shall act as a fiduciary for all assets of the Association.

ARTICLE 4 – Board of Directors

Section 4.01. Membership. The Board of Directors shall consist of:

- (a) The Association president and vice president.
- (b) The chair and vice chair of each region.
- (c) The chair of each standing committee.
- (d) The most immediate active past president.
- (e) The vice president of the ACWA/Joint Powers Insurance Authority.

Section 4.02. Term of Office. The term of office of all members of the Board of Directors shall commence on January 1 of the calendar year following election of the president and vice president, except for those persons who serve on the Board of Directors by nature of their position as chairs of standing committees, whose terms shall instead commence upon their ratification by the Board of Directors. Except as provided in Article 4, Section 4.11, the term of office for all members of the Board of Directors shall terminate on December 31 of the following odd-numbered year two years later, or until their successors take office.

Section 4.03. Attendance Requirement. Any member of the Board of Directors who misses two consecutive regular Board meetings without being excused by the Board will no longer be a member of the Board of Directors.

Section 4.04. Regular Meetings. Regular meetings of the Board of Directors shall be held bimonthly at such times and places as the Board may determine.

Section 4.05. Special Meetings. Special meetings may be called by the president upon the president's own volition or shall be called by the president when requested in writing by five directors. Prior to conducting such a special meeting, the president shall consult with the Executive Committee to ensure that adequate information is available to the Board of Directors for any necessary decisions; and where such meeting is called upon the president's own volition, the president shall also consult with the Executive Committee as to the necessity of the special meeting. Notice for special meetings shall be provided in the following manner: (1) upon 10 days' written notice sent by mail to each director and addressed to each at the address as shown upon the records of the Association; or (2) upon 48 hours' notice with notice provided by electronic means. When the meeting is called upon the president's own volition, the president shall choose the form of notice; when the meeting is called by a request of five directors, the five directors shall choose the form of notice and the president shall promptly call the meeting. No business except those items described in the notice shall be transacted at any special meeting, except by consent of three-fourths of the members of the Board of Directors present.

Section 4.06. Meetings by Electronic Communication. Any meeting of the Board of Directors, region boards, or any committee may be conducted, in whole or in part, by telephone, electronic transmission, or by electronic video screen communication. A member of the Board of Directors, a region board, or any committee shall be deemed present in person at the meeting if the following apply:

- (a) Each director, region board, or committee member participating in the meeting can communicate concurrently with all other directors, region board, or committee members.
- (b) Each director, region board or, committee member is provided the means of participating in all matters before the board, region board, or committee, including the capacity to propose, or to interpose an objection to, a specific action to be taken by the Association.

Section 4.07. Quorum. At any meeting of the Board of Directors, the attendance of 50 percent of the voting members of the Board of Directors, or their permitted alternates as specified in these bylaws, shall

constitute a quorum for the transaction of any business. The Board may hold a closed session for discussion of personnel matters; ~~or~~ enforcement of violations of the code of conduct; pending or anticipated litigation or other legal matters, including, but not limited to, considering whether to file or join in an amicus brief; real property negotiations and discussions; and other confidential matters as determined by the Board to the extent permitted by applicable law. (See Board Policy 2.1.8.3.)

Section 4.08. Alternates. Each region shall designate an alternate for each chair and vice chair, who shall meet the qualification requirements for chair and vice chair, to act at meetings of the Board of Directors when the chair or vice chair is unable to attend. The vice chair of each standing committee will be the alternate to act at meetings of the Board of Directors when the standing committee chair is unable to attend. An alternate may not act or vote on behalf of more than one member of the Board of Directors. A member of the Board of Directors may not act as an alternate for any other member.

Section 4.09. Vacancies for Standing Committee Chairs and Vice Chairs. Should a vacancy occur in the office of any standing committee chair or vice chair before the end of the term, the president shall appoint a new committee chair or vice chair to fulfill the unexpired term of such committee chair or vice chair subject to ratification by the Board of Directors. A vacancy in the office of any such standing committee chair or vice chair as described in the previous sentence shall be deemed to exist when the chair or vice chair: (1) resigns the office; (2) no longer is an officer, employee, or member of the governing body of a member agency of the Association, or other representative duly designated by a member agency of the Association to represent that member; or (3) is otherwise removed by a member agency of the Association.

Section 4.10. Duties, Authorities, and Delegation. Subject to the provisions and limitations of California Nonprofit Corporation Law, other applicable laws, and the provisions of these bylaws, the Association's activities and affairs are to be exercised by or under the direction of the Association's Board of Directors. The Board of Directors is responsible for the overall supervision, control, and direction of the Association. The Board of Directors shall: (1) employ and release the executive director/secretary; (2) set performance expectations for the executive director/secretary; (3) receive, review, and consider approval of executive director/secretary recommended compensation, other terms and conditions of employment, and annual evaluations as prepared by the Executive Committee; (4) annually adopt a budget; and (5) set the level of dues for the Association. Except as to the duties listed in the previous sentence, and subject to Article 3, Section 2, the Board of Directors may delegate the supervision, control, and direction of the Association's affairs to any person or group, including a committee, provided the Association Board retains ultimate responsibility for the actions of such person or group. Where such powers are delegated, the delegation shall be documented in writing.

