Friant Water Authority
Executive Committee Meeting Agenda

9:00 a.m., Monday, January 15, 2018
Conference Room
Kaweah Delta Water Conservation District
2975 Farmersville Rd., Farmersville, CA 93223

At the discretion of the Executive Committee, all items appearing on this agenda, whether or not expressly listed for action, may be deliberated upon and may be subject to action by the Committee. Order of agenda items is subject to change.

1. Call to Order.

2. Additions to and approval of the agenda. Items identified after posting of the agenda, for which there is a need to take immediate action, may be added to the agenda. Addition of an item requires a two-thirds vote of the Committee members (or if less than two-thirds of the members are present, a unanimous vote of the members present). [Government Code section 54954.2(b)]

3. Approval of the October 16, 2017 meeting minutes.

4. Public Comment. (GOVERNMENT CODE SECTION 54954.3) – This is the time set aside on the agenda where members of the public may comment on any matter within the jurisdiction of the Committee that is not on the agenda. Comments will be limited to 3 minutes per speaker, 15 minutes per subject and 30 minutes overall for the entire public comment period, unless otherwise approved by the chair of the meeting, to ensure that all interested parties have an opportunity to speak. The Committee cannot take action on items not on the agenda; and therefore, comments on such items may be taken under advisement, referred to the appropriate staff for response or directed to be placed on a future agenda. Public comment on items on the agenda will be allowed at the time the Board considers the item.

OPEN SESSION

5. Board of Directors Audio-Visual Discussion.

   A. Temperance Flat Reservoir Project – Update on membership in MOU, activities of the Steering Committee, progress on scope of work.
   B. Update on consultant contracts

   A. 2018 Water Bond – Update.
   B. Review of pending state and federal legislation.

8. General Counsel’s Report.
   A. Update on status of FWA Membership Agreements with Chowchilla Irrigation and Fresno Irrigation District; recommendation to Board regarding approval of membership.
   B. Review proposed amendments to Bylaws.
   A. Title Transfer of Friant-Kern Canal
      a. Update on liability insurance needs
   B. Pump-back Project – Update.
   C. Capacity Correction Update
      a. Financing.
      b. Project Management.

10. Chief Executive Officer’s Report.
    A. Review staffing needs and proposed reorganization and new position designations and descriptions.

**CLOSED SESSION**

11. CONFERENCE WITH LEGAL COUNSEL - EXISTING LITIGATION [Government Code section 54956.9(d)(1)] – Name of matter: NRDC v. Murillo, U.S. District Court, Eastern District of California (Sacramento Division), Case No. 88-cv-1658-JAM-GGH.


13. CONFERENCE WITH LEGAL COUNSEL—INITIATION OF LITIGATION [GOVERNMENT CODE SECTION 54956.9(d)(4)]—Initiation of Litigation: 2 potential cases.


15. Adjournment.

A person with a qualifying disability under the Americans with Disabilities Act of 1990 may request the Authority to provide a disability-related modification or accommodation in order to participate in any public meeting of the Authority. Such assistance includes appropriate alternative formats for the agendas and agenda packets used for any public meetings of the Authority. Requests for such assistance and for agendas and agenda packets shall be made in person, by telephone, facsimile, or written correspondence to Toni Marie, at the office of Friant Water Authority, at least 48 hours before a public Authority meeting.
1. **Call to Order. Call to Order.** Vice-Chair Chris Tantau called the meeting to order at 9:00 a.m. Committee members present: Borba, Camp, Loeffler, Tantau, Erickson (Alt. for Stephens); Staff present: Phillips, DeFlitch, Marie, Davis, Payne, Ottemoeller, Hickernell, Luce, Villines, Bezdek. Others: Adams, Muhar, Collup, Edwards, Morrissey, Dalke, Greci, Geivet; Committee members absent: Stephens

2. **Additions to and approval of the agenda.** The agenda was approved. (Loeffler/Erickson); approved unanimously - Ayes – Erickson, Borba, Camp, Loeffler, Tantau, White; Nays – none; Absent – Stephens

3. **Approval of the September 18, 2017 meeting minutes.** The minutes were approved. (Loeffler/Erickson); approved unanimously - Ayes – Erickson, Borba, Camp, Loeffler, Tantau, White; Nays – none; Absent – Stephens

4. **Public Comment.** (GOVERNMENT CODE SECTION 54954.3) – There was no public comment.

**OPEN SESSION**

5. **Determine if November EC meeting is still required because of the FWA Retreat** – The EC determined that a November meeting was unnecessary, and the meeting was canceled. Approved unanimously - Ayes – Erickson, Borba, Camp, Loeffler, Tantau, White; Nays – none; Absent – Stephens

6. **Friant Water Authority Retreat** – Staff gave an update on the Board retreat occurring in November saying that a facilitator for the retreat had been hired and that a special speaker was scheduled for the Thursday dinner event.

7. **Director of Water Policy Report.**
   
   A. **Temperance Flat Project -** Update on SJVWIA membership and activities; status of cost sharing MOU with various agencies and scope of work - Jeff Payne gave an update on the Temperance Flat Project cost sharing Memorandum Of Understanding (MOU) and the status of FWA’s membership in the San Joaquin Valley Water Infrastructure Authority (SJVWIA). He also reported that the Services Agreement with Stantec may need to be amended to allow a variety of services by Stantec through a task order process. This will be brought to the Board for approval. Mr. Payne also said that a Town Hall meeting on Temperance will be held on October 23, 2017 at the Peoples Church.

8. **Government Affairs Manager’s Report.**
   
   A. **2018 Water Bond** – Mike Villines gave a brief update on the status of the 2018 Water Bond saying that support for the Bond is gaining speed and fundraising efforts continue with a goal to have $2 million by October 15th. Efforts to date have raised $1.9 million.

9. **Review of pending state and federal legislation.** Mike Villines gave a brief update on the status of the current legislation as outlined in the tracker included in the packet. He did note that SB5, (De León) California Drought, Water, Parks, Climate, Coastal Protection and Outdoor Access For All Act of 2018,
which is the Senate version of AB 18, did pass the Senate in September and was signed into law by the Governor; SB 49 did not pass the Senate and becomes a two year bill.

10. General Counsel’s Report - There was no report.

11. Chief Operating Officer’s Report. Updates and other items of interest to the Executive Committee, not already covered in the agenda.
   A. Subsidence Issues – Doug DeFlitch gave a brief update on the subsidence project that included information on the planning for short term fix with the goal of starting construction before the next irrigation season. He also expects work on interim solutions to begin next year at this time.
   B. Pump-back Project Update – Steve Ottenmoeller, Water Resources Manager gave an update on the pump-back project saying that the group is making good progress on a draft technical memorandum that should be completed by the end of October.

12. Chief Executive Officer’s Report. Updates and other items of interest to the Executive Committee, not already covered in the agenda - No new information reported outside of the current agenda items.

CLOSED SESSION


15. CONFERENCE WITH LEGAL COUNSEL—INITIATION OF LITIGATION [GOVERNMENT CODE SECTION 54956.9(d)(4)]—Initiation of Litigation: 3 potential cases.

16. Announce reportable action taken during closed session as required by Government Code Section 54957.1. There was no reportable action taken during closed session.

17. Adjournment. The meeting adjourned at 12:04 p.m.
AGENDA TOPIC: Government Affairs Report

DESCRIPTION:


Legislative Hearings on Oroville Dam: On Jan. 10 there was a combined Joint informational Hearing on the “Oroville Dam Update and Dam Safety Efforts” between the Assembly Accountability and Administrative Review Committee and the Assembly Water Parks and Wildlife Committee. The Senate has no committee hearings on water issues in January.

State Legislative Meetings: FWA staff and advisors held two days of legislative meetings to discuss FWA’s key priorities on Jan. 4 and 5. Meetings were held with Asm. Patterson, Asm. Mathis, Sen. Hertzberg, and Asm. Flora, and key staff for Asm. Gray and Asm. Gallagher.

State Legislative Schedule:

Jan. 1: Statutes take effect
Jan. 3: Legislature reconvenes
Jan. 10: Budget must be submitted by Governor
Jan. 12: Last day for policy committees to hear and report to fiscal committees fiscal bills introduced in their house in the odd-numbered year.
Jan. 19: Last day for any committee to hear and report to the Floor bills introduced in that house in the odd-numbered year. Last day to submit bill requests to the Office of Legislative Counsel.
Jan. 31: Last day for each house to pass bills introduced in that house in the odd-numbered year.
Feb. 16: Last day for bills to be introduced

2018 Water Bond: Bond proponents report that they are about 100,000 signatures away from reaching the required number to successfully qualify the bond for the ballot; they should reach this goal by month’s end.

RECOMMENDATION: None; informational only.

BUDGET IMPACT: None.
**Suggested Motion:** None; informational only.

