



**MADERA IRRIGATION DISTRICT
BOARD OF DIRECTORS
GROUNDWATER SUSTAINABILITY AGENCY
MEETING
AGENDA**

Members of the public can participate *in-person* or in the following ways:

1. Zoom Meeting

<https://us02web.zoom.us/j/81825328339?pwd=dO6k5OLdTSGCAPZYnMHBALemidtze9.1>

Meeting ID: 818 2532 8339

Passcode: 125871

2. Conference Call-In: +1 669 900 9128 or +1 346 248 7799

Meeting ID: 818 2532 8339

Passcode: 125871

3. Email: You may submit comments on a specific agenda item via email to asandoval@madera-id.org. We request emails be sent at least two hours prior to the start of the meeting.

If Members of the public have any problems accessing the meeting, please contact the District office at 559-673-3514. For a copy of the Board Packet, please contact Board Secretary Andrea Sandoval at asandoval@madera-id.org.

MISSION STATEMENT

To obtain and manage affordable surface water and groundwater supplies in a manner which will ensure the long-term viability of irrigated agriculture in the District.

Meeting Date:
Tuesday, October 15, 2024
1:00 p.m.

Madera Irrigation District
12152 Road 28 ¼
Madera, California 93637

In compliance with the California Government Code, members of the public may inspect the agenda and any associated writings, including documents delivered after the 72-hour advance posting of the agenda during regular business hours at the Madera Irrigation District Office, located at 12152 Road 28 1/4, Madera, California 93637.

In compliance with the Americans with Disabilities Act, if you need special assistance to participate in this meeting, please contact the Administration Office at 559-673-3514, ext. 215. Notification in advance of the meeting will enable MID to make reasonable arrangements to ensure accessibility to this meeting.

1:00 p.m. CALL TO ORDER / ROLL CALL

APPROVAL OF AGENDA

PUBLIC COMMENT: Closed Session

The first fifteen minutes of this portion of the meeting are reserved for members of the public to address the Board of Directors on Closed Session items listed on the Agenda. Speakers seeking to comment on other items are requested to make those comments during the Public Comment portion of the meeting at 2:00 p.m. Speakers shall be limited to three minutes. Speakers will be asked to identify themselves and state the subject of their comment. The Board is prohibited by law from taking any action on matters discussed that are not on the Agenda, and no adverse conclusions should be drawn if the Board does not respond to public comment at this time.

POTENTIAL CONFLICTS OF INTEREST: Closed Session

Any Board Member who has a potential conflict of interest may now identify the item and recuse themselves from discussing and voting on the matter. (*Govt. Code, § 87105.*)

1. CLOSED SESSION Closed Session items not concluded prior to Regular Session may be continued at the end of the Regular Session.

- 1a. CONFERENCE WITH LEGAL COUNSEL – ANTICIPATED LITIGATION – Significant exposure to litigation pursuant to paragraph (2) of subdivision (d) of Government Code Section 54956.9 (2 potential cases)
- 1b. CONFERENCE WITH LEGAL COUNSEL – ANTICIPATED LITIGATION – Potential initiation of litigation pursuant to paragraph (4) of subdivision (d) of Government Code Section 54956.9 (2 potential cases)
- 1c. CONFERENCE WITH LEGAL COUNSEL – EXISTING LITIGATION – Pursuant to Paragraph (1) of subdivision (d) of Section 54956.9; Petition for the Adjudication of Rights to the Fresno River, before the State Water Resources Control Board
- 1d. CONFERENCE WITH LEGAL COUNSEL – EXISTING LITIGATION – Pursuant to Paragraph (1) of subdivision (d) of Government Code Section 54956.9; Madera Irrigation District v. Smith-Adobe Ranch Family Limited Partnership, Case No. MCV081757
- 1e. CONFERENCE WITH LEGAL COUNSEL – EXISTING LITIGATION – Pursuant to Paragraph (1) of subdivision (d) of Government Code Section 54956.9; *NRDC v. Rogers*, U.S. District Court, Eastern District of California (Sacramento Division), Case No. 88-CV-1658-JAM-GGH
- 1f. CONFERENCE WITH LEGAL COUNSEL – EXISTING LITIGATION – Pursuant to Paragraph (1) of subdivision (d) of Government Code Section 54956.9; Madera Irrigation District v. Allstate Insurance Company, Case No. MCV090064

1g. CONFERENCE WITH REAL PROPERTY NEGOTIATORS – Pursuant to Government Code Section 54956.8

Property: 027-172-010

Agency Negotiator: Thomas Greci and Dina Nolan

Negotiating Party: David and Renae Ross

2:00 p.m. CALL TO ORDER REGULAR SESSION / PLEDGE OF ALLEGIANCE

REPORT ON CLOSED SESSION

POTENTIAL CONFLICTS OF INTEREST

Any Board Member who has a potential conflict of interest may now identify the item and recuse themselves from discussing and voting on the matter. (*Govt. Code, § 87105.*)

PUBLIC COMMENT: MID Groundwater Sustainability Agency & Regular Session

The first fifteen minutes of the meeting are reserved for members of the public to address the MID Board on items which are within the subject matter jurisdiction of the Board. Speakers shall be limited to three minutes. Speakers will be asked to identify themselves and state the subject of their comment. If the subject is an item on the Agenda, the President of the Board has the option of asking the speaker to hold the comment until that item is called. The Board is prohibited by law from taking any action on matters discussed that are not on the Agenda, and no adverse conclusions should be drawn if the Board does not respond to public comment at this time.

ADJOURN AS BOARD OF DIRECTORS & CONVENE AS MID GROUNDWATER SUSTAINABILITY AGENCY

- a. Update on MID Groundwater Sustainability Agency (GSA)
 - NRCS Environmental Quality Incentive Program Grant Funding Award
 - Consider Before You Convert Flyer
 - Letter from Department of Water Resources regarding Annual Reports for the Madera Subbasin, Water Year 2023
 - SGMA Facilitation Support Services Grant

ADJOURN AS MID GROUNDWATER SUSTAINABILITY AGENCY & RECONVENE AS MID BOARD OF DIRECTORS

2. CONSENT AGENDA

- 2a. Approval of August 8, 2024 Special Board Meeting Minutes
- 2b. Discussion / possible action on approval of warrant list payments through September 26, 2024
- 2c. Discussion / possible action on monthly financial reports for July and August 2024

3. DEPARTMENT REPORT – DISTRICT OPERATIONS

4. GENERAL MANAGER'S REPORT

- 4a. Update of Activities
- Open Enrollment
 - November / December Board Meetings
 - Breakfast with Bosses – November 22, 2024
 - Madera-Chowchilla Water & Power Authority
 - Water Season

5. OLD BUSINESS

- 5a. Discussion / possible action on acceptance of 401a Plan Report on Audited Financial Statements Year Ended December 31, 2023 and 2022, Resolution No. 2024-16 – **Timed Item 2:45 p.m.**

6. NEW BUSINESS

- 6a. Premier of Madera Irrigation District Outreach Video
- 6b. Discussion / possible action on Amendment to the Controller's Employment Agreement, Resolution No. 2024-19
- 6c. Discussion / possible action on 2025 Riparian Water Year
- 6d. Discussion / possible action on Association of California Water Agencies proposed Amendments to Bylaws and designation of Voting Representatives

7. DIRECTOR REPORTS, COMMITTEE REPORTS, FUTURE AGENDA ITEMS

- Director DaSilva
- Director Davis
- Director Janzen
- Director Loquaci
- Director Erickson

8. ADJOURNMENT

AGENDA ITEM a.

CONSIDER BEFORE YOU CONVERT

Your actions help make us sustainable now and into the future!



WHAT TO CONSIDER

Surface water is the key to the Madera Irrigation District Groundwater Sustainability Agency's success! When surface water is available, we must maximize its use. Irrigating with surface water is the first step, recharging when additional supplies are available is the next.

HOW YOU CAN PLAN

- Prior to redevelopment, look at your soil types and areas where recharge can occur, understand those locations as potential recharge areas or places where a basin could be located.
- Consider small berms around your fields to aid in On-Farm Recharge, when available.
- Take into consideration your field's direction when planting and land leveling.
- If there are existing flood systems, leave them in place for future surface water deliveries and recharge opportunities. If there is not a flood system, consider adding one or include connections so temporary pipe can be used in wet years to irrigate or recharge.



WHY YOU SHOULD PARTICIPATE

Utilizing surface water to the fullest extent helps:

- Preserve our groundwater for when we need it
- Provide localized recharge
- Improve soil health
- Maintain sustainability and **ability to farm without pumping restrictions**

Madera Irrigation District

12152 Road 28 1/4, Madera, CA 93637

(559) 673-3514

www.madera-id.org





CALIFORNIA DEPARTMENT OF WATER RESOURCES

SUSTAINABLE GROUNDWATER MANAGEMENT OFFICE

715 P Street, 8th Floor | Sacramento, CA 95814 | P.O. Box 942836 | Sacramento, CA 94236-0001

May 31, 2024

John Davids



RE: Annual Reports for the Madera Subbasin, Water Year 2023

Dear John Davids,

As the basin point of contact for the groundwater sustainability plans (GSPs or Plans) in the Madera Subbasin (Subbasin), this letter is to inform you that the Department of Water Resources (Department) has reviewed the annual reports submitted for the Subbasin for Water Year 2023. The Sustainable Groundwater Management Act (SGMA) requires, on April 1 following the adoption of a GSP and annually thereafter, an annual report to be submitted to the Department. The required contents of annual reports are included in the GSP Regulations (23 CCR § 356.2), as is the Department's role in reviewing annual reports (23 CCR § 355.8).

Once an annual report has been submitted, the Department is required to notify the submitting agency of receipt within 20 days, review the information to determine whether the basin's GSPs are being implemented in a manner likely to achieve its established sustainability goal, and notify the submitting agency in writing if additional information is required (23 CCR § 355.8).

Based on the review of the annual reports, Department staff have determined additional information is required from the submitting agency to either fulfill data and reporting standards or meet the requirements of the GSP Regulations (23 CCR § 356.2). Without this information, it is unclear whether the Plans are being implemented in a manner that will likely achieve the sustainability goal for the basin. Staff note three items that warrant requesting additional information pursuant to 23 CCR § 355.8.(b), as explained below.

1. Additional Information Related to Monitoring

While the annual reports provide estimates of groundwater elevation and storage change in Subbasin, the groundwater sustainability agencies (GSAs) have not collected monitoring data for a large portion of the monitoring network. For example, groundwater level data has not been collected at nearly 50% of representative monitoring sites. The annual reports indicate that the GSAs are facing ongoing issues

with loss of access and propose potential new monitoring sites. However, staff have noted that ten sites from the current monitoring network have not had a successful measurement in several years due to repeated inaccessibility or destruction, as documented in the reports. Despite not having measurements for several years, these monitoring sites have not been replaced. Department staff request:

- The GSAs either provide the missing information, if available, or provide an analysis of the level of uncertainty created in developing a detailed understanding of groundwater conditions given that measurements for most of the monitoring networks were not collected. Further, the GSAs should explain how future monitoring efforts will either collect data from each of the representative monitoring sites or identify replacement locations where data will be collected.

2. Additional Information Related to Progress Toward Implementing the Plans

Based on the measurements that have been collected, minimum thresholds are being exceeded at over 85% of measured wells (6 of 7) in the Upper Aquifer and over 90% of measured wells (15 of 16) in the Lower Aquifer. Staff note that measurements provided for the spring in 2023—which represents a seasonal high for groundwater elevations—are also below established minimum thresholds for three monitoring sites.

While the planned exceedance of minimum thresholds via interim milestones for a temporary period to allow necessary projects and management actions to be developed and implemented has been evaluated and approved by the Department, it is critical the GSAs show actual progress towards implementing those activities and mitigating overdraft. The GSAs have not provided details demonstrating actual progress toward implementing the Plans to address these exceedances. A key management action planned by the GSAs—titled Demand Management—is anticipated to provide over 40% of the demand reduction required (90,000 acre-feet per) in the Subbasin by 2040. The annual reports document that management action has provided no benefit to date despite the expectation that the quantifiable benefit would start in 2020 and increase by 2% (of the total demand reduction amount) annually, for a total cumulative reduction of 10% by 2025. Given the lack of progress to date, it is unclear how the GSAs will reduce groundwater pumping by the proposed 6% per year rate starting in 2026 as anticipated in the Plans to mitigate the ongoing overdraft and raise water levels to minimum threshold levels. Department staff request:

- The GSAs provide a clear and concise explanation of current groundwater conditions, which include how many minimum threshold and interim milestone exceedances are present in the Subbasin and whether they constitute undesirable results.
- The GSAs provide an update to the suite of feasible projects and management actions to mitigate current levels of overdraft in the Subbasin and are likely to

achieve the sustainability goal for the Subbasin and allow water levels to stabilize and recover to minimum thresholds levels by 2040.

3. Additional Information Related to Effects to Beneficial Uses and Users of Groundwater

The Department's Dry Well Reporting System received 37 reports of wells going dry during water year 2023 in the Madera Subbasin. However, the annual reports do not mention this and completely lack a discussion of reported effects to beneficial uses and users, property interests, or well infrastructure as groundwater levels continue to decline. Staff believe documenting the effects occurring in the basin, especially wells going dry, is required to effectively implement the planned well mitigation program and demonstrate progress towards implementing the Plans, including achieving interim milestones.

- The GSAs provide a description of the effects to beneficial uses and users, property interests, and well infrastructure that occurred during water year 2023 due to groundwater conditions. This should include a comparison of the observed dry wells to the anticipated level of impact on domestic and municipal wells used to develop estimates in the GSPs and the mitigation plan. The GSAs should also describe how the GSAs are coordinating with these users to manage the Subbasin to avoid significant and unreasonable conditions.

The GSAs should provide additional information to the Department in the upcoming periodic evaluation (required to be submitted before January 31, 2025) and future annual reports. Failure to provide additional information requested may prevent the Department from concluding that the Plans are being implemented in a manner that will likely achieve the sustainability goal for the basin, which may result in the Plans being found inadequate and referred to the State Water Resources Control Board.

