

**South San Joaquin Groundwater Sustainability Agency
Special Meeting
Manteca, California
September 5, 2018**

The Governing Board of the South San Joaquin Groundwater Sustainability Agency (SSJGSA) met in a special session at the South San Joaquin Irrigation District (SSJID) Board Room at 9:00 a.m. Director Holmes called the meeting to order and led the flag salute.

Upon roll-call the following members were noted present:

DIRECTORS: Tammy Alcantor, City of Escalon
Robert Holmes, South San Joaquin Irrigation District
Dale Kuil, South San Joaquin Irrigation District
Leo Zuber, City of Ripon

ABSENT: Dave Kamper, South San Joaquin Irrigation District

Also present were SSJID General Manager, Peter Rietkerk; SSJID Engineering Department Manager, Forrest Killingsworth; Special Groundwater Counsel, Valerie Kincaid; SSJID General Counsel, Mia Brown; and SSJID Clerk of the Board, Betty Garcia.

Public Comment – None

ACTION CALENDAR

Item #1 - Consider approval of the meeting Minutes of January 24, 2018

A motion was made by Director Zuber and seconded by Director Alcantor to approve the minutes as submitted. The motion passed 4 to 0 by the following vote:

AYES: ALCANTOR HOLMES KUIL ZUBER
NOES: NONE
ABSTAIN: NONE
ABSENT: KAMPER

Item #2 – Review and consider approval of bylaws

Director Zuber asked if the budget for the South San Joaquin Groundwater Sustainability Agency would be on a calendar year budget. Mr. Rietkerk said yes and that currently the Water Treatment Plant would be going to a calendar year budget as well. He said the District is happy to provide a regular expenditure report to the members.

A motion was made by Director Zuber and seconded by Director Alcantor to accept the Bylaws that were submitted. The motion passed 4 to 0 by the following vote:

AYES: ALCANTOR HOLMES KUIL ZUBER
NOES: NONE
ABSTAIN: NONE
ABSENT: KAMPER

BYLAWS FOR THE

SOUTH SAN JOAQUIN GROUNDATER SUSTAINABILITY AGENCY

ADOPTED

SEPTEMBER 5, 2018

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PREAMBLE

These Bylaws are adopted and effective as of, September 5, 2018, pursuant to that Memorandum of Agreement to form the SOUTH SAN JOAQUIN GROUNDATER SUSTAINABILITY AGENCY dated April 5, 2017 (Agreement).

ARTICLE 1. THE AGENCY

1.1 NAME OF AGENCY. The name of the Association created by the Agreement shall be the South San Joaquin Groundwater Sustainability Agency (Agency).

1.2 OFFICE OF AGENCY. The principal office of the Agency shall be at the offices of the South San Joaquin Irrigation District, 11011 E. Highway 120, Manteca, CA 95336, or at such other location as the Board may designate by resolution.

1.3 POWERS. The powers of the Agency shall be those common to the Parties of the Agreement which are necessary and proper for the carrying out the purposes of the Agreement, including all things necessary and proper to carry out the purposes and duties of a Groundwater Sustainability Agency.

1.4 EXECUTION OF DOCUMENTS. All contracts, resolutions, and other documents shall be signed in the name of the Agency by the Board Chair, and countersigned by its Secretary. Checks shall be signed in accordance with Section 7 of these Bylaws.

ARTICLE 2. BOARD OF DIRECTORS

2.1 BOARD OF DIRECTORS. The Agency shall be governed by a Board of Directors (Board) as set forth in Section 3 of the Agreement.

2.2 PROCEDURE FOR APPOINTMENT OF DIRECTORS

2.2.1 Appointment. Each Member is responsible for appointing a Director and alternate Director, pursuant to its own procedures and authorities.

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

ARTICLE 3. BOARD MEETINGS

3.1 MEETINGS. The Board shall meet regularly, at least once per quarter, and more often as needed. Special meetings of the Board may be called by the Chair or any three (3) directors by written request. Board meetings shall be coordinated through the Secretary and conducted in compliance with these Bylaws and the Ralph M. Brown Act (Government Code sections 54950 et seq.)

3.2 QUORUM. In determining a quorum as defined by Section 3.3 of the Agreement, Alternate Directors attending meetings shall not be counted as part of any meeting quorum unless such Alternate Director is formally representing an absent appointed Director.

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

3.3.1 Call to Order.

3.3.2 Roll Call.

3.3.3 Public Comment

3.3.4 Approval of Minutes of the Previous Meeting(s).

3.3.5 Agenda Items, including any appropriate combination of consent items, regular business items, other action items or public hearing items.

3.3.6 Oral reports, updates, and communications from Directors and Staff.

3.3.7 Adjournment.

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

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

ARTICLE 4. OFFICERS

4.1 OFFICERS. The Officers of the Agency are the Chair, Vice-Chair, Secretary, and Treasurer, as provided for in Article 8 of the Agreement. All Directors are eligible to serve as an Officer. The Chair and the Vice Chair must be Directors. The Secretary may be a Director or an employee of any entity that is a member of the Agency. The Treasurer shall be appointed consistent with Section 4.7.4 of these bylaws, and shall not be a Director.