**Attachments:** Legislative tracking matrix (updated Jan. 10, 2018)
## Legislative Tracker

**FRIANT WATER AUTHORITY**

**January 15, 2018**

### State Bills

<table>
<thead>
<tr>
<th>Bill</th>
<th>Title (Author) &amp; Date</th>
<th>Description</th>
<th>Positions</th>
<th>FWA</th>
<th>Status</th>
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| AB 791 | Sacramento-San Joaquin Delta: State Water Project and federal Central Valley Project: new conveyance facility (Frazier) – 3/21 version | Would require, before a water contractor enters into a contract to pay for costs related to WaterFix, that the lead agency provide the breakdown of costs for each water contractor entering into a contract and what benefits each contractor will receive based on the proportion it has financed of the proposed conveyance project. | PRO: Clean Water Action, Sierra Club, NGOs 
OPP: Water agencies, industry | NYC | Assembly Appropriations Committee suspense file. Failed to be acted on by deadline for 2017, and may be acted on in January 2018 (two-year bill) |
| AB 1369 | Water quality and storage (Gray) – 2/17 version | Would require the Department of Water Resources to increase statewide water storage (ground or surface) capacity by 25% by January 1, 2025, and 50% by January 1, 2050, using revenue generated and collected in the Greenhouse Gas Reduction Fund. The Greenhouse Gas Reduction Fund is the repository of funds collected by the California Air Resources Board through auction or sale of emissions allowances under the state’s “cap-and-trade” market-based emissions reduction program. | | NYC | Assembly WP&W Committee. Failed to be acted on by deadline for 2017, and may be acted on in January 2018 (two-year bill) |
| AB 1427 | Water: underground storage (Eggman) – 3/21 version | Current law provides for the reversion of water rights to which a person is entitled when the person fails to beneficially use the water for a period of 5 years. Current law declares that the storing of water underground, and related diversions for that purpose, constitute a beneficial use of water if the stored water is thereafter applied to the beneficial purposes for which the appropriation for storage was made. This bill would revise the above declaration to additionally provide that certain uses of stored water while underground constitute beneficial use. | PRO: None 
OPP: MWD, Cucamonga Valley Water District, Three Valleys Municipal Water District, Westlands Water District, Coachella Valley Water District, Mojave Water Agency, Antelope Valley East Kern Water Agency, Alameda County Zone 7 Water Agency | NYC | Assembly Appropriations Committee suspense file. Failed to be acted on by deadline for 2017, and may be acted on in January 2018 (two-year bill) |

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1 Updates since the last version are included in **bold text**.
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<tr>
<th>Bill</th>
<th>Title (Author) &amp; Date</th>
<th>Description</th>
<th>Positions</th>
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<tr>
<td>AB 1667</td>
<td>Agricultural water management planning (Friedman) – 7/3 version</td>
<td>Current law requires an agricultural water supplier to prepare and adopt an agricultural water management plan with specified components on or before December 31, 2012, and to update that plan on December 31, 2015, and on or before December 31 every 5 years thereafter. This bill would revise the components of the plan and additionally require the agricultural water management plan to quantify measures to increase agricultural water use efficiency, describe the agricultural water supplier’s water management strategy with specified elements, and include a drought plan describing the actions of the agricultural water supplier for drought preparedness and management of water supplies and allocations during drought conditions. Applies to districts with 10,000 acres or more.</td>
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<td>NYC</td>
<td>Senate NR&amp;W Committee. Failed to be acted on by deadline for 2017, and may be acted on in January 2018 (two-year bill)</td>
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<td>SB 49</td>
<td>California Environmental, Public Health, and Workers Defense Act of 2017 (De León) – 9/11 version</td>
<td>The Porter-Cologne Water Quality Control Act regulates the discharge of pollutants into the waters of the state. The California Safe Drinking Water Act establishes standards for drinking water and regulates drinking water systems. The California Endangered Species Act requires the Fish and Game Commission to establish a list of endangered species and a list of threatened species and generally prohibits the taking of those species. The Protect California Air Act of 2003 prohibits air quality management districts and air pollution control districts from amending or revising their new source review rules or regulations to be less stringent than those rules or regulations that existed on December 30, 2002. This bill would prohibit state or local agencies from amending or revising their rules and regulations implementing the above state laws to be less stringent than the baseline federal standards, as defined, and would require specified agencies to take prescribed actions to maintain and enforce certain requirements and standards pertaining to air, water, and protected species.</td>
<td>PRO: Enviro NGOs, OPP: Cal Chamber, CFBF, CMTA, Western Growers, other industry groups</td>
<td>NYC</td>
<td>Assembly Rules Committee. Failed to be acted on by deadline for 2017, and may be acted on in January 2018 (two-year bill)</td>
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<td>SB 623</td>
<td>Water quality: Safe and Affordable Drinking Water Fund (Monning) – 8/21 version</td>
<td>Would establish the Safe and Affordable Drinking Water Fund in the State Treasury and would provide that moneys in the fund are continuously appropriated to the office. The bill would require the State Water Resources Control Board to administer the fund to assist communities and individual domestic well users to address contaminants (primarily nitrates) in drinking water that exceed safe drinking water standards, as specified. The bill would authorize the board to provide for the deposit of federal contributions and voluntary contributions, gifts, grants, or bequests. Funds would be contributed through payments and tax increases on agricultural and municipal water districts. Ag protection would exist for 15 years. Production Ag will pay $20 million annually for 10 years, Dairy Industry will pay $10 million annually for 10 years, General Assesment on Water Bills for roughly $100 million annually for 10 years.</td>
<td>PRO: Enviro NGOs, Western Growers Association, Latino coalitions, clean water groups, labor groups, some valley cities OPP: ACWA, municipal water districts and utilities, some ag water districts, sportfishermen, NorCal enviro NGOs</td>
<td>NYC</td>
<td>Assembly Rules Committee. Failed to be acted on by deadline for 2017, and may be acted on in January 2018 (two-year bill)</td>
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<td>SB 1668 **Double Joined to SB 606 - Skinner</td>
<td>Water Management Planning; Ag Water Management Plans; Rural Community Water Plans and half of Governor’s Water Conservation Efficency Program</td>
<td>This bill was previously AB 1667 (Friedman) but has been amended to have the following key sections: (1) Urban Water Use Standard defined and implementation date of June 30, 2021 (2) Require an annual Ag Water Supply report by April 1, to be organized by groundwater basin and (3) require an annual Rural Community Water Plan report.</td>
<td>PRO: Enviro NGOs, Latino coalitions, clean water groups, labor groups, some valley cities Neutral: State Farm Bureau, Western Growers OPP: ACWA, municipal water districts and utilities, some ag water districts,</td>
<td>NYC</td>
<td>Senate Appropriations Committee. Failed to be acted on by deadline for 2017, and may be acted on in January 2018 (two-year bill)</td>
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<td>SB 606 <strong>Double Joined to AB 1668 - Friedman</strong></td>
<td>Water Management Planning: Urban Water Management Plans (UWMP’s) reporting and Urban Drought planning</td>
<td><strong>Existing law requires the state to achieve a 20% reduction in urban per capita water use in California by December 31, 2020. Existing law requires each urban retail water supplier to develop urban water use targets and an interim urban water use target, as specified. Assembly Bill 1668 of the 2017-18 Regular Session, if enacted, would require the State Water Resources Control Board, in coordination with the Department of Water Resources, to adopt long-term standards for the efficient use of water and would establish specified standards for per capita daily indoor residential water use.</strong></td>
<td>Similar to 1668 as both bills are double-joined and they implement Governor’s Conservation Standards together.</td>
<td>NYC</td>
<td>Assembly Floor. Failed to be acted on by deadline for 2017, and may be acted on in January 2018 (two-year bill)</td>
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<td>HR 23</td>
<td>Gaining Responsibility on Water Act (Valadao) – 7/12 version</td>
<td>Would enact a number of policies related to California water law and water users. The bill includes a number of elements from other water legislation introduced in Congress in recent years, including related to increased monitoring and incidental take limit for Delta smelt, the San Joaquin River Restoration Settlement and Act (which the bill seeks to repeal), and fast-tracking feasible storage projects such as Temperance Flat.</td>
<td>S&amp;A</td>
<td>Amendments debated in the Rules Committee and subsequently passed on the House floor (230-190) on 7/12</td>
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<td>HR 434</td>
<td>New Water Available To Every Reclamation State Act (Denham) – 1/11 version</td>
<td>Would authorize the Department of the Interior, for 15 years after this bill's enactment, to provide financial assistance, such as secured loans or loan guarantees, to entities that contract under federal reclamation law to carry out water projects within the 17 western states served by the Bureau of Reclamation, other states where the Bureau is authorized to provide project assistance, Alaska, and Hawaii.</td>
<td>NYC</td>
<td>Re’d to the Subcommittee on Water, Power and Oceans on 2/7</td>
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AGREEMENT TO JOIN THE FRIANT WATER AUTHORITY
AS A GENERAL MEMBER
(Chowchilla Water District)

This Agreement to Join Friant Water Authority as a General Member ("Agreement") is between the CHOWCHILLA WATER DISTRICT ("CWD") and the FRIANT WATER AUTHORITY ("FWA"), and is effective as of January 1, 2018 ("Effective Date").

RECITALS

A. On January 19, 2004, FWA was formed as a joint powers authority pursuant to California Government Code section 6500 and following, by the execution of a joint powers agreement ("JPA") by and between various irrigation districts and other water-related entities. The current JPA is attached as Attachment 1.

B. CWD is a water district duly organized and existing in the Counties of Madera and Merced, State of California, pursuant to Division 13 of the California Water Code.

C. The Board of Directors of CWD has authorized CWD to join FWA as a General Member, as that term is defined in the JPA.

D. By a vote held at a duly noticed regular meeting of the Board of Directors of FWA, directors representing at least 75% of the FWA Board of Directors approved the admission of CWD as a General Member of FWA, as that term is defined in Article 1(g) of the JPA.

E. Section 6.02 of the JPA provides, in pertinent part, that prior to becoming a member of FWA, a party must execute an agreement to be bound by the terms of the JPA as if such party had been an original signatory to the JPA.

F. The Board of Directors of CWD has authorized its president and secretary to sign this Agreement for CWD to become a General Member of FWA and be bound by the terms and conditions of the JPA.

