SAWA MEETING MINUTES

January 28th, 2021
Meeting Location:
1835 Chicago Avenue, Suite C
Riverside, CA 92507
9:00 A.M.

BOARD ADMNISTRATIVE ITEMS

I. CALL TO ORDER

Chairperson Neugebauer called the meeting to order at 9:02 A.M.

II. INTRODUCTIONS

(Via Zoom Conference Call)
Melody Aimar – SAWA; Mandy Parkes – IERCD; Brett Mills – SJBRCD; Greg Powers – Jackson Tidus; Kerwin Russell – RCRCD; Brian Brady – SAWA; Rick Neugebauer – TEAMRCD; Dick Zembal – OCWD; Bonnie Johnson – OCWD; James Law – SAWA; Chris Jones – SBVMWD; Jennette El Morsy – SAWA;

III. PUBLIC INPUT – Oral communication from the public audience on any subject matter within SAWA's subject matter jurisdiction. There was no public input at this time.

IV. CONSENT CALENDAR

a. Approve Minutes for December 17, 2020
Director Zembal moved to approve the minutes for December 17, 2020. Director Parkes seconded and the motion passed unanimously, 5-0

Neugebauer	Aye	Russell	Aye	Parkes	Aye
Zembal	Aye	Mills	Aye		

b. Approve Financial Statement for December 2020
Director Russell moved to approve the financial statement for December 2020. Director Zembal seconded and the motion passed unanimously, 5-0

Neugebauer	Aye	Russell	Aye	Parkes	Aye
Zembal	Aye	Mills	Aye		

V. DISCUSSION ITEMS

a. ILF Project – Brian Brady
Mr. Brady reported that SAWA continues to work through issues on OCWD land associated with the ILF program. Mr. Brady is hopeful that by February, SAWA will have a more complete report for the Board.

b. Treasurer's Report – Dick Zembal
Mr. Zembal reported that OCWD constructed a deal where SAWA could do a Fish and Game past mitigation that had never been placed on OCWD property just above River Road near the Russell Palm Grove. In payment for the use of OCWD land, OCWD requested $7,500 an acre. That compensation was paid back to OCWD and has been placed into an arundo maintenance fund. Those funds will be available, just the way OCWD funds held by SAWA have been

available in the past. Mr. Zembal reported that the CFO felt compelled to hold it at OCWD rather than putting it into SAWA coffers and that money will sit there. Mr. Zembal added that Mr. Brady is still trying to figure out what to do about so-called owed mitigation for past corps projects. Mr. Brady reported that there are 17.66 acres, within the boundary.

VI. ACTION ITEMS

a. Discussion and Possibly Action Regarding Procedure to Approve New Designating Agencies on SAWA's Board of Directors

Mr. Brady reported that the Board requested an action item for discussion of possible action regarding procedure to approve new designating agencies on SAWA's Board of Directors. Mr. Brady provided an updated presentation from the Board's initial discussions in December 2019. The presentation included an overview of SAWA's History, Proposed Policy, SAWA's Forward Looking Goals since 2019, What a New Board Seats (A Members) Agencies Should Reflect, Designating Agency/Director Fiduciary Duties and Designating Agency Vetting Procedure.
The Board discussed creating procedures/policies for designating agencies on SAWA's Board of Directors.
Director Mills reported that SAWA could work with new partners that bring in funds and more project opportunities without that agency becoming a SAWA Board Member. Director Mills added that collaborating with other agencies and those agencies being a SAWA Board Member are not mutually exclusive. Director Mills also referred to the letter that SJBRCD's Board presented to SAWA's Board at the June 2019 Board Meeting.
Director Parkes reported that as organizations change and evolve over time, it is always valuable to have a policy in place for expanding the Board. Director Parkes reported that the key to a non-profits success is not annual question mark funding, but long-term watershed wide monitoring funding. IERCD's Board think, if there is a valuable partnership that SAWA should vet and everyone should be comfortable with it. Director Parkes added that IERCD would like to see SAWA continue policy development, have the Board look at the policy, make edits, discuss how the process may be different, etc. and have it in SAWA's Policies and Procedures so the Board is aware of it.
Director Russell reported that if the Board looks at SBVMWD coming on as a Board Member, it could be a conflict of interest if they are overseeing the funds that they are providing. Director Russell reported that it might put the Board not legally if not ethically at odds and as a voting Board Member it makes Mr. Russell uncomfortable as it could create complications with SBVMWD outside of SAWA. Director Russell added that there is a lot more going on than extending the Board.
Director Neugebauer reported that this needs to go back to staff for refinement. Director Neugebauer added that having additional Board Members might help and benefit SAWA as we move forward and grow. Director Neugebauer recommendation is that Executive Director Brady take this back under review and come back to the Board next month with some additional details on how to move forward.
Director Mills added that as Director Parkes had previously suggested, it is important the Board come up with policy and staff implements the policy. Director Mills added that it be a Board process and make sure the policy is acceptable to all the Board(s).
Director Parkes reported that SAWA staff would come up with the policy and the Board will review it.
Director Neugebauer reported that he would like to have a motion to have this agenda item go back to Mr. Brady and staff for some refinement and more clarity.
Director Parkes moved to have the agenda item go back to Executive Director Brady and staff to refine and clarify the procedure for approving a new agency on the SAWA's Board of Directors.
Director Zembal seconded and the motion passed unanimously, 5-0

