



NOTICE OF THE BOARD OF DIRECTORS' REGULAR BI-MONTHLY MEETING AND MARIN MUNICIPAL WATER DISTRICT FINANCING AUTHORITY BOARD MEETING

Tuesday, January 06, 2026 at 5:00 PM

AGENDA

LOCATIONS:

Open Session to start at or after 5:00 p.m.

Marin Water Board Room – 220 Nellen Avenue, Corte Madera, CA 94925

Public Participation:

The public may attend this meeting in-person or remotely using one of the following methods:

On a computer or smart device, go to: <https://marinwater.zoom.us/j/88134852296>

By phone, dial: **1-669-444-9171** and use Webinar ID: **881 3485 2296**

HOW TO PROVIDE PUBLIC COMMENT:

During the Meeting: Typically, you will have 3 minutes to make your public comment, however, the board president may shorten the amount of time for public comment due to a large number of attendees. Furthermore, pursuant to Government Code, section 54954.2 (the Brown Act), the Board may not take action or discuss any item that does not appear on the agenda.

-- **In-Person Attendee:** Fill out a speaker card and provide to the board secretary. List the number/letter (ex: 6a) of the agenda item(s), for which you would like to provide a comment. Once you're called, proceed to the lectern to make your comment.

-- **Remote Attendee:** Use the "raise hand" button on the bottom of the Zoom screen. If you are joining by phone and would like to comment, press *9. The board secretary will use the last four digits of your phone number to call on you (dial *6 to mute/unmute).

In Advance of the Meeting: Submit your comments by email in advance of the meeting to boardcomment@marinwater.org. To ensure that your comment is provided to the Board of Directors prior to the meeting, please email your comment 24 hours in advance of the meeting start time. Comments received after this cut off time will be sent to the Board after the meeting. Please do not include personal information in your comment such as phone numbers and home addresses.

AGENDA ITEMS:

- 1. Call to Order and Roll Call**
- 2. Adoption of Agenda**
- 3. Public Comment on Non-Agenda Matters**

This is the time when any person may address the Board of Directors on matters not listed on this agenda, but which are within the subject matter jurisdiction of the Board.

- 4. Directors' and General Manager's Announcements (5:10 p.m. – Time Approximate)**

- 5. Board Committee Reports**

Each Committee Chair or Vice Chair will provide a report on recent committee meetings. Directors may ask questions or provide brief comments or requests for additional information on an item.

- 6. Consent Items (5:20 p.m. – Time Approximate)**

All Consent Items will be enacted by a single action of the Board, unless specific items are pulled from Consent by the Board during adoption of the agenda for separate discussion and action.

- a. December 16, 2025 Board Meeting Minutes**

RECOMMENDATION: Accept the minutes of the Board of Directors' Regular Bi-Monthly Meeting on December 16, 2025

- b. Second Amendment to Miscellaneous Agreement No. 6185 With National Response Team for Water Remediation and Restoration Services**

RECOMMENDATION: Authorize the General Manager to execute the Second Amendment to Miscellaneous Agreement No. 6185 to increase the contract amount by one hundred fifty thousand dollars for a total not to exceed amount in the agreement of \$550,000

- 7. Regular Items (5:25 p.m. – Time Approximate)**

- a. Board of Directors Reorganization 2026**

RECOMMENDATION: Elect a President and Vice President to the Marin Municipal Water District Board of Directors for 2026, and Recognize the outgoing Board President

- b. Reject All Bids for Roads and Trails On-Call Maintenance, Contract No. 2057**

RECOMMENDATION: Approve a resolution rejecting all bids for the Roads and Trails On-Call Maintenance Project, Contract No. 2057, and finding bid protest moot

- c. Update on New State Laws, Levine Act Review and Review of Board Handbook, Board Compensation and Board Travel Policies**

RECOMMENDATION: Receive an update on changes in State law that take effect in January 2026, Review the Levine Act restrictions for campaign donations and Review the Board Handbook, Board Compensation and Board Travel Policies and provide input regarding possible revisions

- 8. Future Board and Committee Meetings and Upcoming Agenda Items**

This schedule lists upcoming board and committee meetings as well as upcoming agenda items for the next month, which may include Board interest in adding future meeting items. The schedule is tentative and subject to change pending final publication and posting of the meeting agendas.

a. Upcoming Meetings

9. Announcement of Closed Session Item(s); Public Comments on Closed Session Item(s) - None.
10. Reconvene to Open Session; Closed Session Report Out - Not applicable.
11. Adjournment of Regular Board Meeting and Convene Marin Municipal Water District Financing Authority Board Meeting (6:55 p.m. – Time Approximate)
12. Roll Call of the Marin Municipal Water District Financing Authority Board
13. Financing Authority Board Regular Item(s)
 - a. Minutes of Marin Municipal Water District Financing Authority Meeting of January 7, 2025, Confirmation of Officers, 2025 Financial Report

RECOMMENDATION: Confirm officers for the Marin Municipal Water District Authority Board of Directors, approve the minutes of the Marin Municipal Water District Financing Authority Meeting of January 7, 2025, and receive the 2025 financial report for the Authority
14. Adjournment of the Marin Municipal Water District Financing Authority Board Meeting (7:00 p.m. – Time Approximate)

ADA NOTICE AND HEARING-IMPAIRED PROVISIONS

In accordance with the Americans with Disabilities Act (ADA) and California Law, it is Marin Water's policy to offer its public programs, services, and meetings in a manner that is readily accessible to everyone, including those with disabilities. If you are an individual with a disability and require a copy of a public hearing notice, an agenda, and/or agenda packet in an appropriate alternative format, or if you require other accommodations, please contact the Board Secretary/ADA Coordinator at 415.945.1448, at least two business days in advance of the meeting. Advance notification will enable Marin Water to make reasonable arrangements to ensure accessibility.

Information agendas are available for review at the Civic Center Library, Corte Madera Library, Fairfax Library, Mill Valley Library, Marin Water Administration Building, and marinwater.org.

Posted: 01-02-2026



STAFF REPORT

Meeting Type: Board of Directors
Title: December 16, 2025 Board Meeting Minutes
From: Terrie Gillen, Board Secretary
Through: Ben Horenstein, General Manager
Meeting Date: January 6, 2026

TYPE OF ITEM: X Action Information

RECOMMENDATION: Accept the minutes of the Board of Directors' Regular Bi-Monthly Meeting on December 16, 2025

SUMMARY: The Board of Directors held their regular bi-monthly meeting on December 16, 2025. The minutes of that meeting are attached for your approval.

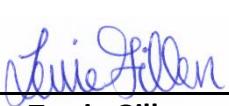
DISCUSSION: None.

ENVIRONMENTAL REVIEW: Not applicable.

FISCAL IMPACT: None.

ATTACHMENT(S):

1. Draft December 16, 2025 Regular Meeting Minutes

DEPARTMENT OR DIVISION	DIVISION MANAGER	APPROVED
Communications & Public Affairs Department	 Terrie Gillen Board Secretary	 Ben Horenstein General Manager



NOTICE OF THE BOARD OF DIRECTORS' REGULAR BI-MONTHLY MEETING

Tuesday, December 16, 2025 at 5:30 PM

MINUTES

LOCATIONS:

Open Session to start at or after 6:30 p.m.

Marin Water Board Room – 220 Nellen Avenue, Corte Madera, CA 94925

Outside location for Director Larry Russell - Hotel Costa Australis, Pedro Montt 262, Business Center, Puerto Natales, Magallanes y la Antartica Chilena, Chile 6160000

Closed Session begins at 5:30 p.m.

Marin Water Mt. Tam Conference Room, 220 Nellen Avenue, Corte Madera, CA 94925

Public Participation:

The public attended this meeting in-person or remotely using one of the following methods: on a computer or smart device, <https://marinwater.zoom.us/j/88134852296>, or by phone, 1-669-444-9171, using Webinar ID No. 881 3485 2296.

AGENDA ITEMS:**1. Call to Order and Roll Call**

Board President Matt Samson called the meeting to order at 5:30 p.m.

DIRECTORS PRESENT

Jed Smith

Ranjiv Khush

Diana Maier

Larry Russell

Matt Samson

2. Adoption of Agenda

Vice President Smith motioned to adopt the agenda. Director Khush seconded the motion.

There were no public comments.

Voting Yea: Directors Smith, Khush, Maier, Russell, and Samson

The agenda was adopted.

3. Announcement of Closed Session Item(s); Public Comments on Closed Session Item(s)

With no public comments, the Board convened to Closed Session and went to the Mt. Tam Conference Room at 5:31 p.m. to discuss the following item.

a. Public Employee Performance Evaluation

(California Government Code §54957(b)(1))

Title: General Manager

The closed session was adjourned. The Board went back to the Board Room.

4. Reconvene to Open Session; Closed Session Report Out

At 6:32 p.m., the Board reconvened the Open Session.

The board president reported that no reportable action occurred at the closed session.

5. Public Comment on Non-Agenda Matters

There was one (1) public comment.

6. Directors' and General Manager's Announcements

- General Manager Ben Horenstein announced his retirement at the end of 2026, when his contract expires. The directors thanked him for his service.
- Director Maier reported that she attended the North Bay Water Reuse Authority Board Meeting and mentioned topics discussed at the meeting.
- Vice President Smtih mentioned that he attended the Marin-Sonoma Coordination Meeting and reported on items that were discussed at this meeting.

7. Board Committee Reports

Planning Committee Vice Chair Khush provided highlights from the December 11 Planning Committee Meeting/Special Meeting of the Board of Directors.

8. Consent Items

- a. December 1, 2025 Special Meeting Board Minutes and December 9, 2025 Regular Meeting Board Minutes

RECOMMENDATION: Accept the minutes of the Board of Directors' special meeting (Board Retreat) on December 1, 2025 and regular bi-monthly meeting on November 18, 2025

- b. General Manager's Report November 2025

RECOMMENDATION: Approve Report

- c. Award of Contract No. 2037 - Fire Flow Improvement Program – Sleepy Hollow Pipeline Replacement Project (F24002)

RECOMMENDATION: Approve a resolution authorizing award of Contract No. 2037, Fire Flow Improvement Program – Sleepy Hollow Pipeline Replacement Project, to Argonaut Constructors, Inc. in the amount of \$1,528,132 (*Resolution No. 8824*)

- d. 2026 Annual Strategic Work Plan

RECOMMENDATION: Accept the District's 2026 Annual Strategic Work Plan

- e. Ordinance No. 471 Updating District's Cross Connection Code

RECOMMENDATION: Adopt proposed Ordinance No. 471 to update the District's cross-connection code to reflect recent regulatory changes

Before approval of the Consent Calendar, Board President Samson provided some comments regarding an item in the General Manager's report and a public comment that was made.

Director Khush made the motion to adopt the Consent Calendar items. Director Maier seconded the motion.

There were no public comments.

Voting Yea: Directors Smith, Khush, Maier, Russell, and Samson

Motion passed to approve the Consent Calendar items.

9. Regular Items

- a. North Marin Line Stabilization Project Revisions and Supplemental Initial Study/Mitigated Negative Declaration

RECOMMENDATION: Approve a resolution adopting the Final Supplemental Initial Study/Mitigated Negative Declaration and Mitigation Monitoring Reporting Program for the Revised North Marin Line Stabilization Project, and approving the Revised North Marin Line Stabilization Project; and Direct staff to file a Notice of Determination with the Marin County Clerk and State Clearinghouse (*Resolution No. 8825*)

Engineering Director Alex Anaya and Planning Engineering Manager Elysha Irish presented this item.

Discussion ensued.

There were no public comments.

Director Maier made the motion to approve the resolution. Director Khush seconded the motion.

Voting Yea: Directors Smith, Khush, Maier, Russell, and Samson

This resolution was approved.

- b. Approve a Professional Services Agreement with Kitchell for Owners Representative Services for Work Facilities Concepts

RECOMMENDATION: Approve a professional services agreement with Kitchell for Owners Representative Services to provide detailed technical evaluation and provide building concepts for the rehabilitation of the Administration and Corporation Yard buildings, in an amount not to exceed \$496,758 and authorize the General Manager to execute the agreement

Engineering Director Anaya also presented this item.

Discussion followed.

There was one (1) public comment.

Director Khush made the motion to approve staff's recommendation. Director Maier seconded the motion.

