

## EXHIBIT “A”

### MINUTES OF REGULAR MEETING –DECEMBER 13, 2021

The regular meeting of the Board of Directors of the Irvine Ranch Water District (IRWD) was called to order at 5:00 p.m. by President Reinhart on December 13, 2021, in person at the District’s headquarters located at 15600 Sand Canyon Avenue, Irvine, California. The meeting was also broadcast via Webex as a convenience to the public.

Directors Present: LaMar, Withers, Swan, McLaughlin, and Reinhart.

Directors Absent: None.

Written and Oral Communications: None.

Also Present: General Manager Cook, Executive Director of Technical Services Burton, Executive Director of Operations Chambers, Executive Director of Finance and Administration Clary, Executive Director of Water Policy Weghorst, Director of Treasury and Risk Management Jacobson, Director of Recycling Operations Zepeda, Director of Water Resources Sanchez, Director of Human Resources Mitcham, Director of Water Quality and Regulatory Compliance Colston, Director of Strategic Communications and Advocacy/Deputy General Counsel Compton, Secretary Bonkowski, Assistant Secretary Swan, General Counsel Collins, Special Legal Counsel DeMayo, Consultant Ms. Deborah Diep, Consultant Newell, and others.

### PUBLIC HEARING

#### 2021 REDISTRICTING CRITERIA AND THE COMPOSITION OF REDISTRICTED DIVISIONS

General Manager Cook reported that every 10 years, local governments with by-division elections must redistrict and redraw their division boundaries using the new census data to reflect how local populations have changed, and to ensure that the divisions are, as far as practicable, equal in population. Mr. Cook said that the public hearing is being held before the drawing of a draft map or maps of proposed division boundaries.

President Reinhart declared the Board meeting of December 13, 2021, to be the time and place for a hearing on redistricting the Irvine Ranch Water District Board of Directors Division Boundaries, and to receive public comments on the criteria for and the composition of the redistricted divisions. He asked the Board Secretary to announce how the hearing was noticed.

Secretary Bonkowski said that the public hearing was noticed by publication in the *Orange County Register* on November 28, 2021, and December 5, 2021; by publication in Spanish in the *Excelsior Unidos* on November 26, 2021, and December 3, 2021; by publication in Korean in the *Korea Times* on November 26, 2021, and December 3, 2021; by publication in Traditional Chinese in the *World Journal* on November 28, 2021, and December 5, 2021; by publication in Farsi in *Haftah Bazaar* on November 26, 2021, and December 3, 2021; by electronic posting in English, Farsi, Korean, Traditional Chinese, and Spanish on the IRWD website, which can be translated into approximately 20 languages; and by physical posting at IRWD’s headquarters. She presented the affidavits of posting and proof of publication to the Board related to the hearing. On MOTION by Swan, seconded by LaMar and unanimously carried, THE BOARD RECEIVED AND FILED THE AFFIDAVIT OF POSTING AND PROOF OF PUBLICATION.

PUBLIC HEARING (CONTINUED)

President Reinhart asked staff to describe the nature of the proceedings. Director of Strategic Communications and Advocacy/Deputy General Counsel Compton described the proceedings noting that both Legal Counsel DeMayo and Consultant Diep will be assisting with this process.

Using a PowerPoint presentation, Ms. Compton reviewed the timeline for the process noting that draft maps will be published by January 17, a second public hearing on January 24 to receive public comment on the draft maps, and a third public hearing on February 14 to receive public comment and where the Board may adopt a final map following the close of that public hearing. She further said that SB 594 moved the statutory deadline for adjusting the division boundaries, as a result of the most recent federal census to April 17, 2022. Consultant Diep then reviewed the data and information used in redistricting and summarized the existing director divisions. She said that the goal is for equal population of the current 447,168 with a target division equaling 89,434 for each division. Special legal counsel DeMayo reviewed the required and permissible redistricting criteria, examples of other factors that may be considered, and proposed criteria to be used when drawing proposed division boundaries. Ms. Diep reviewed how the public can submit conceptual maps and comments which are to be submitted no later than January 6, 2022. Ms. Compton then reviewed the next steps.

