

MINUTES OF REGULAR MEETING OF THE BOARD OF DIRECTORS OF THE PALMDALE WATER DISTRICT, NOVEMBER 12, 2014:

A regular meeting of the Board of Directors of the Palmdale Water District was held Wednesday, November 12, 2014, at 2029 East Avenue Q, Palmdale, California, in the Board Room of the District office. President, Kathy Mac Laren, called the meeting to order.

1) Pledge of Allegiance.

At the request of President Mac Laren, Director Alvarado led the pledge of allegiance followed by a moment of silence in honor of Veteran's Day and the sacrifices made by veterans and their families.

President Mac Laren then thanked the District's veterans: Erik Bouthillier, Brian Enos, Dan McKinsey, Dan Menko, Peter Henrie, Michael Edgar, Darrel DeVera, Jim Stanton, Bernie Fischenich, and Tyrone Jones and retirees Art Van Dyken, Joe Pipkin, and Dale Burton.

2) Roll Call.

Attendance:

Kathy Mac Laren, President
Robert Alvarado, Vice President
Gloria Dizmang, Treasurer
Joe Estes, Secretary
Vincent Dino, Director

Others Present:

Dennis LaMoreaux, General Manager
Bill Wynder, General Counsel
Matt Knudson, Assistant General Manager
Mike Williams, Finance Manager
Jennifer Emery, Human Resources Director
Mynor Masaya, Operations Manager
Bob Egan, Financial Advisor
Dawn Deans, Executive Assistant
0 members of the public

3) Adoption of Agenda.

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 adopt the agenda, as written.

4) Public Comments for Non-Agenda Items.

There were no public comments.

5) Presentations:

5.1) None at This Time.

There were no presentations.

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 Regular Meeting Held October 22, 2014.

6.2) Approval of Minutes of Special Meeting Held October 27, 2014.

6.3) Payment of Bills for November 12, 2014.

6.4) Approval of 2015 District Membership in California Special Districts Association. (\$5,691.00 – Budgeted – General Manager LaMoreaux)

6.5) Approval of Amendment to Contract Services Agreement for General Counsel Services, Appointing Ms. Patricia J. Quilizapa and Ms. Lindsay M. Tabaian of Aleshire & Wynder, LLP, as General Counsel and Assistant General Counsel, Respectively. (Attorney Quilizapa)

President Mac Laren announced the items included in the Consent Calendar after which 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 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) Status Report on Cash Flow Statement and Current Cash Balances as of September 30, 2014. (Financial Advisor Egan/Finance Committee)

Financial Advisor Egan reviewed the investment funds and cash flow reports as of September 30, 2014, the cash decrease due to the anticipated bond payment, maturing

cds, interest on investment accounts, anticipated year-end balance, and projects carried forward to 2015.

7.2) Status Report on Financial Statements, Revenue, and Expense and Departmental Budget Reports for September 30, 2014. (Finance Manager Williams)

Finance Manager Williams reviewed the balance sheet, profit and loss statement, year-to-year comparisons, month-to-month comparisons, consumption comparisons, and revenue and expense analysis reports for the period ending September 30, 2014, along with the graphic presentations for these reports, and then stated that some departments are above the targeted expenditure percentage of 75%, but no expenditures are out of the ordinary followed by discussion of reduced consumption due to drought and conservation efforts.

7.3) Status Report on Committed Contracts Issued and Water Revenue Bond Projects. (Assistant General Manager Knudson)

Assistant General Manager Knudson reviewed the status of engineering projects included in the Committed Contracts and Payout Schedule, including those projects contractually committed, budgeted projects, payments for projects funded from the Water Revenue Series 2013A Bonds, and projects carried over to 2015 followed by discussion of the EPA grant funds.

7.4) Consideration and Possible Action on Award of Contract for the Construction of Specification No. 1205 Being the Water Main Replacement Project in 30th St. E., Frontier Ave., 31st St. E., Glenbush Ave., Lemsford Ave., 32nd St. E., and Pond Ave. (\$1,200,000.00 – Water Revenue Bond Series 2013A – Assistant General Manager Knudson)

Assistant General Manager Knudson provided an overview of the bids received and staff's recommendation for award of a contract for Specification No. 1205, and after a brief discussion of the bids received and the expected \$485,000.00 EPA grant funds for this project, it was moved by Director Dizmang, seconded by Director Alvarado, and unanimously carried by all members of the Board of Directors present at the meeting to accept the request dated October 21, 2014 from Borden Excavating, Inc. withdrawing their bid due to a mathematical error and award a contract to Barnett VanDyne Construction, Inc. in the not-to-exceed amount of \$1,250,476.00 for the construction of Specification No. 1205 being the water main replacement project in 30th St. E., Frontier Ave., 31st St. E., Glenbush Ave., Lemsford Ave., 32nd St. E., and Pond Ave.

7.5) Consideration and Possible Action on Appointment of a Water Supply & Reliability Committee Member to Attend AVEK Meetings. (Director Dizmang/Water Supply & Reliability Committee)

Director Dizmang provided an overview of the purpose for designating a Water Supply & Reliability Committee member to attend AVEK Board meetings, and after a brief discussion, 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 appoint Director Dino as the Palmdale Water District representative to attend AVEK meetings with Director Dizmang as the alternate.

7.6) Consideration and Possible Action to Create an Ad Hoc Committee to Work With Staff on Ideas From the Informational Tour of Rowland and Cucamonga Valley Water Districts. (President Mac Laren)

General Manager LaMoreaux reviewed the purpose of the proposed Ad Hoc Committee, 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 create an Ad Hoc Committee to work with staff on ideas gained from the informational tour of Rowland and Cucamonga Valley Water Districts.

