JKIAH VALLEY BASIN GROUNDWATER SUSTAINABILITY AGENCY
501 Low Gap Rd., Rm. 1010 ♦ Ukiah ♦ California 95482 ♦ (707)463-4441 ♦ fax (707)463-7237

NOTICE OF MEETING

NOTICE IS HEREBY GIVEN that the Ukiah Valley Basin Groundwater Sustainability Agency ("Agency") Board of Directors ("Board") will hold its regular Board Meeting at:

1:30 P.M. - Thursday, September 14, 2017
Mendocino County Board of Supervisors Chambers,
501 Low Gap Road, Room 1070, CA 95482

AGENDA

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1. **CALL TO ORDER AND ROLL CALL**

2. **PLEDGE OF ALLEGIANCE**

3. **CONSENT ITEMS**
   a. **Approval of Minutes from the August 10, 2017, Meeting**

4. **STAFF UPDATES**

5. **PUBLIC COMMENTS ON ITEMS NOT ON THE AGENDA**

   The Board will receive public comments on items not appearing on the agenda and within the subject matter jurisdiction of the Agency. The Board will not enter into a detailed discussion or take any action on any items presented during public comments. Such items may only be referred to staff for administrative action or scheduled on a subsequent agenda for discussion. Persons wishing to speak on specific agenda items should do so at the time specified for those items. The presiding Chair shall limit public comments to three minutes.

6. **ACTION ITEMS**

   a. **Presentation, Discussion and Possible Action Regarding the Development of Bylaws**

      The Board will receive an update on the bylaws development and provide direction to staff.

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b. Discussion and Possible Action Regarding the Development of a Technical Advisory Committee Memorandum of Understanding

The Board will discuss the development of a Technical Advisory Committee Memorandum of Understanding between the Agency, the Mendocino County Resource Conservation District, Sonoma County Water Agency and the California Land Stewardship Institute.

7. DIRECTOR REPORTS

8. ADJOURNMENT

The Ukiah Valley Basin Groundwater Sustainability Agency complies with ADA requirements and upon request, will attempt to reasonably accommodate individuals with disabilities by making meeting material available in appropriate alternative formats (pursuant to Government Code Section 54953.2). Anyone requiring reasonable accommodation to participate in the meeting should contact the Mendocino County Executive Office by calling (707) 463-4441 at least five days prior to the meeting.

Please reference the Mendocino County website to obtain additional information for the Ukiah Valley Basin Groundwater Sustainability Agency: http://www.mendocinocounty.org/uvbgsa

Ukiah Valley Basin Groundwater Sustainability Agency

Agenda Summary

Item No.:	3.a
Date:	9/14/17
To:	Board of Directors
Subject:	Approval of Minutes from the August 10, 2017 Regular Meeting
Consent Agenda ☒ Regular Agenda ☐ Noticed Public Hearing ☐	

Summary:

Approval of Minutes from August 10, 2017 Regular Meeting.

Recommended Action:

Approve the August 10, 2017, meeting minutes.

Background:

The Agency convened on August 10, 2017.

Fiscal Summary:

N/A

Action: _____

Motion:_____ 2nd:_____

UKIAH VALLEY BASIN GROUNDWATER SUSTAINABILITY AGENCY
501 Low Gap Rd., Rm. 1010 ♦ Ukiah ♦ California 95482 ♦ (707)463-4441 ♦ fax (707)463-7237

1:30 P.M. - August 10, 2017
Mendocino County Board of Supervisors Chambers,
501 Low Gap Road, Room 1070, CA 95482

ACTION MINUTES

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1. CALL TO ORDER AND ROLL CALL (1:33 P.M)

Present: Director Zachary Robinson, Director Alfred White, Director Jerry Cardoza, Director Brandi Brown, and Chair Carre Brown. Chair Brown presiding.

Absent: Director Douglas Crane.

2. PLEDGE OF ALLEGIANCE

The Pledge of Allegiance was led by: Ms. Susan Knopf.

3. CONSENT ITEMS

3(a) Approval of Minutes from the July 13, 2017, Meeting

Presenter/s: Chair Carre Brown.

Public Comment: None.

Board Action: Upon motion by Director Alfred White, seconded by Director Jerry Cardoza, and carried (5/0/1 with Director Crane absent); IT IS ORDERED that the Board of Directors hereby approves the Minutes of the July 13, 2017, Ukiah Valley Groundwater Sustainabilty Agency as amended with correction to the spelling of Ms. Susan Knopf's name.

4. STAFF UPDATES

Presenter/s: Ms. Sarah Dukett.

5. PUBLIC COMMENTS ON ITEMS NOT ON THE AGENDA

Presenter/s: None.

DIRECTOR DOUGLAS CRANE PRESENT AT 1:44 P.M.

DRAFT

6. ACTION ITEMS

6(a) Discussion and Possible Action to Adopt a Resolution Adopting a Conflict of Interest Code

Presenter/s: Ms. Sarah Dukett.

Public Comment: None.

Board Action: Upon motion by Director Alfred White, seconded by Director Jerry Cardoza, and carried unanimously; IT IS ORDERED that the Board of Directors adopts the Resolution adopting the Ukiah Valley Basin Groundwater Sustainability Agency Conflict of Interest Code.

