MINUTES OF REGULAR MEETING OF THE BOARD OF DIRECTORS OF THE PALMDALE WATER DISTRICT, MARCH 11, 2015:

A regular meeting of the Board of Directors of the Palmdale Water District was held Wednesday, March 11, 2015, at 2029 East Avenue Q, Palmdale, California, in the Board Room of the District office. President, Kathy Mac Laren, called the meeting to order.

She then welcomed Rob Parris, AVEK Director, Helen Velador, Palmdale Recycled Water Authority Director, and Ron Cunningham, former Palmdale Water District Director, to the meeting.

1) Pledge of Allegiance.

At the request of President Mac Laren, Director Estes led the pledge of allegiance.

2) Roll Call.

Attendance:	**Others Present:**
Kathy Mac Laren, President	Dennis LaMoreaux, General Manager
Robert Alvarado, Vice President	Patty Quilizapa, General Counsel
Gloria Dizmang, Treasurer	Jennifer Emery, Human Resources Director
Joe Estes, Secretary	Mike Williams, Finance Manager
Vincent Dino, Director	Jim Riley, Engineering/Grant Manager
	Mike McNutt, PIO/Conservation Director
	Mynor Masaya, Operations Manager
	Gene Taylor, Customer Finance Supervisor
	Judith Hernandez, Senior Customer Care Rep.
	Dawn Deans, Executive Assistant
	4 members of the public

3) Adoption of Agenda.

It was moved by Director Alvarado, seconded by Director Estes, and unanimously carried by all members of the Board of Directors present at the meeting to adopt the agenda, as written.

4) Public Comments for Non-Agenda Items.

There were no public comments.

5) Presentations:

5.1) Customer Service Survey Results. (Senior Customer Care Rep. Hernandez/Customer Finance Supervisor Taylor)

Senior Customer Care Rep. Hernandez stated that 3,008 Customer Service Surveys were received either by phone, mail, or on line after which Customer Finance Supervisor Taylor reviewed the individual question results and graphs, which indicate staff is doing a good job overall providing customer service.

Senior Customer Care Rep. Hernandez then provided an overview of written comments received in the categories of providing good or excellent customer service, customer service needs improvement, rates and District policies, phone and website services, general comments or suggestions, and water conservation and quality and stated that the Customer Service Survey display will be posted in the lobby for viewing; that staff began implementing several Survey recommendations with the main focus of improving communication with the District's customers and simplifying application processes; and that Department Heads will be informed of the comments affecting their departments.

The Board then commended staff on the presentation and display and requested an action plan be developed for addressing concerns raised in the survey that have not yet been addressed.

General Manager LaMoreaux then stated that staff is tracking customer transactions from the hours of 5 p.m. to 6 p.m. due to the change in work hours and that during this two week period, 99 office or phone customer transactions were completed, which is more than the number of customers served on a typical Friday.

6) Action Items – Consent Calendar: (The Public Shall Have an Opportunity to Comment on Any Action Item as Each Item is Considered by the Board of Directors Prior to Action Being Taken.)

6.1) Approval of Minutes of Board Norms Workshop Held February 18, 2015.

6.2) Approval of Minutes of Regular Meeting Held February 25, 2015.

6.3) Payment of Bills for March 11, 2015.

6.4) Approval of Job Descriptions for Customer Care Department and Finance Department. (Human Resources Director Emery/Personnel Committee)

President Mac Laren announced the items included in the Consent Calendar after which it was moved by Director Estes, seconded by Director Alvarado, and unanimously carried by all members of the Board of Directors present at the meeting to approve those items included in the Consent Calendar.

7) Action Items – Action Calendar: (The Public Shall Have an Opportunity to Comment on Any Action Item as Each Item is Considered by the Board of Directors Prior to Action Being Taken.)

7.1) Consideration and Possible Action on Resolution No. 15-5 Nominating Director Gloria Dizmang to the California Special Districts Association Board of Directors Seat A Position. (Director Dizmang)

After a brief discussion of the benefits and clarification of the costs involved with a seat on the California Special Districts Association Board, it was moved by Director Dino, seconded by Director Alvarado, and unanimously carried by all members of the Board of Directors present at the meeting to approve Resolution No. 15-5 Nominating Director Gloria Dizmang to the California Special Districts Association Board of Directors Seat A Position.

A copy of said Resolution No. 15-5 is hereby made a portion of the minutes of this meeting.

7.2) Consideration and Possible Action on Resolution No. 15-6 Concurring in the Nomination of Paul Dorey to Serve on the ACWA/JPIA Executive Committee. (General Manager LaMoreaux)

After a brief discussion of Mr. Dorey's request, it was moved by Director Dizmang, seconded by Director Estes, and unanimously carried by all members of the Board of Directors present at the meeting to approve Resolution No. 15-6 Concurring in the Nomination of Paul Dorey to Serve on the ACWA/JPIA Executive Committee.

A copy of said Resolution No. 15-6 is hereby made a portion of the minutes of this meeting.

7.3) Consideration and Possible Acton on Adoption of Amendments to Article 4 (Board of Directors) of the District's Rules and Regulations-Resolution No. 15-7. (General Counsel Quilizapa)

General Counsel Quilizapa reviewed the process for developing revisions to Article 4 of the District's Rules and Regulations along with revisions requested at the Board Norms Workshop, and after a brief discussion, it was moved by Director Dizmang, seconded by Director Dino, and unanimously carried by all members of the Board of Directors present at the meeting to approve Resolution No. 15-7 Amending the Palmdale Water District Rules and Regulations as They Relate to the Board of Directors, Including Amendment of Article IV Title "Board of Directors," Deletion of Article 12, Section 12.12 Titled "Community Request for Speakers and/or Presentations," Deletion of Article 17 Titled "Responsibilities and Authority of the Board and General Manager," and Addition of Appendix EE.