7.7) Consideration and Possible Action on Resolution No. 14-18 to Adopt District Rules of Order as Appendix DD to the Board Rules and Regulations. (President Mac Laren)

President Mac Laren, of the Ad Hoc Board Norms Committee, reviewed the Committee's recommendation and purpose for adopting the Rules of Order under Resolution No. 14-18.

General Counsel Wynder then clarified the censure section of Resolution No. 14-18 at the request of Director Estes, and after a further discussion of the Rules of Order, respecting a Director's freedom of speech, order of the Board, requirements of the law, and similar policies of other agencies, it was moved by Director Dizmang, seconded by Director Dino, and carried on a 4 – 1 vote, with Director Estes opposed, to approve Resolution No. 14-18 Adding Appendix DD Titled "Board Meetings: Rules of Procedure" to the Palmdale Water District Rules and Regulations in its entirety.

A copy of said Resolution No. 14-18 is hereby made a portion of the minutes of this meeting.

7.8) Consideration and Possible Action on Board and Staff Attendance at Conferences, Seminars, and Training Sessions as Follows:

a) AWWA Water Quality Technology Conference 2014 to be Held November 16 – 20, 2014 in New Orleans, Louisiana.

b) Dealing With Difficult People Seminar to be Held November 19, 2014 in Santa Clarita.

c) Making the Transition From Staff to Supervisor Seminar to be Held December 11, 2014 in Bakersfield.

d) CUEMA Central Valley Summit: Invest in Leadership Conference to be Held December 15 – 16, 2014 in Coalinga.

e) ACWA/JPIA “An Effective Board Can Limit the Risk of Liability” Training to be Held January 14, 2014 at the Palmdale Water District.

General Manager LaMoreaux clarified that Agenda Item No.’s 7.8.a, 7.8.b, and 7.8.c have been requested by staff, he requested Agenda Item No. 7.8.d, and Agenda Item No. 7.8.e is for the Board, and after a brief review of the conferences, seminars, and training sessions presented, it was moved by Director Alvarado, seconded by Director Dino, 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: AWWA Water Quality Technology Conference 2014 to be Held November 16 – 20, 2014 in New Orleans, Louisiana; Dealing With Difficult People Seminar to be Held November 19, 2014 in Santa Clarita; Making the Transition From Staff to Supervisor Seminar to be Held December 11, 2014 in Bakersfield; CUEMA Central Valley Summit: Invest in Leadership Conference to be Held December 15 – 16, 2014 in Coalinga; and ACWA/JPIA “An Effective Board Can Limit the Risk of Liability” Training to be Held January 14, 2014 at the Palmdale Water District.

8) Information Items.

8.1) Reports of Directors:

a) Meetings/General Report.

Director Estes stated that he has no report.

Director Alvarado reported that on October 27, he attended the Special Board Meeting regarding Starnik; that on October 28, he attended the Palmdale Water District delegation to Rowland and Cucamonga Valley Water Districts, this was a very positive and productive field trip, these agencies provided the Directors and staff with ideas, input, and very valuable recommendations that can be applied to the District, this was a good opportunity to view the efficiencies of other agencies both financially and through staff, and he looks forward to sharing his notes with staff to help reinvent ourselves; that on November 1, it was his daughter's birthday but he did attend the Landscaping Water Conservation Expo at the Antelope Valley Fairgrounds, he was very impressed, kudos to AVEK, LCID, PWD, and District staff for hosting the event, manning the booth, and providing valuable information to the over 400 attending, and funds promoting this event were well spent; that on November 5, he attended the Ad Hoc Fin & Feather Committee meeting with Director Dino, General Manager LaMoreaux, and Assistant General Manager Knudson, the meeting was productive, and the Committee is working to find a peaceful resolution to the issue.

President Mac Laren reported that on October 27, she attended the Special Board Meeting regarding Starnik and that on October 28, she attended the Palmdale Water District tour to Rowland and Cucamonga Valley Water Districts, they were able to observe similar operations performed in a different manner, new ideas were obtained, and she recommends additional tours be conducted to continue to learn from other agencies.

Director Dizmang reported that on October 27, she attended the Water Supply & Reliability Committee meeting with Director Dino where they discussed a Committee representative attending AVEK Board meetings, the sediment removal project at Littlerock Dam where there are issues with the Forest Service, Palmdale Ditch repair, and welcomed Deputy Water & Energy Resources Director Thompson II; that also on October 27, she attended the Special Board Meeting regarding Starnik; that on November 3, she attended the Finance Committee meeting with Director Dino where they reviewed the cash flow, cash balances, financial statements, department budgets, committed contracts, the draft 2015 budget, the District's comparison of fees and charges to other agencies where staff continues to have difficulties with the comparison due to the complexity of how other agencies charge, but it appears the District is in the same general area and cost, the Customer Service Survey, which began this month, and a regular report on water sales lost due to drought and conservation has been requested to prepare Directors for questions from the public regarding this matter; that on November 4, she attended the Outreach Committee meeting with Director Estes where they discussed a Cash for Kitchens program to work with restaurants to reduce water consumption, the District's

December 10 national webinar sponsored in cooperation with the City of Toledo, which has over 200 registrants, the December 20 Customer Appreciation Day, the Christmas Parade float, swap meet participation, establishment of a Customer Advisory Committee, and developing an outreach plan and theme for entry into ACWA's Best in Blue competition; and that on November 10, she attended a Board briefing with General Manager LaMoreaux.