Section 4.11. Immediate Past President. The immediate past president automatically assumes this position after serving as the Association's elected president and is a voting member of the Board of Directors and Executive Committee. The term of office for the immediate past president shall commence on January 1 of the calendar year following election of the president and vice president and shall terminate on December 31 of the following odd-numbered year two years later. In the event the most

immediate active past president is unavailable to serve, the most recent and available active past president in succession shall serve in this capacity.

Section 4.12. Code of Conduct of Board Members.

~~(a) **Code of Conduct: Purpose and Adoption.** The Board of Directors shall establish, and update as appropriate, a code of conduct for its Directors that recognizes the Association's commitment of integrity, respect, and fair representation to its members and the public they serve and establishes minimum ethical standards for the performance of the duties of office. The code shall be consistent with the procedural processes contained in this section. (See Code of Conduct Policy, Board Policy Manual, Policy No. GO-2.1A.) The code shall be consistent with the procedural processes contained in the Code of Conduct Policy. (See sections 2.1.3A and 2.1.4A of Policy GO-2.1A of the Board Policy Manual.) The code shall be distributed to all new Directors and shall be distributed annually to all members of the Association.~~

~~(b) **Violations and Enforcement Process.** A violation of the code of conduct may result in removal, public censure, or private reprimand of a Director, or such other action as contained in the code of conduct. However, removal and public censure shall be reserved only for serious violations. A Director may not be removed or publically censured absent an affirmative vote of two-thirds of the voting members of the Board of Directors. A Director may be privately reprimanded for a violation of the code of conduct upon the majority vote of the quorum. Complaints of violation of the code of conduct may be filed with the president, or the vice-president if the allegations are made against the president. The president may refer a complaint of violation to the executive director/secretary for investigation. The executive director/secretary may retain a special investigator or special counsel to conduct or assist the investigation. A Director accused of a violation shall be provided a copy of the complaint. A Director that takes any hostile or retaliatory action, directly or indirectly, against a complainant is subject to removal from the Board in conformance with the process identified above. Prior to scheduling a Board action on a complaint, the president shall consult with the Executive Committee and the chair of the Legal Affairs Committee. A Director accused of a violation of the code of conduct shall be provided at least 15 days' written notice of any meeting of the Board at which a determination of enforcement will be considered. A determination of enforcement may be made only at a regular meeting of the Board and shall be made in closed session. The determinations of the Board under this section shall not be admissible in any criminal or civil proceeding brought against the Director for conduct that violates any other law.~~

ARTICLE 5-- Regions

Section 5.01. Boundaries of Each Region.

- (a) There shall be a maximum of 10 regions within the state. The Board of Directors shall determine the regional boundaries. Insofar as is practicable, the regions shall have a numerical balance in members of the Association; make geographic sense; and promote regional problem solving.
- (b) A member of the Association may file a written petition to the Board of Directors requesting a change in regions. Such petition shall set forth the reasons for such requested change. The Board shall, within a reasonable time, act upon such petition and set forth the reasons for its action. Such action by the Board shall be based on factors in Section 5.01(a) above, as well as others deemed by the Board of Directors to be relevant to the decision.

Section 5.02. Officers.

- (a) The officers of each region shall be a chair and vice chair and three to five region board members who shall be elected by the region in each odd-numbered year. A region may maintain a board of fewer than five but not less than three members as provided in the region's rules and regulations. The officers of the region board shall take office on January 1 of the calendar year following election and shall hold office for two years, or until their successors take office. Regions shall hold elections by electronic ballot. [ACWA-Association](#) staff shall verify the legitimacy of the ballots.
- (b) The officers of each region shall: (1) exercise the powers and perform duties of the region during the interim between region meetings; and (2) make recommendations to the president regarding appointments to committees. The chair and vice chair shall be the region's representatives to the [ACWA](#) Board of Directors.
- (c) Each officer of a region shall be an officer, employee, or member of the governing body of a member agency of the Association, or other representative duly designated by a member agency of the Association to represent that member at the time of the appointment. Where an individual ceases to meet these criteria during the term of the office, the individual may not serve during the remaining term of that office unless that individual can again meet the criteria for the office and is appointed to complete the term. The region board may adopt more stringent criteria for board member qualifications as part of the region's rules and regulations.
- (d) Should a vacancy occur in any of the region board positions before the end of the term, the remaining members of the region board shall appoint a new member. A vacancy in the office of any region board position shall be deemed to exist when a region board

member: (1) resigns the office; (2) no longer is an officer, employee, or member of the governing body of a member agency of the Association, or other representative duly designated by a member of the Association to represent that member; or (3) is otherwise removed by a member agency of the Association.

Section 5.03. Nominating Committees. There shall be a nominating committee for each region consisting of three or more designees, each representing a member of the Association located within the region, appointed by the chair of the region and approved by the region board. Nominating committees shall be formed by February 28 of each odd-numbered year.

Section 5.04. Meetings. The meetings of each region shall be held at both the spring and fall conferences and at such other times and places as may be determined by the region chair. Representatives of five or more members of the Association from the region present at any region meeting shall constitute a quorum for purposes of conducting the business of the region. Any meeting, regular or special, may be held in person or by telephone conference, web video conference, or other electronic video screen communication or electronic transmission, as set forth in Section 4.06.

Section 5.05. Workgroups. Workgroups may be appointed by the region chair as needed.

Section 5.06. Rules. Each region shall organize and adopt rules and regulations for the conduct of its meetings and affairs not inconsistent with the Articles of Incorporation or bylaws of the Association. Each region shall abide by the code of conduct adopted by the Board of Directors of the Association.