A copy of said Resolution No. 15-7 is hereby made a portion of the minutes of this meeting.

7.4) Proposed Confirmation of Dissolution of Ad Hoc Committee Re: Development of Board Norms. (President Mac Laren/General Counsel Quilizapa)

After a brief discussion of best practices for dissolving Ad Hoc Committees, it was moved by Director Dizmang, seconded by Director Estes, and unanimously carried by all members of the Board of Directors present at the meeting to dissolve the Ad Hoc Committee re: development of Board Norms.

7.5) Consideration and possible action on Board and Staff Attendance at Conferences, Seminars, and Training Sessions as Follows:

a) American Water Works Association CA-NV Section Operator Symposium 2015 to be Held March 17 – 18, 2015 in Ontario.

b) Dealing With Difficult People – How to Communicate With Tact and Skill Seminar to be Held April 7, 2015 in Lancaster.

c) American Water Works Association ACE15 Annual Conference & Exposition Uniting the World of Water to be Held June 7 – 10, 2015 in Anaheim.

After a brief discussion, it was moved by Director Estes, seconded by Director Dizmang, and unanimously carried by all members of the Board of Directors present at the meeting to approve Board and staff attendance at conferences, seminars, and training sessions as follows: American Water Works Association CA-NV Section Operator Symposium 2015 to be Held March 17 – 18, 2015 in Ontario; Dealing With

Difficult People – How to Communicate With Tact and Skill Seminar to be Held April 7, 2015 in Lancaster; and American Water Works Association ACE15 Annual Conference & Exposition Uniting the World of Water to be Held June 7 – 10, 2015 in Anaheim.

8) Information Items.

8.1) Reports of Directors:

a) Meetings/General Report.

Director Dino reported that on February 27, he attended the Antelope Valley Board of Trade Business Outlook Conference, it was a good conference, and there were approximately 720 in attendance; that on March 4, he attended the presentation by PIO/Conservation Director McNutt on the Rate Assistance Program at Legacy Commons, and General Manager LaMoreaux and Director Dizmang also attended; that on March 5, he attended the Facilities Committee meeting with Director Estes; that on March 6, he attended the Antelope Valley Hispanic Chamber of Commerce Installation Dinner with Director Dizmang and Director Estes, and this was a well-attended event; that on March 9, he attended a Board briefing with General Manager LaMoreaux; and that on March 10, he attended the AVEK Board meeting where they had a great presentation on water banking by Mary Lou Cotton, of Kennedy-Jenks Consultants.

Director Dizmang reported that on February 27, she attended the Antelope Valley Board of Trade Business Outlook Conference; that on March 3, she attended the Outreach Committee meeting with Director Estes where they discussed the upcoming issue of The Pipeline, items on the Outreach Calendar, judging for the Antelope Valley Union High School District's Science Fair on April 27, establishing water conservation programs within the high school district, not participating with Lamar Outdoor Advertising but reserving this advertising for poster contest winners, the Commercial Certification Program, webinars with the first scheduled for April 15, the upcoming radio ad campaign, not participating in the Santa Clarita Shakespeare Festival Resource Management Program, a yard sign for Cash for Grass Program recipients, updating the District's hand-out inventory, participation in the San Gabriel Mountains Community Collaborative Process to help insure the protection of the Littlerock Dam area, and approval to present a Certificate of Recognition to Isaac Barcelona for his work on the Antelope Valley Hispanic Chamber of Commerce and contributions to the community; that on March 4, she attended the presentation by PIO/Conservation Director McNutt on the Rate Assistance Program at Legacy Commons where they also had discussions with constituents; that on March 6, she attended the Antelope Valley Hispanic Chamber of

Commerce Installation Dinner with Director Dino and Director Estes, they presented a Certificate of Recognition to Isaac Barcelona, and the event was well attended; and that on March 9, she attended a Board briefing with General Manager LaMoreaux.

Director Alvarado reported that on February 27, he attended the Antelope Valley Board of Trade Business Outlook Conference; that on March 2, he attended the Personnel Committee meeting; that on March 10, he attended a Board briefing with General Manager LaMoreaux; and that also on March 10, he attended an Open House for Congressman Steve Knight.

Director Estes reported that on February 27, he attended the Antelope Valley Board of Trade Business Outlook Conference; that on March 2, he attended the Personnel Committee meeting with President Mac Laren; that on March 3, he attended the Outreach Committee meeting with Director Dizmang; that also on March 3, he observed the GAC change-out process at the Leslie O. Carter Water Treatment Plant with PIO/Conservation Director McNutt, General Manager LaMoreaux, and Operations Manager Masaya, and it is incredible to see what truly goes into water quality; that on March 5, he attended the Facilities Committee meeting where they made a motion to bring a bid received from Siemens in the not-to-exceed amount of $259,816.00 for the budgeted item of a new security system to the full Board for consideration and discussed the performance of the wind turbine, the proposed City-wide WiFi system, and protecting the District's well site near Avenue R and 70th Street East; that on March 6, he attended the Antelope Valley Hispanic Chamber of Commerce Installation Dinner with Director Dino and Director Dizmang; and that on March 9, he attended a Board briefing with General Manager LaMoreaux.

President Mac Laren reported that on February 27, she attended the Antelope Valley Board of Trade Business Outlook Conference, it was interesting how they evaluated the area's economic growth, and securing water is important as our area is where growth will continue; that on March 2, she attended the Personnel Committee meeting with Director Estes where they discussed the Customer Satisfaction Survey presented earlier this evening as part of the Customer Service Campaign, updates from Human Resources Director Emery to ensure the District is on top of any changes to retirement and health benefits, the development of a quarterly wellness program to include group participation and community involvement, and they continue to explore options to make the District a stronger, happier place to work for everyone with continued team spirit.

