



MEMORANDUM

TO: SLDMWA Board of Directors

FROM: Rebecca Akroyd, General Counsel

DATE: April 8, 2021

RE: Adoption of Bylaws for the San Luis & Delta-Mendota Water Authority

BACKGROUND

Article 15 of the Authority's Joint Exercise of Powers Agreement (JPA) authorizes the Board to adopt "such bylaws, rules and regulations for the conduct of its affairs as may be required." Since its inception, the Authority has declined to adopt bylaws, and instead has looked to the JPA to govern the conduct of its affairs, and has adopted rules and regulations (policies) in the form of over Board resolutions. Of the 450+ resolutions adopted by the Board, several dozen can be characterized as policies.

The policies contained in the Board resolutions have not been compiled into one central place, and in many cases, have not been reviewed by the Board or updated in as timely a fashion as is desirable. Therefore, the 2019 Strategic Plan adopted by the Authority Board includes Goal 2, "Improve Governance and Policy Direction," and Objective 2.1.3, "Evaluate changes to governance documents and/or Board policies." Staff worked with an ad hoc governance committee to develop draft Bylaws in spring 2020, and since adoption of the 2019 Strategic Plan also worked with the Board to adopt several new policies and amendments to existing policies.

During the March 2020 Finance & Administration Committee meeting, staff reviewed draft bylaws with Committee members. Staff highlighted several policy questions included in the draft, and sought Committee review. In response to comments, staff further revised the draft bylaws to clarify the composition of ad hoc committees and to highlight the jurisdiction of the Finance and Administration Committee over general financial matters. In its May 11, 2020 meeting, the Finance and Administration Committee voted to recommend adoption of Bylaws for the San Luis & Delta-Mendota Water Authority.

On March 24, 2021, a Joint Board of Directors, Finance & Administration Committee, and Water Resources Committee Workshop was held to further discuss the draft Bylaws. In the workshop, Directors and Committee Members provided additional direction to staff regarding modifications of the draft Bylaws, which has been incorporated to the draft presented for adoption.

ISSUE FOR DECISION

Whether the Board of Directors should consider a resolution adopting San Luis & Delta-Mendota Water Authority Bylaws and superseding Resolution Nos. 2017-423, 2017-412, 2016-405, 2013-371, 2001-191, 1996-136, and 1993-49.

RECOMMENDATION

Staff recommends adoption of Authority Bylaws and the associated supersession of the listed resolutions.

ANALYSIS

The draft Bylaws are organized into nine Articles: (1) Authority Power, (2) Office, (3) Meetings, (4) Directors and Officers, (5) Committees, (6) Employees and Agents, (7) Miscellaneous, (8) Amendment or Repeal of Bylaws, and (9) Savings Clause.

Sections within the Bylaws are intended to supersede the following resolutions:

- 2017-423 (Amending Resolution 2001-191);
- 2017-412 (Amending Resolution 2001-191);
- 2016-405 (Establishing Personnel Subcommittee of the Finance and Administration Committee);
- 2013-371 (Confirming Establishment of the Principal Office for the San Luis & Delta-Mendota Water Authority and Updating Place and Confirming Time of Regular Meetings of the Board of Directors;
- 2001-191 (Resolution Revising and Superseding Resolution 1998-164 [structure of standing advisory committees]);
- 1996-136 (Amending Resolution 1993-49, Resolution Adopting Procedures to Fill Vacancies in Position of Director or Alternate Director as to Divisions 1 and 5); and
- 1993-49 (Adopting Procedures to Fill Vacancies in Position of Director or Alternate Director).

Key new concepts / policies questions in the draft Bylaws have been discussed with the ad hoc governance committee, Finance & Administration Committee, Water Resources Committee, and Board of Directors, and direction has been provided. The draft Bylaws presented for adoption are consistent with the direction provided in the April 24, 2021 Workshop.

BUDGET IMPLICATIONS

The budget is not impacted by the adoption of Bylaws.

ATTACHMENTS

(1) Proposed Resolution, (2) Bylaws showing redlines from March 24, 2021 Workshop, (3) Bylaws accepting redlines, (4) Resolutions proposed for supersession

SAN LUIS & DELTA-MENDOTA WATER AUTHORITY

RESOLUTION NO. 2021-

**RESOLUTION ADOPTING SAN LUIS & DELTA-MENDOTA WATER AUTHORITY
BYLAWS AND SUPERSEDING RESOLUTION NOS. 2017-423, 2017-412, 2016-405,
2013-371, 2001-191, 1996-136, AND 1993-49**

WHEREAS, the Board of Directors of the San Luis & Delta-Mendota Water Authority (the “Board” and the “Water Authority,” respectively), pursuant to the Water Authority’s procedures and the California Government Code, from time to time, may adopt policy for the administration of the Water Authority; and

WHEREAS, Article 15 of the Water Authority’s Joint Exercise of Powers Agreement authorizes the Board to adopt “such bylaws, rules and regulations for the conduct of its affairs as may be required;” and

WHEREAS, the Water Authority has not previously adopted bylaws, but has instead adopted numerous rules and regulations (policies) in the form of Board resolutions, including:

Resolution No. 2017-423, which amended Resolution No. 2001-191 and updated the Water Authority’s practices for holding meetings of the Water Resources Committee and the Finance and Administration Committee;

Resolution No. 2017-412, which amended Resolution No. 2001-191 and expanded and clarified the scope of qualifications to serve as a member of the Water Resources Committee and of the Finance and Administration Committee;

Resolution No. 2016-405, which established the Personnel Subcommittee of the Finance and Administration Committee;

Resolution No. 2013-371, which confirmed establishment of the principal office for the Water Authority and updated the place and conforming time of regular meetings of the Board;

Resolution No. 2001-191, which revised and superseded Resolution No. 1998-164 and reconfirmed the structure of standing advisory committees, delegated to the Water Authority Chairman power to appoint standing advisory committee members, and conformed the structure and authority of the Finance and Administration and O&M Technical Committees to terms of that certain Memorandum of Understanding between the Water Authority and the Friant Water Authority;

Resolution 1996-136, which amended Resolution No. 1993-49 and amended procedures to fill vacancies in position of Director or Alternate Director as to Divisions 1 and 5; and

Resolution 1993-49, which adopted procedures to fill vacancies in position of Director or Alternate Director; and

WHEREAS, the Board now desires to adopt Bylaws to compile and update key rules and regulations (policies) and set other rules and regulations for the conduct of its affairs in one document; and

WHEREAS, the Board by adoption of this resolution, desires to supersede Resolution Nos. 2017-423, 2017-412, 2016-405, 2013-371, 2001-191, 1996-136, and 1993-49 and adopt Bylaws.

NOW, THEREFORE, BE IT RESOLVED, AS FOLLOWS, THAT:

Section 1. The facts stated in the recitals above are true and correct, and the Board so finds and determines.

Section 2. Resolution Nos. 2017-423, 2017-412, 2016-405, 2013-371, 2001-191, 1996-136, and 1993-49 are hereby superseded, which supersession is not intended to and shall not affect the validity of any actions previously taken under those resolutions.

Section 3. The Board hereby approves that certain document entitled “San Luis & Delta-Mendota Water Authority Bylaws,” dated April 8, 2021, a copy of which is attached to this resolution as **Exhibit 1**, has been presented to the Board, and is on file with the Secretary hereof.

Section 4. The San Luis & Delta-Mendota Water Authority Bylaws shall remain in effect from year to year, until and unless it is revoked or modified by the Board.

PASSED, APPROVED AND ADOPTED this [redacted] day of April, 2021, by the Board of Directors of the San Luis & Delta-Mendota Water Authority.

Cannon Michael, Chairman

SAN LUIS & DELTA-MENDOTA WATER AUTHORITY

Attest:

Federico Barajas, Secretary

I hereby certify that the foregoing Resolution No. 2021-__ was duly and regularly adopted by the Board of Directors of the San Luis & Delta-Mendota Water Authority at the meeting thereof held on the __th day of April, 2021.

Federico Barajas, Secretary

DRAFT: 4/8/21

SAN LUIS & DELTA-MENDOTA WATER AUTHORITY



BYLAWS

Adopted: _____

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WORKING DRAFT

BYLAWS OF THE SAN LUIS & DELTA-MENDOTA WATER AUTHORITY

PREAMBLE

These Bylaws are provided pursuant to Article 15 of the Amended and Restated Joint Exercise of Powers Agreement of the San Luis & Delta-Mendota Water Authority effective as of January 1, 1992, among the signatory parties thereto, as such agreement may be amended from time to time.

ARTICLE I. AUTHORITY POWER

Section 1.01 RESERVED POWER.

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

Section 1.02 CONFLICT BETWEEN BYLAWS AND AGREEMENT.

Unless specifically defined in these Bylaws, all defined terms shall have the same meaning ascribed to them in the Agreement. If any term of these Bylaws conflicts with any term of the Agreement, the Agreement terms shall prevail, and these Bylaws shall be amended to eliminate such conflict of terms. Unless the context or reference to the Agreement requires otherwise, the general provisions, rules of construction, and applicable statutory definitions will govern the interpretation of these Bylaws.

Section 1.03 RELATIONSHIP BETWEEN BYLAWS AND RESOLUTIONS.

To the extent these Bylaws conflict with any Authority practices or policies previously memorialized in resolutions adopted by the Board, these Bylaws control. Specifically, these Bylaws supersede the following Resolutions:

- 2017-423 (Amending Resolution 2001-191);
- 2017-412 (Amending Resolution 2001-191);
- 2016-405 (Establishing Personnel Subcommittee of the Finance and Administration Committee);
- 2013-371 (Confirming Establishment of the Principal Office for the San Luis & Delta-Mendota Water Authority and Updating Place and Confirming Time of Regular Meetings of the Board of Directors);
- 2001-191 (Resolution Revising and Superseding Resolution 1998-164);
- 1996-136 (Amending Resolution 1993-49, Resolution Adopting Procedures to Fill Vacancies in Position of Director or Alternate Director as to Divisions 1 and 5); and
- 1993-49 (Adopting Procedures to Fill Vacancies in Position of Director or Alternate Director).

ARTICLE II. OFFICE

The principal office for the transaction of business of the Authority is 842 6th Street, Los Banos, Merced County, California, 93635 (Resolution No. 2013-371). The Board may change the principal office of the Authority if necessary.

ARTICLE III. MEETINGS

Section 3.01 COMPLIANCE WITH BROWN ACT.

All meetings of the Board and every committee subject to the Ralph M. Brown Act (California Government Code section 54950 et seq.) (“**Brown Act**”) will be called, held, noticed, and conducted according to the provisions of the Brown Act. All Authority committees subject to the Brown Act must comply with the applicable provisions of this Article III, with regard to conducting their meetings. Board and committee meetings may be held by teleconference as allowed by and in conformity with the Brown Act, including but not limited to Government Code section 54953. In the event these Bylaws are in conflict with the Brown Act, the provisions of the Brown Act shall govern.

Section 3.02 REGULAR MEETINGS.

Except as otherwise determined by the Board, the Board will hold a regular meeting on the first Thursday after the first Monday of each month, at 9:30 a.m., at 842 6th Street, Los Banos, California (Resolution No. 2013-371). The Board will cause an agenda for its meetings to be posted in accordance with all applicable requirements of the Brown Act.

Section 3.03 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.

Section 3.04 SPECIAL MEETINGS.

Special meetings of the Board may be called by the Chair of the Board (“**Chair**”), the Vice Chair of the Board (“**Vice Chair**”) in the absence of the Chair, or by a majority of 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.

Section 3.05 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. The Board shall comply in all respects with closed session requirements and procedures of the Brown Act.

Section 3.06 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.

Section 3.07 QUORUM AND VOTING.

A majority of the then-appointed Directors plus any Alternate Directors attending in the absence of their respective Directors shall comprise a quorum of the Board for the purposes of transacting the Authority's business. Each Director or Alternate Director shall have one vote. Any Director abstaining from a vote will be counted for purposes of determining the existence of a quorum, but will not be deemed to be voting. A Director or Alternate Director must be present at or participating via teleconference in a meeting in order to vote. There will be no proxy or absentee voting at Board meetings.