She then reported on a recent Los Angeles Times article indicating San Diego and Orange Counties had the highest gallons per capita per day water use, the lowest was San Francisco and East Los Angeles, and the District's gallons per capita per day water use is 157 with a target of 163.

Director Dino reported that on October 27, he attended the Water Supply & Reliability Committee meeting with Director Dizmang; that on October 27, he attended the Special Board Meeting regarding Starnik; that on October 28, he attended the Palmdale Water District tour to Rowland and Cucamonga Valley Water Districts, which were very educational; that on November 3, he attended the Finance Committee meeting with Director Dizmang; that on November 5, he attended the Ad Hoc Fin & Feather Committee meeting with Director Dino, General Manager LaMoreaux, and Assistant General Manager Knudson; that on November 6, he attended the Facilities Committee meeting with Director Estes; and that on November 10, he attended a Board briefing with General Manager LaMoreaux.

There were no further reports from Directors.

8.2) Report of General Manager.

General Manager LaMoreaux stated that the District will have a float entry in the Palmdale Chamber of Commerce parade, and permission slips for riding on the float need to be turned in by November 20.

a) Review of Draft 2015 Budget. (Finance Manager Williams)

He then reported that a draft of the 2015 budget has been included with the agenda packets for review, detailed budget briefings will be held next week, a revised draft budget will be circulated early next week, and a budget workshop is scheduled for November 21, 2014 at 2:30 p.m.

President Mac Laren then requested budget options be prepared for a 2%, 2.5%, and a 3% water rate increase.

She then inquired about the status of the Palmdale Recycled Water Authority after which General Manager LaMoreaux stated that the November meeting has been cancelled as there are no action items to be considered; that a pending action item is the contract reallocating recycled water from the current allocation, which has been delayed due to Los Angeles County Waterworks and is the subject of closed session by the Authority, and contracts can be finalized reallocating recycled water with the two Cities, Los Angeles County Waterworks, and the Authority once all requested information is provided; and that a pending action item is the consideration of the Master Plan, which remains in the public comment review period under the CEQA process followed by discussion of the use of recycled water by the City of Palmdale's power plant.

Director Dizmang then stated that Antelope Valley Press articles regarding water rate increases for AVEK and Los Angeles County Waterworks are buried in the paper but that the District's water rate increases appear on the front page after which General Manager LaMoreaux stated that a full understanding of Los Angeles County Waterworks' rates will be obtained for comparison purposes for discussion at the budget workshop.

President Mac Laren then clarified that she has made no contributions or has had no conversations regarding content for the District's employee newsletter after which General Manager LaMoreaux clarified that contributions are provided by the District's internal communications team.

President Mac Laren then inquired about the sediment content in Littlerock Dam after which Assistant General Manager Knudson provided an overview of the sediment content, which was partially impacted by the station fire and fire retardants as indicated by the Lahontan Regional Water Quality Control Board's fish tissue samples, after which she stated that she attended a meeting regarding funding for sediment removal projects; that the District may be eligible for funding; and that there may be funding opportunities available through Proposition 1 and the upcoming Integrated Regional Water Management Plan process.

8.3) Report of Attorney.

General Counsel Wynder stated that a written report was included with the agenda packets regarding the recently passed Proposition 1 Water Bond if there are any questions on same.

9) Public Comments on Closed Session Agenda Matters.

At 8:26 p.m., President Mac Laren called for a seven minute recess. She reconvened the regular meeting at 8:33 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 Legal 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 – Existing Litigation: A Closed Session Will be Held, Pursuant to Government Code §54956.9 (d)(1), to Confer With Legal Counsel Regarding Pending Litigation to Which the District is a Party. The Title of Such Litigation is as Follows: *Central Delta Water Agency vs. Department of Water Resources; Sacramento Superior Court Case No. 34-2010-80000561*.

10.3) Conference with Legal Counsel – Personnel: A Closed Session Will be Held Pursuant to Government Code §54957 to Conduct an Employee Evaluation for the Position of General Manager.

10.4) Conference with Legal Counsel – Employment Contract Negotiations: A Closed Session Will be Held Pursuant to Government Code §54957.6 With District General Counsel Regarding Employment Contract Negotiations With District General Manager.

At 8:33 p.m., President Mac Laren called for a closed session pursuant to Government Code §54956.9 (d)(1) to confer with legal counsel regarding pending litigation to which the District is a party – two cases: *Antelope Valley Ground Water Cases* and *Central Delta Water Agency vs. Department of Water Resources* and *Sacramento Superior Court Case No. 34-2010-80000561*; pursuant to Government Code §54957 to conduct an employee evaluation for the position of General Manager; and pursuant to Government

Code §54957.6 regarding employment contract negotiations with the District General Manager.

She reconvened the regular meeting at 9:27 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 legal counsel regarding pending litigation to which the District is a party – one case: *Antelope Valley Ground Water Cases*; that the Board was briefed via teleconference by Attorney Bunn on the current status of this item of litigation; and that no reportable action was taken in closed session.

General Counsel Wynder reported that the Board did not consider the *Central Delta Water Agency vs. Department of Water Resources*; *Sacramento Superior Court Case No. 34-2010-80000561* pursuant to Government Code §54956.9 (d)(1) in closed session.

General Counsel Wynder then reported that a closed session had also been held pursuant to Government Code §54957 to conduct an employee evaluation for the position of General Manager; that the Board began the performance evaluation process; that the Board will submit individual evaluations to Human Resources Director Emery by November 24; that a draft consolidated performance evaluation is expected by the time of the next regular Board meeting for consideration; and that no reportable action was taken, the performance evaluation process continues, and this closed session item will be placed on the next agenda.