There were no further reports from Directors.

b) Standing Committee/Assignment Reports (Chair):

1) Personnel Committee
2) Outreach Committee
3) Facilities Committee
4)

President Mac Laren stated that the Personnel Committee, Outreach Committee, and Facilities Committee meeting reports were provided earlier in the meeting.

8.2) Report of General Manager.

PIO/Conservation Director McNutt provided a brief report on the District's receipt of the Special District Leadership Foundation's Transparency Certificate of Excellence and how the District can promote this accomplishment; that the next step is completion of the California Special Districts Association's District of Distinction award; and that these awards will be presented to the District at the Association's annual conference after which General Manager LaMoreaux stated that this achievement and the Directors' completion of the Governance Program is posted on the California Special Districts Association's web site.

8.3) Report of Attorney.

General Counsel Quilizapa stated that she has no report.

9) Public Comments on Closed Session Agenda Matters.

There were no public comments on closed session agenda matters.

At 8:12 p.m., President Mac Laren called for an eight-minute recess. She reconvened the regular meeting at 8:20 p.m.

10) Closed Session Under:

10.1) Conference with Legal Counsel – Existing Litigation: A Closed Session Will be Held Pursuant to Government Code §54956.9 (d)(1), to Confer with Special Litigation Counsel Regarding Pending Litigation to Which the District is a Party. The Title of Such Litigation is as Follows: *Antelope Valley Ground Water Cases.*

10.2) Conference with Legal Counsel – Potential Litigation: A Closed Session Will be Held Pursuant to Government Code §54956.9 (d)(3) and (4), to Confer with District General Counsel Regarding to Determine Whether to Initiate Litigation.

10.3) Conference with Legal Counsel – Public Employee Appointment: A Closed Session Will be Held Pursuant to Government Code §54957, With District General Counsel to Discuss the Appointment of an Employee to the Position of General Manager.

10.4) Conference with Labor Negotiators and Legal Counsel – Employment Contract Negotiations: A Closed Session Will be Held, Pursuant to Government Code §54957.6, with the District's Labor Negotiators (Directors Alvarado and Dizmang) and District General Counsel to Discuss the Filling of the Unrepresented Position of General Manager.

At 8:20 p.m., President Mac Laren called for a closed session pursuant to Government Code §54956.9 (d)(1) to confer with Special Litigation Counsel regarding pending litigation to which the District is a party being the *Antelope Valley Ground Water Cases;* pursuant to Government Code §54956.9 (d)(3) and (4) to confer with District General Counsel regarding to determine whether to initiate litigation; pursuant to Government Code §54957 to discuss with General Counsel the appointment of an employee to the position of General Manager; and pursuant to Government Code §54957.6 to discuss with General Counsel and the District's Labor Negotiators the filling of the unrepresented position of General Manager.

She reconvened the regular meeting at 10:15 p.m.

11) Public report of any action taken in closed session.

General Manager LaMoreaux reported that a closed session had been held pursuant to Government Code §54956.9 (d)(1) to confer with Special Litigation Counsel regarding pending litigation to which the District is a party being the *Antelope Valley Ground Water Cases;* that the Board was updated on the status of this matter; and that no reportable action was taken in closed session.

General Counsel Quilizapa then reported that a closed session had also been held pursuant to Government Code §54956.9 (d)(3) and (4) to confer with District General Counsel regarding to determine whether to initiate litigation; that the Board voted unanimously in closed session to authorize President Mac Laren to enter the District into a

Tolling Agreement regarding this matter, which gives the District an additional three months to determine whether to initiate litigation; and that no further reportable action was taken in closed session.

General Counsel Quilizapa then reported that a closed session had also been held pursuant to Government Code §54957 and Government Code §54957.6 to confer with Assistant General Counsel and the Negotiators, Directors Alvarado and Dizmang, regarding the General Manager position; that discussions were held; and that no reportable action was taken in closed session.

12) Board Members' Requests for Future Agenda Items.

General Manager LaMoreaux informed the Board that an Employee All-Hands Luncheon is scheduled for March 25, 2015 at 11:30 a.m., two Directors are invited to attend as District business will be discussed, and Directors attending can RSVP to him.

There were no further requests for future agenda items.

13) Adjournment.

There being no further business to come before the Board, the meeting was adjourned.

Secretary

RESOLUTION NO. 15-5

RESOLUTION OF THE BOARD OF DIRECTORS OF THE

PALMDALE WATER DISTRICT

NOMINATING GLORIA DIZMANG TO THE

CALIFORNIA SPECIAL DISTRICTS ASSOCIATION (CSDA)

BOARD OF DIRECTORS SEAT A POSITION

WHEREAS, the CSDA is looking for Independent Special District Board Members to lead the direction of the CSDA for the 2016-2018 term;

WHEREAS, the Palmdale Water District is a member district of the CSDA; and

WHEREAS, Gloria Dizmang, Treasurer of the Board of Directors for the Palmdale Water District, is interested in the issues confronting special districts statewide and is seeking the CSDA Board of Directors Seat A position for the Southern Network; and

WHEREAS, Gloria Dizmang has proven herself to be an advocate for the Palmdale Water District's constituents with her efforts in the creation of a Rate Assistance Program for seniors and low income residents, through her diligence in reviewing the finances of the Palmdale Water District as Chair of the Finance Committee, through her creation of the Before the First Drop campaign, which provides education on the process of providing water before the first drop is delivered to the tap and was a finalist in ACWA's Best in Blue Award recognizing excellence in communications, and through her oversight of the Palmdale Water District's water sources and supply as the Chair of the Water Supply & Reliability Committee.

NOW, THEREFORE, BE IT RESOLVED, that the Board of Directors of the Palmdale Water District is confident that Gloria Dizmang will advocate for the common interests of all California's special districts in the same manner that she advocates and provides oversight for the

constituents of the Palmdale Water District and will bring new and innovative ideas to the CSDA Board of Directors Seat A position as well as to any CSDA Committees for which she is appointed to serve.