Voting Yea: Directors Smith, Khush, Maier, and Samson

Voting Nay: Director Russell

The motion passed.

10. Future Board and Committee Meetings and Upcoming Agenda Items

- a. Upcoming Meetings

The board secretary announced corrections to the dates previously stated in the packet, including Board meetings starting at 5 p.m. beginning on January 6, 2026.

There were no comments.

11. Announcement of Closed Session Item(s); Public Comments on Closed Session Item(s) - None.

12. Reconvene to Open Session; Closed Session Report Out - Not Applicable.

13. Adjournment

There being no further business, the Board of Directors' meeting on December 16, 2025, adjourned at 7:30 p.m.

Board Secretary



STAFF REPORT

Meeting Type: Board of Directors
Title: Second Amendment to Miscellaneous Agreement No. 6185 With National Response Team for Water Remediation and Restoration Services
From: Darren Machado, Operations Director
Through: Ben Horenstein, General Manager
Meeting Date: January 06, 2026

TYPE OF ITEM: Action Information

RECOMMENDATION: Authorize the General Manager to execute the Second Amendment to Miscellaneous Agreement No. 6185 to increase the contract amount by one hundred fifty thousand dollars for a total not to exceed amount in the agreement of \$550,000

SUMMARY: On March 21, 2023, the Board of Directors approved a 3-year agreement with National Response Team (NRT) for on-call 24/7 Water Remediation and Restoration Services. This original agreement was based on an historical average cost of \$100,000 annually for these services, in an amount not to exceed \$300,000.

On November 25, 2025, an amendment (first amendment) was executed adding an additional \$100,000 to this agreement for the utilization of additional services, in an amount not to exceed \$400,000.

Additional funding is needed due to the number of recent water main breaks requiring extensive water remediation and restoration services provided by NRT. In 2023 there were a total of 44 water main breaks resulting in the need for NRT's services six times at a total cost of \$95,074. The following year, 2024, there were a total of 60 water main breaks resulting in the need for NRT's services five times at a total cost of \$37,465. In 2025, there was a total of 69 water main breaks resulting in the need for NRT's services 12 times at a total cost of \$306,974.

Staff is requesting that the Board authorize the General Manager to execute the second amendment, adding an additional \$150,000 to this agreement, for a total amount not to exceed \$550,000.

DISCUSSION: The District takes many measures to reduce potential liabilities and preserve ratepayer dollars. These risk management approaches include many strategies such as providing preventative training, maintaining adequate insurance coverages to protect District assets, requiring contractors and

vendors to maintain adequate insurance coverages, administering a District self-insurance program in a prudent manner, and continually identifying risks and mitigation strategies.

One key part of these risk mitigation strategies is maintaining on-call water remediation and restoration services. In the event of a District water main break that results in the flooding of residences or businesses, District crews dispatch the District's on-call water remediation and restoration service provider. The service provider responds 24/7 and, with the consent of the property owner, begins to immediately relocate personal belongings to prevent further water damage and to dry the impacted structure(s). This work assists District customers impacted by the unplanned event, provides a timely response to reduce the scope of damage and eliminates the need for the impacted customers to secure these services on their own. Providing this service not only helps to mitigate the extent of the damage, it is also representative of the level of service that the District always strives to provide to its customers. Additionally, by having the District's service provider deliver these services, the District benefits from economies of scale price savings and reduces the risks of further damages potentially resulting from the water intrusion, such as the prevention of mold growth.

These services are provided on an as-needed basis, making it difficult to anticipate the exact amount of funds needed each calendar year. The District experienced a number of water main breaks that impacted customer properties and necessitated the response of NRT to quickly mitigate the damages. Due to this higher level of response, additional funds are now needed to allow the District to continue these services. Staff request that the Board authorize a second amendment, adding an additional \$150,000 to the existing contract for a total not to exceed amount of \$550,000.

ENVIRONMENTAL REVIEW: Not applicable.

FISCAL IMPACT: This is an on-call agreement, meaning that no number of services or expenditures are guaranteed. Funding for this second Amendment is as operating expenditure and will be funded under the District's self-insurance budget (10-7020-5510).

ATTACHMENT(S):

1. Proposed Second Amendment to Miscellaneous Agreement No. 6185

DEPARTMENT OR DIVISION	DEPARTMENT MANAGER	APPROVED
Operations Division	 Darren Machado Operations Director	 Ben Horenstein General Manager

**SECOND AMENDMENT TO
AGREEMENT FOR PROFESSIONAL SERVICES BETWEEN MARIN
MUNICIPAL WATER DISTRICT and NATIONAL RESPONSE TEAM
(Miscellaneous Agreement No. 6185)**

This Contract Amendment (“Second Amendment”) is entered into by and between Marin Municipal Water District (“District”) and National Response Team (“Consultant”).

For good and valuable consideration the receipt and adequacy of which is hereby acknowledged, the parties hereto agree as follows:

Section 1. Recitals:

- A. District and Consultant entered into an Agreement for on-call water remediation and restoration services dated March 30, 2023 (“Agreement”).
- B. On November 25, 2025, the parties executed an amendment (“First Amendment”) to the Agreement to increase the not to exceed amount an additional \$100,000 to permit the utilization of additional services to a not to exceed amount of \$400,000 in total.
- C. The parties desire to enter into an amendment (“Second Amendment”) to the Agreement to increase the not to exceed amount set forth in the Agreement to permit the utilization of additional services.

Section 2. Terms:

- A. Amendment to Agreement: This Second Amendment modifies the Agreement. Except for the modifications contained herein, all the terms of the Agreement shall apply.
- B. Terms:
 - 1. **Amend Part A Specific Provisions- Section 1 entitled “Description of Services and Payment” to read as follows:**

DESCRIPTION OF SERVICES AND PAYMENT: Except as modified in this agreement, the services to be provided and the payment schedule are:

- a. The scope of work covered by this agreement shall be that included in Attachment A of this agreement.
- b. The fee and fee payment for such work completed under this Second Amendment shall not exceed \$150,000 and shall be as stipulated under the fee schedule included in Attachment B of this agreement. The total expenditures shall not exceed \$550,000 in total.

(Signatures follow on next page)

NATIONAL RESPONSE TEAM

Dated: _____

By _____

MARIN MUNICIPAL WATER DISTRICT

Dated: _____

By _____

Bennett Horenstein, General Manager



STAFF REPORT

Meeting Type: Board of Directors
Title: Board of Directors Reorganization 2026
From: Adriane Mertens, Communications & Public Affairs
Through: Ben Horenstein, General Manager
Meeting Date: January 6, 2026

TYPE OF ACTION: Action Information

RECOMMENDATION: Elect a President and Vice President to the Marin Municipal Water District Board of Directors for 2026, and Recognize the outgoing Board President

SUMMARY: Annually, the Board of Directors elects a president and vice president of the Board, consistent with District Code section 2.20.010 and Board Policy No. 1, the Board Handbook, and subsequently recognizes the outgoing board president for his or her service

DISCUSSION: As provided in section 2.20.010 of the District Code, both a president and vice president are elected to the board every first meeting of the year or at the first meeting seating new directors in an election year. Pursuant to Board Policy No. 1, the Board Handbook, the president leads the regular bi-monthly and special meetings of the board, assigns directors to internal and external committees with the consent of the Board, and signs the approved resolutions and adopted ordinances on behalf of the agency. The vice president acts on behalf of the president, when the president is absent or unavailable.

Reorganization Process

The current board president can either make the motion or ask the directors to make the motion to nominate the new board president. If there is a second motion by another director, then the board secretary will conduct a roll call vote. If there is not a majority or unanimous decision for board president, then the process will repeat itself until a majority or unanimous decision has been made.

If there is a majority or unanimous vote, then the newly elected board president will immediately assume the Board President role, including conducting the remainder of the Board meeting. The newly elected board president and outgoing board president will switch seats, so that the new board president will be sitting at the center of the dais.

After the new board president is elected, the appointment of the vice president begins, which follows the same process as that used for the election of the Board President. Once there is a majority or unanimous vote, then the newly elected board vice president will immediately assume that role and move to the seat on the right of the new board president.

Following the elections of the new Board President and Vice President, the new officers may acknowledge the outgoing board president for his service to the District.

ENVIRONMENTAL REVIEW: Not applicable.

FISCAL IMPACT: None.

ATTACHMENT(S): None.

DEPARTMENT OR DIVISION	DIVISION MANAGER	APPROVED
Communications & Public Affairs Department	 	 Adriane Mertens Communications & Public Affairs Manager Ben Horenstein General Manager



STAFF REPORT

Meeting Type: Board of Directors
Title: Reject All Bids for Roads and Trails On-Call Maintenance, Contract No. 2057
From: Shaun Horne, Director of Watershed Resources
Through: Ben Horenstein, General Manager
Meeting Date: January 06, 2026

TYPE OF ITEM: X Action Information

RECOMMENDATION: Approve a resolution rejecting all bids for the Roads and Trails On-Call Maintenance Project, Contract No. 2057, and finding bid protest moot

SUMMARY: The Mt. Tamalpais Watershed Road and Trail Management Plan (RTMP) outlines the best management practices and environmental protection measures for maintaining watershed roads and trails. Since the RTMP's adoption, the District has been implementing its management practices and measures on the watershed. The District awarded an On-Call Roads and Trails Maintenance Contract on May 17, 2022, which expired on June 30, 2025. After the contract expired, the District advertised a new On-Call Roads and Trails Maintenance Contract (CN-2057) and opened bids in October 2025. The District received nine (9) bids. Upon review, staff determined that three (3) were non-responsive, including the lowest bid. After reviewing the bids and considering that three bids were found to be non-responsive, staff recommends rejecting all bids and reissuing the invitation for bids for this on-call work.

DISCUSSION: In April 2005, the District adopted the Mt. Tamalpais Watershed Road and Trail Management Plan (RTMP), which outlines best management practices and environmental protection measures for maintaining watershed roads and trails. As part of this plan, the District proactively maintains service roads to support emergency access and water infrastructure servicing, and repairs trails to ensure safe public access and prevent environmental degradation.

To implement these activities, the District utilizes a combination of staff, volunteers and contractors. Currently, the District is focused on several key efforts, including repairing approximately 70 watershed culverts, constructing the Azalea Hill Trail Project Parking Lot, and performing routine annual road and trail maintenance to protect water quality and maintain access to critical water distribution facilities. These projects often require the use of heavy equipment and specialized skills that exceed the capacity of other contractors such as the California Conservation Corps and California Conservation Corps North Bay, who have historically supported lighter maintenance tasks.

Over the years, the District has successfully partnered with similar contractors for a range of projects, including construction of retaining walls along Liberty Gulch, culvert installations, pipeline replacements, roadside brushing, bridge construction and parking lot repairs.

To support these ongoing needs, the District advertised Contract No. 1981 for on-call watershed roads and trails maintenance work on April 9, 2022, and awarded the contract to Piazza Construction on May 17, 2022. Contract No. 1981 expired on June 30, 2025.

The District advertised a notice inviting bidders on October 13, 2025, for a new on-call roads and trails maintenance contract to ensure the continuation of critical watershed RTMP maintenance. The work outlined in this new contract will support proactive road and trail management and enhance the District's ability to respond to seasonal impacts and urgent repair needs. This contract will be used to maintain fire road infrastructure to ensure access to critical water distribution facilities and address erosion issues along roads and trails to protect water quality.

In October 2025, the District released a notice inviting bids for a three (3) year On-call Roads and Trails Maintenance contract. The notice was published in the local newspaper and posted on the District's external bid posting website to inform contractors of the opportunity. The bid opening occurred on October 30, 2025, and nine sealed bids were received. The lowest bid was non-responsive because it did not include a signed addendum and did not meet the required bidder instructions. The second-lowest bid was deemed non-responsive due to a mathematical error that overstated the bid amount.

During the bid review process, the District received a bid protest from Piazza Construction regarding the District's determination that its bid was non-responsive. Staff identified a mathematical error in Piazza Construction's total bid amount that constitutes a material defect under public contracting requirements. Because this error rendered the bid eligible for withdrawal without forfeiture of the bid bond, it created a potential competitive advantage not available to other bidders. Accordingly, staff determined that the bid could not be considered responsive.

