

MINUTES

Thursday, September 10, 2015 4:00 PM

Truax Building

41923 Second Street, Ste. 401

Temecula, Ca 92590

Call to Order-4:00 pm, meeting recorded by Rose Corona

Flag Salute- Not done-Flag not present

Roll Call:

Directors: Rose Corona, Danny Martin, Dave Kuhlman, Vicki Long

Absent: Pam Nelson,

Associate Directors: Rick Neugebauer, Dave McElroy – Present; Randy Feeney - Absent

Kathi Head (absent)

Counsel: Melissa Cushman-Riverside County Counsel-Present; County Counsel-Greg Priamos-Absent

Bob Hewitt-Absent

Public: Ray Johnson

Introduction of Guests: None

MOTION TO APPROVE AGENDA- Motion made by President Martin to approve agenda with a change. Director Long also wanted to add changes. Director Martin indicated that each change would be addressed separately. Director Martin asked to make the correspondence with the two e-mails from Benner and Copeland and Silverman Cox and Valdez moved to the discussion regarding the audit. Seconded by Director Corona- Motion approved 4-0 (Martin, Kuhlman, Corona, Long)

Chair recognized Director Long and wanted to add a discussion regarding the CARCD area meeting and added as an action item. Director Martin moved to add the discussion of the CARCD to the action items. Seconded by Rose Corona. Motion approved 4-0 ((Martin, Kuhlman, Corona, Long)

- 1. Consider Approval of Minutes of the Board of Directors Regular meeting on August 13, 2015 and Special Meeting August 24, 2015**

Director Martin made a motion to approve the minutes. Seconded by Dave Kuhlman. Director Long had some date corrections. Apparently the original minutes file names had the dates swapped on them. The August 13 minutes were marked on the August 24th minutes as a header and vice versa. Date correction also of the August 24th for Special meeting rather than the 26th. She also asked that on the August 13 minutes that she was indicated as voting down the approval of transcripts and she actually voted yes. Director Long also asked if there was a charge for corrections. Director Corona said no there was no charge. Corrections would be made to the minutes and put in the file. Director Martin called for vote. Motion approved 4-0 ((Martin, Kuhlman, Corona, Long)

2. Correspondence of Letter of Resignation of Director Pam Nelson.

Director Martin made a motion to add this item to the agenda. Seconded by Rose Corona. Motion passed 4-0. Director Martin passed Director Nelson's letter of resignation that had been sent to the Board of Supervisors. He asked that the members of the board should acknowledge her resignation and thank her for her service. Director Long asked that a letter be sent to her for her service. Director Martin asked that the record show that the board send a letter to Pam thanking her for her service for the years she's been there. Director Martin also made a motion to accept the resignation of Pam Nelson. Second by Dave Kuhlman. Motion approved 4-0 ((Martin, Kuhlman, Corona, Long)

3. PUBLIC COMMENT

Following is the transcript for public comment.

Ray Johnson: Just that I have a concern that – I don't know if – you may be addressing it later. But when you voted at the special meeting to select the auditor, I tried telling Mr. Priamos at that time, you couldn't do that with a 2:1 vote, and you can't. In a special meeting it has to be a unanimous vote. So you need to redo –

Danny Martin: And if I may interject something, that was probably all of our mistake. We thought we had a quorum, but Rose had left the room and recused herself. So we were left with three. My feeling was that we had four, it's a quorum. But in actuality, we had three. And in that instance, when you have three left, then you have to have three unanimous votes. So yes, that vote was invalid.

Melissa Cushman: It is on the agenda, the audit section.

Danny Martin: Yeah, it is on the agenda, to redress. And you were correct.(End of Transcript at this point in meeting.)

4. Consider approval of Financials for March, April and June 2015

Director Martin made the motion to accept financials for March, April and June of 2015. Seconded by Rose Corona. No discussion. . Motion approved 4-0 ((Martin, Kuhlman, Corona, Long)

5. Consent Calendar

Director Martin Item 3a noting the public notice and disclosure that the records and files and checkbooks are stored at

One Better World Circle, Ste 210, Temecula, CA 92592

And the new mailing address is:

EMARCD, 31569 Canyon Estates Drive, Suite 113, Lake Elsinore CA 92532

6. CORRESPONDENCE

Discussion and review of correspondence that had not previously been brought before the board for review or informational purposes. These included the following:

1. Executed document Cox, Valdez and Silberman letter from May 13, 2015 for understanding of services for audit- Executed by former president but never brought before the board for a vote.
2. CARCD Membership Application that was due – July 1, 2015.-Check was sent for \$300.00. It was thought that the in order to keep insurance that the EMARCD would have to pay dues to the CARCD. Director Long corrected this and indicated that it was only necessary to belong to the CSDA to maintain the insurance.
3. Letter from auditor controller of County of Riverside dated July 28, 2015- Informational only to indicate that the fees for LAFCO had been miscalculated and new updated charges would be sent out.
4. Letter dated May 21, 2015 from the SDRMA with an invoice for all insurances, property and liability credit. Director Corona indicated that they also wanted the board officers updated which was done by Director Corona. She also encouraged the officers to go to the website and create a password in order to access information regarding our insurance if necessary.
5. Agreement from California Department of Food and Agriculture.-Director Corona asked Director long if the originals had been sent since the correspondence asked for it and the originals were still at the office. Director Long indicated that Kerwin Russell from RCRCd sent originals and that she had also sent originals.
6. Correspondence from the Resource Conservations Districts Group-dated July 16, 2015 regarding selection process for capacity building services.
7. Correspondence from CARCD –Dated July 16, 2015- gave voting instructions for the Next Step Program and gave information if you care to attend their conference. Director Long indicated that since the District historically never had money or a method for reimbursement that most members went on their own time.
8. Correspondence from the SDRMA date August 12-EMARCD received special acknowledgment award for the property and liability program. Basically good performance for no claims made against the District.
9. Letter from Betty Yee, California State Controller dated August 7, 2015 indicating a reminder due date for the Special Districts Financial Transaction report which is due electronically before Oct. 19.

10. Letter for State Senator Jeff Stone-Dated February 20, 2015 notifying the District about a special district leadership foundation scholarship eligibility funds for our district.

5. ACTION ITEMS

a. Discussion of information requests for audio signed, acknowledged, received and paid for.

Following is the transcript from this portion of the meeting:

Danny Martin: Oh, this is for you, Vicki.

Vicki Long: Okay, but –

Danny Martin: These are the audios as requested.

Vicki Long: What is on it exactly? What –

Danny Martin: The audios of the meetings.

Rose Corona: That you asked for.

Danny Martin: That you asked for.

Vicki Long: From March, April, June and July?

Danny Martin: March, April, June, July.

Vicki Long: And then can I also get our August meeting?


Danny Martin: That would be – yeah, that would be –

Rose Corona: If you're requesting it today.

Danny Martin: – if you're requesting –

Vicki Long: Yeah, well I put it in my letter. I wanted it – what you have to do in a public records request is ask for a year at a time. So I put in my letter up to July, and then from July on to December is in that letter of request.

Melissa Cushman: For Public Records Act request, it's for existing documents only. Existing information, existing things. You can't request something that doesn't exist yet. And because the audio recordings didn't exist, the Public Records Act request did not kick in at that time. If you would like to make a Public Records Act request for this now, that is perfectly fine.