ARTICLE 6 – Executive Committee

Section 6.01. Membership. There shall be an Executive Committee consisting of the following: the president of the Association, who shall be the chair thereof; the vice president; the most immediate active past president; the chair of the Finance Committee; and three at-large representatives selected from and by the members of the Board of Directors. The election of the three at-large representatives to the Executive Committee shall occur at the first Board of Directors meeting held in each even-numbered year and the elected representatives shall serve immediately following their election and until such time as their successors take office. To the extent practical, the Executive Committee should be constituted so as to reflect the geographic extent of the Association and the functions of the members of the Association.

Section 6.02. Powers. The Executive Committee shall have the following authority:

- (a) **Personnel.** Subject to the budget adopted by the Board of Directors, the Executive Committee shall perform the following personnel actions: (1) recommend compensation for the executive director/secretary to the Board of Directors for approval; (2) perform annual reviews of the executive director/secretary and submit that review to the Board of Directors; (3) review ~~and approve~~ the classification and compensation plan and publicly posted salary schedule for Association employees submitted by the executive director/secretary, which shall be ~~reviewable-approved~~ reviewable-approved by the Board of Directors, ~~in~~

~~closed session, upon request of the Board of Directors;~~ (4) establish personnel policies for the conduct and behavior of employees, which shall be reviewable by the Board of Directors; and (5) undertake such other personnel actions as may be requested by the executive director/secretary in support of his or her oversight of all other personnel matters, which shall be reviewable by the Board of Directors, in closed session, upon request of the Board of Directors.

- (b) **Delegation.** The Executive Committee may act pursuant to any authority specifically delegated to it by the Board of Directors. The delegation shall indicate whether the authority is still subject to the ultimate authority of the Board.
- (c) **Authority to Act Between Meetings.** The Executive Committee may act for the Board of Directors between Board meetings when calling a special meeting of the Board of Directors is impracticable, provided that no such action of the Executive Committee shall be binding on the Board of Directors until authorized or approved by the Board. The Executive Committee has the authority to authorize actions recommended by the Legal Affairs Committee (such as the filing of letter briefs and amicus curiae briefs) by electronic means without the need for an in-person or telephonic meeting, but such actions shall be ratified by the Board of Directors at its next meeting.

Section 6.03. Reporting. The president, or any person designated by the president, shall report to the Board of Directors, at each regular Board meeting, any action taken by the Executive Committee since the last preceding regular Board meeting. The minutes of Executive Committee meetings, which at that time may still be in draft form, shall be mailed (using the U.S. Postal Service, express delivery, electronic means, or otherwise) to each member of the Board of Directors at least five days prior to Board meetings, except in cases in which the Executive Committee meets during or immediately prior to a conference of the Association or immediately prior to a Board meeting, in which case the minutes, which may still be in draft form, shall be mailed to each director promptly thereafter.

Section 6.04. Meetings. The Executive Committee shall hold regularly scheduled meetings as set by the president. Special meetings of the Executive Committee may be called by the president upon notice to the members of that committee or upon written request of three Executive Committee members. Notice for special Executive Committee meetings shall be provided to the entire Board: (1) upon five days' written notice sent by mail, or (2) upon 24 hours' notice with notice provided by electronic means; and all such meetings shall be open to the Board of Directors. Any meeting, regular or special, may be held in person or by telephone conference, web video conference, or other electronic video screen communication or electronic transmission, as set forth in Section 4.06. All members of the Board of Directors may attend any meeting of the Executive Committee. Meetings of the Executive Committee may be closed to others at the discretion of the president or committee. Only members of the Executive Committee are allowed to vote on matters at a meeting of the committee.

Section 6.05. Minutes. The minutes of the Executive Committee meetings shall be kept by the executive director/secretary at the Association's principal office. Actions of the Executive Committee shall

be reported to the Board of Directors as provided in Section 3 of this Article and shall be available to any member of the Board of Directors upon request to the executive director/secretary.

ARTICLE 7 – Standing Committees

Section 7.01. Qualification. In order to serve on any ~~ACWA~~Association standing committee, an individual must be an officer, employee, or member of the governing body of a member agency of the Association, or other representative duly designated by a member agency of the Association to represent that member at the time of the appointment. Where an individual ceases to meet these criteria during the term of the appointment, the individual may not serve during the remaining term of that appointment unless that individual can again meet the criteria for appointment and is appointed to complete the term.

Section 7.02. Term of Office. The term of office of standing committee members shall be two years commencing on January 1 of each even-numbered year. The term of office of standing committee chairs and vice chairs shall be approximately two years and shall commence as soon after January 1 of the even-numbered year as they may be appointed by the president and ratified by the then-seated Board of Directors, and shall terminate on December 31 of the odd-numbered year approximately two years later or until their successors are appointed and ratified.

Section 7.03. Meetings. Meetings of standing committees may be called at such times and places designated by the respective chair thereof except where provided otherwise by these bylaws. Any meetings of standing committees may be conducted, in whole or in part, by electronic transmission or by electronic video screen communication, as set forth in Section 4.06. Subject to the provisions of these bylaws and any actions that may be taken by the Board of Directors, the chairs of each standing committee may establish their own rules for the efficient operation of the committee they each chair. The chairs of each standing committee are authorized to create subcommittees and workgroups in order to complete the work of the committee.