A few other minor issues were noted during the review that should be addressed in future annual report submittals including:

- The data submitted to the SGMA Portal needs to be aggregated for the entire basin, rather than separate data submittals for each GSA.
- The basin point of contact should submit one annual report for the entire Subbasin each year with the additional GSA specific information included as appendices, as necessary. The one coordinated annual report should document the aggregated data for the entire Subbasin that was submitted to the SGMA Portal while also presenting the GSA-specific data and information in tabular form.

Please contact the assigned DWR basin point-of-contact or sgmps@water.ca.gov if you have questions about this notice or the annual reporting process. The Department looks forward to receiving your Water Year 2024 Annual Report by April 1, 2025.

Thank You,

Paul Gosselin

Paul Gosselin
Deputy Director
Sustainable Groundwater Management

-----Original Message-----

From: John Davids [REDACTED]

Sent: Tuesday, October 1, 2024 10:13 AM

Subject: Annual Report Letter

Good Morning All -

I'm in the field this morning, but did touch base with Paul Gosselin yesterday regarding the madera annual report letter. Paul clearly articulated that annual reports aren't actionable, letter wasn't intended to be a threat, and we aren't headed to the SWRCB as a result of the letter. Paul noted this is their first opportunity to provide real comments based on their review and we simply need to address in our WY 2024 annual report.

Please let me know if you have any questions.

Regards,

JBD

[EXTERNAL EMAIL] DO NOT CLICK links or attachments unless you recognize the sender and know the content is safe.

AGENDA ITEM 2a.



**MADERA IRRIGATION DISTRICT
BOARD OF DIRECTORS
GROUNDWATER SUSTAINABILITY AGENCY
SPECIAL MEETING
AUGUST 8, 2024**

MINUTES

Directors Present: James Erickson, President
Tim DaSilva
Brian Davis
Carl Janzen, Vice President
David Loquaci

Directors Absent: None

Staff Present: T. Greci, General Manager (GM Greci)
D. Cadenazzi Nolan, Assistant General Manager (AGM Nolan)
A. Kwock Sandoval, Secretary to the Board
J. Furstenburg, Controller
C. Contreras, Operations & Maintenance Manager (OMM Contreras)
E. Fuentes, MID Employees' Association President
J. Rosel, MID Employees' Association Vice President

Others Present: General Counsel John Kinsey, Wanger Jones Helsley; Ian Buck-Macleod, Friant Water Authority via Zoom, and others in-person or on Zoom that did not identify themselves

CALL TO ORDER / ROLL CALL

President Erickson called the meeting to order at 1:00 p.m. at the business office of the District at 12152 Road 28 ¼, Madera, California 93637.

APPROVAL OF AGENDA

MOTION: Director Janzen / Director Davis to approve the agenda as presented.

VOTE:

AYES: Directors Loquaci, Janzen, Davis, DaSilva, and Erickson

NOES:

ABSTAIN:
ABSENT:

POTENTIAL CONFLICTS OF INTEREST: Closed Session

General Counsel Kinsey reported there were no potential conflicts of interest for Closed Session.

PUBLIC COMMENT: Closed Session

President Erickson opened and closed public comment due to no public in attendance.

The Board convened to Closed Session at 1:02 p.m.

1. CLOSED SESSION Closed Session items not concluded prior to Regular Session may be continued at the end of the Regular Session.

- 1a. CONFERENCE WITH LEGAL COUNSEL – ANTICIPATED LITIGATION – Significant exposure to litigation pursuant to paragraph (2) of subdivision (d) of Government Code Section 54956.9 (3 potential cases)
- 1b. CONFERENCE WITH LEGAL COUNSEL – ANTICIPATED LITIGATION – Potential initiation of litigation pursuant to paragraph (4) of subdivision (d) of Government Code Section 54956.9 (3 potential cases)
- 1c. CONFERENCE WITH LEGAL COUNSEL – EXISTING LITIGATION – Pursuant to Paragraph (1) of subdivision (d) of Section 54956.9; Petition for the Adjudication of Rights to the Fresno River, before the State Water Resources Control Board
- 1d. CONFERENCE WITH LEGAL COUNSEL – EXISTING LITIGATION – Pursuant to Paragraph (1) of subdivision (d) of Government Code Section 54956.9; Madera Irrigation District v. Smith-Adobe Ranch Family Limited Partnership, Case No. MCV081757
- 1e. CONFERENCE WITH LEGAL COUNSEL – EXISTING LITIGATION – Pursuant to Paragraph (1) of subdivision (d) of Government Code Section 54956.9; *NRDC v. Rogers*, U.S. District Court, Eastern District of California (Sacramento Division), Case No. 88-CV-1658-JAM-GGH
- 1f. CONFERENCE WITH LEGAL COUNSEL – EXISTING LITIGATION – Pursuant to Paragraph (1) of subdivision (d) of Government Code Section 54956.9; Madera Irrigation District v. Allstate Insurance Company, Case No. MCV090064
- 1g. CONFERENCE WITH REAL PROPERTY NEGOTIATORS – Pursuant to Government Code Section 54956.8
 - Property: 027-172-010
 - Agency Negotiator: Thomas Greci and Dina Nolan
 - Negotiating Party: David and Renae Ross

CALL TO ORDER REGULAR SESSION/ PLEDGE OF ALLEGIANCE

President Erickson called regular session to order at 2:00 p.m. with staff in attendance and the public in attendance.

REPORT ON CLOSED SESSION

There was no reportable action taken during Closed Session.

POTENTIAL CONFLICTS OF INTEREST

There were no potential conflicts of interest noted.

PUBLIC COMMENT: MID Groundwater Sustainability Agency & Regular Session

Director Janzen commented one of MID's former employees Vickie Garner recently passed away. She worked for MID in the Finance Department for 14 years and will be missed.

President Erickson commented on the farmer to farmer program that was developed from the Blueprint. It is an opportunity for farmers from different areas to connect.

ADJOURN AS BOARD OF DIRECTORS & CONVENE AS MID GROUNDWATER SUSTAINABILITY AGENCY – 2:05 p.m.

- a. Update on MID Groundwater Sustainability Agency (GSA)

AGM Nolan reported the District continues to work with NRCS on projects and funding for the projects. Basin #10 is currently being developed. The potential acquisition of another property is on the agenda for today.

AGM Nolan stated the consultants are working on the 5 year update for the Joint GSP and addressing the deficiencies in the plan. It is due at the end of January 2025.

ADJOURN AS MID GROUNDWATER SUSTAINABILITY AGENCY & RECONVENE AS MID BOARD OF DIRECTORS – 2:08 p.m.

2. CONSENT AGENDA

- 2a. Approval of June 10, 2024 Special Board Meeting Minutes
- 2b. Approval of June 18, 2024 Regular Board Meeting Minutes
- 2c. Approval of June 21, 2024 Special Board Meeting Minutes
- 2d. Approval of July 8, 2024 Special Board Meeting Minutes
- 2e. Discussion / possible action on approval of warrant list payments through July 19, 2024
- 2f. Discussion / possible action on monthly financial reports for May and June 2024

2g. Discussion / possible action on surplus of equipment, Resolution No. 2024-11

MOTION: Director Janzen / Director Davis to approve the Consent Agenda

DISCUSSION: There was no discussion.

PUBLIC COMMENT: President Erickson opened public comment and closed public comment due to no comments from the public in attendance.

VOTE: ROLL CALL

AYES: Director Loquaci, Janzen, Davis, DaSilva, and Erickson
NOES:
ABSTAIN:
ABSENT:

3. **DEPARTMENT REPORT – DISTRICT OPERATIONS**

OMM Contreras reported the potential Natural Resources Conservation Services (“NRCS”) funded projects includes 6 potential projects and the design plans have been completed and are under review. A new turnout was installed on the 24.2-9.0 and turnout 32.2-9.9 #19 will be split. Engineering staff continues right-of-way mapping and facility mapping updates.

GM Greci complimented the O&M staff on the great work at Basin #10. OMM Contreras reviewed the various project photos including Basin #10 work, pipeline leak repairs, and the grader/mower work. The new basin signage was installed at various sites.

4. **GENERAL MANAGER’S REPORT**

4a. Update of Activities

- Open Enrollment / Health & Benefits Fair, September 26, 2024
- Madera-Chowchilla Water & Power Authority (“MCWPA”)
- Water Season

GM Greci reported the Health & Benefits Fair will be held on September 26, 2024. Open enrollment packets will be distributed at the event.

GM Greci reported on MCWPA. All 4 power plants were running, unfortunately the end of July the 980 power plant went offline due to knocking. Staff will obtain bids for the repairs. Director Davis questioned how much generation will be lost with 980 being down. GM Greci stated approximately \$100,000 in revenue loss. GM Greci noted if the 980 stayed online it could cause more damage and cost a lot more to repair.

There was damage to the 1923 power plant after lightning storms in June. The 1923 trash rake project is currently being contracted. There were communication issues with the meter at the 1174 power plant that will be replaced.

GM Greci reported on water supply. It has been a great season so far and the District has moved 140,000 acre feet of water. There will be a year-end report once the season ends. GM Greci stated May has been the biggest month this season because of the water being placed in the MID basins for recharge. GM Greci stated on June 17 the Class 1 allocation was reduced to 90% and we anticipate we will run through September.

5. NEW BUSINESS

5a. Discussion / possible action on modifications to District Personnel Policies with recommendations from Personnel Committee, Resolution No. 2024-12

- 203 – Recruitment and Selection
- 207 – Promotions, Transfers, and Demotions
- 209 – Outside Employment
- 211 – Separation from District
- 217 – Workplace Violence
- 301 – Salary Code
- 302 – Anniversary Date
- 305 – Paydays
- 310 – Education Assistance
- 312 – Reimbursable Expenses
- 313 – Petty Cash
- 316 – Paydays and Payroll Deductions
- 401 – Medical Insurance
- 402 – Dental Insurance
- 403 – Vision Insurance
- 404 – Supplemental Insurance
- 405 – Life Insurance
- 406 – Benefit Allowance
- 407 – Vacation Leave
- 411 – Compassionate Leave
- 413 – Military Leave
- 414 – Catastrophic Leave Transfer
- 419 – Section 125
- 420 – Workers’ Compensation
- 421 – Family and Medical Leave
- 422 – Pregnancy Disability Leave
- 424 – Other Types of Leave
- 425 – Organ and Bone Marrow Donor Leave
- 428 – Administrative Leave
- 501 – Safety Program
- 502 – Job-Related Injuries and Illnesses
- 504 – Work Tools
- 506 – Alcohol and Drug-Free Workplace
- 509 – Electronic Communication Devices
- 511 – COVID-19 Vaccination
- 601 – Progressive Discipline
- 602 – Employee Performance Review
- 603 – Service Awards

MOTION: Director Janzen / Director Loquaci to approve the modifications to District Personnel Policies, Resolution No. 2024-12.

DISCUSSION: AGM Nolan noted she will discuss item 5a. the modifications to the Personnel Policies and item 5b. the Memorandum of Understanding (“MOU”) with the MID Employees’ Association (“MIDEA”) together. Thirty-eight policies are being updated, modified, or deleted.

All of the Personnel Policies were reviewed due to updated laws and consistency amongst the policies. The meet and confer process was gone through with MIDEA and policies were updated based on meet and confer items. AGM Nolan stated MIDEA representatives are in attendance, Eric Fuentes, President and James Rosel, Vice President. The MIDEA MOU will expire at the end of the year. The MOU is a 5-year agreement. As part of the review of policies, negotiations with MIDEA occurred so policies would only need to be updated once. AGM Nolan stated several meetings were held with the MIDEA officers and the process went smoothly.

A Personnel Committee meeting was held with Directors Loquaci and Janzen where each modification was reviewed in detail. Director Janzen complimented AGM Nolan and Secretary Sandoval for their work reviewing and editing the policies. Director Janzen stated the Personnel Committee agrees with the modifications, deletions, and additions.

GM Greci thanked AGM Nolan, Secretary Sandoval, and Deicil for their work on the policy modifications. GM Greci stated this is the first time he is aware of that the Personnel Policies were reviewed from top to bottom to make sure they are consistent. GM Greci thanked Eric and James for stepping up and ensuring the negotiations were successful. GM Greci also thanked the Board of Directors for supporting the employees by also enhancing the benefits offered to employees. Director Janzen stated the attorneys also reviewed the modifications to the policies. Director Janzen noted the MOU has already been signed by MIDEA.

PUBLIC COMMENT: President Erickson opened public comment and closed public comment due to no comments from the public in attendance.

VOTE: ROLL CALL

AYES: Directors Loquaci, Janzen, Davis, DaSilva, and Erickson

NOES:

ABSTAIN:

ABSENT:

5b. Discussion / possible action on Memorandum of Understanding with Madera Irrigation District Employees' Association with recommendations from Personnel Committee, Resolution No. 2024-13

MOTION: Director Janzen / Director Davis to approve the Memorandum of Understanding with Madera Irrigation District Employees' Association, Resolution No. 2024-13.

DISCUSSION: The discussion was held with item 5a.

PUBLIC COMMENT: President Erickson opened public comment and closed public comment due to no comments from the public in attendance.

VOTE: ROLL CALL

AYES: Directors Loquaci, Janzen, Davis, DaSilva, and Erickson

NOES:

ABSTAIN:

ABSENT:

5c. Discussion / possible action on revised 2024 Budget, Resolution No. 2024-14

MOTION: Director Janzen / Director Loquaci to approve the revised 2024 Budget, Resolution No. 2024-14.

DISCUSSION: Controller Furstenburg noted there are several budget codes that need to be increased including Gates \$15,000 for Rubicon gates repairs, Safety – Equipment, Apparel, Training, Testing, and Shoes \$15,000 for additional trainings, Advertising and Postings \$2,000 due to additional job posting advertising, Groundwater Management \$100,000 for the GSP updates, Computer Software and Email \$10,000 for additional software costs. AGM Nolan noted the costs for the updates to the GSP were previously discussed with the Board. The cost allocation for each GSA for the GSP updates is based on effort and MID's share is \$100,000.