 Vicki Long: But I can't just make one request for the whole year? Because it says you have to redo it every year. And you can request per year, what you're requesting for. Like if it's minutes and tapes, we know we're going to have those ongoing. Instead of doing it every month, just ask for the year.

Melissa Cushman: You can also just ask for it at the close of every meeting and they'll be provided to you.

Vicki Long: Okay. That seems redundant, but do I need to do it in writing?

Melissa Cushman: No.

Rose Corona: If it's on the tape –

Danny Martin: So is it okay if she does everything at the end of the meeting, to request that?

Melissa Cushman: Yes.

Rose Corona: It's on the tape. So your request – just say you're asking for it now. So if they got it on tape –

 Vicki Long: Okay, so I'm asking for –

Melissa Cushman: You did it up to July.

Vicki Long: – then I'd like August and then –

Danny Martin: There's two August, Vicki.

Vicki Long: The two meetings in August.

Melissa Cushman: Okay.

Vicki Long: I just want recordings of everything.

Melissa Cushman: Okay.

Vicki Long: Yeah. Not to try to belabor, but –

Danny Martin: Okay.

Vicki Long: – it's easier for me to keep those.

 Danny Martin: They're right here.

Vicki Long: Wait a minute. I need to pass this down to Dave. Kuhlman, I'm giving you 22 – not that Dave.

Rose Corona: Give it to the treasurer.

Vicki Long: I'm giving it to Treasurer Kuhlman, \$22. Thank you, guys. (End Transcript)

b. Discussion of holdover status of Pam Nelson board of Directors seat, possible solicitation of applications for same or consideration of candidates for same and appointment to same..

Following is transcript from this portion of meeting:

Danny Martin: Okay, the next item is 5B, discussion of hold-over status of Pam Nelson, board of directors' seat. Possible solicitation of application for the same or consideration of candidates for the same, and appointment to the same. So I'd like to open that up for discussion. Okay, I'll speak. Apparently what happened was when Pam Nelson – the last time her term came up, she was never reappointed by the board of supervisors, or the let her term go 60 days. And so at that point in time, according to the code, the district had the ability to appoint at the district level.

The district, in looking at all the minutes, never reappointed her and swore her in. So it created a situation where apparently she was a holdover. She was a holdover, and the board of supervisors, of course, was never notified that she was appointed by our board. So it created an issue. There was another issue involved where Pam previously had used – because she lives outside the county and outside the district – she used a lady in Anza by the name of Ida Martin – no relation to me – she was agent for Ida Martin. Later she, in the records that we found at the office, she had apparently changed her agent to Teri Biancardi.

Of course that was never filed at the registrar of voters. Teri Biancardi wasn't checked out with the assessor's office as a property owner. Of course I know her to be a property owner, so that's okay. So this question came up, holdover status. But apparently because Pam has decided to resign, I don't – we have to send this and submit it to the board of supervisors, and let them make a – you know, accept qualified applicants, and then they have to go through the process. So it's been taken out of our hands at the district level.

Vicki Long: So what do we do with this agenda item? We just don't do anything, right?

Danny Martin: No, well it's a discussion item.

Melissa Cushman: It's a discussion item. No action can be taken –

Danny Martin: Yeah, there's no action.

Melissa Cushman: – at this time. But it can still be discussed. If people know people who want to apply for the seat, they can – you know?

Danny Martin: So the thing about – yeah, getting to that point – is everybody here, you know, we've got an open seat now, a vacant seat. So I would suggest and recommend that everybody in this room, you know, go out in the next week, two, three, four, whatever it's going to take, because we need to notify – we will notify – I guess they're notified, the board of supervisors, is that correct, already with the resignation?

Melissa Cushman: She submitted the resignation to the board of supervisors, so they have been notified too.

Danny Martin: Okay, so what we need to do is if, as a body, if we have somebody that we want to recommend that's qualified, lives in the district, owns property in the district, and that is able, ready, able and willing to serve, I would highly recommend that you contact them and have them make an application to either Jeffries office or Chuck Washington's office.

Vicki Long: It probably will be Chuck's office.

Rose Corona: Because then it goes to the – huh?

Vicki Long: It probably should be Chuck's office.

Danny Martin: I probably think so.

Rose Corona: Doesn't it go to the registrar of voters?

Danny Martin: No. It –

Rose Corona: Or the assessor of voters?

Danny Martin: That's a whole different process, where they do that. They file the papers with the registrar of voters, make sure we're a registered voter, that we are a property owner, district. So they have to file that. Put in a resume to the supervisor, whether it's Chuck, whether it's Jeffrey or both. And then they will take that and they'll make a decision probably jointly between them. I think it would probably be a Third District issue because Pam served the Third District. So having said that, I highly recommend you, in the next

few days, weeks, get something in. (End Transcript at this point in meeting)

c. Discussion and appointment of SAWA Representative

Following is transcript from this portion of meeting:

Rose Corona: I'd like to – I know that Danny's ended up in the hospital with his mother, and so Rick graciously went up there just to be a member of the public to hear if – maybe you'd like to fill us in on how that went. And then maybe Vicki, you'd like to say something.

Rick Neugebauer: Well it was the first time being at a SAWA meeting. I know the organization's been around for a number of years. But having been in Southern California all my life, I do understand the watershed area and understand what they are doing as an organization. So I was there to listen and observe, and that's what I did.

Vicki Long: I can attest to that. Well, like I said last meeting, and I think Pam concurred as you can see in the minutes, and if you remember our meeting, if this board would like different representation than myself, it would be nice if you put an alternate on that can make almost every meeting. And leave me on for the next five or six months, and then do a nice smooth transition with the new person that wants to go up there for the SAWA meetings and represent the board. Like I said last time, they're working on a two-year audit. We're at the end of it. We have a lot of things that we're working on that are very complicated right now.

They're almost finished, and they will be finished within the next five or six months. At that point, the person that would be coming I think would be very well versed. That's what I did when Pam was on the board. I went with her as an alternate for the district, and then I switched over because it was easier for me to get to the meetings in Riverside than her from clear out in Anza. So I switched over, but I had to go for a number of months to be able to be brought up to speed and read all of the documentation that comes out. So it's kind of a training period. So I would suggest the board do that. It's a nice transition. It's easy on SAWA.

It's better for the person that's going to take over the seat. It's not like I'm trying to hang on to that seat. I spend my own money and my car going up there to Riverside every time we have a meeting, for committee meetings and for the SAWA meeting itself. Once you're on SAWA, you do need to be part of a committee and help with committee work. Sometimes that's up to five and six hours a week that you spend on SAWA. So it's a time commitment that somebody has to make, and it's not just one meeting a month. So – and what they've done with the other districts is the same thing.

Their alternates come with them almost every meeting, so that when they have to fill in for the SAWA member, they're up to speed and can do the voting and be knowledgeable about what subject matter that we've been dealing with. Some of the SAWA stuff takes two to three years to finalize. There's a lot of complicated things. So you can't just walk in and know everything, what's transpired. So I would make that suggestion, that if you'd like to switch me out, that you put somebody on for the next say five months, so that they can start coming and learning, and just understanding exactly what SAWA does.

Not what their message is, their mission is, but the inner workings of SAWA. Then get to know who the staff people are, and it's just a nicer way to do it instead of just automatically throwing somebody in that isn't ready to vote on some of the subject matter.

