

EXHIBIT "A"

MINUTES OF REGULAR MEETING – NOVEMBER 14, 2022

The regular meeting of the Board of Directors of the Irvine Ranch Water District (IRWD) was called to order at 5:05 p.m. by Acting President McLaughlin on November 14, 2022, at the District offices, 15600 Sand Canyon Avenue, Irvine.

Directors Present: Swan, Withers, Reinhart, and McLaughlin; LaMar, via teleconference.

Directors Absent: None.

Written and Oral Communications: None.

Also Present: General Manager Cook, Executive Director of Operations Chambers, Executive Director of Finance and Administration Clary, Executive Director of Technical Services Burton, Executive Director of Water Policy Weghorst, Director of Treasury and Risk Management Jacobson, Director of Water Quality and Regulatory Compliance Colston, Director of Human Resources Mitcham, Director of Maintenance Manning, Director of Safety and Security Choi, Director of Information Services Kaneshiro, Treasury Manager Davis, Community Relations Manager Van Dyke, Assistant Secretary Swan, General Counsel Collins, Consultant Newell and members of the staff and public.

ITEMS RECEIVED TOO LATE TO BE AGENDIZED

General Counsel Collins presented an Addendum to the Agenda, that was noticed on both the District's Bulletin Board and Web site that day requiring the need to discuss and take immediate action on the following items:

ITEM 3A. DETERMINATION OF NEED TO TAKE IMMEDIATE ACTION

Recommendation: That pursuant to the Brown Act, Government Code section 54954.2(b), the Board determines that:

- (1) there is a need to take immediate action to adopt the AB 361 Remote Meetings Authorization to allow President LaMar, who is sick, to participate in today's meeting; and
- (2) that the need for action came to the attention of the local agency subsequent to the agenda being posted because the meeting agenda was posted on Thursday, November 10, 2022 and President LaMar was not sick and unavailable to attend in person until today, November 14, 2022.

Vote Required: At least three in favor to pass.

On MOTION by Swan, and seconded by Withers, Item 3A was approved 4-0.

ITEM 3B. TELECONFERENCE MEETINGS AUTHORIZATION

Recommendation: That the Board Adopt Resolution No. 2022-15 (attached) ratifying the proclamation of a State of Emergency by California Governor Gavin Newsom and authorizing remote teleconference meetings of the Board of Directors.

ITEMS RECEIVED TOO LATE TO BE AGENDIZED (CONTINUED)

Vote Required: Majority of those present and voting.

On MOTION by Swan, and seconded by Withers, Item 3B was approved 4-0.

RESOLUTION NO. 2022 – 15

RESOLUTION OF THE BOARD OF DIRECTORS OF
IRVINE RANCH WATER DISTRICT
MAKING FINDINGS THAT THE PROCLAIMED STATE OF EMERGENCY
IMPACTS THE ABILITY TO MEET SAFELY IN PERSON

Following adoption of RESOLUTION NO. 2022-15, Director LaMar was qualified to participate in the meeting via teleconference, requiring a roll call vote for all items for the remainder of the meeting.

CONSENT CALENDAR

Director Swan requested that item No. 7, be moved to the Action Calendar for discussion, and Director Reinhart requested to make a comment regarding item No. 5 – that he has concerns regarding the Department of Water Resources memorandum to the State Water Resources Control Board providing recommendations for long-term water use efficiency as it pertains to landscaping. There being no objection, item No. 7 was moved accordingly. On MOTION by Withers, seconded by Swan and unanimously carried (5-0-0), CONSENT CALENDAR ITEMS 4 THROUGH 6, AND 8 WERE APPROVED AS FOLLOWS:

4. BOARD MEETING MINUTES

Recommendation: That the minutes of the October 24, 2022, Regular Board meeting be approved as presented.

5. 2022 LEGISLATIVE AND REGULATORY UPDATE

Recommendation: Receive and file.

6. ACWA 2022 MEMBERSHIP MEETING

Recommendation: That the Board designate President Steve LaMar as IRWD’s voting delegate and Paul Cook, IRWD’s General Manager as his alternate, for the November 30, 2022, Association of California Water Agencies membership meeting, authorize the General Manager to sign and submit the “Voter Designation & Information Form” to ACWA designating President Steve LaMar and Paul Cook as its initial authorized voting representatives for the District, and support the proposed bylaw amendments.

CONSENT CALENDAR (CONTINUED)

8. WIRELESS NETWORK UPGRADE PROJECT

Recommendation: That the Board authorize the General Manager to execute a contract with NIC Partners in the amount of \$282,115, subject to non-substantive changes.

ACTION CALENDAR

REVISIONS TO IRWD'S CONFLICT OF INTEREST CODE

Director Swan asked for clarification regarding the changes to the District's Conflict of Interest Code, which staff provided. Following discussion, on MOTION by Swan, seconded by Reinhart and unanimously carried (5-0-0), REVISIONS TO IRWD'S CONFLICT OF INTEREST CODE was approved, adopting the following Resolution by title

RESOLUTION NO. 2022 – 16

RESOLUTION OF THE BOARD OF DIRECTORS OF
IRVINE RANCH WATER DISTRICT RESCINDING
RESOLUTION NO. 2020-20 AND ADOPTING A REVISED
CONFLICT OF INTEREST CODE FOR THE DISTRICT

SEPTEMBER 2022 TREASURY REPORT

Director of Treasury and Risk Management Jacobson presented the September 2022 Treasury Report to the Board while focusing on IRWD's fixed income portfolio relative to the current and future interest rate environment, yield curve, and the District's 12-month cash flow requirements. He also described potential opportunities to extend maturities of certain securities. Per the Finance and Personnel Committee's request, Exhibit "G" was created – an evaluation of IRWD's short-term fixed income portfolio as of November 9, 2022.