Except as otherwise provided herein or by law, the vote of a majority of all the Directors present shall be required for the Authority to take action, with the following exceptions:

- (a) The Authority shall not participate in any lawsuits, or administrative proceeding or other similar proceedings (except to defend the Authority) except upon the vote of 85% of the Directors present.
- (b) The Authority shall not endorse or oppose, or otherwise formally support or oppose any legislation except upon the vote of 85% of the Directors present.
- ~~(c) The Authority shall not oppose or otherwise formally not support any legislation except upon the vote of 85% of the Directors present.~~

~~(c)~~(c) This Section should not be read to preclude the Executive Director or his or her delegee from taking an ~~informal~~ position on legislation on behalf of the Authority that is consistent with adopted legislative or policy objectives, ~~or to preclude the Executive Director from communicating a position on emergency legislation~~ after obtaining the concurrence of the Chair, ~~or the~~ Vice Chair, and the chairs of the Finance and Administration and Water Resources Committees's designee, provided that the Executive Director informs the Board regarding such positions on ~~emergency~~ legislation no later than within three business days.

If there is no quorum of the Board, a committee, or a subcommittee, then those present may decide to: (1) adjourn the meeting, (2) cancel the meeting, or (3) proceed as a "committee of the whole," although in that event no action may be taken or decisions made.

ARTICLE IV. DIRECTORS AND OFFICERS

Section 4.01 GOVERNING BODY.

- (a) The business of the Authority shall be conducted by a Board of Directors consisting of nineteen (19) Directors.
- (b) For purposes of electing directors, Members of the Authority shall be separated into five divisions as set forth in Exhibit B to the Agreement, such divisions to be known as Division 1, Division 2, Division 3, Division 4, and Division 5. Members included in each Division shall select four Directors and Alternate Directors except Division 5 which shall select three Directors and Alternate Directors.
- (c) The initial selection of Directors and Alternate Directors shall be in accordance with the

procedures described in Article 9 of the Agreement, with representation as follows:

- (i) Division 1: Four Directors and four Alternate Directors. No more than one Director and Alternate Director may represent a single Member.
 - (ii) Division 2: Four Directors and four Alternate Directors. No more than two Directors and Alternate Directors may represent a single Member.
 - (iii) Division 3: Four Directors and four Alternate Directors. No more than two Directors and Alternate Directors may represent a single Member.
 - (iv) Division 4: Four Directors and four Alternate Directors. No more than two Directors and Alternate Directors may represent a single Member.
 - (v) Division 5: Three Directors and three Alternate Directors. No more than one Director and Alternate Director may represent a single Member.
- (d) The selection of Directors and Alternate Directors by the Members of each Division to fill vacancies on the Authority Board shall occur as follows (Resolution Nos. 1996-136, 1993-49):
- (i) Divisions 1 and 5:
 - 1) The remaining Directors from said Division or the Board of Directors of any Member within the Division shall promptly nominate a qualified individual, and shall immediately thereafter notify the Secretary of the Authority of the vacancy and of the nomination of the successor.
 - 2) Upon receipt of the notice of the vacancy and of the nomination of a successor Director or Alternate Director, the Secretary of the Authority shall circulate to each Member of the Division notice of the proposed change and notice of the opportunity to notify the Authority of any objection to the nomination within thirty (30) days.
 - 3) In the event the Authority receives no notice of objection within the 30-day period, the successor Director or Alternate Director shall be deemed elected by the Members in such Division. Such election shall be effective the day following expiration of the thirty-day period.
 - (ii) Divisions 2, 3, and 4: The governing body of the Member from which the Director or Alternate Director who caused the vacancy came shall have the right to promptly appoint a qualified individual, and shall immediately thereafter notify the Secretary of the Authority of the vacancy and the appointment of the successor; the successor shall be deemed elected upon such notification to the Authority.
 - (iii) Division 3: Members who have selected a representative from an Associate Member as one of their Directors or Alternate Directors shall, in the event of a vacancy in such directorship, select a successor in consultation with the Associate Members in that Division, provided that, if there exists a governing board of an entity formed by Central California Irrigation District, Firebaugh Canal Water District, San Luis Canal Company, and Columbia Canal Company, then such governing body shall appoint a representative to fill any vacancy from one of the Authority's Associate Members.
- (e) In the event within Division 2, 3, or 4 Members fail to act in accordance with the procedures

outlined in Section 4.01(d)(ii) above to appoint a successor within a reasonable time, or in the event in Division 1 or 5 the Authority receives an objection to the nomination within the thirty (30) day period, or more than one successor per vacant position is nominated pursuant to Section 4.01(d)(i) above, the Authority shall provide each Member of the Division with a Notice of Available Director and/or Alternate Director Position(s), the date by which nominations for such position must be received, the date by which the Authority will circulate a slate of all individuals nominated for such position or positions together with voting instructions, and the voting date (Resolution No. 1996-136).

Section 4.02 QUALIFICATIONS.

Each Director and Alternate Director shall be appointed or selected by the Members of the respective Division in accordance with Section 4.01 above. Each Director and Alternate Director shall be a member of a governing body of a Member, shall be on the staff of or a permanent consultant of the Member, or shall otherwise be formally appointed by the governing body of the Member.

Section 4.03 ATTENDANCE REQUIREMENT.

The position of any Director shall be deemed vacant if such Director is absent from three (3) consecutive regular Board meetings without either good cause provided in writing to the Secretary within thirty (30) days of the absence, or substitute attendance by his or her Alternate Director.

Good cause shall be determined at the discretion of the Authority Chair.

Section 4.04 DUTIES.

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

Section 4.05 TRAINING.

In their capacity as Directors or staff for Members, the Authority's Directors, committee members, subcommittee members, and their alternates shall receive training (e.g. general ethics principles and ethics laws relevant to public service, sexual harassment prevention) to the extent required by law.

Section 4.06 CODE OF CONDUCT.

The conduct of the Authority's Directors, committee members, subcommittee members, and their alternates, should enhance the integrity and goals of the Authority and in furtherance thereof they are expected to maintain the highest ethical standards, to follow these policies and procedures, to follow the joint powers agreement that formed the Authority, to follow these duly adopted Bylaws, to follow Board-adopted resolutions, and to abide by all applicable local, state, and federal laws. To assist in the governing of behavior between and among them, Directors, committee members, subcommittee members, and their alternates shall observe the following rules and principles:

- The Board's primary responsibility is formulating and evaluating Authority policies for the common good of all Members; routine matters concerning the Authority's operations are delegated to its staff.
- The work of the Authority is a team effort which requires support by staff of the Authority

and its member agencies.

- Directors, committee members, subcommittee members, or their alternates shall support the maintenance of a positive and constructive work environment for Authority employees.
- The needs of the Members shall be the priority of the Directors, committee members, subcommittee members, and their alternates.
- The dignity, style, values and opinions of all Directors, committee members, subcommittee members, and their alternates shall be respected.
- Board deliberation shall be fair, open and thorough, but also timely, orderly and kept to the point.
- Differing viewpoints are healthy in the decision-making process.
- As required by and to the extent authorized by law, Directors, committee members, subcommittee members, and their alternates shall respect the confidentiality appropriate to issues of a sensitive nature, including the legal obligation to maintain confidential closed session discussion and attorney-client privileged communication.

As set forth in more detail below in Section 7.01, Directors, committee members, subcommittee members and their alternates must avoid conflicts of interest with respect to their fiduciary responsibility and are obligated by virtue of their office to discharge their responsibilities with integrity and fidelity and are prohibited from placing themselves in a position where their private, personal interest may conflict with their official duties. Whenever a Director has reason to believe he or she has a potential for a conflict of interest, the Director may seek the advice of General Counsel, counsel for his or her Member agency, or a private attorney.

Section 4.07 OFFICERS.

The officers of the Authority Board are the Chair, Vice Chair, a Secretary, and a Treasurer. The Chair and Vice Chair are required to be ~~both Directors selected from the membership~~ of the Authority ~~Board and members of a governing body of an Authority Member~~. No one person may hold more than one office.

Section 4.08 CHAIR.

The Chair shall preside at all meetings of the Board. The Chair shall serve as an ex-officio member of the Water Resources Committee and the Finance and Administration Committee (“Committees”). The Chair will have the right to vote on all matters coming before the Board and the Committees on which the Chair serves and will have only one vote, just as the other Board and Committee members. The Chair will ensure engagement of directors and that clear policy direction is provided to the Executive Director, consistent with the positions taken by the Board. The Chair is responsible for leadership, control, and content of Board meetings; the Chair will set the agenda for all Board meetings, working with the Executive Director. The Chair will enforce decorum at meetings. As authorized by the Board, the Agreement, or these Bylaws, the Chair is empowered to represent the Authority at all times, consistent with Board policy. The Chair will work with the Executive Director 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.

Section 4.09 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, the Agreement, or these Bylaws. The Vice Chair will be an ex-officio member of the Water Resources Committee and the Finance and Administration Committee. The Vice Chair will have the right to vote on all matters coming before the Board and the Committees and will have only one vote, just as the other Board and Committee members. As authorized by the Board, the Agreement, or these Bylaws, the Vice Chair will have the authority to act on behalf of the Authority.

Section 4.10 SECRETARY.

The Board shall elect a Secretary who may be, but is not required to be, a Director. The Secretary, or his or her designee, shall be responsible for keeping the minutes of all meetings of the Board and all other official records of the Authority. Once elected, the Secretary shall hold office until he or she resigns, is removed, or is otherwise disqualified to serve, or until his or her successor is elected and qualified to serve.

Section 4.11 TREASURER.

The Board shall appoint a Treasurer of the Authority who shall be the depository of funds and shall have custody of all money of the Authority, from whatever source. Once appointed, the Treasurer shall hold office until he or she resigns, is removed, or is otherwise disqualified to serve, or until his or her successor is appointed and qualified to serve.

Section 4.12 ELECTION OF OFFICERS.

- (a) Initial Election. The Chair and Vice Chair will be chosen at the first meeting of each Fiscal Year. Their term of office will be for one year starting in the month of their election and each will hold office until he or she resigns, is removed, or is otherwise disqualified to serve, or until his or her successor is elected and qualified to serve.
- (b) 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 officer's term of office to be voted on at the next Board meeting following the event ending the officer's term of service.

Section 4.13 COMPENSATION OF DIRECTORS AND OFFICERS.

While the Agreement authorizes compensation of Directors as fixed from time to time, the Authority does not compensate Directors or Alternate Directors for time incurred in the conduct of the Authority's business without prior vote of the Board.

The Authority adheres to California Government Code sections 53232 through 53232.4 when dealing with issues of expenditure reimbursements for Directors, committee members, subcommittee members, or their alternates.

Section 4.14 REMOVAL OF OFFICERS.

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

ARTICLE V. COMMITTEES

Section 5.01 FORMATION OF COMMITTEES AND SELECTION OF MEMBERS.

The Board may establish any standing 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, except those committees described in Sections 5.03 through 5.06, which may only be reconstituted, re-formed, reconfigured, or disbanded by an amendment of these Bylaws. Every Authority committee will be comprised of Committee Members and Alternate Members that are members of a governing body of an Authority Member Agency, on the staff of or a permanent consultant of an Authority Member Agency, or otherwise formally appointed by the governing body of an Authority Member Agency (Resolution No. 2017-412). 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. All standing committees shall be subject to the Brown Act.

The Board or the Authority Chair may establish ad hoc, or temporary advisory committees that are composed of less than a quorum of the Board, serve a limited or single purpose, are not perpetual, and that will be dissolved once their specific task(s) are completed, as needed to further the mission of the Authority. To the extent ad hoc committees are charged with addressing matters that might impact the membership as a whole, effort will be made to include representation from each Division.

Section 5.02 LEADERSHIP.

The Authority Chair shall appoint from each committee or subcommittee a Committee Chair to serve as presiding officer of that committee, and each Committee Chair shall hold his or her position at the pleasure of the Authority Chair. In the absence of a Committee Chair, the respective Committee may select a temporary Chair to serve in the absence of the Committee Chair. The chair of each committee will be responsible for leadership, control, and content of committee meetings. Vacancies will be filled in manner of appointments discussed below.

Section 5.03 WATER RESOURCES COMMITTEE.

- (a) Authority. The Water Resources Committee shall advise the Board of Directors and staff on policy matters concerning water supply and water supply operations issues and on the implementation of policy established by the Board on these matters. (Resolution No. 2001-191.)
- (b) Structure. The Water Resources Committee will consist of one Member from each Division of the Authority, the Chair, and the Vice Chair of the Authority. There shall be appointed one Alternate Member for each Divisional representative. There shall be no alternates for the Authority Chair or Vice Chair. The number of Members is seven (7).
- (c) Appointment. The Chair of the Authority, after conferring with the members of each Division, shall appoint the Members and Alternate Members of the committee. Divisional

representatives shall serve at the pleasure of the Division. Vacancies in the Committee shall be filled in the same manner as appointment of original members.

