

TRI-COUNTY WATER AUTHORITY

RESOLUTION NO. 22-09

RESOLUTION OF THE TRI-COUNTY WATER AUTHORITY APPROVING AN AMENDMENT TO ITS BYLAWS ADDING AN AT-LARGE SEAT TO THE BOARD

WHEREAS, the Tri-County Water Authority (the “Authority”) is a joint powers authority, formed pursuant to the Joint Exercise of Powers Act (Gov. Code §§ 6500 *et seq.*); and

WHEREAS, on September 4, 2015, Southwest Tulare County Water Resources Management Authority, predecessor to the Authority, adopted its Bylaws (“Bylaws”); and

WHEREAS, on July 31, 2018, the Authority revised its Bylaws as required by the Amended and Restated Joint Exercise of Powers Agreement dated January 1, 2017, which Bylaws, as may be revised from time-to-time; and

WHEREAS, Article VIII of the Bylaws empowers a majority of the Board of Directors of the Authority (the “Board”), at any regular or special meeting, to alter, amend, repeal, add to or delete from the Bylaws; and

WHEREAS, the Authority, as required under the Sustainable Groundwater Management Act, is authorized and empowered to manage groundwater usage within the Authority’s boundaries through the development and implementation of a groundwater sustainability plan (“GSP”); and

WHEREAS, the Authority’s GSP impacts all residents and landowners (collectively, the “Stakeholders”) located within the Authority’s boundaries; and

WHEREAS, the Board finds that Stakeholders within the Southeast Management Area of the Tule Subbasin, who are not represented by a Water District, lack appropriate representation on the Board given the broad scope and potential impact of the GSP; and

WHEREAS, the Board has determined it to be desirable to amend the Bylaws pursuant to Article VIII thereof to add an at-large Director seat to the Board in order to provide representation for such Stakeholders.

NOW, THEREFORE, THE BOARD OF DIRECTORS OF THE TRI-COUNTY WATER AUTHORITY does hereby resolve, declare and order as follows:

1. The above Recitals are deemed true and correct and are incorporated herein by this reference.
2. After due consideration of all of the relevant facts before and input from members of the public, the Board hereby approves and adopts the amendment to Article III (“Directors”) of the Bylaws in the form presented and attached hereto.

3. The Executive Director is authorized, directed and empowered to take such actions in the name of the Authority as may be reasonably necessary to solicit interested parties to be considered by the Board for appointment to the at-large seat on the Board created by said amendment.
4. If any section, subsection, sentence, clause, phrase, or portion of this Resolution is for any reason held to be invalid or unenforceable by a court of competent jurisdiction, the remaining portions of this Resolution shall nonetheless remain in full force and effect. The Board hereby declares that it would have adopted each section, subsection, sentence, clause, phrase, or portion of this Resolution, irrespective of the fact that any one or more sections, subsections, sentences, clauses, phrases, or portions of this Resolution be declared invalid or unenforceable.

PASSED AND ADOPTED this 8th day of September, 2022, by the following vote:

AYES: Nordstrom, VanderHam, Wilcox

NOES: None

ABSTAIN: None

ABSENT: Magden

**CERTIFICATE OF SECRETARY
OF
TRI-COUNTY WATER AUTHORITY,
a California joint powers agency**

I, Deanna Jackson, do hereby certify that I am the duly authorized and appointed Secretary of the Tri-County Water Authority, a California joint powers agency (the “Authority”); that the following is a true and correct copy of that certain resolution duly and unanimously adopted and approved by the Board of Directors of the Authority on the 8th day of September, 2022; and that said resolution has not been modified or rescinded and remains in full force and effect as the date hereof:

IN WITNESS WHEREOF, I have executed this Certificate on this 8th day of September, 2022.