Following comments by the Board, on MOTION by Withers, seconded by LaMar, and unanimously carried, THE BOARD RECEIVED AND FILED STAFF'S PRESENTATION.

CONSENT CALENDAR

On MOTION by Withers, seconded by McLaughlin and unanimously carried, CONSENT CALENDAR ITEMS 5 THROUGH 14 WERE APPROVED AS FOLLOWS:

5. BOARD MEETING MINUTES

Recommendation: That the minutes of the November 22, 2021, Regular Board meeting be approved as presented.

6. RATIFY/APPROVE BOARD OF DIRECTORS' ATTENDANCE AT MEETINGS AND EVENTS

Recommendation: That the Board ratify / approve the meetings and events for Douglas Reinhart, Peer Swan, and John Withers, as described.

7. NOVEMBER 2021 TREASURY REPORT

Recommendation: That the Board receive and file the Treasurer's Investment Summary report, the Summary of Fixed and Variable Rate Debt, and Disclosure Report of reimbursements to Board members and staff, approve the November 2021 summary of Payroll ACH payments in the total amount of \$2,412,671, and approve the November 2021 accounts payable disbursement summary of Warrants 422575 through 423099, Workers' Compensation distributions, wire transfers, payroll withholding distributions and voided checks in the total amount of \$13,267,002.

CONSENT CALENDAR (CONTINUED)

8. IRWD INVESTMENT POLICY FOR 2022

Recommendation: That the Board adopt the following resolution approving an investment policy and authorizing the Treasurer and Assistant Treasurers to invest and reinvest funds of the District of each of its Improvement Districts and to sell and exchange securities.

RESOLUTION NO. 2021-25

RESOLUTION OF THE BOARD OF DIRECTORS OF THE  
IRVINE RANCH WATER DISTRICT APPROVING AN INVESTMENT  
POLICY AND AUTHORIZING THE TREASURER AND ASSISTANT  
TREASURERS TO INVEST AND REINVEST FUNDS OF THE  
DISTRICT AND OF EACH OF ITS IMPROVEMENT DISTRICTS  
AND TO SELL AND EXCHANGE SECURITIES

9. AMENDMENT AND RESTATEMENT OF THE 401(A) PURCHASE PENSION PLAN

Recommendation: That the Board approve to amend the District's 401(a) Money Purchase Plan to include the required language related to the additional contribution type of mandatory excess accrual contributions

10. REVISED PERSONNEL POLICY UPDATE

Recommendation: That the Board adopt the following resolution superseding Resolution No. 2021-2 and establish Revised Personnel Policies and Procedures.

RESOLUTION NO. 2021-26

RESOLUTION OF THE BOARD OF DIRECTORS OF  
IRVINE RANCH WATER DISTRICT,  
SUPERSEDING RESOLUTION NO. 2021-2 AND  
ESTABLISHING REVISED PERSONNEL POLICIES  
AND PROCEDURES

11. ADOPTION OFA REVISED SCHEDULE OF POSITIONS AND SALARY RATE RANGES

Recommendation: That the Board adopt the following resolution rescinding Resolution No. 2021-21 and adopting a revised Schedule of Positions and Salary Rate Ranges.

RESOLUTION NO. 2021 -27

RESOLUTION OF THE BOARD OF DIRECTORS  
OF THE IRVINE RANCH WATER DISTRICT RESCINDING  
RESOLUTION NO. 2021-21 AND ADOPTING A REVISED  
SCHEDULE OF POSITIONS AND SALARY RATE RANGES

CONSENT CALENDAR (CONTINUED)

12. MICHELSON WATER RECYCLING PLANT BIOSOLIDS AND ENERGY RECOVERY FACILITIES FINAL ACCEPTANCE

Recommendation: That the Board authorize a budget increase in the amount of \$900,000, from \$265,542,100 to \$266,442,100, accept construction of the Biosolids and Energy Recovery Facilities, authorize the General Manager to file a Notice of Completion, and authorize the payment of the retention 35 days after the date of recording the Notice of Completion for Project 04286.