RESOLUTION NO. 17-02

RESOLUTION OF THE UKIAH VALLEY BASIN GROUNDWATER SUSTAINABILITY AGENCY ADOPTING A CONFLICT OF INTEREST CODE

6(b) Presentation, Discussion and Possible Action Regarding the Development of Bylaws

Presenter/s: Ms. Sarah Dukett.

Public Comment: None.

Board Directive: GENERAL CONSENSUS OF THE BOARD OF DIRECTORS to simplify the language contained in section 10 of the draft bylaws by retaining the language currently contained in sections 10.1, 10.2, 10.4, and 10.6; eliminating sections 10.3 and 10.5; and renumbering the section accordingly.

6(c) Discussion and Possible Action Regarding the Department of Water Resources' (DWR) Solicitation Package for Groundwater Sustainability Plans (GSP) and Projects

Presenter/s: Ms. Sarah Dukett.

Public Comment: Ms. Devon Jones.

Board Action: Upon motion by Director Douglas Crane, seconded by Director Brandi Brown, and carried unanimously; IT IS ORDERED that the Board of Directors authorizes the Mendocino County Water Agency to apply for the Department of Water Resources Proposition 1 Groundwater Sustainability Planning Grant; and further authorizes the Mendocino County Water Agency to issue a Request for Proposals for the development of a Groundwater Sustainability Plan following the grant application submittal.

7. DIRECTOR REPORTS

Presenter/s: Board of Directors.

Public Comment: None.

Board Directive: GENERAL CONSENSUS OF THE BOARD OF DIRECTORS directing Ms. Sarah Dukett to provide a presentation to the Board of Directors at their November meeting on the final results of the Proposition 1 Grant for counties with stressed basins.

DRAFT

8. ADJOURNMENT (2:21 P.M.)

Attest: BRANDI BROWN
Secretary

_____ _____
CARRE BROWN, Chair

DRAFT

Ukiah Valley Basin Groundwater Sustainability Agency

Agenda Summary

Item No.:	6.a
Date:	9/14/17
To:	Board of Directors
Subject:	Presentation, Discussion and Possible Action Regarding the Development of Bylaws

Consent Agenda ☐ Regular Agenda ☒ Noticed Public Hearing ☐

Summary:

The Joint Powers Agreement (JPA) requires that the Agency adopt Bylaws as soon as practicable after the first Board meeting.

Recommended Action:

Review draft bylaws and provide direction to staff. Direct staff to bring back a bylaws for adopt at the October 12, 2017 regular meeting.

Background:

Section 18.3 requires at or as soon as practicable after the first Board of Directors meeting the Board draft and approve Bylaws of the Agency to govern day-to-day operations of the Agency.

On June 15, 2017, the Board directed the creation of a working group to development the bylaws. The working groups consist of:

- Devon Jones, Mendocino County Farm Bureau
- Tamara Alaniz, Russian River Flood Control
- Sarah Dukett, Mendocino County
- Carre Brown, Chair

The working group met on July 6 and 13 and drafted bylaws modeled after the West Turlock Subbasin GSA. On August 10, 2017, the Board reviewed the draft bylaws and provided feedback which was incorporated in the bylaw review by Mendocino County Counsel.

Attached for review and direction is a redline version of the draft bylaws. Chief Deputy County Counsel Christian M. Curtis will provide an overview of recommended changes for consideration.

Fiscal Summary: The bylaws include a $5,000 contribution from initial members and mechanisms to raise additional funds in the future.

Action: _____

Motion:_____ 2nd:_____

UKIAH VALLEY BASIN GROUNDWATER SUSTAINABILITY AGENCY

BYLAWS

ADOPTED BY: INSERT ACTION

ADOPTED: INSERT DATE

These Bylaws are adopted and effective as of _____, 2017, pursuant to the Joint Powers Agreement of the UKIAH VALLEY BASIN GROUNDATER SUSTAINABILITY AGENCY.

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PREAMBLE

These Bylaws are adopted and effective as of _____, 2017, pursuant to the Joint Powers Agreement of the UKIAH VALLEY BASIN GROUNDWATER SUSTAINABILITY AGENCY (Agreement).

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ARTICLE 1. THE AGENCY

1.1 NAME OF AGENCY. The name of the Agency created by the Agreement shall be the Ukiah Valley Basin Groundwater Sustainability Agency (Agency).

1.2 OFFICE OF AGENCY. The principal office of the Agency shall be at the Mendocino County Water Agency, 501 Low Gap Road, Room 1010, Ukiah, CA 95482, or at such other location as the Board may designate by resolution.

1.3 POWERS. The powers of the Agency shall be as set forth in Article 5 of the Agreement.

ARTICLE 2. BOARD OF DIRECTORS

2.1 BOARD OF DIRECTORS. The Agency shall be governed by a Board of Directors (Board) as set forth in Article 7 of the Agreement.

2.2 PROCEDURE FOR APPOINTMENT OF BOARD MEMBERS

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2.2.1 Appointment. Each Member Agency is responsible for appointing a Board Member and an alternate Board Member, pursuant to its own procedures and authorities. The appointment shall be made by Resolution.

2.2.2 Notification. Each Member Agency shall notify the Agency when it appoints or changes its Board Member and/or alternate Board Member.