General Counsel Wynder then reported that a closed session had also been held pursuant to Government Code §54957.6 regarding employment contract negotiations with the District General Manager; that the Board has under consideration an offer made by the General Manager; that their office submitted both to the Board and to the General Manager a template of a form of a contract; that the Board will review that form and continue review of the General Manager's offer; that further discussion on contract negotiations was deferred; and that no reportable action was taken, contract negotiations will continue, and this closed session item will be placed on the next agenda.


12) Board Members' Requests for Future Agenda Items.

Director Estes requested "Consideration and Possible Action on District Policy Regarding Monitoring and Coverage of Fin and Feather Club Meetings by District Employees" be placed on the agenda for the next regular Board meeting based on the conclusion of the Ad Hoc Fin and Feather Committee.

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

**PALMDALE WATER DISTRICT
RESOLUTION NO. 14-18**

**A RESOLUTION OF THE BOARD OF DIRECTORS OF
PALMDALE WATER DISTRICT ADDING APPENDIX DD
TITLED “BOARD MEETINGS: RULES OF PROCEDURE”
TO THE PALMDALE WATER DISTRICT RULES AND
REGULATIONS**

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; and

WHEREAS, the Board of Directors of the Palmdale Water District desires to facilitate the business of the Board of Directors and to ensure an opportunity for Directors to contribute and participate in conducting the business of the District; and

WHEREAS, the Board of Directors of the Palmdale Water District desires to facilitate public comment at Board meetings; and

WHEREAS, the Board of Directors of the Palmdale Water District desires to conduct orderly meetings; and

WHEREAS, the Board of Directors of the Palmdale Water District desires to provide for a process under which the Board can censure Directors who have seriously violated a law or the district Rules and Procedures; and

WHEREAS, the Board of Directors of the Palmdale Water District desires to enact rules of procedure which guide the Board in its public meetings.

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: Appendix DD titled “Board Meetings: Rules of Procedure” is hereby added to the Palmdale Water District Rules and Regulations to read in full as follows:

“APPENDIX DD

BOARD MEETINGS: RULES OF PROCEDURE

The Board has approved the Rules of Procedure herein as its rules of order applicable to all public Board meetings. Any procedure not addressed herein shall be governed by the Robert’s Rules of Order. Failure to follow these Rules of Procedure or the Robert’s Rules of Order shall not render void any action taken by the Board of the District.

I. GENERAL PRINCIPLES

- The purpose of the Rules of Order is to facilitate the business of the Board of Directors for the District and to ensure an equal opportunity for all Directors to contribute and participate in conducting the business of the District. The Rules are intended to assist, not inhibit, the meeting and discussion of the Directors.
- A meeting can deal with only one matter at a time. The various kinds of motions have therefore been assigned an order of precedence.
- All Directors have equal rights, privileges and obligations. The Chair's main responsibility is to use the authority of the Chair to ensure that all people attending a meeting are treated equally—for example, not to permit a vocal few to dominate the debates.
- A majority vote decides an issue. Parliamentary rules enable a meeting to determine the will of the majority of the Directors attending a meeting.
- The rights of the minority must be protected at all times. Although the ultimate decision rests with a majority, all Directors have such basic rights as the right to be heard and the right to oppose.
- Every matter presented for decision should be discussed fully. The right of every Director to speak on any issue is as important as each Director's right to vote. The Rules ensure order in the discussion, without Directors speaking over each other. The lack of order interferes with the public's right to clear information.
- Every Director has the right to understand the meaning of any question presented to a meeting, and to know what effect a decision will have. A Director always has the right to request information on any motion he or she does not thoroughly understand. Moreover, all meetings must be characterized by fairness and by good faith. Parliamentary strategy is the art of using procedure legitimately to support or defeat a proposal.
- Orderly meetings are most likely to occur when Directors, staff, and other presenters are provided with information regarding the meeting sufficiently in advance to prepare for discussion at a meeting. Advance preparation by Directors, staff, and other presenters ensures all questions and concerns are fully addressed in an orderly manner at public meetings.

II. DEFINITIONS

“Board” means the Board of Directors of the Palmdale Water District.

“Director” means a member of the Board.

“District” means the Palmdale Water District.

“Chair” or “Chairperson” means the Director who is leading the Board's meeting.

“Majority of the Board” means a majority of the Directors at the Board’s meeting.

“Item” means a motion or other subject which is to be considered by the Board.

III. RULES OF ORDER

A. Order of Meetings

Meetings shall commence at the time specified in the public agenda, or as soon thereafter as is reasonably possible, and shall continue until all matters listed as items on the published agenda have been completed or until other disposition of uncompleted items has been approved by a majority of the Board.

The Chair shall conduct the meeting in the order of the published meeting agenda, unless a majority of the Board approves hearing an item out of order, continuing an item to another meeting, or removing the item from the agenda.

Hearing on any item may be continued or re-continued to any subsequent meeting by majority vote of the Board on a motion to continue the item.

The Board has adopted the following as the preferred order of business and should be followed for the Board agendas:

Sample Order of Agenda/Business

- Pledge of Allegiance
- Roll Call
- Adoption of Agenda
- Public comments for non-agenda items
- Presentations
- Consent Calendar (including public comment)
 - Approval of Minutes
 - Payment of Bills
- Action Calendar (including public comment)
- Information Items
- Reports of Directors
 - Meetings/General Report
 - Standing Committee/Assignment Reports

- Report of General Manager
- Report of Attorney
- Public comments on closed session agenda matters
- Closed session
- Public report of any action taken in closed session.
- Directors' requests for future agenda items
- Adjournment

B. Order of Discussion of Each Item on the Agenda

The Chair shall read the description of each matter listed as an agenda item.