After further reviewing the bids and the protest and considering that three bids were found to be non-responsive, including the apparent first and second lowest bids, staff recommends rejecting all bids and reissuing the invitation for bids for this on-call work.

ENVIRONMENTAL REVIEW: The District as the Lead Agency, has prepared a Programmatic Environmental Impact Report (PEIR), pursuant to the provisions of CEQA for roads and trails maintenance, which was adopted in 2005 and covers all work being proposed under this contract.

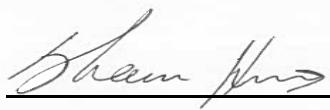
FISCAL IMPACT: There is no fiscal impact at this time, as staff recommends that all bids be rejected and the project be re-advertised. A detailed fiscal analysis will be provided in a future staff report when the contract award is brought to the Board for consideration.

ATTACHMENT(S):

1. Proposed Resolution Rejecting All Bids for Contract No. 2057

DEPARTMENT OR DIVISION	DIVISION MANAGER	APPROVED
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Watershed



Shaun Horne
Watershed Resources
Director



Ben Horenstein
General Manager

MARIN MUNICIPAL WATER DISTRICT
RESOLUTION NO.

**A RESOLUTION OF THE BOARD OF THE MARIN MUNICIPAL WATER DISTRICT
REJECTING ALL BIDS RECEIVED FOR THE CONSTRUCTION CONTRACT NO. 2057,
FOR ON-CALL ROADS AND TRAILS MAINTENANCE AND FINDING BID PROTEST MOOT**

WHEREAS, on October 13, 2025, the District advertised Contract No. 2057, On-Call Roads and Trails Maintenance Contract; and

WHEREAS, the District received and publicly opened nine (9) bids on October 30, 2025, and found three (3) of the nine (9) bids submitted to be nonresponsive, including the apparent low bidder; and

WHEREAS, EE Gilbert Construction submitted the apparent low bid for the Project in the amount of \$2,304,566; and

WHEREAS, EE Gilbert Construction failed to meet the District's required bidder instructions and did not include the signed bid addendum; and

WHEREAS, Piazza Construction, submitted the apparent second low bid for the project, which contained a mathematical error in the bid amount and was therefore found nonresponsive; and

WHEREAS, Piazza filed a protest with the District arguing that the mathematical error in Piazza Construction's total bid amount was a minor irregularity and that the District should waive and award the contract to them; and

WHEREAS, pursuant to California Public Contracts Code § 22038, District Code § 2.90.050(5) and Section 10 of the Contract Specifications, titled "Award of Contract – Rejection of Bids.", the District has the right to reject all bids received.

NOW, THEREFORE, THE BOARD OF DIRECTORS RESOLVES that that the Board has the authority pursuant to California Public Contracts Code § 22038, District Code § 2.90.050(5) and Section 10 of the Contract Specifications, titled "Award of Contract – Rejection of Bids." to reject all bids received on October 30, 2025; and

BE IT FURTHER RESOLVED, that the Board hereby incorporates the facts and findings set forth above and on that basis determines that it is in the best interest of the District to reject all bids in this case; and

BE IT FURTHER RESOLVED, that the Board, having determined to reject all bids, finds the protest submitted by the apparent second lowest bidder, Piazza Construction, now moot.

PASSED AND ADOPTED this 6th day of January 2026, by the following vote of the Board of Directors.

AYES:

NOES:

ABSENT:

Board President's Name
President, Board of Directors

ATTEST:

Terrie Gillen, CMC
Board Secretary



STAFF REPORT

Meeting Type: Board of Directors

Title: Update on New State Laws, Levine Act Review and Review of Board Handbook, Board Compensation and Board Travel Policies

From: Molly MacLean, General Counsel

Through: Ben Horenstein, General Manager

Meeting Date: January 6, 2026

TYPE OF ACTION: Action Information

RECOMMENDATION: Receive an update on changes in State law that take effect in January 2026, Review the Levine Act restrictions for campaign donations and Review the Board Handbook, Board Compensation and Board Travel Policies and provide input regarding possible revisions

SUMMARY: Staff will present an update on some legal changes that go into effect this month, including changes to the Brown Act open meeting rules, training requirements for elected officials and key public agency staff and new Form 700 filing requirements (Senate Bill (SB) 707, SB 827 and SB 852 respectively). Staff will also provide a brief review of the current Board Handbook, Board Compensation and Board Travel Policies and suggest some updates to realign the policies with current law and actions adopted by the Board in 2024 and 2025. This will also be an opportunity for Board members to provide input on possible updates to these policies that could return to the Board for future action.

DISCUSSION:

Legal Review

Effective January 1, 2026, are a few changes in state laws affecting public agencies and public agency officials. SB707 sets forth changes to the Ralph M. Brown Act, codified starting at section 54952.2 of the California Government Code. Certain of the changes apply only to “eligible agencies”, which includes larger agencies. The District is not an eligible agency under the new provisions of this legislation and therefore need not comply with those new requirements, which could include translation requirements, among others. Other changes made by this bill pertain to the just cause and emergency exceptions upon which board members may rely for remote meeting participation. These changes will continue to allow for remote meeting participation by a board member in compliance with the Brown Act in the event of a qualified circumstance, such as a contagious illness, need to care for an ill family member or travel on behalf of the District or another local or state agency. The new provisions streamline the two former exceptions into one “just cause” exception and caps the number

of times per year that each Director would be allowed to use this exception to five (based on the District's schedule of twice monthly meetings). The law still requires that there be a quorum of the board in person, and that the board member notify the board as soon as possible, provide a brief explanation of the need for the exception, announce any other adult (18 or over) in the room and maintain video during the remote attendance. The law now also requires that the basis for the exception be included in the meeting minutes.

SB 827 expands training requirements for elected officials and key agency staff. In addition to the Assembly Bill (AB) 1234 ethics training, the law now requires that elected officials and key local agency staff also receive "fiscal and financial" training at least once every two years to help assure sound oversight of public funds. For those board members already in rotation with the AB 1234 training, the new fiscal and financial training will need to be completed by the end of 2027. The District will research appropriate training opportunities and will communicate these to the Directors.

SB 852 provides new requirements for certain Form 700 filers requiring "public officials who manage public investments" to file their Form 700 statements electronically directly with the Fair Political Practices Commission. There is no definition of an official who manages public investments. Staff will further review this issue and may propose changes to the District's Conflict of Interest code, which is updated at least every other year.

Also of note is a reminder on the adoption of changes to the Levine Act effective in 2023 and 2025, which provide restrictions on campaign donations to those running for elected local office. The Act now prohibits these officials from acting on certain matters for their agencies if they have received campaign contributions of more than \$500 in any 12-month period from those having business in front of the board via a contract, permit or other entitlement. This includes all contracts, other than those under \$50,000, competitively bid, labor or employment contracts or contracts between two public agencies. When an official accepts, solicits, or directs a prohibited contribution in excess of \$500 within 12 months after the final decision is rendered, the officer will be permitted to cure the violation by returning the contribution in excess of \$500 within 30 days of accepting, soliciting, or directing the contribution, whichever comes latest. However, if the officer knowingly and willfully accepted, solicited or directed the prohibited contribution, the cure is not permitted.

Board Policies

The Board Handbook, Board Policy No. 1, was initially adopted on February 2, 2021. It is a guidance document for incumbent and newly elected members of the District Board of Directors as it contains general information and specific authorities regarding the function of the Board and oversight of the District, including processes for the election of Board officers and committee appointments, among other topics. The Handbook is intended to facilitate the handling of Board affairs, assist the Board in complying with legal requirements such as the open meetings laws (i.e., the Brown Act), and is complementary to applicable laws and other requirements. Following adoption of the Handbook, it was subsequently updated on September 21, 2021. In 2024, the Board of Directors undertook a thorough review and update to incorporate pertinent provisions of the Board Ethics Policy, Board Policy No. 50, which was then sunset, as well as updates to reflect legal changes and actions of the Board, such as clarifying the time for seating of newly elected Board Directors. Staff recommends regular review of the Handbook to promote familiarity and to ensure it reflects current legal authorities, District policies, Board directives and best practices. Based upon staff review, a few minor updates to the Board Handbook are needed in order to assure alignment with the above legal changes

and prior Board actions, such as committee restructuring. Staff will discuss a few of these changes and seek input from the Board.

Directors are entitled to per diem compensation pursuant to District Code section 2.10.060 and Board Policy No.42, Compensation of Marin Municipal Water District Directors. The Board adopted Ordinance No. 468 on November 21, 2024, which adjusted the per diem compensation amount to \$250, but capped the number of days per month for which each Director could receive compensation to eight (8). Section 2.10.060 Compensation provides:

Each Director shall receive as compensation two hundred fifty dollars per day for each day's attendance at meetings of the board or for each day's service rendered as a member of the board by request of the board. No director may receive compensation for more than 8 days in any calendar month.

The Board Compensation Policy, Board Policy No. 42, last updated on May 21, 2024, further governs what constitutes compensable service by board members. This policy sets out the statutory provisions of California Government Code section 53232.1(a), the District Code and adds other specific activities eligible for compensation. The compensation policy has not yet been updated to align with changes to the District Code. There may be other opportunities for clarification, such as non-committee member attendance or review of committee meetings, as well as informal meetings with constituents. The Board has discretion to be more restrictive than state law, but may not exceed what is allowed by state law.

Board Policy No. 41, Reimbursement of Travel Expenses for Marin Municipal Water District Directors, was most recently updated on May 21, 2024, and provides details regarding travel reimbursement for Board Directors travelling on District business or to conferences or trainings that provide specific benefit to the District.

Staff will review these policies and seek input from the Board.

ENVIRONMENTAL REVIEW: Not applicable

FISCAL IMPACT: Not applicable.

ATTACHMENT(S):

1. Board Policy No. 1 – Board of Directors Handbook
2. Board Policy No. 41 – Compensation of Marin Municipal Water District Directors
3. Board Policy No. 42 – Reimbursement of Travel Expenses for Marin Municipal Water District Directors



Board of Directors Handbook

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MARIN MUNICIPAL WATER DISTRICT

BOARD OF DIRECTORS HANDBOOK

Adopted: February 2, 2021

Revised: September 21, 2021

Revised: November 6, 2024

SECTION 1: Purpose and Background

Purpose

This handbook is compiled as a guidance document to provide incumbent and newly elected members of the Marin Municipal Water District (“District”) Board of Directors (“Board”) with general information and specific authorities regarding oversight of the District. This handbook is intended to facilitate the handling of Board affairs, assist the Board in complying with open meeting laws, and is complementary to applicable laws and other requirements.

The proper operation of the District requires that Board members remain objective and responsive to the needs of the public they serve, make decisions within the proper channels of governmental structure, and not use public office for personal gain. To further these objectives, certain ethical principles govern the conduct of each member of the Marin Municipal Water District Board of Directors.

In addition to providing guidance to the Board on process, this handbook will also promote awareness of ethics, integrity and fidelity as critical elements in Board members’ conduct and in achievement of the District’s mission.

Background

The District is an independent special district, formed pursuant to the Municipal Water District Law of 1911 and approved by voters to provide specific services to residences within the District’s service area. The District is a single function, enterprise special district because it charges its customers for the service provided. The District is governed by a five-member Board elected by voters within a specified limited boundary or division. Each Board member must be a resident of the division from which he or she is elected. Regular elections for Board members are held every 2 even years for staggered 4-year terms (i.e., divisions I, III & IV are elected in one 2-year election cycle and divisions II & V in the other 2-year election cycle). The District contracts with the Marin County Department of Elections to facilitate all candidate filings and services for Board member elections.

The Board holds publicly noticed meetings in accordance with the Brown Act where citizens may address the Board regarding matters within the subject matter jurisdiction of the District.

Governing Laws and Regulations

The District was formed pursuant to California Water Code Section 71000 *et seq.*, commonly known as the Municipal Water District Law of 1911. The California Constitution, the Government Code and other state statutes contain a number of provisions applicable to the District and Board member activities including, but not limited to: the Ralph M. Brown Act (Open Meetings Law), Public Records Act (Public Access to Information), Government Code Section 1090 and the Political Reform Act and associated regulations (Conflict of Interest), Assembly Bill 1234 (Ethics), and Assembly Bill 1661 (Sexual Harassment Prevention).