2.2.3 Tribal Member. The six (6) Tribes within the Ukiah Valley identified as Redwood Valley Rancheria, Coyote Valley Reservation, Pinoleville Pomo Nation, Potter Valley Rancheria, Guidiville Rancheria and the Hopland Reservation, shall submit a letter nominating a Director and Alternative Director. The Board shall confirm the nominee at a regular meeting and shall appoint the Tribal Director upon simple majority vote of all Members.

2.2.4. Agricultural Member. The Agricultural Member shall meet the qualifications as described in 7.1.2(a) of the Agreement. The Members shall be selected from a list of three (3) nominations submitted from the Mendocino County Farm Bureau (MCFB), but the three (3) nominees need not be a member of the organization. The MCFB shall submit a nomination letter and completed applications of all three nominees. The MCFB must use the application approved by the Board of Directions (Appendix A). The Board shall consider the nominees at a regular meeting of the Board and may interview the nominees. The Board shall appoint the Agricultural Member and alternate member upon simple majority vote of all Member Directors.

ARTICLE 3. BOARD MEETINGS

3.1 MEETINGS. The Board shall meet regularly, at least once per quarter on the second Thursday of the first month of the quarter, at 1:30 PM, at Mendocino County Board of Supervisors Chambers, 501 Low Gap Road, Room 1070, Ukiah, CA 95482 and as often as needed. Special meetings of the Board may be called by the Chair or any four directors by written request. Board meetings shall be conducted in compliance with all applicable laws, and as further specified herein. Meeting agendas shall be posted 72 hours before each meeting in compliance with the requirements of the Ralph M. Brown Act.

3.2 QUORUM. In determining a quorum as defined by Section 9.1 of the Agreement, Alternate Directors attending meetings shall not be counted as part of any meeting quorum unless such Alternate Director is formally representing an absent appointed Director.

3.3 ORDER OF BUSINESS. In general, at the regular meetings of the Board, the following will be the order of business:

3.3.1 Call to Order.

3.3.2 Roll Call.

3.3.3 Approval of Minutes of the Previous Meeting.

3.3.4 Public Comment Period

3.3.5 Staff Updates.

3.3.6 Agenda Items, including any appropriate combination of consent items, regular business items, public hearing items or closed session items.

3.3.7 Directors Reports.

3.3.8 Adjournment.

3.4 AGENDA. Members may submit items for the agenda at a minimum of seven (7) days prior to the publication of the agenda for any regular meeting. The agenda shall be published seventy-two (72) hours prior to regular board meeting and twenty-four (24) hours prior to a special board meeting in accordance with the Brown Act. Agenda publication shall conform to all required provisions of the Brown Act. Nothing herein shall prohibit the board from considering any late-submitted or emergency item to the extent permitted by the Brown Act.

3.5 ACTION BY THE BOARD. Action by the Board on all resolutions or ordinances shall be taken using a roll call vote and shall be recorded in writing, signed by the Chair, and attested to by the Secretary. All other actions of the Board shall be by motion recorded in written minutes. The clerk or Chair in an absence of a clerk shall announce the results of the vote including the names of the Directors, if any, voting in the minority.

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Comment [d1]: Added this to allow some flexibility to address urgent and emergency items as permitted by Government Code section 54954.2(b)

3.6 RULE OF ORDER. All rules of order not otherwise provided for In these Bylaws or applicable statute, regulation, or other law shall be determined, to the extent practicable, in accordance with "Robert's Rules of Order;" provided, however, that no action of the Board shall be invalidated or its legality otherwise affected by the failure or omission to observe or follow "Robert's Rules of Order."

Comment [d2]: Added this to recognize possibility of other legal requirements. Certain specific statutes may have procedural requirements that might be characterized as a "rule of order."

ARTICLE 4. OFFICERS

4.1 OFFICERS. The Officers of the Agency are the Chair, Vice-Chair, and Secretary, as provided for in Article 10 of the Agreement. All Directors are eligible to serve as an Officer. The Chair and the Vice Chair must be Directors.

Comment [d3]: Does this include stakeholder directors?

4.2 ELECTION OF OFFICERS. At the first meeting of the Board, and every two (2) years hence, nominations for the Officers will be made and seconded by a Director. If more than two Directors are nominated for any one office, voting occurs until a nominee receives a majority of the votes cast. The initial term of the elected Officers shall run from the date of their election to until the Board meeting two years after the election. Thereafter, each Officer shall serve a term of two years. At the expiration of the term, the Officer shall continue to fulfill the responsibilities of their office until such time as a successor is appointed. An Officer may succeed himself/herself and may serve any number of consecutive or non-consecutive terms.

4.3 REMOVAL OF DIRECTORS. Board Members and Alternate Board Members serve at the pleasure of their appointing Member's governing board and may be removed or replaced at any time. Stakeholder Directors that no longer meet the qualifications set forth in section 7.1 of the JPA will be automatically removed from the Board of Directors. A Stakeholder Director may be removed or reappointed by a simple majority vote of the Board. Upon removal of a Board Member, the Alternate Board Member shall serve as the Board member until a new Board member is appointed.

Comment [d4]: Reworded for accuracy.

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4.4. REMOVAL OF OFFICERS. Prior to the expiration of their term, an officer may be removed only by a majority vote of the board or as a result of resignation, removal from or replacement on the board of directors, or by operation of law.

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Comment [d5]: Added this as it appeared consistent with the intent of this Article. I'm assuming that the board wants the ability to remove an officer by majority vote in order to address extraordinary circumstances.