- (d) Meetings. Regular meetings of the Water Resources Committee shall be held on the Monday prior to the regular meetings or adjourned regular meetings of the Board of Directors of the Authority, at 10:00 a.m., or on such alternate dates and times as may be selected by the Committee Chair or by the Executive Director of the Authority after conferring with the Committee Chair (Resolution No. 2017-423), or as otherwise determined by the Board.
- (e) Quorum and Voting. A majority of the then-appointed Committee Members plus any Alternate Committee Members attending in the absence of their respective Committee Members shall comprise a quorum of the Water Resources Committee. Each Committee Member, including the Authority Chair and Vice Chair, shall have one vote. In the absence of the Member for whom an Alternate Member is appointed, or in the cases of the Member's conflict of interest precluding participation, the Alternate Member is authorized to cast the vote of the Member. Committee actions shall be determined by the vote of a majority of a quorum.

Section 5.04 FINANCE AND ADMINISTRATION COMMITTEE.

- (a) Definitions.
 - (i) Non-OM&R Matters. All budget, financial, and administrative matters that do not relate to the Operation, Maintenance and Repair (“**OM&R**”) Budget or Program of the Authority.
 - (ii) OM&R Budget. A budget required to be prepared by the then-applicable agreement between the United States of America and the Authority to Transfer the Operation, Maintenance and Replacement and certain Financial and Administrative Activities Related to the San Luis & Delta-Mendota Canals, C.W. “Bill” Jones Pumping Plant, Delta-Mendota Canal/California Aqueduct Intertie Pumping Plant, O’Neill Pumping/Generating Plant, San Luis Drain and Associated Works (“**Transfer Agreement**”).
 - (iii) OM&R Program. All activities of the Authority required for the OM&R of the Project Facilities pursuant to the Transfer Agreement, including but not limited to, the program of work to be performed, the preparation and adoption of budgets, funding (including establishment of reserves and creation of debt), purchasing, auditing, inspections, cost recovery methodology, and fiscal agent responsibilities.
- (b) Authority. The Finance and Administration Committee (“**FAC**”) shall advise the Board of Directors and staff concerning the Authority’s general financial, budget, and administration matters, including personnel, and on the implementation of policy established by the Board on these matters. The FAC shall also have the responsibility for making recommendations to the Board concerning the financial audit, and may make recommendations concerning the OM&R Budget or OM&R Program as set forth in Section 5.03(a).

- (c) Structure. The FAC shall be comprised of one Member from each Division of the Authority, the Chair, and the Vice Chair of the Authority; and one representative of the Friant Water Authority (“FWA”) (Resolution No. 2001-191). There shall be appointed one Alternate Member for each Divisional representative and for the FWA representative. There shall be no alternates for the Chair and Vice Chair of the Authority. The initial number of Members is eight (8).
- (d) Appointment. The Chair of the Authority, after conferring with the members of each Division, shall appoint the Divisional Members and Alternate Members of the committee. Divisional representatives shall serve at the pleasure of the Division. The Chair of the Authority shall appoint the FWA Member and Alternate Member recommended, in writing, by the FWA, who shall serve at the pleasure of the FWA. Vacancies in the FAC shall be filled in the same manner as appointment of original members.
- (e) Meetings. Regular meetings of the FAC shall be held on the Monday prior to the regular meetings or adjourned regular meetings of the Board of Directors of the Authority, at 12:00 p.m., or on such alternate dates and times as may be selected by the Committee Chair or by the Executive Director of the Authority after conferring with the Committee Chair (Resolution No. 2017-423), or as otherwise determined by the Board.
- (f) Quorum and Voting.
 - (i) Matters Affecting the OM&R Budget or OM&R Program. A majority of the then-appointed Members plus any Alternate Members attending in the absence of their respective Members shall comprise a quorum of the Committee. Each Member, including the Chair and Vice Chair, shall have one vote. In the absence of the Member for whom an Alternate Member is appointed, or in the cases of the Member’s conflict of interest precluding participating, the Alternate Member is authorized to cast the vote of the Member. A recommendation of the FAC to the Authority Board of Directors to adopt or amend the OM&R Budget shall be adopted by the “yes” vote of at least 5 of 8 Members/Alternate Members voting in the place of an absent or disqualified Member. At any point in the budget approval process, an OM&R Budget or OM&R budgetary issue may be remanded to the OMR& Technical Committee.
 - (ii) Non-OM&R Matters. A majority of the then-appointed Members plus any Alternate Members attending in the absence of their respective Members shall comprise a quorum of the FAC. Each Member, including the Chair and Vice Chair, shall have one vote. In the absence of the Member for whom an Alternate Member is appointed, or in cases of the Member’s conflict of interest precluding participation, the Alternate Member is authorized to cast the vote of the Member. The FWA Member and Alternate Member shall not be counted towards a quorum nor be entitled to vote on Non-OM&R Matters.

Section 5.05 OM&R TECHNICAL COMMITTEE.

- (a) Authority. The OM&R Technical Committee is a subcommittee of the FAC and is advisory to the FAC and the Board of Directors of the Authority. The Technical Committee is charged with working with the Authority’s staff in the development of OMR& budgets. The Technical Committee shall be authorized to recommend the OM&R budgets for

approval by the FAC and shall be obligated diligently to reconsider any budget or budgetary issue that is remanded back to it from the FAC at any point in the budget approval process, and to provide its recommendation thereon (Resolution No. 2001-191).

- (b) **Structure.** As long as the Memorandum of Understanding Between Friant Water Users Authority and San Luis & Delta-Mendota Water Authority Relating to Allocation, Collection and Payment of Operation, Maintenance & Replacement Costs for Water Delivered through Certain Central Valley Project facilities (the “MOU”), as amended, remains in effect, the OM&R Technical Committee shall be comprised of the following members, with no CVP Contractor entitled to have more than one representative on such Committee at any time:

Contactors served from Mendota Pool:	1
Contractors served from Lower DMC:	1
Contractors served from Upper DMC:	1
Contractors served from San Luis Canal (1 from Westlands + 1 from others):	2
Contractors served from San Felipe Div.:	1
Exchange Contractors:	1
FWA:	1
Reclamation:	1
Authority Technical Staff:	1

- (c) **Appointment.** The Chair of the Authority, after conferring with the members from each service (delivery) area, shall appoint the Members of the committee. Representatives from a service area shall serve at the pleasure of the members from such service area. The FWA representative and an alternate shall be appointed by the Authority Chair, as recommended, in writing, by the FWA, and the Reclamation representative shall be appointed by the Authority Chair upon recommendation from Reclamation. Vacancies in the Committee shall be filled in the same manner as appointment of original members.
- (d) **Qualifications.** Members of the OM&R Technical Committee may be members of a governing body of an Authority Member Agency or on the staff of or a permanent consultant of an Authority Member Agency, and shall be selected because of technical or budgetary expertise.
- (e) **Meetings.** The OM&R Technical Committee may, by motion, fix and determine the time and place of regular meetings. The Chair of the Finance & Administration Committee, the Chair of the OM&R Technical Committee, or a majority of the OM&R Technical Committee may call special meetings as necessary.
- (f) **Quorum and Voting.** A majority of the then-appointed Members plus any Alternate Members attending in the absence of their respective Members shall comprise a quorum of the OM&R Technical Committee. Each Member shall have one vote. In the absence of the Member for whom an Alternate Member is appointed, or in the cases of the Member’s conflict of interest precluding participation, the Alternate Member is authorized to cast the vote of the Member. The recommendation of the OM&R Technical Committee to the FAC

to adopt or amend an OM&R Budget shall be adopted by the “Yes” vote of at least eight of ten Members.

ARTICLE VI. EMPLOYEES AND AGENTS

Section 6.01 AUTHORITY TO EMPLOY STAFF AND AGENTS.

The Authority 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 or Executive Director deems appropriate, may from time-to-time determine is appropriate to advance the interests of the Authority. The Board or Executive Director, as appropriate, reserves the right to change an employee’s or agent’s job duties at any time.

Section 6.02 EXECUTIVE DIRECTOR.

The Executive Director of the Authority shall be the chief administrative officer of the Authority, shall serve at the pleasure of the Board, and shall be responsible to the Board for the proper and efficient administration of the Authority as is or hereafter may be placed in his or her charge, or under his or her jurisdiction or control, pursuant to the provisions of ~~this~~ Agreement, ~~these~~ Bylaws, or of any motion, ordinance, resolution or order of the Board. The Executive Director shall exercise the ~~powers described in Article 18 of the Agreement, in addition to such other~~ powers and duties ~~as have and may be~~ delegated by the Board, ~~including, but not limited to, the following:~~

- ~~• Executing contracts and agreements within the scope of Board approved budgets;~~
- ~~• Hiring, promoting, and terminating employees and agents (with the exception of General Counsel) as the business of the Authority may require, within the scope of Board approved budgets;~~
- ~~• Making purchases of supplies, equipment, and services consistent with Board adopted procedures;~~
- ~~• Taking actions to amend the Authority’s Conflict of Interest Code; and~~
- ~~• Taking informal positions on legislation on behalf of the Authority that are consistent with legislative or policy objectives. For emergency legislation, the Executive Director will obtain the concurrence of the Chair of the Board, or the Chair’s designee, prior to communicating a position on legislation. The Executive Director will inform the Board regarding positions on legislation communicated on behalf of the Authority no later than the next regularly scheduled Board meeting.~~

Section 6.03 GENERAL COUNSEL.

The General Counsel of the Authority shall be the chief legal officer of the Authority, shall serve at the pleasure of the Board, and shall be responsible to the Board for the proper and efficient administration of the legal affairs of the Authority. The General Counsel shall also serve as part of the Authority’s executive team. ~~Principal responsibilities include:~~

- ~~• Performing a broad range of legal work, including providing advice on compliance with the Brown Act, conducting legal research, providing advice or opinions, researching,~~

~~studying, interpreting, and applying laws, regulations, and court decisions; and providing expert advice in the specialized area of water law that may be exceptionally difficult and sensitive;~~

- ~~• Coordinating outside counsel work and budgets; and~~
- ~~• Representing the Board's policies and programs before a variety of public and governmental agencies.~~

Section 6.04 COMPENSATION OF EMPLOYEES AND AGENTS.

The Board will compensate the Authority's employees with such salaries and benefits as may be fixed by the Board consistent with applicable law and will also establish by contract the compensation for all agents of the Authority.

ARTICLE VII. MISCELLANEOUS

Section 7.01 CONFLICT OF INTEREST CODE.

Pursuant to California Government Code section 81,000 et seq., the Authority shall maintain a Conflict of Interest Code. The Authority's Conflict of Interest Code, as may be amended from time to time, and a copy of which is attached hereto as Attachment A, incorporates by reference the terms of title 2, section 18730 of the California Code of Regulations.

Section 7.02 POLICIES.

The Authority has adopted a number of policies relevant to the efficient and effective administration and operations of the organization. The Executive Director and/or the Board, as appropriate, will review each of the Board-adopted policies as required, but no less frequently than every five on a biennial basis years. This section does not preclude the Board from modifying existing policies, or adopting or modifying additional policies, consistent with the Agreement and these Bylaws.

ARTICLE VIII. AMENDMENT OR REPEAL OF BYLAWS

These Bylaws may be repealed or amended or new Bylaws adopted by resolution of the Board. 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 IX. 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.

~~[SIGNATURE BLOCK]~~

SAN LUIS & DELTA-MENDOTA WATER AUTHORITY



BYLAWS

Adopted: _____

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BYLAWS OF THE SAN LUIS & DELTA-MENDOTA WATER AUTHORITY

PREAMBLE

These Bylaws are provided pursuant to Article 15 of the Amended and Restated Joint Exercise of Powers Agreement of the San Luis & Delta-Mendota Water Authority effective as of January 1, 1992, among the signatory parties thereto, as such agreement may be amended from time to time.

ARTICLE I. AUTHORITY POWER

Section 1.01 RESERVED POWER.

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

Section 1.02 CONFLICT BETWEEN BYLAWS AND AGREEMENT.