Section 7.04. Committee Composition. Each limited standing committee shall have a membership composition that is comprised of members in the quantity and with qualifications as defined by the provisions of these bylaws. The committee chair position shall not be included in the maximum count for determining the committee composition total of any given limited committee. The committee chair shall, however, be a voting member of their respective committees subject to the rules and procedures of each committee. If the chair is absent, the vice chair shall fill the role of the chair during such absence.

Section 7.05. Agriculture Committee. There shall be an Agriculture Committee whose duty it shall be to recommend Association policy, positions and programs to the Board of Directors, State Legislative Committee, Federal Affairs Committee or other committees, as appropriate, regarding agricultural issues affecting the interests of ~~ACWA~~the Association and its members. The committee shall consist of at least one member from each region.

Section 7.06. Business Development Committee. There shall be a Business Development Committee whose duty it is to develop and recommend to the Board of Directors programs and activities to be

provided or administered by the Association that generate non-dues revenue and provide a service or benefit to member agencies. The committee shall consist of at least one member from each region and may include members from any of the other standing committees.

Section 7.07. Communications Committee. There shall be a Communications Committee whose duty it shall be to develop and make recommendations to the Board of Directors regarding a comprehensive internal and external communications program for the Association and to promote development of sound public information and education programs and practices among member agencies. The committee shall consist of no more than 40 members. The committee shall consist of at least one member from each region.

Section 7.08. Energy Committee. There shall be an Energy Committee whose duty it shall be to recommend policies and programs to the Board of Directors and to the State Legislative Committee and/or Federal Affairs Committee as appropriate. The committee shall consist of at least one member from each region.

Section 7.09. Federal Affairs Committee. There shall be a Federal Affairs Committee whose duty it shall be to review all federal legislative proposals and regulatory proposals affecting member agencies, after consulting with other appropriate committees, and to develop Association positions consistent with existing policy, where it has been established; recommend sponsorship of bills that will resolve problems or improve conditions for member agencies; and assist in the establishment of the Association's federal legislative program. The committee shall consist of at least one, but no more than five members from each region.

Section 7.10. Finance Committee. There shall be a Finance Committee whose duty it shall be to make recommendations to the Board of Directors regarding annual budgets, dues formula and schedules and other revenue-producing income, annual audit and selection of an auditor, and investment strategies. The committee shall consist of the president and vice president of the Association as *ex officio* members, either the chair or vice chair from each of the Association's 10 region boards, and one additional member from each region with experience in financial matters.

Section 7.11. Groundwater Committee. There shall be a Groundwater Committee whose duty it shall be to recommend policies and programs to the Board of Directors and to the State Legislative Committee and/or Federal Affairs Committee as appropriate. The committee shall consist of at least one member from each region.

Section 7.12. Legal Affairs Committee. There shall be a Legal Affairs Committee whose duty it shall be to support the mission of the Association, and more particularly to deal with requests for assistance involving legal matters of significance to member agencies, including but not limited to state and federal court litigation, water rights matters, selected regulatory and resources agency matters, proposed bylaw revisions, review of legislation as requested by the State Legislative Committee, etc. The committee shall consider matters and issues submitted to it in order to determine which ones are of major significance to the member agencies and, assuming a finding of major significance, recommend to the Board of Directors

the position(s) which the committee believes the Association should take with respect thereto. The committee shall be composed of between 34 and 44 attorneys, each of whom shall be a member of the California Bar and shall be, or act as, counsel for a member agency, representing diverse interests within the Association, including but not limited to, different geographical areas throughout the state, large and small agencies, agricultural and urban agencies, agencies created under the various enabling statutes, etc. The committee shall consist of at least one member from each region.

Section 7.13. Local Government Committee. There shall be a Local Government Committee whose duty it shall be to recommend policies to the State Legislative Committee, as appropriate, and Board of Directors on matters affecting water agencies as a segment of local government in California. The committee shall consist of at least one, but no more than three members from each region.

Section 7.14. Membership Committee. There shall be a Membership Committee whose duty it shall be to assist staff in developing membership recruitment and retention programs, make recommendations to the Board of Directors regarding membership policies, eligibility, and applications for membership and review and make recommendations to the Finance Committee regarding an equitable dues structure. The committee shall consist of at least one member from each region.

Section 7.15. State Legislative Committee. There shall be a State Legislative Committee whose duty it shall be to review all state legislative proposals affecting member agencies and to establish Association positions, consistent with existing policy, where it has been established; sponsor bills that will resolve problems or improve conditions for member agencies; and assist in the establishment of the Association's legislative program. The committee shall consist of members representing a variety of types of member agencies and at least one, but no more than four members from each region.

Section 7.16. Water Management Committee. There shall be a Water Management Committee whose duty it shall be to recommend policy and programs to the Board of Directors on any area of concern in water management. The committee shall consist of at least one, but no more than four members from each region.

Section 7.17. Water Quality Committee. There shall be a Water Quality Committee whose duty it shall be to develop and recommend Association policy, positions, and programs to the Board of Directors, to promote cost-effective state and federal water quality regulations that protect the public health, to enable interested member agencies to join together to develop and coordinate with other organizations, and to present unified comments regarding agricultural and domestic water quality regulations. The committee shall consist of at least one member from each region.