1. Presentations to the Board on Agenda Item

The Chair will open the presentations portion on the item, which may consist of presentations to the Board by District staff, consultants, or other persons designated by the General Manager. Directors may ask questions of each presenter, upon recognition by the Chair.

Upon completion of any presentation and any questions by Directors, the Chair shall open the item for public hearing.

2. Public Discussion on Matters Before the Board

Upon opening the public hearing and before any motion is adopted related to the merits of the matter on the agenda, the Chair shall open the public comment period. The Chair shall call members of the public who desire to speak on the matter which is to be heard or to present evidence respecting the matter. Any person desiring to speak or present evidence shall make his/her presence known to the Chair and upon being recognized by the Chair, the person may speak or present evidence relevant to the matter being heard. No person shall be permitted during his or her public comment to speak about matters that are not germane to the matter being considered. A determination of relevance shall be made by the Chair, but may be appealed as set forth in these rules.

No person may speak without first being recognized by the Chair, who will call speakers who have filled out a "Speaker Request Card." Each person will be limited to three minutes and shall not be interrupted by Directors until the end of the three-minute period. Time limits shall be uniformly applied to all members of the public and adhered to as strictly as possible to avoid allegations of unfair treatment. The Chair may upon majority vote remove any member of the public disrupting the meeting in the manner described at Section IV. A of these Rules.

Directors who wish to ask questions of the speakers or each other, during the public hearing portion may do so but only after the end of the public speaker's three-minute period and upon being recognized by the Chair. Directors shall limit their questions to clarifications of facts presented by the member of the public.

Any member of the public may submit in advance to the Board written material related to any matter being heard by the Board. Such written material shall be submitted to the General Manager, who shall provide copies to the Board as soon as reasonably practical before the meeting. The Secretary shall retain all such material as part of the record of the meeting.

If public hearing applies to a quasi-judicial matter, even though limits can be placed on speakers, good practice dictates that the affected party (applicant, appellant, individual having license revoked, etc.) be given a reasonable opportunity to present his/her case to avoid a denial of due process. Quasi-judicial proceedings are evidence gathering procedures which require the Board decision to be based on substantial evidence in the record. Legislative proceedings are not dependent upon evidence presented and the Board can exercise a much broader range of discretion.

3. Consideration of Question by Board

After all members of the public desiring to speak upon the subject of the hearing have been given an opportunity to do so, the Chair shall close the public comment portion of the hearing and shall begin the deliberation of the matter by the Board. No member of the public shall be allowed, without consent of the Chair, to speak further on the question during the period of deliberation.

Directors may speak on each item, including posing questions to staff and other Directors, but may do so only upon being recognized by the Chair. The Chair shall recognize each Director desiring to speak on a matter in an orderly manner and allow only one Director or person to speak at a time. Directors wishing to respond to comments by any other Director must do so only at the time he or she is recognized by the Chair to speak. The Chair shall not permit disorderly debate.

At the conclusion of Board discussion, and upon appropriate motion having been made and seconded, the Board shall vote to either continue the matter or vote on the matter.

C. Action of the Board

All actions of the Board, including the approval of resolutions or ordinances, require a motion by any Director and approval of a majority of the Board.

1. Motion Procedure

Business is accomplished in meetings by means of debating motions. The word "motion" refers to a formal proposal by two Directors (the mover and seconder) that the Board take certain action.

Any Director may make a motion and any other Director may second the motion. When a motion has been made and seconded, the matter is open for discussion by the Board. Normally, a Director may speak only once on the same question, except for the mover of the main motion, who has the privilege of “closing” the debate (that is, of speaking last). If an important part of a Director’s speech has been misinterpreted by a later speaker, it is in order for the Director to speak again to clarify the point, but no new material should be introduced. If two or more people want to speak at the same time, the Chair should call first upon the one who has not yet spoken.

If the Director who made the motion that is being discussed claims the floor and has already spoken on the question, he/she is entitled to be recognized before other Directors.

The mover of a motion may not speak against his or her own motion, although the mover may vote against it. The mover need not speak at all, but when speaking, it must be in favor of the motion. If, during the debate, the mover changes his or her mind, he or she can inform the meeting of the fact by asking the meeting’s permission to withdraw the motion.

2. Determining Results of a Vote

Motions must pass by a majority affirmative vote of the Board. Abstentions shall not count as affirmative votes.

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.

When motions or resolutions are adopted on voice vote, the Chair shall solicit the vote of Directors and cast his/her vote last.

3. Types of Motions

a. Main Motion

A main motion is a motion that brings business before a meeting. Because a meeting can consider only one subject at a time, a main motion can be made only when no other motion is pending. A main motion ranks lowest in the order of precedence.

When a main motion has been stated by one Director, seconded by another Director, and repeated for the meeting by the Chair, the meeting cannot consider any other business until that motion has been disposed of, or until some other motion of higher precedence has been proposed, seconded and accepted by the Chair.

A main motion must not interrupt another speaker, requires a seconder, is debatable, is lowest in rank or precedence, can be amended, cannot be applied to any other motion, may be reconsidered, and requires a majority vote.