Board Policies and Administrative Procedures

The mission of the District, as established by the Board of Directors, is to manage “the lands, water, and facilities in our trust to provide reliable, high-quality water and adapt and sustain these precious resources for the future.”. . The Board communicates its direction, or its philosophy, toward fulfilling this mission by developing and periodically reviewing its values and goals, and creating and updating various policies and procedures to ensure that the District’s customers and the public are treated in a fair and consistent manner. In most instances, policy is established by an affirmative vote of a majority of the members of the Board. However, some circumstances may necessitate the approval of a supermajority of the Board. The District’s General Counsel will advise the Board of the approval requirements necessary to bind the Board to a given course of action.

Current District values and goals developed as part of the 2024-2028 Strategic Plan are listed below:

Values

- **Health and Safety**
 - We are committed to the health and safety of our colleagues and community.
- **Stewardship**
 - We recognize the essential connection between people and natural resources and manage our lands and facilities for sustained benefits now and in the future.
- **Innovation**
 - We strive for excellence and innovation in managing water and watersheds.
- **Efficiency and Responsiveness**
 - We value efficiency, cost-effectiveness, and timely service in our work with customers and communities.
- **Accountability**
 - We operate with the highest levels of individual and organizational accountability to each other and the community.
- **Respect**

- We maintain a welcoming environment that embraces differences and offers respect, dignity, and fairness for all people and partners.
- **Listening and Learning**
 - We enhance ourselves and the organization by listening to others, reflecting on our performance, sharing knowledge with others, and making informed decisions.
- **One Water**
 - We work together to anticipate the challenges ahead and achieve our mission.

Goals

- **Reliable Water Supply**
 - Provide a high quality, reliable and resilient water supply now and for the future.
- **Resilient Water System**
 - Invest in and maintain a resilient water system through effective infrastructure management and planning.
- **Watershed Stewardship**
 - Protect and manage Marin Water lands for the long-term benefits for the community and environment.
- **Fiscal Responsibility**
 - Judiciously manage customer revenue and other financial resources for operating, maintaining and upgrading the water system today and in preparation for the future.
- **Organizational Excellence**
 - Support and sustain an innovative organization that lives by its values, leads by example, delivers valued benefits for its customers and is regarded as an employer of choice.

District governing documents include but are not limited to: the Marin Municipal Water District Code, Board Policies, Administrative Policies, Operating Procedures, and applicable state and federal laws, which collectively constitute the policies and procedures that District staff follow when carrying out their day-to-day duties.

District administrative and operating procedures are approved by the General Manager pursuant to the authority delegated by the Board and are implemented to ensure that the District operates in a uniform and businesslike manner, and in accordance with legal requirements and the established policies and direction of the Board.

SECTION 2: Board Officers and Board Appointed Staff

Board Officers and General Board Duties

Newly Elected Directors Time of Taking Office

Pursuant to the California Water Code section 71253, newly elected directors shall take office at noon on the first Friday in December succeeding their election. If the election results have not yet been certified by the Marin County Elections Officer by the first Friday in December, however, then the newly elected directors shall take office as soon as possible thereafter but not later than the next meeting of the Board following certification of the election results.

Appointment of Officers and Duties

The Board elects one of its members President and one of its members Vice President each year. The election of board officers shall take place at the first meeting in January following a nonelection year, and at the first meeting of the board at or after which the newly elected directors take office following district elections in November.. The Board President and Vice President have no additional powers beyond those of any other Board member except that all committees of the Board are appointed by the President, with the advice and consent of other Board members. Appointment of committee chairs and vice chairs occurs in January. . When a committee chair or vice chair vacancy is created following an election, the President may request another member of the board to fill in, or may assume this duty, until such time as new committee appointments are made.

The following are the responsibilities of the Board President:

- Serve as presiding officer of all Board meetings and maintain proper and appropriate parliamentary procedure (Robert's Rules of Order) and agenda management (e.g. ensure that actions are taken with proper motions and seconds);
- Run effective and efficient Board meetings and keep the Board discussions focused on agenda items to steadfastly move the Board toward making decisions true to its proper role and responsibility;
- Maintain proper conduct at Board meetings and diplomatically facilitate appropriate public participation in the activities of the Board in accordance with the Brown Act, while managing time and avoiding diversions from the agenda or disruptions in conducting District business;
- Allow other Board members to complete their comments on an item before offering his or her own;
- Vote, discuss, and make motions the same as other Board members; however, the President only makes motions and seconds when other Board members are reluctant to do so;
- Sign various Board-approved documents, including every original ordinance and resolution passed and adopted by the Board; and
- Act as the official representative of the District for ceremonial purposes, unless unavailable or delegated to another Board member or the General Manager.

The Vice President exercises the powers and responsibilities of the President in his or her absence.

Responsibilities of Public Office

District Board members are dedicated to the concepts of effective and democratic governance by responsible elected officials. As such, the Board members will:

- Uphold the Constitution of the United States and the Constitution of the State of California, and carry out the laws of the nation, the state and local governmental agencies;
- Comply with applicable laws regulating their conduct, including open government, conflict of interest, and financial disclosure laws;
- Fulfill all applicable training requirements, including attending two (2) hours of ethics (AB 1234) training every two (2) years; and,
- Work in full cooperation with other public officials, unless they are legally prohibited from doing so.

District Board members promote diversity and equality in personnel matters and in contracting, consistent with state and federal laws.

- Board members, in performance of their official duties and responsibilities, will not discriminate against or harass any person on the basis of race, religion, color, creed, age, marital status, national origin, ancestry, gender, sexual orientation, medical condition or disability.
- Board members will not grant any special consideration, treatment, or advantage to any person or group beyond that available to every other person or group in similar circumstances.
- Board members will cooperate in achieving the equal opportunity objectives of the District.

The Board ensures that the District maintains a healthy work environment.

- The General Manager has primary responsibility for ensuring compliance with the District's personnel/administrative policies and procedures, and ensuring that District employees do not engage in improper activities, for investigating allegations of improper activities, and for taking appropriate corrective and disciplinary actions. The Board ensures that the General Manager is operating the District according to law and the policies approved by the Board.
- Board members will disclose to the General Manager, to the extent not expressly prohibited by law, improper activities within their knowledge. Board members will not interfere with the General Manager's responsibilities in identifying, investigating and correcting improper activities, unless the Board determines the General Manager is not properly carrying out these responsibilities.

- A Board Member will not directly or indirectly use or attempt to use the authority or influence of his or her position to intimidate, threaten, coerce, command or influence any other person for the purpose of preventing such person from acting in good faith to bring to the attention of the General Manager or the Board any information that, if true, would constitute: a work-related violation by a Board Member or District employee of any law or regulation, gross waste of District funds, gross abuse of authority, a specified and substantial danger to public health or safety due to an act or omission of a District official or employee, use of a District office or position or of District resources for personal gain, or a conflict of interest of a District Board Member or District employee.

Board members exercise responsible financial management in the conduct of District business.

- The Board ensures that the District maintains a system of auditing and accounting that completely and at all times shows the financial condition of the District in accordance with generally accepted accounting principles and legal requirements.
- The Board retains an independent auditor who conducts an annual audit of the District's books, records and financial affairs. The District's Finance Director and auditor will meet with the Board at the conclusion of the audit each year to review the audit results and recommendations.
- Board members will safeguard District property, equipment, moneys, and assets against unauthorized use or removal, as well as from loss due to criminal act or breach of trust.
- A Board Member will not ask or require a District employee to perform services for the personal benefit or profit of a Board Member or employee.
- Each Board Member will protect and properly use any District asset within his or her control, including information recorded on paper or in electronic form.
- Board members will maintain written records, including expense accounts, in sufficient detail to reflect accurately and completely all transactions and expenditures made on the District's behalf.

The Board is collectively the unit of authority within the District. Apart from a Board member's normal function as a part of this unit, an individual Board member has no authority to bind the District to a specific course of action.

The Board, as governing body of the District, is charged with full jurisdiction over all water works necessary for the acquisition, storage, treatment, sale and distribution of water served to District customers. The General Manager is charged with carrying out this responsibility on a day-to-day basis.

- The Board sets District policy and the General Manager is responsible for execution of policy.
- The Board provides policy direction and instructions to the General Manager on matters within the authority of the Board by majority vote of the Board during duly convened Board and Board committee meetings.

- Members of the Board deal with matters within the authority of the General Manager through the General Manager, except as it pertains to the functions of the General Counsel.

Among other duties the Board has the authority to:

- Acquire or sell the District's real property, to construct and operate facilities, to purchase equipment and enter into contracts;
- Adopt and oversee annual District budgets and finances, set water rates and charges, and approve the purchase of resources needed by management to carry out District policies; and
- Appoint and conduct annual performance evaluations of the General Manager and General Counsel, and approve compensation for all District employees.

Communication to/from the Board

The tone and content of all communications should reflect the highest degree of professionalism and respect. Board members are responsible for the content of all text, audio, or images that they place or send, including those sent over the District computer network. Messages with fraudulent, harassing, abusive, obscene, vulgar, profane, offensive, or sexually suggestive content are prohibited. Messages with derogatory or inflammatory remarks related to a person's membership in any protected class are also prohibited.

When a Board member receives a complaint or inquiry from the public regarding the District's services and/or staff, the Board member should acknowledge the complaint or inquiry without making any promise or commitment as to what will happen on behalf of the District and forward the message to the General Manager. Board members are encouraged to engage the public on matters of District interest and concern, but cannot guarantee an outcome or result before the Board has acted.

Emails/ Text Messages

The District provides each Board member his or her own District email address. Routine communication should be by District email. Board members should refrain from using any communication method that may result in a serial meeting. For example, Board members should refrain from using the "reply all" function to respond to emails sent to the Board and should not use email or other means of communication to develop a consensus on any issue within the Board's subject matter jurisdiction outside of a public meeting. (See later reference to the Brown Act, Section 3).

Email messages related to District business, sent from either District email accounts or personal accounts, are considered "public records" and accordingly, unless exempt from disclosure pursuant to the provisions of the California Public Records Act, may be disclosed in response to a public records request. These emails may also be subpoenaed as evidence in litigation. The District reserves the right to access and disclose all messages sent over its computer network and email system for any lawful purpose. The use of personal email accounts and personal electronic devices for District business is still subject to the disclosure requirement of the Public Records

Act or a subpoena. Board members should carefully consider whether the use of personal email for District business is appropriate.

Board members are responsible for checking their incoming email frequently, reading its contents and responding in a timely manner. Messages transmitted over the District email system should only involve District-related activities for the accomplishment of business-related tasks or any communication directly related to District business, administration or practices. The District email system should not be used for personal correspondence. All email messages received at or sent through the District server system, including emails sent and received by Board members' District email addresses, are property of the District and are not private.

Board members should remain aware that the rules applicable to emails also apply to text message communications. Therefore, Board members should use good judgment when sending and receiving electronic communications of any kind, including text messages. Board members should refrain from sending any electronic communications regarding matters within the subject matter jurisdiction of the Board during Board or committee meetings. Instead, Board member comments and discussions should occur aloud during the meeting in order to ensure members of the public may properly observe their elected official's opinions on District matters.

Social Media

Board members may use social media to engage in separate conversations or communications on an internet-based social media platform to answer questions, provide information to the public, or to solicit information from the public regarding matters that are within the subject matter jurisdiction of the Board provided that a majority of the members of the Board do not use the internet-based social media platform to discuss among themselves business within the subject matter jurisdiction of the Board. Board members should remain aware that the phrase "discuss among themselves" is broadly defined to include any communications made, posted, or shared on an internet-based social media platform between members of the Board, including comments or use of digital icons that express reactions to communications made by other members of the Board, such as "like". For this reason, Board members should not comment or use any digital icons (i.e., like, dislike, etc.) expressing reactions to fellow Board members' social media posts related to District business. Board members should also refrain from taking positions on social media regarding any matter that is pending or may become before the Board.

Board members should remain aware that using social media accounts to discuss District business may create a "public forum", which may thereafter restrict the Board member's right to remove public comments on the account or block other users. It is recommended that Board members who utilize social media label personal accounts as such and do not use the accounts to speak on behalf of the District. If the Board member desires to maintain an official account that is intended to speak on District issues, it is recommended that the Board member consult with the District's Communications Department and General Counsel.