For Capital Expenditures, \$30,000 for SCADA firewall upgrades was added for security purposes and updates will be completed after water season. Controller Furstenburg stated the Installation of New Office Domestic Well was added in the amount of \$175,000. This was budgeted in 2023, but was not carried over to 2024. Additional funds were added for unexpected capital expenditures. Controller Furstenburg stated the \$1,250,000 budget was included for a recharge project from the MID reserves. GM Greci stated instead of utilizing revenue from this year and impacting the budget, the funds for the recharge project will be taken from the MID reserves.

AGM Nolan stated the cost breakdown for the GSP updates are as follows: City of Madera, Madera Water District, and MID are \$100,000 and the County of Madera cost is \$150,000.

PUBLIC COMMENT: President Erickson opened public comment and closed public comment due to no comments from the public in attendance.

VOTE: ROLL CALL

AYES: Directors Loquaci, Janzen, Davis, DaSilva, and Erickson

NOES:

ABSTAIN:

ABSENT:

5d. Discussion / possible action on approval of Purchase and Sale Agreement for Madera County APN 027-172-010, Resolution No. 2024-15

MOTION: Director Loquaci / Director Janzen to approve the Purchase and Sale Agreement for Madera County APN 027-172-010, Resolution No. 2024-15.

DISCUSSION: AGM Nolan stated the Purchase and Sale Agreement was included in the packet. This parcel was identified by staff after the RFP process in the spring. No parcels were selected from the RFP process. The parcel has been for sale for several months. It is an L shaped parcel and outside of the District, but adjacent to District facilities in Fairmead. The parcel is 58.56 acres

and currently planted with almonds. The total price for the parcel is \$900,000. Director Loquaci stated it is directly across from our facilities. AGM Nolan stated this is an area that was identified by Operations for a basin. Director Loquaci stated the community of Fairmead needs the basin as well. AGM Nolan stated we will need to go through the annexation process. AGM Nolan stated the escrow process will take approximately 75 days.

PUBLIC COMMENT: President Erickson opened public comment and closed public comment due to no comments from the public in attendance.

VOTE: ROLL CALL

AYES: Director Loquaci, Janzen, Davis, DaSilva, and Erickson
NOES:
ABSTAIN:
ABSENT:

- 5e. Discussion / possible action on acceptance of 401a Plan Report on Audited Financial Statements Year Ended December 31, 2023 and 2022, Resolution No. 2024-16

DISCUSSION: This item was tabled to the next meeting.

- 5f. Discussion / possible action on Soquel Letter Agreement Extension with Pacific Gas & Electric, Resolution No. 2024-17

MOTION: Director Davis / Director Loquaci to approve the Soquel Letter Agreement Extension with Pacific Gas & Electric, Resolution No. 2024-17.

DISCUSSION: GM Greci stated this is the annual extension to the Soquel Letter Agreement with Pacific Gas & Electric. The letter of extension has occurred every year since 1995.

PUBLIC COMMENT: President Erickson opened public comment and closed public comment due to no comments from the public in attendance.

VOTE: ROLL CALL

AYES: Directors Loquaci, Janzen, Davis, DaSilva, and Erickson
NOES:
ABSTAIN:
ABSENT:

- 5g. Discussion / possible action on Memorandum of Understanding between Friant Water Authority and Friant Division Contractors for Implementation of the South of Delta Drought Plan Pilot Program, Resolution No. 2024-18 – **Timed Item 2:45 p.m.**

MOTION: Director Janzen / Director DaSilva to approve the Memorandum of Understanding between Friant Water Authority and Friant Division Contractors for Implementation of the South of Delta Drought Plan Pilot Program, Resolution No. 2024-18.

DISCUSSION: GM Greci introduced Ian Buck-Macleod from Friant Water Authority (“FWA”) to present on the South of Delta Drought Plan Pilot Program. GM Greci stated the pilot program has been in the works for some time. Mr. Macleod stated the Memorandum of Understanding (“MOU”) is between Friant Water Authority and participating Friant contractors for the pilot program. Over the last 10 years there has been a call on Friant for the Exchange Contractors a total of 5 times.

Mr. Macleod stated mid-2022 FWA, San Joaquin River Exchange Contractors Water Authority (“SJRECWA”), and Bureau of Reclamation (“Reclamation”) worked on potential solutions to critical year reliability and reducing calls on Friant. The framework for the program was reached in July 2023. On March 21, 2024, a Memorandum of Understanding between Reclamation, FWA, San Luis Delta Mendota Water Agency, and the Exchange Contractors for establishing a South of Delta Drought Resiliency Partnership Framework otherwise know as the South of Delta (“SOD”) Drought Plan.

The SOD Drought Pool will be established, and the pilot program is half the size of the drought pool. A SLDMWA-FWA OM&R cost MOU will be implemented. There will be improvements to the SOD accounting along with San Joaquin River Restoration support and flows past Sack Dam.

Mr. Macleod stated the goal is to maintain a 5% SOD ag allocation to reduce a call on Friant and impacts to the San Joaquin River Restoration Program. There is a common drought pool that everyone contributes to of 200,000 acre feet. The drought pool water will not all be stored at San Luis Reservoir and other locations are being looked at. Participation is voluntary and drought pool water will be delivered as CVP water. The drought pool water will be the same priority as rescheduled water, and the use of the pool will be discussed prior to using. The ultimate use of pool water will be decided by Reclamation.

GM Greci stated the District has already contributed 1,752 acre feet to the drought pool. MID’s max contribution is 2,652.25 acre feet. Director Janzen questioned if there are storage fees for the water. President Erickson stated there will not be any storage fees. Mr. Macleod stated the water will be parked and not subject to carryover fees.

PUBLIC COMMENT: President Erickson opened public comment and closed public comment due to no comments from the public in attendance.

VOTE: ROLL CALL

AYES: Directors Loquaci, Janzen, Davis, DaSilva, and Erickson

NOES:

ABSTAIN:

ABSENT:

6. DIRECTOR REPORTS, COMMITTEE REPORTS, FUTURE AGENDA ITEMS

Director DaSilva reported on RMC.

Director Davis reported ACWA Region 6/7 will have the Water Forum on October 11, 2024.

Director Janzen reported he attended FWA.

Director Loquaci stated several people have thanked him and MID for running water this year. Director Loquaci stated he doesn't know how to respond.

Director Erickson reported on the FWA meetings he has attended.

The Board reconvened to Closed Session at 3:55 p.m.

There was no reportable action taken during Closed Session.

7. **ADJOURNMENT**

President Erickson adjourned the meeting at 4:20 p.m.

APPROVED FOR THE BOARD:

James Erickson
President

Andrea Kwock Sandoval
Secretary to the Board

Date: _____

AGENDA ITEM 2b.

MADERA IRRIGATION DISTRICT

12152 ROAD 28¼ ▪ MADERA ▪ CA 93637

Phone (559) 673-3514

FAX (559) 673-0564

Board of Directors

♦ Carl Janzen ♦ Tim DaSilva ♦ Brian Davis ♦ Jim Erickson ♦ Dave Loquaci

General Account

♦ Warrant No. 47912 thru 48171 Dates 7/29/2024 thru 9/26/2024 Total \$3,718,587.74

\$4,645,058.80

Approved for payment by the Board of Directors

October 15, 2024

James Erickson, President

Andrea Kwock Sandoval, Secretary

WARRANT LIST
Through September 26, 2024

CHECK NUMBER	CHECK DATE	VENDOR NAME	DESCRIPTION	ADDITIONAL DETAIL	CHECK AMOUNT
47912	VOID	VOID	VOID		0.00
47913	7/29/2024	MID-CALIFORNIA TRUCK SCHOOL	Training for Class A DL: EMP# 182		2,000.00
47914	8/2/2024	PG&E	Monthly Service Ag Pumps		146.06
47915	8/2/2024	MADERA COUNTY RECORDER	Deed - CD	July 2024	25.00
47916	8/2/2024	MADERA COUNTY RECORDER	(2) Redemption Certificates		40.00
47917	8/2/2024	BUREAU OF RECLAMATION	175R-2891D:May Uncontrolled Class2 Water		505,283.85
47918	8/2/2024	BUREAU OF RECLAMATION	24-LC-20-3286: Admin. Fees		15,000.00
47919	8/2/2024	GEORGE'S AUTO SUPPLY	Plug, Gauge, Bio-Guns, Filters, Spark Plugs, Radiator Hose & Reducer		317.36
47920	8/2/2024	EQUIPMENTSHARE.COM, INC	Rental: Repair Valve on Water Truck		960.12
47921	8/2/2024	NAPA-GENUINE PARTS COMPANY	(2) Socket Drive Adapter, (2) Fuel Cap		56.55
47922	8/2/2024	QUINN COMPANY	Rental: Water Truck; Filters, Motor Grader Cutting Edges		7,508.57
47923	8/2/2024	SPARKLETT'S	Water: (98) 24 pk, (2) 5 Gal		739.58
47924	8/2/2024	BIOWORLD USA INC	(72 Gal)Liq. Optimizer,(180 lb) Microbes		12,975.00
47925	8/2/2024	LH. AUTO PARTS, LLC	Misc. Filters, Wiper Blades, Diesel Exhaust Fluid, Battery, Brake Pads		2,237.47
47926	8/2/2024	M I D EMPLOYEES ASSOCIATION	Employee Payroll Deductions		232.50
47927	8/2/2024	TECHNOFLO SYSTEMS	(5) 8" Saddle Meter, (1) 4" Saddle Meter		8,730.25
47928	8/2/2024	SILVA FORD MADERA	A/C Diagnostic & Repair #5-18		702.95
47929	8/2/2024	AANONSON SPRINKLER COMPANY	4" Sch 40 Coupling, (20) Rainbird Nozzles		106.49
47930	8/2/2024	FRESNO VALVES & CASTINGS INC.	8" Butterfly Valve		581.85
47931	8/2/2024	ADVANCED AUTOMOTIVE SMOG & REPAIR	(4) Smog Check		199.00
47932	8/2/2024	SCHOETTLER TIRE	(8) Tires		2,170.34
47933	8/2/2024	FRIANT WATER AUTHORITY	Recaptured Water: June WY24		21,330.00
47934	8/2/2024	FRIANT WATER AUTHORITY	Water Supply Cord/Monitoring: June WY24		4,044.81
47935	8/2/2024	FRIANT WATER AUTHORITY	SLDMWA: August 2024 Estimate		259,126.02
47936	8/2/2024	ACWA/JOINT POWERS	Property Liability Ins	7/1/24 - 6/30/25	47,891.12
47937	8/2/2024	UNDERGROUND SERVICE ALERT OF NORTHERN CA & N	CA Fee for Reg. Costs: 4,061 Tickets		2,651.93
47938	8/2/2024	LINDE GAS & EQUIPMENT INC.	Rental: Welding Tank; Welding Gases		705.32
47939	8/2/2024	BRADY INDUSTRIES	Paper Towels, Trash Liners		193.71
47940	8/2/2024	CAL-PACIFIC SUPPLY INC.	Hip Boots, Screen Strainer, Plug, Cap, Gloves, Valve, Clear Tube		549.91
47941	8/2/2024	SMITH POWER PRODUCTS, INC.	Gradall Diagnostic & Repair #6-11		4,588.34
47942	8/2/2024	MADERA COUNTY TAX COLLECTOR	Revenue Impact	2024-2025	21,768.32
47943	8/2/2024	HOME DEPOT CREDIT SERVICES	Pre-Mix Fuel, Level, Dewalt Combo Kit, Respirator, Spray Paint, Misc		839.57
47944	8/2/2024	MIDLAND TRACTOR	(2) Aux. Engine Drive V-Belt #2-07		137.17
47945	8/2/2024	BSK & ASSOCIATES	Water Testing: Office, NPDES Permit		1,222.43
47946	8/2/2024	SIGNMAX	(4) 30" x 24" Danger Signs		314.22
47947	8/2/2024	AUTO ZONE, INC	Truck Bed/Floor Mats, Radiator, Starter, Spark Plug, Thermostat		796.15
47948	8/2/2024	NORTHERN SAFETY CO.,INC.	First Aid Kits, Disposable Gloves, N95 Vented Respirators		653.78
47949	8/2/2024	SAN JOAQUIN SAND & GRAVEL INC.	(24.73 Ton) Recycled Base Rock		426.34
47950	8/2/2024	LANDMARK IRRIGATION, INC.	Camlock, Reducer Bushing, Valve, Tape		60.35
47951	8/2/2024	COSTCO MEMBERSHIP	Annual Membership Renewal		65.00
47952	8/2/2024	RED ROCK ENVIRONMENTAL	Trash to Landfill		377.72
47953	8/2/2024	O'REILLY AUTO PARTS	Truck Bed Mats, Brake Caliper, Misc. Auto Parts		732.50
47954	8/2/2024	COVERALL NORTH AMERICA, INC	Monthly Janitorial Services	August	878.00
47955	8/2/2024	REAL-TIME INFORMATION SERVICES, INC.	(50) Pre-Paid Block Hours		6,300.00
47956	8/2/2024	BLANKINSHIP & ASSOCIATES, INC	Aquatic Weed NPDES Permit	2024	492.50
47957	8/2/2024	GLOBAL INDUSTRIAL AND	(120) Tinted Safety Glasses		173.90
47958	8/2/2024	WIENHOFF DRUG TESTING	(11) Clearinghouse Query, (2) Excessive Collection Fee		129.00
47959	8/2/2024	REY'S GARDEN SERVICES INC	Monthly Lawn Service		300.00
47960	8/2/2024	CINTAS CORP	Uniforms & Supplies		912.60
47961	8/2/2024	CINTAS	Service & Refill First Aid Kits		173.96
47962	8/8/2024	SILVA FORD MADERA	2024 Ford Super Duty F-550		91,470.34
47963	8/9/2024	EMP #242	P/E 08/10/24: Final Check		1,188.52
47964	8/13/2024	VOID	VOID		0.00
47965	8/13/2024	CHICAGO TITLE COMPANY	3% Deposit: APN 027-172-010		27,000.00
47966	8/15/2024	AT&T MOBILITY	Data Plan: Cell, Tablets, Laptops		1,643.00
47967	8/15/2024	PG&E	Monthly Service Ag Pumps		2,423.92
47968	8/15/2024	AT&T	Fax, Alarms		473.62
47969	8/15/2024	AFLAC AMERICAN FAMILY LIFE	Employee Payroll Deductions		659.72
47970	8/15/2024	BUREAU OF RECLAMATION	175R-2891D-June Uncontrolled Class 1 & 2 Water		934,553.99
47971	8/15/2024	GENERAL BUILDERS SUPPLY CO.	Couplings, Pressure Caps, Misc. Tools & Supplies		100.96
47972	8/15/2024	EQUIPMENTSHARE.COM, INC	Roller Gas Cap; Rental: Ride-On Drum Roller		4,835.18
47973	8/15/2024	NAPA-GENUINE PARTS COMPANY	(3 Gal) Brake Fluid		25.22
47974	8/15/2024	VALLEY IRON, INC	(2) 20" Square Tube		403.00
47975	8/15/2024	BIOWORLD USA INC	(144 Gal) Liquid Optimizer		4,125.00
47976	8/15/2024	LH. AUTO PARTS, LLC	(43) Filters, Brake Lubricants, Grease		715.82
47977	8/15/2024	TARGET SPECIALTY PRODUCTS	Captain XTR Liquid Copper, Roundup Custom,Alligare Imox Herbicide		38,044.26
47978	8/15/2024	M I D EMPLOYEES ASSOCIATION	Employee Payroll Deductions		232.50
47979	8/15/2024	TECHNOFLO SYSTEMS	TF Conversion Kit, 16" Register, Remote Mount Wall Plate, O-Ring		1,685.30
47980	8/15/2024	FRIANT WATER AUTHORITY	Final Call for Funds	July 2024	62,092.00
47981	8/15/2024	FRIANT WATER AUTHORITY	Water Supply Coord/Monitoring: July WY24		4,112.29
47982	8/15/2024	LAKETECH, INC.	(25 Gal) Cattzilla,(300 lbs) Muck Biotic		7,529.81
47983	8/15/2024	FASTENAL COMPANY	Shovels, Rakes, Nipple,Plug, Heat Shrink		804.18
47984	8/15/2024	ACWA/JPIA	Monthly Medical, Dental, Vision Insurance Premiums	September	46,533.07
47985	8/15/2024	STERICYCLE, INC.	Document Management Services		311.13
47986	8/15/2024	POWER BUSINESS TECHNOLOGY	Maintenance Contract: 2 Printers + Usage		347.67
47987	8/15/2024	CALMAT CO DBA VULCAN MATERIALS CO	(21.69 Ton) Decomposed Granite		360.43
47988	8/15/2024	BOOT BARN	(4) Work Boots		628.18
47989	8/15/2024	KLINGSPOUR ABRASIVES, INC.	(75) Cut-Off Wheel, (50) Jumbo Flat Disc		499.76
47990	8/15/2024	PPLSI	Employee Payroll Deductions		239.20
47991	8/15/2024	BERNIES ELECTRIC INC	Replace Channel Trash Elevator, DC Motor		2,000.70
47992	8/15/2024	BIG W SALES	Tip & Caps, Measuring Cups, Float Box		272.99
47993	8/15/2024	KAISER FOUNDATION HEALTH PLAN	Monthly Medical Insurance Premiums	August	38,779.96
47994	8/15/2024	LOWE'S COMPANIES INC.	Truck Boxes, Plastic Cement, Concrete, Misc. Tools & Supplies		3,890.03
47995	8/15/2024	VERIZON WIRELESS	Data Plan: 4 Tablets, WiseConn Sim Cards		227.26
47996	8/15/2024	DON'S MOBILE GLASS, INC.	Glass Replacement #7-16		195.00
47997	8/15/2024	CRANE TEC ENTERPRISES, INC	(2) Bridge Crane Inspection, Lift, Chain		1,387.00
47998	8/15/2024	BSK & ASSOCIATES	Water Testing: NPDES Permit		377.01
47999	8/15/2024	WESTERN AG IRRIGATION	(902) 12" Gasketed Pipe, (4) 12" Elbow		11,804.09
48000	8/15/2024	MARK DUARTE	Pesticide Spraying: Office, Shop & Outer Buildings		270.00
48001	8/15/2024	AUTO ZONE, INC	Brake Pads, (2) Brake Rotors #5-13		151.54
48002	8/15/2024	SAN JOAQUIN SAND & GRAVEL INC.	(37.41 Ton) Rock Dust		1,088.35