Unless specifically defined in these Bylaws, all defined terms shall have the same meaning ascribed to them in the Agreement. If any term of these Bylaws conflicts with any term of the Agreement, the Agreement terms shall prevail, and these Bylaws shall be amended to eliminate such conflict of terms. Unless the context or reference to the Agreement requires otherwise, the general provisions, rules of construction, and applicable statutory definitions will govern the interpretation of these Bylaws.

Section 1.03 RELATIONSHIP BETWEEN BYLAWS AND RESOLUTIONS.

To the extent these Bylaws conflict with any Authority practices or policies previously memorialized in resolutions adopted by the Board, these Bylaws control. Specifically, these Bylaws supersede the following Resolutions:

- 2017-423 (Amending Resolution 2001-191);
- 2017-412 (Amending Resolution 2001-191);
- 2016-405 (Establishing Personnel Subcommittee of the Finance and Administration Committee);
- 2013-371 (Confirming Establishment of the Principal Office for the San Luis & Delta-Mendota Water Authority and Updating Place and Confirming Time of Regular Meetings of the Board of Directors);
- 2001-191 (Resolution Revising and Superseding Resolution 1998-164);
- 1996-136 (Amending Resolution 1993-49, Resolution Adopting Procedures to Fill Vacancies in Position of Director or Alternate Director as to Divisions 1 and 5); and

- 1993-49 (Adopting Procedures to Fill Vacancies in Position of Director or Alternate Director).

ARTICLE II. OFFICE

The principal office for the transaction of business of the Authority is 842 6th Street, Los Banos, Merced County, California, 93635 (Resolution No. 2013-371). The Board may change the principal office of the Authority if necessary.

ARTICLE III. MEETINGS

Section 3.01 COMPLIANCE WITH BROWN ACT.

All meetings of the Board and every committee subject to the Ralph M. Brown Act (California Government Code section 54950 et seq.) (“**Brown Act**”) will be called, held, noticed, and conducted according to the provisions of the Brown Act. All Authority committees subject to the Brown Act must comply with the applicable provisions of this Article III, with regard to conducting their meetings. Board and committee meetings may be held by teleconference as allowed by and in conformity with the Brown Act, including but not limited to Government Code section 54953. In the event these Bylaws are in conflict with the Brown Act, the provisions of the Brown Act shall govern.

Section 3.02 REGULAR MEETINGS.

Except as otherwise determined by the Board, the Board will hold a regular meeting on the first Thursday after the first Monday of each month, at 9:30 a.m., at 842 6th Street, Los Banos, California (Resolution No. 2013-371). The Board will cause an agenda for its meetings to be posted in accordance with all applicable requirements of the Brown Act.

Section 3.03 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.

Section 3.04 SPECIAL MEETINGS.

Special meetings of the Board may be called by the Chair of the Board (“**Chair**”), the Vice Chair of the Board (“**Vice Chair**”) in the absence of the Chair, or by a majority of 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.

Section 3.05 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. The Board shall comply in all respects with closed session requirements and procedures of the Brown Act.

Section 3.06 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.

Section 3.07 QUORUM AND VOTING.

A majority of the then-appointed Directors plus any Alternate Directors attending in the absence of their respective Directors shall comprise a quorum of the Board for the purposes of transacting the Authority's business. Each Director or Alternate Director shall have one vote. Any Director abstaining from a vote will be counted for purposes of determining the existence of a quorum, but will not be deemed to be voting. A Director or Alternate Director must be present at or participating via teleconference in a meeting in order to vote. There will be no proxy or absentee voting at Board meetings.

Except as otherwise provided herein or by law, the vote of a majority of all the Directors present shall be required for the Authority to take action, with the following exceptions:

- (a) The Authority shall not participate in any lawsuits, or administrative proceeding or other similar proceedings (except to defend the Authority) except upon the vote of 85% of the Directors present.
- (b) The Authority shall not endorse or oppose, or otherwise formally support or oppose any legislation except upon the vote of 85% of the Directors present.
- (c) This Section should not be read to preclude the Executive Director or his or her delegee from taking a position on legislation on behalf of the Authority that is consistent with adopted legislative or policy objectives, after obtaining the concurrence of the Chair, the Vice Chair, and the chairs of the Finance and Administration and Water Resources Committees, provided that the Executive Director informs the Board regarding such positions on legislation no later than within three business days.

If there is no quorum of the Board, a committee, or a subcommittee, then those present may decide to: (1) adjourn the meeting, (2) cancel the meeting, or (3) proceed as a "committee of the whole," although in that event no action may be taken or decisions made.

ARTICLE IV. DIRECTORS AND OFFICERS

Section 4.01 GOVERNING BODY.

- (a) The business of the Authority shall be conducted by a Board of Directors consisting of nineteen (19) Directors.
- (b) For purposes of electing directors, Members of the Authority shall be separated into five divisions as set forth in Exhibit B to the Agreement, such divisions to be known as Division 1, Division 2, Division 3, Division 4, and Division 5. Members included in each Division shall select four Directors and Alternate Directors except Division 5 which shall select three Directors and Alternate Directors.
- (c) The initial selection of Directors and Alternate Directors shall be in accordance with the procedures described in Article 9 of the Agreement, with representation as follows:

- (i) Division 1: Four Directors and four Alternate Directors. No more than one Director and Alternate Director may represent a single Member.
 - (ii) Division 2: Four Directors and four Alternate Directors. No more than two Directors and Alternate Directors may represent a single Member.
 - (iii) Division 3: Four Directors and four Alternate Directors. No more than two Directors and Alternate Directors may represent a single Member.
 - (iv) Division 4: Four Directors and four Alternate Directors. No more than two Directors and Alternate Directors may represent a single Member.
 - (v) Division 5: Three Directors and three Alternate Directors. No more than one Director and Alternate Director may represent a single Member.
- (d) The selection of Directors and Alternate Directors by the Members of each Division to fill vacancies on the Authority Board shall occur as follows (Resolution Nos. 1996-136, 1993-49):
- (i) Divisions 1 and 5:
 - 1) The remaining Directors from said Division or the Board of Directors of any Member within the Division shall promptly nominate a qualified individual, and shall immediately thereafter notify the Secretary of the Authority of the vacancy and of the nomination of the successor.
 - 2) Upon receipt of the notice of the vacancy and of the nomination of a successor Director or Alternate Director, the Secretary of the Authority shall circulate to each Member of the Division notice of the proposed change and notice of the opportunity to notify the Authority of any objection to the nomination within thirty (30) days.
 - 3) In the event the Authority receives no notice of objection within the 30-day period, the successor Director or Alternate Director shall be deemed elected by the Members in such Division. Such election shall be effective the day following expiration of the thirty-day period.
 - (ii) Divisions 2, 3, and 4: The governing body of the Member from which the Director or Alternate Director who caused the vacancy came shall have the right to promptly appoint a qualified individual, and shall immediately thereafter notify the Secretary of the Authority of the vacancy and the appointment of the successor; the successor shall be deemed elected upon such notification to the Authority.
 - (iii) Division 3: Members who have selected a representative from an Associate Member as one of their Directors or Alternate Directors shall, in the event of a vacancy in such directorship, select a successor in consultation with the Associate Members in that Division, provided that, if there exists a governing board of an entity formed by Central California Irrigation District, Firebaugh Canal Water District, San Luis Canal Company, and Columbia Canal Company, then such governing body shall appoint a representative to fill any vacancy from one of the Authority's Associate Members.
- (e) In the event within Division 2, 3, or 4 Members fail to act in accordance with the procedures

outlined in Section 4.01(d)(ii) above to appoint a successor within a reasonable time, or in the event in Division 1 or 5 the Authority receives an objection to the nomination within the thirty (30) day period, or more than one successor per vacant position is nominated pursuant to Section 4.01(d)(i) above, the Authority shall provide each Member of the Division with a Notice of Available Director and/or Alternate Director Position(s), the date by which nominations for such position must be received, the date by which the Authority will circulate a slate of all individuals nominated for such position or positions together with voting instructions, and the voting date (Resolution No. 1996-136).

Section 4.02 QUALIFICATIONS.

Each Director and Alternate Director shall be appointed or selected by the Members of the respective Division in accordance with Section 4.01 above. Each Director and Alternate Director shall be a member of a governing body of a Member, shall be on the staff of or a permanent consultant of the Member, or shall otherwise be formally appointed by the governing body of the Member.

Section 4.03 ATTENDANCE REQUIREMENT.

The position of any Director shall be deemed vacant if such Director is absent from three (3) consecutive regular Board meetings without either good cause provided in writing to the Secretary within thirty (30) days of the absence, or substitute attendance by his or her Alternate Director. Good cause shall be determined at the discretion of the Authority Chair.

Section 4.04 DUTIES.

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

Section 4.05 TRAINING.

In their capacity as Directors or staff for Members, the Authority's Directors, committee members, subcommittee members, and their alternates shall receive training (e.g. general ethics principles and ethics laws relevant to public service, sexual harassment prevention) to the extent required by law.

Section 4.06 CODE OF CONDUCT.

The conduct of the Authority's Directors, committee members, subcommittee members, and their alternates, should enhance the integrity and goals of the Authority and in furtherance thereof they are expected to maintain the highest ethical standards, to follow these policies and procedures, to follow the joint powers agreement that formed the Authority, to follow these duly adopted Bylaws, to follow Board-adopted resolutions, and to abide by all applicable local, state, and federal laws. To assist in the governing of behavior between and among them, Directors, committee members, subcommittee members, and their alternates shall observe the following rules and principles:

- The Board's primary responsibility is formulating and evaluating Authority policies for the common good of all Members; routine matters concerning the Authority's operations are delegated to its staff.

- The work of the Authority is a team effort which requires support by staff of the Authority and its member agencies.
- Directors, committee members, subcommittee members, or their alternates shall support the maintenance of a positive and constructive work environment for Authority employees.
- The needs of the Members shall be the priority of the Directors, committee members, subcommittee members, and their alternates.
- The dignity, style, values and opinions of all Directors, committee members, subcommittee members, and their alternates shall be respected.
- Board deliberation shall be fair, open and thorough, but also timely, orderly and kept to the point.
- Differing viewpoints are healthy in the decision-making process.
- As required by and to the extent authorized by law, Directors, committee members, subcommittee members, and their alternates shall respect the confidentiality appropriate to issues of a sensitive nature, including the legal obligation to maintain confidential closed session discussion and attorney-client privileged communication.

As set forth in more detail below in Section 7.01, Directors, committee members, subcommittee members and their alternates must avoid conflicts of interest with respect to their fiduciary responsibility and are obligated by virtue of their office to discharge their responsibilities with integrity and fidelity and are prohibited from placing themselves in a position where their private, personal interest may conflict with their official duties. Whenever a Director has reason to believe he or she has a potential for a conflict of interest, the Director may seek the advice of General Counsel, counsel for his or her Member agency, or a private attorney.

Section 4.07 OFFICERS.

The officers of the Authority Board are the Chair, Vice Chair, a Secretary, and a Treasurer. The Chair and Vice Chair are required to be selected from the membership of the Authority Board. No one person may hold more than one office.

Section 4.08 CHAIR.

The Chair shall preside at all meetings of the Board. The Chair shall serve as an ex-officio member of the Water Resources Committee and the Finance and Administration Committee (“**Committees**”). The Chair will have the right to vote on all matters coming before the Board and the Committees on which the Chair serves and will have only one vote, just as the other Board and Committee members. The Chair will ensure engagement of directors and that clear policy direction is provided to the Executive Director, consistent with the positions taken by the Board. The Chair is responsible for leadership, control, and content of Board meetings; the Chair will set the agenda for all Board meetings, working with the Executive Director. The Chair will enforce decorum at meetings. As authorized by the Board, the Agreement, or these Bylaws, the Chair is empowered to represent the Authority at all times, consistent with Board policy. The Chair will work with the Executive Director 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.

Section 4.09 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, the Agreement, or these Bylaws. The Vice Chair will be an ex-officio member of the Water Resources Committee and the Finance and Administration Committee. The Vice Chair will have the right to vote on all matters coming before the Board and the Committees and will have only one vote, just as the other Board and Committee members. As authorized by the Board, the Agreement, or these Bylaws, the Vice Chair will have the authority to act on behalf of the Authority.

Section 4.10 SECRETARY.

The Board shall elect a Secretary who may be, but is not required to be, a Director. The Secretary, or his or her designee, shall be responsible for keeping the minutes of all meetings of the Board and all other official records of the Authority. Once elected, the Secretary shall hold office until he or she resigns, is removed, or is otherwise disqualified to serve, or until his or her successor is elected and qualified to serve.