BE IT FURTHER RESOLVED, that the Board of Directors of the Palmdale Water District offers its full support and nomination of Gloria Dizmang to the CSDA Board of Directors Seat A position.

ADOPTED this 11th day of March, 2015.

BOARD PRESIDENT

ATTEST:

BOARD SECRETARY

APPROVED AS TO FORM:

ALESHIRE & WYNDER, LLP,
General Counsel

RESOLUTION NO. 15-6

RESOLUTION OF THE BOARD OF DIRECTORS OF THE PALMDALE WATER DISTRICT CONCURRING IN NOMINATION PAUL DOREY TO THE EXECUTIVE COMMITTEE OF THE ASSOCIATION OF CALIFORNIA WATER AGENCIES/ JOINT POWERS INSURANCE AUTHORITY (ACWA/JPIA)

WHEREAS, this District is a member district of the ACWA/JPIA; and

WHEREAS, the Bylaws of the ACWA/JPIA provide that in order for a nomination to be made to ACWA/JPIA's Executive Committee, three member districts must concur with the nominating district; and

WHEREAS, another ACWA/JPIA member district, the VISTA IRRIGATION DISTRICT has requested that this District concur in its nomination of its member of the ACWA/JPIA Board of Directors to the Executive Committee of the ACWA/JPIA.

NOW, THEREFORE, BE IT RESOLVED by the Board of Directors of the PALMDALE WATER DISTRICT that this District concurs with the nomination of PAUL DOREY of the VISTA IRRIGATION DISTRICT to the Executive Committee of the ACWA/JPIA.

BE IT FURTHER RESOLVED that the District Secretary is hereby directed to transmit a certified copy of this Resolution to the ACWA/JPIA at P. O. Box 619082, Roseville, CA 95661-9082, forthwith. **ADOPTED** this 11th day of March, 2015.

BOARD PRESIDENT

ATTEST:

BOARD SECRETARY

APPROVED AS TO FORM:

ALESHIRE & WYNDER, LLP,
General Counsel

PALMDALE WATER DISTRICT
RESOLUTION NO. 15-7

A RESOLUTION OF THE BOARD OF DIRECTORS OF PALMDALE WATER DISTRICT AMENDING THE PALMDALE WATER DISTRICT RULES AND REGULATIONS AS THEY RELATE TO THE BOARD OF DIRECTORS, INCLUDING AMENDMENT OF ARTICLE IV TITLED "BOARD OF DIRECTORS," DELETION OF ARTICLE 12, SECTION 12.12 TITLED "COMMUNITY REQUEST FOR SPEAKERS AND/OR PRESENTATIONS;" DELETION OF ARTICLE 17 TITLED "RESPONSIBILITIES AND AUTHORITY OF THE BOARD AND GENERAL MANAGER," AND ADDITION OF APPENDIX EE

WHEREAS, members of the Board of Directors have, in partnership with District staff, consultants, and the General Counsel, developed revisions to the Palmdale Water District Rules and Regulations in order to increase transparency and efficiency in District governance; and

WHEREAS, the Board of Directors recognizes the importance of consistent and clearly codified noticing requirements for meetings; and

WHEREAS, the Board of Directors desires to create clear procedures for the adoption of ordinances; and

WHEREAS, the Board of Directors desires to clearly set forth the duties and responsibilities of each Director; and

WHEREAS, the Board of Directors desires to clearly set forth the division of responsibilities of the Board of Directors and the General Manager;

NOW, THEREFORE, BE IT RESOLVED, by the Board of Directors of the Palmdale Water District as follows:

Section 1: The above recitals are all true and correct and are hereby adopted as findings.

Section 2: Article IV of the Palmdale Water District Rules and Regulations titled "Board of Directors" is hereby amended as set forth in the attached document titled "Rules and Regulations, Article IV March 11, 2015."

Section 3: Appendix EE is hereby added to the Rules and Regulations to establish a form certificate of recognition from the Board of Directors and the District;

Section 4: Article 12, Section 12.12 of the Palmdale Water District Rules and Regulations titled "Community Request for Speakers and/or Presentations" is hereby deleted.

Section 5: Article 17 of the Palmdale Water District Rules and Regulations titled "Responsibilities and Authority of the Board and General Manager" is hereby deleted.

Section 6: Severability. If any section, subsection, paragraph, sentence, clause or phrase of this resolution is for any reason held to be invalid or unconstitutional, such invalidity or unconstitutionality shall not affect the validity or constitutionality of the remaining portions of this resolution, it being expressly declared that this resolution and each section, subsection, paragraph, sentence, clause and phrase thereof would have been adopted, irrespective of the fact that one or more other section, subsection, paragraph, sentence, clause or phrase be declared invalid or unconstitutional.

PASSED, APPROVED, AND ADOPTED at a regular meeting of the Board of Directors of Palmdale Water District held on March 11, 2015.

Kathy Mac Laren, President
Palmdale Water District

Joe Estes, Secretary
Palmdale Water District

ARTICLE 4: BOARD OF DIRECTORS (BoD) (Revised 2-11-09)

4.01 NUMBER OF DIRECTORS

The number of Directors shall be five (5) members elected at large from the District, each to be a resident and voter of one of the five voting Districts. (Water Code, §§ 21550, 21551.)

4.02 VOTING DISTRICTS

There shall be five (5) voting divisions with the boundaries as established by the Board of Directors to equalize, as best as possible, the number of registered voters in each voting division. These boundaries shall be adjusted with approval of the Board when deemed necessary. Resolution 09-06 and the PWD Boundary and Elective Division Map are attached hereto as Appendix A. (Water Code, § 21605.)

4.03 MEETINGS OF THE BOARD (Revised 1-13-10)

4.03.1 REGULAR MEETINGS OF THE BOARD

(a) Regular meetings of the Board are held on the second and fourth Wednesday of each calendar month at 7:00 p.m. or the time and dates set on the agenda when necessary. If the regular meeting falls on a holiday, the meeting time will be re-scheduled before or after that date as the Board directs.