Contact with Media

Because the public receives much of its information regarding District programs, policies and operations through the media, it is important that the District provide the media with the most complete and accurate sources of information available. Thus, the General Manager or his designee shall serve as the District's primary spokesperson and the media's primary source of contact with the District. Media inquiries about official District business, including requests for explanations of District policy, should be directed to the General Manager or his designee. Press releases and any other media communications are coordinated as part of the District's communications strategy and should therefore be prepared by and at the direction of the General Manager or his designee, including opinion/editorial pieces, which are reserved to address timely or critical topics, including matters of greater urgency, sensitivity or public interest.

Any Board member communications with the media, including the submission of opinion/editorial pieces by a Board member or members, in which the District is a subject matter of discussion shall be clearly identified as an expression of personal opinion of the individual Board member who is expressing his or her opinion to the media in accordance with *Use of Title/Advocacy on Non-Board Approved Matters* and as such should not use District time or resources.

Use of Title/ Advocacy on Non-Board Approved Matters

Elected or appointed officials may not take positions on behalf of the District without the express prior permission and direction of the Board. When Board members are asked for the District's opinion on an issue, the response should reflect the position of the Board. Any position of the Board is developed through a collective action taken by the entire Board. If a Board member is uncertain as to the official position of the District, he/she should contact the General Manager.

If an individual Board member elects to engage in producing any correspondence, public comment or oral presentation or to engage in advocacy on matters other than in representation of a Board position, the Board member may not use his or her Board title, or otherwise suggest or imply that their positions reflect the position of the Board or the District. If a Board member produces or engages in advocacy that does not reflect a collective action taken by the entire Board and finds that it is necessary to make reference to their Board title, the Board member must include a disclaimer that immediately precedes and follows the opinion expressed by the individual Board member. The disclaimer must indicate that the position being expressed is that of the individual Board member and does not reflect the position of the District or the Board.

Board Appointed Staff

General Manager

The General Manager is appointed by and reports to the Board to carry out the day-to-day activities of the District pursuant to adopted ordinances, resolutions and policies. The General Manager has full charge and control of the maintenance, operation and construction of the waterworks system of the District and authority to employ and discharge employees, except

those appointed by the Board, and determine employee duties necessary to carry out these responsibilities. The General Manager shall provide a written monthly report to the Board summarizing the work performed during the month and other items of importance or interest to the Board, and approve, or appropriately delegate, all requisitions for materials, supplies, equipment and services necessary for carrying out the work, with Board approval where required.

General Counsel

The General Counsel is appointed by and reports to the Board, and is the legal advisor to the District regarding all legal matters pertaining to the District. The General Counsel performs such duties in relation to the District's legal matters as the General Manager, or Board may request. The General Counsel is authorized to retain outside counsel from time to time to represent the District in various matters.

Board Secretary

The Board Secretary is appointed by the Board and reports to the General Manager and attends all Board meetings and committee meetings; keeps a complete record of the proceedings including attendance; prepares and maintains official correspondence as directed; maintains custody of the District seal; countersigns all District warrants; maintains oaths of office of all appointed or elected officials and performs such other duties as may be required by the Board.

Finance Director/Treasurer

The Finance Director/Treasurer is appointed by the Board and reports to the General Manager and is the chief financial officer of the District. He or she supervises and administers the financial accounts, records and accounting controls in accordance with generally accepted accounting procedures regarding the financial status and requirements of the District.

Consulting Auditor

The Consulting Auditor shall be an independent public accountant annually retained by and reporting solely to the Board to make an examination of the District's financial position in accordance with generally accepted accounting and auditing standards. The Consulting Auditor may perform other services as requested by the Board from time to time. The Consulting Auditor is not an employee of the District and is engaged on a fee basis for the services rendered.

Evaluation of Board Appointed Staff

Annually, the Board should conduct performance evaluations of the General Manager and General Counsel. Any discussions among the Board regarding the performance or the evaluation of the General Manager or General Counsel will occur in closed session in compliance with the Brown Act.

District Organization and Communications between Board Members and Staff

Organization

The District is organized into five divisions with each division leader reporting directly to the General Manager. The five divisions are as follows:

- Administrative Services Division, including functional responsibilities of Finance, Customer Service & Meters, and Information Technology;
- Engineering Division, including functional responsibilities of Engineering, Planning, Design, Construction and Real Property;
- Water Resources Division, including the functional responsibilities of Water Supply, Water Quality, Water Laboratory Services and Water Conservation;
- Operations Division, including Water Treatment and Distribution, Distribution System Maintenance, and the functional responsibilities of Facilities Maintenance & Support; and
- Watershed Division, including Watershed Maintenance, Watershed Protection, and Safety / Emergency Response.

Additionally, the District's Human Resources and Communications & Public Affairs Departments report directly to the General Manager. The General Counsel's Office reports directly to the Board and provides ongoing support to the General Manager and District staff regarding legal and related matters.

Communication between Board Members and Staff

All communication between Board members and staff regarding District business should be coordinated through the General Manager, including requests from individual Board members. The General Manager will then generate a staff assignment to develop information or reports responsive to the Board member(s) request.

Responses from staff shall be communicated through the General Manager's Office or designee to the requesting Board member(s) and, if the General Manager believes that the information may be of general interest, the response may be sent to all Board members. This does not apply to requests for routine information (e.g. lake storage status, stream flows, fire conditions on the watershed, etc.). Routine information will be provided to Board members in the same way that it is provided to the general public.

SECTION 3: Board Meetings

Scheduling Meetings

Regular Meetings

The principal type of meeting at which District business is conducted is at a regular bi-monthly meeting of the Board. Regular bi-monthly meetings of the Board of Directors will normally be held the first and third Tuesdays of each month, to begin at or after 5p.m., with the typical start time at 6:30p.m., in the boardroom located at the District office (220 Nellen Avenue, Corte Madera, California) unless otherwise stated in a Board adopted calendar for the upcoming year. The Board will endeavor to adopt a Board calendar for the upcoming calendar year prior to December 31st, but not sooner than the seating of any new Directors elected in the November election. The Board Calendar will include the calendar of regular Board and committee meetings for January into the following calendar year.

Meeting notices and agendas for regular meetings are posted online at marinwater.org, and physically posted at the District office in Corte Madera, and at the Corte Madera, Fairfax, Mill Valley and San Rafael Civic Center public libraries on the Friday (at least 72 hours) before each meeting. Reports and other materials related to the agenda items are posted on the District's website and hard copies are available for review at the District office.

Special Meetings

Occasionally, special meetings of the Board are held to consider a particular topic, conduct a workshop or study session or, if necessary, hold a meeting at a time or date other than a regularly scheduled Board meeting. Agendas for special Board meetings must be posted in a public place and online at least one-day (24 hours) prior to the meeting. However, the District makes every effort to provide more than one-day (24 hours) notice prior to the meeting, when possible.

Regular and special meetings of the Board should generally be held within the boundaries of the District's jurisdiction with certain exceptions. The Board may adjourn a regular or special meeting to another place, date or time if the business considered at that particular Board meeting has not yet been completed and/or if Board deliberations would benefit from re-convening the meeting to another place, date or time.

Emergency Meetings

When an emergency occurs, such as a crippling disaster, work stoppage or other activity that severely impairs public health, safety or both, as determined by a majority of the Board, an emergency meeting may be called. Notice of an emergency meeting must be given to local media at least one hour prior to the meeting. However, in the case of a dire emergency such as mass destruction, terrorist act, or threatened terrorist activity posing peril so immediate and significant that providing one-hour notice may endanger public health, safety or both, as determined by a majority of the Board, notice need only be provided at or near the time that notice is provided to members of the Board.

Public Hearings

Public hearings are held on matters of special importance when required by law.

Closed Sessions

Meetings of the Board are either fully open or fully closed, and there is nothing in between. The Brown Act strongly favors open meetings and private discussions among a majority of the Board members are prohibited, unless expressly authorized by the Brown Act. Closed sessions are an exception to open meeting requirements, and the authority for such sessions is narrowly construed. The fact that material may be sensitive, embarrassing or controversial does not justify consideration in a closed session unless authorized by a specific statutory exception(s) to the Brown Act. The most commonly cited statutory exceptions relate to litigation (including threat of), real property negotiations, public employment issues, and labor negotiations.

Closed sessions are generally held immediately prior to or following regular bi-monthly meetings of the Board but may also be scheduled at other designated times. While public comment is permitted prior to the Board convening to closed session, only individuals having an official role in the closed session subject matter may attend and the confidential information discussed during the closed session is explicitly prohibited from unauthorized disclosure. It is incumbent upon those attending closed sessions to protect the confidentiality of those discussions.

Following a closed session the Board shall reconvene in open session and publicly report out final decisions and the votes for or against any final decisions. The Board President or General Counsel generally makes these public reports.

Committee Meetings

Board committees act in an advisory capacity to the Board. Two Board members (Chair and Vice Chair) are annually appointed to each committee by the Board President with the advice and consent of other Board members.

Committee meetings are typically held in the boardroom at the District office, 220 Nellen Avenue, Corte Madera, California, unless otherwise noticed. Committee meeting notices and agendas are prepared and posted in accordance with the Brown Act similar to regular Board meetings and minutes are prepared for each meeting. The minutes are included in the next committee meeting agenda packet and approved by the committee during a subsequent meeting of the committee.

The District dually notices all committee meetings as both committee meetings and special meetings of the Board. This ensures that a quorum of the Board may attend and participate in the committee meeting, while maintaining compliance with the Brown Act. If less than a quorum of the Board (less than three Board members) participates in the meeting, it is a committee meeting. When a quorum of the Board (three or more Board members) participates in the meeting, it is a Board meeting. The Board, as a practice, generally does not take final action on items during committee meetings, unless District staff determines the urgency of the item

requires immediate action that cannot be delayed until a subsequent regular bi-monthly Board meeting. This practice generally allows members of the public multiple opportunities to submit comments and participate in the Board's decision-making process prior to the Board taking final action on an item.

Currently there are four Board committees:

- Communications & Water Efficiency Committee, which generally meets quarterly on the 3rd Wednesday of the month in February, May, August and November;
- Finance & Administration Committee, which meets on the 4th Thursday of each month;
- Operations Committee, which meets on the 3rd Friday of each month; and
- Watershed Committee, which generally meets quarterly on the 3rd Thursday of the month in March, June, September and December.

From time-to-time the Board may establish ad hoc committees to address issues with a limited scope and duration. The Board President may appoint Board members to ad hoc committees. These committees are not subject to the Brown Act, since a quorum of the Board (3 or more members) does not attend or participate.

Additionally, Board members may be assigned to represent the District before other broad based regional groups, such as: Tamalpais Lands Collaborative Executive Committee, Lagunitas Creek Sediment and Riparian Management Plan Technical Advisory Committee, North Bay Watershed Association, Tomales Bay Watershed Council, Sonoma County Water Agency Water Advisory Committee, North Bay Water Reuse Authority, Las Gallinas Recycled Water Committee, and Association of California Water Agencies.

Preparation of Agenda and Order of Business

Agendas

Meeting agendas specify the date, time and location of the meeting, in accordance with Brown Act requirements, and must contain a brief general description of each item of business to be transacted or discussed at the meeting. It should be clear from the agenda wording what will be discussed and what action is being proposed so members of the public can determine if they would like to observe or participate in the meeting. The Brown Act generally prohibits any Board action or substantive Board discussion of items that are not on the agenda.

Most items on the agenda originate from the General Manager and District staff. Staff maintains a detailed list of upcoming agenda items that is updated after each Board and committee meeting. Typical types of agenda items include the following:

- Policy direction from the Board;
- Public hearings;
- Items with overarching policy implications (e.g. strategic planning, budgeting, labor negotiations);
- Actions required by law;

- Actions on the overall implementation of a Board approved project or program (e.g. award of construction contracts, consideration of an environmental review document, etc.);
- Discretionary decisions for which authority has not been delegated to the General Manager; and
- Informational items to update the Board and public on District matters.

A draft agenda for regular Board meetings is developed by the General Manager and reviewed by the Board President prior to the agenda being publicly posted. The Board formally adopts the agenda for each meeting as an initial order of business after each meeting is called to order.

Future Agenda Items

Board members may request that items be placed on agendas during discussion of the “Future Board and Committee Meetings and Upcoming Agenda Items” portion of the agenda. A motion by a Board member and a second by another Board member will initiate bringing the item to a future meeting for discussion and consideration.

