

**Fillmore and Piru Basins Groundwater Sustainability Agency
Board of Directors Meeting**

September 18, 2017 - 6:00 p.m.

**City of Fillmore City Hall, City Council Chambers
250 Central Avenue, Fillmore, CA 93015**

MINUTES

Directors in Attendance

Director Gordon Kimball
Director Kelly Long
Director Ed McFadden
Director Candice Meneghin
Director Glen Pace

Directors Absent

Director Carrie Broggie

Staff Present

Kris Sofley, interim executive director

Public Present

Tony Morgan, UWCD
Rachel Kimball Laenen, Fillmore and Piru Pumpers

1. Call to Order 6:01p.m.

Director Long called the meeting to order and led the group in the pledge of allegiance.

2. Pledge of Allegiance

3. Public Comments

Director Long asked if any members of the public wanted to address the Board, no public comments were offered.

4. Approval of Agenda

Motion

Motion to approve the agenda as is, Director McFadden; Second, Director Meneghin.
Voice vote: five ayes (Kimball, Long, McFadden, Meneghin, Pace); none opposed; one absent (Broggie). Motion carries 5-0-1.

5. Director Announcements/Board Communications

Director Meneghin reported that she was attending the Raparian Summit on October 17 in Las Vegas and would be presenting a case study on the Santa Clara River. Director Long asked Mr. Morgan if anyone had contacted UWCD about available water as she had spoken with someone who had mentioned water availability and Director Long had directed them to contact Mr. Morgan. Mr. Morgan said he would reach out to the individual on behalf of Director Long.

6. Interim Executive Director Update

Information Item

The Interim Executive Director provided a brief overview regarding research on website design and hosting, and explained how she was using Facebook for online outreach in the interim. She also reported that she was continuing to contact insurance providers, including ACWA's JPIA and CSDA's SDRMA with inquiries about general liability insurance coverage and hoped to have more information at the next board meeting.

7. Update on Funding Sources

Information Item

Mr. Morgan reported that he was having internal discussion with UWCD regarding in-kind services and had discussed the principals of an agreement with the General Manager. With the GM's approval, Mr. Morgan said he would craft a formal agreement for the two agencies (FPB GSA and UWCD) covering services, personnel and clarifying expectations using in-kind services.

Director Long said that she had great news on the County side, and had drafted a letter for a cash advance of \$51,300 and repayment with interest before June 30, 2018. She added that in accordance with 14.3 of the Joint Powers Authority agreement, the loan would be repaid at prevailing LAIF interest rates. The County's Director of Finance was drafting the agreement and defining the percentage of interest and would then run the agreement through legal and Watershed Protection and would provide a copy for review to Mr. Morgan at UWCD and to the list of other agencies involved. She believed the loan agreement would be before the County Board of Supervisors for approval on September 26. Director Long thanked Martín Hernandez for his help in getting this started.

8. Discussion of Legal Services

Information

Mr. Morgan reported that, as addressed at the last Board meeting, a draft Request for Proposal (RFP) was included in the agenda packet. He explained that the RFP was a merger of three different RFPs that he repackaged after removing all the fluff and filler. The RFP was also broken out in General Legal Counsel and Special Council requirements.

Director McFadden asked if the list of potential law firms had been targeted. Ms. Sofley said that it was targeted and explained how she was using the list of law firms participating in the ACWA legal issues committee and DWR's list of attorneys, and then eliminated those outside the area of

Ventura, Santa Barbara, Los Angeles and Bakersfield as the travel/time costs for firms outside the area would be prohibitive.

Mr. Morgan said he thought many local firms could be conflicted for General Counsel work due to involvement with municipalities and other water agencies, but that it may not be an issue in the Fillmore and Piru area.

Director Long added that potential conflicts could be addressed as part of the Board's evaluation process.

Director McFadden reminded the Board that this didn't require a high powered lawyer and Mr. Morgan agreed that the GSA didn't require an experienced water lawyer, but rather someone familiar the Brown Act and public agency guidelines.

Director Kimball asked to focus locally by reaching out to lawyers within the Santa Paula or Fillmore Chamber of Commerce.

Mr. Morgan said the deadline for submissions of proposals was October 23 and that at the October 30 Board meeting the Board could evaluate whether to develop an ad hoc committee to review the submissions or outline the process for selection.

Director Long suggested if any Board members know of lawyers interested in being General Counsel, they should give the names to Ms. Sofley. Then the Board can select the top three candidates from the submissions and ask those top choice law firms to make formal presentations to the Board at its November 16 meeting. Director Long was hoping General Counsel could be approved by December.

Director McFadden and Director Meneghin volunteered to be the ad hoc committee reviewing legal services proposals, which they would receive at the October 30 Board meeting. The two of them will notify the board of the top candidates who will be invited to make a presentation to the Board, followed by a 30 minute question and answer period.