(b) The District shall comply with all public noticing requirements of the Ralph M. Brown Act, codified at Sections 54954.5 through 54957.10. Additionally, the District shall specifically comply with the following noticing provisions at least 72 hours before the time of the meeting:

(i) The District shall provide notice by electronic mail, in the form of a final agenda, to a local newspaper of general circulation, radio or television station requesting such notice in writing.

(ii) The District shall post the agenda at the District Offices in a location visible and freely accessible to members of the public, and on the District's Internet Website, www.palmdalewater.org.

(iii) The District shall mail, by U.S. mail and electronic mail, copies of the agenda or agenda packets requested by any person pursuant to Government Code, Section 54954.1.

(iv) The General Manager shall ensure electronic mail delivery and personal delivery of the agenda and agenda packets to each member of the Board.

4.03.2 SPECIAL MEETINGS OF THE BOARD

Special meetings of the Board shall be held at a time and place as may be designated by the presiding officer or by a 3/5ths majority of the members of the Board. Special meetings shall comply with the requirements of Government Code, Section 54956 and 54956.5. Upon direction by the presiding officer, or a 3/5 majority, the General Manager shall ensure electronic mail delivery and personal delivery of the agenda to all members of the Board at least 24 hours prior to such special meeting. The General Manager shall also ensure delivery to all members of the Board of all documents that will be included in the agenda packet as soon as reasonably practical.

4.03.3 EMERGENCY MEETINGS OF THE BOARD

(a) In case of an emergency or dire emergency involving matters upon which prompt action is necessary due to disruption or threatened disruption of public facilities, or activity that severely impairs public health, safety, or both, an emergency meeting of the Board may be held at a time and place as may be designated by the presiding officer without complying with the 24 hour prior notice requirement. The Board of Directors designates the General Manager with the discretion to determine the existence of an emergency for purposes of this Section. The General Manager shall ensure telephonic notice one hour in

advance of the meeting to all members of the Board, all media who has requested notice of meetings in writing, followed by written confirmation through electronic mail.

(b) In the event of an emergency, the General Manager may be required to take certain actions before a special meeting of the Board may be held. Accordingly, the Board of Directors has authorized the General Manager to hire such additional personnel, equipment and contractors as deemed necessary to make repairs, alteration and modifications to the District's facilities that are required when emergencies occur. (Motion approved February 13, 1962; Resolution, dated February 20, 1969.)

4.03.4 QUORUM

The quorum consists of three Board Members. A quorum must be present for the Board to take action on any matter. A 3/5 Board majority is required for any action by the Board, except for a motion to adjourn or a motion to adjourn for a stated time.

4.03.5 BOARD MEETINGS: RULES OF PROCEDURE

The conduct of the meetings of the Board of Directors, Board committees, and and Board workshops, is governed by the Rules of Procedure attached hereto as Appendix DD. In the event a question of procedure is not addressed by the District Rules of Procedure, Robert's Rules of Order shall apply. Failure to comply with any portion of the District Rules of Procedure or the Robert's Rules of Order shall not render any action by the Board void.

4.04 BOARD ACTION

The Board may take action by motion, resolution, or ordinance. The affirmative vote of at least three directors is necessary for the Board to take action. Motions and resolutions may be adopted on voice and/or mechanical vote: roll call shall be taken if requested by any director. Ordinances shall be adopted on roll call vote.

4.04.1 ORDINANCES

Where an ordinance is required by statute, but the procedure for such ordinance is not specified, the Board shall adopt the ordinance as follows:

1. The ordinance shall be noticed as an agenda item for two consecutive Board meetings.
2. The ordinance shall be introduced and read at two consecutive regular Board meetings, unless a motion is made and passed by a majority of the Board to waive the full reading of the ordinance. The ordinance may then be passed.
3. The ordinance shall become effective thirty (30) days after adoption and shall be published, within ten (10) days after its adoption, at least once for one week in a newspaper of general circulation within the boundaries of the district.

4.05 OFFICERS OF THE BOARD

The officers of the Board shall be:

President, Vice President, Treasurer and Secretary.

Officers shall be elected by a 3/5 majority vote of the Board. The Board shall reorganize every two years, following an election, unless by a 3/5 majority vote the Board approves a reorganization at any other time.

4.06 DUTIES AND OBLIGATIONS OF THE OFFICERS OF THE BOARD

Other than the duties and obligations specified herein, Officers have no rights or authority different from any other Director. In addition to such duties and obligations imposed by law or by action of the Board of Directors, the duties of each Officer of the District are as follows:

4.06.1 PRESIDENT

Preside over and conduct all meetings of the Board, including maintaining the order pursuant to the Rules of Procedure adopted by the Board and attached hereto as Appendix DD, to ensure constructive and democratic meetings and help, not hinder, the business and discussion of the Board. Carry out the resolutions and orders of the Board. Exercise other powers and perform other duties as prescribed by the Board in these Rules and Regulations and by other actions of the Board. Approve Board meeting agendas. Form or disband standing and ad hoc committees. Appoint committee members and the Chair of said committees. Sign all agreements to which the District is a party. Write and/or sign correspondence on behalf of the Board and PWD. In the event of an early vacancy in the office of the Presidency, the Vice President shall become the President.

4.06.2 VICE PRESIDENT

Exercise the duties of the President in the absence of, when the President stands down, or when the President is unable to continue in his/her duties due to any other reason. In the event of an early vacancy in the position of Vice-President, the Board shall elect a new Vice-President in accordance with Section 4.04.

4.06.3 TREASURER

Sign financial instruments as required and serve as the Finance Committee Chair. The Treasurer acts on behalf of the President in the event the President and Vice President are unable to do so. In the event of an early vacancy in the position of Vice-President, the Board shall elect a new Vice-President in accordance with Section 4.04.