Neugebauer	Aye	Russell	Aye	Parkes	Aye
Zembal	Aye	Mills	Aye		

Director Zembal asked a follow up questions: If the Board ever came to a decision to add an additional Board Member, what are the implication on the SAWA Bylaws? Director Zembal added that the Bylaws should be part of the information development that staff proceeds with for the procedure.
Legal Counsel Powers reported that the Bylaws, section 300, is what covers the addition of new "Category A" or "Category B" Directors to SAWA. Whatever policy is developed would have to be based on what is in the Bylaws already. The Bylaws contemplate SAWA's ability to add new "Category A" Directors or "Category B" Directors and the procedure laid out in the Bylaws is as follows. The first step is that there needs to be a 4/5 vote of the SAWA Board. Once cleared, then it goes to majority certified approval under the Bylaws. This means that it goes to each Board Member's respective agencies' Board and would need a simple majority vote, which is a 3/5 vote, of the member agencies' Board to ratify it.
Director Neugebauer left the meeting at this time and turned over the meeting to Vice-Chairperson Director Parkes.
Mr. Brady reported that staff reports submitted to Board and therefore could go without reporting individual project reports.

GENERAL ITEMS

VII. SAWA PROJECT REPORTS

a. Brian Brady, Executive Director – SAWA
b. Kerwin Russell – RCRCD
c. Dick Zembal – OCWD
d. Rick Neugebauer – Temecula-Elsinore-Anza-Murrieta RCD
e. Mandy Parkes – Inland Empire RCD
f. Brett Mills – San Jacinto Basin RCD
g. Bonnie Johnson – OCWD
h. Jennette El Morsy, Administrative Services Manager - SAWA
i. James Law, Habitat Restoration Services Manager – SAWA
j. Melody Aimar, Biological Programs Manager – SAWA

VIII. BOARD MEMBER COMMENTS

There were no Board Member comments at this time.

IX. NEXT MEETING – February 25, 2021 will be held at the SAWA Headquarters, 1835 Chicago Avenue, Suite C, Riverside, CA 92507 and remotely via Zoom.

X. ADJOURN – The meeting was adjourned at 9:51 A.M.

Notice: All open session agenda materials will be available for inspection by members of the public at the SAWA office located at 1835 Chicago Avenue, Suite C, Riverside, CA 92507. Please contact Maria Arellano at (951) 780-1012 x106 for this information (Government Code Section 54957.5). In compliance with the Americans with Disabilities Act and Government Code Section 54954.2, if special assistance is needed to participate in a Board meeting, please contact the Administrative Services Manager at (951) 780-1012 x101. Notification of at least 48 hours prior to meeting time will assist staff in assuring that reasonable arrangements can be made to provide accessibility at the meeting.

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