THE PARTIES AGREE AS FOLLOWS:

1. Admission of CWD. Upon the full execution of this Agreement, CWD will become a General Member of FWA subject to the terms and conditions of this Agreement. "Exhibit A" of the JPA is hereby amended to include CWD in the list of General Members as provided in Attachment 2. Because CWD does not receive water
directly from the Friant-Kern Canal it is not eligible to and therefore not required to become an O & M Project Member under the JPA as that term is defined in Article 1(h).

2. **Adherence to JPA and Bylaws.** CWD agrees to be bound by the terms of the JPA as if it had been an original signatory to the JPA, and further agrees to comply with all applicable provisions of the FWA Bylaws as amended from time to time.

3. **CWD General Member Cost Allocation.** Beginning January 1, 2018, CWD will be liable for its full participating percentage of General Member costs and expenses in accordance with the revised “Exhibit A” of the JPA. Such payments will supersede all prior obligations of CWD with respect its funding of a portion of several cost-sharing Work Plans between the Friant North Authority and FWA.

THE UNDERSIGNED AUTHORIZED REPRESENTATIVES OF THE PARTIES have executed this Agreement to be effective on the date first above written.

**FWA:**

**FRIANT WATER AUTHORITY**

By: ______________________________
   Kent Stephens, Chair

By: ______________________________
   Cliff Loeffler, Secretary

**CWD:**

**CHOWCHILLA WATER DISTRICT**

By: ______________________________
   Kole Upton, President

By: ______________________________
   Brandon Tomlinson, Secretary
<table>
<thead>
<tr>
<th>Names and Address</th>
<th>General Member</th>
<th>GM Participation %</th>
<th>O&amp;M Project Member</th>
<th>O&amp;M Participation %</th>
<th>Associate Member</th>
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<tr>
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<tr>
<td>24790 Avenue 95</td>
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### Exhibit A
(As of January 1, 2018)
Names and Addresses of Parties to Joint Powers Agreement of Friant Water Authority

<table>
<thead>
<tr>
<th>Names and Address</th>
<th>General Member</th>
<th>GM Participation %</th>
<th>O&amp;M Project Member</th>
<th>O&amp;M Participation %</th>
<th>Associate Members</th>
<th>AM Participation</th>
</tr>
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<tbody>
<tr>
<td>Tulare Irrigation District</td>
<td>☒</td>
<td>9.022%</td>
<td>☐</td>
<td>15.997%</td>
<td></td>
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</tr>
<tr>
<td>1350 West San Joaquin Avenue</td>
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<tr>
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<tr>
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<tr>
<td>Total</td>
<td></td>
<td>100.000%</td>
<td></td>
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### Exhibit "A"

**GENERAL MEMBER ALLOCATION**

<table>
<thead>
<tr>
<th>District</th>
<th>CLASS I</th>
<th>TIMES 2</th>
<th>CLASS II</th>
<th>2 X CLASS I</th>
<th>CONTRACT PLUS WATER</th>
<th>EQUAL ALLOCATION</th>
<th>TOTAL ALLOCATION</th>
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<tr>
<td>Arvin-Edison</td>
<td>40,000</td>
<td>80,000</td>
<td>311,675</td>
<td>391,675</td>
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<td>3.571%</td>
<td>14.194%</td>
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<td>Chowchilla</td>
<td>55,000</td>
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<td>City of Fresno</td>
<td>60,000</td>
<td>120,000</td>
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<td>120,000</td>
<td>3.254%</td>
<td>3.571%</td>
<td>6.826%</td>
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<tr>
<td>Fresno</td>
<td>0</td>
<td>75,000</td>
<td>75,000</td>
<td>9,800</td>
<td>0.266%</td>
<td>3.571%</td>
<td>5.605%</td>
</tr>
<tr>
<td>Kaweah Delta WCD</td>
<td>1,200</td>
<td>2,400</td>
<td>7,400</td>
<td>9,800</td>
<td>0.136%</td>
<td>3.571%</td>
<td>3.837%</td>
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<tr>
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<td>0</td>
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<td>5,000</td>
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<td></td>
<td>3.571%</td>
<td>3.707%</td>
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<tr>
<td>Lindmore</td>
<td>33,000</td>
<td>66,000</td>
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<td>60,000</td>
<td>1.627%</td>
<td>3.571%</td>
<td>5.199%</td>
</tr>
<tr>
<td>Saucelito</td>
<td>21,500</td>
<td>43,000</td>
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<td>75,800</td>
<td>2.056%</td>
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<td>5.627%</td>
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<tr>
<td>Terra Bella</td>
<td>29,000</td>
<td>58,000</td>
<td></td>
<td>58,000</td>
<td>1.573%</td>
<td>3.571%</td>
<td>5.144%</td>
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<tr>
<td>Tulare</td>
<td>30,000</td>
<td>60,000</td>
<td>141,000</td>
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<td><strong>1,843,675</strong></td>
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<td><strong>50.000%</strong></td>
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- **Water %**: 50.00%
- **Equal %**: 50.00%
- **Total**: 100.00%

**12/20/2017 13:08**
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<tr>
<th>District</th>
<th>CLASS I</th>
<th>TIMES 2.33</th>
<th>CLASS II</th>
<th>2.33 X CLASS I</th>
<th>CONTRACT PLUS</th>
<th>WATER PERCENT</th>
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<td><strong>1,318,400</strong></td>
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MEMORANDUM

DATE: January 15, 2018
TO: FWA Directors
CC: General Managers, Home Board Counsel, FWA Staff
FROM: Don Davis, General Counsel
SUBJECT: Proposed Amendments to FWA Bylaws

Introduction
The FWA Bylaws require amendments to be consistent with current law and FWA practices. A revised version of the Bylaws has been prepared for the Board’s consideration.

Discussion
The key changes proposed to the Bylaws in relative order of importance are as follows:

Article VIII – Disclosure of Closed Session Information
This is a new Article and would expressly permit the representatives of FWA Members to disclose information obtained in our closed sessions to their home boards/councils in a closed session as permitted under Section 54956.96 of the Brown Act. Without this express provision, such disclosures are currently a potential breach of confidentiality.

Article VII – Special Classes of Members
The current Bylaws have a section on Trial Members inserted under Article III on Meetings. I am proposing to have a separate Article addressing all special classes of Members, which would also include Associate Members. In addition, while the JPA states that Associate Members do not have voting rights, recent negotiations with South Valley agencies have revealed the potential need to allow some voting rights under specified circumstances. The proposed amendments would allow voting by either Trial Members or Associate Members to the extent specified in the required membership agreement. At some point, the JPA will also need to be amended to permit some voting rights by agreement.

Article V – Directors and Officers
This Article should logically come before the one on Committees. In addition, it seems preferable to have Officer elections in December of even years so that new Officers are seated at the time of the January meeting. (See new Section 7.1.) In addition, there is currently no procedure to address the replacement of an officer in the event of a resignation or withdrawal (e.g., Georgeanne White’s resignation). (See new Section 7.2.) Also, there is no provision in the Bylaws to remove an officer, which while rare, is important to have if needed. (See new Section 10.)
**Article V - Committees**
First, we need to correct Section 2 (Executive Committee) to change from a mandate of 7 members to a permissible maximum of “up to” 7 members, so that there is never a Board majority participating in an Executive Committee meeting. Also, the Bylaws should be clear that all 3 Officers (Chair, Vice Chair, and Secretary-Treasurer) are to be members of the Executive Committee. Based on this year’s experience with the officer and committee nomination process, it also seems preferable to have the Executive Committee as a whole address nominations (rather than just 3 members), and to have committee assignments made in December, so that all committees start fresh in the following January. (See Section 5.)

**Article III - Meetings**
By incorporating compliance with the Brown Act into all Board and Standing Committee meetings we can avoid the need to spell out some (but not all) of the relevant Brown Act requirements, which regularly change anyhow.

**Article VI – Employees and Agents**
The provisions regarding FWA staff are currently lumped under Article V, which primarily deals with Directors. It is preferable to put these provisions under a separate Article. In addition, the Bylaws need to be corrected to change the reference to General Manager to COO.

**Article VII – Penalties**
There is no legal authority that I am aware of that would allow the Board to assess financial penalties for breach of the Bylaws. As such, this should be deleted.

**Recommendation**
The Board should review the proposed changes and direct that further review take place at the Executive Committee before final changes are brought back to the Board.

Attachments:
- Redline of Bylaws showing Proposed Amendments.
MARKED TO SHOW CHANGES FROM CURRENT BYLAWS

BYLAWS OF THE
FRIANT WATER AUTHORITY

ARTICLE I. AUTHORITY POWERS

All powers for the management, government and control of the Friant Water Authority (the “Authority” or “Friant”) and its affairs, not conferred on any other person, office or official by law, the then-current Joint Powers Agreement, or these Bylaws are reserved in the Board of the Authority to the maximum extent permitted by law.

ARTICLE II. OFFICE

The principal office for the transaction of business of the Authority shall be 854 N. Harvard Ave., Lindsay, California, 93247. The Board of Directors (“Board”) may change the principal office of the Authority if necessary.

ARTICLE III. MEETINGS

1. COMPLIANCE WITH BROWN ACT.

All meetings of the Board and every committee subject to the Brown Act will be called, held, noticed and conducted according to the provisions of the Brown Act (California Government Code section 54950 and following). All meetings of the Board and every committee subject to the Brown Act are open to the public. All Friant committees subject to the Brown Act must comply with the provisions of this Article III, with regard to conducting their meetings.

2. ANNUAL MEETING.

The Authority may hold an annual meeting on the dates each year set therefor on a date determined by the Board of Directors.