Deanna Jackson, Secretary
Tri-County Water Authority

BYLAWS
OF THE
TRI-COUNTY WATER AUTHORITY

Revised: September 8, 2022

Revised: January 13, 2022

Revised: August 13, 2018

Adopted: September 4, 2015

Effective: January 1, 2015

**BYLAWS
OF THE
TRI-COUNTY WATER AUTHORITY**

**ARTICLE I
ORGANIZATION**

1.01 **Name.** The name of this joint powers authority is the Tri-County Water Authority (hereinafter referred to as the "Authority"). The Authority was previously called the Southwest Tulare County Water Resource Management Authority and changed its name to Tri-County Water Authority effective January 7, 2016, pursuant to that certain First Amendment to the Joint Powers Agreement.

1.02 **Purpose and Limitations.**

(a) **Purpose.** To support, in connection with and incidental to the transmission and distribution of water by the Authority's Joint Powers Agreement Signatories (as defined below), (i) minimizing the potential detrimental effects of floodwaters emanating from the Deer Creek, White River, and Poso Creek, within the combined service areas of the Authority's Signatories; (ii) seeking, through a variety of methodologies and developing technology not readily available to the individual Signatories of the Authority, to enhance the conjunctive potential for maximum beneficial use of water resources within the combined service areas of the Authority's Signatories; (iii) implementing the Sustainable Groundwater Management Act, codified at California Water Code Sections 10720, *et seq.*, as the Groundwater Sustainability Agency ("GSA"); and (iv) jointly coordinating and encouraging the most efficient forms of import, delivery, storage, retention and groundwater recharge opportunities presented by surface flows of water through the Deer Creek and White River watercourses during the full range of hydrologic cycles.

(b) **Forming Statute; Limitations.** The Authority is created as a joint powers agency pursuant to the provisions of the Government Code of the State of California relating to the joint exercise of powers common to public agencies. (Gov. Code § 6500, *et seq.*). On November 6, 2014, Angiola Water District and Deer Creek Storm Water District ("Original Signatories") entered into that certain "Joint Powers Agreement Creating the Southwest Tulare County Water Resource Management Authority". On January 7, 2016, the Original Signatories entered into that certain "First Amendment to the Joint Powers Agreement" to change its name to Tri-County Water Authority. The Original Signatories and the County of Kings entered into that certain "Amended and Restated Joint Exercise of Powers Agreement" effective January 1, 2017 (the "Joint Powers Agreement"). Effective as of May 21, 2018, W.H. Wilbur Reclamation District #825 became a signatory to the Joint Powers Agreement. Angiola Water District, Deer Creek Storm Water District, the County of Kings, and W.H. Wilbur Reclamation District #825 are collectively referred to herein as the "Signatories." The Authority is a public entity separate from the Signatories to the Joint Powers Agreement. Pursuant to Government Code section 6509, the County of Kings is the designated agency with respect to the Authority's exercise of power.

1.03 **Bylaws.** A copy of the Authority's Bylaws shall be kept at the Authority's Principal Office and shall be open to inspection by the public at all reasonable times during office hours. The Bylaws of the Authority may be amended, added to, or repealed by a majority vote of the Board of Directors ("Board") at any meeting of the Board, providing notice of the proposed change or changes is in the notice of the regular or special meeting.

ARTICLE II **OFFICES**

2.01 **Principal Office.** The principal office for the transaction of the activities and affairs of the Authority ("Principal Office") is located at 944 Whitley Avenue, Suite E, Corcoran, California 93212. The Board may change the Principal Office from one location to another. This Section may be amended to state the new location.

2.02 **Board Meeting Location.** The principal location of the Board meetings will be at the 944 Whitley Avenue, Corcoran, California 93212, in the second-floor conference room of Angiola Water District.

2.03 **Other Offices.** The Board may at any time establish branch or subordinate offices at any place or places, within or without the Authority's boundaries, where the Authority is qualified to conduct its activities.