Danny Martin: Any other discussion? Do we have any volunteers that would like to be on SAWA?

Vicki Long: Well I'll volunteer –

Danny Martin: We have a –

Rick Neugebauer: I'll volunteer for that.

Vicki Long: And I'll volunteer to continue.

Danny Martin: Okay.

Dave McElroy: Do the bylaws say that an associate could be a member? Does anyone know? Or does it have to be a board member?

Vicki Long: I think it's up to our board. And in the structure of the RCD, if you read through all of the documents that we have that give – and through Division 9, it gives power to the board to appoint associate directors to anything that the board of directors wants them to do. They're there to do tasks and to help the board out. So –

Dave McElroy: Yeah, if the bylaws or the thing says that you can, that's great.

Vicki Long: I think it's okay for us to do that. And –

Danny Martin: Actually if I might interject something here, Kerwin Russell, he's an associate. He's not a director of –

Vicki Long: No, no, no, he's a staff person.

Danny Martin: He's a staff person. He's not a – he's just a staff person.

Vicki Long: So if we had staff, we would have our staff go probably. Some boards, they have board members go. But on SAWA, I'm the only board member there because we don't have staff. So I think in –

Danny Martin: Are you saying that none of the directors of SAWA are board members of RCDs?

Vicki Long: No, they're all staff people. Huh?

Dave McElroy: It must be okay then. Sorry.

Vicki Long: No, no, if you were asking about whether our board –

Rose Corona: Thank you, Dave.

Vicki Long: – you could do it, right? Or were you asking about SAWA?

Dave McElroy: Well I was just – would the bylaws of SAWA would allow that, but they must.

Vicki Long: Well we have to as a board vote on it, and they'd like you to keep the same person for three years in the bylaws. And I was appointed last year to be the three-year person. But previous discussions, it sounds as if the board would like to change that out, where I'm just looking for a nicer way to change it out for SAWA.

Dave McElroy: And you make a lot of sense.

Vicki Long: Yeah. I mean that's how everybody's done it before.

Danny Martin: Mm-hm. Any further discussion? Well then I would like to move to put Vicki Long's name in as our representative to SAWA, and Rick Neugebauer's name in, and we'll vote on those in alphabetical order. I think that's fair. Or if you want to change it, that's okay. But I think alphabetical order, Vicki's served there for quite a while. So that's the motion. The motion is to reappoint Vicki Long or appoint Rick Neugebauer. Do I have a second?

Dave Kuhlman: Second.

Danny Martin: Okay, call for a vote. The first part would be to nominate and appoint – or appoint Vicki Long to the SAWA board. All in favor?

Vicki Long: Aye.

Danny Martin: Okay. Opposed?

Dave Kuhlman: No

Rose Corona: No.

Danny Martin: No. The second part will be to appoint Rick Neugebauer to SAWA as our representative, and call for a vote. All in favor?

Rose Corona: Aye.

Dave Kuhlman: Aye.

Danny Martin: Aye.

Vicki Long: And I'm a no.

Danny Martin: And Vicki said no.

Vicki Long: Only with the caveat that it would be better to do the six-month phase-in.


END OF TRANSCRIPTION AT THS POINT IN THE MEETING

Motion passed 3-1 (Martin, Corona, Kuhlman-yes; Long-No

D and E: Discussion of EMARCD President Danny Martin and his recent election to the Rancho California Water District Board of Directors AND discussion of potential step down by the EMARCD President and potential elections for new President.

Following is transcript from this portion of the meeting:

Vicki Long: Well, I just have one comment. Danny and I have been going back on the emails, back and forth, and I went ahead and I got a hold of the attorney general's office on this issue, after Danny said he was going to remain on our board. And I was quite concerned. It's pretty clear that he can't hold two seats, for those of us that have been involved for a long time on special districts. So they referred me to 1099, and it clearly is a conflict. And what it looked like is if you remained on this board long enough, you would then tender your seat on the other one and lose the other one that you were elected to.

 Melissa Cushman: That is incorrect. The first seat is the one that is lost if there are two offices that are incompatible.

Vicki Long: But then if you stay on the other one, it says that you can jeopardize the other one.

Melissa Cushman: The first seat.

Vicki Long: They use the word forfeit.

Melissa Cushman: You forfeit the first seat. So in this case, to the extent EMARCD and Rancho California would be incompatible, someone takes the second seat, the first seat is lost. So in this case, if the two seats were incompatible, Danny would lose the EMARCD and not Rancho California.

Vicki Long: Yeah, and there's a clash of loyalties. Danny signs contracts with Rancho.

Melissa Cushman: He's already stated he's resigning.

Vicki Long: Yeah. So that was my concern. And so I did get a hold of the AG's office, and they said it was clearly a conflict.

 Danny Martin: Do you have a letter of opinion from them?

Vicki Long: No, I don't.

Danny Martin: Okay, so there's nothing in writing. Because I've read 1099 as well, and I have clarification –


Vicki Long: Yeah, I – you and I went back and forth.

Danny Martin: – from district counsel and I have – or county counsel, and I have clarification from Rancho California, and I tendered the notion that I will resign, and my effective date of, again, of taking my seat with Rancho California Water District is – once I'm sworn and I'll be seated on December 4. And I will let the – my intent is probably to resign earlier than that. And I will certainly let the board of supervisors know my intent.

Vicki Long: Well, then what I would do is ask this board then to have, instead of you signing any contracts with Rancho or negotiating it –

Danny Martin: I would recuse myself.

Vicki Long: – have Rose do it.

 Danny Martin: And this time, I would recuse –

Vicki Long: Or Dave.

Danny Martin: Or Dave. I would recuse myself from negotiating any contracts that we have with them. The contract we have in place with them was actually signed by you and I. The extension was signed by me back in, whenever it was. And I don't foresee any other contracts coming up. I do look forward, once I get on the water district, of helping this district from that standpoint, perhaps if we can direct contracts back to our local district here.

Rose Corona: And if we receive anything, nothing will go forward unless we bring it to the board.

Danny Martin: Yeah, and let the board decide.

Rose Corona: And let the board decide, and he can get out of the room.

Vicki Long: Yeah. I just – we worked really hard to get that Rancho contract. I don't want anything to happen between the two districts. You know, I've taken a lot of training, and some of it from Grover Trask, and I know most of you know who Grover is. And you know, his saying constantly is if it wouldn't look good in the newspaper, don't do it. And you know, it's just a well-known fact that you can't hold two seats. And so we just want to make sure everything looks good while we're doing it.

Danny Martin: Like I said, Vicki, my intent is to resign. In fact, if you look at the fair political practice committee's conflicts, their definition of a conflict, but I don't want anything to look that way. And I don't have the time to do both. I mean it's clear. So this will be soon, very soon. I'm not resigning today. I just wanted to make everybody in the public aware of my intent, and I will make the board supervisors – I'll send them a letter when I'm ready to do this and resign, and it won't be very long. So the next item is the discussion and potential step-down by the EMARC president and potential elections for a new president.

Saying that, that I will resign as a board member, I think it's in the best interests of the public and the district that I step down sometime as president sometime before I'm seated on the water district. That will allow whoever you guys decide to vote on as president time to have a transition, have some assistance, bring them up to speed on all the – all of our records that we have, and the past minutes for the last several months and years, so that it makes it really smooth.