3. REGULAR MEETINGS.

Except as otherwise determined by the Board, the Board shall hold a regular meeting on the fourth Thursday of each month at a location set by the Board from 9:00—11:30 a.m. At least 72 hours before a regular meeting, the Board or its designee shall post an agenda containing a brief general description of each item of business to be transacted or discussed at the meeting, including items to be discussed in closed session. The agenda shall specify the time and location of the regular meeting and shall be posted in a location that is freely accessible to members of the public. No action or discussion shall be taken on any item not appearing on the posted agenda. However, members of the Board may briefly respond to statements made or questions posed by persons exercising their public testimony rights. The Chair of the Board or
the Board may also take action to direct staff to place a matter of business on a future agenda or to request staff to report back to the Board at a subsequent meeting concerning any matter.

The Board may take action on items of business not appearing on the posted agenda under any of the following conditions: (i) upon a determination by a majority vote of the Board that an emergency situation exists, which for purposes of these Bylaws shall mean any of the following (a) work stoppage or other activity which severely impairs public health, safety, or both, as determined by a majority of the members of the Board, or (b) crippling disaster which severely impairs public health, safety, or both, as determined by a majority of the members of the Board; (ii) upon a determination of a 2/3 vote of the Board, or, if less than 2/3 of the members of the Board are present, a unanimous vote of those members present, that there is a need to take immediate action and the need to take action arose came to the attention of the local agency subsequent to the agenda being posted as specified herein; or (iii) the item was posted pursuant to this Article III, Section 2 for a prior meeting of the Board occurring not more than 5 calendar days prior to the date action is taken on the item, and at the prior meeting the item was continued to the meeting at which the action is being taken.

Every agenda for regular meetings shall provide an opportunity for members of the public to directly address the Board on any item of interest to the public, before or during the Board's consideration of the item, that are within the subject matter jurisdiction of the Board. The agenda need not provide an opportunity for members of the public to address the Board on any item that has already been considered by a committee composed exclusively of the Board at a public meeting wherein all interested members of the public were afforded an opportunity to address the committee on the item (before or during the committee's consideration of the item) unless the item has been substantially changed since the committee heard the item. Whether an item has been substantially changed shall be determined by the Board. No action or discussion shall be taken on any item not appearing on the agenda unless the action is otherwise authorized by these Bylaws.

The Board may adopt reasonable regulations to ensure that the intent of the preceding sentence is carried out including, but not limited to, regulations limiting the total amount of time allocated for public testimony on particular issues and for each individual speaker but the Board may not prohibit public criticism of the policies, procedures, programs or services of the Authority or of the acts or omissions of the Board.

2.1 PARTICIPATION IN MEETINGS.

The Board, by 75% vote recorded and entered in its minutes, may extend an invitation to any appropriate entity to be recognized as a Trial Member of the Authority for a trial period of up to twelve (12) months. Trial Members shall designate a representative to attend Friant meetings and their representatives will be allowed to participate in Board and Committee discussions to the full extent permitted by law. However, Trial Members shall not be liable for contributions to the General Member budget, nor shall their representatives have voting privileges.

Except as otherwise determined by the Board, the Board will hold a regular meeting on the fourth Thursday of each month at a location set by the Board starting at 9:00 a.m. The Board
will cause an agenda for its meetings to be posted in accordance with all applicable requirements of the Ralph M. Brown Act (Government Code section 54950 and following)(“Brown Act”).

4. CHANGE OF TIME AND PLACE OF REGULAR MEETINGS.

The Board, by majority vote recorded and entered in its minutes, may change the place, date and/or time of the regular meetings at any time.

5. ADJOURNED MEETINGS.

The Board, or any members of the Board if less than a quorum, may adjourn any regular, adjourned regular, special or adjourned special meeting to a time and place specified in the order of adjournment. Any act done at an adjourned meeting shall have the same force and effect as if done at the meeting from which it was adjourned. A notice specifying the time and place of the adjourned meeting together with the order of adjournment shall be conspicuously posted on or near the door of the place where the regular, adjourned regular, special or adjourned special meeting was held, as well as at the Authority office, within 24 hours after adjournment. in accordance with Government Code section 54955.

6. SPECIAL MEETINGS.

Special meetings of the Board may be called at any time by the Chair, the Vice Chair in the absence of the Chair, or by a majority of the Executive Committee or the Board by delivering written notice personally or by any other permitted means to each member of the Board in accordance with Section 54956 of the California Government Code. The written notice shall be received at least 24 hours before the time of the meeting as specified in the notice. The call and notice must also be given personally or by any other permitted means to each local newspaper of general circulation, radio or television station requesting notice in writing and shall must be received at least 24 hours before the time of the meeting as specified in the notice. The call and notice shall must specify the time and place of the special meeting and the business to be transacted, and no or discussed. No other business shall may be considered at such special meeting. The Board or its designee shall post an agenda containing a brief general description of each item of business to be transacted or discussed at the meeting, including items to be discussed in closed session. The agenda shall be posted in a location that is freely accessible to members of the public. The agenda shall provide an opportunity for members of the public to directly address the Board on any item of which action is proposed to be taken prior to action on the item. The Board may adopt reasonable regulations to ensure that the intent of the preceding sentence is carried out including, but not limited to, regulations limiting the total amount of time allocated for public testimony on particular issues and for each individual speaker. The Board shall not prohibit public criticism of the policies, procedures, programs or services of the Authority or of the acts or omissions of the Board. The written notice may be dispensed with as to any member of the Board who, prior to the time the meeting convenes, files with the Secretary a written waiver of notice or as to any member who is actually present at the meeting at the time it convenes. The call and notice of the special meeting shall be posted at least 24 hours prior to

LA #4831-7992-7092 v1-v2
the special meeting in a location that is freely accessible to members of the public, which may be
the Authority office.

The agenda and its posting, and the conduct of the special meeting must comply with all
applicable provisions of the Brown Act with respect to special meetings, specifically
Government Code section 54956.

7. CLOSED SESSIONS.

The Board may enter into a closed session during a regular, adjourned regular, special or
adjourned special meeting to consider matters as may lawfully be considered in such sessions.
Prior to any closed session, the item(s) to be discussed shall be disclosed and only those
matters covered in such disclosure may be considered in such closed session, and the Board shall
make a finding regarding which individuals’ participation is deemed essential for discussion of
which closed session items. Disclosure may take the form of a reference to the item(s) as listed
by number or letter on the agenda. Due to the fact that the national and state water,
environmental, and political issues are so complex, the Board may find that the participation of
the Authority’s directors and their alternates in closed sessions of the Board meetings is essential
in order to allow the Alternate Directors alternate directors to be able to keep abreast of these
matters so that they may vote meaningfully upon issues presented at meetings when they are
called on to do so. After a closed session, the Board shall report publicly, orally or in
writing, any action taken in closed session, as well as the vote or abstention of every member
present as provided by law.

8. CONDUCT OF MEETINGS.

The Chair, or in his or her absence the Vice Chair, shall preside at and conduct all
meetings of the Board. In the absence of the Chair and Vice Chair at any meeting where a
quorum is present, the Board shall appoint a Director as the Chair Pro Tempore, who shall preside at the meeting.

Any representative abstaining from a vote shall be counted for purposes of
determining the existence of a quorum, but not be deemed to be voting.

8. MEETINGS ARE PUBLIC.

All meetings of the Board and every committee shall be called, held, noticed and
conducted according to the provisions of the Ralph M. Brown Act (California Government Code
Sections 54950 et seq.), except such committee meetings that are not subject to said Act. All
meetings of the Board and every committee subject to the aforementioned Act, are open to the
public, but the public does not have any right to vote on any matter being determined by any
Authority committee. Accordingly, all Friant committees shall comply with the provisions of
this Article III, with regard to conducting their meetings.

9. COMPENSATION.

Compensation and reimbursable expenses of the Board and any committee
members shall be set from time to time by the Board in accordance with California law.

ARTICLE IV. COMMITTEES
ARTICLE IV. COMMITTEES

1. FORMATION AND STAFFING.

The Board may establish any committees it deems necessary to carry out the purposes of the Authority. All committees and their members serve at the pleasure of the Board and may be reconstituted, re-formed, reconfigured or disbanded at any time at the discretion of the Board. Every Authority committee shall be comprised of an odd number of members and shall be chaired by a member of the Executive Committee. Every Authority committee shall be advisory to the Board, and the power to determine the Authority’s course of action will remain with the Board, except in the limited circumstances that the Executive Committee has been authorized to act as set forth in Section 2 of this Article.

The Chair of each Committee shall be responsible for leadership, control and content of Committee meetings. Every Committee shall also have a Vice Chair that is not a member of the Executive Committee. The Board Chair shall ensure that each committee has adequate Friant staff to support each committee’s work effectively and to communicate with the Board and the members.

2. EXECUTIVE COMMITTEE.

There shall be a committee of the Board known as the “Executive Committee,” which shall consist of seven (7) members: four (4) general members, a vice chair, the chair will consist of up to seven members: up to three regular members (two of which may be alternate members), the Chair, Vice Chair, the Secretary-Treasurer, and the past-chair. The Chair of the Executive Committee shall be the Chair of the Board. During any meeting of the Executive Committee the number of directors participating as Committee members must be less than a majority of the Members of the Authority.

The Executive Committee guides Friant’s overall direction. The Executive Committee reports to and is given policy direction by the Board, and the Executive Committee is authorized by the Board to take action consistent with that policy direction. The Executive Committee shall prepare recommendations on policy-level issues for presentation to the Board. The Chair of the Executive Committee shall select, from among the members of the Executive Committee, the chair of each Friant committee. The Executive Committee shall also ensure proper communication of Friant issues and actions with the Members’ home boards and greater involvement of Friant Directors.