13. ADDENDUM NO. 2 TO INITIAL STUDY / MITIGATED NEGATIVE DECLARATION FOR DOMESTIC WATER RESERVOIRS PROJECT

Recommendation: That the Board approve the proposed Addendum No. 2 to the Final Initial Study/Mitigated Negative Declaration for the reservoir management system, chlorine analyzers and reservoir mixers/samplers at domestic water reservoirs project, including the determinations set forth in Addendum No. 2; approve the modifications to the project; and authorize staff to file a Notice of Determination.

14. 2022 GENERAL COUNSEL CONTRACT

Recommendation: That the Board authorize the General Manager to execute a Professional Services Agreement with Hanson Bridgett LLP for General Counsel Legal Services focused on municipal law, transactional and non-complex issues, and rate-setting with a term of January 1, 2022, to December 31, 2022, and a not-to-exceed value of \$1,050,000.

ACTION CALENDAR

PFAS TREATMENT UPDATE AND SHALLOW GROUNDWATER UNIT PFAS TREATMENT SYSTEM CONSULTANT SELECTION

Executive Director of Technical Services Burton reported that per-and polyfluoroalkyl substance (PFAS) compounds have emerged as “contaminants of concern” primarily due to human health impacts. Mr. Burton said that design of treatment systems to remove PFAS compounds from IRWD’s Orange Park Acres Well No. 1 (OPA-1) and the Department of the Navy’s Well ET-1 are nearing completion. IRWD also plans to design and construct a PFAS treatment facility for groundwater produced from the Department of the Navy’s extraction wells that currently discharges to IRWD’s Shallow Groundwater Unit (SGU) treatment facility.

Mr. Burton said that staff requested a proposal from Tetra Tech for engineering design services for the proposed treatment system at the SGU which includes a scope for removal of the existing treatment system and design of the proposed treatment system and other ancillary improvements to existing infrastructure that are needed to support the proposed treatment system. Staff confirmed that the insurance carrier does not require multiple proposals and that IRWD can select a design engineer of its choice.

On MOTION by Withers, seconded by McLaughlin and unanimously carried, THE BOARD AUTHORIZED THE GENERAL MANAGER TO EXECUTE A PROFESSIONAL SERVICES AGREEMENT WITH TETRA TECH IN THE AMOUNT OF \$348,000 FOR ENGINEERING DESIGN SERVICES FOR THE SGU PFAS TREATMENT SYSTEM, PROJECT 11834.

#### FY 2020-21 COMPREHENSIVE ANNUAL FINANCIAL REPORT

Executive Director of Finance and Administration Clary reported that IRWD's auditor Davis Farr LLP has completed its annual audit of the District's financial statements for the Fiscal Year (FY) ended June 30, 2021, and concluded that in all material aspects, the statements fairly present the District's financial position as of June 30, 2021, and conforms with generally accepted accounting principles.

Director Swan said that this item was reviewed by the Finance and Personnel Committee on November 2, 2021, and complimented staff on their efforts. On MOTION by Swan, seconded by LaMar and unanimously carried, THE BOARD APPROVED THE COMPREHENSIVE AUDIT REPORT FOR THE FISCAL YEAR ENDED JUNE 30, 2021.

#### ANNUAL BOARD OF DIRECTORS' FEES

General Manager Cook reported that the Finance and Personnel Committee annually reviews the Board of Directors' compensation and recommends to the Board to either accept, decline, or defer an increase in the per diem fee for the new calendar year. Pursuant to the District's Ordinance No. 1989-1 and enacted under Section 20202 et seq. of the California Water Code, the Board's meeting compensation increases on January 1 of each year, not exceed an amount equal to five (5%) percent, and no per diem compensation for more than 10 days in a calendar month.