4.06.4 SECRETARY

Certify or attest to the actions taken by the Board. Sign the minutes of the Board meeting following their approval. In the absence of the Secretary from any meeting at which the Board approved meeting minutes, the Vice President, if

present, shall sign the meeting minutes. In the event of an early vacancy in the position of Vice-President, the Board shall elect a new Vice-President in accordance with Section 4.04.

4.07 DUTIES AND OBLIGATIONS OF ALL DIRECTORS

4.07.1 RULES OF CONDUCT

The Board of Directors shall at all times conduct itself in accordance with all applicable Federal laws, State laws, Local laws, and the District's Rules and Regulations. Any violations by any Director of these Rules and Regulations, including this Article IV, may be addressed by the Board in the manner provided at the Rules of Procedure, attached hereto as Appendix DD at Section IV.B.

4.07.2 PARTICIPATION IN OFFICIAL BUSINESS OF THE DISTRICT

Directors shall attend all regular and special meetings of the Board, including committee meetings, and other functions as approved in advance by the Board of Directors, including those listed in Appendix V. In the event a Director is unable to attend a meeting, or other official business of the District, the Director shall notify the President and General Manager with as much advance notice as reasonably practical, or as soon thereafter as reasonably practical. Failure to attend four consecutive regular meetings of the Board, without the prior approval of the Board, will result in loss of committee assignments. The Board shall excuse absences by approving such absences pursuant to the Consent Calendar at the next regular Board meeting.

4.07.3 DIRECTOR COMPENSATION (Revised 12-11-09)

(a) The District has set director compensation as provided herein, pursuant to Water Code, Section 20200, *et seq.* and Government Code, Section 53232, *et seq.* The Board of Directors shall be compensated for attendance at regular and special meetings of the Board, including committee meetings, and other functions as approved in advance by the Board of Directors, at a rate of

$150.00 per day up to the maximum number of days per month and the maximum annual compensation allowable by law. In addition, Directors shall be entitled to compensation for a day of service in attendance at all meetings and occurrences listed and as indicated in Appendix V, as the Board of Directors has determined those meetings and occurrences constitute performance of official duties rendered as members of the Board. Each Director shall submit, on a form provided by PWD and signed by the Director, the number of days of attendance for which compensation shall be made. Email or FAX submittal of the form shall be acceptable with signature to follow. Compensation for purely social functions is not allowable.

(b) Requests for compensation and expense reimbursement relating to any meeting or event not listed in Appendix V shall not be approved, unless the Board determines that the meeting constitutes one of the following:

(i) A conference or organized educational activity conducted in compliance with Government Code Section 54952.2, including, but not limited to, required ethics training pursuant to Government Code Section 53234, *et seq.*

(ii) A meeting or event attended at the formal request of the Board, including an event to recognize, any employee of the District, or members of the public.

(iii) A meeting or event necessary to further communications with representatives of regional, state and national government on District functions.

(iv) A meeting or event of regional, state and national organizations whose activities affect the District's interests.

4.07.4 DIRECTOR EXPENSES

The District has set the reimbursement for director expenses as provided herein, pursuant to Water Code, Section 20200, *et seq.* and Government Code, Section 53232, *et seq.* Directors shall be compensated for actual, reasonable and necessary expenses incurred for participating in activities approved in advance by the Board of Directors or as allowed as indicated in Appendix V attached hereto, and that further the goals and interests of the District.

Directors shall exercise prudence in all expenditures. Requests for reimbursement must be accompanied by receipts and documentation and shall be submitted on a form provided by the District and signed by the Director. Email or FAX submittal of the form shall be acceptable with signature to follow.

All requests for reimbursement shall be submitted monthly to the General Manager after the expenses were incurred or expenditures made. The General Manager shall ensure prompt payment of the reimbursable expenses and all questions regarding payment of reimbursable expenses to the staff shall be directed to the General Manager. The Finance Committee shall periodically review Director's expense reports and shall prepare such reports and documents as may be required under Government Code Section 53065.5 and Government Code 53232.3.

This policy is intended to result in no personal gain or loss to a Director and no reimbursement shall be allowed for transportation, lodging, meals or incidental expenses of family members or guests of a Director traveling with the Director to an authorized event.

4.07.5 REPORTS TO GOVERNING BOARD

At the regular meeting of the Board following any meeting, conference, educational activity or other authorized event for which compensation for a day of services or reimbursement of expenses is requested, the Director attending the event shall give a brief report on the meeting or event. If more than one Director

of the District attended the same meeting, a joint report may be made. Reports may be written or oral.

4.08 SPEAKING ENGAGEMENTS AND/OR PRESENTATIONS BY DIRECTORS

The District recognizes the importance of interaction with the community it serves and encourages opportunities for interaction that provides the most accurate information available. This often takes the form of speaking and giving presentations to community and other groups on behalf of the District. Community groups, whether formal or informal, are likely to focus on particular areas of the District's operations and policies. These include topics such as water rates and structure, water quality, state and local water conditions, water conservation and efficiency, and business and infrastructure planning.

The District therefore establishes these rules to ensure the community's needs are met and that the District is accurately represented. Members of the Board of Directors shall not make any presentation on behalf of the District, without the prior approval of the Board, as provided herein. Presentations made on behalf of the District, and therefore governed by these rules, include any speaking engagement or public presentation at any event to any group, entity, or association, related to any matter that relates to the business of the District, unless the Director makes the disclaimers required in these rules.