When a motion has been made by a Director and seconded by another, it becomes the property of the meeting. The mover and seconder cannot withdraw the motion unless the meeting agrees. Usually the Chair will ask if the meeting objects to the motion's being withdrawn. If no one objects, the Chair will announce: "The motion is withdrawn."

b. Secondary Motions

Secondary motions consist of subsidiary motions, privileged motions, and incidental motions. Secondary motions are ones that are in order when a main motion is being debated; ones that assist a meeting to deal with the main motion.

A secondary motion thus takes precedence over a main motion; a main motion takes precedence over nothing, yielding to all secondary motions. When a secondary motion is placed before a meeting, it becomes the immediately pending question; the main motion remains pending while the Board deals with the secondary motion.

The main motion, the subsidiary motions, and the privileged motions fall into a definite order of precedence, which gives a particular rank to each. The main motion—which does not take precedence over anything—ranks lowest. Each of the other motions has its proper position in the rank order, taking precedence over the motions that rank below and yielding to those that rank above it.

i. Subsidiary Motions

Subsidiary motions assist a meeting in treating or disposing of a main motion (and sometimes other motions). Once the main motion is properly placed on the floor, subsidiary motions may be employed in addressing the main motion. The subsidiary motions are listed below in descending order of rank. Each of the motions takes precedence over the main motion and any or all of the motions listed before it.

Subsidiary motions are appropriate and may be made by any Director at any appropriate time during the discussion of the main motion.

Subsidiary Motions include:

▪ Table (To Temporarily Suspend Consideration of an Issue)

The motion must not interrupt another speaker, must be seconded, is not debatable, is not amendable, may not be reconsidered, and requires a majority vote.

In order to bring the matter back before the Board, a Director must move that the matter be "taken from the table", seconded and passed by a majority.

A motion to take from the table must be made at the same meeting at which it was placed on the table or at the next regular meeting of the Board. Otherwise the motion that was tabled dies, although it can be raised later as a new motion.

▪ Previous Question (To Vote Immediately)

Any Director may move to immediately bring the question being debated by the Board to a vote, suspending any further debate.

The motion may not interrupt a speaker, must be seconded. A majority vote is required for passage

▪ Continue to Another Meeting

Any Director may move to continue the item to another meeting. This motion continues the pending main motion to a future date or time as determined by the Board at the time the motion is passed.

A motion to postpone to a definite time may not interrupt another speaker, must be seconded, is debatable only as to the propriety or advisability of continuing the motion, can be amended, can be reconsidered, and requires a majority vote.

▪ Commit or Refer

Any Director may move that the matter being discussed should be referred to a committee, commission or staff for further study. The motion may contain directions for the committee, commission or staff, as well as, a date upon which the matter will be returned to the Board's agenda.

The motion must be seconded and requires a majority vote for passage. If no date is set for returning the item to the Board agenda, any Director may move, at any time, to require the item be returned to the agenda. The motion must be seconded and a majority vote is required.

▪ Amend

An amendment is a motion to change, to add words to, or to omit words from, an original motion. The change is usually to clarify or improve the wording of the original motion and must be germane to that motion.

Any Director may amend the main motion or any amendment made to the main motion. Before the main motion may be acted upon, all amendments and amendments to amendments must first be acted upon. An amendment must be related to the main motion or amendment to which it is directed. Any amendment which substitutes a new motion

rather than amending the existing motion is out of order and may be so declared by the Chair.

A motion to amend must be seconded and requires a majority vote for passage.

- Postpone Indefinitely

Any Director may move to postpone indefinitely the motion on the floor, thus avoiding a direct vote on the pending motion and suspending any further action on the matter.

The motion must be seconded and requires a majority vote for passage.

ii. Incidental Motions

These motions are incidental to the motions or matters out of which they arise. Because they arise incidentally out of the immediately pending business, they must be decided immediately, before business can proceed. Most incidental motions are not debatable.

Incidental motions do not have an order or precedence. An incidental motion is in order only when it is legitimately incidental to another pending motion or when it is legitimately incidental in some other way to business at hand. It then takes precedence over any other motions that are pending—that is, it must be decided immediately.

- Point of Order

This motion permits a Director to draw the Chair's attention to what he/she believes to be an error in procedure or a lack of decorum in debate. The Director will rise and say: "I rise to a point of order," or simply "Point of order." The Chair shall recognize the Director, who will then state the point of order. The Chair is required to make an immediate ruling on the question involved. The Chair will usually give his/her reasons for making the ruling. If the ruling is thought to be wrong, the Chair can be challenged.

A point of order can interrupt another speaker, does not require a seconder, is not debatable, is not amendable, and cannot be reconsidered.

- Objection to the Consideration of a Question

If a Director believes that it would be harmful for a meeting even to discuss a main motion, he/she can raise an objection to the consideration of the question; provided debate on the main motion has not begun or any subsidiary motion has not been stated.

The motion can be made when another Director has been assigned the floor, but only if debate has not begun or a subsidiary motion has not been accepted by the Chair. A Director rises, even if another has been assigned the floor, and without waiting to be recognized, says, “Mr. Chair [or Madame Chair], I object to the consideration of the question (or resolution or motion, etc.).”

The motion does not need a seconder, is not debatable, and is not amendable.

The Chair responds, “The consideration of the question is objected to. Shall the question be considered?”

The motion can be reconsidered, but only if the objection has been sustained.

▪ Division of Question

Any Director may move to divide the subject matter of a motion which is made up of several parts in order to vote separately on each part. This motion may also be applied to complex ordinances or resolutions.

The motion requires a second and a majority vote for passage.