4.5 VACANCIES. Any vacancy in the offices because of death, resignation, removal, disqualification, or any other cause will be filled for the balance of the vacated term in the manner prescribed in these Bylaws for regular appointments to that office; provided, however, that such vacancies may be filled at any regular or special meeting of the Board. Alternate Directors shall serve as the Board member until a new Board member is appointed. Members shall submit any changes in Director or Alternate Director positions to the Board of Directors or Executive Director by written noticed signed by an authorized representative from the Member. The written noticed must include a Resolution of the governing board of the Member directing such change in the Director or Alternative Director position.

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4.6 RESIGNATION OF OFFICERS. Any Officer may resign at any time by giving written notice to the Board Chair or Secretary. Any resignation takes effect at the date of the receipt of that notice or at any later time specified in that notice. Unless otherwise specified in that notice, the acceptance of the resignation is not necessary to make it effective.

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4.7 RESPONSIBILITIES OF OFFICERS.

4.6.1 Chair of the Board. The Chair of the Board shall preside at meetings of the Board and exercise and perform such other powers and duties as may be assigned to him/her by the Board or prescribed by these Bylaws. The Chair shall have the power to enforce meeting decorum and rules of order. The Chair shall rule on all questions of procedure, unless overruled by the Board.

4.7.2 Vice-Chair of the Board. The Vice-Chair of the Board shall fulfill all the duties of the Chair in his/her absence and exercise and perform such other powers and duties as may be assigned to him/her by the Board.

4.7.3 Secretary. The Secretary shall perform duties assigned by the Board, such duties shall include, but not be limited to, the following:

i. Book of Minutes. Keep or cause to be kept, at the principal executive office of the Agency or such other place as the Board may direct, a book of minutes of all meetings and actions of Directors and Committees of the Agency, with the time and place of holding the meeting, whether regular or special, and, if special, how authorized, the notice given, the names of those present and absent at such meetings and the proceedings of such meetings. Minutes will be in the form of Action Minutes.

ii. Notices and Other Duties. Prepare, give, or cause to be given, notice of, and agendas for, all meetings and/or hearings of the Board and committees of the Agency.

iii. Exercise and perform such other powers and perform such other duties as may be assigned to him/her by the Board.

ARTICLE 5. BOARD COMMITTEES, WORKING GROUPS, ADVISORY COMMITTEES AND TECHNICAL ADVISORY COMMITTEE

5.1 INTERNAL BOARD COMMITTEES. The Board may establish temporary or permanent Board Committees composed of two (2) Board Members to facilitate conduct of its work. Temporary Board Committees will have a specific charge and operational duration not to exceed six months and are not subject to the Brown Act. All Board Committees will provide regular updates to the full Board about their activities and the progress of their work.

5.2 WORKING GROUPS. Informal working groups may be formed from time to time to provide opportunities for a small subset of Directors to work with staff on specific planning, analytical, or community engagement activities. Such working groups will have a defined area as the focus for its work and may function for up to six months, and may include such membership as needed to accomplish the objectives for which the working group was created, to the extent permitted by law.

5.3 ADVISORY COMMITTEES. Pursuant to Section 11 of the Agreement, the Board may establish one or more advisory committees to assist in carrying out the purposes and objectives of the Agency.

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Comment [d6]: The initial construction seemed like it might create some room for disagreement. I thought that this would be clearer.

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Comment [d7]: Membership shouldn't constitute a quorum.

5.3.1 In establishing an Advisory Committee, the Board shall provide specific direction to the Committee as to its charge, expected duration for completion of its charge, and a summary of the resources, including staff or consultant support available to the Committee in performing its work.

5.3.2 Advisory Committee membership and appointments shall be at the Board's discretion based on creating the membership needed to meet the purpose for which the Advisory Committee was created.

5.3.3 The Board will ensure that at least one (1) member from the Board of Directors or Agency employee attends and participates in each advisory committee meeting.

5.3.4 Any advisory committee shall exercise such powers as may be delegated to it, except that no committee may:

i. Take any final action on matters which, under the Agreement, require approval by a majority vote of the Board;

ii. Amend or repeal the Bylaws or adopt new Bylaws;

iii. Amend or repeal any resolution of the Board; or,

iv. Appoint any other committees of the Board or the members of these committees.

5.3.5 Advisory committees shall meet at the call of their respective committee chairs. All advisory committee meetings shall be conducted in accordance with the Ralph M. Brown Act (California Government Code sections 54950 et seq.). Minutes of committee meetings shall be recorded and upon approval shall be distributed to the Board.

5.4 TECHNICAL ADVISORY COMMITTEE. Pursuant to Section 11 of the Agreement there shall be established a technical advisory committee, the purpose of which shall be to provide advice to the Board on issues of technical nature related to the activities of the Agency.

5.4.1 The technical advisory committee shall be comprised of at least one (1) representative of each Member; one (1) representative for each of the Agricultural Stakeholders and the Tribal Stakeholders; at least one (1) representative from the Sonoma County Water Agency; at least one (1) representative from the Mendocino County Resource Conservation District; and at least one representative from the California Land Stewardship Institute.

5.4.2 The technical advisory committee shall meet as directed by the Board of Directors, and shall make recommendations to the Board of Directors as requested.

5.4.3 The role and responsibilities of the technical advisory committee will be established in a Memorandum of Understanding between the Agency, the Mendocino County Resource Conservation District, the Sonoma County Water Agency, and the California Land Stewardship Institute.