When quick action is necessary, the Executive Committee is authorized to act even in the absence of clear direction from the Friant Board. The Executive Committee will always strive to plan ahead or to call a Special Board meeting when new policy direction is needed before the next Board meeting. However, for those rare cases when quick action is needed and it is infeasible to call a Special Board meeting, the Executive Committee is authorized to act on behalf of the Board when the direction provided to Friant staff is in writing and has been approved by an 80% vote of the quorum of Executive Committee.
members present at the meeting. In those rare cases where the Executive Committee is authorized to act before the Board has a chance to consider the matter, the Chair will ensure that the whole Board is promptly informed of the action taken and the rationale for the Executive Committee’s decision.

3. TERMS OF OFFICE.

Except as set forth below Beginning in January 2017, every committee, and the membership the term of office of every member of a committee, shall have a term of [including the Executive Committee], will be two years, except that membership on ad hoc committees shall will have such term as is established by the Board.

For the initial formation of the Executive Committee, the Board shall select: two (2) officers, the Chair and Vice Chair, and five (5) general members. Each member of the Board will be able to vote for a candidate for each of the seven (7) positions. Each of the initial members of the Executive Committee will serve a term commencing upon the vote approving the formation of the Executive Committee and expiring on the date of the January meeting of the Friant Board in 2017, but their continuation in office is contingent on their being confirmed by vote of the Friant Board on the date of the January meeting of the Friant Board in 2016. If any member is not confirmed, If any committee member resigns, or otherwise fails to complete the remainder or his or her term, the Chair of the Board will appoint a Nominating Committee of three (3) Friant directors to nominate candidate(s) to stand for election to serve out the remainder of that member’s director’s term of office. Nominations of additional candidates will also be taken from the Board— at the time of consideration of filling a vacancy.

Beginning with the 2017 elections and for each election thereafter, the term of office for each member of the Executive Committee will be two (2) years. The Chair shall appoint a Nominating Committee in October 2016, and the Board will hold elections at the December 2016 Friant Board meeting preceding the expiration of the terms to elect new members to fill the positions. Beginning with the 2017 elections, the Executive Committee positions shall consist of four (4) general members, and three (3) officers, the vice chair, the chair and the past-chair.

A member’s term of office commences when the member is installed on the Executive Committee.

Once To allow reasonable opportunities for Board members to participate on the Executive Committee, once a Board member has served four consecutive years as a General Member regular member or six consecutive years (three consecutive two-year terms) in any officer position of the Executive Committee, he or she shall will be precluded from serving on the Executive Committee again until one year has passed from the conclusion of his or her last service.

4. PURPOSE.

At the time the Board establishes a committee, and thereafter from time-to-time, the
Board shall establish the purposes of the committee, designate whether it is a standing or ad hoc committee, and identify the reporting requirements of the committee to the Board. At the time the Board establishes a committee, the Board may also establish the frequency of the meetings of the committee, but if it does not do so, the committee itself shall set its own meeting schedule.

5. **5. SELECTION OF COMMITTEE MEMBERS.**

5.1 **PROCESS FOR SELECTING MEMBERS OF EXECUTIVE COMMITTEE.** In October 2016 and every two years thereafter, the Chair of the Board will name three (3) directors to a Nominating Committee and designate one of them as the Chair. The Nominating Committee shall nominate new candidates or recommend existing members be retained on the Executive Committee. Nominations of additional candidates will also be taken from the Board at the time of selection of Executive Committee members at the following December Board meeting.

5.2 **PROCESS FOR SELECTING MEMBERS OF ALL OTHER AUTHORITY COMMITTEES.** For all Committees other than the Executive Committee, the Chair of the Board will ask each Director to identify the Committees on which he or she is willing to serve. The Executive Committee shall propose a slate, and take nominations from the Board, for each Committee except Committee in addition to the Executive Committee. The Board will At the December Board meeting, the Board will consider the committee candidates proposed by the Executive Committee, and any additional candidates nominated by the Board, and vote to approve or reject the proposed Committee members. The initial appointments shall occur in March 2015, and the initial terms shall run until the January 2017 Friant Board meeting. Thereafter, the terms for each committee member will be two (2) years.

If any committee member resigns, or otherwise fails to complete the remainder or his or her term, the Chair of the Board will nominate candidate(s) to stand for election to serve out the remainder of that member’s term of office to be voted on at the next Board meeting. Nominations of additional candidates will be taken from the Board at the time of consideration of the appointment.

All committees shall be composed of less than a majority of the members of the Authority.

6. **6. SELECTION OF OFFICERS TO LEAD COMMITTEES.**

For all committees other than the Executive Committee, the Chair of the Board shall appoint, from among the Executive Committee members, the individual who will serve as Chair.
chair of each Friant committee. The initial appointments shall occur in March 2015, and the initial terms shall run until the Beginning in January 2017. Friant Board meeting. Thereafter, the terms for the committee chairs shall will be two (2)-years. The designation of the Committee Chairs shall committee chairs will be confirmed by a majority vote of the Executive Committee.

Each committee shall will select from among its members a Vice Chair who is not a member of the Executive Committee. For the Advisory Committee, the Vice Chair shall be an employee of one of the member districts.

7. VOTING.

Each committee member shall will have one vote. Committee officers do not have voting rights beyond the one vote entitlement for being the representative of a member an Authority General Member. The committee member must be present at a meeting in order to vote. There shall will be no proxy or absentee voting on Authority committees. Committee recommendations shall will be determined by a majority vote of the Committee members present and voting at the meeting.

8. COMMUNICATION AND STAFF COORDINATION.

All recommendations and minutes of every Committee other than the Executive Committee will be presented in writing to the Executive Committee to assist the Executive Committee in determining the any policy issues that need to be addressed at the a Board meeting. The Executive Committee will ensure that all recommendations of every Committee, including the Executive Committee, are presented to the Board in writing as part of the information distributed to the Directors.

Committees and Authority staff shall will coordinate meeting schedules and work efforts to allow the maximum time possible for preparation and distribution of committee reports and recommendations before their presentation to the Board. If a committee is to prepare a written report containing recommendations or otherwise make recommendations to the Board, those recommendations shall will be clearly and concisely stated, with supporting facts and reasoning therefrom analyses.

ARTICLE V. DIRECTORS AND OFFICERS

1. QUALIFICATIONS.

Each Member of the Authority shall will be responsible for selecting its own representative(s) on the Board of Directors of the Authority; provided, however, that such representative must be an elected official of the Member.

2. DUTIES.

The Board and the officers and employees of the Authority shall will perform all duties established by California law, the Joint Powers Agreement and these Bylaws, and shall will at all times comply with the Constitution and the laws of the State of California.
3. **OFFICERS.**

The officers of the Authority shall be a Board will be the Board Chair, a, and Vice Chair, and a the Secretary-Treasurer. Officers are required to be Directors. No one person may hold more than one office—

4. **CHAIR.**

The Chair will preside at all meetings of the Board and of the Executive Committee. The Chair will be an ex-officio member of all standing Authority committees but not be entitled to participate in the votes of any committee except the Executive Committee unless the Committee has a tie. The Chair will have the right to vote on all matters coming before the Board and have only one vote, just as the other Board members. The Chair will ensure engagement of directors and that clear policy direction is provided to Friant staff, consistent with the positions taken by the Board. The Chair is responsible for leadership, control and content of Board meetings, and the Chair will enforce protocol at meetings, such as designating who can speak and when. As authorized by the Board or these Bylaws, the Chair is empowered to represent the Authority at all times, consistent with Board policy. The Chair will work with the Chief Executive Officer to ensure that Board policy and directions are implemented. The Chair also shall have such other powers and duties as may be prescribed by the Board or these Bylaws.

5. **VICE CHAIR.**

In the absence or disability of the Chair, the Vice Chair shall perform all the duties of the Chair and when so acting shall have all the powers of, and be subject to all the restrictions upon, the Chair. The Vice Chair shall have such other powers and perform such other duties as may from time to time be prescribed by the Board or these Bylaws. The Vice Chair shall have right to vote on all matters coming before the Board and shall have only one vote, just as the other Board members. As authorized by the Board or these Bylaws, the Vice Chair shall have the authority to act on behalf of the Authority.

6. **SECRETARY-TREASURER.**

The Secretary-Treasurer shall keep, at the principal office of the Authority, or such other place as the Board may order, a record of all proceedings had at meetings of the Board. Such record shall include the time and place of the meetings, whether regular or special, and if special, how authorized, the notice thereof given, the names of those present at the meetings, and the proceedings thereof of the meeting. The Secretary-Treasurer shall file all documents pertaining to the Authority's affairs at the office of the Authority and the same shall be open to inspection at all times by any person interested. The Secretary-Treasurer shall give, or cause to be given, notice of all meetings of the Board and of the members committees of the Authority as required by California law or these Bylaws, and she/he shall keep the seal of the Authority (if any) in safe custody and shall have such other powers and perform such other duties as may from time to time be prescribed and required by the Board or the Bylaws. Furthermore, the Secretary-Treasurer shall be the depository
and have custody of all money of the Authority from whatever source, subject to the applicable provisions of any indenture or resolution providing for a trustee or other fiscal agent. The Secretary-Treasurer shall perform or cause to be performed the duties specified California Government Code Section 6505.5. The Secretary-Treasurer shall cause the Authority to contract with a certified public accountant to make an annual audit of the accounts and records of the Authority which shall be conducted in compliance with Section 6505 of the California Government Code. Except as delegated by the Board, the Secretary-Treasurer shall have no authority to act on behalf of the Authority without Board approval.

