



CALIFORNIA ASSOCIATION OF MUTUAL WATER COMPANIES JOINT POWERS RISK  
AND INSURANCE MANAGEMENT AUTHORITY  
BOARD MEETING TUESDAY AUGUST 18, 2020 1:30 PM

Zoom Meeting

1. Call to Order. Vice President Michalko called the meeting to order at 1:31 PM.

2. Roll Call.

PRESENT

*Board Officers*

Jim Byerrum (President and Executive  
Director, California Domestic Water  
Company)

Ken Bradbury (Secretary, Montebello  
Land and Water Company)

Dave Michalko (Vice-President,  
Valencia Heights Water Company)

*Board Directors*

Dave Armstrong (South Mesa Water  
Company)

Palmer McCoy (Treasurer, Henry  
Miller Reclamation District #2131)

Ken Tchong (Sunny Slope Water  
Company)

Lisa Yamashita-Lopez (Rubio Cañon  
Land and Water Association)

*Staff*

Jim Ciampa (General Counsel)

Myra Malner (Assistant Secretary and  
Assistant Treasurer)

Adán Ortega (Communications  
Director)

Susan Allen (Managing Director)

Paul Fuller (Insurance Administrator)

*Members*

Korey Bradbury (Montebello Land &  
Water)

ABSENT

Doug Nunneley (Oildale Mutual Water Company)

Dave Pedersen (Las Virgenes Municipal Water District)

Mia Garza (Insurance Administrator)

2. Public comment. No public comment.

3. Approval of the Minutes of the CalMutuals JPRIMA Board Meeting on July 21, 2020 On a motion by Secretary Bradbury, seconded by Director Armstrong the minutes of the July 21, 2020 CalMutuals JPRIMA Board of Directors meeting were unanimously approved.

4. President's Report. General Counsel Ciampa reviewed the CalMutuals JPRIMA bylaws and called attention to Section 3.1 of the current Bylaws which requires that: "A person must be a director, manager or other employee of a Member in order to be eligible to serve on the Board." President Byerrum wrapped up his work as Special Advisor to California Domestic Water Company at the end of June, 2020. President Byerrum expressed that serving on

Board has been an honor and pleasure. Vice President Michalko and Director Yamashita-Lopez thanked Mr. Byerrum for the time and commitment he has invested in the Authority over the years.

Discussion of Director Succession Issues. The Board discussed potential alternatives with respect to service on the Board and retaining experienced volunteer directors, who provide unique and important leadership to the Authority. Insurance Administrator Fuller noted that CalMutuals JPRIMA is unique in making a representative of the Board accessible, which has been critical and appreciated by stakeholders. He further noted that the validation and confirmation by particular directors are often important with agencies like OSIP and partners like Zenith.

General Counsel Ciampa called the Board's attention to section 2.8 of the bylaws focused on nominations of Board members which permits nominations of a person affiliated in any way, including former Board member; and noted that one option might be to align the eligibility and the nominations language. The Board directed General Counsel to draft a bylaw amendment to do so. The Board further scheduled a special board meeting for Monday, August 24, 2018 1:30 PM to review and act on the amendment, noting that the broader succession planning issue needs to be addressed.

5. Discussion of JPRIMA Annual Meeting. The Board discussed how to proceed with the 2020 CalMutuals JPRIMA Annual meeting. While an in person meeting is desirable, in light of COVID 19 it is not realistic. The Board therefore directed staff to move forward with plans for a virtual meeting through Zoom.
6. Consideration and Potential Approval of California Special Districts Association Business Affiliate Gold Membership (\$2,500 annually). Managing Director Allen recommended that the Board join the California Special Districts Association (CSDA) as a Business Affiliate Gold member. The membership in CSDA will provide the Authority with exposure through advertisement and an active slate of Zoom webinars and meetings. Insurance Administrator Fuller supported the recommendation, noting that doing so will continue to expand the CalMutuals JPRIMA brand and the Authority's footing and reputation. Vice President Michalko shared his support as well, noting that he believed the investment was worth making. On a motion by Director Nunneley, seconded by Secretary Bradbury, the Board unanimously approved the proposal to join CSDA as a Business Affiliate Gold Member, with a membership in the amount of \$2,500 per year.
7. Consideration and Approval of Demand Sheet. Assistant Treasurer Malner reviewed the demand sheet included in the meeting packet with the Board. On a motion by Director Tchong, seconded by Secretary Bradbury, the demand sheet was unanimously approved.
8. Financial Report. Assistant Treasurer Malner reviewed the financial reports included in the meeting packet with the Board. She noted that estimated insurance fees for the year are 10% more than budgeted and additionally reported that the Authority likely will realize \$35,000 in potential savings for unexpended budgeted items. On a motion by Vice President Michalko, seconded by Secretary Bradbury, the financial report was received and filed as submitted.

9. Insurance Administrator's Report. Insurance Administrator Fuller provided an overview of the July insurance report included in the Board packet. Vice President Michalko extended a thank you to the insurance team for their hard work.
10. General Counsel's Report. General Counsel Ciampa reported that the Authority received a few questions about the impact of the previously approved bylaw change clarifying eligibility for membership in the Authority, but no opposition to that amendment. The Board directed Assistant Treasurer Malner to send the amended bylaws to support the Authority's tax exemption application being filed with the Internal Revenue Service.
11. Resources/Education Report. Managing Director Allen shared highlights of the Resources and Education report included in the board meeting packet. She noted that in response to a flurry of calls from newly elected mutual water company board members with questions about essentials needed to understand their roles with their mutual water companies, General Counsel Ciampa created a checklist for new directors to help address this question (included in the board meeting packet).
12. Communications Report. No Communications report.
13. Director Comments. Director Tchong advised the board that Sunnyslope recently initiated a Workers' Compensation audit and shared the auditor's focus has been on independent contractors.
14. Adjournment. Vice President Michalko adjourned the meeting at 2:14 PM.

Agenda Posted: August 13, 2020

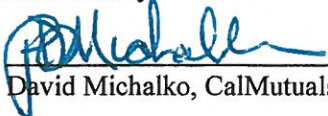
SECRETARY'S CERTIFICATE:

I certify that the foregoing is a true and correct copy of the minutes approved by the Board of Directors.

  
 \_\_\_\_\_  
 Kenneth Bradbury, CalMutuals JPRIMA Secretary

9/23/20  
 \_\_\_\_\_  
 Date

Affirmed By:

  
 \_\_\_\_\_  
 David Michalko, CalMutuals JPRIMA, Vice President

9/23/20  
 \_\_\_\_\_  
 Date