So I would say as soon as we – probably at this point, we get another board member appointed by the board of supervisors, I will step down as

president, and I will notify the board and all the board members prior to a meeting, that that's going to happen. That's all I have to say about that."

End of transcript at this portion of the meeting

f. Audit Discussion

Director Corona recused herself at this point of the meeting. Following is transcript of meeting from this point.

Danny Martin: The next thing is 5F is the audit discussion, and believe Rose is going to recuse herself. Let's see how this goes. There was a letter I'm going to pass out – Dave, could you pass these around –

David Kuhlman: Yup.

Danny Martin: – to – well actually Vicki. I don't think – Rick and Dave might want one. This was a letter that I received from Diana Silverman, basically – is this the right one?

Vicki Long: It's dated 6/30/15.

Danny Martin: You know what? I printed the wrong one. Anyway, shoot. Me and my glasses. Anyway, there's a subsequent email where they said they were unable to do this audit. Vicki wanted to call them up, and you know, later restated that they could do this. Of course their proposal was \$5,000, whereas the other one, Nigro and Nigro was \$3,000. They've both done audits for the district before. And in the name of – in the spirit of saving money for the district based on our limited funds, I personally felt that it would be better to go with Nigro and Nigro to save the district \$2,000.

So Rose Corona recused herself because it was discovered that Nigro and Nigro, who had done work for our district before, both as an accountant, CPA, bookkeeper and an auditor, had done business with her firm, her company, so she recused herself from the discussion and any vote thereof. So where we're at today, we have Nigro and Nigro, and they're on the table, and if we need an audit done. And so we have –

Vicki Long: Can I speak to that before we vote?

Danny Martin: Yeah, but let me finish. We have three votes. And if it goes the same as it did last time, then we can't get an audit done using Nigro and Nigro. And so my recommendation is, if we can't get Nigro and Nigro to do it, then let's throw out all new requests for proposals and see, you know, for

competitive bid, and get the best deal we can get. So that's our choice. Vicki, I recognize you.

Vicki Long: I did talk to Diane Silverman again. I did call her. And she said they would be willing to do it, but it will take them a while to fit it into the lineup. And so they're willing to do it, they're willing to send another proposal to you. So there's a still an option, if you want to go ahead and send out an RFP.

Danny Martin: Mm-hm.

Vicki Long: They did a really good last time. They've never dealt with our bookkeeping at all, which makes it cleaner. And like I told you before, it makes me really uncomfortable – the only reason we went with Nigro and Nigro is they promised they would not go back into their own records and books, and they did. And so that was very disconcerting to our board.

Danny Martin: Let me ask you this. What years did Nigro and Nigro do bookkeeping for –

Vicki Long: They did the bookkeeping up to, I think, 2010.

Danny Martin: 2010? And they did the audits for what year? They did three years for audit.

Vicki Long: They did audits '09, '10 – wait, '10, '11 –

Danny Martin: I think it was '12, '13 – '11, '12, '13.

Vicki Long: – '09, '10, '11 and '12. No, it was not. It was '10, '11 and '12. They're really going to have fun with this one. Anyway –

David Kuhlman: So just to clarify what you said, so they finished in '10, and did the audit through '13?

Vicki Long: No.

Danny Martin: No?

Vicki Long: They went back on their own records is the problem. And –

David Kuhlman: Just wait one second. I just want to clarify. So they did our books through '10, and they did the audit through '13?

Danny Martin: There was three years of auditing.

Vicki Long: Yeah. They did their own books.

David Kuhlman: I'm just saying that the audit went past the dates.

Vicki Long: We stopped at '12. We didn't go to '13. We stopped at '12. And then Silverman did '13 and '14. But –

Danny Martin: But that's one year, '13-'14 – that's the fiscal year.

Vicki Long: Yeah. So that's my concern, is that –

Danny Martin: Well let me ask you this.

Vicki Long: – the old board picked somebody who had nothing to do, even though they were more money, nothing to do with any of our bookkeeping.

Danny Martin: Well, let me ask you this. Nigro and Nigro hasn't done any of our recent books for the last several years. Correct?

Vicki Long: Yeah, but –

Danny Martin: No, no, they haven't, correct?

Vicki Long: Right. But I spent a lot of time with Nigro and Nigro, and you know, it just is a close relationship that we had with Nigro and Nigro for a long time. So –

Danny Martin: How long has it been since we did business with them? Two years? Three years?


Vicki Long: Yeah, two years.

Danny Martin: Okay. They haven't done any books since 2010?

Vicki Long: Yeah. But I'm still uncomfortable when we could go with somebody who's not touched our books. The whole purpose of having an audit is to have independent eyes that has no friendships. I love Elizabeth Nygro.

Danny Martin: I don't know her.

Vicki Long: Well I do. And so I don't have her do my books, but I work with her a lot on our audits and on our bookkeeping. And so I'm not comfortable having them do that. I've never worked with Valdez, Cox and Silverman until they did our audit. And that was solely for the audit. There was nothing other than that being done. So

 Rick N: Well don't we have a cost issue here that we're looking at too?

[Crosstalk]

Vicki Long: Well, it shouldn't be just the cost. It should be the ethical part of it, should be more important than the cost.

Danny Martin: Well, what's the ethical part of using Nygro and Nygro?

Vicki Long: That they've done our books before.

Danny Martin: Well, these are not current books. If that's the question –

Vicki Long: That's what our other – the old board before you got here decided that was a little too much close for comfort, and because they did what they said they said they weren't going to do, and audit their own books, which is really unethical. You can't do that.

Danny Martin: Well let me ask you this. If, knowing that, knowing that they did – their books were in there and you – the past board went ahead and hired them, why would they hire them in the first place?

 Vicki Long: Because they promised they wouldn't do that.


Danny Martin: Well they have to. If their books are there, they have to look at their books. Are you sure their books were involved in those audits?

Vicki Long: I helped do the audit. I was there helping them pull files, so I know they did. And I complained about it, and they continued to do that. And you can't – you can't stop an auditor from auditing. That's fine when you have someone that's never had any business with you before, other than doing an audit, you have fresh eyes, there's no question of ethics involved. They come in, look at your books. They look at your books and they're there to make sure that you're doing the right thing. And they're not looking at something they've already done to kind of cover up for what they've done.

Danny Martin: You're saying they covered up?

Vicki Long: I'm saying that per the CPAs, they just don't do that. They won't work on their own books.

Danny Martin: Well why did you hire them in the first place?

 Vicki Long: We had to hire somebody because of the county requesting and demanding our books be done, audited.

Danny Martin: Well, if there was a conflict, why would you hire them? I'm just asking a question.

Vicki Long: I already told you about five times. So I now, with the knowledge I have of what happened, I am not willing to vote on Nigro and Nigro. And it has nothing to do with not liking them. They were great to work with. But no.

Danny Martin: The chair recognizes Rick.

Rick Neugebauer: You know, the question comes to mind, if it's an audit and we're talking about clean hands, and you were there helping them, I would find issue with that at the time that it happened. But I'm just thinking and hearing what you're saying is that if it's an auditor, an auditor's looking with their own eyes at what has been given them, period. No one helps them. No one shows them. They do their job. So you know, I mean I think two things. Monetarily-wise, it sounds like they have a better price. They – yeah, they did our books years ago – I mean they're looking at the current year. They're not looking back. They're looking at what we have right now.