WARRANT LIST
Through September 26, 2024

CHECK NUMBER	CHECK DATE	VENDOR NAME	DESCRIPTION	ADDITIONAL DETAIL	CHECK AMOUNT
48003	8/15/2024	SEBASTIAN - ALARM MONITORING	Monthly Alarm Monitoring		204.85
48004	8/15/2024	RUBICON SYSTEMS AMERICA, INC	Service Survey Gate, Micron Level Kit		4,169.60
48005	8/15/2024	WANGER JONES HELSLEY PC	Legal Fees through 07/15/24		767.88
48006	8/15/2024	CAROLLO ENGINEERS, INC.	Professional Services - FRAM	July	300.00
48007	8/15/2024	SC FUELS	(3,936 Gal) R99 Diesel		13,682.09
48008	8/15/2024	O'REILLY AUTO PARTS	Cabin Air Filter, Truck Bed Mat		232.61
48009	8/15/2024	COUNTY OF MADERA -	Trash to Landfill		1,179.81
48010	8/15/2024	ULINE	(100) 20" x 36" Burlap Bags		257.61
48011	8/15/2024	TOSHIBA FINANCIAL SERVICES	Copier Lease Payment		727.09
48012	8/15/2024	REAL-TIME INFORMATION SERVICES, INC.	Servers/Workstations: Smart Options, Sophos/MTR, Backups		2,860.25
48013	8/15/2024	WEST SIDE WATER CONDITIONING	Well Service		195.00
48014	8/15/2024	DAVIDS ENGINEERING, INC.	Prof. Services - Madera GSP	July	28.12
48015	8/15/2024	VAN DE POL, INC.	Cardlock Fuel		9,466.23
48016	8/15/2024	UMPQUA BANK	\$10,247.53 Travel, Emp. Relations, Software	Admin	3,677.79
			Materials & Supplies, Computer Replacement	Operations	575.12
			Materials & Supplies, Travel	Engineering	932.53
			Materials & Supplies, Safety, Uniforms	Shop	5,062.09
48017	8/15/2024	WIENHOFF DRUG TESTING	(2) DOT Employee Testing Fees		79.00
48018	8/15/2024	GEOTAB USA, INC.	ProPlus Plan - Fleet Track	July	1,262.47
48019	8/15/2024	CINTAS CORP	Uniforms & Supplies		354.69
48020	8/15/2024	HERCULES INDUSTRIES, INC.	(60) Padlock, (100) Keys #2043		874.94
48021	8/19/2024	EMP #243	P/E 08/24/24: Final Check		551.29
48022	8/19/2024	EMP #243	P/E 08/24/24: Sick Payout		20.68
48023	8/21/2024	HEDRICKS CHEVROLET	2024 Chevy Silverado 2500 HD 2WD WT		64,791.96
48024	8/29/2024	A T & T	Office Phones & Internet		987.57
48025	8/29/2024	PG&E	Office, Shop, Control Gates, Ag Pumps, Gate Actuator		9,953.50
48026	8/29/2024	MADERA COUNTY RECORDER	Deed - CD	August 2024	25.00
48027	8/29/2024	GEORGE'S AUTO SUPPLY	(2) Hydraulic Hose Fitting		39.99
48028	8/29/2024	MADERA CHOWCHILLA WATER &	Call for Funds #445	July 2024	145,990.30
48029	8/29/2024	EQUIPMENTSHARE.COM, INC	Rental: Water Truck		4,974.63
48030	8/29/2024	NAPA-GENUINE PARTS COMPANY	Remote Starter		18.55
48031	8/29/2024	SPARKLETT'S	Water: (98) 24 pk, (8) 5 Gal		826.52
48032	8/29/2024	BIOWORLD USA INC	(144 Gal) Liquid Optimizer, (360 lb) Microbes		25,950.00
48033	8/29/2024	L.H. AUTO PARTS, LLC	Filters, Brake Pads, Cleaner & Caliper		700.06
48034	8/29/2024	ALERT-O-LITE INC.	1/2" x 36" All Thread Rod		34.66
48035	8/29/2024	MEZA FILMS, INC	2nd 1/2 Payment of MID Video		6,867.50
48036	8/29/2024	TECHNOFLO SYSTEMS	6" Saddle Meter, Remote Mount, Conversion Kit		2,555.13
48037	8/29/2024	SILVA FORD MADERA	Seat: Frame, Spring, Cushion, Assembly, Seat Belt Buckle		2,085.25
48038	8/29/2024	JORGENSEN COMPANY	(10) Vehicle Fire Extinguishers		624.96
48039	8/29/2024	S & J LUMBER, INC	(85.33 BF) 2x8 Douglas Fir, 30' PG&E Power Pole		1,119.47
48040	8/29/2024	PAPE' MACHINERY, INC	Parking Brake Repair #4-16		6,236.09
48041	8/29/2024	SCHOETTLER TIRE	(5) Tires, Valve Stem, Mount		4,233.45
48042	8/29/2024	FRIANT WATER AUTHORITY	Conveyance Fee: 1,500 AF PID		93,150.00
48043	8/29/2024	FRIANT WATER AUTHORITY	Recaptured Water: July WY24		22,120.00
48044	8/29/2024	V5 ELECTRIC, LLC	Scope & Repair Lights & Outlets: Office		1,700.85
48045	8/29/2024	LUHDORFF AND SCALMANINI CONSULTING ENGINEERS	Project# 222053: RMS Water Sampling		882.50
48046	8/29/2024	LINDE GAS & EQUIPMENT INC.	Rental: Welding Tank		375.33
48047	8/29/2024	GRAINGER, INC.	(6) Vibration Isolator		57.69
48048	8/29/2024	STERICYCLE, INC.	Document Management Services		164.54
48049	8/29/2024	BRADY INDUSTRIES	(3) Bathroom Tissue, Paper Towels		324.24
48050	8/29/2024	CALMAT CO DBA VULCAN MATERIALS CO	(49.11 Ton) Decomposed Granite		810.40
48051	8/29/2024	KAISER FOUNDATION HEALTH PLAN	Monthly Medical Insurance Premiums	September	34,821.54
48052	8/29/2024	SUN LIFE AND HEALTH INSURANCE	Monthly Life Insurance Premiums	September	2,904.53
48053	8/29/2024	HOUCHIN BROS.	Rental: CAT Scraper		14,389.20
48054	8/29/2024	SUN LIFE AND HEALTH INSURANCE	Employee Payroll Deductions		516.50
48055	8/29/2024	MADERA PUMPS, INC.	Oil Dripper		84.40
48056	8/29/2024	CALIFORNIA SURVEYING	(9) 50 ct 48" Lath/Survey Stakes, Total Station 1 yr Support Plan		1,579.60
48057	8/29/2024	PLATT ELECTRIC SUPPLY	(4) 1/2" Set Screw Coupling		4.83
48058	8/29/2024	BSK & ASSOCIATES	Water Testing: Office, NPDES Permit		1,125.48
48059	8/29/2024	WESTERN AG IRRIGATION	(10) 8" Steel Flange & Ring Gaskets, 6" Flange, Gasket, Conduit		610.75
48060	8/29/2024	SIGNMAX	(8) Misc. Parking Lot Signs		286.59
48061	8/29/2024	NORTHERN SAFETY CO, INC.	(6) Disposable Gloves, (5) Ear Muffs		162.38
48062	8/29/2024	WILLDAN FINANCIAL SERVICES	Disclosure Services: Bond 2015 & 2016		500.00
48063	8/29/2024	RED ROCK ENVIRONMENTAL	Trash to Landfill		377.72
48064	8/29/2024	O'REILLY AUTO PARTS	Steering Wheel Cover, Seat Covers, Mats		129.87
48065	8/29/2024	BLANKINSHIP & ASSOCIATES, INC	Aquatic Weed NPDES Permit	2024	516.25
48066	8/29/2024	ADVANCED DISTRIBUTION CO.	Car Wash Soap		218.91
48067	8/29/2024	NUTRIEN AG SOLUTIONS, INC.	(360 Gal) MSO Concentrate w/Lecitec		6,788.25
48068	8/29/2024	HI TOUCH BUSINESS SERVICES	Misc. Office Supplies		938.19
48069	8/29/2024	VAN DE POL, INC.	Cardlock Fuel		8,792.69
48070	8/29/2024	CINTAS CORP	Uniforms & Supplies		154.05
48071	8/29/2024	CINTAS	Service & Refill First Aid Kits		135.57
48072	9/13/2024	AT&T MOBILITY	Data Plan: Cell, Tablets, Laptops		1,627.00
48073	9/13/2024	PG&E	Monthly Service Ag Pumps		224.48
48074	9/13/2024	AT&T	Fax, Alarms		484.05
48075	9/13/2024	AFLAC AMERICAN FAMILY LIFE	Employee Payroll Deductions		659.72
48076	9/13/2024	GENERAL BUILDERS SUPPLY CO.	(20) Brass Key Tags, 100' Tape Ruler, (2) Nutsetter		62.04
48077	9/13/2024	EQUIPMENTSHARE.COM, INC	Rental: Ride-On Drum Roller, Repair/Replace Flat Tire		5,364.99
48078	9/13/2024	NAPA-GENUINE PARTS COMPANY	Alternator #4-17		503.68
48079	9/13/2024	L.H. AUTO PARTS, LLC	(2) Shock Absorber, (3) Batteries, (20) Filters		796.34
48080	9/13/2024	MID EMPLOYEES ASSOCIATION	Employee Payroll Deductions		232.50
48081	9/13/2024	TECHNOFLO SYSTEMS	6" Saddle Meter, Remote Mount, (2) TF Conversion Kit		2,638.65
48082	9/13/2024	SILVA FORD MADERA	Seat Belt Assembly #3-18		77.34
48083	9/13/2024	SIMPLLOT GROWER SOLUTIONS	(360 Gal) Fever		8,533.80
48084	9/13/2024	CALIFORNIA INDUSTRIAL RUBBER	(2) Neoprene Rubber		701.24
48085	9/13/2024	S & J LUMBER, INC	(58.67 BF) Lumber, (528 BF) Douglas Fir		429.09
48086	9/13/2024	FRESNO TRUCK CENTER	DEF Tank Header, Crankcase Vent Kit, Speed Sensor Kit, Filter		1,534.09
48087	9/13/2024	FASTENAL COMPANY	(2) Pitch Fork, (25) SS Hex Nut, Batteries, Poly Gloves, Set Screws		811.14
48088	9/13/2024	J W MYERS INC	(4.5 LPG) Propane		11.36
48089	9/13/2024	COMPUTERSHARE TRUST COMPANY, N.A.	Admin Charges - Trustee Fee: 2015 Bond		5,000.00
48090	9/13/2024	COMPUTERSHARE TRUST COMPANY, N.A.	Admin Charges - Trustee Fee: 2016 Bond		5,000.00