5.4.3 Additional Members to the technical advisory committee may be added by recommendation of the Board, followed by an amendment of the Memorandum of Understanding signed by all parties.

5.4.4 The Technical Advisory committee shall exercise such powers as may be delegated to it, except that no committee may:

i. Take any final action on matters which, under the Agreement, require approval by a majority vote of the Board;

ii. Amend or repeal the Bylaws or adopt new Bylaws;

iii. Amend or repeal any resolution of the Board; or

iv. Appoint any other committees of the Board or the members of these committees.

5.4.5 Technical advisory committees may meet at the call of their respective committee chairs. All advisory committee meetings shall be conducted in accordance with the Ralph M. Brown Act (California Government Code sections 54950 et seq.). Minutes of committee meetings shall be recorded and distributed upon approval to the Board.

5.4.6 In the event that a technical advisory committee includes a quorum of the Board of Directors, then all meetings of that committee shall be noticed and treated as joint meetings of the technical advisory committee and the Board of Directors.

ARTICLE 6. AGENCY ADMINISTRATION, MANAGEMENT AND STAFFING

6.1 COLLABORATIVE MANAGEMENT. Except for the Agency's Treasurer and Controller functions, Agency administration and management will be determined by resolution of the board. The Agency intends to initially utilize a collaborative staffing model in which the professional and technical staff of the member agencies work together to provide staff leadership, management and administration of the agency. The Board, however, shall have the authority to adopt such staffing solutions as it determines appropriate to meet the Agency's needs and are consistent with the terms of the JPA Agreement.

6.3 TREASURER AND CONTROLLER. The Treasurer shall be the depository and have custody of all the money of the Agency from whatever source, and shall provide strict accountability of Agency funds in accordance with Government Code Sections 6505 and 6505.5. The Treasurer shall possess the powers of, and shall perform those functions required by Government Code Sections 6505, 6505.5, and all other applicable laws and regulations, including any subsequent amendments thereto. The Controller of the Agency shall cause an independent audit of the Agency's finances to be made by a certified public accountant in compliance with California Government Code Section 6505. The Treasurer and Controller shall comply strictly with the provisions of statutes relating to their duties found in Chapter 5 (commencing with Section 6500) of Division 7 of Title 1 of the California Government Code.

Comment [d8]: If membership of the TAC constitutes a quorum, then relying on Government Code section 54952.2(c)(6) is not an option, because no committee member could act only as an observer. As such, it would be necessary to notice the TAC meeting as a joint meeting with the parent body.

Joint notice may defeat the purpose of referring matters to the TAC. For that reason, it may be best to avoid having a quorum on the TAC in most instances.

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Comment [d9]: Revised this to give some flexibility. Staffing is an issue that the Board will likely change over time, and having to amend the bylaws for each change seems excessive.

Comment [d10]: Per 13.4 of the JPA Agreement, these sorts of specifics will need to be in an MOU with the County. No need to also put it in the bylaws—it's just one more document to change when staffing models shift in the future.

Deleted: 6.1.1 Staffing Support for Agency Officers and Board Members. Staff will work together to provide support for the Agency Officers and Board members. Board agenda and meeting materials will generally be prepared by or reviewed by one or more members of the staff prior to being finalized. Should member agency staff not be in agreement on any topic, the Agency Board Chair and Vice-Chair will be consulted to provide the necessary direction. Any issue not resolvable by staff and the Agency Board Chair and Vice-Chair will be referred to the full Board for decision.¶
6.1.2 Staffing for Development of GSA and GSP. Both staff from the Agreement member agencies and other professional and technical staff from the member agencies will be involved in providing staff support for the Agency. In addition, to the extent the Agency decides necessary, it may hire outside consultants and/or employ staff.¶
6.2 CLERKING ASSISTANCE. The function of this position is to assist the Board and appointed Secretary with the keeping of meeting minutes, preparation and posting of the agenda and record keeping. The functions of this position will be performed by an assigned Mendocino County employee and/or contracted by the Agency. ¶

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6.3.1 Pursuant to Government Code section 6505.5, the Treasurer for the County of Mendocino shall act as Treasurer for the Agency.

6.3.1.1 Treasurer's Duties. Particularly, the Treasurer shall perform, but not be limited to, the following duties:

i. Books of Account. Keep and maintain, or cause to be kept and maintained, adequate and correct books and records of accounts of the properties and business transactions of Agency, including accounts of its assets, liabilities, receipts, disbursements, gains, losses, capital, retained earnings, and other matters customarily included in financial statements. The books of account will be open to inspection by any Director at all reasonable times.

ii. Deposit and Disbursement of Money and Valuables. Consistent with the provisions of Article 12 of the Agreement, deposit all money and other valuables in the name and to the credit of the Agency within such depository funds and accounts as may be designated by the Board; disburse the funds of the Agency as may be ordered by the Board; and render to the Board, whenever requested, an account of all of his/her transactions as Treasurer and of the financial condition of the Agency.

iii. Treasurer Report. On a quarterly basis provide the Directors with a Treasurer's report that includes a summary of revenue and expenditure activity to date for the current fiscal year.

6.3.2 Pursuant to Government Code section 6505.5, the Mendocino County Auditor shall perform the functions of the Controller of the Agency.