Vicki Long: That isn't true.

Rick Neugebauer: What is the audit for then?

Vicki Long: What an auditor does –

Rick Neugebauer: What is the audit for then?

Vicki Long: I'm not here to educate you on audits, but that isn't true. That's a wrong statement, and you've obviously not been in an audit for a district before. It's a governmental audit. They can go back as far as they want.

Rick Neugebauer: I know what they can do.

Vicki Long: And they do do. I'm sorry, but they do do that. So don't try and –

Rick Neugebauer: Okay, so –

Vicki Long: – don't try and make something up that isn't correct.

Rick Neugebauer: I'm not making it up.

Vicki Long: Yes, you are. You're trying to make statements that are not correct. You weren't there. You don't know. You've not done an audit.

 Rick Neugebauer: I just went on what you said.

Vicki Long: You've not an audit for a governmental agency. So what I'm telling you is I cannot, in good conscience, vote for Nigro and Nigro. It has nothing to do with them, liking them or not liking them. I explained why twice now. And I believe, for the little amount of money – and we have enough money to spend on an independent audit that has nothing to do with our books. It's called an independent audit. That means somebody who hasn't done our books before.


Danny Martin: That's not true, Vicki.

Vicki Long: Yeah, it is.

Danny Martin: A CPA is a CPA, and they have standards to follow. They have standards to follow.

Vicki Long: They do have standards to follow, and usually they won't ever do somebody that they've done books for.

Danny Martin: Okay. I want to end the discussion and make a motion to approve Nigro and Nigro to do our audit. Do I have a second?

 David Kuhlman: I'll second.

Danny Martin: Call for a vote. All in favor.

David Kuhlman: Aye.

Danny Martin: Aye.

Vicki Long: I'm a no.

Danny Martin: Okay.

Vicki Long: Especially when we can go with another auditing firm.

Danny Martin: Not passed. We'll have to call – probably call a special meeting here in the next two weeks to go over that. Obviously we're at an impasse”

End of transcript at this point in the meeting. Director Long asked if Director Martin wanted another quote from Silverman and Director Martin said he would call them.

 Danny Martin: I will call them.

g) Discussion of Records Retention and location of records

Director Corona indicated the location of the record retention and files is as stated earlier at One Better World Circle Ste 210 in Temecula and indicated that there are three sets of keys for the files to be held by each of the officers thereby given easy and quick access when an information request is made. This allows more than just one person to have to be contacted if a request is made. Director indicated that a procedure should be put in place that access to the records should be Monday through Friday and the request should be in writing. At that point since desks are available an appointment can be made for whoever is making the request and we as members can get their requests handled more quickly. She also suggested that a log should be kept of who comes in to request information and list made of everything they want.

h) Discussion of server and website and RFP's for new server

Director Corona gave a brief overview of server needs and Director Martin finished by indicating that our present web host through Lee Reeder cannot upload more than the current agendas and his server can't do what the board is suggesting to have done. So it is necessary for the board to get different server space. Cost would range from approximately \$25.00 to \$40.00 depending upon services provided. Director Kuhlman suggested that the board is moving too slow on this so it would be best to allote up to \$75.00 to obtain server space so Randy can get moving on creating a website more conducive to public access and disclosure.

Motion by Director Martin to obtain web services for up to \$75.00 per month. Seconded by Director Corona. Call for vote. Motion passed 4-0

i) Discussion of and disclosure of contacts of Army Corps of Engineers and Fish and Game.

Brief discussion on the availability of Army Corps and Fish and Game to come to our meetings and give a presentation. Director Long to give Director Martin the numbers who will in turn call both entities and give them a choice of the remaining dates for meetings at which time they can choose and give their presentation. Director Martin to contact and get back to board.

j) Discussion of Contract with Van Lant and Fankhanel and discussion and action for RFP's at board's discretion.

Director Martin discussed a brief call he had with Greg Fankhanel and the quarterly handling of the books. Director Martin indicated that we wanted to go to a Quickbooks system that might allow the firm to do reconciliation faster and get us specific reports. The cost would be \$500.00 per quarter and this would include our reports to the state due in October. Director Martin made a motion to pay the quarter invoice for Van Lant and Fankhanel for the period of April through June 2015. Seconded by Director Corona. Call for vote. Motion passed 4-0.

k) Discussion and action on reimbursement for audio recordings.-
Handled in previous meetings.

i) Discussion of City of Murrieta Mitigation

Following is the transcript from this point in the meeting:

Danny Martin: Item 5I is the discussion of the City of Murrieta MOU mitigation.

Rose Corona: Okay.

Danny Martin: I think you had some information on that.

Rose Corona: Well, Rick went with me. There was a call from Mr. Owen, Cundiff Owen of Murrieta

Danny Martin: Roger Owen.

Rose Corona: Roger Owen. Yeah. And he said that there was a – they had a problem and that they had – did we have any information on an agreement with City of Murrieta regarding 1.1 acres, 1.11 acres that we were working with them, according to the Regional Quality Water Board. They'd gotten –

Rick Neugebauer: And the MOU.

Rose Corona: And the MOU. And so they couldn't find any information. I gave them whatever was in the file, copies of that, which you see here.

Vicki Long: Show me which one that is because –

Rose Corona: That's the one that says June 2 on it. It says Memorandum of Understanding between the Elsinore Murrieta Anza Resource Conservation –

Vicki Long: Yes.

Rose Corona: Okay. And so I just brought that to him and the –

Rick Neugebauer: The short end of it –

Rose Corona: Go ahead, Rick.

Danny Martin: Go ahead.

Rick Neugebauer: The short end of it is –

Rose Corona: You know this better than I do.

Rick Neugebauer: – it that they were supposed to purchase land from us, that was – or resembles a blue-line stream bed. That had never happened.

Rose Corona: On their part.

Rick Neugebauer: Right. Just to back up a little bit, Roger is a hard-time civil engineer that is working with the city, and has worked for numerous cities in the past. He's working with Bob **Cast**, who is –

Vicki Long: Senior park guy.

Rick Neugebauer: – he's the head of their parks and all their CFQs and suchstuff within the city. So anyway, Roger had gone to Finance and looked at the city had never purchased any easements from us, and that nothing had been done, other than the MOU had been issued. So he was under the gun of trying to figure out what was going to be done, how this was going to be implemented, and then so they'd report back to Fish and Game on the event. So that's where it's been left at the moment.

Rose Corona: Right. Do you know anything about this?

Vicki Long: I don't know anything about it. He hasn't contacted me ever. So he's been going through his files apparently, trying to figure out what he owes to Fish and Game.

Rick Neugebauer: I think the city was going through an audit.

Rose Corona: Oh that **[inaudible]**.


Danny Martin: He was on the – if I may say this, he was on the – it got forwarded when we changed the phone number to my cell phone, and I answered it. It was Roger Owens, and he was calling up quite frantic, in kind of a panic. Because I guess they're going through an audit, and I guess – what I gathered was San Diego Regional Water Quality Control Board was all over him because this was supposed to be done and it never had been done. And I said I'd look into it. And I asked Rose to look into it. I had other time constraints. So I don't know where it's at. They don't seem to know where it's at. But it needed to come to our attention?