WARRANT LIST
Through September 26, 2024

CHECK NUMBER	CHECK DATE	VENDOR NAME	DESCRIPTION	ADDITIONAL DETAIL	CHECK AMOUNT
48091	9/13/2024	LUHDORFF AND SCALMANINI CONSULTING ENGINEERS	Project# 222053: RMS Water Sampling		293.75
48092	9/13/2024	LINDE GAS & EQUIPMENT INC.	Welding Gases		316.10
48093	9/13/2024	GRAINGER, INC.	Respirator Cleaning Kits, Bag, Wipes		426.36
48094	9/13/2024	ACWA/JPIA	Monthly Medical, Dental, Vision Insurance Premiums	October	43,515.46
48095	9/13/2024	POWER BUSINESS TECHNOLOGY	Maintenance Contract: 2 Printers + Usage		320.98
48096	9/13/2024	PPLSI	Employee Payroll Deductions		239.20
48097	9/13/2024	BIG W SALES	Boom Valve Manifold, Measuring Cups, Gaskets, Air Induction Tips		570.39
48098	9/13/2024	CAL-PACIFIC SUPPLY INC.	(20) Flat Nut, (6) Adapters, (3) Hex Bushing, (2) Fitting, Head Plug		34.33
48099	9/13/2024	SIERRA HR PARTNERS, INC.	HR Business Partner Package	August	125.00
48100	9/13/2024	HOME DEPOT CREDIT SERVICES	Paint, Backpack Sprayers, Drills, Misc. Tools & Supplies		1,812.40
48101	9/13/2024	PITNEY BOWES INC	Red Ink Cartridge		143.08
48102	9/13/2024	LOWE'S COMPANIES INC.	Truck Rack, Tool Box, Drill, Saw Blades, Misc. Tools & Supplies		2,980.85
48103	9/13/2024	MADERA PUMPS, INC.	Service Call: Check Pump & Adjust System		125.00
48104	9/13/2024	VERIZON WIRELESS	Data Plan: 4 Tablets		183.81
48105	9/13/2024	BLACKBURN MFG. CO.	(1,000) 36" Purple Flags		131.88
48106	9/13/2024	ENVIRONMENTAL SYSTEMS RESEARCH INSTITUTE, INC	ArcGIS Software	Nov '24 to Oct '25	2,830.00
48107	9/13/2024	WESTERN AG IRRIGATION	(600) 30" ADS Pipe, Elbows, Couplers, Glue, Gasket, Misc. Pipe		29,268.77
48108	9/13/2024	MARK DUARTE	Pesticide Spraying: Office		70.00
48109	9/13/2024	WILLDAN FINANCIAL SERVICES	Disclosure Services: Bond 2015 & 2016		2,500.00
48110	9/13/2024	SEBASTIAN - ALARM MONITORING	Monthly Alarm Monitoring, Low Voltage Labor, Repair Pull Station		424.85
48111	9/13/2024	RUBICON SYSTEMS AMERICA, INC	Service Call: Gearbox Repair, Solar Drive Board Updates, Gate Parts		10,551.61
48112	9/13/2024	CAROLLO ENGINEERS, INC.	Professional Services - FRAM	August	300.00
48113	9/13/2024	SC FUELS	(3,969.30 Gal) Clear Diesel, (135 Gal) Oil, (200 Gal) Exhaust Fluid		18,853.62
48114	9/13/2024	O'REILLY AUTO PARTS	(2) Brake Caliper, (2) Brake Pads		116.79
48115	9/13/2024	COVERALL NORTH AMERICA, INC	Monthly Janitorial Service	September	878.00
48116	9/13/2024	COUNTY OF MADERA -	Trash to Landfill		1,921.22
48117	9/13/2024	TOSHIBA FINANCIAL SERVICES	Copier Lease Payment		727.09
48118	9/13/2024	REAL-TIME INFORMATION SERVICES, INC.	Servers/Workstations: Smart Options, Sophos/MTR, Backups		2,890.25
48119	9/13/2024	BLANKINSHIP & ASSOCIATES, INC	Aquatic Weed NPDES Permit 2024		1,248.75
48120	9/13/2024	CAPITAL ONE TRADE CREDIT	(10) 25' Ratchet Straps		81.78
48121	9/13/2024	ADVANCED DISTRIBUTION CO.	Assorted Hydraulic Fittings, (2) 12" X 3/8" Tubing Assembly		1,735.39
48122	9/13/2024	WEST SIDE WATER CONDITIONING	Well Service		476.45
48123	9/13/2024	NUTRIEN AG SOLUTIONS, INC.	(25 Gal) Sapphire		16,162.50
48124	9/13/2024	MADERA COUNTY SUPERINTENDENT OF SCHOOLS	Compact Membership	2024-2025	200.00
48125	9/13/2024	VAN DE POL, INC.	Cardlock Fuel		8,002.03
48126	9/13/2024	UMPQUA BANK	Travel, Travel BOD, Empl. Relations, Mem. Fees & Dues	Admin	3,950.59
			Safety, Computer Replacement, Permits	Operations	1,454.84
			Gates, Computer Replacement	Engineering	409.40
			Materials & Supplies, Safety, Vehicle R&M	Shop	3,674.23
48127	9/13/2024	GEOTAB USA, INC.	ProPlus Plan - Fleet Track	August	1,324.95
48128	9/13/2024	REY'S GARDEN SERVICES INC	Monthly Lawn Service		300.00
48129	9/13/2024	CINTAS CORP	Uniforms & Supplies		462.15
48130	9/26/2024	A T & T	Office Phones & Internet		992.05
48131	9/26/2024	PG&E	Office, Shop, Control Gates, Ag Pumps, Gate Actuator		11,062.41
48132	9/26/2024	GENERAL BUILDERS SUPPLY CO.	Mason Line, Keys & Ring, PVC Coupler		49.04
48133	9/26/2024	MADERA CHOWCHILLA WATER &	Call for Funds #446 & Advance Payment	August 2024	184,567.59
48134	9/26/2024	EQUIPMENTSHARE.COM, INC	Rental: Scissor Lift & Water Truck		6,570.57
48135	9/26/2024	NAPA-GENUINE PARTS COMPANY	(2) Air Filters #1-12		42.52
48136	9/26/2024	QUINN COMPANY	Electric Starting Motor; Excavator Bucket Repair Parts #8-15		2,447.82
48137	9/26/2024	LH. AUTO PARTS, LLC	(2) Painted Rotors, Truck Battery		79.93
48138	9/26/2024	M I D EMPLOYEES ASSOCIATION	Employee Payroll Deductions		232.50
48139	9/26/2024	SILVA FORD MADERA	Gas Cap,Fuel Pipe,Throttle Body & Gasket, Water Pump		760.82
48140	9/26/2024	S & J LUMBER, INC	(20) Plywood, (160 BF) Douglas Fir		959.60
48141	9/26/2024	SCHOETTLER TIRE	Tire Repair #13-11		446.89
48142	9/26/2024	FRIANT WATER AUTHORITY	SLDMWA: WY22 True Up		336,449.23
48143	9/26/2024	FRIANT WATER AUTHORITY	SLDMWA: October 2024 Estimate		75,616.08
48144	9/26/2024	FRIANT WATER AUTHORITY	Recaptured Water: August WY24		40,206.00
48145	9/26/2024	V5 ELECTRIC, LLC	Emergency Call: Well Power Project; Parts & Service; Shop & Carwash		25,542.05
48146	9/26/2024	PLUG-IT PRODUCTS	(2) 30" Pipe Creeper		1,717.00
48147	9/26/2024	MADERA AUTO CENTER	Door Lock Assembly #5-08		248.52
48148	9/26/2024	LEE'S CONCRETE MATERIAL CO INC	(6 yd) 6.0 Sack Concrete		1,010.75
48149	9/26/2024	UNDERGROUND SERVICE ALERT OF NORTHERN CA & N	USA Dig Safe Annual Membership		8,854.46
48150	9/26/2024	MADERA WELDING & MANUFACTURING	Fly Wheel Adapter Plate for Pump Engine		570.44
48151	9/26/2024	STERICYCLE, INC.	Document Management Services		181.88
48152	9/26/2024	BOOT BARN	(4) Work Boots		700.00
48153	9/26/2024	CAL-PACIFIC SUPPLY INC.	Teflon Tape, Adapters, Couplers, Bushing, Thread Sealant		110.04
48154	9/26/2024	KAISER FOUNDATION HEALTH PLAN	Monthly Medical Insurance Premiums	October	40,759.17
48155	9/26/2024	ORION SOLUTIONS, LLC	(2,000 lbs) Copper Sulfate		5,647.84
48156	9/26/2024	SUN LIFE AND HEALTH INSURANCE	Monthly Life Insurance Premiums	October	2,955.07
48157	9/26/2024	SUN LIFE AND HEALTH INSURANCE	Employee Payroll Deductions		516.50
48158	9/26/2024	AMERICAN METALS	Sq. Tubes, Flat Bars, Angle Irons, Pipes		751.12
48159	9/26/2024	VERIZON WIRELESS	Data Plan: WiseComm Sim Cards		29.20
48160	9/26/2024	PLATT ELECTRIC SUPPLY	(500 ft) Stranded Copper		386.36
48161	9/26/2024	BSK & ASSOCIATES	Water Testing: Office, NPDES Permit; Professional Services		2,946.98
48162	9/26/2024	SIGNMAX	(20) MID Truck Decals		173.36
48163	9/26/2024	RED ROCK ENVIRONMENTAL	Trash to Landfill		377.72
48164	9/26/2024	WANGER JONES HELSLEY PC	Legal Fees through 08/15/24		1,799.65
48165	9/26/2024	CNA SURETY DIRECT BILL	POB: EMP# 40	Nov. 2024- Nov. 2028	1,190.00
48166	9/26/2024	O'REILLY AUTO PARTS	Floor Mats, Exhaust Manifold, Spark Plugs, Misc. Auto Parts		943.96
48167	9/26/2024	ROSENBALM ROCKERY, INC	(1 yd) 6 Sack Concrete		187.06
48168	9/26/2024	LES SCHWAB TIRES	(2) Tires, Mount, Balance, Valve Stem		1,844.16
48169	9/26/2024	ADVANCED DISTRIBUTION CO.	Assorted Hydraulic Fittings		1,153.11
48170	9/26/2024	VAN DE POL, INC.	Cardlock Fuel		8,008.65
48171	9/26/2024	CINTAS CORP	Uniforms & Supplies		1,345.49
					3,718,587.74
			Payroll Ending 07/27/24	111,479.82	
			* Payroll Ending 08/10/24	111,255.83	

AGENDA ITEM 2c.

**MADERA IRRIGATION DISTRICT
CASH BALANCE SUMMARY REPORT
7/31/2024 AND 6/30/2024**

<u>CASH ACCOUNTS (RESTRICTED & UNRESTRICTED)</u>	<u>7/31/2024</u>	<u>6/30/2024</u>	<u>Interest Rate</u>
CITIZENS BANK			
GENERAL CHECKING #1859	\$ 3,442,349.52	\$ 4,160,581.46	
PAYROLL ACCOUNT #4092	\$ 7,927.58	\$ 7,927.58	
REVOLVING CHECKING FUND #1794	\$ 2,706.17	\$ 2,846.23	
CHANGE DRAWER	\$ 400.00	\$ 400.00	
L.A.I.F. #90-20-003	\$ 31,085,660.39	\$ 30,748,597.51	4.52%
CACCLASS #0001	\$ 22,354,942.48	\$ 18,768,251.73	5.42%
TOTAL CASH ACCOUNTS (RESTRICTED & UNRESTRICTED)	<u>\$ 56,893,986.14</u>	<u>\$ 53,688,604.51</u>	

UNRESTRICTED CASH

CITIZENS BANK			
GENERAL CHECKING #1859	\$ 3,442,349.52	\$ 4,160,581.46	
PAYROLL ACCOUNT #4092	\$ 7,927.58	\$ 7,927.58	
REVOLVING CHECKING FUND #1794	\$ 2,706.17	\$ 2,846.23	
CHANGE DRAWER	\$ 400.00	\$ 400.00	
L.A.I.F. #90-20-003	\$ 25,818,217.33	\$ 25,533,671.36	4.52%
CACCLASS #0001	\$ 22,354,942.48	\$ 18,768,251.73	5.42%
TOTAL UNRESTRICTED CASH	<u>\$ 51,626,543.08</u>	<u>\$ 48,473,678.36</u>	

RESTRICTED CASH (218 ASSESSMENTS)

CITIZENS BANK			
GENERAL CHECKING #1859	\$ -	\$ -	
L.A.I.F. #90-20-003	\$ 5,267,443.06	\$ 5,214,926.15	4.52%
TOTAL RESTRICTED CASH	<u>\$ 5,267,443.06</u>	<u>\$ 5,214,926.15</u>	
TOTAL CASH ACCOUNTS (RESTRICTED & UNRESTRICTED)	<u>\$ 56,893,986.14</u>	<u>\$ 53,688,604.51</u>	

* District's investments are in compliance with the Investment Guidelines Policy for Madera Irrigation District.