6.3.2.1 Independent Audit. The annual independent audit will be conducted or coordinated by the Mendocino County Auditor pursuant to Government Code section 6505(b).

6.4 LEGAL COUNSEL. The Board of Directors may appoint legal counsel as it deems appropriate and may request that Members utilize their counsel on Agency business when requested by the Board.

6.5 STAFFING STRATEGY REVIEW UPON COMPLETION OF THE GROUNDWATER SUSTAINABILITY PLAN. The staffing model for the Agency will be reviewed and revised as needed. In particular, the performance of the collaborative staffing model in meeting the Agency's needs and the proposed role of the Agency in developing the GSA and GSP will be considered when determining the potential future staffing needs of the Agency. Future staffing of the Agency shall be in accordance with Article 13 of the Agreement.

ARTICLE 7. FINANCES

7.1 DEPOSIT AND DISBURSEMENT OF FUNDS. All funds of the Agency shall be deposited in one or more depository accounts as may be designated by the Board. Such accounts shall be independent of any account owned by or exclusively controlled by any of the Members. No disbursements of such funds shall be made unless the disbursements have been approved in the annual operating budget, or otherwise specifically approved by the Board. Disbursements of not more than one thousand dollars

Deleted: The County of Mendocino shall act as Treasurer and Controller for the Agency. The Mendocino County Water Agency (MCWA) on behalf of the County will fulfill the duties of Treasurer and Controller for the County. The County will establish a Trust Account to hold the funds of the Agency. The Board will reimburse the County for the staff's services for the Agency. Reimbursement will include necessary staff time as well as the purchase and maintenance of any necessary materials and/or equipment required by the Treasurer and Controller in order to complete the work

Comment [d11]: Revised this language to be more consistent with statute.

Per Lloyd, what we have colloquially referred to as a "trust account" is not a technical term and does not involve the creation of the trust.

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Comment [d12]: Altered this to more closely track the statutory language,

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Deleted: The Trust Account will be included as part of MCWA annual audit fulfilling the Controller provision in Section 12 of the Agreement. v. Exercise and perform such other powers and perform such other duties as may be assigned to him/her by the Board.

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($1,000) may be issued pursuant to the Treasurer's sole signature. Disbursements in excess of one thousand dollars ($1,000) may only be issued upon the signature of the Treasurer and Chair, or in the Chair's absence, the Vice-Chair. The Treasurer may establish and implement a protocol allowing for electronic signatures by the Chair or Vice-Chair in order to facilitate efficient operation of the Agency.

7.2 BUDGET. The Agency shall operate pursuant to an operating budget to be adopted prior to the beginning of each new fiscal year. The Agency shall endeavor to operate each year pursuant to an annual budget so that projected annual expenses do not exceed projected annual revenues. Budget adjustments to the annual budget shall be reviewed and acted upon by the Board at a regularly or specially scheduled Board meeting occurring after January 1 of each calendar year. The Board may take action to amend the budget at other times if circumstances require more immediate action.

7.3 CONTRACTS. The Agency shall utilize the County of Mendocino procurement process for professional services, including use of the County's contract boilerplate, legal review and contract administration. All contracts require approval by the Agency Board of Directors. The contract administration for the Agency will be reviewed and revised as needed.

7.4 AGENCY FUNDING AND CONTRIBUTIONS. In order to provide the needed capital to initially fund the Agency, the Agency shall be initially funded by a contribution from initial Members in the amount of five thousand dollars ($5,000). In subsequent years, the Agency may be funded through additional voluntary contributions by all Members, and as otherwise provided in Chapter 8 of SGMA (commencing with Section 10730 of the Water Code).

Comment [d13]: Deleted per removal of trust account language.

Deleted: The Treasurer shall invoice the initial Members and deposit the funds in the Trust Account.

ARTICLE 8. SPECIAL PROJECTS

8.1 PROJECTS. The Agency intends to carry out activities in furtherance of its purposes and consistent with the powers established by the Agreement with the participation of all Members.

8.2 MEMBER SPECIFIC PROJECTS. In addition to the general activities undertaken by all Members of the Agency, the Agency may initiate specific projects or litigation that involves less than all Members. No Member shall be required to be involved in a project that involves less than all the Members

8.2.1 PROJECT AGREEMENT. Prior to undertaking any project or litigation that does not involve all Member Agencies, the Members electing to participate in the project shall enter into a Project Agreement. A Member may elect not to participate in a specific project or litigation matter by written notice in accordance with Section 14.3 of the Agreement. Each Project Agreement shall provide specific terms and conditions in accordance with Section 14.3 of the Agreement.

8.3 BOARD OF DIRECTORS APPROVAL. The Board of Directors shall have the authority to disapprove any Project Agreement upon a determination that the Project Agreement has specific, substantial adverse impacts upon Members that have not executed the Project Agreement.

ARTICLE 9. DEBTS AND LIABILITIES

The debts, liabilities and obligations of the Agency are not and will not be the debts, liabilities or obligations of any or all of the Members. However, nothing in this Article or in the Agreement prevents, or impairs the ability of, a Member or Members, from agreeing, in a separate agreement, to be jointly and/or severally liable, in whole or in part, for any debt, obligation or liability of the Agency, including but not limited to, any bond or other debt instrument issued by the Agency.