7. ELECTION OF OFFICERS

7.1 INITIAL ELECTION. The Chair, Vice Chair, and Secretary-Treasurer will be chosen at the December Board meeting beginning in 2018. Their term of office will be for two years starting in January following their election and each will hold office until he or she resigns, is removed, or otherwise disqualified to serve, or until his or her successor is elected and qualified to serve.

7.2 SELECTION OF REPLACEMENT. If any officer resigns or otherwise fails to complete the remainder of his or her term, the Board will nominate a candidate to stand for election to serve out the remainder of that member’s term of office to be voted on at the next Board meeting following the event ending the officer’s term of service.

8. COMPENSATION OF OFFICERS.

8.1 DIRECTORS. Unless otherwise provided by a resolution adopted by the Board, no Director shall receive compensation from the Authority for his or her attendance at meetings of the Board or any committee or for any other services rendered as a Director. Any amount of any director compensation provided under any resolution adopted by the Board providing compensation to Directors shall not exceed the amount permitted by law for each day's attendance at meetings of the Board and for each day's service rendered as a Director by request of the Board, not exceeding a total of six days in any calendar month, together with any expenses incurred in the performance of duties required or authorized by the Board.

8.2 SECRETARY-TREASURER. Unless otherwise determined by the Board, the Secretary-Treasurer of the District shall serve without compensation, other than to receive such allowance as may be authorized by the Board from time to time to cover expenses incurred by the Secretary-Treasurer in the performance of his or her duties on behalf of the Authority.

9. BONDS OF OFFICERS.

The Board may require a bond in an amount to be determined by the Board for any Board officer. The premium for any such bond will be paid by the Authority.
10. REMOVAL OF OFFICERS.

The Board may remove any officer, with or without cause, at any regular or special meeting of the Board by concurrence of 75% of the representatives of the Members of the Authority present and voting on such matter.

ARTICLE VI.

8. EMPLOYEES AND AGENTS.

1. AUTHORITY TO EMPLOY STAFF AND AGENTS.

The Board shall employ and appoint such employees and agents (including consultants and contractors) as the business of the Authority may require. Each such employee shall have such authority and perform such duties, and receive such salary, as the Board may from time-to-time determine is appropriate to advance the interests of the Authority. The Board reserves the right to change an employee’s or agent’s job duties at any time.

2. CHIEF EXECUTIVE OFFICER. The Chief Executive Officer of the Authority shall, subject to the control and policy direction of the Board, have general supervision, direction and control of all aspects of the administration and operations of the Authority, including regional, inter-agency, statewide and national water matters; legislative, regulatory and environmental matters that may impact the Authority’s interests; development and management of the Authority’s budget; and compliance with all laws and regulations. The Chief Executive Officer is the employee with primary responsibility for ensuring that the Board’s policy direction is implemented. In fulfilling the duties of this role, the Chief Executive Officer will have to participate frequently in regional, state, and federal meetings, conferences, and negotiations.

The Chief Executive Officer will communicate with the Board Chair between Board meetings, attend all Board meetings, ensure that the Board and the Members are kept educated on pertinent issues, and make recommendations to the Board as appropriate.

Except as the Board otherwise reserves these powers for itself, the Chief Executive Officer supervises and directs all Authority staff and has the power to hire and terminate Authority employees and to direct their work. The Chief Executive Officer will ensure the development and administration of personnel policies and procedures, including recruitment, selection, termination, training, evaluation and compensation. No other officer, Director or employee of the Authority shall provide direction to Authority staff, except as such power may be delegated by the Chief Executive Officer. The Chief Executive Officer will also ensure that the Authority maintains a motivating and productive work climate for staff and contractors.

The Chief Executive Officer reports to the Board and serves at the pleasure of the Board.

3. CHIEF OPERATING OFFICER. GENERAL MANAGER. The General Manager shall manage the day-to-day operations of the Authority and have primary responsibility for ensuring that the operations of the Authority continue to run efficiently and effectively. The General Manager shall report to, and will work closely with, the Chief Executive Officer. As a senior
member of the Executive Team, the General Manager, or the Chief Operating Officer will provide high-level support to the Chief Executive Officer, as directed.

4. **COMPENSATION OF EMPLOYEES.** The Board will compensate the Authority’s employees with such sums and benefits as **shall** may be fixed by the Board consistent with the applicable law.

5. **BONDS OF OFFICERS OR BONDS OF EMPLOYEES.**

The Board may require a bond in an amount to be determined by the Board for any Director, officer or employee. The premium for any such bond **shall** will be paid by the Authority.

10. **CODE OF CONDUCT.**

The Board may, from time to time as it determines appropriate, establish a code of conduct for directors, officers, employees, agents (including consultants and contractors) to the Authority, and/or establish other guidelines for the activities of those parties. Such code of conduct or guidelines shall be effective as if they were included in these Bylaws, and the failure of any party to comply with them shall be grounds for removal or termination of the non-complying party.

**ARTICLE VII. SPECIAL CLASSES OF MEMBERS**

1. **TRIAL MEMBERS.**

The Board, by 75% vote recorded and entered in its minutes, may extend an invitation to any appropriate entity and thereafter approve such entity to be recognized as a “Trial Member” of the Authority for a trial period of up to 12 months. Trial Members must designate a representative to attend Friant meetings and their representatives will be allowed to participate in Board and committee discussions (including closed sessions) to the full extent permitted by law; provided, however, their representatives will not have voting privileges on the Board or any committee unless expressly authorized by their membership agreement. Trial Members will not be liable for contributions to the General Member budget.

2. **ASSOCIATE MEMBERS.**

The Board, by 75% vote recorded and entered in its minutes, may extend an invitation to any appropriate entity and thereafter approve such entity to be recognized as an “Associate Member” of the Authority. Associate Members must designate a representative to attend Friant meetings and their representatives will be allowed to participate in Board and committee discussions (including closed sessions) to the full extent permitted by law; provided, however, their representatives will not have voting privileges on the Board or any committee unless expressly authorized by their membership agreement.

3. **SMALL DISTRICT ASSOCIATE MEMBERS.**

Districts with 3,500 acre-feet or less of contracted Friant Division water supply (i.e., total of Class 1 and Class 2 contract quantities) may be approved by the Board, by 75% vote recorded
and entered in its minutes, as an “Associate Member” of the Authority. Associate Members must designate a representative and alternate to attend Friant meetings and their representatives will be allowed to participate in Board and committee discussions (including closed sessions) to the full extent permitted by law; provided, however, their representatives will not have voting privileges on the Board or any committee unless expressly authorized by their membership agreement. Small District Associate Members will be assessed dues of $1,000 per month, which will be applied to the General Member budget.

ARTICLE VIII. DISCLOSURE OF CLOSED SESSION INFORMATION

The representatives of Members, including their staff, that attend a closed session of the Board or any committee may disclose information obtained in a closed session that has direct financial or liability implications for that Member agency to the following individuals: (a) legal counsel of that Member agency for purposes of obtaining advice on whether the matter has direct financial or liability implications for that Member agency; and (b) other members of the legislative body of the Member agency present in a closed session of that Member agency.

ARTICLE IX. AMENDMENT OR REPEAL OF BYLAWS

These Bylaws may be repealed or amended or new Bylaws adopted by the vote of 75% of a quorum of the Board present and voting. Any representative abstaining from a vote shall be counted for purposes of determining the existence of a quorum, but shall not be deemed to be voting.

ARTICLE VII. PENALTIES

Any person governed by these Bylaws who violates the same shall be subject to suitable penalties to be levied and assessed by the Board not to exceed $200.00 for any one offense.

ARTICLE X. SAVINGS CLAUSE

Should any provision of these Bylaws be inconsistent with the laws of the State of California, such laws (and not these Bylaws) shall govern and these Bylaws shall be interpreted to be consistent with such laws.

Dated this 23rd day of July, 2015.

Adopted on ____________, 20.
CLEAN COPY OF PROPOSED REVISED BYLAWS

BYLAWS OF THE
FRIANT WATER AUTHORITY

ARTICLE I. AUTHORITY POWERS

All powers for the management, government and control of the Friant Water Authority (the “Authority” or “Friant”) and its affairs, not conferred on any other person, office or official by law, the then-current Joint Powers Agreement, or these Bylaws are reserved in the Board of the Authority to the maximum extent permitted by law.

ARTICLE II. OFFICE

The principal office for the transaction of business of the Authority is 854 N. Harvard Ave., Lindsay, California, 93247. The Board of Directors (“Board”) may change the principal office of the Authority if necessary.

ARTICLE III. MEETINGS

1. COMPLIANCE WITH BROWN ACT.

All meetings of the Board and every committee subject to the Brown Act will be called, held, noticed and conducted according to the provisions of the Brown Act (California Government Code section 54950 and following). All meetings of the Board and every committee subject to the Brown Act are open to the public. All Friant committees subject to the Brown Act must comply with the provisions of this Article III, with regard to conducting their meetings.

2. ANNUAL MEETING.

The Authority may hold an annual meeting on a date determined by the Board of Directors.

3. REGULAR MEETINGS.

Except as otherwise determined by the Board, the Board will hold a regular meeting on the fourth Thursday of each month at a location set by the Board starting at 9:00 a.m. The Board will cause an agenda for its meetings to be posted in accordance with all applicable requirements of the Ralph M. Brown Act (Government Code section 54950 and following) (“Brown Act”).