* There are sufficient funds available for the District to meet its expenditures for the next six months.

* Citizens Business Bank Interest Rate is based on Annual Percentage Yield Earned and interest is paid monthly.

* L.A.I.F. interest rate is based on L.A.I.F.'s apportionment rate and interest is paid quarterly.

* CACCLASS interest rate is based on the average daily dividend factor multiplied by the number of days in the year multiplied by 100 divided by the NAV (Net Asset Value).

MADERA IRRIGATION DISTRICT
2024 Expenses - Budget vs. Actual
7/31/2024

Description	2024 Budget	Actual through 7/31/2024	% of Budget Used
Water Costs	\$ 10,000,000	\$ 3,640,275	36%
System Operations - Excluding Water Costs	\$ 190,000	\$ 95,163	50%
System Maintenance	\$ 922,000	\$ 406,382	44%
General Services	\$ 246,000	\$ 116,901	48%
Vehicles and Equipment	\$ 583,000	\$ 271,888	47%
Office and Administrative Services	\$ 1,029,000	\$ 376,314	37%
Professional Services	\$ 1,088,000	\$ 380,006	35%
Public and Employee Relations	\$ 19,000	\$ 2,944	15%
Non-Operating Expenses	\$ 780,000	\$ 257,081	33%
Bonds	\$ 4,229,000	\$ 639,125	15%
Capital Expenditures and Capital Improvement Projects	\$ 5,802,337	\$ 1,644,607	28%
Salaries and Benefits	\$ 6,200,000	\$ 3,480,431	56%
Total	\$ 31,088,337	\$ 11,311,116	36%
Less: Carryovers	\$ (3,199,337)	\$ (270,146)	8%
2024 Budget	\$ 27,889,000	\$ 11,040,970	40%

MADERA IRRIGATION DISTRICT
2024 Anticipated Revenue
7/31/2024

Description	2024 Anticipated Revenue	Actual through 7/31/2024	% of Anticipated Revenue Received
Water Supply Agreements ¹	\$ 1,148,100.00	\$ 943,032.51	82%
Assessments and Standby Fees	\$ 8,040,000.00	\$ 7,898,665.20	98%
Power Generation	\$ 1,350,000.00	\$ 895,840.18	66%
Land Leases	\$ 412,803.00	\$ 412,802.64	100%
Interest Income	\$ 1,600,000.00	\$ 1,146,026.28	72%
Billable Jobs	\$ 125,000.00	\$ 164,719.57	132%
Surplus Soil	\$ -	\$ 9,750.00	0%
Grants	\$ 2,000.00	\$ 2,000.00	100%
Miscellaneous ²	\$ 97,000.00	\$ 1,366,051.96	1408%
Total	\$ 12,774,903.00	\$ 12,838,888.34	101%

¹ Water sales not included

² USBR Credits in the amount of \$1,241,000

**MADERA IRRIGATION DISTRICT
CASH BALANCE SUMMARY REPORT
8/31/2024 AND 7/31/2024**

<u>CASH ACCOUNTS (RESTRICTED & UNRESTRICTED)</u>	<u>8/31/2024</u>	<u>7/31/2024</u>	<u>Interest Rate</u>
CITIZENS BANK			
GENERAL CHECKING #1859	\$ 5,699,148.92	\$ 3,442,349.52	
PAYROLL ACCOUNT #4092	\$ 7,927.58	\$ 7,927.58	
REVOLVING CHECKING FUND #1794	\$ 2,482.40	\$ 2,706.17	
CHANGE DRAWER	\$ 400.00	\$ 400.00	
L.A.I.F. #90-20-003	\$ 26,289,660.39	\$ 31,085,660.39	4.58%
CACCLASS #0001	\$ 22,457,332.79	\$ 22,354,942.48	5.41%
TOTAL CASH ACCOUNTS (RESTRICTED & UNRESTRICTED)	<u>\$ 54,456,952.08</u>	<u>\$ 56,893,986.14</u>	

UNRESTRICTED CASH

CITIZENS BANK			
GENERAL CHECKING #1859	\$ 5,692,148.92	\$ 3,442,349.52	
PAYROLL ACCOUNT #4092	\$ 7,927.58	\$ 7,927.58	
REVOLVING CHECKING FUND #1794	\$ 2,482.40	\$ 2,706.17	
CHANGE DRAWER	\$ 400.00	\$ 400.00	
L.A.I.F. #90-20-003	\$ 23,196,908.95	\$ 25,818,217.33	4.58%
CACCLASS #0001	\$ 22,457,332.79	\$ 22,354,942.48	5.41%
TOTAL UNRESTRICTED CASH	<u>\$ 51,357,200.64</u>	<u>\$ 51,626,543.08</u>	

RESTRICTED CASH (218 ASSESSMENTS)

CITIZENS BANK			
GENERAL CHECKING #1859	\$ 7,000.00	\$ -	
L.A.I.F. #90-20-003	\$ 3,092,751.44	\$ 5,267,443.06	4.58%
TOTAL RESTRICTED CASH	<u>\$ 3,099,751.44</u>	<u>\$ 5,267,443.06</u>	
TOTAL CASH ACCOUNTS (RESTRICTED & UNRESTRICTED)	<u>\$ 54,456,952.08</u>	<u>\$ 56,893,986.14</u>	

* District's investments are in compliance with the Investment Guidelines Policy for Madera Irrigation District.

* There are sufficient funds available for the District to meet its expenditures for the next six months.

* Citizens Business Bank Interest Rate is based on Annual Percentage Yield Earned and interest is paid monthly.

* L.A.I.F. interest rate is based on L.A.I.F.'s apportionment rate and interest is paid quarterly.

* CACCLASS interest rate is based on the average daily dividend factor multiplied by the number of days in the year multiplied by 100 divided by the NAV (Net Asset Value).

MADERA IRRIGATION DISTRICT
2024 Expenses - Budget vs. Actual
8/31/2024

Description	2024 Revised Budget ¹	Actual through 8/31/2024	% of Budget Used
Water Costs	\$ 10,000,000	\$ 6,489,393	65%
System Operations - Excluding Water Costs	\$ 190,000	\$ 104,009	55%
System Maintenance	\$ 952,000	\$ 463,094	49%
General Services	\$ 246,000	\$ 140,994	57%
Vehicles and Equipment	\$ 583,000	\$ 331,344	57%
Office and Administrative Services	\$ 1,141,000	\$ 466,509	41%
Professional Services	\$ 1,088,000	\$ 425,240	39%
Public and Employee Relations	\$ 19,000	\$ 3,139	17%
Non-Operating Expenses	\$ 780,000	\$ 313,232	40%
Bonds	\$ 4,229,000	\$ 4,228,250	100%
Capital Expenditures and Capital Improvement Projects	\$ 7,267,337	\$ 1,956,344	27%
Salaries and Benefits	\$ 6,200,000	\$ 3,954,766	64%
Total	\$ 32,695,337	\$ 18,876,314	58%
Less: Carryovers	\$ (4,449,337)	\$ (329,021)	7%
2024 Revised Budget	\$ 28,246,000	\$ 18,547,293	66%

¹ The 2024 adopted budget was revised at the August 8, 2024 Board Meeting.

MADERA IRRIGATION DISTRICT
2024 Anticipated Revenue
8/31/2024

Description	2024 Anticipated Revenue	Actual through 8/31/2024	% of Anticipated Revenue Received
Water Supply Agreements ¹	\$ 1,148,100.00	\$ 1,062,328.51	93%
Assessments and Standby Fees	\$ 8,040,000.00	\$ 8,032,359.81	100%
Power Generation	\$ 1,350,000.00	\$ 1,125,131.55	83%
Land Leases	\$ 412,803.00	\$ 412,802.64	100%
Interest Income	\$ 1,600,000.00	\$ 1,249,694.22	78%
Billable Jobs	\$ 125,000.00	\$ 164,719.57	132%
Surplus Soil	\$ -	\$ 9,750.00	0%
Grants	\$ 2,000.00	\$ 2,000.00	100%
Miscellaneous ²	\$ 97,000.00	\$ 2,355,422.56	2428%
Total	\$ 12,774,903.00	\$ 14,414,208.86	113%

¹ Water sales not included

² USBR Surplus and Credits in the amount of \$2,207,000

AGENDA ITEM 3.

Engineering, Operations & Maintenance Report

October 15, 2024

Maintenance & Engineering Staff Activities:

- New Office Well – Well completed, pump tank installed, and waiting on electrical.
- Well measurement collection underway.
- Rubicon Gate Maintenance – Routine trouble shooting.
- National Pollutant Discharge Elimination System (NPDES) – Completed for 2024 season.
- Basin #10 – Under construction.
- SCADA Integrator – SCADA package for Island Tract installed. Waiting on programming and radio repeater station at Madera Lake, power has been completed.
- Tesoro Viejo 6.2 Pipeline – Construction package completed – Landscape design ongoing.
- California High Speed Rail (CHSR) – No changes.
- Internal GIS Development – Engineering staff is continuing with right-of-way mapping and facility mapping updates.
- Mountain Diversions closed until December. Chilkoot opened October 1st.
- New Engineering Building – Structure, wiring, lights, insulation, interior paneling, and walkway driveway approach completed.
- Underground Service Alert's (USA) – Daily review and marked.
- Madera Lake – New electrical meter panel, panel box, light post installed for new repeater site.
- Madera Lake – New electric panel, installed panel box for existing well.

New Office Well and Pump and Electrical Work Under Construction



Completed New Engineering Building



Madera Lake Installed New Electric Post and Panels for Light Post and Repeater Station Site



Madera Lake Installed New Power Pole and Electrical Box for Existing Well



Basin #10 Construction is Ongoing



Welding Shop Report:

- Fabricated two electrical backboards and post for Madera Lake.
- Fabricated three new sign frames for Basin #5, #8 and #10.
- Fabricated and installed new safety ladder control box on the 9.0-3.3.
- Repaired damaged road gate on Madera Canal South of Road 28 ½.
- Fabricated 12-foot catwalk for training weir structure in yard for Fall Protection Training.
- Repaired gate stem on Turnout 6.2-15.9 #22.

Repaired Road Gate on Madera Canal South of Road 28 ½



Fall Protection Training Site Weir in Yard



New Safety Railing and Ladder on Clark Pipeline



Installed New Turnout for Landowner on the 24.2-9.0 on Road 24 South of Avenue 19



24.2-21.1 West Pipeline on Avenue 11 Showing Parallel Cracks on Pipeline



Repaired Leaking Air Vent on the Galeener Pipeline along Road 24



Hely Canal just East of Road 30 Repaired Canal Break



Repaired Sinkhole on the 6.2-16.9 just West of Highway 145 along the South Bank



Shop Report:

- 3 Vehicles Repaired
- 11 Vehicles Serviced
- 5 Equipment Repaired

90 Day DOT Inspections Completed:

- 12-11 F-350 Spray Truck Flatbed
- 7-11 F-250 Maintenance Truck
- 2-19 F-350 Maintenance Truck
- 5-10 F-350 Flat Bed Cement Truck
- 6-10 F-350 Spray Truck
- 10-17 Freightliner Semi-Truck
- 5-92 Lowboy Trailer
- 2-23 Kenworth Heavy Truck
- 9-17 45 Ton Lowboy

Pesticide Report – Weed Spraying and Treatment Ongoing Throughout the District:

- Choice Weather – Herbicide – 148 Gallons
- Copper Sulfate Crystals – Algae- 300lbs.
- Fever – Herbicide – 220 Gallons
- Round Up – Herbicide- 720 Gallons
- Teton – Algae/Pond Weed – 75 Gallons

Spray Truck Spraying on Road 26 Schmitz Canal



Finance Department Activities October 15, 2024

The third and final payment for 2024 was received from the County of Madera for Assessments and Standby Charges on August 8th in the amount of \$220,276.06. This payment was for receipts the County has collected on our behalf through July 4, 2024.

The assessments for 2025 and the standby charges for 2024 have been sent to the County for inclusion in the County's property tax bills. The total assessments and standby charges are \$7,854,353.06.

The 401(a) audit has been completed. The audited financial statements are included in the board packet and will be presented by Kip Hudson at the board meeting today.

The Semi-annual bond payments due September 1, 2024 have been made; the funds were transferred to Wells Fargo on August 14, 2024.

The 2025 Budget process has begun. The budget documents were sent to all department heads. The department budgets are requested to be returned to Finance no later than Friday, November 1st. Department Head meeting with GM and Assistant GM is scheduled for Friday, November 8th and the Budget Meeting / Regular Board Meeting is scheduled for Tuesday, December 17th.

Accounting

Madera Irrigation District

- monthly financial reports
- accounts payable and warrant lists
- bank reconciliations
- CIP/Project tracking and updates

Madera-Chowchilla Water and Power Authority

- monthly financial reports
- accounts payable and warrant lists
- bank reconciliations
- call for funds

Storm/Assessments

- Extract Madera Irrigation District deed transfers from Madera County
- Process Grant Deed changes
- Assessment searches as requested by the public
- Redemption documentation

Payroll

- Madera Irrigation District payroll processing
- Madera Irrigation District payroll tax transfers
- Compilation of payroll data for employees and third-party requests
- Madera-Chowchilla Water and Power Authority payroll processing
- Madera-Chowchilla Water and Power Authority payroll tax transfers

AGENDA ITEM 5a.