Urgency Items

In rare cases, a legitimate urgent need may arise that must be acted upon even though the item was not included on a posted agenda. The General Counsel shall be consulted on all urgency items. In order for the Board to take action on an urgency item, two determinations must be approved by a two-thirds vote of the Board members present (or by unanimous vote if less than two-thirds (2/3) but more than a quorum of members are present):

- There is an immediate need to take action; and
- The need for action arose after the agenda-posting deadline.

If the above requirements are met, the Board may vote to add the urgency item to the agenda.

Attendance, Conduct, Quorum and Voting, Rules of Order, Brown Act

Board members should strive to attend all Board and committee meetings in person. If a Board member will be absent, he or she should notify the General Manager and Board President as soon as possible.

Teleconferencing

A Board member may participate in meetings via teleconference when not able to attend in person. Unless a Board member has an emergency circumstance or just cause, as those events are defined under section 54953 (i)(1) and (2) of the Brown Act, for each meeting that a Board member will participate by teleconference, the Board member should notify the Board Secretary of his or her teleconference location prior to the agenda being posted, so that the agenda for the meeting will properly identify the teleconference location. All teleconference locations must be accessible to the public, have a copy of the agenda posted, and allow members of the public to

address the Board at the teleconference location. A quorum of the Board must be located within the District boundaries, regardless of remote participation.

Alternatively, if the Board member has need to attend the meeting remotely due to familial caregiving needs, a contagious illness, a disability or travel on District business or other physical family or medical emergency to prevents that member from participating in person, the Board member need not provide their remote location, but should notify the Board Secretary as soon as possible. The Board member participating under the just cause or emergency provisions of the Brown Act, will need to inform the Board of the need for remote participation, must disclose whether there is any other person over 18 years old in the room with them during the meeting and must participate in the meeting via audio and visual technology.

When a Board member or members, participate via teleconference meeting all votes must be taken by roll call.

Quorum/ Board Action

The Board shall act only by motion, resolution or ordinance. A majority of the board shall constitute a quorum for the transaction of business; however, no ordinance, motion or resolution shall be passed to become effective without the affirmative vote of a majority of the members of the board. A supermajority of votes is necessary to consider an urgency item not previously posted on the Board meeting agenda or to take certain actions in response to an emergency situation. The District utilizes the parliamentary procedure from Robert's Rules of Order to conduct Board meetings.

Brown Act (Opening Meetings Law)

In compliance with the Ralph M. Brown Act (“Brown Act”), all meetings of the Board are to be held in open session, unless a closed session is expressly permitted by the Brown Act, and the general public is permitted to attend all open sessions. District Board members promote fair and open public processes. Board members, and persons elected but who have not yet assumed office as members of the Board, will fully comply with California's the Brown Act. In order to ensure proper public participation and that all decisions are reached only during public meetings, Board members should refrain from participating in phone calls or emails that:

- Discuss issues within the Board's subject matter jurisdiction and are directed to a majority of the Board members;
- Take a position or make commitments on matters yet to be decided by the Board; and/or Communicate his/her position on a matter pending before the Board to all other members of the Board.

Meeting Minutes

Draft meeting minutes are prepared by the Board Secretary and presented to the Board and/or committee for approval at the next meeting of the Board or applicable committee.

Safeguard Confidential Information

Board members will not disclose information that legally qualifies as confidential to unauthorized persons without approval of the Board of Directors. This includes information that (1) has been received for, or during, a closed session Board meeting, (2) is protected from disclosure under the attorney/client or other evidentiary privilege, or (3) is not disclosable under the California Public Records Act.

A Board member may make a confidential inquiry or complaint to a district attorney or grand jury concerning a perceived violation of law, including disclosing facts to a district attorney or grand jury necessary to establish the alleged illegality of a District action. Prior to disclosing confidential information, however, a Board member will first bring the matter to the attention of either the President of the Board or the full Board, in a lawful and appropriate manner, to provide an opportunity to cure an alleged violation.

SECTION 4: Conference, Training, Reporting Requirements

Conferences

In accordance with Board policy, Board members may elect to attend conferences, meetings and other functions from which the District derives specific benefit through attendance, including those affiliated with District membership in various associations. After attending the conference, meeting or training, the Board member who attended on behalf of the District should provide a brief oral report during the Directors' and General Manager's Announcements portion of the agenda to share information about the event with fellow Board members and the public.

Mandatory Ethics and Sexual Harassment Prevention Training

This Policy promotes awareness of ethics, integrity and fidelity as critical elements in Board members' conduct and in achievement of the District's mission. The proper operation of the District requires that Board members remain objective and responsive to the needs of the public they serve, make decisions within the proper channels of governmental structure, and not use public office for personal gain. Pursuant to provisions of the California Government Code set forth in Assembly Bill 1234, Board members are required to receive two hours of ethics training within the first six months of taking office and every two years thereafter.

Board members must also receive two hours of sexual harassment prevention training within the first six months of taking office and every two years thereafter. The District's current Sexual Harassment Policy is intended to prevent sexual harassment in the work environment and provides procedures for resolving complaints of sexual harassment.

The Board Secretary maintains certificates of completion and a training log for all Board member training. The Board Secretary keeps Board members informed of all training requirements and applicable due dates to ensure compliance with applicable laws.

Board members are encouraged to seek other training pertinent to local public agency officers. Such training may be found online through the Institute for Local Government at www.ca.ilg.org.

Public Records Act

All records of the District, except those exempt from disclosure pursuant to the California Public Records Act and/or other applicable laws, are public records. Any person may examine public records during regular business hours of the District or may obtain a copy of requested records in accordance with the California Public Records Act. For convenience to the public, the District has a Public Records Act Request form on its website and provides electronic records at no charge to the public.

The Board Secretary maintains a records retention policy and works with the General Counsel's Office in responding to Public Records Act requests. The Board Secretary and the General Counsel conduct periodic in-house trainings pertaining to the California Public Records Act. Board members are encouraged to participate in said training.

Conflicts of Interest

Board members should avoid both actual conflicts of interest and the appearance of conflicts of interest in their roles as members of the Board.

- A Board member will not have a financial interest in a contract with the District, or be a purchaser at a sale by the District or a vendor at a purchase made by the District, unless his or her participation is legally authorized.
- A Board member will not participate in the discussion, deliberation or vote on a matter before the Board, or in any way attempt to use his or her official position to influence a decision of the Board, if he or she has a prohibited interest with respect to the matter under California law.
- A Board member will not accept any honoraria.
- A Board member will not accept gifts that exceed the limitations specified in California law. Board members will report all gifts, campaign contributions, income and financial information as required under the District's Conflict of Interest Code and the provisions of the Fair Political Practices Act and Regulations.
- A Board member will not recommend the employment of a relative to the District or to any person known by the Board member to be bidding for or negotiating a contract with the District.

Form 700

State laws attempt to eliminate any action by a Board member that may implicate a conflict of interest. The purpose of such laws and regulations is to ensure that all actions taken are in the public interest. The Political Reform Act of 1974 requires public officials and designated employees to disclose financial interests that could cause a conflict of interest. Public officials may be required to disqualify themselves from making, participating in, or attempting to

influence any decision that will materially affect their financial or economic interest. If a Board member is unsure whether or not he or she may have a disqualifying economic interest, he or she should consult the General Counsel as soon as possible.

Economic interests include, but are not limited to, those items public officials are required to report on the Form 700, Fair Political Practices Commission (“FPPC”) “Statement of Economic Interest” and include sources of income, business interests and real estate investments. The Form 700 also requires the annual reporting of all gifts received that are valued at \$50 or greater in a calendar year. The Political Reform Act precludes the acceptance of any gifts over a specified value, currently more than \$590 in a calendar year. These Form 700s are provided to Board members each calendar year, and within 30 days of assuming or leaving office, and filed with the Board Secretary who forwards them to the FPPC and makes them available for public inspection and reproduction.

Conflict of Interest Reporting at Board Meetings

A Board member may be disqualified from participating in agenda items that present a financial conflict of interest. If a Board member is disqualified due to a financial conflict, he or she must abstain from the item, state the reason for the disqualification, and leave the room during the agenda item (unless the item is listed on the consent calendar).

Incompatible Offices

Except as expressly permitted by law, Board members appointed or elected to another public office, the duties of which may legally require action contradictory or inconsistent with the interests of the first entity, will resign from the former Board.

Political Contributions/Campaign Rules

The Levine Act (the Political Reform Act section 84308) Prohibits an Official from soliciting, accepting or directing campaign contribution of \$250 or more from a participant (or their agent) having any a proceeding in front of the agency. If a Board member has accepted campaign contributions within the past twelve months, he/she is prohibited from participating in the proceeding involving the donor or donor’s agent, unless the Board member has cured the conflict by returning the donation within thirty days of learning of the donation or proceeding.

Additionally:

- Board members will not solicit political funds or contributions of in-kind services at District facilities.
- A Board member will not use the District’s seal, trademark, stationary, or other indicia of the District’s identity or facsimile thereof in any solicitation for political contributions.

Candidate’s Statement

A Board member will not include false or misleading information in a candidate’s statement for a general District election filed pursuant to Section 13307 of the Elections Code.

Ethics Violations

A perceived ethics violation by a Board member should be referred to the District General Counsel for review and consideration of any appropriate action warranted. An ethics violation may be addressed by remedies available by law, including but not limited to:

- Adopting a resolution expressing disapproval of the conduct of the Board member who has violated this policy,
- Injunctive relief, or
- Referral of the violation to the District Attorney and/or the Grand Jury.

SECTION 5: Compensation/Benefits

Board Compensation

The District Board members receive a per diem amount as compensation “for each day’s attendance at meetings of the Board or for each day’s service rendered as a member of the Board by request of the Board.” (District Code §2.10.060) That per diem amount is set by ordinance of the Board. Pursuant to State law, no director may receive compensation for more than 10 days in any calendar month. Additionally, Board members receive medical and dental benefits consistent with other District employees.

The District Board of Directors has adopted a Board policy regarding Compensation of Elected or Appointed Officials to address Board member compensation, Board Policy No. 42. Each Board member shall review and abide by the Board Compensation Policy.

Reimbursement of Travel Expenses

Board members may attend, travel and seek reimbursement of all normal and necessary expenses incurred while attending conferences, training, meetings and other functions from which the District derives a specific benefit through attendance. Only that travel/attendance which serves a District purpose and is deemed necessary and/or advantageous to the District shall be approved and reimbursed. Travel shall be by means most economical to the District. Board members are expected to exercise sound judgment in the incurring and submittal of travel expenses in keeping with the standards and proprieties of a visible and accountable public agency.

The District Board of Directors has adopted a Board Travel Reimbursement Policy, Board Policy No. 41. All Board members shall review and abide by the Board Travel Reimbursement Policy.

SECTION 6: Other Related Information

Human Resources

The Board has established a District objective to *“cultivate a meaningful work environment that successfully recruits, retains, and develops an engaged, high performing, mission- and vision-focused team.”* This objective is based on District values of promoting diversity in and equitable treatment of its employees; providing a healthy work environment; and continuously improving

through the promotion of initiatives, leadership and personal development and training. Ensuring District HR policy is current and consistent with this strategy is a shared responsibility between staff and the Board. Board members should be familiar with key HR documents including but not limited to: the Equal Employment Opportunity Policy, labor agreements with both represented and non-represented employees, benefit summaries, job descriptions and salary schedules.

Risk Management and Emergency Operations

The District maintains a range of insurance coverage to limit financial risks, which may occur from an uncertain event or loss. The District's insurance portfolio includes both a self-insured component and third-party insurance coverage. The third-party insurance coverage provides coverage for the following: Property Damage, General & Auto Liability (including vehicle physical damage), Public Officials Errors and Omissions (E&O) and Employee Practices Liability, Employee Fidelity, Workers' Compensation and Cyber Liability coverage.

The Public Officials E&O coverage insures Board members and District officers against claims made against them for "breach of duty" occurring through negligence, error or unintentional omission. Violations of certain laws and regulations by a Board member, such as discrimination, harassment or fraud, may result in that individual member being personally liable for damages that may not be covered by this insurance policy.

All insurance coverage is annually reviewed and approved by the Board. Additionally, District contract language for procuring equipment, supplies and services (including consultant services), includes general provisions that reduce potential risks to the District. These contracting provisions include, but are not limited to, the following topics: indemnification, insurance, nondiscrimination and conflict of interest.