ARTICLE 8 – Special Councils, Committees, and Task Forces

Section 8.01. Council of Past Presidents. There shall be a Council of Past Presidents composed of all past presidents of the Association who serve on the council until each is no longer able to or wishes to serve. The council shall provide a mechanism for past presidents to continue to make valuable

contributions to the Association. With approval of the Board of Directors, the president and/or executive director/secretary may assign specific responsibilities to the council from time to time. Members of the Council of Past Presidents are invited to attend and participate in the Association's Board and Executive Committee meetings, including attending closed sessions. With the exception of the immediate past president, members of the Council of Past Presidents are non-voting.

Section 8.02. Election Committee. There shall be an Election Committee consisting of eleven representatives established by February 28 of each odd-numbered year, whose purpose shall be to present qualified individuals for the offices of president and vice president of the Association. The Election Committee shall vet all candidates to determine if the eligibility criteria have been met. The Election Committee will endorse a preferred candidate for president and vice president before presenting an open ballot with all qualifying candidates to the members for a vote in the manner set forth in Section 9.10 and Section 9.11.

(a) **Selection.** The Election Committee shall be selected in the following manner:

(1) Each of the 10 currently seated Region Boards in the odd-numbered year shall appoint a representative from their respective regions to serve on the Election Committee.

(2) One representative appointed by the president in the odd-numbered year shall also serve on the Election Committee. Neither the president nor the vice president qualifies to be appointed to this position.

(b) **Qualification.** In order to serve on the Election Committee, an individual must be an officer, employee, or member of the governing body of a member agency of the Association, or other representative duly designated by a member agency of the Association to represent that member at the time of the appointment. Past presidents, who are Honorary Life Members of the Association, may also serve on the Election Committee without meeting stated qualifications unless otherwise disqualified. Where an individual ceases to meet these criteria during the election cycle, the individual may not continue to serve. When the disqualified member represented a Region Board, the affected Region Board shall select a replacement representative. When the disqualified member represented the President, the President shall select an alternate representative.

Section 8.03. Other Committees and Task Forces. Other committees and task forces may be appointed by the president from time to time as needed, consistent with and supportive of the mission of the Association.

ARTICLE 9 – Meetings of Members

Section 9.01. Meetings. Meetings of the members of the Association shall be held at the Association’s conferences to provide a report to the members on the Association’s activities during the past year, provide an overview of the Association’s finances, announce the newly elected president and vice president of the Association in each odd-numbered year, and to transact such other proper business as may come before the meeting.

Section 9.02. Special Meetings. Special meetings of the members of the Association may be called by the Board of Directors, the president of the Board of Directors, or by 5 percent or more of the members of the Association. Except when called by the Board, a request for a special meeting must be in writing and must be delivered in person or mailed by first-class mail addressed to the president of the Board at the principal office of the Association, with a copy to the executive director/secretary. The request must state the general nature of the business proposed to be transacted at the meeting.

A special meeting that has been called by written request of 5 percent of the member agencies of the Association to the Board of Directors shall be set by the Board of Directors on a date that is not less than 35 or more than 90 days after receipt of the request.

Section 9.03. Meetings by Remote Communication. Any meeting of the members may be conducted, in whole or in part, by electronic transmission by and to the Association or by electronic video screen communication. The member shall be deemed present in person at the meeting if the following apply:

- (a) The Association implements reasonable measures to provide the member a reasonable opportunity to participate in the meeting and to vote on matters submitted to the members, including an opportunity to read or hear the proceedings of the meeting substantially concurrently with those proceedings.
- (b) If any member votes or takes other action at the meeting by means of electronic transmission to the Association or electronic video screen communication, a record of that vote or action is maintained by the Association.
- (c) The Association verifies that each person participating remotely is an authorized representative of a voting member.

Section 9.04. Notice Requirements for Membership Meetings. Written notice of any membership meeting shall be given to each voting member of the Association. The notice shall state the date, time, and place of the meeting; the means by which members may participate; and the general nature of the business to be transacted. The member notification information shall also be posted on the Association’s website.

Except as otherwise provided in these bylaws or California law, a written notice of regular membership meetings shall be given not less than 10 or more than 90 days before the date of the meeting to each

member who, on the record date for notice of the meeting, is entitled to vote; provided, however, that if notice is given by mail, and the notice is not mailed by first-class, registered, or certified mail, that notice shall be given not less than 20 days before the meeting.

Section 9.05. Notice Requirements for Special Meetings. The executive director/secretary shall cause notice to be given to all members of the Association of the date, time, and place of the meeting and the general nature of the business to be transacted at the meeting. No business except that specified in the request and notice may be transacted at said special meeting. If notice of the requested special meeting is not given within 20 days after receipt of the request, the person or persons requesting the meeting may give the notice.

Section 9.06. Voting. Each member of the Association in good standing at the time of the annual or special meeting shall be entitled to one vote that shall be cast by its authorized representative. Each member must designate its authorized representative prior to the annual or special meeting. It is the member's responsibility to designate or update its authorized representative as needed. The Association may confirm with any member the identity of that member's authorized representative for the purpose of casting ballots in any election of president and vice president, [amendments to these Bylaws, or other Association business that requires a vote](#). All questions, except amendments or revisions of these bylaws, shall be determined by a majority of the members present and voting. A roll call may be requested by any authorized representative.

Section 9.07. Amendment of Bylaws. These bylaws may be amended or revised by two-thirds of the member agencies of the Association present and voting at any meeting.