ARTICLE III **DIRECTORS**

3.01 **Governing Board.** The governing board from each Original Signatory agency shall each appoint a Director and its General Manager/Secretary to serve on the Board. Each additional Signatory to the Joint Powers Agreement may appoint only a single director to serve on the governing board of the Authority. The County of Kings reserves the right to appoint a Director to the governing board, but as of January 1, 2017, the County of Kings has chosen not to. In addition to the Board seats so described, the Board shall, by majority vote, appoint one (1) additional Director to serve as an at-large member of the Board representing the Southeast Management Area located within the Tule Subbasin (the "At-Large Area"), who shall hold all of the attendant powers and responsibilities of a Board member; provided that such individual shall be chosen from among the residents or landowners residing in or owning land located within the At-Large Area, or be a representative of a landowner who owns land within the At-Large Area. Subject to Board's right of earlier removal upon a majority vote of the Directors' held during a regular meeting, each such At-Large Director shall serve a term which shall commence immediately upon appointment and which shall expire at 12:00 PM on the last day of the second fiscal year of the Authority to occur following such appointment, and may serve multiple terms if reappointed. No At-Large Director shall (a) take part in a vote by the Board regarding said Director's reappointment or removal, and, (b) notwithstanding any other provision of these Bylaws to the contrary, be counted for the purposes of quorum for such a vote. Except as may be in contradiction of this Section 3.01, all references to a "Director" or "Directors" in these Bylaws shall be inclusive of the At-Large Director described herein.

3.02 **Directors.** An alternate may be designated by a Director to act in place of that Director during his or her absence. Such designation shall be in writing by the designating

Director and shall be delivered to the Authority's Secretary.

3.03 **Vacancies.** Except with respect to any At-Large Director, should a vacancy occur or be found to exist in the office of a Director, that Director's alternate shall assume the position of a Director for the remainder of the fiscal year.

3.04 **Compensation.** No compensation shall be paid to a Director, except for specific, Board pre-approved activities, and only after receipt by the Authority of a specific written request from the Director.

3.05 **Increasing the Number of Signatories.** Upon the vote of a majority of the Board, other public agencies may be added as Signatories to the Joint Powers Agreement, and each such signatory shall acknowledge its agreement to the terms of the Joint Powers Agreement upon authorization of its governing board.

3.06 **Officers.** The officers of the Authority are the Chair, Vice-Chair, Secretary, and a Treasurer, if any. Officers may delegate certain duties and responsibilities to staff in accordance with these Bylaws and/or Board resolutions, and in compliance with all applicable laws.

(a) The Board shall, at its first meeting following January 1 of each year, elect a Chair and Vice-Chair from among its members. The Vice-Chair shall assume the responsibilities of the Chair in the absence of the Chair and the Chair's alternate.

(b) The Board may appoint an Executive Director under whose general supervision and control the activities of the Authority shall be conducted. The Executive Director has such other powers and duties as may be prescribed by the Board or these Bylaws.

(c) The Secretary will (1) keep or cause to be kept, at the principal executive office or such other place as the Board may direct, a book of summary minutes of all meetings and actions of Directors and committees of the Authority, with the time and place of holding, whether regular or special, and if special, how authorized, the notice given, the names of those present at such meetings and the proceedings of such meetings; and (2) give, or cause to be given, notice of all meetings of the Board and committees of the Authority required by the Bylaws to be given. The Secretary has such other powers and may perform such other duties as may be prescribed by the Board.

(d) The Board shall designate a qualified person to act as the Treasurer of the Authority. In the event that the person designated by the authority is not a member of the Board, the person serving as Treasurer may be reasonably compensated for performing such work. In the event that the person designated by the Authority to perform such services is an employee of a Signatory, the governing body of that Signatory shall determine the reasonable charges to be made against the Authority for the services of Treasurer. The person holding the position of Treasurer of the Authority shall have charge of the depositing and custody of all funds held by the Authority. The Treasurer shall perform such other duties as maybe imposed by provisions of applicable law, including those duties described in Government Code section 6505.5, and that may

be prescribed by the Board or these Bylaws.

ARTICLE IV **MEETINGS**

4.01 **Regular Meetings.** The Board shall hold regular meetings during the calendar year. Such meetings shall be on first Thursday of every other calendar month commencing at the hour of 1:00 p.m., or the Board may annually adopt a schedule of regular meetings at the beginning of the fiscal year.