Section 4.11 TREASURER.

The Board shall appoint a Treasurer of the Authority who shall be the depository of funds and shall have custody of all money of the Authority, from whatever source. Once appointed, the Treasurer shall hold office until he or she resigns, is removed, or is otherwise disqualified to serve, or until his or her successor is appointed and qualified to serve.

Section 4.12 ELECTION OF OFFICERS.

- (a) Initial Election. The Chair and Vice Chair will be chosen at the first meeting of each Fiscal Year. Their term of office will be for one year starting in the month of their election and each will hold office until he or she resigns, is removed, or is otherwise disqualified to serve, or until his or her successor is elected and qualified to serve.
- (b) 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 officer's term of office to be voted on at the next Board meeting following the event ending the officer's term of service.

Section 4.13 COMPENSATION OF DIRECTORS AND OFFICERS.

While the Agreement authorizes compensation of Directors as fixed from time to time, the Authority does not compensate Directors or Alternate Directors for time incurred in the conduct of the Authority's business without prior vote of the Board.

The Authority adheres to California Government Code sections 53232 through 53232.4 when dealing with issues of expenditure reimbursements for Directors, committee members, subcommittee members, or their alternates.

Section 4.14 REMOVAL OF OFFICERS.

The Board may remove any officer, with or without cause, at any regular or special meeting of the Board upon the vote of 75% of the Directors present.

ARTICLE V. COMMITTEES

Section 5.01 FORMATION OF COMMITTEES AND SELECTION OF MEMBERS.

The Board may establish any standing 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, except those committees described in Sections 5.03 through 5.06, which may only be reconstituted, re-formed, reconfigured, or disbanded by an amendment of these Bylaws. Every Authority committee will be comprised of Committee Members and Alternate Members that are members of a governing body of an Authority Member Agency, on the staff of or a permanent consultant of an Authority Member Agency, or otherwise formally appointed by the governing body of an Authority Member Agency (Resolution No. 2017-412). 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. All standing committees shall be subject to the Brown Act.

The Board or the Authority Chair may establish ad hoc, or temporary advisory committees that are composed of less than a quorum of the Board, serve a limited or single purpose, are not perpetual, and that will be dissolved once their specific task(s) are completed, as needed to further the mission of the Authority. To the extent ad hoc committees are charged with addressing matters that might impact the membership as a whole, effort will be made to include representation from each Division.

Section 5.02 LEADERSHIP.

The Authority Chair shall appoint from each committee or subcommittee a Committee Chair to serve as presiding officer of that committee, and each Committee Chair shall hold his or her position at the pleasure of the Authority Chair. In the absence of a Committee Chair, the respective Committee may select a temporary Chair to serve in the absence of the Committee Chair. The chair of each committee will be responsible for leadership, control, and content of committee meetings. Vacancies will be filled in manner of appointments discussed below.

Section 5.03 WATER RESOURCES COMMITTEE.

- (a) **Authority.** The Water Resources Committee shall advise the Board of Directors and staff on policy matters concerning water supply and water supply operations issues and on the implementation of policy established by the Board on these matters. (Resolution No. 2001-191.)
- (b) **Structure.** The Water Resources Committee will consist of one Member from each Division of the Authority, the Chair, and the Vice Chair of the Authority. There shall be appointed one Alternate Member for each Divisional representative. There shall be no alternates for the Authority Chair or Vice Chair. The number of Members is seven (7).
- (c) **Appointment.** The Chair of the Authority, after conferring with the members of each Division, shall appoint the Members and Alternate Members of the committee. Divisional

representatives shall serve at the pleasure of the Division. Vacancies in the Committee shall be filled in the same manner as appointment of original members.

- (d) Meetings. Regular meetings of the Water Resources Committee shall be held on the Monday prior to the regular meetings or adjourned regular meetings of the Board of Directors of the Authority, at 10:00 a.m., or on such alternate dates and times as may be selected by the Committee Chair or by the Executive Director of the Authority after conferring with the Committee Chair (Resolution No. 2017-423), or as otherwise determined by the Board.
- (e) Quorum and Voting. A majority of the then-appointed Committee Members plus any Alternate Committee Members attending in the absence of their respective Committee Members shall comprise a quorum of the Water Resources Committee. Each Committee Member, including the Authority Chair and Vice Chair, shall have one vote. In the absence of the Member for whom an Alternate Member is appointed, or in the cases of the Member's conflict of interest precluding participation, the Alternate Member is authorized to cast the vote of the Member. Committee actions shall be determined by the vote of a majority of a quorum.

Section 5.04 FINANCE AND ADMINISTRATION COMMITTEE.

- (a) Definitions.
 - (i) Non-OM&R Matters. All budget, financial, and administrative matters that do not relate to the Operation, Maintenance and Repair (“**OM&R**”) Budget or Program of the Authority.
 - (ii) OM&R Budget. A budget required to be prepared by the then-applicable agreement between the United States of America and the Authority to Transfer the Operation, Maintenance and Replacement and certain Financial and Administrative Activities Related to the San Luis & Delta-Mendota Canals, C.W. “Bill” Jones Pumping Plant, Delta-Mendota Canal/California Aqueduct Intertie Pumping Plant, O’Neill Pumping/Generating Plant, San Luis Drain and Associated Works (“**Transfer Agreement**”).
 - (iii) OM&R Program. All activities of the Authority required for the OM&R of the Project Facilities pursuant to the Transfer Agreement, including but not limited to, the program of work to be performed, the preparation and adoption of budgets, funding (including establishment of reserves and creation of debt), purchasing, auditing, inspections, cost recovery methodology, and fiscal agent responsibilities.
- (b) Authority. The Finance and Administration Committee (“**FAC**”) shall advise the Board of Directors and staff concerning the Authority’s general financial, budget, and administration matters, including personnel, and on the implementation of policy established by the Board on these matters. The FAC shall also have the responsibility for making recommendations to the Board concerning the financial audit, and may make recommendations concerning the OM&R Budget or OM&R Program as set forth in Section 5.03(a).

- (c) Structure. The FAC shall be comprised of one Member from each Division of the Authority, the Chair, and the Vice Chair of the Authority; and one representative of the Friant Water Authority (“FWA”) (Resolution No. 2001-191). There shall be appointed one Alternate Member for each Divisional representative and for the FWA representative. There shall be no alternates for the Chair and Vice Chair of the Authority. The initial number of Members is eight (8).
- (d) Appointment. The Chair of the Authority, after conferring with the members of each Division, shall appoint the Divisional Members and Alternate Members of the committee. Divisional representatives shall serve at the pleasure of the Division. The Chair of the Authority shall appoint the FWA Member and Alternate Member recommended, in writing, by the FWA, who shall serve at the pleasure of the FWA. Vacancies in the FAC shall be filled in the same manner as appointment of original members.
- (e) Meetings. Regular meetings of the FAC shall be held on the Monday prior to the regular meetings or adjourned regular meetings of the Board of Directors of the Authority, at 12:00 p.m., or on such alternate dates and times as may be selected by the Committee Chair or by the Executive Director of the Authority after conferring with the Committee Chair (Resolution No. 2017-423), or as otherwise determined by the Board.
- (f) Quorum and Voting.
 - (i) Matters Affecting the OM&R Budget or OM&R Program. A majority of the then-appointed Members plus any Alternate Members attending in the absence of their respective Members shall comprise a quorum of the Committee. Each Member, including the Chair and Vice Chair, shall have one vote. In the absence of the Member for whom an Alternate Member is appointed, or in the cases of the Member’s conflict of interest precluding participating, the Alternate Member is authorized to cast the vote of the Member. A recommendation of the FAC to the Authority Board of Directors to adopt or amend the OM&R Budget shall be adopted by the “yes” vote of at least 5 of 8 Members/Alternate Members voting in the place of an absent or disqualified Member. At any point in the budget approval process, an OM&R Budget or OM&R budgetary issue may be remanded to the OMR& Technical Committee.
 - (ii) Non-OM&R Matters. A majority of the then-appointed Members plus any Alternate Members attending in the absence of their respective Members shall comprise a quorum of the FAC. Each Member, including the Chair and Vice Chair, shall have one vote. In the absence of the Member for whom an Alternate Member is appointed, or in cases of the Member’s conflict of interest precluding participation, the Alternate Member is authorized to cast the vote of the Member. The FWA Member and Alternate Member shall not be counted towards a quorum nor be entitled to vote on Non-OM&R Matters.

Section 5.05 OM&R TECHNICAL COMMITTEE.

- (a) Authority. The OM&R Technical Committee is a subcommittee of the FAC and is advisory to the FAC and the Board of Directors of the Authority. The Technical Committee is charged with working with the Authority’s staff in the development of OMR& budgets.

The Technical Committee shall be authorized to recommend the OM&R budgets for approval by the FAC and shall be obligated diligently to reconsider any budget or budgetary issue that is remanded back to it from the FAC at any point in the budget approval process, and to provide its recommendation thereon (Resolution No. 2001-191).

- (b) Structure. As long as the Memorandum of Understanding Between Friant Water Users Authority and San Luis & Delta-Mendota Water Authority Relating to Allocation, Collection and Payment of Operation, Maintenance & Replacement Costs for Water Delivered through Certain Central Valley Project facilities (the “MOU”), as amended, remains in effect, the OM&R Technical Committee shall be comprised of the following members, with no CVP Contractor entitled to have more than one representative on such Committee at any time:

Contactors served from Mendota Pool:	1
Contractors served from Lower DMC:	1
Contractors served from Upper DMC:	1
Contractors served from San Luis Canal (1 from Westlands + 1 from others):	2
Contractors served from San Felipe Div.:	1
Exchange Contractors:	1
FWA:	1
Reclamation:	1
Authority Technical Staff:	1

- (c) Appointment. The Chair of the Authority, after conferring with the members from each service (delivery) area, shall appoint the Members of the committee. Representatives from a service area shall serve at the pleasure of the members from such service area. The FWA representative and an alternate shall be appointed by the Authority Chair, as recommended, in writing, by the FWA, and the Reclamation representative shall be appointed by the Authority Chair upon recommendation from Reclamation. Vacancies in the Committee shall be filled in the same manner as appointment of original members.
- (d) Qualifications. Members of the OM&R Technical Committee may be members of a governing body of an Authority Member Agency or on the staff of or a permanent consultant of an Authority Member Agency, and shall be selected because of technical or budgetary expertise.
- (e) Meetings. The OM&R Technical Committee may, by motion, fix and determine the time and place of regular meetings. The Chair of the Finance & Administration Committee, the Chair of the OM&R Technical Committee, or a majority of the OM&R Technical Committee may call special meetings as necessary.
- (f) Quorum and Voting. A majority of the then-appointed Members plus any Alternate Members attending in the absence of their respective Members shall comprise a quorum of the OM&R Technical Committee. Each Member shall have one vote. In the absence of the Member for whom an Alternate Member is appointed, or in the cases of the Member’s

conflict of interest precluding participation, the Alternate Member is authorized to cast the vote of the Member. The recommendation of the OM&R Technical Committee to the FAC to adopt or amend an OM&R Budget shall be adopted by the “Yes” vote of at least eight of ten Members.

ARTICLE VI. EMPLOYEES AND AGENTS

Section 6.01 AUTHORITY TO EMPLOY STAFF AND AGENTS.

The Authority 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 or Executive Director deems appropriate, may from time-to-time determine is appropriate to advance the interests of the Authority. The Board or Executive Director, as appropriate, reserves the right to change an employee’s or agent’s job duties at any time.

Section 6.02 EXECUTIVE DIRECTOR.

The Executive Director of the Authority shall be the chief administrative officer of the Authority, shall serve at the pleasure of the Board, and shall be responsible to the Board for the proper and efficient administration of the Authority as is or hereafter may be placed in his or her charge, or under his or her jurisdiction or control, pursuant to the provisions of the Agreement, these Bylaws, or of any motion, ordinance, resolution or order of the Board. The Executive Director shall exercise the powers and duties delegated by the Board.

Section 6.03 GENERAL COUNSEL.

The General Counsel of the Authority shall be the chief legal officer of the Authority, shall serve at the pleasure of the Board, and shall be responsible to the Board for the proper and efficient administration of the legal affairs of the Authority. The General Counsel shall also serve as part of the Authority’s executive team.