4. CHANGE OF TIME AND PLACE OF REGULAR MEETINGS.

The Board, by majority vote recorded and entered in its minutes, may change the place, date and time of the regular meetings at any time.
5. **ADJOURNED MEETINGS.**

The Board, or any members of the Board if less than a quorum, may adjourn any regular, adjourned regular, special or adjourned special meeting to a time and place specified in the order of adjournment in accordance with Government Code section 54955.

6. **SPECIAL MEETINGS.**

Special meetings of the Board may be called at any time by the Chair, the Vice Chair in the absence of the Chair, or by a majority of the Executive Committee or the Board by delivering written notice personally or by any other permitted means to each member of the Board in accordance with Government Code section 54956. The written notice may be dispensed with as to any member of the Board who, prior to the time the meeting convenes, files with the Secretary a written waiver of notice or as to any member who is actually present at the meeting at the time it convenes. The written notice must also be given personally or by any other permitted means to each local newspaper of general circulation, radio or television station requesting notice in writing and must be received at least 24 hours before the time of the meeting as specified in the notice. The call and notice must specify the time and place of the special meeting and the business to be transacted or discussed. No other business may be considered at such special meeting.

The agenda and its posting, and the conduct of the special meeting must comply with all applicable provisions of the Brown Act with respect to special meetings, specifically Government Code section 54956.

7. **CLOSED SESSIONS.**

The Board may enter into a closed session during a regular, adjourned regular, special or adjourned special meeting to consider matters as may lawfully be considered in such sessions. Prior to any closed session, the item(s) to be discussed will be disclosed and only those matters covered in such disclosure may be considered in such closed session. Disclosure may take the form of a reference to the item(s) as listed by number or letter on the agenda. Due to the fact that the national and state water, environmental, and political issues are so complex, the Board may find that the participation of the Authority's directors and their alternates in closed sessions of the Board meetings is essential in order to allow the alternate directors to be able to keep abreast of these matters so that they may vote meaningfully upon issues presented at meetings when they are called on to do so. After a closed session, the Board will report publicly, orally or in writing, any action taken in closed session, as well as the vote or abstention of every member present as provided by law.

8. **CONDUCT OF MEETINGS.**

The Chair, or in his or her absence the Vice Chair, will preside at and conduct all meetings of the Board. In the absence of the Chair and Vice Chair at any meeting where a quorum is present, the Board will appoint a director as the Chair Pro Tempore, who will preside at the meeting.
Any representative abstaining from a vote will be counted for purposes of determining the existence of a quorum, but will not be deemed to be voting.

ARTICLE IV. COMMITTEES

1. FORMATION AND STAFFING.

The Board may establish any committees it deems necessary to carry out the purposes of the Authority. All committees and their members serve at the pleasure of the Board and may be reconstituted, re-formed, reconfigured or disbanded at any time at the discretion of the Board. Every Authority committee will be comprised of an odd number of members and will be chaired by a member of the Executive Committee. Every Authority committee will be advisory to the Board, and the power to determine the Authority’s course of action will remain with the Board, except in the limited circumstances that the Executive Committee has been authorized to act as set forth in Section 2 of this Article.

The chair of each committee will be responsible for leadership, control and content of committee meetings. Every committee will also have a vice chair that is not a member of the Executive Committee. The Board Chair will ensure that each committee has adequate Friant staff to support each committee’s work effectively and to communicate with the Board and the members.

2. EXECUTIVE COMMITTEE.

There will be a committee of the Board known as the "Executive Committee," which will consist of up to seven members: up to three regular members (two of which may be alternate members), the Chair, Vice Chair, the Secretary-Treasurer, and the past-chair. The chair of the Executive Committee will be the Chair of the Board. During any meeting of the Executive Committee the number of directors participating as Committee members must be less than a majority of the Members of the Authority.

The Executive Committee guides Friant’s overall direction. The Executive Committee reports to and is given policy direction by the Board, and the Executive Committee is authorized by the Board to take action consistent with that policy direction. The Executive Committee will prepare recommendations on policy-level issues for presentation to the Board. The Chair of the Executive Committee will select, from among the members of the Executive Committee, the chair of each committee. The Executive Committee will also ensure proper communication of Friant issues and actions with the Members’ home boards and greater involvement of Friant directors.

When prompt action is necessary, the Executive Committee is authorized to act even in the absence of clear direction from the Friant Board. The Executive Committee will always strive to plan ahead or to call a special Board meeting when new policy direction is needed before the next Board meeting. However, for those rare cases when prompt action is needed and it is infeasible to call a special Board meeting, the Executive Committee is authorized to act on behalf of the Board when the direction provided to Friant staff is in writing and has been
approved by an 80% vote of the quorum of Executive Committee members present at the meeting. In those rare cases where the Executive Committee is authorized to act before the Board has a chance to consider the matter, the Chair will ensure that the whole Board is promptly informed of the action taken and the rationale for the Executive Committee’s decision.

3. TERMS OF OFFICE.

Beginning in January 2017, the term of office of every member of a committee, including the Executive Committee, will be two years, except that membership on ad hoc committees will have such term as is established by the Board.

If any committee member resigns, or otherwise fails to complete the remainder or his or her term, the Chair of the Board will nominate candidate(s) to stand for election to serve out the remainder of that director’s term of office. Nominations of additional candidates will also be taken from the Board at the time of consideration of filling a vacancy.

To allow reasonable opportunities for Board members to participate on the Executive Committee, once a Board member has served four consecutive years as a regular member or six consecutive years (three consecutive two-year terms) in any officer position of the Executive Committee, he or she will be precluded from serving on the Executive Committee again until one year has passed from the conclusion of his or her last service.

4. PURPOSE.

At the time the Board establishes a committee, and thereafter from time-to-time, the Board will establish the purposes of the committee, designate whether it is a standing or ad hoc committee, and identify the reporting requirements of the committee to the Board. At the time the Board establishes a committee, the Board may also establish the frequency of the meetings of the committee, but if it does not do so, the committee itself will set its own meeting schedule.

5. SELECTION OF COMMITTEE MEMBERS.

5.1 PROCESS FOR SELECTING MEMBERS OF EXECUTIVE COMMITTEE. In November 2018, and every two years thereafter, the Executive Committee will nominate new candidates or recommend existing members be retained on the Executive Committee. Nominations of additional candidates will also be taken from the Board at the time of selection of Executive Committee members at the following December Board meeting.

5.2 PROCESS FOR SELECTING MEMBERS OF ALL OTHER AUTHORITY COMMITTEES. For all committees other than the Executive Committee, the Chair of the Board will ask each director to identify the committees on which he or she is willing to serve. Beginning in December 2018, the Executive Committee will propose a slate of candidates for each committee in addition to the Executive Committee. At the December Board meeting, the Board will consider the committee candidates proposed by the Executive Committee, and any additional candidates nominated by the Board, and vote to approve or reject the proposed committee members. The terms for each committee member will be two years.
If any committee member resigns, or otherwise fails to complete the remainder or his or her term, the Chair of the Board will nominate candidate(s) to stand for election to serve out the remainder of that member’s term of office to be voted on at the next Board meeting. Nominations of additional candidates will be taken from the Board at the time of consideration of the appointment.

At all times, the number of directors participating in a committee meeting must be less than a majority of the Members of the Authority; however, in accordance with the Brown Act, other directors may attend committee meetings provided that they act only as observers.

6. **SELECTION OF OFFICERS TO LEAD COMMITTEES.**

For all committees other than the Executive Committee, the Chair of the Board will appoint, from among the Executive Committee members, the individual who will serve as chair of each committee. Beginning in January 2017, the terms for the committee chairs will be two years. The designation of the committee chairs will be confirmed by a majority vote of the Executive Committee.

Each committee will select from among its members a vice chair who is not a member of the Executive Committee.

7. **VOTING.**

Each committee member will have one vote. Committee officers do not have voting rights beyond the one vote entitlement for being the representative of an Authority General Member. The committee member must be present at a meeting in order to vote. There will be no proxy or absentee voting on Authority committees. Committee recommendations will be determined by a majority vote of the committee members present and voting at the meeting.

8. **COMMUNICATION AND STAFF COORDINATION.**

All recommendations and minutes of every committee other than the Executive Committee will be presented in writing to the Executive Committee to assist the Executive Committee in determining any policy issues that need to be addressed at a Board meeting. The Executive Committee will ensure that all recommendations of every committee, including the Executive Committee, are presented to the Board in writing as part of the information distributed to the Directors.

Committees and Authority staff will coordinate meeting schedules and work efforts to allow the maximum time possible for preparation and distribution of committee reports and recommendations before their presentation to the Board. If a committee is to prepare a written report containing recommendations or otherwise make recommendations to the Board, those recommendations will be clearly and concisely stated, with supporting facts and analyses.
ARTICLE V. DIRECTORS AND OFFICERS

1. QUALIFICATIONS.

Each Member of the Authority will be responsible for selecting its own representative(s) on the Board of Directors of the Authority; provided, however, that such representative must be an elected official of the Member.

2. DUTIES.

The Board and the officers and employees of the Authority will perform all duties established by California law, the Joint Powers Agreement and these Bylaws, and will at all times comply with the Constitution and the laws of the State of California.

3. OFFICERS.

The officers of the Authority Board will be the Board Chair and Vice Chair, and the Secretary-Treasurer. Officers are required to be directors. No one person may hold more than one office.