Swan reported that this item was reviewed at the Finance and Personnel Committee meeting on October 4, 2022 and that he disagreed with staff's reasoning to allow funds to mature and invest at a higher rate. That there would be little to no chance or risk of the District losing money if the fixed income securities investment were discontinued prior to their maturity at the current interest rate. LaMar provided his insight from the Committee meeting, while he respects Director Swan's financial background, he supports staff recommendation. Executive Director of Finance Clary referenced G-1 of Exhibit "G", further indicating that predicting whether the rates will go up or down is unknown.

On MOTION by Reinhart, seconded by Withers and carried (Withers, Reinhart, McLaughlin, and LaMar voting aye, and Swan voting no (4-1-0 vote)), THE BOARD RECEIVED AND FILED THE TREASURER'S INVESTMENT SUMMARY REPORT AND THE SUMMARY OF FIXED AND VARIABLE RATE DEBT, AND DISCLOSURE REPORT OF REIMBURSEMENTS TO BOARD MEMBERS AND STAFF, APPROVED CONTINUED REINVESTMENT OF FIXED INCOME SECURITIES UPON THEIR MATURITY, APPROVED THE SEPTEMBER 2022 SUMMARY OF PAYROLL ACH PAYMENTS IN THE TOTAL AMOUNT OF \$2,330,154, AND APPROVED THE SEPTEMBER 2022

ACCOUNTS PAYABLE DISBURSEMENT SUMMARY OF WARRANTS 430168 THROUGH 431012, WORKERS' COMPENSATION DISTRIBUTIONS, ACH PAYMENTS, VIRTUAL CARD PAYMENTS, WIRE TRANSFERS, PAYROLL WITHHOLDING DISTRIBUTIONS AND VOIDED CHECKS IN THE TOTAL AMOUNT OF \$21,786,269.

DECLARATION OF REAL PROPERTY AS EXEMPT SURPLUS LAND

Executive Director of Technical Services Burton presented a request to declare certain parcels of land acquired with the consolidation with Orange Park Acres Mutual Water Company in 2008, are exempt surplus land, that is not necessary for the District's use. With a recommendation that the Board adopt a resolution declaring these parcels as exempt surplus land, it would authorize staff to negotiate the disposal of the property and find that the declaration and disposal of the property would be exempt from the California Environmental Quality Act.

With a MOTION by Reinhart, seconded by Withers and unanimously carried (5-0-0), THE BOARD ADOPTED THE FOLLOWING RESOLUTION BY TITLE:

RESOLUTION NO. 2022 – 17

RESOLUTION OF THE BOARD OF DIRECTORS OF
IRVINE RANCH WATER DISTRICT
DECLARING THAT REAL PROPERTY DESIGNATED APN 379-203-06
AND 379-281-30 ARE EXEMPT SURPLUS LAND THAT IS NOT
NECESSARY FOR THE DISTRICT'S USE, AUTHORIZING DISTRICT
STAFF TO NEGOTIATE DISPOSAL OF THE PROPERTY, AND FINDING
THAT THE DECLARATION AND DISPOSAL OF THE PROPERTY IS
EXEMPT FROM THE CALIFORNIA ENVIRONMENTAL QUALITY ACT.

GENERAL MANAGER'S REPORT

General Manager Cook reported to the Board that Christine Compton is out of the office for a well-deserved vacation.

COMMUNITY UPDATE

Consultant Newell reported to the Board that the three inches of rain caused moderate debris flow from the burn area in the canyons, and there was zero damage. With the upcoming Santa Ana winds, the likelihood of a fire is very low as the fuel moisture is still very high from last week's rain.

Southern California Edison continues its work in the Santiago Canyons.

DIRECTORS' COMMENTS

Director Reinhart reported his attendance at the meetings listed on the provided report including miscellaneous OCWD meetings and a SOCWA meeting.

Director Withers reported his attendance at the meetings listed on the provided report and reminded everyone that they are invited to attend the virtual STATE of OC SAN on Tuesday, November 15, 2022.

DIRECTORS' COMMENTS (CONTINUED)

Director Swan reported on his meeting with the City of Newport Beach regarding their interest in purchasing recycled water. He further added that he made a trip up to Kern County to see the District's Kern Fan property and received a briefing from the Assistant General Manager.

Director LaMar reported on his busy October, for the Southern California Water Coalition he participated in their Legislative Task Force meeting and webinar regarding the Collaborative Approach to the Colorado River; the MWDOC Workshop Board meeting; the OCBC Government Affairs Committee Meeting, the Orange County Coastkeeper's Toast the Coast; and several California Council for Environmental and Economic Balance meetings.

Director McLaughlin reported on her participation in Water UCI's Speaking of Water Series: Community Solutions to Water Injustice.

CLOSED SESSION

Legal Counsel Collins reported at 5:48p.m. that the following Closed Session items would be held:

CLOSED SESSION – PUBLIC EMPLOYEE PERFORMANCE EVALUATION and CONFERENCE WITH LABOR NEGOTIATOR pursuant to Government Code Sections 54957(b) and 54957.6, respectively:

Agency Designated Representative: President LaMar
Position Title/Unrepresented Employee: General Manager

OPEN SESSION

Following the Closed Sessions, the meeting reconvened with Directors Withers, Reinhart, Swan, and McLaughlin. Acting President McLaughlin said there was no action to report.

ADJOURNMENT

At 7:12 p.m., the meeting was adjourned.

APPROVED and SIGNED this 28th day of November 2022.

President, IRVINE RANCH WATER DISTRICT

Secretary, IRVINE RANCH WATER DISTRICT

APPROVED AS TO FORM:

Claire Hervey Collins, General Counsel
Hanson Bridgett LLP

Note: This page is intentionally left blank.