Section 6.04 COMPENSATION OF EMPLOYEES AND AGENTS.

The Board will compensate the Authority’s employees with such salaries and benefits as may be fixed by the Board consistent with applicable law and will also establish by contract the compensation for all agents of the Authority.

ARTICLE VII. MISCELLANEOUS

Section 7.01 CONFLICT OF INTEREST CODE.

Pursuant to California Government Code section 81,000 et seq., the Authority shall maintain a Conflict of Interest Code. The Authority’s Conflict of Interest Code, as may be amended from time to time, and a copy of which is attached hereto as Attachment A, incorporates by reference the terms of title 2, section 18730 of the California Code of Regulations.

Section 7.02 POLICIES.

The Authority has adopted a number of policies relevant to the efficient and effective administration and operations of the organization. The Executive Director and/or the Board, as appropriate, will review each of the Board-adopted policies as required, but no less frequently than

every five years. This section does not preclude the Board from modifying existing policies, or adopting or modifying additional policies, consistent with the Agreement and these Bylaws.

ARTICLE VIII. AMENDMENT OR REPEAL OF BYLAWS

These Bylaws may be repealed or amended or new Bylaws adopted by resolution of the Board. 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 IX. 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.

RESOLUTION NO. 2017-423

RESOLUTION AMENDING RESOLUTION 2001-191

WHEREAS, on or about June 14, 2001, the Board of Directors of the San Luis & Delta-Mendota Water Authority (the "Board" and the "Authority," respectively) adopted Resolution 2001-191;

WHEREAS, Resolution 2001-191 reconfirmed the structure of standing advisory committees, delegated to the Authority's Chairman the power to appoint standing advisory committee members, and conformed the structure and authority of the Finance and Administration and O&M Technical Committees to terms of that certain Memorandum Of Understanding between the San Luis & Delta-Mendota Water Authority and the Friant Water Users Authority; and

WHEREAS, Resolution 2001-191 establishes when meetings of the Water Resources Committee and the Finance and Administration Committee may be held by stating: "Regular meetings of the Committee shall be held 2 weeks prior to the regular meetings of the Board of Directors of the Authority, or on such alternate dates as may be selected by the Committee from time to time."; and

WHEREAS, the Board desires to modify the above-quoted provision to conform the Resolution to the current practices for holding meetings of the Water Resources Committee and the Finance and Administration Committee.

NOW, THEREFORE BE IT RESOLVED AS FOLLOWS:

Section 1. The facts stated in the recitals above are true and correct, and the Board so finds and determines.

Section 2. Resolution 2001-191 is hereby amended as follows:

A. The first sentence of Section 2 e is hereby deleted in its entirety and is superseded and replaced with the following new sentence:

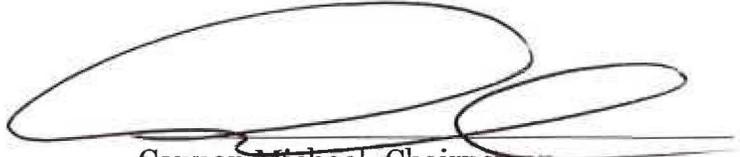
"Regular meetings of the Committee shall be held on the Monday prior to the regular meetings or adjourned regular meetings of the Board of Directors of the Authority, or on such alternate dates as may be selected by the Chair of the Committee or by the Executive Director of the Authority after conferring with the Chair of the Committee."

B. The first sentence of Section 3 c 5 is deleted in its entirety and is superseded and replaced with the following new Section 3 c 5:

"Regular meetings of the Committee shall be held on the Monday prior to the regular meetings or adjourned regular meetings of the Board of Directors of the Authority, or on such alternate dates as may be selected by the Chair of the

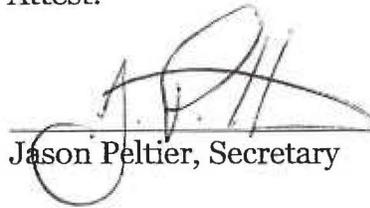
Committee or by the Executive Director of the Authority after conferring with the Chair of the Committee.”

PASSED, APPROVED AND ADOPTED this 10th day of August, 2017.



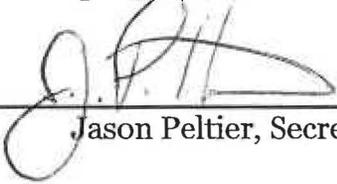
Cannon Michael, Chairperson

Attest:



Jason Peltier, Secretary

I hereby certify that the foregoing is a true and correct copy of a Resolution duly adopted by the Board of Directors of the San Luis & Delta-Mendota Water Authority, a California joint powers agency, at the meeting thereof duly called and held at the office of the Authority on the 10th day of August, 2017.,



Jason Peltier, Secretary

RESOLUTION NO. 2017-412

RESOLUTION AMENDING RESOLUTION 2001-191

WHEREAS, on or about June 14, 2001, the Board of Directors of the San Luis & Delta-Mendota Water Authority (the "Board" and the "Authority," respectively) adopted Resolution 2001-191;

WHEREAS, Resolution 2001-191 reconfirmed the structure of standing advisory committees, delegated to the Authority's Chairman the power to appoint standing advisory committee members, and conformed the structure and authority of the Finance and Administration and O&M Technical Committees to terms of that certain Memorandum Of Understanding between the San Luis & Delta-Mendota Water Authority and the Friant Water Users Authority; and

WHEREAS, Resolution 2001-191 establishes the qualification for membership on the Water Resources Committee and the Finance and Administration Committee by stating: "The Member representing each Division shall be a Director or Alternate Director of the Authority; Alternate Members need not be Directors or Alternate Directors of the Authority"; and

WHEREAS, the Board desires to expand and clarify the scope of qualifications to serve as a member of the Water Resources Committee and of the Finance and Administration Committee so that the qualifications for membership on the Water Resources Committee and the Finance and Administration Committee are the same as the qualification for Directors and Alternate Directors, as set forth in section 9(b) of the Amended and Restated Joint Exercise of Powers Agreement for the Authority.

NOW, THEREFORE BE IT RESOLVED AS FOLLOWS:

Section 1. The facts stated in the recitals above are true and correct, and the Board so finds and determines.

Section 2. Resolution 2001-191 is hereby amended as follows:

A. Section 2 d is hereby deleted in its entirety and is superseded and replaced with the following new Section 2 d:

"The Committee Member and Alternate Member representing each Division shall be a member of a governing body of an Authority Member Agency, shall be on the staff of or a permanent consultant of an Authority Member Agency, or shall otherwise be, upon the request of the Authority's chairperson, formally appointed by the governing body of an Authority Member Agency."

B. The first sentence of Section 3 c 4 is deleted in its entirety and is superseded and replaced with the following new Section 3 c 4:

“The Committee Member and Alternate Member representing each Division shall be a member of a governing body of an Authority Member Agency, shall be on the staff of or a permanent consultant of the Authority Member Agency, or shall otherwise be, upon the request of the Authority’s chairperson, formally appointed by the governing body of an Authority Member Agency.”

PASSED, APPROVED AND ADOPTED this 12th day of January, 2017, by the Board of Directors of the San Luis & Delta-Mendota Water Authority, by the following vote:

AYES:

NAYS:

ABSTAIN



Michael Stearns, Chairperson

SAN LUIS & DELTA-MENDOTA WATER AUTHORITY

Attest:



Jason Peltier, Secretary

* * * * *

I hereby certify that the foregoing is a true and correct copy of a resolution duly adopted by the San Luis & Delta-Mendota Water Authority, a California joint powers agency, at a regular meeting of the Board of Directors thereof duly called and held at the office of the Authority on the 12th day of January, 2017.

A handwritten signature in black ink, appearing to read "J. Peltier", is written over a horizontal line.

Jason Peltier, Secretary

SAN LUIS & DELTA-MENDOTA WATER AUTHORITY
RESOLUTION NO. 2016-405

RESOLUTION ESTABLISHING PERSONNEL SUBCOMMITTEE OF THE FINANCE
AND ADMINISTRATION COMMITTEE

WHEREAS, the First Amended and Restated Exercise of Joint Powers Agreement/San Luis & Delta-Mendota Water Authority (the "JPA" and the "Authority", respectively), made effective January 1, 1992, provides that the Board of Directors ("Board") shall exercise all the power and authority of the Authority and may also "appoint and delegate such powers and authority to advisory or subcommittees as the board may determine by motion, resolution, or ordinance"; and

WHEREAS, on June 14, 2001, upon motion duly made, seconded and passed, the Board established two committees, the Water Resources Committee and the Finance and Administration Committee; and

WHEREAS, through the motion, the Board authorized the Finance and Administration Committee to advise the Board of Directors and staff concerning the Authority's budget and administration matters, including personnel; and

WHEREAS, the Board now seeks to establish a more formal performance review process for the Authority's Executive Director, and General Counsel; and

WHEREAS, to assist in the development a formal performance review process, the performance reviews for the Executive Director and General Counsel, and other efforts concerning personnel matters, the Board wishes to appoint a subcommittee to the Finance and Administration Committee.

NOW, THEREFORE, BE IT RESOLVED, AS FOLLOWS, THAT:

Section 1. The facts stated in the recitals above are true and correct, and the Board so finds and determines.

Section 2. The Board hereby establishes the Personnel Subcommittee of the Finance and Administration Committee.

a. Authority. Upon a request by the Board, the Chairperson of the Authority, the Finance and Administration Committee, or the Chairperson of the Finance and Administration Committee, the Personnel Subcommittee shall advise the Finance and Administration Committee on personnel matters. This Resolution shall not be deemed to alter the authority of the Board or the Finance and Administration Committee to take actions on these matters, whether or not the Personnel Subcommittee has provided advice on such action.

b. Structure. The Personnel Subcommittee shall be comprised of one representative from each Division of the Authority, the Chairperson of the Authority, and the Vice Chairperson of the Authority (the "Members"). There shall be appointed one Alternate Member for each Divisional representative. There shall be no alternates for the Authority Chairperson or Vice Chairperson. The initial number of Members is seven (7).

c. Appointment. The Chairperson of the Authority, after conferring with the members of each Division, shall appoint the Members and Alternate Members of the Subcommittee. Divisional representatives shall serve at the pleasure of the Division and provided that the representative

maintains the qualification establish below. Vacancies in the Subcommittee shall be filled in the same manner as appointment of original members.

d. Qualification. The Member representing each Division shall be a Director or Alternate Director of the Authority; Alternate Members need not be Directors or Alternate Directors of the Authority.

e. Meetings. Meetings of the Subcommittee shall be called by the Board, the Chairperson of the Authority, the Finance and Administration Committee, or the Chairperson of the Finance and Administration Committee. All such meetings shall be conducted in accordance with the Ralph M. Brown Act (Government Code Sections 54950, et seq.)

f. Quorum and Voting. A majority of the then-appointed Members plus any Alternate Members attending in the absence of their respective Members shall comprise a quorum of the Subcommittee. Each Member, including the Chairperson and Vice Chairperson, shall have one vote. In the absence of the Member for whom an Alternate Member is appointed, or in cases of the Member's conflict of interest precluding participation, the Alternate Member is authorized to cast the vote of the Member. Subcommittee actions shall be determined by the vote of a majority of a quorum.

g. Presiding Officer. The Authority Chairperson shall appoint from the Subcommittee membership a Subcommittee Chairperson to serve as presiding officer, and the Subcommittee may select a temporary Chairperson to serve in the absence of the Subcommittee Chairperson. The Subcommittee Chairperson shall hold the position at the pleasure of the Authority Chairperson.

PASSED, APPROVED AND ADOPTED this 4th day of August, 2016, by the Board of Directors of the San Luis & Delta-Mendota Water Authority, by the following vote:

AYES:

NAYS:

ABSTAIN



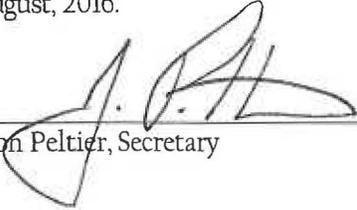
Michael Stearns, Chairperson
SAN LUIS & DELTA-MENDOTA WATER AUTHORITY

Attest:



Jason Peltier, Secretary

I hereby certify that the foregoing is a true and correct copy of a resolution duly adopted by the San Luis & Delta-Mendota Water Authority, a California joint powers agency, at a regular meeting of the Board of Directors thereof duly called and held at the office of the Water Authority on the 4th day of August, 2016.