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

4.3 REMOVAL OF OFFICERS. An Officer may be removed, with or without cause, by a majority vote of the Board at a regular or special meeting.

4.4 VACANCIES. Any vacancy in the offices because of death, resignation, removal, disqualification, or any other cause will be filled for the balance of the vacated term in the manner prescribed in these Bylaws for regular appointments to that office; provided, however, that such vacancies may be filled at any regular or special meeting of the Board.

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

4.6 RESPONSIBILITIES OF OFFICERS.

4.6.1 Chair of the Board. The Chair of the Board shall preside at meetings of the Board and exercise and perform such other powers and duties as may be assigned to him/her by the Board or prescribed by these Bylaws.

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

4.6.3 Secretary. The Secretary shall perform or cause to perform, but not be limited to, the following duties:

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

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

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

4.6.4 Treasurer.

I. The Board shall appoint the Treasurer from one of the Agency's Members' employees or an independent certified public accountant. The Treasurer may not be a Director. The Treasurer shall perform, but not be limited to, the following duties:

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

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

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

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

5.1 BOARD COMMITTEES. The Board may establish ad-hoc, temporary or permanent Board Committees composed entirely of Board Members to facilitate conduct of its work. Board Committees, whether temporary or permanent, shall exercise only those powers specifically authorized by the Board and which are necessary and proper for carrying out the purpose(s) of the Committee, except no Committee shall have the authority to do any of the following:

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

5.1.2 Amend or repeal the Bylaws or adopt new Bylaws;

5.1.3 Amend or repeal any resolution of the Board; or

5.1.4 Appoint any other committees of the Board or the members of these committees. All Board Committees shall comply with the Ralph M. Brown Act if applicable, and shall provide regular updates to the full Board about their activities and the progress of their work.

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

5.3 **ADVISORY COMMITTEES.** The Board may establish one or more advisory committees to assist in carrying out the purposes and objectives of the Agency.

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

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

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

ARTICLE 6. AGENCY ADMINISTRATION, MANAGEMENT AND STAFFING

6.1 **COLLABORATIVE MANAGEMENT.** Except for the Agency's Treasurer function, Agency administration and management will be conducted using a collaborative staffing model in which the professional and technical staff of the member agencies work together to provide staff leadership, management and administration of the agency.

6.1.1 **Staffing Support for Agency Officers and Board Members.** Senior level executive staff will work together to provide staff support for the Agency Officers and Board members. Board agenda and meeting materials will generally be prepared by or reviewed by one or more members of the executive staff prior to being finalized. Should member agency senior level staff not be in agreement on any topic, the Agency Board Chair and Vice-Chair will be consulted to provide the necessary direction. Any issue not resolvable by member agency senior staff and the Agency Board Chair and Vice-Chair will be referred to the full Board for decision.

6.1.2 **Staffing for Development of GSA and GSP.** Both senior level executive staff from the Agreement member agencies and other professional and technical staff from the member agencies will be involved in providing staff support for the Agency. In addition, to the extent the Agency decides necessary, it may hire outside consultants and/or employ staff.

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

ARTICLE 7. FINANCES

7.1 DEPOSIT AND DISBURSEMENT OF FUNDS. All funds of the Agency shall be deposited in one or more depository accounts as may be designated by the Board. Such accounts shall be independent of any account owned by or exclusively controlled by any of the Members. No disbursements of such funds shall be made unless the same shall have been approved in the annual operating budget, or otherwise specifically approved by the Board. All disbursements shall be by check, wire transfer, or Automated Clearing House, (also known as "ACH"). All checks require the signature of the Treasurer and any one Director. Disbursements in excess of five thousand dollars (\$5,000) may only be issued upon the written approval of the Treasurer and Chair, or in the Chair's absence, the Vice-Chair. These written approvals of the Chair or Vice-Chair may be requested and granted by email in order to facilitate efficient operation of the Agency.

7.2 BUDGET. The fiscal year shall be the year ending December 31. The Agency shall operate pursuant to an operating budget to be adopted prior to the beginning of each new fiscal year and as required within the Agreement. The Agency shall endeavor to operate each year pursuant to the annually accepted budget. Amendments to the annual budget shall be reviewed and acted upon by the Board at a regularly or specially scheduled Board meeting. If the budget calls for cash contributions from the members, the Treasurer will issue periodic billings to the Members for their respective shares of the required cash contributions over the course of the year on a schedule approved by the board. Members shall pay their respective shares of the cash contributions within 30 days after receiving the periodic billings from the Treasurer.

ARTICLE 8. DEBTS AND LIABILITIES

The debts, liabilities and obligations of the Agency may be taken on by one or all the Members. Prior to accepting or taking on debts, liabilities or obligations of any or more than one of the Members, the Members shall agree upon the liability of each Member in the debt, liability and/or obligation.