The District maintains an active emergency preparedness program that includes an Emergency Operations Plan (EOP) to help manage District critical functions during an emergency and ensure the safety of staff. The EOP has been prepared to provide a plan of action in response to various emergencies that may involve the District and/or its facilities. The plan primarily addresses the possible emergencies of earthquake, electrical power failure, fire, flood, hazardous or toxic spills, potential water contamination, vandalism and sabotage, and vehicle or personnel accidents. The District coordinates its EOP, functions and response with first responders from other public and private entities and organizations, and the District designates staff as liaisons with general-purpose government Emergency Operations Centers as necessary. The General Manager, or his designee, may request mutual aid assistance from other local government or public agencies, or commit District resources to other agencies requesting aid. The General Manager provides regular reports to the Board on the District's response to emergency situations and presents annual reports on the District Emergency Preparedness Program. Each Board member receives a copy of the EOP, which is updated from time to time.

When an emergency situation arises, the General Manager may award necessary contracts without competitive bidding. The Board must ratify the emergency contract award at the next regular Board meeting, or within 14 days, whichever is sooner.

Electronic Equipment, Data and Software

The District's employees are given access to the District's software, information and applications to perform the functions of the District. Information and applications developed by employees are added to the District's overall information system. The District purchased data for the District's Geographic Information System from the County of Marin.

Board members are regarded as "District employees" with respect to the use of District electronic equipment, data and software and should follow the same rules as District employees. As with any District employee, Board members should only use these materials for District business and assure no dissemination of the materials to the public. Any requests for use of District electronic data and software will be subject to approval by the General Manager.

Community Outreach

Supplementing Board member assignments to participate in broad based regional groups, the District provides extensive community outreach programs through its Water Conservation, Watershed Management and Public Information departments. Outreach activities and opportunities can be located on the District's website and through its social media accounts.

Association Memberships

The District holds memberships in and attends meetings of associations, which have applicability to District functions, and looks upon such memberships as opportunities for in-service training. Board members may participate in the following associations with which the District holds memberships: the American Water Works Association (AWWA), the Association of California Water Agencies (ACWA) and others as may be prescribed to by the District. Board members who vote or hold a formal position in these associations recognize that they are representing the District when attending these functions.

When Board members are attending meetings on their own accord, and are not requested to attend by the Board, Board members are cautioned that they are not authorized to officially represent the District at those meetings.

Orientation of New Board Members

Newly elected Board members are subject to the Brown Act immediately upon being elected to office, even though their swearing in does not occur until noon on the first Friday in December, or following certification of the election results. Current and newly elected Board members should remain cognizant of this when communicating with each other or other Board members in order to prevent an unintentional serial meeting from occurring, which would constitute a violation of the Brown Act.

The Board Secretary is the point of contact for newly elected Board members regarding:

- Filing an assuming office Statement of Economic Interests Form 700 with the FPPC within 30 days of taking office;

- Completing mandatory Ethics and Harassment training;
- Procuring a suitable photograph and developing a brief biography to be posted on the District website;
- Completing employee on-boarding, payroll and benefit paperwork and setting up a District email account; and
- Providing important reading materials including the Board of Directors Handbook, District policies, recent water rate information and Cost of Service Analysis, budgets, capital improvement program information and Water Resources Plan.

The General Manager is the point of contact for newly elected Board members to tour District offices, meet staff, visit key facilities and address pertinent questions.

The General Counsel is the point of contact for all legal matters, including conflicts of interest and the Brown Act.

**Board Policy No. 41**

Original Policy Date: 01-18-06
Revised Policy Date: 05-21-24

REIMBURSEMENT OF TRAVEL EXPENSES FOR MARIN MUNICIPAL WATER DISTRICT DIRECTORS

Introduction

The purpose of this document is to establish a consistent policy for authorizing reimbursement of travel expenses for Marin Municipal Water District (District) Directors, which includes those officials elected or appointed to fill a position on the District Board of Directors, for attending conferences, training, meetings, and other official District business.

Scope

It is intended that this policy cover when a Director is eligible to seek reimbursement from the District for Directors' travel for District business activities, which includes attendance at conferences, training, meetings, and other official business on behalf of the District.

General

The District recognizes the benefit in Directors' participation in training and attendance at meetings and functions that advance professional knowledge and provide opportunities to exchange information related to water district operations and related policy issues.

Authorization for travel and expense reimbursement shall be limited to conferences, meetings and other functions from which the District derives a specific benefit through attendance. Only travel and attendance that is directly related to District business and is deemed necessary and/or advantageous to the District will be eligible for reimbursement consistent with this policy. Travel shall be by means most economical to the District. Directors, as public officials, are expected to exercise sound judgment in the incurring and submittal of travel expenses, in keeping with the standards and proprieties of a transparent and accountable public agency.

It is the intent of the District to assure compliance with IRS regulations. Reimbursement of business-related expenses paid to Directors is generally tax free, however, Directors must substantiate the expenses with original receipts.

No reimbursement shall be provided for travel outside of North America, unless there is prior Board approval for such travel.

Policy

Travel by Air. If travel is by air, coach or economy fares are to be used. If a Director elects a layover in route to or from his or her final destination, in no case shall the expense exceed the total round trip cost by coach or economy air. Directors shall be responsible for obtaining the total round trip airfare costs at the time of booking in order to submit with the actual receipts and request for reimbursement. If any Director desires to upgrade from coach or economy class, they may do so but will be required to pay the difference between the coach or economy fare and the upgraded fare for the flight.

Frequent Flyer and other Compensatory Offers. Frequent flyer credits or complimentary travel tickets are occasionally offered to Directors while traveling at District expense. These are generally not transferable to the District or another traveler; therefore, they may remain the property of the Director provided the original ticket was not sold at a premium expense to the District for purposes of obtaining special credits or complimentary travel tickets. Directors should use the least costly fares available, and the District shall not be responsible for any additional costs associated with obtaining special credits or complimentary travel tickets.

Public Transit or Carpooling. When feasible, Directors are encouraged to make optimum use of available carpooling and public transit services for local area travel. The following modes of transportation are to be used in the priority indicated:

(1) privately-owned motor vehicles; (2) public transportation; (3) ride share, such as taxis, Uber or Lyft, and (4) rental cars, only after exhausting all other available options, or when the location would make this a less expensive option. When vehicles, either private or District-owned, are provided for authorized travel, Directors shall pool rides whenever possible.

Directors using private vehicles for District use shall have on file, on forms provided by the District, a signed certification of insurance for a minimum amount prescribed by the District. It is not necessary to name the District as an additional insured. The Director's insurance coverage will be deemed primary, and the District will not become involved unless named specifically in the claim.

Airport Parking. Long-term parking must be used for travel exceeding 24 hours.

Mileage Allowance. When authorized, private vehicle usage will be reimbursed at a rate equal to the then current rate set by the Internal Revenue Service (IRS) for mileage deduction.

Meal Allowance. Directors may receive a meal allowance consistent with the Federal General Services Administration's per diem rates for the locality where the conference, training, meeting, and other official District business occurs. Directors will be responsible for identifying

meals for which they will seek reimbursement. If a Director eats a meal that is provided as part of their conference, meeting or seminar, they should indicate this on any reimbursement request so that it is not included in the reimbursement amount.

Per diem rates for the locality where the conference, training, meeting, and other official District business occurs can be located on the Federal General Services Administration's website (<https://www.gsa.gov/travel/plan-book/per-diem-rates>)¹.

Alcoholic Beverages. No reimbursement will be allowed for expenses incurred by Directors as a result of the consumption of alcoholic beverages.

Lodging. Reimbursement is allowable for lodging expenses associated with attendance at out-of-region conferences or meetings provided the destination is beyond seventy (70) miles from the District or the Director's primary residence within the District. In rare instances, overnight lodging expenses associated with meeting attendance within the Bay Area region may be permitted if the overnight stay is justified based on early morning or late hour attendance requirements. Directors should utilize the group rate for lodging whenever available. If no group rate for lodging is available, Directors shall select a reasonable alternative.

Authorization and Approval of Requests and Expenses.

To ensure proper accounting of expenses, receipts and expense statements are to be submitted to the Finance Division for processing and filing within ten (10) days of the Director's return from travel. Receipts are required to be filed for all expenses over \$25, unless based on a per diem allowance as described above (i.e., breakfast to be paid at the GSA locality rate does not require receipt submittal).

Reimbursement of costs shall be based on the minimum number of days and hours required to transact District business. Early departures and late arrivals shall be at the Director's own expense except where savings to the District can be demonstrated. Reimbursement will not be allowed for travel between a Director's residence and the location of a meeting or conference which does not exceed the Director's normal commute distance from his or her residence to the District's Administrative office. Expenses are to be submitted on the "Payment Request" form to be provided by the Finance Division accompanied by a Travel Expense Report with all required receipts and documentation. All reimbursement requests will be reviewed by the Finance Division to assure compliance with this policy.

¹ If the U.S. General Services Administration does not calculate a per diem rate for the locality where conference, training, meeting, and other official District business occurs, such per diem rates will be determined by using the rates established by the federal agency responsible for calculating such per diem rates, including but not limited to the U.S. Department of Defense and the U.S. Department of State.

For reimbursement of expenses that exceed the limitations set forth in this policy, the Board of Directors shall review and approve such additional reimbursements during an open and public meeting of the District's Board of Directors.

Unauthorized expenses.

Items of a personal nature are not reimbursable, including but not limited to: movies, entertainment, premium television services, alcoholic beverages, dry-cleaning, spas, gyms, barber, magazines, shoe shines, travel insurance, purchase of clothing or toiletries, loss of tickets, fines or traffic violations, excess baggage costs, spouse and/or guest accommodations, repairs to personal vehicles, office equipment and other items of a personal nature. Optional tours, banquets or other activities not related towards professional advancement offered through the conference, but as an additional cost to registration, are solely at the discretion of the Director and will be considered as a personal expense.

If the District has paid unauthorized expenses by credit card, cash advance or petty cash, the Director will be responsible for reimbursement to the District within ten (10) days of returning from the trip.

Family Members or Guests: Travel and payment of costs for family members and/or guests are not eligible for reimbursement by the District. Travel and payment of costs for family members and/or guests are to be handled directly by the Director as a personal expense.

Reports to Governing Board.

At a District board meeting, after expenses are incurred or the event takes place, each Director shall briefly report on conferences, trainings, meetings, and other official District business attended at District expense. If more than one Director attends, a joint report may be made.

**Board Policy No. 42**

Original Policy Date: 01-18-06
Revised Policy Date: 05-21-24

COMPENSATION OF MARIN MUNICIPAL WATER DISTRICT DIRECTORS**Introduction**

The purpose of this document is to establish a consistent policy for compensating Marin Municipal Water District (District) Directors, which includes those officials elected or appointed to fill a position on the District Board of Directors, for attending Board meetings, committee meetings and other official District business.

Policy

The District is subject to various provisions of state law concerning compensation of its Board of Directors for attending meetings of the Board and serving as a representative of the District at other functions. Assembly Bill 1234, which became effective on January 1, 2006, instituted in part the following sections of the Government Code.

53232.1(a) When compensation is otherwise authorized by statute, a local agency may pay compensation to members of a legislative body for attendance at the following occurrences:

(1) A meeting of the legislative body.

(2) A meeting of an advisory body.

(3) A conference or organized educational activity conducted in compliance with subdivision (c) of Section 54952.2, including, but not limited to, ethics training required by Article 2.4 (commencing with Section 53234).

(b) A local agency may pay compensation for attendance at occurrences not specified in subdivision (a) only if the governing body has adopted, in a public meeting, a written policy specifying other types of occasions that constitute the performance of official duties for which a member of the legislative body may receive payment.

This policy authorizes compensation for all functions set forth in Government Code section 53232.1(a)(1-3), as may be amended from time to time, and pursuant to section 53232.1(b), specifies the other types of occasions for which the Board of Directors has

determined the activities constitute performance of official District duties and are compensable.

District Code Regarding Director Compensation

The District's Code includes the following section related to compensation for Board members.

2.10.060 Compensation. Each director shall receive as compensation two hundred dollars per day for each day's attendance at meetings of the board or for each day's service rendered as a member of the board by request of the board. No director may receive compensation for more than 10 days in any calendar month.

