

**MINUTES OF A SPECIAL MEETING  
OF THE BOARD OF DIRECTORS OF  
WALNUT VALLEY WATER DISTRICT**

**December 12, 2017  
At the Offices of the District**

**DIRECTORS PRESENT:**

Theodore L. Ebenkamp  
Edwin Hilden  
Theresa Lee  
Allen Wu

**STAFF PRESENT:**

Mike Holmes, General Manager  
Erik Hitchman, Assistant General Manager/Chief Engineer  
Brian Teuber, Director of Finance  
Sandy Olson, Director of Administrative Services  
Donna DiLaura, Executive Secretary  
Jim Ciampa, Legal Counsel (via conference call)

**DIRECTORS ABSENT:**

Scarlett Kwong

The meeting was called to order at 4:01 p.m. with President Wu presiding.

Guests and others in attendance: No guests attended.

**Item 3: Public Comment**

- ◆ No comments were offered. (Item 3)

**Item 4: Additions to the Agenda**

- ◆ There were no requests. (Item 4)

**Item 5: Reorder of Agenda**

- ◆ There were no requests. (Item 5)

**Item 6: Consideration of Annual Board Reorganization / Appointment of Officers / Committee Selections for Calendar Year 2018**

- A. First Vice-President Hilden invoked Exception No. 3 of the Rotation Policy, and notified the Board and staff that he wishes to forego his ascension to the presidency and to remain as the first vice president, with the second vice president then ascending to president, and the other directors moving to their next positions in accordance with the rotation noted in the Rotation Policy. Second Vice President Ebenkamp agreed to ascend to the presidency, and the other directors will move to their next positions accordingly.

***Motion No. 17-12-1160: Upon consideration thereof, it was moved by Director Hilden seconded by Director Lee and unanimously carried (4-0), to approve acceptance of Director Hilden's invocation of Exception No. 3 of the Rotation Policy, including the new Board Rotation, with Director Ebenkamp to serve as President of the Board of Directors for 2018. (Item 6-D)***

**President Wu indicated Motion No. 17-12-1160 was approved by a (4-0) vote**

- B. Officers were rotated in accordance with the "Board Reorganization Rotation Policy," effective January 2018, as follows:

Theodore L. Ebenkamp, President  
Edwin M. Hilden, First Vice President  
Theresa Lee, Second Vice President  
Scarlett P. Kwong, Assistant Treasurer  
Allen L. Wu, Director  
(Item 6-B)

President Wu continued the duty of chairing the remainder of the meeting, and will chair through the December 18, 2017 regular Board meeting. Director Ebenkamp will begin chairing Board meetings in January 2018.

- C. It was determined that Board appointments to the offices of Secretary, Assistant Secretary, Treasurer and Second Assistant Treasurer would be as follows: Mr. Mike Holmes, Secretary; Ms. Donna DiLaura, Assistant Secretary; Mr. Brian Teuber, Treasurer; Mr. Erik Hitchman, Second Assistant Treasurer. (Item 6-C)

***Motion No. 17-12-1161: Upon consideration thereof, it was moved by Director Ebenkamp, seconded by Director Lee and unanimously carried (4-0), to approve the Board Appointments as noted above. (Item 6-C)***

**President Wu indicated Motion No. 17-12-1161 was approved by a (4-0) vote**

- D. Standing Committee positions were selected on a "chain of command" basis in accordance with the Standing Committee Selection Process, with the first choice going to the Board President, second choice to the First Vice President, third choice to the Second Vice President, and so on down the line, repeating in the same order, until all positions were filled as follows:

Committee	Chair	Member	Alternate
Engineering	Director Lee	Director Ebenkamp	Director Kwong
Finance	Director Wu	Director Ebenkamp	Director Lee
Personnel	Director Hilden	Director Kwong	Director Ebenkamp
Public Info/Legislative	Director Wu	Director Hilden	Director Lee

(Item 6-D)

**Motion No. 17-12-1162:** *Upon consideration thereof, it was moved by Director Ebenkamp, seconded by Director Hilden and unanimously carried (4-0), to approve the Committee Assignments as noted above. (Item 6-D)*

**President Wu indicated Motion No. 17-12-1162 was approved by a (4-0) vote**

**Item 7: Discussion on the District's Pricing Objectives**

- ◆ The Board received a review of the results of the survey completed by the Board on the District's Pricing Objectives. In an effort to best establish the Pricing Objectives for budget purposes, the Board, by consensus, requested an opportunity to re-rank the Pricing Objectives. Mr. Teuber suggested a methodology using each rank (#1 through #4) a maximum of four times. Mr. Teuber stated that he would provide a revised survey for distribution at a future Board meeting. (Item 7)

**Item 8: Public Comment on Closed Session**

- ◆ There were no requests to comment on either open or closed session items. (Item 8)

**Item 9: Adjourn to Closed Session – 4:39 p.m.**

**Item 10: Closed Session**

- A. The Board met in closed session in accordance with Government Code §54956.9(d)(4) to discuss an anticipated litigation matter with Legal Counsel – One Potential Case. (Item 10-A)

**Item 11: Reconvene in Open Session/Report of Action Taken in Closed Session – 4:44 p.m.**

- A. The Board met in closed session in accordance with Government Code §54956.9(d)(4) to discuss one anticipated litigation matter with Legal Counsel. The Board was briefed on the facts and circumstances of the matter and no reportable action under the Brown Act was taken on the matter. (Item 10-A)

**Adjournment at 4:45 p.m.**

**Motion No: 17-12-1163:** *Upon consideration thereof, it was moved by Director Ebenkamp, seconded by Director Hilden and unanimously carried (4-0), to adjourn the meeting.*

**President Wu indicated Motion No. 17-12-1163 was approved by a (4-0) vote**