▪ Requests and Inquiries

- a) Parliamentary Inquiry—a request for the Chair’s opinion (not a ruling) on a matter of parliamentary procedure as it relates to the business at hand.
- b) Point of Information—a question about facts affecting the business at hand, directed to the Chair or, through the Chair, to a Director.
- c) Request to Read Papers.
- d) Request to be Excused from a Duty.
- e) Request for Any Other Privilege.

The first two types of inquiry are responded to by the Chair, or by a Director at the direction of the Chair; the other requests can be granted only by majority vote.

iii. Privileged Motions

Unlike either subsidiary or incidental motions, privileged motions do not relate to the pending business, but have to do with special matters of immediate and overriding importance that, without debate, should be allowed to interrupt the consideration of anything else.

The privileged motions are listed below in descending order of rank. Each of the succeeding motions takes precedence over the main motion, any subsidiary motions, and any or all of the privileged motions listed before it.

- Fix Time to Which to Adjourn

This is the highest-ranking of all motions. Under certain conditions while business is pending, a meeting—before adjourning or postponing the business—may wish to fix a date, an hour, and sometimes the place, for another meeting or for another meeting before the next regular meeting. A motion to fix the time to which to adjourn can be made even while a matter is pending, unless another meeting is already scheduled for the same or the next day.

The motion may not interrupt a speaker, must be seconded, is not debatable, is amendable (for example, to change the time and/or place of the next meeting), can be reconsidered, and requires a majority vote.

- Adjourn

Any Director may move to adjourn at any time, even if there is business pending.

The motion must be seconded and a majority vote is required for passage. The motion is not debatable.

- Recess

A Director can propose a short intermission in a meeting, even while business is pending, by moving to recess for a specified length of time.

The motion may not interrupt another speaker, must be seconded, is not debatable, can be amended (for example, to change the length of the recess), cannot be reconsidered, and requires a majority vote.

- Question or Point of Privilege

Any Director, at any time during the meeting, may make a request of the Chair to accommodate the needs of the Board or his/her personal needs for such things as reducing noise, adjusting air conditioning, ventilation, lighting, etc. Admissibility of question is ruled on by the Chair.

- Orders of the Day

Any Director may demand that the agenda be followed in the order stated therein.

No second is required and the Chair must comply unless the Board, by majority vote, sets aside the orders of the day.

- Challenging a Ruling of the Chair

Any ruling of the Chair can be challenged, but such appeals must be made immediately after the ruling. If debate has progressed, a challenge is not in order.

When a Director wishes to appeal from the decision of the Chair, the Director speaks as soon as the decision is made, even if another has the floor, and without waiting to be recognized by the Chair, says, "Mr. Chair [or Madame Chair], I appeal from the decision of the Chair." The Chair should state clearly the decision being questioned, and if necessary the reasons for the decision, and then state the question this way: "The question is, 'Shall the decision of the Chair be sustained?'" If two Directors (mover and seconder) appeal a decision of the Chair, the effect is to open the decision to a vote.

Such a motion is in order when another speaker has the floor, but it must be made at the time of the Chair's ruling and before debate progresses. The motion must be seconded, is not amendable, but can be reconsidered. A majority or tie vote sustains the decision of the Chair, on the principle that the Chair's decision stands until reversed by a majority of the meeting. The Chair can vote on this motion.

iv. Motions that Bring a Question Again Before the Assembly

- Rescind

The Board may rescind, repeal or annul any prior action taken with reference to any legislative matter so long as the action to rescind, repeal or annul complies with all the rules applicable to the initial adoption, including any special voting or notice requirements or unless otherwise specified by law.

- Reconsider

Except for votes regarding matters which are quasi-judicial in nature or matters which require a noticed public hearing, the Board may reconsider any vote taken at the same session to correct inadvertent or precipitant errors, or consider new information not available at the time of the vote.

The motion to reconsider must be made by a Director who voted on the prevailing side, must be seconded and requires a majority vote for passage, regardless of the vote required to adopt the motion being reconsidered. If the motion to reconsider is successful, the matter to be reconsidered takes no special precedence over other pending matters and any special voting requirements related thereto still reconsider, once a matter has been determined and voted upon, the same matter cannot be brought up again at the same meeting

▪ Discharge a Committee (From Further Consideration)

If a question has been referred, or a task assigned, to a committee that has not yet made its final report, and if a meeting wants to take the matter out of the committee's hands (either so that the meeting itself can deal with the matter or so that the matter can be dropped), such action can be proposed by means of a motion to discharge the committee from further consideration of a topic or subject.

Such a motion cannot interrupt another speaker, must be seconded, is debatable (including the question that is in the hands of the committee), and is amendable. Because the motion would change action already taken by the meeting, it requires a majority vote.

A negative vote on this motion can be reconsidered, but not an affirmative one.

c. Motion Procedure Guidelines for Common Motions

What you want to do:	Language:	May You Interrupt the Speaker?	Do You Need A Second?	Is It Debatable?	Can It Be Amended?	What Vote Is Needed?	Can It Be Reconsidered ?
Introduce Business	"I move that..."	No	Yes	Yes	Yes	Majority	Yes
Continue Discussion	"I move to continue this item until (date)"	No	Yes	Yes	Yes	Majority	Yes
Amend a Motion	"I move to amend the motion by ..."	No	Yes	Yes	Yes	Majority	Yes
Adjourn Meeting	"I move that we adjourn"	No	Yes	No	No	Majority	No
Give Closer Study of An Item	"I move to refer the matter to a subcommittee"	No	Yes	Yes	Yes	Majority	Yes
Request Information	"Point of information"	Yes	No	No	No	No Vote	No
End Debate & Amendment	"I call for the question" "I move the previous question"	No	Yes	No	No	2/3	No
Reconsider a Hasty Action	"I move to reconsider the vote on ..."	Yes	Yes		No	Majority	No
Temporarily Suspend Considering an Issue	"I move to table the motion"	No	Yes	No	No	Majority	No
Take up a Matter Previously Tabled	"I move to take from the table..."	No	Yes	No	No	Majority	No
Postpone Indefinitely							