4. CHAIR.

The Chair will preside at all meetings of the Board and of the Executive Committee. The Chair will be an ex-officio member of all standing Authority committees but will not be entitled to participate in the votes of any committee except the Executive Committee unless the committee has a tie. The Chair will have the right to vote on all matters coming before the Board and will have only one vote, just as the other Board members. The Chair will ensure engagement of directors and that clear policy direction is provided to Friant staff, consistent with the positions taken by the Board. The Chair is responsible for leadership, control and content of Board meetings, and the Chair will enforce protocol at meetings, such as designating who can speak and when. As authorized by the Board or these Bylaws, the Chair is empowered to represent the Authority at all times, consistent with Board policy. The Chair will work with the Chief Executive Officer to ensure that Board policy and directions are implemented. The Chair also will have such other powers and duties as may be prescribed by the Board or these Bylaws.

5. VICE CHAIR.

In the absence or disability of the Chair, the Vice Chair will perform all the duties of the Chair and when so acting will have all the powers of, and be subject to all the restrictions upon, the Chair. The Vice Chair will have such other powers and perform such other duties as may from time to time be prescribed by the Board or these Bylaws. The Vice Chair will have right to vote on all matters coming before the Board and will have only one vote, just as the other Board members. As authorized by the Board or these Bylaws, the Vice Chair will have the authority to act on behalf of the Authority.
6. **SECRETARY-TREASURER.**

The Secretary-Treasurer will keep, at the principal office of the Authority, or such other place as the Board may order, a record of all proceedings had at meetings of the Board. Such record will include the time and place of the meetings, whether regular or special, and if special, how authorized, the notice given, the names of those present at the meetings, and the proceedings of the meeting. The Secretary-Treasurer will cause to be filed all documents pertaining to the Authority's affairs at the office of the Authority and such records will be open to inspection at all times by any person. The Secretary-Treasurer will give, or cause to be given, notice of all meetings of the Board and committees of the Authority as required by California law or these Bylaws, and she/he will keep the seal of the Authority (if any) in safe custody and will have such other powers and perform such other duties as may from time to time be prescribed and required by the Board or the Bylaws. Furthermore, the Secretary-Treasurer will be the depository and have custody of all money of the Authority from whatever source, subject to the applicable provisions of any indenture or resolution providing for a trustee or other fiscal agent. The Secretary-Treasurer will perform or cause to be performed the duties specified in Government Code section 6505.5. The Secretary-Treasurer will cause the Authority to contract with a certified public accountant to make an annual audit of the accounts and records of the Authority which will be conducted in compliance with Government Code section 6505. Except as delegated by the Board, the Secretary-Treasurer will have no authority to act on behalf of the Authority without Board approval.

7. **ELECTION OF OFFICERS**

7.1 **INITIAL ELECTION.** The Chair, Vice Chair, and Secretary-Treasurer will be chosen at the December Board meeting beginning in 2018. Their term of office will be for two years starting in January following their election and each will hold office until he or she resigns, is removed, or otherwise disqualified to serve, or until his or her successor is elected and qualified to serve.

7.2 **SELECTION OF REPLACEMENT.** If any officer resigns or otherwise fails to complete the remainder or his or her term, the Board will nominate a candidate to stand for election to serve out the remainder of that member’s term of office to be voted on at the next Board meeting following the event ending the officer’s term of service.

8. **COMPENSATION OF OFFICERS.**

8.1 **DIRECTORS.** Unless otherwise provided by a resolution adopted by the Board, no director will receive compensation from the Authority for his or her attendance at meetings of the Board or any committee or for any other services rendered as a director. The amount of any director compensation provided under any resolution adopted by the Board may not exceed the amount permitted by law for each day's attendance at meetings of the Board and for each day's service rendered as a director by request of the Board, not exceeding a total of six days in any calendar month, together with any expenses incurred in the performance of duties required or authorized by the Board.
8.2. **SECRETARY-TREASURER.** Unless otherwise determined by the Board, the Secretary-Treasurer of the District will serve without compensation, other than to receive such allowance as may be authorized by the Board from time to time to cover expenses incurred by the Secretary-Treasurer in the performance of his or her duties on behalf of the Authority.

9. **BONDS OF OFFICERS.**

The Board may require a bond in an amount to be determined by the Board for any Board officer. The premium for any such bond will be paid by the Authority.

10. **REMOVAL OF OFFICERS.**

The Board may remove any officer, with or without cause, at any regular or special meeting of the Board by concurrence of 75% of the representatives of the Members of the Authority present and voting on such matter.

**ARTICLE VI. EMPLOYEES AND AGENTS**

1. **AUTHORITY TO EMPLOY STAFF AND AGENTS.**

The Board will employ and appoint such employees and agents (including consultants and contractors) as the business of the Authority may require. Each such employee will have such authority and perform such duties, and receive such salary, as the Board may from time-to-time determine is appropriate to advance the interests of the Authority. The Board reserves the right to change an employee’s or agent’s job duties at any time.

2. **CHIEF EXECUTIVE OFFICER.** The Chief Executive Officer of the Authority will, subject to the control and policy direction of the Board, have general supervision, direction and control of all aspects of the administration and operations of the Authority, including regional, inter-agency, statewide and national water matters; legislative, regulatory and environmental matters that may impact the Authority’s interests; development and management of the Authority’s budget; and compliance with all laws and regulations. The Chief Executive Officer is the employee with primary responsibility for ensuring that the Board’s policy direction is implemented. In fulfilling the duties of this role, the Chief Executive Officer will have to participate frequently in regional, state, and federal meetings, conferences, and negotiations.

The Chief Executive Officer will communicate with the Board Chair between Board meetings, attend all Board meetings, ensure that the Board and the Members are kept educated on pertinent issues, and make recommendations to the Board as appropriate.

Except as the Board otherwise reserves these powers for itself, the Chief Executive Officer supervises and directs all Authority staff and has the power to hire and terminate Authority employees and to direct their work. The Chief Executive Officer will ensure the development and administration of personnel policies and procedures, including recruitment, selection, termination, training, evaluation and compensation. No other officer, director or employee of the Authority will provide direction to Authority staff, except as such power may be delegated by the Chief Executive Officer. The Chief Executive Officer will also ensure that the
Authority maintains a motivating and productive work climate for staff and contractors.

The Chief Executive Officer reports to the Board and serves at the pleasure of the Board.

3. **CHIEF OPERATING OFFICER.** The Chief Operating Officer will manage the day-to-day operations of the Authority and will have primary responsibility for ensuring that the operations of the Authority continue to run efficiently and effectively. The Chief Operating Officer will report to, and will work closely with, the Chief Executive Officer. As a senior member of the executive team, the Chief Operating Officer will provide high-level support to the Chief Executive Officer, as directed.

4. **COMPENSATION OF EMPLOYEES.** The Board will compensate the Authority’s employees with such sums and benefits as may be fixed by the Board consistent with applicable law.

5. **BONDS OF EMPLOYEES.**

The Board may require a bond in an amount to be determined by the Board for any officer or employee. The premium for any such bond will be paid by the Authority.

**ARTICLE VII. SPECIAL CLASSES OF MEMBERS**

1. **TRIAL MEMBERS.**

The Board, by 75% vote recorded and entered in its minutes, may extend an invitation to any appropriate entity and thereafter approve such entity to be recognized as a “Trial Member” of the Authority for a trial period of up to 12 months. Trial Members must designate a representative to attend Friant meetings and their representatives will be allowed to participate in Board and committee discussions (including closed sessions) to the full extent permitted by law; provided, however, their representatives will not have voting privileges on the Board or any committee unless expressly authorized by their membership agreement. Trial Members will not be liable for contributions to the General Member budget.

2. **ASSOCIATE MEMBERS**

The Board, by 75% vote recorded and entered in its minutes, may extend an invitation to any appropriate entity and thereafter approve such entity to be recognized as an “Associate Member” of the Authority. Associate Members must designate a representative to attend Friant meetings and their representatives will be allowed to participate in Board and committee discussions (including closed sessions) to the full extent permitted by law; provided, however, their representatives will not have voting privileges on the Board or any committee unless expressly authorized by their membership agreement.

3. **SMALL DISTRICT ASSOCIATE MEMBERS.**

Districts with 3,500 acre-feet or less of contracted Friant Division water supply (i.e., total of Class 1 and Class 2 contract quantities) may be approved by the Board, by 75% vote recorded
and entered in its minutes, as an “Associate Member” of the Authority. Associate Members must designate a representative and alternate to attend Friant meetings and their representatives will be allowed to participate in Board and committee discussions (including closed sessions) to the full extent permitted by law; provided, however, their representatives will not have voting privileges on the Board or any committee unless expressly authorized by their membership agreement. Small District Associate Members will be assessed dues of $1,000 per month, which will be applied to the General Member budget.

ARTICLE VIII. DISCLOSURE OF CLOSED SESSION INFORMATION

The representatives of Members, including their staff, that attend a closed session of the Board or any committee may disclose information obtained in a closed session that has direct financial or liability implications for that Member agency to the following individuals: (a) legal counsel of that Member agency for purposes of obtaining advice on whether the matter has direct financial or liability implications for that Member agency; and (b) other members of the legislative body of the Member agency present in a closed session of that Member agency.

ARTICLE IX. AMENDMENT OR REPEAL OF BYLAWS

These Bylaws may be repealed or amended or new Bylaws adopted by the vote of 75% of a quorum of the Board present and voting. Any representative abstaining from a vote will be counted for purposes of determining the existence of a quorum, but will not be deemed to be voting.

ARTICLE X. SAVINGS CLAUSE

Should any provision of these Bylaws be inconsistent with the laws of the State of California, such laws (and not these Bylaws) will govern and these Bylaws will be interpreted to be consistent with such laws.

Adopted on ____________, 20__. 