Section 9.08. Quorums. The presence of the authorized representatives of at least 50 members of the Association at any meeting of the members shall constitute a quorum for transacting business. ~~Written ballots timely received from the authorized representative of 50 members shall constitute a quorum for elections of president and vice president.~~ [Actions taken by written ballot shall require the timely receipt of the written ballot from the authorized representatives of at least 50 members to constitute a quorum.](#)

Section 9.09. Amendments, Revisions, and Resolutions. Before any amendments or revisions to the bylaws, or resolutions, may be considered at any meeting of the Association, any such amendment, revision, or resolution shall be submitted to the executive director/secretary at least 90 days prior to the first day of such meeting. The executive director/secretary shall promptly distribute any proposed amendments or revisions to the Legal Affairs Committee for the Legal Affairs Committee to develop an unbiased analysis of the amendments or revisions. Following development of an analysis for the proposed amendments or revisions, the executive director/secretary shall distribute copies of any resolutions, amendments or revisions, including any applicable analyses, to all members of the Association not less than 10 days or more than 90 days prior to presentation at such meeting. The written notice of the membership meeting shall be given to each voting member of the Association consistent with the provisions defined in Section 9.04. The 90-day rule may be suspended at any meeting of the Association

by consent of three-fourths of the members present. Voting on resolutions, amendments, or revisions shall proceed as provided by Sections 9.06 and 9.07.

Section 9.10. Nomination of President and Vice President.

- (a) **Qualification.** At the time of their election, the president and vice president of the Association shall each be an elected or appointed member of the governing body or commission (as appropriate) of a member agency of the Association.
- (b) **Nominating Resolutions.** All nominations for the positions of president and vice president shall be accompanied by an official resolution from the Association member agency on whose board the nominee serves. Said resolution shall be signed by an authorized signatory of the member agency's Board of Directors.

Section 9.11. Election of President and Vice President. Each member of the Association in good standing at the time a vote is cast is entitled to one vote for election of the president and vice president that shall be cast by its authorized representative by written ballot. The ballot and any related material may be sent by first class, registered, or certified mail or electronic transmission by the Corporation that meets the requirements of Corporations Code section 20, and responses may be returned to the Corporation by mail or electronic transmission. On any written ballot for the election of president or vice president, an authorized representative acting on behalf of the member may write in a qualified candidate for election. Nominating resolutions for write-in candidates must be received by the deadline for the return of ballots.

Section 9.12. Write-In Candidates. If a write-in candidate prevails in any election for president or vice president, such individual shall not be officially elected into such position until the Election Committee confirms that the individual meets the eligibility criteria and qualifications requirements.

Section 9.13. Run-off Election for President and Vice President. In the event a nominee does not receive a majority of the votes for president or vice president, a run-off election shall be held for the office or offices for which a majority of the votes have not been received. The run-off election shall only involve the nominees who received the two highest amounts of votes. The run-off election shall be conducted in the same manner as the initial election.

Section 9.14. Additional Procedures for Election of President and Vice President. The Board shall have the authority to adopt policies for elections ("Election Policy") of president and vice president setting forth the details for the election of such positions when not otherwise contrary to or covered by these bylaws.

Section 9.14-Section 9.15. Action by Written Ballot. To the extent permitted by applicable law and subject to all applicable requirements, any action that may be taken at a regular or special member meeting of the members may be approved by written ballot if a ballot is sent to each member entitled to vote on the matter. If approved by the Board, ballots may be sent and returned by electronic transmission

as permitted in the Corporations Code. Ballot format, solicitation and voting thresholds shall meet the requirements of the Corporations Code and be consistent with applicable provisions of these Bylaws.

ARTICLE 10 –Indemnification of Directors, Officers, and Other Agents

Section 10.01. Right of Indemnity. To the fullest extent permitted by law, this Corporation shall indemnify its Directors, Officers, employees, and other persons described in Section 7237(a) of the California Corporations Code, including persons formerly occupying any such position, against all expenses, judgments, fines, settlements and other amounts actually and reasonably incurred by them in connection with any “proceeding,” as that term is used in that Section, and including an action by or in the right of the Corporation, by reason of the fact that the person is or was a person described in that section. "Expenses," as used in this bylaw, shall have the same meaning as in Section 7237(a) of the California Corporations Code.

Section 10.02. Approval of Indemnity. On written request to the Board by any person seeking indemnification under Section 7237(b) or Section 7237(c) of the California Corporations Code, the Board shall promptly determine under Section 7237(e) of the California Corporations Code whether the applicable standard of conduct set forth in Section 7237(b) or Section 7237(c) has been met and, if so, the Board shall authorize indemnification.

Section 10.03. Advancement of Expenses. To the fullest extent permitted by law and except as otherwise determined by the Board in a specific instance, expenses incurred by a person seeking indemnification under these bylaws in defending any proceeding covered by those Sections shall be advanced by the Corporation before final disposition of the proceeding, on receipt by the Corporation of an undertaking by or on behalf of that person that the advance will be repaid unless it is ultimately determined that the person is entitled to be indemnified by the Corporation for those expenses.

Section 10.04. Insurance. The Corporation shall have the right to purchase and maintain insurance to the full extent permitted by law on behalf of its Officers, Directors, employees, and other agents, against any liability asserted against or incurred by any officer, director, employee, or agent in such capacity or arising out of the officer’s, director’s, employee’s or agent’s status as such.