Avoid Considering an Improper Matter	"I object to consideration of this motion"	Yes	No	No	No	2/3	
Protest Breach of Rules or Conduct	"I rise to a point of order"	Yes	No	No	No	No Vote	No

VOTING	Chair restates the motion
	ELECTRONIC: "Please cast your vote"
	VOICE: "All those in favor...; those opposed...; motion carries/is rejected"
	ROLL CALL: "Boardmember (in seniority order), Vice Chair, Chair; motion carries/is rejected"
	GENERAL CONSENT: (Various Options) "Please cast your vote" or "Without objection, motion is adopted"

IV. ENFORCEMENT OF RULES OF ORDER

A. Disruption by Members of the Public

If any meeting is willfully interrupted by a person or persons so as to render the orderly conduct of such meeting unfeasible and order cannot be restored by removal of the disruptive individuals, or if any member of the public uses profanity or threats to direct his/her comments to the Board, a Director, staff, or any member of the public, the Chair, with the concurrence of a majority of the Directors present, may order the meeting room cleared and continue with the meeting. Members of the press or other news media may remain unless they participated in creating the disruption. In the event the Board meeting room is cleared, the Board cannot consider anything not on the agenda. *Government Code* section 54957.9.

B. Censure of Directors

Censure is a formal Resolution of the Board reprimanding one of its own Directors for specified conduct, generally a serious violation of law or of District Rules and Regulations where the violation of policy is considered to be a serious offense. Censure should not follow an occasional error in judgment, which occurs in good faith and is unintentional. Censure carries no fine or suspension of the rights of the member as an elected official, but a censure is an expression of the Board's disapproval of a Director's conduct.

Any Director may submit, in writing, a complaint and request for a censure hearing concerning an alleged violation of law or serious violation of Board policies by another Director. The complaint shall be submitted to the President, or if the complaint is about the President, to the Vice President.

Prior to any formal action by the Board to censure a Director, the Director against whom censure is sought is entitled to due process of law, which requires notice and the opportunity to be heard and to refute the evidence against him or her, by means of a censure hearing. The complaint shall contain specific factual allegations and any supporting evidence of specific conduct alleged to violate existing law or District Rules and Regulations. The President or Vice President, within 15 business days, shall review

the complaint and either (1) issue an advisory opinion to the Board; or (2) conduct further investigation and/or a hearing on the matter.

Upon completion of its review of the complaint and any additional investigation the President or Vice President shall determine if, considering all the facts and evidence, there are reasonable grounds to believe or not believe that the alleged violation of law or serious violation of District Rules and Regulations occurred. The President or Vice President shall make a written report to the Board stating the specific law or policy alleged to have been violated, and summarizing the complaint, evidence, and the results of any additional investigation. The President or Vice President shall also make a recommendation to the Board that the complaint is supported by sufficient evidence of a violation of law or serious violation of District Rules and Regulations to warrant a censure hearing, or, alternatively, that the complaint is not supported by sufficient evidence of a violation of law or serious violation of District Rules and Regulations to warrant a Board censure hearing.

If the President or Vice President determines that the allegations are supported and a censure hearing is warranted, the matter shall be set for a public censure hearing before the Board; if the President or Vice President concludes that the allegations are not supported and a censure hearing is not warranted, the President or Vice President's recommendation will be forwarded to the Board and no further action taken, unless the Board directs, by a majority consensus of the Board during a Board meeting, the matter to be placed on its agenda for further consideration. In either case, a copy of the final report shall be provided to the accused Director at the same time it is provided to the Board.

If a public hearing is set before the Board, it shall be far enough in advance to give the accused Director subject to censure adequate time to review the allegations and evidence against him or her and prepare a defense, but no longer than 15 days from the date of the President or Vice President's recommendation.

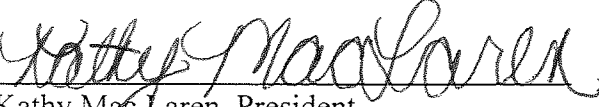
At the hearing, the Director shall be given an opportunity to make an opening statement, closing statement, and to question his or her accusers. The hearing shall not be a formal adversarial hearing and the Rules of Evidence shall not apply to the proceeding. An accused Director may choose to be represented and to designate his or her representative to speak on his or her behalf.

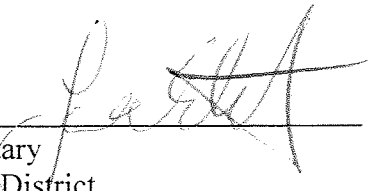
A Board decision to censure requires the adoption of a Resolution making findings, based on substantial evidence that the Director has engaged in conduct that constitutes a violation of law or a serious violation of District Rules and Regulations. The Resolution must be affirmed by at least three affirmative votes of the Board. The accused Director shall not participate in the Board's deliberations after the public hearing is closed or in any vote by the Board on the proposed censure."

Section 3: 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 November 12, 2014.


Kathy MacLaren, President
Palmdale Water District


Joe Estes, Secretary
Palmdale Water District