OCTOBER 15, 2024
RESOLUTION NO. 2024-16

**RESOLUTION OF THE BOARD OF DIRECTORS,
MADERA IRRIGATION DISTRICT
ACCEPTING 401A PLAN REPORT ON
AUDITED FINANCIAL STATEMENTS YEAR ENDED DECEMBER 31, 2023 AND 2022**

RESOLVED by the Board of Directors of the Madera Irrigation District (“District”), at a regular meeting duly called and held on October 15, 2024 at the business office of the District, 12152 Road 28 1/4, Madera, California 93637 as follows:

WHEREAS, the District has received the Madera Irrigation District 401a Plan Report of Audited Financial Statements for the Years Ended December 31, 2023 and 2022, conducted with auditing standards generally accepted in the United States and the State Controller’s Minimum Audit Requirements for California Special Districts; and

WHEREAS, the Board of Directors of the Madera Irrigation District have reviewed the Madera Irrigation District 401a Plan Report on Audited Financial Statements for the Years Ended December 31, 2023 and 2022 for the District’s 401a Plan; and

NOW, THEREFORE, BE IT RESOLVED, by the Board of Directors of the Madera Irrigation District, that the facts contained in the recitals above are true and correct and that the Board of Directors of Madera Irrigation District accepts the Madera Irrigation District 401a Plan Report on Audited Financial Statements for the Year Ended December 31, 2023 and 2022.

THE FOREGOING RESOLUTION WAS DULY AND REGULARLY ADOPTED by the Board of Directors of the Madera Irrigation District, at a regular meeting of the Board held on the 15th day of October 2024, by the following vote:

- AYES:
- NOES:
- ABSENT:
- ABSTAIN:

James Erickson, President

ATTEST: _____
Carl Janzen, Vice President

CERTIFICATE OF SECRETARY

The undersigned Secretary of the Board of the Madera Irrigation District hereby certifies that the foregoing is a full, true and correct copy of Resolution No. 2024-16 adopted October 15, 2024.

Andrea Kwock Sandoval, Secretary

MADERA IRRIGATION DISTRICT RETIREMENT PLAN

**FINANCIAL STATEMENTS
WITH
INDEPENDENT AUDITORS' REPORT**

**FOR THE YEARS ENDED
DECEMBER 31, 2023 AND 2022**

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INDEPENDENT AUDITORS' REPORT

To the Board of Trustees
Madera Irrigation District
Retirement Plan

Report on the Audit of the Financial Statements

Opinions

We have audited the accompanying statements of net plan position and statements of changes in net plan position of the Madera Irrigation District Retirement Plan (the Plan), as of and for the years ended December 31, 2023 and 2022, and the related notes to the financial statements, which collectively comprise the Plan's basic financial statements as listed in the table of contents.

In our opinion, the financial statements referred to above present fairly, in all material respects, the respective net plan position of the Plan, as of December 31, 2023 and 2022, and the respective changes in net plan position for the years then ended in accordance with accounting principles generally accepted in the United States of America.

Basis for Opinions

We conducted our audit in accordance with auditing standards generally accepted in the United States of America and the standards applicable to financial audits contained in *Government Auditing Standards*, issued by the Comptroller General of the United States. Our responsibilities under those standards are further described in the Auditors' Responsibilities for the Audit of the Financial Statements section of our report. We are required to be independent of the Plan and to meet our other ethical responsibilities, in accordance with the relevant ethical requirements relating to our audit. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinions.

Responsibilities of Management for the Financial Statements

Management is responsible for the preparation and fair presentation of the financial statements in accordance with accounting principles generally accepted in the United States of America, and for the design, implementation, and maintenance of internal control relevant to the preparation and fair presentation of financial statements that are free from material misstatement, whether due to fraud or error.

In preparing the financial statements, management is required to evaluate whether there are conditions or events, considered in the aggregate, that raise substantial doubt about the Plan's ability to continue as a going concern for twelve months beyond the financial statement date, including any currently known information that may raise substantial doubt shortly thereafter.

Auditors' Responsibilities for the Audit of the Financial Statements

Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditors' report that includes our opinions.

Reasonable assurance is a high level of assurance but is not absolute assurance and therefore is not a guarantee that an audit conducted in accordance with generally accepted auditing standards and *Government Auditing Standards* will always detect a material misstatement when it exists. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control. Misstatements are considered material if there is a substantial likelihood that, individually or in the aggregate, they would influence the judgment made by a reasonable user based on the financial statements.

In performing an audit in accordance with generally accepted auditing standards and *Government Auditing Standards*, we:

- Exercise professional judgment and maintain professional skepticism throughout the audit.
- Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, and design and perform audit procedures responsive to those risks. Such procedures include examining, on a test basis, evidence regarding the amounts and disclosures in the financial statements.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Plan's internal control. Accordingly, no such opinion is expressed.
- Evaluate the appropriateness of accounting policies used and the reasonableness of significant accounting estimates made by management, as well as evaluate the overall presentation of the financial statements.
- Conclude whether, in our judgment, there are conditions or events, considered in the aggregate, that raise substantial doubt about the Plan's ability to continue as a going concern for a reasonable period of time.

We are required to communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit, significant audit findings, and certain internal control-related matters that we identified during the audit.

Required Supplementary Information

Management has omitted the management's discussion and analysis that accounting principles generally accepted in the United States of America require to be presented to supplement the basic financial statements. Such missing information, although not a part of the basic financial statements, is required by the Governmental Accounting Standards Board who considers it to be an essential part of financial reporting for placing the basic financial statements in an appropriate operational, economic, or historical context. Our opinion on the basic financial statements is not affected by this missing information.

Other Reporting Required by Government Auditing Standards

In accordance with *Government Auditing Standards*, we have also issued our report dated September 25, 2024, on our consideration of the Plan's internal control over financial reporting and on our tests of its compliance with certain provisions of laws, regulations, contracts, and grant agreements and other matters. The purpose of that report is solely to describe the scope of our testing of internal control over financial reporting and compliance and the results of that testing, and not to provide an opinion on the effectiveness of the Plan's internal control over financial reporting or on compliance. That report is an integral part of an audit performed in accordance with *Government Auditing Standards* in considering the Plan's internal control over financial reporting and compliance.

HUDSON & COMPANY, INC.



Fresno, California
September 25, 2024

**MADERA IRRIGATION DISTRICT RETIREMENT PLAN
STATEMENTS OF NET PLAN POSITION
DECEMBER 31, 2023 AND 2022**

	2023	2022
ASSETS		
Investments at fair value:		
Cash and cash equivalents	\$ 4,463	\$ 3,119
Pooled separate accounts	<u>1,804,799</u>	<u>1,192,929</u>
Total investments at fair value	<u>1,809,262</u>	<u>1,196,048</u>
Total assets	<u>1,809,262</u>	<u>1,196,048</u>
NET PLAN POSITION		
Net Plan Position	<u>\$ 1,809,262</u>	<u>\$ 1,196,048</u>

The accompanying notes are an integral part of the financial statements.

**MADERA IRRIGATION DISTRICT RETIREMENT PLAN
STATEMENTS OF CHANGES IN NET PLAN POSITION
FOR THE YEARS ENDED DECEMBER 31, 2023 AND 2022**

	2023	2022
Additions to net plan position attributed to:		
Investment income (loss):		
Net appreciation (depreciation) in fair value of investments	<u>\$ 228,329</u>	<u>\$ (205,254)</u>
Total investment income (loss)	<u>228,329</u>	<u>(205,254)</u>
Contributions:		
Employer	323,136	276,459
Participants	<u>171,072</u>	<u>146,361</u>
Total contributions	<u>494,208</u>	<u>422,820</u>
Other income	<u>-</u>	<u>2,788</u>
Total additions	<u>722,537</u>	<u>220,354</u>
Deductions from net plan position attributed to:		
Benefits paid to participants	87,474	102,341
Administrative expenses	<u>21,849</u>	<u>20,110</u>
Total deductions	<u>109,323</u>	<u>122,451</u>
Net increase in plan position	613,214	97,903
Net plan position:		
Beginning of Year	<u>1,196,048</u>	<u>1,098,145</u>
End of Year	<u>\$ 1,809,262</u>	<u>\$ 1,196,048</u>

The accompanying notes are an integral part of the financial statements.

**MADERA IRRIGATION DISTRICT RETIREMENT PLAN
NOTES TO FINANCIAL STATEMENTS**

NOTE 1 – DESCRIPTION OF THE PLAN

The following description of the Madera Irrigation District Retirement Plan (the Plan) provides only general information. Participants should refer to the Plan agreement for a more complete description of the Plan's provisions.

General: The Plan is a defined contribution plan covering all Madera Irrigation District (the Employer) permanent employees who have one year of service and are ages 18 and older. The plan is considered a governmental pension plan and therefore, is not subject to the requirements of the Employee Retirement Income Security Act of 1974 (ERISA).

Contributions: Each year, participants may contribute up to the maximum amount allowable under Internal Revenue Service limits, as defined in the Plan. Participants who have attained age 50 before the end of the plan year are eligible to make catch-up contributions. Participants may also contribute amounts representing distributions from other qualified defined benefit or defined contribution plans, classified as rollover contributions. An eligible employee must, prior to his or her first entry date, make a one-time irrevocable election to contribute either 4.5% or 0% of compensation to the Plan. The Employer contributes annually a discretionary nonelective contribution to the Plan. The Participant's share of the nonelective contribution is dependent on the classification the Participant has elected. Classification A consists of employees who elect a 4.5% mandatory employee contribution and Classification B consists of employees who elected a 0% mandatory employee contribution. For the year ended December 31, 2023 and 2022, the employer contribution percentage was 8.5% and 4.0% for Classification A and Classification B participants, respectively. Forfeitures of terminated participants' non-vested accounts are used by the Employer to pay for Plan expenses or reduce their contribution liability.

Participants direct the investments of their contributions into various mutual fund options offered by John Hancock Life Insurance Company (USA).

Participant Accounts: Each participant's account is credited with the participant's mandatory employee contribution and allocations of the employer's discretionary nonelective contribution and the plan earnings (losses) and charged with an allocation of administrative expenses. Allocations are based on participant account balances in proportion to the balances of all participants' accounts for plan earnings (losses) and certain administrative expenses are allocated proportionately to each participant regardless of account balances. The benefit to which a participant is entitled is the benefit that can be provided from the participant's account.

Vesting: Participants are immediately vested in their contributions plus actual earnings thereon. Vesting in the Employer's contributions plus earnings is based on years of service. A participant is fully vested after 6 years of credited service.

Participant Loans: The Plan does not permit loans to participants.

Payment of Benefits: On termination of service due to death, disability, retirement, or termination of service for other reasons, a participant with a vested balance exceeding \$5,000 may elect to receive a lump-sum amount equal to the value of the participant's vested interest in his or her account or annual installments at least equal to the required minimum distribution amount. Balances not exceeding \$5,000 may only be paid as a lump-sum distribution. For termination of service due to other reasons, a participant may receive the value of the vested balance in his or her account as a lump-sum distribution. Withdrawals for financial hardship are permitted provided they meet regulations prescribed by the Internal Revenue Service and are for a severe and immediate financial need.

**MADERA IRRIGATION DISTRICT RETIREMENT PLAN
NOTES TO FINANCIAL STATEMENTS (continued)**

NOTE 1 – DESCRIPTION OF THE PLAN (continued)

Forfeited Accounts: For the years ended December 31, 2023 and 2022, forfeited non-vested accounts totaled \$2,544 and \$2,118, respectively. As of December 31, 2023 and 2022, the forfeited non-vested account balance available to the Employer totaled \$4,463 and \$3,119, respectively. Forfeitures of terminated participants' nonvested accounts are used to pay Plan expenses or to reduce future employer contributions. For the years ended December 31, 2023 and 2022, Plan expenses were reduced by \$1,200 and \$3,665, respectively. For the years ended December 31, 2023 and 2022, employer contributions were reduced by \$0 from forfeited non-vested accounts.

NOTE 2 – SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Basis of Accounting: The accompanying financial statements have been presented on the accrual basis of accounting.

Use of Estimates: The preparation of financial statements in conformity with accounting principles generally accepted in the United States of America requires the Plan administrator to make estimates and assumptions that affect the reported amounts of assets and liabilities and changes therein. Actual results may differ from those estimates.

Investment Valuation and Income Recognition: Investments are reported at fair value. Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. See Note 4 for discussion of fair value measurements.

Purchases and sales of securities are recorded on a trade-date basis. Interest income is recorded on an accrual basis. Dividends are recorded on the ex-dividend date. Mutual fund unit values are established by dividing the net value of each fund by the number of units outstanding on the valuation date. Net appreciation (depreciation) includes the Plan's gains and losses on investments bought and sold as well as held during the year.

Payment of Benefits: Benefits are recorded when paid.

Administrative Expenses: Contract administration and services fees are paid by the Plan. Certain other administrative costs, including audit fees, are paid by Madera Irrigation District on behalf of the Plan. Expenses relating to specific participant transactions (i.e. distribution request, etc.) are charged directly against the appropriate participant's account.

Subsequent Events: In compliance with accounting standards, management has evaluated events that have occurred after year-end to determine if these events are required to be disclosed in the financial statements. Management has determined that no events require disclosure in accordance with accounting standards. The Plan has evaluated subsequent events through September 25, 2024, the date which the financials were available to be issued.

NOTE 3 – INVESTMENTS

The Plan's investments, which consist of various investment funds under the John Hancock Life Insurance Company (USA) pooled funds, are valued at fair value. Security transactions are recorded on a trade date basis. Gains and losses on security transactions are recorded quarterly and included with investment earnings.

The Plan provides that contributions to the Plan will be invested in certain individual programs as directed by each participant. Participants may change investment options at any time.