Jason Peltier, Secretary

RESOLUTION NO. 2013-371

RESOLUTION CONFIRMING ESTABLISHMENT OF
THE PRINCIPAL OFFICE FOR THE
SAN LUIS & DELTA-MENDOTA WATER AUTHORITY
AND UPDATING PLACE AND CONFIRMING TIME OF
REGULAR MEETINGS OF THE BOARD OF DIRECTORS

WHEREAS, Section 10 of the Amended and Restated Joint Exercise of Powers Agreement San Luis & Delta-Mendota Water Authority (the "JPA," and the "Water Authority," respectively) made as of the 1st day of January, 1992, states that the Board of Directors (the "Board") shall establish the principal office of the Water Authority.

WHEREAS, the principal office of the Water Authority has been and is presently established at its Los Banos Administrative Office, located at 842 6th Street, Los Banos, Merced County, California, 93635.

WHEREAS, Section 11 of the JPA states that the Board shall meet at the Authority's principal office or at such other place as may be designated by the Board, and that the time and place of regular meetings of the Board shall be determined by resolution adopted by the Board.

WHEREAS, the Board has not taken previously taken formal action to update Resolution 1992-42, adopted on November 5, 1992, setting forth the time and place of its regular meeting.

WHEREAS, the Board of Directors desires to formally document the location established as the principal office of the Water Authority and to confirm the time and update the place of regular meetings of the Board.

NOW THEREFORE, BE IT RESOLVED, AS FOLLOWS:

Section 1. The recitals above are true and correct, and the Board so finds and determines.

Section 2. The Board confirms the establishment of the principal office of the Water Authority at its Los Banos Administrative Office, located at 842 6th Street, Los Banos, Merced County, California, 93635.

Section 3. The regular meeting date and time of the Board shall be the first Thursday after the first Monday of each month, at 9:30 a.m., and the regular meeting place shall be 842 6th Street, Los Banos, California.

Section 4. This resolution shall take effect immediately, shall supersede any and all prior resolutions and shall confirm other actions taken by the Water Authority designating its principal place of business and the time and place of the regular meeting of the Board, and shall continue in effect until further action of the Board.

Section 5. The Secretary is hereby directed to deliver a copy of this resolution to each member of the Water Authority.

PASSED AND ADOPTED, this 7th day of November 2013.



Mike Stearns, Chairman

Attest:



Dennis Falaschi, Assistant Secretary

* * * * *

I hereby certify that the foregoing is a true and correct copy of a resolution duly adopted by the San Luis & Delta-Mendota Water Authority at a regular meeting of the Board of Directors thereof duly called and held at 842 6th Street, Los Banos, California on the 7th day of November, 2013.

A handwritten signature in black ink, consisting of several overlapping loops and a horizontal stroke at the bottom, positioned above a horizontal line.

Dennis Falaschi, Assistant Secretary

RESOLUTION 2001-191

RESOLUTION REVISING AND SUPERSEDING RESOLUTION 1998-164

Resolved by the Board of Directors of the San Luis & Delta-Mendota Water Authority as follows:

1. That certain Resolution 1998-164 RESOLUTION RECONFIRMING STRUCTURE OF STANDING ADVISORY COMMITTEES, DELEGATING TO CHAIRMAN POWER TO APPOINT STANDING ADVISORY COMMITTEE MEMBERS, AND CONFORMING STRUCTURE AND AUTHORITY OF FINANCE AND ADMINISTRATION AND O&M TECHNICAL COMMITTEES TO TERMS OF THAT CERTAIN MEMORANDUM OF UNDERSTANDING BETWEEN THE SAN LUIS & DELTA-MENDOTA WATER AUTHORITY AND THE FRIANT WATER USERS AUTHORITY heretofore adopted on September 10, 1998 is hereby rescinded and superseded in its entirety by the following:

RESOLUTION RECONFIRMING STRUCTURE OF STANDING ADVISORY COMMITTEES, DELEGATING TO CHAIRMAN POWER TO APPOINT STANDING ADVISORY COMMITTEE MEMBERS, AND CONFORMING STRUCTURE AND AUTHORITY OF FINANCE AND ADMINISTRATION AND O&M TECHNICAL COMMITTEES TO TERMS OF THAT CERTAIN MEMORANDUM OF UNDERSTANDING BETWEEN THE SAN LUIS & DELTA- MENDOTA WATER AUTHORITY AND THE FRIANT WATER USERS AUTHORITY

WHEREAS, the First Amended and Restated Exercise of Joint Powers Agreement/San Luis & Delta-Mendota Water Authority (the "JPA" and the "Authority," respectively), made effective January 1, 1992, provides that the Board of Directors (the "Board") shall exercise all the power and authority of the Authority and may also "appoint and delegate such powers and authority to advisory or subcommittees as the board may determine by motion, resolution or ordinance;" and

WHEREAS, on April 10, 1997 the Board, upon motion duly made, seconded and passed, established two standing advisory committees, the Finance and Administration Committee, which replaced the ad hoc Finance/Personnel Committee, and the Operations/Water Supply Committee, commonly referred to as the Water Resources Committee, and provided that the membership of each such committee

consist of one representative from each division of the Authority, plus the Authority Chairman and Vice-Chairman; and

WHEREAS, on May 14, 1998, the Board adopted Resolution 1998-159, by which the Board approved and adopted that certain Memorandum of Understanding Between Friant Water Users Authority and San Luis & Delta-Mendota Water Authority Relating to Allocation, Collection and Payment of Operation, Maintenance & Replacement Costs for Water Delivered through Certain Central Valley Project facilities (the "MOU"); and

WHEREAS, Article V.A. of the MOU, a copy of which is attached to this Resolution as Exhibit "A" hereto and by reference incorporated herein sets forth the agreed participation of the Friant Water Users Authority ("FWUA") upon the Finance and Administration Committee and the OM&R Technical Committee of the Authority; and

WHEREAS, this Resolution is not intended to alter or supersede the MOU; rather, it is the purpose of this Resolution to set forth in a single document the authorities, structure, and delegations of appointment power concerning its standing committees, in accordance with the documents referenced above.

NOW, THEREFORE, BE IT RESOLVED, AS FOLLOWS:

Section 1. The matters stated in the recitals above are true and correct, and the Board so finds and determines.

Section 2. Water Resources Committee.

a. Authority. The Water Resources Committee shall advise the Board of Directors and staff on policy matters concerning water supply and water supply operations issues and on the implementation of policy established by the Board on these matters. This Resolution shall not be deemed to alter the authority of the Board to take actions on these matters, whether or not the Committee has provided advice on such action.

b. Structure. The Water Resources Committee shall be comprised of one Member from each Division of the Authority, the Chairman, and the Vice Chairman of the Authority. There shall be appointed one Alternate Member for each Divisional representative. There shall be no alternates for the Authority Chairman or Vice Chairman. The initial number of Members is seven (7).

c. Appointment. The Chairman of the Authority, after conferring with the members of each Division, shall appoint the Members and Alternate Members of the committee. Divisional representatives shall serve at the

pleasure of the Division. Vacancies in the Committee shall be filled in the same manner as appointment of original members.

d. Qualifications. The Member representing each Division shall be a Director or Alternate Director of the Authority; Alternate Members need not be Directors or Alternate Directors of the Authority.

e. Meetings. Regular meetings of the Committee shall be held 2 weeks prior to the regular meetings of the Board of Directors of the Authority, or on such alternate dates as may be selected by the Committee from time to time. The Executive Director of the Authority, the Chairman of the Authority, Chairman of the Committee or a majority of the Committee Members may call special meetings as necessary. All such meetings shall be conducted in accordance with the Ralph M. Brown Act (Government Code Sections 54950, et seq.)

f. Quorum and Voting. A majority of the then-appointed Members plus any Alternate Members attending in the absence of their respective Members shall comprise a quorum of the Committee. Each Member, including the Chairman and Vice Chairman, shall have one vote. In the absence of the Member for whom an Alternate Member is appointed, or in cases of the Member's conflict of interest precluding participation, the Alternate Member is authorized to cast the vote of the Member. Committee actions shall be determined by the vote of a majority of a quorum.

g. Presiding Officer. The Authority Chairman shall appoint from the Water Resources Committee membership a Committee Chairman to serve as presiding officer, and the Water Resources Committee may select a temporary Chairman to serve in the absence of the Committee Chairman. The Committee Chairman shall hold his position at the pleasure of the Authority Chair.

Section 3. Committees Dealing with Budgetary Matters

a. Definitions.

1. Non-OM&R Matters: All budget, financial and administrative matters which do not relate to the Operation, Maintenance & Repair (OM&R) Budget or Program of the Authority.

2. OM&R Budget: A budget required to be prepared by Article 11a of Contract No. 8-07-20-X0354 between the United States of America and the Authority, Agreement to Transfer the Operation, Maintenance and Replacement and certain Financial and Administrative Activities Related to the

San Luis & Delta-Mendota Canals, Tracy Pumping and O'Neill Pumping/Generating Plant, San Luis Drain and Associated Works.

3. OM&R Program: All activities of the SLDMWA required for the OM&R of the Project Facilities pursuant to the SLDMWA Transfer Agreement, including but not limited to, the program of work to be performed, the preparation and adoption of budgets, funding (including establishment of reserves and creation of debt), purchasing, auditing, inspections, cost recovery methodology and fiscal agent responsibilities.

4. Project Facilities: The facilities described as "Project Facilities" in the MOU.

b. FWUA Participation. The FWUA shall participate in Authority decision-making relating to the OM&R of the Project Facilities and the OM&R Program through representation and voting on the Authority Finance and Administration Committee and the OM&R Technical Committee, a subcommittee of the Finance and Administration Committee.

1. Board of Directors. The FWUA shall not, by virtue of the terms of the MOU, be entitled to representation on the Authority Board of Directors, and neither the MOU nor this Resolution shall be deemed to alter the authority of the Authority Board of Directors to adopt and amend budgets for the conduct of Authority business, including for OM&R of the Project Facilities.

2. Committees. The FWUA shall be entitled to representation on the Finance and Administration Committee and the OM&R Technical Committee as described in this Section 3.

c. Finance and Administration Committee ("FAC")

1. Authority. The FAC shall advise the Board of Directors and staff concerning the Authority's budget and administration matters, including personnel, and on the implementation of policy established by the Board on these matters. It may make recommendations concerning the OM&R Budget or OM&R Program as set forth in this Section 3.

2. Structure. The FAC shall be comprised of one Member from each Division of the Authority, the Chairman, and the Vice Chairman of the Authority; and one representative of the FWUA. There shall be appointed one Alternate Member for each Divisional representative and for the

FWUA representative. There shall be no alternates for the Chairman and Vice Chairman of the Authority. The initial number of Members is eight (8).

3. Appointment. The Chairman of the Authority, after conferring with the members of each Division, shall appoint the Divisional Members and Alternate Members of the committee. Divisional representatives shall serve at the pleasure of the Division. The Chairman of the Authority shall appoint the FWUA Member and Alternate Member recommended, in writing, by the FWUA, who shall serve at the pleasure of the FWUA. Vacancies in the FAC shall be filled in the same manner as appointment of original members.

4. Qualifications. The Member representing each Division shall be a Director or Alternate Director of the Authority; Alternate Members need not be Directors or Alternate Directors of the Authority. The FWUA Member and Alternate Member shall have the qualifications determined by the FWUA.

5. Meetings. Regular meetings of the Committee shall be held 2 weeks prior to the regular meetings of the Board of Directors of the Authority, or on such alternate dates as may be selected by the Committee from time to time. The Executive Director of the Authority, the Chairman of the Authority, Chairman of the Committee or a majority of the Committee Members may call special meetings as necessary. All such meetings shall be conducted in accordance with the Ralph M. Brown Act (Government Code Sections 54950, et seq.)

6. Quorum and Voting.

a) Matters Affecting the OM&R Budget or OM&R Program. A majority of the then-appointed Members plus any Alternate Members attending in the absence of their respective Members shall comprise a quorum of the Committee. Each Member, including the Chairman and Vice Chairman, shall have one vote. In the absence of the Member for whom an Alternate Member is appointed, or in cases of the Member's conflict of interest precluding participation, the Alternate Member is authorized to cast the vote of the Member. A recommendation of the FAC to the Authority Board of Directors to adopt or amend the OM&R Budget shall be adopted by the "yes" vote of at least 5 of 8 Members/Alternate Members voting in the place of an absent or disqualified Member. At any point in the budget approval process, an OM&R Budget or OM&R budgetary issue may be remanded to the OM&R Technical Committee.

b) Non-OM&R Matters. A majority of the then-appointed Members plus any Alternate Members attending in the absence of their respective Members shall comprise a quorum of the Committee. Each Member,

including the Chairman and Vice Chairman, shall have one vote. In the absence of the Member for whom an Alternate Member is appointed, or in cases of the Member's conflict of interest precluding participation, the Alternate Member is authorized to cast the vote of the Member. The FWUA Member and Alternate Member shall not be counted towards a quorum nor be entitled to vote on Non-OM&R Matters.

