



Board of Directors and Officials
Mike Lee (PCWA) – President
Scott Ratterman (CCWD) – Vice-President
Barbara Balen (TUD) – Secretary
Paul Molinelli, Jr., (AWA) – Treasurer
Randy Fletcher (YWA) – Director
Jim Holmes (County of Placer) – Director
Dan Miller (County of Nevada) – Director
Vacant – Director
Vacant – Director

Dave Breninger, retired (PCWA) – Governmental Affairs Official
Tom Cumpston, Legal Counsel

Justin Caporusso – Executive Director

BOARD OF DIRECTORS MEETING MINUTES

ITEM 1

NOVEMBER 5, 2021

Location:

El Dorado Water Agency, 4330 Golden Center Dr C, Placerville, CA 95667

❖ Call the Meeting to Order – Mike Lee, President at 10:00 a.m.

In Attendance: Barbara Balen, Randy Fletcher, Mike Lee, Dan Miller, Scott Ratterman

Absent: Jim Holmes, Paul Molinelli, Jr., Brian Oneto

Participants: Dave Breninger, Tom Cumpston, Justin Caporusso, Rayann La France

❖ Introductions, Announcements, Agenda Item Changes, Public Comment

BUSINESS ITEMS

1. Consideration to approve the September 24, 2021 Board Minutes

Motion: Scott Ratterman

Second: Randy Fletcher

Motion passed unanimously.

Action: Approved September 24, 2021 Board Minutes

2. Debrief and Discussion of October 27 Event

The Board discussed sponsors, sales, and registration numbers for event. Preliminary calculations of revenue and expenses were also shared with the Board for discussion.

3. Membership Update

The Board reviewed list of members that have not paid 2021/2022 dues to-date. Board members were encouraged to initiate communications with any entities with which they have a relationship and have not renewed membership. Justin Caporusso provided updates on discussions with Nevada Irrigation District and City of Roseville. It was suggested that Calaveras Public Utility District (CPUD) and Sierra Pacific Industries (SPI) be approached with invitations to join as

Associate members. Scott Ratterman suggested obtaining lists of vendors used by Executive members and reaching out to invite membership opportunity for new Associates members.

Action:

- a) Justin Caporusso will follow-up with Mariposa and Mono counties for Executive memberships.
- b) Justin Caporusso will meet with Rural County Representatives of California (RCRC) to solicit Associate membership.
- c) Rayann La France will compile a list of attendees of October 27th event who are not currently members and Justin Caporusso will approach with invitations to join.
- d) Board to explore and plan a membership drive for 2022-2023.

4. Discussion of Proposed Updates to Bylaws

Justin Caporusso introduced updates to Bylaws and Tom Cumpston provided a detailed overview of proposed changes. Tom Cumpston also offered process for ratifying the updated Bylaws, which includes sending the updated Bylaws to the Executive Members for review and approval via email, and obtaining 100% participation or adoption in written response. Another option would be to call a members' meeting, which can be done virtually, and ultimately requires approval of a majority of a quorum.

Recommendation:

Discuss the proposed Bylaws revisions, consider further proposed changes, and direct staff to forward to the Governance Committee to provide their comments and recommendations for the Board to consider and take next steps for a vote of the membership.

Motion passed unanimously.

Action:

- a) Recommendation approved with the following amendments to Tom Cumpston's suggested changes:
 - Insert list of responsibilities from 2021 Executive Director recruitment brochure
 - Insert purpose and guidelines for Legislative and Governmental Affairs Committee
- b) Finalize updated Bylaws and send to Executive members for review and approval.
- c) Once 100% approval via email or approval of a majority of a quorum if a members meeting is called, the Board can vote to ratify the updated Bylaws.

5. Discussion and Adoption of 2022 Board Meeting Calendar

Staff proposed the adoption of an official Board Meeting Calendar for 2022. Two options were presented including 1) the first Friday of every other month, beginning February 2022, which avoids a July meeting date, and numerous holiday weekends; and 2) the last Friday of every other month, beginning January 2022. This recurrence is somewhat consistent with previous MCWRA Board of Directors meetings. Adjustments in this option have been made to avoid three-day weekends and holidays.

Board members suggested having extensive agendas for in-person meetings and possible "on-location" tours provided by host. It was also suggested that there be at least two overnight meetings in which sponsorship opportunities for meals and other expenses could be explored.

Recommendation:

Adopt a Board of Directors Meeting schedule for the 2022 calendar year.

Motion: Dan Miller

Second: Scott Ratterman

Motion passed unanimously.

Action:

- a) Option 1 for meeting schedule approved for 2022.
- b) Board meetings will be held at 10:00 AM on the first Friday of every other month, beginning February 2022
 - Two of the meetings will be virtual (via Zoom)
 - Two of the meetings may include a tour or other event component the afternoon prior to the meeting (and require overnight accommodations)
 - Two of the meetings will be regular, in-person meetings

6. Discussion of a Spring 2022 Event/Tour

The Board discussed expectations and desire for a Spring 2022 Event or Tour, and brainstormed ideas that fit within budget constraints. It was suggested that a Spring 2022 tour include a local wildfire area.

Motion: Dan Miller

Second: Barbara Balen

Action:

Staff will move forward with exploring and coordinating a wildfire-related tour for Spring 2022.

7. Discussion of Contract Extensions for EN2 Resources, Inc. and Tom Cumpston

Staff requested authorization to extend existing EN2 Resources, Inc. and Tom Cumpston contracts with MCWRA through end of 2021/2022 fiscal year.

Action:

Recommendation approved.

8. Discussion of Filling Board Vacancy

The Board discussed options for filling Neil Cochran's Director position, noting that the seat is allocated for a Board member from a water purveyor. Several options were suggested.

Action:

Dan Miller and Randy Fletcher will provide a list of candidates to consider for Justin Caporusso's review.

Next Board meeting time and location is scheduled for February 4, 2022 at 10:00 AM and will be held online via Zoom.

Adjourn: Meeting was adjourned at 12:06 p.m.