

Borrego Water District
MINUTES
Special Meeting of the Board of Directors
November 29, 2010
3:30 P.m.
806 Palm Canyon Drive
Borrego Springs, CA 92004

I. OPENING PROCEDURES

A. Call to Order: Secretary/Treasurer Mendenhall called the meeting to order at 3:30 p.m.

B. Pledge of Allegiance: Those present stood for the Pledge of Allegiance.

C. Roll Call: Directors: Present: Secretary/Treasurer Mendenhall, Hart, Lyle Brecht, Marshal Brecht, Shimeall

Staff: Richard Williamson, General Manager
Jerry Rolwing, Operations Manager
Kim Pitman, Administration Manager
Diana Del Bono, Administrative Assistant
Allison Burns, Stradling, Yocca, Carlson & Rauth
Wendy Quinn, Recording Secretary

Public: Dennis Dickinson Clark Shimeall
Ray Shindler Scott Shimeall
Dick Walker Jim Engelke, Lundberg
Rebecca Falk, RRR Doska Ross
Kathy Johnston Judy Meier, *Borrego Sun*
Ruth Otis Betty McKee
Dave Otis Mary Mitts
Bob McKee Sue Salt

Allison Burns administered the oath of office to new Directors Hart, Lyle Brecht and Marshal Brecht.

D. Comments from the Public and Requests for Future Agenda Items: Bob McKee asked whether the District still had \$5 million in reserves, as reported previously. Rich Williamson explained that the USDA had concerns with the amount of the District's reserves, which could prevent grant eligibility. Mr. McKee asked whether recent purchases could be paid for if the revenue stays the same, and Mr. Williamson replied that adjustments would have to be made only if it declined. He pointed to the current rate study, which will address these concerns.

Mr. McKee requested an agenda item for December 15, review and possible vote on the Directors' benefits.

Mr. McKee cited an item in the *Borrego Sun* indicating Mr. Williamson was sending out his resume but did not have another position. He asked about contact with Ralph M. Anderson of Valley Center Sanitary District. Mr. Williamson explained that he was offered a position at VCSD in September but turned it down.

E. Comments from Directors and Requests for Future Agenda Items: Director Lyle Brecht asked when the deadline is for December 15 agenda items. Mr. Williamson explained that a draft agenda is distributed to the Board five working days in

advance of the meeting (usually on the preceding Wednesday). Requests from the public should be submitted ten days in advance, and the final agenda is distributed on the Friday before the meeting.

Ms. Burns reported that District staff had forwarded her an e-mail from Rich Caldwell, stating his opinion that the new Directors should be sworn in at the regular Board meeting. He felt doing so at a special meeting could subject the District to legal challenge, and that the outgoing Directors should serve until the next regular meeting. Ms. Burns stated that Water Code section 35204 provides the new Directors take office the Friday after Thanksgiving by signing the oath, and the swearing in at a subsequent meeting is simply a formality. Director Lyle Brecht asked whether a response would be provided to Mr. Caldwell. Ms. Burns replied that she or a staff member would do so upon request, and Wendy Quinn confirmed that the correspondence and discussion would be reported in the Minutes. Secretary/Treasurer Mendenhall asked Jerry Rolwing to respond to Mr. Caldwell informing him that the Board had heard and discussed his correspondence and it was reported in the Minutes, which are a public record.

II. CURRENT BUSINESS MATTERS

A. Swearing in and Seating of the New Board Members: This item was addressed at the beginning of the meeting.

B. General discussion relative to the role of Board Members as contained in the District Code and Policies, status of District Activities, and process for an orderly transition of General Manager's duties to the Interim or new General Manager: Mr. Williamson confirmed that all Board members had copies of the District Administrative Code and Policy Manual. Except as to legal requirements, they may be changed by Board action. The Administrative Code states that all powers and duties imposed by law shall be exercised by the Board except as delegated to staff. Last year the issue came up as to the role of the President in the absence of the General Manager, and it was decided that the Operations Manager would serve as Acting General Manager.

Director Lyle Brecht asked whether the District was obligated to put anything on the agenda requested by a Board member or the public. Ms. Burns replied that written requests would be put on the next agenda for consideration as to whether to include them in a future agenda for discussion or action. Mr. McKee inquired about his request for reconsideration of Directors' benefits, and Ms. Burns explained that verbal requests are not required to be agendaized, but it is in the Board's discretion to do so. Mr. McKee pointed to the upcoming premium due date and urged that it be considered in December. Director Lyle Brecht agreed to put it on the next agenda.

Mr. Williamson summarized the terms of the Brown Act, noting that seminars are available for more detail. Ms. Burns added she would be covering it in her workshop following the next Board meeting. The Act provides that outside a noticed and agendaized meeting, a Board member cannot talk to more than one other Board member about anything to do with the District. The General Manager is prohibited from discussing District business outside a meeting with more than two Directors. Director Hart asked if she could e-mail all other Directors, requesting that they not reply. Ms. Burns stated she could, as long as she was not requesting their opinions or expressing hers. More than two Directors can discuss the need to call a special meeting, but not the action to be taken.

Mr. Williamson invited the Board's attention to Policy Statement 83-1, advising the Board members when speaking in public to clarify that any opinions expressed are theirs, and they are not speaking for the Board. Directors and staff may not speak for the Board without prior consent.

Mr. Williamson explained that current policy provides that the Board hires the General Manager, legal counsel and auditor. All other staff members and consultants report to the General Manager, although the Board provides input. The General Manager serves as Assistant Secretary and the Administration Manager serves as Assistant Treasurer. Directors should go through the General Manager when contacting staff or consultants. Under current procedures it is assumed that Mr. Rolwing will act as General Manager upon Mr. Williamson's departure and until a successor is selected.

Diana Del Bono distributed copies of a summary form prepared by Director Hart which could provide information on current District activities and projects. Director Hart explained that the form would ensure that the Board and staff were familiar with them when Mr. Williamson leaves. Mr. Williamson noted that all pertinent documents are available in the computer and can be accessed by Ms. Del Bono or Ms. Burns. He suggested a timeline showing significant deadlines might be helpful, and offered to prepare a draft by December 8 for consideration at the December 15 Board meeting. It will be e-mailed and put on the website.

Director Marshal Brecht inquired about the procedure for selecting a new General Manager. Secretary/Treasurer Mendenhall explained that the Personnel Committee would work with Kim Pitman to develop a procedure. Ms. Burns added that they typically prepare a job description, review resumes and conduct preliminary interviews, then the final candidates are interviewed by the full Board. Secretary/Treasurer Mendenhall appointed Directors Shimeall and Lyle Brecht to the Personnel Committee. Mr. Williamson encouraged the Committee to require the applicants to be licensed professional engineers, which will save the District substantial consultant costs.

Director Marshal Brecht requested a spread sheet and time line showing major upcoming expenses, and Mr. Williamson agreed to prepare it.

III. CLOSING PROCEDURE

A. Adjournment: There being no further business, the meeting adjourned at 4:45 p.m. The next regular meeting of the Board of Directors is scheduled for December 15, 2010 at the Borrego Water District.