Vicki Long: Do you want me to go talk to him and try to find out what we need to do?

Rose Corona: No.

Rick N: No.

Rose Corona: What we have – go ahead.


 Rick Neugebauer: I don't think it's necessary. We've told them that we will examine further where the document is at with Regional Water Board.

Rose Corona: And we forwarded the information to Melissa. Do you have any further information on that?

Melissa Cushman: I do not.

Rose Corona: Okay. As far as this memorandum of understanding, we forwarded it to county counsel because – does that still stand? Is it still legal? Is it whatever?

Vicki Long: Well, I had sent the MOU out and they didn't renew it. And our board last year talked about renewing it. The problem with Murrieta is they don't follow through. And when we would pick mitigation sites with Fish and Game and try to do some mitigation with them and take mitigation monies, they would then use what we found for their own mitigation that they needed, for roads and different things. So we never really could work on issues with them because they would – their engineering department would say, "Oh, that's a good idea," and then they would go and use it for their own mitigation.

 So we were never really able to put together the MOU to be able to finalize a project.

Rose Corona: Well, I have a question. If there –

David Kuhlman: Yeah, it was signed. You signed it.

Vicki Long: I don't think you're understanding what I'm saying.

Rose Corona: I understand what you said.


Vicki Long: The MOU was affected and it was put in place. But when it came to implementing it, every time I found something to do for them, they would then use what I found for outside mitigation that they might need or –

Rick N: Of the offsets.

Vicki Long: – we bring to them. They would then use it for their own mitigation. We never were a partner in it.

Rose Corona: Correct.



 Vicki Long: So the board looked at it and we talked about it, and we never really acted on it, and the MOU has run out. And unless we want to – it was probably on the MOU...

Melissa Cushman: The clarification – may I clarify something quickly with you?

Vicki Long: If you want to.


Melissa Cushman: Because it says this term of the MOU shall be for a period of five years. So it does have a period of five years. But then it says annual renewals are automatic unless either party elects not to renew by providing written notice at least 30 days before the expiration of the then current term. Was that 30 days' notice provided?

Vicki Long: To the City of Murrieta?

Melissa Cushman: Yes, this automatically renews every year after the five years has passed unless written notice is given.

Vicki Long: No, and that's what I'm trying to say. Our board didn't take action on it –

Melissa Cushman: I'm sorry, that was just what I wanted to clarify.

 Vicki Long: – and we had a former board member – I mean a city council member sitting on our board at the time. And because it was not beneficial to either one of us, we didn't do anything with it. So I believe it's run out.

Melissa Cushman: It has not expired.

Vicki Long: It hasn't?


Melissa Cushman: Not unless someone has given the 30 days' notice.


Vicki Long: Okay.

Rose Corona: Okay, so the question is –

Vicki Long: Well if they want to continue – and I think it's a dual relationship – you would have to go back to the city council and see if they absolutely want to continue with the relationship.

Rick Neugebauer: No, they said they wouldn't need to go back to city council, that the city manager could make the decision.

 Vicki Long: It had to go to city council to begin with.

 Rick Neugebauer: I know. But I'm just telling you what the discussion was that we had. It was probably an item, most likely that could be handled by Rick Dudley's office. I'm just telling you what they told us.


Vicki Long: I know. I would be on a cautionary side and take it – have them take it to their council because that's who has to sign, is a council member.

Rose Corona: All right –

Vicki Long: Now I don't know what this board would like to do. I'm just telling you that it has not been beneficial to either party at this point. I worked diligently with Bob Cast to get this MOU and make sure that we could work in all the tributaries. They have a lot of work to do.

Rick N: Which he indicated...

Vicki Long: And I went with Fish and Game – it was called Fish and Game at the time – went out and did site visits and looked at all the things that we could provide for the city. Like I said, when we found all these sites, they ended up using it for their own mitigation for various projects that they had, and we were never able to do projects, bring projects to their lands.

 Rick Neugebauer: Who was the city council that was –

Rose Corona: Thomassian.

Vicki Long: Thomassian. So –

Rose Corona: So are there –

Vicki Long: – I don't know what you want to do with this at this point in time. I mean it's the city's problem. It's not our problem if they –

Danny Martin: I know. I have a question, you know.

Vicki Long: And maybe our Land could do it.

Rose Corona: Bingo. He was trying to get there.

Danny Martin: I have a question. They came to us. They wanted us to do something, and you said you brought things to them, lands to them. Is that correct?

Vicki Long: They didn't come to us for this mitigation. Let's clarify that.

 Danny Martin: We went to them?

Vicki Long: Whatever you're talking about today was never brought to this board ever. But –

Danny Martin: What's this document then?

Vicki Long: What document are you talking about?

Rick N: The MOU.

Vicki Long: The MOU has nothing to do with separate mitigations. The MOU is for us to do work with the city, within their tributaries. So when – so I don't want to say it for a third time – but if they've got 1.1 – let's move forward now – I think some of you understand what I'm saying. And if Melissa's correct that it continues unless somebody said to quit, a 30-day quit notice – which nobody's given. They've not sent us a 30-day quit notice and we've not sent them a 30-day quit notice. And we could – we are offered mitigation from other developers all the time, and they're always looking for places to place mitigation.

This MOU was so that we could bring outside developer money into those tributaries, do removal and plantings that would benefit the city of Murrieta without their cost. It would clean out their tributaries. So that never happened. And so now if they're looking for 1.1, if there's some way they can put it on our land, we could hurry up and accommodate them. You have to have a sign-off from Cal Fish and Wildlife. You're going to have to have a sign-off on Army Corps. Army Corps doesn't like our land that much. If Army Corps is not involved, Cal Fish and Wildlife probably will let you place it on our land.

Rose Corona: Okay.

Vicki Long: And that would be the fastest thing to do.

Rose Corona: What are we talking about money-wise? And what do you charge these people?

Vicki Long: Well, you'd have to do a PAR on it. There's a lot of work that has to be done on it.

Rick N: And what's that?

Vicki Long: It's a parcel analysis that you have to do for the monies that you need to babysit. It depends on what they're asking you to do.

Rose Corona: Right. Okay –

Vicki Long: It depends on if you have to do maintenance on – what we had them sign off on that 2 ½ acres, was that we're going to keep the 90,000 that's in that mitigation account in Wells Fargo. That is to be kept. And then the 8,000 can be used for the surveys and other things. And then put the 90,000 in an endowment to be able to keep that in the shape that it's in right now, without weeds and terrible invasives coming in [inaudible] [01:20:56], pampas grass, stuff like that. So it depends on what they're requiring these guys to do. I have to look at what they're asking you to do to be able to give you any kind of a ballpark.

Rick N: Water Quality agreement is in there too.

Vicki Long: For what? From the city?

David Kuhlman: From Fish and Game.

Rose Corona: From the Regional Water Quality Board. It's on there as Condition C1(3). So perhaps, Vicki, you could look that over.

Vicki Long: I'll try and look at it. I wouldn't have time today [inaudible].

Rose Corona: Okay, that's – but okay –

Vicki Long: And this is the first I'm hearing about it. So –

Danny Martin: We just heard about it ourselves. So that's why we wanted to bring it to the board.”