7. Presiding Officer. The Authority shall appoint from the FAC membership a Chairman to serve as presiding officer, and the FAC may select a temporary Committee Chairman to serve in the absence of the Committee Chairman. The Chairman shall hold his position at the pleasure of the Authority Chair.

a. OM&R Technical Committee.

1. Authority. The OM&R Technical Committee is a subcommittee of the FAC and is Advisory to the FAC and the Board of Directors of the Authority. The Technical Committee is charged with working with the Authority's staff in the development of OM&R budgets. The OM&R Technical shall be authorized to recommend the OM&R budgets for approval by the FAC and shall be obligated diligently to reconsider any budget or budgetary issue which is remanded back to it from the FAC at any point in the budget approval process, and to provide its recommendation thereon.

2. Structure. As long as the MOU remains in effect, the OM&R Technical Committee shall be comprised of the following members, with no CVP Contractor entitled to have more than one representative on such Committee at any time:

- Contractors served from the Mendota Pool - 1
- Contractors served from the Lower DMC - 1
- Contractors served from the Upper DMC - 1
- Contractors served from the San Luis Canal
1 from Westlands + 1 from others) - 2
- Contractors served from the San Felipe
Division - 1
- Exchange Contractors - 1
- FWUA - 1
- USBR - 1
- SLDMWA Technical Staff - 1

3. Appointment. The Chairman of the Authority, after conferring with the members served from each service (delivery) area,

shall appoint the Members of the committee. Representatives from a service area shall serve at the pleasure of the members from such service area. The FWUA representative and an alternate shall be appointed by the Authority Chairman, as recommended, in writing, by the FWUA, and the USBR representative shall be appointed by the Authority Chairman upon recommendation from the USBR.

4. Qualifications. Members of the OM&R Technical Committee may be a member of the Board of Directors, Manager, Employee, or Consultant of the party represented, and shall be selected because of technical or budgetary expertise.

5. Meetings. The Committee may, by motion, fix and determine the time and place of regular meetings. The Chairman of the Finance and Administration Committee, the Chairman of the OM&R Technical Committee or a majority of the O&M Technical Committee Members may call special meetings as necessary. All such meetings shall be conducted in accordance with the Ralph M. Brown Act (Government Code Sections 54950, et seq.)

6. Quorum and Voting. A majority of the then-appointed Members shall comprise a quorum of the Committee. Each Member shall have one vote. In the absence of the Member for whom an Alternate Member is appointed, or in cases of the Member's conflict of interest precluding participation, the Alternate Member is authorized to cast the vote of the Member. The recommendation of the OM&R Technical Committee to the FAC to adopt or amend a OM&R Budget shall be adopted by the "Yes" vote of at least eight of ten Members.

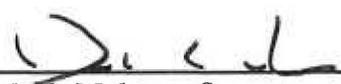
7. Presiding Officer. The Authority Chairman shall appoint from the OM&R Technical Committee membership a Committee Chairman to serve as presiding officer, and the OM&R Technical Committee may select a Temporary Committee Chairman to serve in the absence of the Committee Chairman. The Committee Chairman shall hold his position at the pleasure of the Authority Chair.

PASSED, APPROVED AND ADOPTED this 14th day of June, 2001.



Jean Sagouspe, Vice Chairman

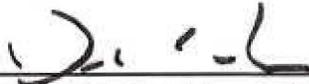
Attest:



Daniel G. Nelson, Secretary

* * * * *

I hereby certify that the foregoing is a true and correct copy of a resolution duly adopted by San Luis & Delta-Mendota Water Authority, at a regular meeting of the Board of Directors thereof duly called and held at the Board Room of the San Luis & Delta-Mendota Water Authority, 842 6th Street, Floor 2, Los Banos, California on the 14th day of June, 2001.



Daniel G. Nelson, Secretary

RESOLUTION NO. 1996-136

RESOLUTION AMENDING RESOLUTION 1993-49,
RESOLUTION ADOPTING PROCEDURES TO FILL VACANCIES
IN POSITION OF DIRECTOR OR ALTERNATE DIRECTOR
AS TO DIVISIONS 1 AND 5

WHEREAS, on March 4, 1993, the Board of Directors of the San Luis & Delta-Mendota Water Authority (the "Board" and the "Authority," respectively) adopted Resolution 1993-49, Resolution Adopting Procedures to Fill Vacancies in Position of Director or Alternate Director; and

WHEREAS, Directors representing Divisions 1 and 5 of the Authority have requested that a simplified procedure be established for the selection of directors to fill vacancies on the Authority Board for Divisions 1 and 5; and

WHEREAS, the Board has considered the following revised procedure for selection of directors to fill vacancies on the Authority Board for Division 1 and 5 and has determined that filling vacancies in accordance with such procedure constitutes "election according to reasonable procedures determined by the Authority."

NOW, THEREFORE, BE IT RESOLVED, AS FOLLOWS:

Section 1. The facts stated in the recitals above are true and correct, and the Board so finds and determines.

Section 2. Resolution 1993-49, Resolution Adopting Procedures to Fill Vacancies in Position of Director or Alternate Director is hereby amended as follows:

A. Section 2 C of said Resolution is hereby deleted in its entirety and is superseded and replaced with the following new Section 2 C:

"C. In Divisions 1 and 5:

1) The remaining Directors from said Division or the Board of Directors of any Member within the Division shall promptly nominate an individual qualified in accordance with Paragraph 9(b) of the JPA, and shall immediately thereafter notify the Secretary of the Authority of the vacancy and of the nomination of the successor.

2) Upon receipt of the notice of vacancy and of the nomination of a successor Director or Alternate Director, the Secretary of the Authority shall circulate to each Member of the Division notice of the proposed change and notice of the opportunity to notify the Authority of any objection to the nomination within thirty (30) days.

3) In the event the Authority receives no notice of objection within the 30-day period, the successor Director or Alternate Director shall be deemed elected by the Members in such Division, as described in EXHIBIT B to the JPA, as amended from time to time. Such election shall be effective the day following expiration of the thirty-day period."

B. Section 3 of said Resolution is hereby deleted in its entirety and is superseded and replaced with the following new Section 3:

"Section 3. In the event within Division 2, 3, or 4 Members fail to act in accordance with the procedures outlined in Section 2 to appoint a successor within a reasonable time, or in the event in Division 1 or 5 the Authority receives an objection to the nomination within the thirty (30) day period, or more than one successor per vacant position is nominated pursuant to Section 2 C 4 above, the Authority shall provide each Member of the Division with a Notice of Available Director and/or Alternate Director Position(s), the date by which nominations for such position must be received, the date by which the Authority will circulate a slate of all individuals nominated for such position or positions together with voting instructions, and the voting date."

Section 3. Except as expressly amended and superseded hereby, the terms and conditions of Resolution 1993-49 adopted on March 4, 1993, shall remain in full force and effect.

PASSED AND ADOPTED this 12th day of December, 1996.



Michael Stearns, Vice Chairman

Attest:



Daniel G. Nelson, Secretary

* * * * *

I hereby certify that the foregoing is a true and correct copy of a resolution duly adopted by the San Luis & Delta-Mendota Water Authority, at an adjourned regular meeting of the Board of Directors thereof duly called and held at the Activity Room of the Miller & Lux Center, 830 6th Street, Floor 2, Los Banos, California on the 12th day of December, 1996.



Daniel G. Nelson, Secretary

RESOLUTION NO. 1993-49

RESOLUTION ADOPTING PROCEDURES TO FILL VACANCIES IN POSITION OF DIRECTOR OR ALTERNATE DIRECTOR

WHEREAS, Paragraph 9(d) of the Amended and Restated Joint Exercise of Powers Agreement/San Luis & Delta-Mendota Water Authority ("the JPA") provides for the filling of a vacancy on the Board of Directors of the San Luis & Delta-Mendota Water Authority (the "Board" and "Authority," respectively) as follows:

"In the event of a vacancy on the Board, the Members of a Division shall fill such vacancy by election according to reasonable procedures determined by the Authority;" and

WHEREAS, the Board by this resolution desires to establish procedures which are reasonable for the filling of such vacancies in the positions of Director or Alternate Director; and

WHEREAS, because of the differences in the number of Districts and the number of representatives in various Divisions of the Authority, it is reasonable to provide differing procedures for filling of vacancies in different Divisions; and

WHEREAS, in Division 2, 3 and 4 each Member District is directly represented by at least one representative; and

WHEREAS, in Division 3 there are also sufficient positions to allow Members to select a representative of an Associate Member as Director; and

WHEREAS, in Division 1 and 5 there are more Members than positions on the Board, so that some Members will be indirectly represented.

NOW, THEREFORE, BE IT RESOLVED AS FOLLOWS:

Section 1. The facts stated in the recitals above are true and correct, and the Board so finds and determines.

Section 2. The Board finds that reasonable procedures for election to fill a vacancy on the Board of Directors include the following:

A. In Divisions 2, 3 and 4:

1) The governing body of the Member from which the Director or Alternate Director who caused the vacancy came shall have the right to promptly appoint an individual qualified in accordance with Paragraph 9(b) of the JPA, and shall immediately thereafter notify the Secretary of the Authority of the vacancy and the appointment of the

successor; the successor shall be deemed elected upon such notification to the Authority.

B. In Division 3:

1) Members who have selected a representative from an Associate Member as one of their Directors or Alternate Directors shall, in the event of a vacancy in such directorship, select a successor in consultation with the Associate Members in that Division; provided that, if there exists a governing board of an entity formed by Central California Irrigation District, Firebaugh Canal Water District, San Luis Canal Company and Columbia Canal Company, then such governing body shall appoint a representative to fill any vacancy from one of the Authority's Associate Members.

C. In Divisions 1 and 5:

1) The remaining Directors from said Division shall promptly nominate an individual qualified in accordance with Paragraph 9(b) of the JPA, and shall immediately thereafter notify the Secretary of the Authority of the vacancy and of the nomination of the successor.

2) Upon receipt of the notice of vacancy and of the nomination of a successor Director or Alternate Director, the Secretary of the Authority shall circulate to each other Member of the Division notice of the proposed change and a form of Resolution Approving Successor Director or Alternate Director.

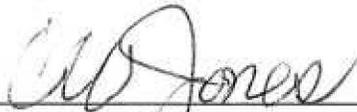
3) Members of the Division shall promptly act upon the Resolution and shall notify the Authority of such action.

4) The successor Director or Alternate Director shall be deemed elected upon approval of the appointment by the governing bodies of the Members in such Division, as described in EXHIBIT B to the JPA, as amended from time to time.

Section 3. In the event within any Division Members fail to act in accordance with the procedures outlined in Section 2 to appoint a successor within a reasonable time, or in the event a nominated successor in Division 1 or 5 does not receive approval from all the members of the Division, the Authority shall provide each Member of the Division with a Notice of Available Director and/or Alternate Director Position(s), the date by which the Authority will circulate a slate of all individuals nominated for such position or positions together with voting instructions, and the voting date.

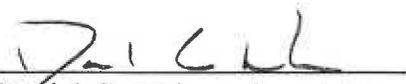
Section 4. Reasonable alternate procedures for election of successor Directors or Alternate Directors may be proposed by Members of a Division for such Divisions and may be approved by the Board from time to time.

Passed and adopted this 4th day of March, 1993.



C.W. JONES, Chairman
San Luis & Delta-Mendota Water Authority

[Seal]
Attest:



Daniel G. Nelson, Secretary

* * * * *

I hereby certify that the foregoing is a true and correct copy of a resolution duly adopted by San Luis & Delta-Mendota Water Authority, at an adjourned regular meeting of the Board of Directors thereof duly called and held at Activity Room of the Miller & Lux Center, 830 6th Street, Floor 2, Los Banos, California on the 4th day of March, 1993.



Secretary
San Luis & Delta-Mendota Water Authority