(a) Speaking Engagements and/or Presentations Made Pursuant to Requests From the Public

1. All requests from any person other than a Director or District Staff for a speaking engagement or presentation by any Director shall be submitted to the District office with as much notice as possible before the event (Form attached as Appendix BB of Rules and Regulations);

2. Topic appropriate District staff will be assigned to prepare, or update, information for the presentation, and attend the presentation;
3. The General Manager shall inform all Directors of the public request;
4. The President shall determine whether the topic in the request relates to any matter within the purview of any standing committee. If so, the President shall refer the request to that committee to allow that committee to respond and designate a speaker, if approved.
5. If the topic or issue in the request does not relate to any matter within the purview of any standing committee, the President shall recommend to the Board of Directors whether to respond, approve, or disapprove a request. The Board shall approve the request by 3/5 majority vote and also approve a speaker by 3/5 majority vote.

(b) Speaking Engagements and/or Presentations Made Pursuant to Requests From Directors:

1. Directors must request prior approval from the Board before making any presentations on behalf of the District. Directors may request approval to speak on behalf of the District by submitting an approval request to the President, and notifying the General Manager of that request, with as much notice as possible before the event (Form attached as Appendix BB of Rules and Regulations).
2. Topic appropriate District staff will be assigned to prepare, or update, information for the presentation, and attend the presentation;

3. The President shall determine whether the topic or issue in the request relates to any matter within the purview of any standing committee. If so, the President shall refer the request to that committee to allow that committee to respond. If the committee does not approve the request, the Board may then consider and approve the request by a 3/5 majority vote.

(c) Speaking Engagement and/or Presentations by Directors On Their Own Behalf

1. Nothing herein prohibits or forbids a Director from making public presentations on his/her own behalf, so long as the Director clearly states orally at the beginning of that presentation, in any written or electronic material published in connection with that presentation, and in any written or electronic material distributed at the presentation, that the presentation is from the individual Director, not the District. The disclosure statement by the individual Director shall be substantially in the form provided herein:

", I make this presentation/speech on my own behalf as an individual, and not on behalf of the Palmdale Water District or its Board."

Any disclosure statement made in good faith that informs the public that the Director is not purporting to act "on behalf" of the District or its Board shall be deemed to in compliance with this Section.

2. If a Director makes a presentation/speech on his own behalf pursuant to this Subsection, the Director may not distribute any official District material at such presentation that has not otherwise been made generally available to the public by the District, may not use the District's Logo, or allow the use of the Logo, in any material published, distributed, or displayed in connection with that presentation/speech. A Director may distribute his/her business card in which he/she is identified as a Director of the District and may allow for the publication of his/her business card in any material published, distributed, or displayed in connection with that presentation/speech, so long as:

   A. The business card is published by itself and without any revisions or additional content; or

   B. In the event the business card is published with any additional content, then the publication shall also include a disclosure statement providing that:

      "the Director sponsors/supports the [event/group/association] as an individual, and not on behalf of the Palmdale Water District or its Board."

      Any disclosure statement made in good faith that informs the public that the Director is not purporting to act "on behalf" of the District or its Board shall be deemed to in compliance with this Section.

4.09 PUBLIC STATEMENTS ON BEHALF OF THE DISTRICT

The District is not represented by any one individual director and is instead represented by action of the Board (through a 3/5 majority). Therefore, public statements can only be made on behalf of the District as authorized by the Board. The Board designates the President, General Manager, and Public Information Officers as the persons authorized to make public statements on behalf of the District. Any other public statements shall not be attributable to the District or the Board.

4.10 PRESENTATION OF AWARDS AND RECOGNITIONS

(a) The District recognizes the importance of interaction with the community it serves and encourages opportunities for recognition of individuals, organizations, businesses, agencies or associations who share in the mission and strategic vision of the District to provide water within its service area. Accordingly, the Board authorizes and encourages its individual Directors, subject to the approval by the Outreach Committee, to recognize such efforts that are consistent with the Irrigation District Law, under which the District is formed, to "furnish sufficient water in the district for any beneficial use." (Water Code 22075.)

(b) The awards and recognitions authorized herein shall be in the form of a Certificate of Appreciation or Certificate of Recognition, collectively attached hereto in Appendix EE, recognizing the recipient's efforts in water conservation and efficiency, water resource management, water education, interagency cooperation, and other areas that relate to the District's purpose.

(c) The awards and recognitions authorized herein shall not be given in connection with any personal matters, political campaigns of the Director or others, or any legislative matters.

4.11 USE OF DISTRICT PROPERTY AND EQUIPMENT

A Director can be assigned selected District equipment for use on District business. A Director shall not use or permit the use of District equipment, telephones, materials or property for personal gain or profit, including for use in connection with any campaign or election. Each Director must protect and properly use any District asset within his or her own control, including information recorded on paper or in electronic form. A Director shall not request a District employee to perform services for their personal gain or profit, including in connection with any campaign or election. Requests for assistance in connection with the official business of the District are not considered requests made for a Director's personal gain or profit.

4.12 USE OF DISTRICT MATERIAL CONTAINING DISTRICT SEAL/LOGO BY DIRECTORS

(a) Purpose of the Seal/Logo. The District has adopted the following seal, also referred to as its "logo," as the official seal of the Palmdale Water District, pursuant to the Irrigation District Law (Water Code, § 21404):



The seal has been adopted for purposes of identifying official communications, actions, and positions of the District. Therefore, the Board has approved use of the seal by individual Directors as provided herein to maintain uniformity in the representation of the District.

(b) Use of District Seal/Logo. Material containing the District seal, including District letterhead, shall only be used by Directors for District business and may not be used for any personal matters including political campaign materials or in connection with any political events or activities. Use or

display of the District seal/logo at any political event or activity, whether it is in connection with District elections or unrelated elections, is not permitted. Any written or electronic communication or presentation by a Director that is not approved as District business herein or approved separately by Board action, shall not contain the District seal/logo.