**MADERA IRRIGATION DISTRICT RETIREMENT PLAN
NOTES TO FINANCIAL STATEMENTS (continued)**

NOTE 3 – INVESTMENTS (continued)

Investment programs that represent 5% or more of the Plan’s net plan position at December 31, 2023 and 2022, as certified by John Hancock Life Insurance Company (USA), are as follows:

	2023
JH Multimanager 2040 Lifetime	\$ 370,475
JH Multimanager 2050 Lifetime	107,491
JH Multimanager 2055 Lifetime	170,814
JH Multimanager Aggressive LS	205,791
JH Multimanager Growth LS	206,392
Money Market Fund	97,287
AF American Balanced Fund	95,843
	2022
JH Multimanager 2030 Lifetime	\$ 66,229
JH Multimanager 2040 Lifetime	235,132
JH Multimanager 2055 Lifetime	112,312
JH Multimanager Aggressive LS	130,763
JH Multimanager Growth LS	155,449

NOTE 4 – FAIR VALUE MEASUREMENTS

Financial Accounting Standards Board (FASB) *Accounting Standards Codification (ASC) 820, Fair Value Measurements and Disclosures*, provides the framework for measuring fair value. That framework provides a fair value hierarchy that prioritizes the inputs to valuation techniques used to measure fair value. The hierarchy gives the highest priority to unadjusted quoted prices in active markets for identical assets or liabilities (level 1 measurements) and the lowest priority to unobservable inputs (level 3 measurements). The three levels of the fair value hierarchy under FASB ASC 820 are described as follows:

- Level 1 Inputs to the valuation methodology are unadjusted quoted prices for identical assets or liabilities in active markets that the Plan has the ability to access.

- Level 2 Inputs to the valuation methodology include:
 - quoted prices for similar assets or liabilities in active markets;
 - quoted prices for identical or similar assets or liabilities in inactive markets;
 - inputs other than quoted prices that are observable for the asset or liability;
 - inputs that are derived principally from or corroborated by observable market data by correlation or other means.

If the asset or liability has a specified (contractual) term, the Level 2 input must be observable for substantially the full term of the asset or liability.

MADERA IRRIGATION DISTRICT RETIREMENT PLAN
NOTES TO FINANCIAL STATEMENTS (continued)

NOTE 4 – FAIR VALUE MEASUREMENTS (continued)

Level 3 Inputs to the valuation methodology are unobservable and significant to the fair value measurement.

The asset’s or liability’s fair value measurement level within the fair value hierarchy is based on the lowest level of any input that is significant to the fair value measurement. Valuation techniques used need to maximize the use of observable inputs and minimize the use of unobservable inputs.

The following is a description of the valuation methodologies used for assets measured at fair value. There have been no changes in the methodologies used at December 31, 2023 and 2022 and there have been no transfers between levels during the years ended December 31, 2023 and 2022.

- *Cash and cash equivalents:* The carrying amounts reported in the Statements of Net Plan Position for cash and cash equivalents approximate those assets’ fair values.
- *Pooled separate accounts:* Valued daily using publicly quoted market prices for identical assets.

The preceding methods described may produce a fair value calculation that may not be indicative of net realizable value or reflective of future fair values. Furthermore, while the Plan believes its valuation methods are appropriate and consistent with other market participants, the use of different methodologies or assumptions to determine the fair value of certain financial instruments could result in a different fair value measurement at the reporting date.

The following tables set forth by level, within the fair value hierarchy, the Plan’s investments at fair value as of December 31, 2023 and 2022:

	Investments at Fair Value as of December 31, 2023			
	Level 1	Level 2	Level 3	Total
Investments:				
Cash and cash equivalents	\$ 4,463	\$ -	\$ -	\$ 4,463
Pooled separate accounts	1,804,799	-	-	1,804,799
Total Investments at Fair Value	\$ 1,809,262	\$ -	\$ -	\$ 1,809,262
	Investments at Fair Value as of December 31, 2022			
	Level 1	Level 2	Level 3	Total
Investments:				
Cash and cash equivalents	\$ 3,119	\$ -	\$ -	\$ 3,119
Pooled separate accounts	1,192,929	-	-	1,192,929
Total Investments at Fair Value	\$ 1,196,048	\$ -	\$ -	\$ 1,196,048

MADERA IRRIGATION DISTRICT RETIREMENT PLAN
NOTES TO FINANCIAL STATEMENTS (continued)

NOTE 5 – RELATED PARTY AND PARTY-IN-INTEREST TRANSACTIONS

Certain Plan investments are shares of mutual funds managed by John Hancock. John Hancock is the trustee as defined by the Plan and, therefore, these transactions qualify as party-in-interest transactions. Contract administration fees paid by the Plan to John Hancock amounted to \$13,920 and \$11,390 for the years ended December 31, 2023 and 2022, respectively.

The third-party administrator and advisors to the plan provide various services to the Plan and receive compensation for these services and, therefore, qualify as parties-in-interest. Total fees paid to these parties-in-interest during the years ended December 31, 2023 and 2022 totaled \$7,929 and \$8,720, respectively.

NOTE 6 – RISKS AND UNCERTAINTIES

The Plan invests in various investment securities. Investment securities are exposed to various risks such as interest rate, market, and credit risks. Due to the level of risk associated with certain investment securities, it is at least reasonably possible that changes in the values of investment securities will occur in the near term and that such changes could materially affect participants' account balances and the amounts reported in the Statements of Net Plan Position.

NOTE 7 – PLAN TERMINATION

Although it has not expressed any intent to do so, the Employer has the right under the Plan to discontinue its contributions at any time and to terminate the Plan. In the event of Plan termination, participants will become 100% vested in their accounts.

NOTE 8 – TAX STATUS

Although the Plan has not requested a determination letter from the Internal Revenue Service, the Plan has been based on a prototype, and Plan management believes the Plan is designed in accordance with applicable sections of the Internal Revenue Code (IRC) and therefore believe that the Plan is qualified, and the related trust is tax-exempt. As a result, no provision for income taxes has been included in the Plan's financial statements.

Accounting principles generally accepted in the United States of America requires Plan management to evaluate tax positions taken by the Plan and recognize a tax liability (or asset) if the Plan has taken an uncertain position that more likely than not would not be sustained upon examination by the taxing authorities. The Plan administrator has analyzed the tax positions taken by the Plan, and has concluded as of December 31, 2023 and 2022, there are no uncertain positions taken or expected to be taken that would require recognition of a liability (or asset) or disclosure in the financial statements. The Plan is subject to routine audits by taxing jurisdictions; however, there are currently no audits for any tax periods in progress. The Plan administrator believes it is not subject to income tax examinations for years prior to 2020.



**INDEPENDENT AUDITORS' REPORT ON INTERNAL CONTROL OVER FINANCIAL REPORTING AND ON COMPLIANCE
AND OTHER MATTERS BASED ON AN AUDIT OF FINANCIAL STATEMENTS PERFORMED IN ACCORDANCE WITH
GOVERNMENT AUDITING STANDARDS**

To the Board of Trustees
Madera Irrigation District
Retirement Plan

We have audited, in accordance with the auditing standards generally accepted in the United States of America and the standards applicable to financial audits contained in *Government Auditing Standards* issued by the Comptroller General of the United States, the financial statements of the Madera Irrigation District Retirement Plan (the Plan), as of and for the years ended December 31, 2023 and 2022, and the related notes to the financial statements, which collectively comprise the Plan's basic financial statements, and have issued our report thereon dated September 25, 2024.

Report on Internal Control over Financial Reporting

In planning and performing our audit of the financial statements, we considered the Plan's internal control over financial reporting (internal control) as a basis for designing audit procedures that are appropriate in the circumstances for the purpose of expressing our opinions on the financial statements, but not for the purpose of expressing an opinion on the effectiveness of the Plan's internal control. Accordingly, we do not express an opinion on the effectiveness of the Plan's internal control.

A *deficiency in internal control* exists when the design or operation of a control does not allow management or employees, in the normal course of performing their assigned functions, to prevent, or detect and correct, misstatements, on a timely basis. A *material weakness* is a deficiency, or a combination of deficiencies, in internal control, such that there is a reasonable possibility that a material misstatement of the entity's financial statements will not be prevented, or detected and corrected, on a timely basis. A *significant deficiency* is a deficiency, or a combination of deficiencies, in internal control that is less severe than a material weakness, yet important enough to merit attention by those charged with governance.

Our consideration of internal control was for the limited purpose described in the first paragraph of this section and was not designed to identify all deficiencies in internal control that might be material weaknesses or significant deficiencies. Given these limitations, during our audit we did not identify any deficiencies in internal control that we consider to be material weaknesses. However, material weaknesses or significant deficiencies may exist that were not identified.

Report on Compliance and Other Matters

As part of obtaining reasonable assurance about whether the Plan's financial statements are free from material misstatement, we performed tests of its compliance with certain provisions of laws, regulations, contracts, and grant agreements, noncompliance with which could have a direct and material effect on the financial statements. However, providing an opinion on compliance with those provisions was not an objective of our audit, and accordingly, we do not express such an opinion. The results of our tests disclosed no instances of noncompliance or other matters that are required to be reported under *Government Auditing Standards*.

Purpose of This Report

The purpose of this report is solely to describe the scope of our testing of internal control and compliance and the results of that testing, and not to provide an opinion on the effectiveness of the Plan's internal control or on compliance. This report is an integral part of an audit performed in accordance with *Government Auditing Standards* in considering the Plan's internal control and compliance. Accordingly, this communication is not suitable for any other purpose.

HUDSON & COMPANY, INC.

A handwritten signature in blue ink that reads "Hudson + Company, Inc." in a cursive style.

Fresno, California
September 25, 2024

AGENDA ITEM 6b.

**OCTOBER 15, 2024
RESOLUTION NO. 2024-19**

**RESOLUTION OF THE BOARD OF DIRECTORS,
MADERA IRRIGATION DISTRICT
APPROVING AMENDMENT TO
CONTROLLER’S EMPLOYMENT AGREEMENT**

RESOLVED by the Board of Directors (“Directors”) of the Madera Irrigation District (“District”), at a regular meeting duly called and held on October 15, 2024 at the business office of the District, 12152 Road 28 1/4, Madera, California 93637 as follows:

WHEREAS, the initial Employment Agreement for Jennifer Furstenburg was entered on September 15, 2020; and

WHEREAS, the Directors agree that it is in the best interest of the District to amend the Controller’s Employment Agreement; and

NOW, THEREFORE, BE IT RESOLVED, that the Board of Directors of the Madera Irrigation District does hereby approve that the Employment Agreement be amended by substituting the following for the entire Subsection 2.1:

Salary. In consideration of the services to be rendered under this Agreement, the District shall pay Employee a salary equivalent to One Hundred Twenty Thousand and No/100 Dollars (\$120,000.00) per year. The salary shall be paid in accordance with the District’s regularly established payroll practices. Employee’s salary shall be reduced by withholdings required by law. Employee’s salary will be reviewed from time to time in accordance with the established procedures of the District for adjusting salaries for similarly situated employees. The salary may be adjusted in accordance with the District’s Personnel Policy 301, Salary Code, Section 3 approved August 8, 2024 for up to three successive years from the date of this amendment. Salary adjustments will not alter the at-will employment relationship between the District and the Employee. A cost of living increase shall be provided annually on March 1 of each year based on the California Consumer Price Index for Urban Wage Earners and Clerical Workers as calculated by the Department of Industrial Relations in accordance with AB 1344.

Except for the above amendment, all of the other provisions of the Controller’s Employment Agreement shall remain unchanged and in full force and effect.

THE FOREGOING RESOLUTION WAS DULY AND REGULARLY ADOPTED by the Madera Irrigation District Board of Directors, at a regular meeting of the Board held on the 15th day of October 2024 by the following vote:

AYES:
NOES:
ABSENT:
ABSTAIN:

James Erickson, President

ATTEST: _____
Carl Janzen, Vice President

CERTIFICATE OF SECRETARY

The undersigned Secretary of the Board of the Madera Irrigation District hereby certifies that the foregoing is a full, true and correct copy of Resolution No. 2024-19 adopted October 15, 2024.

Andrea Kwock Sandoval, Secretary

**AMENDMENT OF
CONTROLLER'S
EMPLOYMENT AGREEMENT**

This amendment is made on October 15, 2024 between the Madera Irrigation District (“District”) and Jennifer Furstenburg (“Controller”), who agree as follows:

1. Recitals. This amendment is made with reference to the following:

- a. The initial Controller’s Employment Agreement between the parties was entered into on September 15, 2020.
- b. The Board of Directors of the District finds that it is in the best interest of the District to amend the Controller’s Employment Agreement as provided herein.

2. The parties desire to amend the Employment Agreement as follows:

Substitute the following for the entire Subsection 2.1 of the Employment Agreement:

Salary. In consideration of the services to be rendered under this Agreement, the District shall pay Employee a salary equivalent to One Hundred and Twenty Thousand and No/100 Dollars (\$120,000.00) per year. The salary shall be paid in accordance with the District’s regularly established payroll practices. Employee’s salary shall be reduced by withholdings required by law. Employee’s salary will be reviewed from time to time in accordance with the established procedures of the District for adjusting salaries for similarly situated employees. The salary may be adjusted in accordance with the District’s Personnel Policy 301, Salary Code, Section 3 approved August 8, 2024 for up to three successive years. Salary adjustments will not alter the at-will employment relationship between the District and the Employee. A cost of living increase shall be provided annually on March 1 of each year based on the California Consumer Price Index for Urban Wage Earners and Clerical Workers as calculated by the Department of Industrial Relations in accordance with AB 1344.

3. Except as set forth in this amendment, all the provisions of the Controller’s Employment Agreement shall remain unchanged and in full force and effect.

MADERA IRRIGATION DISTRICT

CONTROLLER

JAMES ERICKSON
President, Board of Directors

JENNIFER FURSTENBURG

THOMAS GRECI
General Manager

AGENDA ITEM 6d.

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 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



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; 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) 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. (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.

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. 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 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 the classification and compensation plan and publicly posted salary schedule for Association employees submitted by the executive director/secretary, which shall be approved by 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 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 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. Quorum. 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. 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 9.15. 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 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 11.05. 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