ARTICLE 10. RECORDS RETENTION

10.1 MAINTENANCE OF THE AGENCY RECORDS. The Agency will keep:

10.1.1 Adequate and correct books and records of account; and of the Board.

10.1.2 Minutes in written form of the proceedings of its Board, and committees, and advisory committees, if any.

10.1.3 Approved Resolutions and Agreements.

10.1.4 All such records will be kept at the Agency's principal office.

10.2 RECORDS RETENTION POLICY AND SCHEDULE. The Board may review and adopt a Records Retention Policy and Schedule that specifies the retention period of different categories of materials. Implementation of this Policy will be the responsibility of Agency staff if adopted.

10.3 PUBLIC RECORDS ACT REQUESTS. The Agency shall comply with Government Code Section 6250 et seq. known as the California Public Records Act. The Agency may review and adopt a Public Access to Records policy. Implementation of this Policy will be the responsibility of Agency staff if adopted.

ARTICLE 11. ETHICS AND CONFLICTS OF INTEREST

The Agency shall be subject to the conflict of interest rules set forth in the Political Reform Act (commencing with Section 81000 of the Government Code of the State of California) and Sections 1090 et seq. of the Government Code of the State of California, and the Agency shall adopt an ethics policy as well as a conflict of interest code as required and as provided by the implementing regulations of the Political Reform Act.

ARTICLE 12. AMENDMENT

These Bylaws may be amended from time to time by resolution of the Board duly adopted upon majority of the Board at its regular or special meeting; provided, however, that no such amendment shall be adopted unless at least thirty (30) days written notice thereof has previously been given to all members of the Board. Such notice shall identify the Article to be amended, the proposed amendment, and the reason for the proposed amendment.

Comment [d14]: Members already have full access to public records. Inspection of any non-public document will require an intergovernmental confidentiality agreement per Gov. C. 6254.5. Best to handle those on a case-by-case basis.

Deleted: 10.3 INSPECTION RIGHTS.¶
10.3.1 Any Member may inspect the accounting books and records and minutes of the proceedings of the Board and committees of the Board, at any reasonable time, for a purpose reasonably related to such person's interest.¶
10.3.2 Any inspection and copying under this Section may be made in person or by an agent or attorney or the entity entitled thereto and the right of inspection includes the right to copy.¶
10.4 MAINTENANCE AND INSPECTION OF AGREEMENT AND BYLAWS. The Agency will keep at its principal executive office the original or copy of the Agreement and these Bylaws as amended to date, which will be open to inspection by the Agency or any Member at all reasonable times during office hours.¶
10.5 INSPECTION BY DIRECTORS. Every Director has the absolute right at any reasonable time to inspect all non-confidential books, records, and documents of every kind and the physical properties of the Agency. This inspection by a Director may be made in person or by an agent or attorney, and the right of inspection includes the right to copy and make extracts of documents.¶

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ARTICLE 13. DEFINITIONS AND CONSTRUCTION

Unless specifically defined in these Bylaws, all defined terms shall have the same meaning ascribed to them in the Agreement. If any term of these Bylaws conflicts with any term of the Agreement, the Agreement's terms shall prevail, and these Bylaws shall be amended to eliminate such conflict of terms. Unless the context or reference to the Agreement requires otherwise, the general provisions, rules of construction, and definitions in the California Civil Code will govern the construction of these Bylaws.

Ukiah Valley Basin Groundwater Sustainability Agency

Agenda Summary

Item No.:	6.b
Date:	9/14/17
To:	Board of Directors
Subject:	Discussion and Possible Action Regarding the Development of a Technical Advisory Committee Memorandum of Understanding

Consent Agenda ☐ Regular Agenda ☒ Noticed Public Hearing ☐

Summary:

Discuss the development of a Technical Advisory Committee (TAC) Memorandum of Understanding (MOU) between the Agency, the Mendocino County Resource Conservation District, Sonoma County Water Agency and the California Land Stewardship Institute. Review the draft Ukiah Valley Technical Advisory Committee framework.

Recommended Action:

Provide direction regarding the development of a TAC MOU between the Agency, the Mendocino County Resource Conservation District, Sonoma County Water Agency and the California Land Stewardship Institute.

Background:

During the Ukiah Valley Basin Sustainable Groundwater Management Act Implementation Formation Committee process the group discussed the creation of a TAC MOU. At the January 2017 meeting a working group (Tamara Alaniz, Jay Jasperse, Don Seymour, Patricia Hickey, and Sarah Dukett) was convened to draft an MOU between the GSA and the members of the Technical Advisory Committee members who are not representing GSA Directors (the Mendocino County Resource Conservation District and Sonoma County Water Agency). At the February meeting, the working group had agreed to submit a draft MOU framework to the Formation Committee for consideration. At the March meeting, the formation committee discussed the framework and provided feedback.

Ukiah Valley Basin Groundwater Sustainability Agency

Agenda Summary

On July 13, 2017, the Board of Director approved adding the California Land Stewardship Institute to the Technical Advisory Committee. On August 10, 2017, the Board directed to bring back an item to discuss the development of the TAC MOU.

Attached is the MOU framework developed during the formation process for your consideration and direction.

Fiscal Summary: N/A

Action: _____

Motion:_____ 2nd:_____

Ukiah Valley Technical Advisory Committee Draft MOU Framework

This document presents a draft framework for a Technical Advisory Committee (TAC) to support the Ukiah Valley Basin Groundwater Sustainability Agency (GSA).

