



CALIFORNIA ASSOCIATION OF MUTUAL WATER COMPANIES AND
 CALIFORNIA ASSOCIATION OF MUTUAL WATER COMPANIES JOINT POWERS RISK AND
 INSURANCE MANAGEMENT AUTHORITY
 1370 N. Brea Blvd., Ste. 238 Fullerton, California 92835 (714) 449-3397

JOINT BOARD OF DIRECTORS MEETING
 THURSDAY, DECEMBER 6, 2019 10:30 AM
 Green Street Tavern- 69 West Green St. Pasadena, CA 91105

MINUTES

- 1) **Call to Order:** CalMutuals President, Lisa Yamashita-Lopez called the meeting to order at 10:32 a.m.
- 2) **Roll Call of Board Members:**

<p>JPRIMA Present: Board Officers: Ken Bradbury (Secretary, Montebello Land and Water Company) Dave Michalko (Vice President, Valencia Heights Water Company)</p> <p>Board Directors: Lisa Yamashita-Lopez (Rubio Canon Land & Water Association) Dave Armstrong (South Mesa Water Company) Doug Nunneley (North of the River Municipal Water District) Ken Tcheng (Sunny Slope Water Company)</p> <p>Staff: Jim Ciampa (Legal Counsel) Adan Ortega Susan Allen (Managing Director) Myra Malner (Assistant Secretary & Assistant Treasurer)</p> <p>Absent: Jim Byerrum, President and Executive Director Palmer McCoy, Treasurer (Henry Miller Reclamation District #2131) Jacqui Noel (El Dorado Irrigation District) Paul Fuller, Insurance Administrator Mia Garza, Insurance Administrator</p>	<p>CalMutuals Present: Board Officers: Lisa Yamashita-Lopez (President) Dave Armstrong (Vice President) Dave Michalko (Secretary)</p> <p>Board Directors: Ken Bradbury Doug Nunneley Ken Tcheng</p> <p>Staff: Jim Ciampa (Legal Counsel) Adan Ortega (Executive Director) Susan Allen (Treasurer) Myra Malner (Assistant Secretary & Assistant Treasurer)</p> <p>Participants: Absent: Jim Byerrum (Director), Rick Cook (Director), Michael Palazzo (Director)</p>
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3) **Review and Approval of 2019-23 Strategic Plan**

CalMutuals' Executive Director, Adan Ortega, facilitated review of the CalMutuals 2019-23 strategic plan. On a motion made by Vice President Armstrong and seconded by Secretary Michalko the CalMutuals strategic plan was unanimously approved.

The Board provided the following feedback on the plan:

- Consider hosting a workshop focused on the newly enacted water service termination law, SB 998, and its expected impacts on small systems.
- Continue collaboration with the Utility Finance Officers. Presentations have been scheduled with Rancho California and Coachella early in 2019.
- Schedule meeting with CalMutuals leadership and new ACWA Executive Director, Dave Eggerton. Jim Ciampa to follow up on possible opportunity in association with January 30, 2019 Public Water Agencies Group meeting in southern California.

Review of the JPRIMA 2019-23 strategic plan was deferred to the January Board meeting.

JPRIMA Business:

4) Public Comment: None

5) Approval of the Minutes of the November 13, 2018 JPRIMA Board Meeting

On a motion made by Director Tcheng and seconded by Director Nunneley, the minutes of the November 13, 2018 JPRIMA Board meeting were unanimously approved as submitted.

6) President's Report: None

7) JPRIMA Budget Report

- a. Demand Sheet. Assistant Treasurer Malner reviewed the Demand Sheet. On a motion made by Vice President Michalko and seconded by Secretary Bradbury the Demand Sheet was unanimously approved.
- b. Review and Approval of 2019 Budget. Assistant Treasurer Malner and Managing Director Allen provided an overview of the proposed budget for 2019. On a motion made by Vice President Michalko, seconded by Director Tcheng, the budget was unanimously approved.

The Board asked that Insurance Administrator Fuller provide updated projections for growth at the January Board meeting.

8) Acceptance of Jacqui Noel's Resignation from the Authority Board

On November 7, 2018 Director Noel advised President Byerrum of her decision to excuse herself from another term and resign as a member of the CalMutuals JPRIMA Board. On a motion made by Vice President Michalko and seconded by Director Tcheng, the Board accepted and filed Director Noel's resignation from the Authority Board. The Board expressed their appreciation for Director Noel's contributions and thanked her for her service.

9) Review and possible preliminary approval of draft Bylaw amendment concerning composition of Authority Board

General Counsel Jim Ciampa provided an overview of a draft Bylaw amendment to ensure that the majority of the Board “consists of directors who are directors, managers or other employees of a Member that is a mutual water company”. Mr. Ciampa asked the board for preliminary approval of the amendment and advised that the bylaws require 30 notice to members prior to final approval by the Board. After that 30 day notice period has been completed (likely at the January 8, 2019 Board meeting), the Board may take action to approve the amendment. On a motion by Vice President Michalko, seconded by Director Nunneley, the Board unanimously provided preliminary approval for the amendment and directed the Managing Director to send the required notice to all JPRIMA members.

- 10) Insurance Administrator’s Report: General Counsel Jim Ciampa provided an update on negotiations underway between JPRIMA and Navigators Pollutions Liability Insurance to add pollution liability to our suite of products.
- 11) Managing Director’s Report: Managing Director Susan Allen advised the Board that the online Ethics Training module developed in collaboration with General Counsel Jim Ciampa and the American Water College is active and available. To date, Board members from Nord Road, San Miguelito and Woodstock have registered for the training and several other members have made inquiries about the resource.

Ms. Allen further advised the Board that a link to a video promoting the resources available through the *Zenith Solutions Center* and a link to information and sign up for background checks through *OPENOnline* have been added to the Resources page on the JPRIMA website.

CalMutuals Business:

- 12) Approval of the Minutes of the November 13, 2018 CalMutuals Board Meeting
On a motion made by Vice President Armstrong, seconded by Director Tcheng, the November 13, 2018 Board minutes were unanimously approved as submitted.
- 13) President’s Report
President Yamashita-Lopez expressed thanks to General Counsel Ciampa for his support to Murphy Ranch Mutual Water Association with respect to a recent Administrative and Operational review.
- 14) CalMutuals Budget Report
- a. Demand Sheet. Treasurer Allen provided an overview of the Demand Sheet. On a motion made by Director Tcheng and seconded by Director Bradbury, the Demand Sheet was unanimously approved.
 - b. Review and Approval of 2019 Budget. Treasurer Allen provided an overview of the proposed 2019 budget. Secretary Michalko asked that the allocation to support travel be restored to \$16,000. The Board expressed an interest in active engagement in identifying and allocating resources to support strategic initiatives and in establishing a reserve as part of the CalMutuals budget. The Board established a Budget Committee comprised of Director Bradbury, Secretary Michalko and Director Tcheng and tasked the Committee with development of a reserve policy, review of the 2019 budget and provision of guidance in addressing strategic priorities.

Executive Director Ortega noted that the developing partnership with the Community Water Systems Alliance and the proposed engagement of corporate sponsors have potential to provide additional resources needed to fund strategic priorities.

On a motion by Secretary Michalko and seconded by Vice President Armstrong, the 2019 budget was unanimously approved.

15) Executive Directors' Report: None

16) Managing Director's Report: None

17) Adjournment: CalMutuals President Yamashita-Lopez adjourned the meeting at 12:18 PM