

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

**December 4, 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
Gale Bricka, Administrative Assistant
Jim Ciampa, Legal Counsel

DIRECTORS ABSENT:

Scarlett Kwong

The meeting was called to order at 4:06 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: Presentation of Water Drop Award on the Occasion of Ms. Gale Bricka's Retirement from the District

- ◆ The Board presented the Water Drop Award to Ms. Bricka on the occasion of her upcoming retirement, and thanked her for her fifteen years of service to the District. (Item 6)

Item 7: Board of Directors Business

- A. The Board conducted its annual review of, and considered revisions to, the “*Board Policies for Ethical Conduct Regarding Board of Directors Compensation and Expenses*” and related Exhibit A – Meeting and Expenses Report Form; Exhibit C – Guidelines for Board Compensated Meetings and Activities; and Exhibit F – Meal Expense Reimbursement Schedule/Guidelines. The General Manager noted that Section I.B.1.b. is proposed as amended for clarification purposes, to ensure the Policies’ substantive text conforms to the authority given to the General Manager in Exhibit C. (Item 7-A)

Motion No. 17-12-1156: *Upon consideration thereof, it was moved by Director Ebenkamp, seconded by Director Lee and unanimously carried (4-0), to approve as presented the “Board Policies for Ethical Conduct Regarding Board of Directors Compensation and Expenses,” including the amendment to Section 1.B.1.b. (Items 7-A)*

President Wu indicated Motion No. 17-12-1156 was approved by a (4-0) vote

Mr. Ciampa then provided a general review of the Directors’ responsibilities under the District’s Policies and relative to AB 1234, and the required expense report forms required by the District to request per diem compensation and expense reimbursement.

- B. The Board considered proposed Revisions to the Board Reorganization Process, as drafted by the District’s Legal Counsel. As noted in the staff report, the proposed revisions would apply when a Board member defers to becoming President due to health, availability, or some other reason. (Items 7-B)

Motion No. 17-12-1157: *Upon consideration thereof, it was moved by Director Ebenkamp, seconded by Director Lee and unanimously carried (4-0), to adopt the proposed revisions to the Board Reorganization Process, but striking the first proposed revision on Page 1. (Item 7-B)*

President Wu indicated Motion No. 17-12-1157 was approved by a (4-0) vote

- C. The Board received a review of discussion items for the upcoming December 12 and December 18 meetings. As this was an informational item, Board action was not needed. (Items 7-C)

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 – 4:50 p.m.**Item 10: Closed Session**

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

- B. The Board met in closed session in accordance with Government Code §54957 to conduct the annual performance evaluation for the General Manager. (Item 10-B)

Item 11: Reconvene in Open Session/Report of Action Taken in Closed Session – 5:18 p.m.

- A. The Board met in closed session in accordance with Government Code §54956.9(d)(4) to discuss three anticipated litigation matters with Legal Counsel. The Board was briefed on the facts and circumstances of those three matters and no reportable action under the Brown Act was taken. (Item 11-A)

Additionally, the Board met in closed session in accordance with Government Code §54957, and further conducted the annual performance evaluation for the General Manager. No reportable action under the Brown Act was taken.

- B. The Board was asked to consider a compensation adjustment, if any, for the General Manager. (Item 11-A)

Motion No. 17-12-1158: Upon consideration thereof, it was moved by Director Ebenkamp, seconded by Director Hilden and unanimously carried (3-0), with Director Wu abstaining, to authorize the General Manger to receive a 1% salary merit increase, and all salary adjustments given to all other District employees as stipulated in the Terms and Conditions of Employment, which is inclusive of the 2% Cost of Living Adjustment effective January 1, 2018, less one percent for retiree medical buybacks. (Item 11-B)

President Wu indicated Motion No. 17-12-1158 was approved by a (3-0) vote, with one abstention

Adjournment at 5: 19 p.m.

Motion No: 17-12-1159: 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. 17-12-1159 was approved by a (4-0) vote