1. Parties:

- Ukiah Valley Basin Groundwater Sustainability Agency
- Mendocino County Resource Conservation District
- Sonoma County Water Agency

2. Goals

Provide technical information and expertise to the GSA for informed decision making in support of SGMA and sustainable water management. Support and coordinate groundwater and surface water management in the Ukiah Valley Basin and Upper Russian River watershed to support sustainable water management and compliance with the Sustainable Groundwater Management Act (SGMA), including consideration of the interests of beneficial uses and users of groundwater as defined by SGMA.

3. Key Principles of Agreement - Recitals

Surface and groundwater supplies are connected – Sustainable groundwater and surface water management can only be achieved if both surface water supplies (Potter Valley diversions, Lake Mendocino, Russian River and Russian River tributaries) and Ukiah Valley groundwater are managed in a coordinated manner.

Invest in science and technology – Develop a common scientific understanding of the processes that control the occurrence, distribution, and quality of groundwater in the Ukiah Valley basin and surface water in the Upper Russian River/Lake Mendocino system.

Regional collaboration and coordinated management is more effective and efficient – No single entity can solve the region's water issues. A regional effort that leverages available resources to comply with SGMA, the Russian River biological opinion, surface water rights/ regulations and other requirements will result in a more efficient and effective response to address persistent water reliability issues in the Upper Russian River watershed. Cooperative action will also improve the region's position the region to obtain state and federal funding.

Education and Outreach - Coordination and participation in education and outreach for the purpose of preparation and implementation of an Ukiah Valley Basin Groundwater Sustainability Plan.

4. Scope of Activities:

- Provide review and comments regarding technical data and analyses in support of SGMA implementation and management of Russian River/Lake Mendocino water supplies.
- Provide review and comment on the Ukiah Valley groundwater sustainability plan.
- Provide a forum to share information, discuss and coordinate various activities that could affect water resource management in the Upper Russian River Watershed and the Ukiah Valley basin.
- Identify and develop water management programs and activities of mutual interest for consideration by each parties' governing board (see section 6).
- Coordinate and partner where mutually agreeable on grant funding opportunities.

5. TAC Representation, Roles, and Governance

5.1 Representation

The TAC will consist of:

- Representatives from all Ukiah Valley GSA member agencies responsible for implementing SGMA in the Ukiah Valley Basin
- Representative from the Sonoma County Water Agency which has legal and regulatory obligations to manage water supply in Lake Mendocino and maintain minimum in-stream flows in the Russian River
- Representative from the Mendocino County Resource Conservation District which has responsibilities for water management in Mendocino County including the Upper Russian River Watershed in Mendocino County.

5.2 Decision-Making

Rules for achieving consensus to make decisions/recommendations – The TAC shall strive for consensus (agreement among all representatives) in all of its decision making. Working toward consensus is a fundamental principle. Consensus means that all group members either fully support or can live with the decision or overall decision and believe that their member agency can as well. In reaching consensus, some TAC representatives may strongly endorse a particular proposal while others may accept it as "workable." Others may be only able to "live with it." Still others may choose to "stand aside' by verbally noting a disagreement, yet allowing the TAC to reach a consensus without them. Any of these action still constitutes consensus.

The TAC is consensus seeking but shall not limit itself to strict consensus if 100% agreement among all representatives cannot be reached after all interests and options have been thoroughly identified, explored, and discussed.

How will TAC's recommendations be presented to and considered by GSA Board – To inform GSA decision making, the TAC will provide recommendations in reports and presentations to the GSA Board that are reflected in meeting materials and minutes. The recommendation reports will identify areas of agreement and disagreement among TAC members. The TAC may also request that one or more committee members present its recommendations to the GSA, including areas of agreement and disagreement, consistent with TAC deliberations. The GSA will consider TAC recommendations when making decisions. If the governing board does not agree with the recommendations of the TAC, the governing board shall state the reasons for its decision.

Meeting schedule and ground rules – The TAC will set their annual meeting calendar at their January meeting. Dates and locations of meetings will be posted on the GSA website. A notice of TAC meetings will be posted at the meeting venue at least seventy-two hours in advance of each meeting. These meetings will be announced by email to TAC members and interested parties that contact the Secretary of the TAC.

6.0 Activities and Programs of Mutual Benefit:

- Review and provide comment to the draft Groundwater Sustainability Plan.
- Review and provide comment on other items referred to the TAC by the GSA.
- Collaboration on USGS Russian River Watershed study/coupled watershed/groundwater model development.
- Data sharing/collaboration to support update of Upper Russian River/Lake Mendocino reliability study.
- Coordination of monitoring programs that will be used to support implementation of SGMA, improved water management and forecast informed reservoir operations (FIRO) for Lake Mendocino.
- Pursue new water supply projects (e.g., recycled water, conjunctive use programs) that are aligned with SGMA and improve Upper Russian River/Lake Mendocino water supply reliability;
- Promote conservation/water use efficiency to promote water supply resiliency;
- Collaboratively pursue Upper Russian River drought contingency plans to reduce impacts of water shortages.
- Collaboration/coordination related to Potter Valley Project relicensing process.
- Coordinate and pursue funding opportunities to support initiatives of mutual interest.

7.0 Other MOU Elements

Amendment process – The MOU can be amended in writing signed by all parties.