4.02 **Special Meetings.** Special meetings may be called by two directors or the Executive Director and held in compliance with the Ralph M. Brown Act. The agenda shall specify the business for which the special meeting is called and no other business shall be transacted at that meeting.

4.03 **Compliance with the Ralph M. Brown Act.** All regular and special meetings of the Authority's Board shall comply with the Ralph M. Brown Act codified at California Government Code sections 54950 *et seq.*, as amended.

4.04 **Quorum.** A simple majority of the authorized number of Directors constitutes a quorum of the Board for the transaction of business and a simple majority vote of that quorum shall be required for action to be taken.

ARTICLE V **POWERS**

5.01 **Actions: Property Acquisition: Eminent Domain.** The Authority shall have the power to sue and be sued. The Directors thereof shall have power in the name and on behalf of the Authority to purchase, receive by donation or acquire by condemnation any rights of way or other real or personal property necessary to carry out the purposes for which the Authority was formed, and for that purpose, all of the provisions of the Code of Civil Procedure relating to eminent domain are applicable to proceedings by the Authority to condemn property.

5.02 **Employees: Consultants: Legal Counsel.** The Board shall have the power to employ such engineers, surveyors and others as may be necessary to survey, plan, or locate, or supervise the construction or repair of, the improvements necessary to carry out the purposes for which the Authority was formed; to construct, maintain and keep in repair any and all improvements, requisite or necessary to carry out the purposes of the Authority; and to do any and all other acts and things necessary or required for the protection of the lands in said boundaries of the Authority from damage from storm waters and from waters of any unnavigable stream, watercourse, canyon or wash; or for the spreading, conserving, storing, retaining or causing to percolate into the soil within such Authority any or all of such waters; and to employ the services of any person, legal or otherwise, which in the judgment of said Board may be necessary to carry out said purposes.

5.03 **Accounting.** The Board shall establish and maintain such funds and accounts as may be required by Generally Accepted Accounting Principles and by Federal and State statutes and regulations, as applicable. The Authority shall comply with the accounting and

auditing requirements contained in California Government Code sections 6505-6505.6. The members of the Authority shall be responsible for the fees and costs incurred by the Authority, and those members shall divide such fees and costs equally between them.

5.04 **Auditor.** The Board shall appoint one of its officers to serve as auditor of the Authority. The auditor shall comply with the duties and responsibilities of the office as set forth in subdivisions (a) to (d), inclusive, of California Government Code section 6505.5.

5.05 **Bonds.** Whenever the Board deems it necessary for the Authority to incur a bonded indebtedness, it shall, by resolution, so declare and state the proposition to be submitted to the electors, the purpose for which the proposed debt is to be incurred, the amount of the debt to be incurred, the maximum term the bonds proposed to be issued shall run before maturity, which shall not exceed twenty (20) years, and the maximum rate of interest to be paid, which shall not exceed six per cent (6%) per annum, payable semiannually.

ARTICLE VI **FISCAL YEAR**

6.01 **Fiscal Year.** The fiscal year for the Authority shall begin on January 1st and end December 31st of each year.

ARTICLE VII **CONFLICTS OF INTEREST**

7.01 **Conflicts of Interest.** Pursuant to Government Code section 1090, Directors and Officers shall not have an interest in any contract made by the Authority.

ARTICLE VIII **REVIEW AND AMENDMENT**

8.01 These Bylaws shall be reviewed biennially and may be altered, amended, repealed, added to or deleted from, at any regular or special meeting of the Board, with the consent of a majority of the Directors.

CERTIFICATE OF ADOPTION

I, the undersigned, certify that I am the duly appointed and authorized Secretary of the TRI-COUNTY WATER AUTHORITY, a California joint powers authority, and the above stated Bylaws, consisting of six (6) pages, are the Bylaws of this Authority as approved by the Board of Directors on the 8th day of September, 2022.

Dated: September 8, 2022



DEANNA JACKSON, Secretary