ARTICLE 9. RECORDS RETENTION

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

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

9.1.2 Minutes in written form of the proceedings of Its Board, and committees, and advisory committees, if any.

9.1.3 Any other such records as may be required under the California Public Records Act or other applicable law.

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

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

9.3 INSPECTION RIGHTS.

9.3.1 Any Member may inspect the accounting books and records and minutes of the proceedings of the Board and committees of the Board, at any reasonable time, for a purpose reasonably related to such person's Interest.

9.3.2 Any inspection and copying under this Section may be made in person or by an agent or attorney or the entity entitled thereto and the right of inspection includes the right to copy.

9.4 MAINTENANCE AND INSPECTION OF AGREEMENT AND BYLAWS. The Agency will keep at its principal office the original or copy of the Agreement and these Bylaws as amended to date, which will be open to inspection by the Agency or any Member at all reasonable times during office hours.

9.5 INSPECTION BY DIRECTORS. Every Director has the absolute right at any reasonable time to inspect all non-confidential books, records, and documents of every kind and the physical properties of the Agency. This inspection by a Director may be made in person or by an agent or attorney, and the right of inspection includes the right to copy and make extracts of documents.

9.6 INSPECTION BY PUBLIC. The Agency is subject to the public inspection and reproduction requirements of the California Public Records Act.

ARTICLE 10. AMENDMENT

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

ARTICLE 11. DEFINITIONS AND CONSTRUCTION

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

Item #3 – Update regarding Eastern San Joaquin Groundwater Authority activities

Mr. Rietkerk said perhaps the group can meet more regularly so that information can be reviewed in smaller chunks. He said the purpose of this item is to provide the SSJGSA Governing Board with an update on actions and activities within the Eastern San Joaquin Subbasin toward compliance with SGMA. He stated that SSJID staff continues to participate in the Eastern San Joaquin Groundwater Authority's (GWA) groundwater sustainability plan (GSP) development.

Currently Woodward and Curran, Consultants, began facilitating development of the GSP in early spring 2018 by working with the GWA Board to set expectations for schedule and to develop a framework through which to organize participation, input, and feedback for the GSP process. The GWA developed an Advisory Committee and Stakeholder Workgroup within the GWA for participation and oversight in the GSP development. The Stakeholder Workgroup includes a diverse group of socioeconomic, political, and organizational interests from the public at large. Woodward and Curran's scope includes developing stakeholder outreach opportunities like the public workshop that was held on August 29, 2018.

The GSP must be submitted by January 2020. SGMA legislation defined six (6) sustainability indicators that are required to be considered in the development of a GSP for the subbasin. The indicators are: Reduction in groundwater storage; Seawater intrusion; Degraded groundwater quality; Land subsidence; Depletion of Interconnected surface water; and Chronic lowering of groundwater levels.

Mr. Rietkerk reviewed a power point presentation with the Board that included Model updates; historical water budgets; minimum thresholds, measurable objectives, data management, projected water budgets, management areas, and hydrogeologic conceptual models.

The next steps for the SSJGSA member agencies to consider at the staff and board level in the future are:

GWA GSP Coordination

- Coordinate on potential water quality that may currently exist or are related to lowering of groundwater elevations
- Review proposed monitoring network and determine if City/SSJID have other proposals for well location
- Review proposed thresholds and provide formal comment back to the GWA and consultants
- Develop projects list that may be used to attenuate and/or stabilize the groundwater basin

SSJGSA Coordination:

- Hire groundwater consultant for on-call technical review services
- Continue to discuss merits of migrating the SSJGSA toward a Joint Powers Agreement and away from the MOA

Mr. Rietkerk asked the Directors from Escalon and Ripon if they have topics for groundwater to submit the information to him.

Item #4 – Communications

Mr. Bere Lindley, Assistant General Manager for SSJID reviewed the year-to-date financial statements of the SSJGSA with the group. He said the unused funds received from the members total \$139,711. He stated the unused member contributions could carry over as a credit to the next year and SSJID would forego the October billing to the member agencies. Mr. Lindley noted that currently the funds are co-mingled with SSJID's funds and that he does not plan to establish a separate checking account exclusively for the SSJGSA until the SSJGSA becomes a distinct formal entity. He also stated that a bank will require a tax payer identification number before opening an account in the name of the SSJGSA. Staff and the board understood that SSJID could not comply with the newly approved bylaws for bank account administration until the joint powers entity is created.

Item #5 - Adjournment

There being no further business to discuss, a motion was made by Director Kuil and seconded by Director Zuber to adjourn the meeting at 11:14 a.m. The motion passed 4 to 0 by the following vote:

AYES:	ALCANTOR HOLMES KUIL ZUBER
NOES:	NONE
ABSTAIN:	NONE
ABSENT:	KAMPER

ATTEST:

Betty L. Garcia, Clerk of the Board