Mr. Morgan added that at the end of the November 16 meeting, the Board could make a decision regarding the leading candidate and then open negotiations regarding the terms of the contract, with an eye towards approving the contract and rates at the December 19 Board meeting.

9. CONSENT CALENDAR

a. Approval of Minutes

Motion to approve the Minutes from the Board Meeting of August 28, 2017 and the Special Board Meeting of September 7, 2017, Director McFadden; Second, Director Pace. Roll call vote: five ayes (Kimball, Long, McFadden, Meneghin and Pace); none opposed; one absent (Broggie). Motion carries 5-0-1.

10. ACTION ITEMS

a. Application for General Liability Insurance

Motion

Motion to approve an application requesting a quote from the CalAssociation of Nonprofits Insurance Service for General Liability and Directors & Officers coverage for the Fillmore and Piru Basins Groundwater Sustainability Agency, Director McFadden; Second, Director Meneghin. Voice vote: five ayes (Kimball, Long, McFadden, Meneghin, and Pace); none opposed; one absent (Broggie). Motion carries 5-0-1.

b. Approval of Resolution 2017-02 and Adoption of Conflict of Interest Code

Motion

Motion to approve and adopt Resolution 2017-02, approving and adopting the draft Conflict of Interest Code on behalf of the Fillmore and Piru Basins Groundwater Sustainability Agency, as presented, Director Kimball; Second, Director Pace. Voice vote: five ayes (Kimball, Long, McFadden, Meneghin and Pace); none opposed; one absent (Broggie). Motion carries 5-0-1.

c. Establishing a Commercial Checking Account for FPBGSA

Motion

Director McFadden said that as the Board's Secretary/Treasurer he would be the signatory on the FPB GSA's checking account but suggested that an accounting policy outlining the process for accounting needed to be in place. He said that two signatures should be on record and that a policy for accounting needed to be addressed

Director Kimball said it was a big stumbling block and especially if the GSA was looking to apply as a non-profit 501(c)(3) tax exempt organization. He also mentioned that Fillmore Pumpers had an account with Union Bank in Santa Paula.

The Board decided that more research and information regarding crafting and adopting an accounting policy was required.

d. Possible Future Action Items

Motion

The Board reviewed a number of action items for consideration at future Board meetings:

- Establishing a website for the FPB GSA would be addressed at the October 30 Board meeting;
- Accounting Procedures – Chair and Vice Chair would serve as signatories (Director Pace suggested all three member Directors should be approved for signing) on GSA's checking account; the full Board would approve expenditures and address development of an accounting policy at the October 30 Board meeting;
- Directors Pace and Long thought basic and common language bylaws could be created and either amended or added to as necessary as the GSA grows and Director Pace didn't want to spend a fortune on lawyers to create bylaws. Mr. Morgan said that Russ McLaughlin may have Bylaws for GSA and Director Kimball said he would ask Mr. McLaughlin for copies, if available. Creating basic

bylaws would be revisited at the December 19 Board meeting when hopefully Legal Counsel would be on board;

- Director Long thought November and December were busy times and Mr. Morgan stated that there was time to deal with this in December. Director McFadden suggested a "twofer" meeting in December once Legal Counsel was on board and the GSA had money in the bank. Directors agreed that the meetings should be local and suggested Veteran's Hall. Director McFadden suggested between the 4th and 8th of December and Director Kimball and Director Pace thought morning meetings, between 9am and 12noon, would be best. They also suggested running public notice ads in the Santa Paul Times and Fillmore Gazette, as well as asking the Farm Bureau, CoLAB and VCAA to share the meeting dates with their members and promote on their websites, Facebook pages and publications. Discussion of proposed fee schedule based on an actual budget and scheduling Town Hall meetings would be done at the December 19 Board meeting;
- Timeline and schedules for Groundwater Sustainability Plan; dates for Town Hall meeting to review FPB GSA Budgets and fee schedule; and dates for Focus Groups regarding GSA Mapping would all be discussed at one meeting in early December.

Motion to calendar the topics as discussed including outreach and messaging on behalf of the Fillmore and Piru Basins Groundwater Sustainability Agency, Director McFadden; Second Director Pace. Voice vote: five ayes (Kimball, Long, McFadden, Meneghin and Pace); none opposed; one absent (Broggie). Motion carries 5-0-1

11. ADJOURNMENT 8:02 p.m.

The Board will adjourn to the next **Regular Board Meeting** on Monday, **October 30, 2017** or call of the Chair.

I certify that the above are a true and correct copy of the minutes of the Board of Directors meeting of September 18, 2017.

Attest: 
Director Kelly Long, Chair

Attest: 
Kris Sofley, Interim Executive Director