(c) District Business. District business includes:

(i) Correspondence approved by the Board, such as communications to the Association of California Water Agencies and other governmental agencies, which shall thereafter be distributed to all Directors;

(ii) Distribution of any District promotional and informational material generally available to the public;

(iii) Distribution of official District material at events approved by the Board, including events listed at Appendix V;

(iv) Distribution of awards or recognitions on behalf of the District pursuant to Section 4.10;

(d) Publication or Reproduction of the District's Seal/Logo. Publication or reproduction of the District's seal/logo not expressly authorized in these Rules and Regulations must be approved by the Board in advance. The seal/logo is a trademark of the District. It cannot be used to imply endorsement of any event, position, or action of any other group, agency, association, or business, unless approved by the Board.

(e) Business Cards, Clothing and Other Items Distributed to Directors by the District. This Section does not apply to a Director's distribution of his/her business cards provided to the Director by the District, which identify the Director as an elected official of the District. This Section does apply, however, to the publication of a Director's business cards, which must also

comply with Section 4.08(c)(2). Additionally, this Section does not apply to the use of shirts or other items containing the District's Logo, which have been distributed to the Director by the District. Use of such items, however, is subject to the laws and regulations of the State.

4.12 CAMPAIGNING RESTRICTIONS

4.12.1 SOLICITING POLITICAL CONTRIBUTIONS

Directors are prohibited from soliciting, or permitting others to solicit on his/her behalf, political funds or contributions at District facilities for the benefit of his/her own campaign for any office or the campaign of any other person for any other office.

4.12.2 USE OF DISTRICT PROPERTY, EQUIPMENT OR FACILITIES FOR CAMPAIGNING

Directors shall not use, or permit any other person to use, the District's seal, trademark, stationery, or other indicia of the District's identity, or facsimile thereof, in any solicitation for political contributions contrary to state or federal law. Directors shall not use, or permit any other person to use, District equipment, facilities, materials, or any other property for any solicitation for political contributions to any campaign.

4.13 WEBSITE AND SOCIAL MEDIA

The District has an interest in disseminating information useful to customers and others interested in the operations, goals, and objectives of the District. The District encourages the use of the internet, through its website or social media pages, to further the goals of the District, subject to the terms and conditions of the rules set forth herein. The use of such websites or social media pages by Directors, however, raises legal issues which are unique to government agencies. As such, these rules establish procedures for use of the website and social media by Directors.

4.13.1 DISTRICT WEBSITE

The District owns and maintains a website at www.palmdalewater.org for the purpose of conducting the official business of the District. The General Manager has the authority to manage the website, including the contents of the website, as part of the District's day-to-day operations. The General Manager, however, does not have the authority to post any material or content in connection with the political campaign of any Director of the District, in connection with the political campaign of any candidate for any other office, or in connection with his/her own performance evaluation.

4.13.2 DIRECTOR BIOGRAPHIES ON DISTRICT WEBSITE

Each Director shall submit to the General Manager a biography for publication on the District's website at www.palmdalewater.org. The biography of a Director shall be limited to the Director's own qualifications and experience, and shall not include language that in any way makes reference to other Directors or their qualifications, character or activities.

4.13.3 DIRECTORS' SOCIAL MEDIA COMMUNICATIONS POLICY

(a) Introduction/Purpose: In light of advances in information and communications technology, the Board has adopted this policy to ensure continued compliance with the Brown Act in connection with the District's social media and other electronic communications, including the District's Facebook and Twitter pages, while respecting a Director's right to express himself or herself on issues within the District's subject matter jurisdiction, and to enhance Directors' communications with their constituents.

(b) Creation and Maintenance of District Social Media Pages

1. The District Public Information Officer, under the supervision of the General Manager, shall create and maintain an official District Social Media Page, including the existing Facebook and Twitter

Palmdale Water District pages. The content posted on the District's Social Media Pages shall be consistent with the policy and direction provided by the Board for District matters.

2. Directors are not authorized to post content to any District social media page on behalf of the District. Only the District Public Information Officer shall post content to any District social media page on behalf of the District. Directors shall not create or maintain any social media page on behalf of the District, nor shall Directors create any social media page containing the seal or logo of the District.

(c) "Comments," "Likes," or "Sharing" on District Social Media Pages:

In order to avoid any violation of the still unclear applicability of the Ralph M. Brown Act to social media, Directors may not comment or "like" any post on the District Social Media Pages. Nothing herein prohibits a Director from "sharing" a District post to his/her own Social Media Page, or any other Social Media Page.

(d) Other Social Media Sites or Blogs, not maintained by the District:

The District is not responsible for the content, comments, "likes", or any other communication occurring on websites, blogs, or social media sites not maintained by the District. Nevertheless, Directors must exercise the same guidelines on non-District websites, blogs, or social media sites to avoid any implication of the Brown Act or other applicable laws.

4:14 RESPONSIBILITIES AND AUTHORITY OF THE BOARD AND GENERAL MANAGER

(a) The Board of Directors has the power and it shall be its duty to manage and conduct the business and affairs of the District. (Water Code, §21385.) To that end, the Board "shall: (a) Employ agents, officers, and employees as

required," and "(b) prescribe their duties and fix their salaries." (Water Code, §21185.) Accordingly, the Board employs a General Manager to carry out Board policies, direct District operations, and provide day-to-day supervision of District employees and control of District expenditures. However, the Board does not relinquish its obligation or authority to establish an organizational chart and fix salaries for positions in accordance with Water Code, Section 21185.

It is the judgment of the Board and the General Manager that clear delineation of their respective responsibilities and authority is essential to effective District management. Said authority and responsibilities are set out herein and in the General Manager Employment Agreement.

(b) Board communications to District staff shall be made through the office of the General Manager to ensure staff's time and resources are most efficient used and ensure compliance with budget restrictions.

Certificate of Recognition

This Honor Is Bestowed Upon

_____

In Recognition For Outstanding Achievement And Excellence in

_____

And Is Awarded This Certificate By the Board of Directors of the

Palmdale Water District

this_____ day of _____, _____

_____ _____ _____ _____ _____

EXHIBIT 2