End transcript at this point of the meeting.

j) Discussion of CARCA fall meeting

Director Long indicated that the area meeting is to take place in October and if we wanted to host it we could but Shelly Lamb from RCRCDD has offered to do it. It was decided that the time frame is too short for the EMARCD to do this well so the discussion was to re-address a meeting hosted by EMARCD for spring.

OLD BUSINESS

a. Report on disposition of furniture

Director Martin reported that all went well with disposition of furniture and cancellation of office lease. We received \$1,000 for the furniture and the lease was taken over by Farnum and Associates. We kept 2 lateral filing cabinets, the computers, a desktop copy/fax/printer and the large watershed map along with smaller maps that were put in storage. The phone was transferred into Mr. Martins phone.

b). Update of merger with the RCD

Director Martin failed to forward the report from Dave McElroy involving the merger however requested that Dave send the letter to all board members for review. He asked Associate Director McElroy to give a brief overview of his findings and opinions. Following is the transcript from this portion of the meeting.

Dave McElroy: – if we merge, we have an instant opportunity to provide a well-established, respected program to all of our citizens. Just – almost just like that. What would take us years to build up on our own. We could do it tomorrow, if we merged. One of the disadvantages, perhaps, is that you know, how will the new district be structured? How will the board of directors be appointed? In Riverside, are they appointed by the county commissioners – I mean the county supervisors?

Vicki Long: All appointments to the RCDs are (done by) supervisors.

Dave McElroy: Is that true for Inland RCD?

Melissa Cushman: Everyone.

Danny Martin: Everyone.

Rose Corona: Everybody.

Melissa Cushman: Everybody in the state.

Dave McElroy: No one's elected?

Melissa Cushman: Everyone in the state is appointed.

Danny Martin: You can be elected, but nobody does elections because they cost too much money.

Dave McElroy: Okay. Well that's not true across the U.S.

Danny Martin: Right.

Dave McElroy: In a lot of places, they are elected. I don't know which is worse, to tell you the truth. But you know, how would it be – would we have seven people on the board, or do we have five?

Vicki Long: You can have up to nine.

Dave McElroy: I think we have a lot of abilities to do what we want, that we could work out with Riverside. Interestingly, if the population of the district, the

population of our district would increase drastically because we've merged. But if you look at it from the standpoint of Riverside County, their population would increase about 15 percent because we don't have people. But the land mass would more than double. So there's positive reasons where it would be beneficial for both. When districts were first formed, watershed boundaries made the most sense in a scholastic kind of way because you had common characteristics in watersheds.

You had common things to look for. But it just doesn't conform with political boundaries.

Rick N: Not anymore.

Dave McElroy: We would stay in the same county. We have the county boundaries would still be respected. But we would have two pretty distinct watersheds, Santa Ana and Santa Margarita. So just the opportunity's there that maybe the Santa Margarita watershed might be overlooked in the bigger scheme. That's possible. But to be able to provide services to our citizens, it's really appealing.

Danny Martin: See the way I look at it is they have the money and the land.

Dave McElroy: And so together we could get some stuff done here.

Rick Neugebauer: Well and I think too, you know, the Santa Margarita watershed impacts probably the highest economic region in the county also, from that perspective, you know. I mean we're controlled by San Diego Regional Water Board with our watershed here. It's a very, very dynamic issue. And I think it's important we don't want to lose that, and still maintain some representation there. You know.

Vicki Long: I'm all for the fact we have to have some representation. You can have a nine-member board, a seven-member board and a five-member board. So there would be representation.

David Kuhlman: So this is a good discussion, and I think it would be good to put on the agenda again for next week or next month.

Danny Martin: Yeah, let's do that. And we've got to get –

Rick N: Continue the discussion.

Danny Martin: – Rick and I and actually I would suggest and recommend that everybody – and I'll give you their phone numbers, that everybody go up there, take a tour, two of you at a time if you need to, and check it out. They have a lot to offer. It's kind of a neat old funky place. They have a nice big campus.

The federal government's there with the National Resource Conservation, and they have all kinds of fun things going on there. And they have a tour, a walk-around with plant life, gardens, agriculture.

David Kuhlman: They're serious." End of transcript at this portion of meeting.

NEW BUSINESS

7. A and b-Annual Plan- 2015-2016 and the law relating to California Fish and Wildlife Due Diligence Requirments for Mitigation Endowments

Director Martin brought up the discussion of the annual plan, which he indicated is late for 2015-16. He indicated that we needed to get our audit done and to have our plan and all of our reports in on our properties in order to put that together. He said he noticed in the files that we have I one plan that was done for last year, 14-15, but we have no prior years done. Director Long wanted to clarify his concern between mitigation property or something else. Following is the transcript from this point in the meeting:

Vicki Long: For which one? For our mitigation property or –

Danny Martin: No, no, for our annual plan.

Vicki Long: Our annual plan gets replaced every year. Our annual plan is something that the board puts together. It has our mission statement. Did you guys look under –?

Danny Martin: Oh, right. You know what? I misread that. We were talking about the annual report.

Vicki Long: Yeah, not the report. The annual plan, what we do, is we, as a board, we put it on the agenda – not today – this is for another agenda. But just to start talking about it, and we put it together and we usually start working around June, and try to update the one that we have. Look at it, see if there's changes that we can make. It's not a big thing unless we want to make a big change. So it's just an update of what we've already done. But we need to do that and put it in our file and be able to send it – as part of our due diligence, we need to do that.

Danny Martin: Okay. Let's move to the next thing, the law relating to the California Fish and Wildlife due diligence requirements. And I guess you're going to do this.

Melissa Cushman: I was requested to report back on this at the July meeting. There was a question on what the law was. Because we're running so late, I would prefer to hand out the memo describing the law, and if anyone has any

questions, please request it to be put on the agenda for next time." End of transcript at this point in the meeting.

b. Presentation of Brown Act Requirements

Melissa Cushman: I would like to go over that quickly because questions have come up several times. And while I'm pass out what looks like a rather long presentation, I'm focusing only on 10 through 20, which I will skip through many of those. But just so we can talk about serial meetings, and the use of email, telephone and any other telecommunication ways of communicating, and how those intersect with the serial meeting prohibitions. So if you wouldn't mind turning to Slide 10 to start with, which is on Page 4. Basically the point of all this is that serial meetings are illegal, and I know everyone here does understand that.

But there is some confusion about sometimes what is okay in emails, telephone conferences, things like that. So again, serial meetings are prohibited. So our whole goal is to make sure they're not happening, and not only that they don't happen, but that there's no appearance of them happening. Under the Brown Act, appearances are also very important, and not just actual violations of the law. And so the goal is to get where no member of the public would think, looking at the factual circumstances, that a serial meeting is going on.

Basically the Brown Act prohibits the majority of members of a legislative body, outside a publicly noticed meeting, from any series of communications of any kind, including through intermediaries, that discuss, deliberate or take action. And while usually people aren't getting together by email and taking action – although that obviously is possible – the problem is the discussion. And so in some of the emails or telephone calls that can go around, or people could also text. People could also use an individual as an intermediary. Some discussion could start happening of an item, and we just want to make sure that that's not happening.

Vicki Long: So just for clarification, if I were to talk to Rick, and then tell him, "Danny needs to know this" –

Danny Martin: You just call me.

Melissa Cushman: Rick is not a voting member.