ARTICLE 11 - Miscellaneous

Section 11.01. Conduct of Meetings. All meetings of the Association shall be conducted in accord with the code of conduct and in substantial accordance with the latest edition of Robert’s Rules of Order Newly Revised unless the Board adopts alternate rules of conduct for itself and/or its committees, region boards, and region workgroups.

Section 11.02. Funds. The funds of the Association shall be used to further the aims and purposes of this Association. They shall be kept by the controller/treasurer and paid out by checks or other electronic means, which shall only be valid with two authorized signatures. The Board of Directors shall designate

by resolution which persons, other than the controller/treasurer, may sign for expenditures. The Finance Committee shall implement procedures to ensure necessary internal controls over the receipt and expenditures of Association funds and arrange for an external audit. Audit reports shall be presented to the Board of Directors.

Section 11.03. Disposition of Assets upon Dissolution. The Association’s properties and assets are irrevocably dedicated to the fulfillment of the Association’s purposes as described in Article 2 of the Articles of Incorporation. No part of the Association’s net earnings, properties and assets, on dissolution or otherwise, may inure to the benefit of any private person. Upon the dissolution of the Association, all debts thereof shall be paid and its affairs settled, and all remaining assets shall be distributed to the Association’s member political subdivisions for a public purpose, consistent with the provisions of the California Nonprofit Corporation Law relating to mutual benefit corporations then in effect and with the Articles of Incorporation.

Section 11.04. Definitions. As used in these ~~b~~Bylaws, the terms “electronic transmission” and “notice provided by electronic means” shall refer to notice and other communications given by fax or e-mail.

~~Section 11.04.~~**Section 11.05. Conflicts Between Bylaws and Other Association Policies.** To the extent permitted by applicable law, these Bylaws shall govern in the event there is a conflict between these Bylaws and another Association policy, rule, or procedure.

Amended comprehensively December 1, 2010

Amended May 9, 2012

Amended May 7, 2014

Amended December 2, 2015

Amended November 29, 2017

Amended & Restated November 30, 2022



Agenda Item: 11

STAFF REPORT

Board Meeting Date: November 6, 2024
Prepared By: Brett Hodgkiss

SUBJECT: MATTERS PERTAINING TO THE ACTIVITIES OF THE SAN DIEGO COUNTY WATER AUTHORITY

SUMMARY: Informational report by staff and directors concerning the San Diego County Water Authority. No action will be required.



SUMMARY OF FORMAL BOARD OF DIRECTORS' MEETING OCTOBER 24, 2024

1. Monthly Treasurer's Report on Investments and Cash Flow.
The Board noted and filed the Treasurer's report.
2. Establish 2025 Board meeting dates.
The Board combined the November and December Board meeting dates to November 20, 2025 and approved the 2025 Board meeting dates calendar.
3. Ordinance making amendments to Chapter 4.08 of the Administrative Code.
The Board adopted Ordinance No. 2024-06, an Ordinance of the Board of Directors of the San Diego County Water Authority making amendments to Chapter 4.08, Section 4.08.040(d) of the Administrative Code.
4. Amendment with Cameron-Daniel P.C. for Legal Services.
The Board approved Amendment 2, with such non-material modifications as approved by the General Manager or General Counsel, to the legal services contract with Cameron-Daniel P.C. in the amount of \$150,000, increasing the contract amount from \$150,000 to \$300,000, and authorized the General Counsel, or designee, to execute the amendment.
5. Design professional services contract with Wood Rodgers, Inc. for as-needed civil and traffic engineering services.
The Board awarded a design professional services contract, with such non-material modifications as approved by the General Manager or General Counsel, to Wood Rodgers, Inc. for a not-to-exceed amount of \$3 million, to provide as-needed civil and traffic engineering services for a period of three years, with the option to extend one year, and authorized the General Manager, or designee, to execute the contract.
6. Adopt positions on various bills.
The Board adopted a position of Support on the federal bill S. 5012 "Lower Colorado River Multi-Species Conservation Program Amendment Act of 2024," authored by Senator Alex Padilla.
7. Consideration to Approve Federal Advocacy Contract.
The Board awarded a professional services contract, with such non-material modifications as approved by the General Manager or General Counsel, to Pace Government Relations for a 24-month contract (from November 1, 2024 through October 31, 2026) with the option to renew for an additional 24-months for federal advocacy services for a total compensable contract amount not to exceed \$357,000 (inclusive of reimbursable expense allowance) over the contract term.
8. Approval of Minutes
The Board approved the minutes of the Formal Board of Directors' meeting of September 19, 2024.



9. Retirement of Director Gary Hurst, Ramona MWD representative.
The Board adopted Resolution No. 2024-20, a resolution of the Board of Directors of the San Diego County Water Authority, honoring Gary Hurst upon his retirement from the Board of Directors.

10. Biennial Review of the Representatives to the Metropolitan Water District of Southern California.
The Board approved MWD Delegates representatives Lois Fong-Sakai, Marty Miller, Gail Goldberg, and Mel Katz for the next two years.



STAFF REPORT

Agenda Item: 12.A

Board Meeting Date: November 6, 2024
Prepared By: Ranae Ogilvie

SUBJECT: REPORTS ON MEETINGS AND EVENTS ATTENDED BY DIRECTORS

SUMMARY: Directors will present brief reports on meetings and events attended since the last Board meeting.