Director Swan said that this item was reviewed by the Finance and Personnel Committee on December 7, 2021, and that the Committee recommended accepting the 5% increase. Director LaMar said that by accepting the increase, it is comparable with OCWD's per diem director fee and this makes sense to adjust the fee at this time. Director Reinhart said that he did not agree with an increase at this time and would be voting no. There being no further comments, on MOTION by Swan, seconded by LaMar and carried, Swan, LaMar, Withers, McLaughlin voting aye, and Reinhart voting no (4-1 vote), THE BOARD ACCEPTED THE FIVE (5%) PERCENT COMPENSATION INCREASE FOR CALENDAR YEAR 2022, RESULTING IN MEETING FEES OF \$315 PER MEETING.

#### ELECTION OF OFFICERS FOR 2022

General Manager Cook reported that the Bylaws of the District provide that the President and Vice President shall be elected by the Board from among its members with the term of office for one year, or until the election and qualification of their successors. Mr. Cook, acting as temporary Chairman conducted the election for President. Director Withers asked to nominate a slate with Director LaMar as President and Director McLaughlin as Vice President. No other nominations were made. On MOTION by Withers, seconded by Reinhart, DIRECTOR LAMAR WAS ELECTED PRESIDENT AND DIRECTOR MCLAUGHLIN WAS ELECTED VICE PRESIDENT. President LaMar thanked Director Reinhart for his efforts in being President during 2021.

## GENERAL MANAGER'S REPORT

General Manager Cook reported that there have not been any recent COVID-19 cases and that all employees are now back to work in the office.

Mr. Cook reported that the Governor declared today that this Wednesday masking will be required in all public places until January 15, 2022.

## COMMUNITY UPDATE

Mr. Cook said that Consultant Newell attended tonight's Board meeting, but because of the upcoming rain events, he had to leave earlier due to activities in the canyons.

## DIRECTORS' COMMENTS

Director Reinhart reported on his attendance at a South Orange County Agencies Group meeting, a Groundwater Banking Joint Powers Authority Special Board meeting, two days at an ACWA Fall conference, an OCWD Administrative Finance Issues Committee meeting, a SOCWA Board meeting, and a WACO meeting.

Director Withers reported on his attendance on the meetings listed including an ACWA Fall conference, an ISDOC Executive Committee meeting, a Santiago aqueduct Commission meeting, a WACO meeting, and an OCWD Board meeting.

Director Swan reported on his attendance at a Groundwater Banking Joint Powers Authority Special Board meeting, an ACWA JPIA fall meeting, an ACWA conference, a Newport Beach Chamber meeting, an OCWD Government Affairs meeting, a CASA Planning meeting, and a WACO meeting.

Director McLaughlin reported on her attendance at the ACWA conference and a South Orange County Watershed Executive Committee meeting.

Director LaMar reported on his attendance at the ACWA conference and a WACO meeting.

## CLOSED SESSION

Legal Counsel Collins said that the following Closed Session would be held this evening:

CONFERENCE WITH LEGAL COUNSEL – EXISTING LITIGATION – Pursuant to Government Code Section 54956.9(d)(1): *IRWD v. OCWD, et al.*, Case No. 30-2016-00858584-CU-WM-CJC.

## OPEN SESSION

Following the Closed Session, the meeting was reconvened with Directors McLaughlin, Swan, Reinhart, LaMar and Withers present. No action was reported.

## ADJOURNMENT

There being no further business, President LaMar adjourned the meeting at 6:59 p.m.

APPROVED and SIGNED this 10th day of January 2022.

---

President, IRVINE RANCH WATER DISTRICT

---

Secretary IRVINE RANCH WATER DISTRICT

APPROVED AS TO FORM:

---

Claire Hervey Collins, General Counsel  
Hanson Bridgett LLP