Danny Martin: Yeah, you can talk to Rick all you want.

Melissa Cushman: You don't want Rick to talk to Rose and Danny because you've just created, what, if you look at Slide 12, is kind of the wheel and spoke model of where one person goes to various individual voting members and creates a serial meeting, even if it's through someone who can't vote.

Rick Neugebauer: I hate being the axle.

Melissa Cushman: Another possibility is if Vicki emails Danny, who emails Rose, who emails, you know, on and on, and that way, you created a serial meeting by just one at a time going on.

Danny Martin: But can't the president or chair send out informative information to everybody?

Melissa Cushman: Anyone can send out informative information. The problem is what does that mean? What is information? And I think that's where the confusion really comes from. And our recommendation is to avoid – in order to avoid the appearance of improper serial meetings, the only information that should be sent out to either everyone or serially, it should be entirely factual. It should not express your opinion on a subject. It shouldn't express your intention of the way you want to vote or your opinion on how people should vote or anything like that.

And if it's just, the SAWA meeting is next week. Everyone is invited. That is purely informational. Okay? There is no problem there. If Danny replies all and says, you know, "I think we should vote for something, something related to SAWA," suddenly he has just created a discussion.

Danny Martin: How about vote for Martin for Water?

Rose Corona: No.

Melissa Cushman: Again, it's only materials that are the proper subject of a board meeting. So if you want to invite everyone to a party at your house to celebrate your 50th wedding anniversary or something like that, that's acceptable. Although obviously if you're all getting in the same room for any purpose, you need to make sure not to discuss –

Danny Martin: District business.

Melissa Cushman: – district business. But any time the information is being sent out, either to everyone at once through a wheel and spoke or through the kind of serial chain, the kind of daisy chain look, if it's something besides just factual information, then that's a problem. If it's coming from county council, my role is to present information in the form of county council opinion, for example. So you will be getting emails from county council

that express opinions. I do not vote, so that is not a problem. If you reply all to the county council opinion, that can suddenly create a serial meeting, unless there's a typo and I don't understand what you said.

That's again, requesting merely information.

Vicki Long: Because then we're using you as a conduit.

Melissa Cushman: Exactly. And I would not like to be used as a conduit.

[Crosstalk]

Melissa Cushman: Everyone can email me with questions, everyone can email me with, "Can I send this out to everyone?" and I would be happy to look at that. You know, copy Greg Priamos as well, please because the two of us will work together to make sure there's always full coverage for both the county and the district, because we represent the district. I'm sorry, Rose, you had a question?

Danny Martin: No, we've got –

Melissa Cushman: Okay. You're just noticing the time. So please read through this. There are examples. There are a couple of hypotheticals, and the most important parts are don't reply all for pretty much any reason.

Vicki Long: And if you blast, don't have an opinion.

Melissa Cushman: Yes, just purely informational, purely factual. And if you want to do something that you're not sure about, please send it to me first.

Dave Kuhlman: Okay.

Rose Corona: Okay.

Dave McElroy: You just asked me to send something to everyone that was –

Vicki Long: But don't put your opinion –

Rose Corona: It's purely informational.

Melissa Cushman: You are not a voting member.

Danny Martin: You're not a voting member, so you can send it out.

Dave McElroy: Oh, just for information.

Melissa Cushman: You can state what your opinion is and send it to everyone, and you're not creating a serial meeting until someone responds.

Vicki Long: And then put on your email – just the email portion with the attachment, just say, "Do not respond."

Melissa Cushman: Or please do not reply all.

Vicki Long: Do not respond.

Melissa Cushman: Do not reply all. Anyone can respond to him, and that's usually appropriate. If you have a question, please respond only to me, or copy county council and respond only to me. And then that way, if I see something going on that's a problem, we try to then reply all saying, "Okay, everyone, just wait a second. Please stop replying all. Contact us directly. Contact an individual directly."

End of transcript for this portion of the meeting

c. Legal status of the EMARCD using Supervisor Jeffries office for mail collection and a district mailing address.

District Counsel Cushman indicated that her office had review the statutes pertaining to the RCDS, general law requirements, the California Conservation District Director's Handbook and call the CARCD and spoke to Steve Anderson who is the attorney for RCRCDD and a number of other RCD's and noted that all of them agreed that there was no problem with using Supervisor Jeffries office for a mailing address or office space as long as the EMARCD was indicated on the address label.

d. Discussion of contracts for field modification of Bear Creek HOAs and the discussion of direction.

Director Martin recognized Director Long to address this issue. Director Corona asked if this was going to be a long presentation. Following is the transcript from this point in the meeting:

Vicki Long: No. Because all I want you to do is allow me to give these contracts to county council, and then I have one more that came up this week. And the field mod that I've been talking about forever, the field modification in Bear Creek, they're anxious to get this done, and I have been working on these contracts already, but we need county council to review and work with their council to make changes or whatever we need to do for our signatures. And I had signed one, but that's old. And we had to wait for bird season, and now fire season's here, and they're really anxious for us to get working.

So if the board would allow county council to work on these contracts and move forward –

Melissa Cushman: Has the rest of the board seen them?

Vicki Long: No.

Rose Corona: They're in these packets. These are.

Danny Martin: These are the maintenance service agreements?

Melissa Cushman: Are these these?

Rose Corona: Bear Creek Development Project.

Vicki Long: That's the old one. Here's the new one. There's two – because they modified them. And there will be three. So if you guys will allow county council to work on this. And if we're going to have a special meeting, then maybe we could sign these contracts after you guys work on them. I don't want to wait to send out signed contracts when –

Melissa Cushman: Before anyone signs them, they will have to review them as well. I was just asking for the status.

Vicki Long: So what I'm looking for is direction to give to county council so that we can get working on this field modification.

Rose Corona: I'll second.

Danny Martin: Call for a vote.

Vicki Long: Aye.

Rose Corona: Aye.

David Kuhlman: Aye.

Danny Martin: Motion passed.

Melissa Cushman: You don't actually have to vote to give something to county council. Anyone can give me anything.

Vicki Long: But we're giving direction.

Rose Corona: We want you to feel included.

Vicki Long: They're hoping to get this done 1st of October.

[Crosstalk]

Melissa Cushman: You know, I can try my best to look at them tomorrow.

[Crosstalk]

Melissa Cushman: **[Inaudible]** any contact information of who –

Vicki Long: I will. And I'll give you – I just brought those so you have a hard copy. Do you guys want to look at them real quick?

Danny Martin: We'll get them.

Rose Corona: We'll get to it.

Melissa Cushman: You could actually contact all the board members send this out, and with the contact information, who they need to contact. That is, again, purely information only. A good example” End of transcript at this point in meeting.

REPORTS

Due to time constraints, Director Martin did a round table review to see if District Counsel, Directors, Associate Directors or any agencies had any reports. All indicated there were no reports. Director Martin asked if there were any SAWA Fire Safe Reports and Director Long indicated that since SAWA's been doing their audit the fire safety council had gone quiet so there was nothing to report.

FUTURE AGENDA ITEMS

Director Long indicated Bear Creek should be put on as well as the audit and Director Martin said it would be put on

Motion to Adjourn meeting. Seconded by Rose Corona. Motion passed 4-0

Meeting end: 5:46 pm



Dave Kuhlman-Secretary/Treasurer - Date

10/8/15