STAFF REPORT

Agenda Item: 12.B

Board Meeting Date: November 6, 2024
Prepared By: Ramea Ogilvie
Approved By: Brett Hodgkiss

SUBJECT: SCHEDULE OF UPCOMING MEETINGS AND EVENTS

SUMMARY: The following is a listing of upcoming meetings and events. Requests to attend any of the following events should be made during this agenda item.

	SCHEDULE OF UPCOMING MEETINGS AND EVENTS	ATTENDEES
1 *	Vista Chamber Government Affairs <i>Nov. 7, 2024; 12:00 p.m. – 1:30 p.m.; The Film Hub, Vista</i> <i>Reservation deadline: None</i>	Kuchinsky ◇
2 *	CSDA Quarterly Meeting <i>November 21, 2024; 6:00 p.m.; The Butcher Shop, Kearny Mesa</i> <i>Reservation deadline: TBD</i>	MacKenzie
3	ACWA Fall Conference <i>Dec. 3-5, 2024; JW Marriott Desert Springs Resort & Spa, Palm Desert</i> <i>Registration deadline: 11/15/2024; Cancellation deadline: 11/15/2024</i>	Sanchez 12/3 (R, H) Kuchinsky 12/4 (R) MacKenzie (R, H)
4 *	Vista Chamber Government Affairs <i>Dec. 5, 2024; 12:00 p.m. – 1:30 p.m.; The Film Hub, Vista</i> <i>Reservation deadline: None</i>	Kuchinsky ◇
5	Colorado River Water Users Association Conference <i>Dec. 4-6, 2024; Paris Hotel, Las Vegas</i> <i>Early Registration deadline: Closed; Cancellation deadline: Closed</i>	Miller (R, H) Sanchez (R, H)
6 *	2025 State of the Community Luncheon <i>January 27, 2025; 11:00 a.m. – 1:30 p.m.; City of Vista Community Room, Vista</i> <i>Registration deadline: TBD; Cancellation deadline: TBD</i>	
7	Urban Water Institute 2025 Spring Conference <i>February 26-28, 2025; Riviera Resort & Spa, Palm Springs, CA</i> <i>Registration deadline: 12/31/2024; Cancellation deadline: 2/14/2025</i>	
8	ACWA 2025 Spring Conference <i>May 13-15, 2025; Monterey, CA</i> <i>Registration deadline: TBD</i>	
9	Special District Legislative Days (CSDA) <i>May 20-21, 2025; Sacramento, CA</i> <i>Registration deadline: TBD</i>	
10	CSDA Annual Conference <i>August 25-28, 2025; Monterey, CA</i> <i>Registration deadline: TBD</i>	
11	2025 CALAFCO Annual Conference <i>October 22-24, 2025; San Diego, CA</i> <i>Registration deadline: TBD</i>	
12	ACWA 2025 Fall Conference <i>December 2-4, 2025; San Diego, CA</i> <i>Registration deadline: TBD</i>	
13	Colorado River Water Users Conference <i>December 16-18, 2025; Caesars Palace, Las Vegas, NV</i> <i>Registration deadline: TBD</i>	

* Non-per diem meeting except when serving as an officer of the organization
 The following abbreviations indicate arrangements that have been made by staff:
R=Registration; **H**=Hotel; **A**=Airline; **S**=Shuttle; **C**=Car; **T**=Tentative; ◇=Attendee to Self-Register



Agenda Item: 13

STAFF REPORT

Board Meeting Date: November 6, 2024
Prepared By: Brett Hodgkiss

SUBJECT: ITEMS FOR FUTURE AGENDAS AND/OR PRESS RELEASES

SUMMARY: This item is placed on the agenda to enable the Board to identify and schedule future items for discussion at upcoming Board meetings and/or identify press release opportunities.

Staff-generated list of tentative items for future agendas:

- General Manager Performance Evaluation (November)
- Communication and Engagement Plan (November/December)
- Annual Organizational Meeting (December)
- Edgehill Reservoir and Pump Station ribbon cutting ceremony (first quarter of 2025)



Agenda Item: 14

STAFF REPORT

Board Meeting Date: November 6, 2024
Prepared By: Ranae Ogilvie

SUBJECT: COMMENTS BY DIRECTORS

SUMMARY: This item is placed on the agenda to enable individual Board members to convey information to the Board and the public not requiring discussion or action.



Agenda Item: 15

STAFF REPORT

Board Meeting Date: November 6, 2024
Prepared By: Brett Hodgkiss

SUBJECT: COMMENTS BY GENERAL COUNSEL

SUMMARY: Informational report by the General Counsel on items not requiring discussion or action.



Agenda Item: 16

STAFF REPORT

Board Meeting Date: November 6, 2024
Prepared By: Brett Hodgkiss

SUBJECT: COMMENTS BY GENERAL MANAGER

SUMMARY: Informational report by the General Manager on items not requiring discussion or action.



Agenda Item: 17

STAFF REPORT

Board Meeting Date: November 6, 2024
Prepared By: Brett Hodgkiss

SUBJECT: CLOSED SESSION – LABOR NEGOTIATIONS

SUMMARY: Conference with labor negotiators pursuant to Government Code section 54957.6(a). Agency negotiators: Phil Zamora, Frank Wolinski and Shallako Goodrick.