This policy is intended to further elucidate District Code, which shall take precedence, with respect to what may constitute services rendered for purposes of compensation.

Consistent with District Code and state law, payment of compensation shall be limited to a maximum of 10 days in any calendar month.

Activities Authorized for Compensation

In addition to those compensable events set forth in Government Code section 53232.1(a), the following shall constitute service rendered to the District for purposes of receiving compensation:

1. Attendance, in the Director's official role as a representative of the District, at meetings, events or functions, including meetings of civic, business, and nonprofit organizations as well as meetings of local, regional, statewide or federal public officials, public agencies or regulatory or judicial entities on topics related to the water industry or other work of the District that could impact the District or provide relevant information for the benefit of the District.
2. Official attendance at orientation, evaluation, educational activities, and briefings for Board member(s) organized by District staff (e.g., Staff-organized Board Member training or site visits to regional water or District-owned facilities, special briefings with the General Manager or Executive Staff to prepare Board Member(s) for other meetings, etc.).
3. Official attendance by a Director on behalf of the District at community, ceremonial or public outreach events held by or supported by District staff.
4. Official attendance by any Director at meetings, conferences, seminars, educational events, regional and committee meetings and trainings and webinars on topics related to the water industry, water policy, or other issues that could impact the District.
5. Other official District business with prior authorization by the Board of Directors.

Compensation for days of travel will only be provided if such travel days are reasonably necessary to attend the meeting or activity. Travel days are considered reasonably necessary if attendance at the meeting or activity would require travel outside the hours of 7:00 a.m. to 8:00 p.m. on the actual beginning or ending days of the activity. Unless specifically approved by the Board in advance, a Director will not be eligible for compensation for more than one travel day before the beginning, nor more than one travel day after the end of the activity attended, respectively.

Authorization and Approval of Compensation

To ensure proper accounting of expenses, Directors will notify the Board Secretary on a monthly basis concerning the meetings that they attended during that month. The Board Secretary will compile the compensation report and verify its accuracy with each of the Directors.

The General Manager shall review and approve the compensation requests submitted by the Board Secretary.



UPCOMING MEETINGS

This schedule lists upcoming board and committee meetings as well as upcoming agenda items for the next month, which may include Board interest in adding future meeting items. The schedule is tentative and subject to change pending final publication and posting of each meeting agenda.

Internal Meetings		
Meeting Date	Meeting Type	Key Item(s)
Tuesday, Jan. 20, 2026 5:00 p.m.	Board of Directors' Regular Bi-Monthly Meeting with Closed Session to follow	Board Appointments to Standing and Regional Committees, One Tam Annual Work Plan
Thursday, Jan. 22, 2026 9:30 a.m.	Finance & Administration Committee Meeting	HR Update, and Annual Financial Report Update
Tuesday, Jan. 27, 2026 9:30 a.m.	Planning Committee Meeting/Special Meeting of the Board of Directors	Update to Water Treatment Plant Master Plan

External Meetings	
Meeting Date	Meeting Type
Friday, Jan. 16, 2026 10:00 a.m. – 1 p.m.	Lagunitas Creek Technical Advisory Committee (Field Trip to Phase Ib, Marin Water's Sites)
Wednesday, Jan. 21, 2026 3:00 p.m.	Tomales Bay Foundation Meeting
Monday, Feb. 2, 2026 9:00 a.m.	Sonoma Water Advisory Committee/Technical Advisory Committee Meeting
Friday, Feb. 6, 2026 9:30 a.m.	North Bay Watershed Association Meeting



STAFF REPORT

Meeting Type: Marin Municipal Water District Financing Authority
Title: Minutes of Marin Municipal Water District Financing Authority Meeting of January 7, 2025, Confirmation of Officers, 2025 Financial Report
From: Bret Uppendahl, Treasurer
Through: Ben Horenstein, Executive Director
Meeting Date: January 6, 2026

TYPE OF ITEM: Action Information

RECOMMENDATION: Confirm officers for the Marin Municipal Water District Authority Board of Directors, approve the minutes of the Marin Municipal Water District Financing Authority Meeting of January 7, 2025, and receive the 2025 financial report for the Authority

SUMMARY: On April 16, 2010, the District created the Marin Municipal Water District Financing Authority (Authority) by entering into a joint exercise of power agreement with the California Municipal Financing Authority for the purpose of facilitating financing on behalf of the District. Pursuant to the bylaws adopted by the Authority, the Board of the Authority shall consist of the District Board of Directors, and the officers shall be the officers of the District Board. The bylaws also provide that confirmation of officers shall occur at the first meeting of the Authority each calendar year.

DISCUSSION: Confirmation of Officers

In accordance with the Authority's Bylaws, the Authority Board should confirm its officers in its first meeting each year based upon election of new officers of the District Board. This will further inform the public regarding officers of the Authority.

Section 2.1-2.7 – Officers, and Confirmation of Officers, of the Bylaws of MMWD Financing Authority (“Authority”) dated April 21, 2010, states:

Section 2.1 – The officers of the Authority shall be the President, Vice President, Executive Director, Secretary and Treasurer.

Section 2.2 – President - The President of the Authority shall be the member who is the President of the Board of Directors of MMWD. The term of office shall be the same as the term of the President of the Board of Directors of MMWD.

Section 2.3 – Vice President - The Vice President of the Authority shall be the member who is the Vice President of the Board of Directors of MMWD. The term of office shall be the same as the term of the Vice President of the Board of Directors of MMWD.

Section 2.4 – Executive Director - The General Manager of MMWD is hereby designated as the Executive Director of the Authority.

Section 2.5 – Secretary – The Secretary shall be the person who is the Secretary to the Board of Directors of MMWD.

Section 2.6 – Treasurer – The Finance Director of MMWD is hereby designated as the Treasurer of the Authority.

Section 2.7 – Confirmation of Officers – Confirmation of officers shall be the first order of business at the first meeting of the Authority, regular or special, held in each calendar year.

Approval of Minutes

The board of the Financing Authority held their annual meeting on January 7, 2025. The minutes, which are attached to this staff report for consideration and approval by the Authority Board.

2025 Financial Report

On May 15, 2012, the Authority issued the Water Revenue Bonds (2012 Series A) in the amount of \$85,000,000. The proceeds of the Revenue Bonds (2012 Bonds) were then used by the District under the terms of the Installment Sale Agreement between the two entities dated May 3, 2012. The proceeds of the issue were used to refund \$16.5 million of the outstanding Marin Municipal Water District Water Revenue Refunding Bonds, Series 2002 bonds, advance refund a portion of the outstanding Certificates of Participation, 2004 Financing Project of \$21.6 million, finance \$54.6 million in District capital projects and pay certain costs incurred in connection with issuance, sale and delivery of the bonds.

On January 21, 2020, the Board approved Resolution No. 8554 authorizing the commencement of proceedings of refunding 2012 Revenue Bonds and the issuance and sale of Refunding Water Revenue Bonds, Series 2022 at the future call date of April 2022 to Morgan Stanley. On April 4, 2022, the Authority issued the Water Refunding Revenue Bonds (2022 Series) in the amount of \$67,505,000.

On November 15, 2016, the Authority issued the Refunding Revenue Bonds (2016 Series) in the amount of \$31,380,000. The proceeds of the Refunding Revenue Bonds (2016 Bonds) were then used by the District under the terms of the Installment Sale Agreement between the two entities dated November 1, 2016. The proceeds of the issue were used to refund, on an advance basis, the Marin Municipal Water District Financing Authority Water Revenue Bonds, Series 2010, which were outstanding in the principal amount of \$31.14 million.

On August 1, 2017, the Authority issued the Water Revenue Bonds (2017 Series) in the amount of \$36,120,000. The proceeds of the Revenue Bonds (2017 Bonds) were then used by the District under the terms of the Installment Sale Agreement between the two entities dated as of August 1, 2017. The proceeds of the issue are used to finance \$42 million in the District's capital program and pay certain costs incurred in connection with issuance, sale and delivery of the bonds. The obligation of the District to make installment payments is subordinate to payments the District makes in connection with bonds issued by the Authority to finance and refinance projects of the District issued in 2012 and 2016. This issue is subordinate to the prior issues to provide flexibility to the District for future borrowings. The District covenanted in the 2017 Installment Sale Agreement that it will not issue any obligations senior to the 2017 Bonds.

Debt Service Payments

For the 2016 and 2017 bonds, semi-annual debt service payments are made on January 1 and July 1 of every year. Interest payments are made every January and July, and principal payments are made once a year in July. For the 2022 bonds, semi-annual debt service payments are made on June 15 and December 15 of every year. Interest payments are made every June and December, and principal payments are made once a year in June. Below are summaries of the debt service payments in calendar year 2025 for the 2016, 2017 and 2022 debt issues.

2016 Bonds Debt Service Payments in CY 2025			
Due Date	Interest	Principal	Total
January 1, 2025	\$740,987.50	\$0.00	\$740,987.50
July 1, 2025	\$740,987.50	\$0.00	\$740,987.50
Total			\$1,481,975.00
<i>* For the 2016 Bonds, annual principal payments do not begin until July 1, 2030.</i>			

2017 Bonds Debt Service Payments in CY 2025			
Due Date	Interest	Principal	Total
January 1, 2025	\$751,000.00	\$0.00	\$751,000.00
July 1, 2025	\$751,000.00	\$790,000.00	\$1,541,000.00
Total			\$2,292,000.00

2022 Bonds Debt Service Payments in CY 2025			
Due Date	Interest	Principal	Total
June 15, 2025	\$1,284,975.00	\$2,495,000.00	\$3,779,975.00
December 15, 2025	\$1,235,075.00	\$0.00	\$1,235,075.00
Total			\$5,015,050.00

Future Scheduled Events

Below are summaries of the debt service payments in calendar year 2025 for the 2016, 2017 and 2022 debt issues.

2016 Bonds Debt Service Payments in CY 2026			
Due Date	Interest	Principal	Total
January 1, 2026	\$740,987.50	\$0.00	\$740,987.50
July 1, 2026	\$740,987.50	\$0.00	\$740,987.50
Total			\$1,481,975.00
<i>* For the 2016 Bonds, annual principal payments do not begin until July 1, 2030.</i>			

2017 Bonds Debt Service Payments in CY 2026			
Due Date	Interest	Principal	Total
January 1, 2026	\$731,250.00	\$0.00	\$731,250.00
July 1, 2026	\$731,250.00	\$830,000.00	\$1,561,250.00
Total			\$2,292,500.00

2022 Bonds Debt Service Payments in CY 2026			
Due Date	Interest	Principal	Total
June 15, 2026	\$1,235,075.00	\$2,590,000.00	\$3,825,075.00
December 15, 2026	\$1,183,275.00	\$0.00	\$1,183,275.00
Total			\$5,008,350.00

Based on the foregoing, Staff recommends that the Authority Board (1) confirm the new officers of the Authority, and (2) approve the minutes of the Board of Directors' Marin Municipal Water District Financing Authority meeting of January 7, 2025, and (3) receive the 2025 financial report for the Authority.

ENVIRONMENTAL REVIEW: Not applicable

FISCAL IMPACT: Annual debt service payments are included in the District's FY 2026 Approved Budget.

ATTACHMENT(S):

1. Minutes of the Board of Directors' Financing Authority Meeting of January 7, 2025.

DEPARTMENT OR DIVISION	DIVISION MANAGER	APPROVED
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Finance



Bret Uppendahl
Finance Director/Treasurer



Ben Horenstein
General Manager/Executive
Director



NOTICE OF THE MARIN MUNICIPAL WATER DISTRICT FINANCING AUTHORITY MEETING

Tuesday, January 07, 2025

MINUTES

(This meeting immediately followed the Board of Directors' Regular Bi-Monthly Meeting on January 7, 2025.)

LOCATIONS:

Marin Water Board Room – 220 Nellen Avenue, Corte Madera, CA 94925

Public Participation:

The public attended this meeting in-person or remotely using one of the following methods: on a computer or smart device, <https://us06web.zoom.us/j/88134852296>, or by phone, 1-669-444-9171, using Webinar ID #: 881 3485 2296.

AGENDA ITEMS:

Roll Call of the Marin Municipal Water District Financing Authority Board

At approximately 8:25 p.m., President Matt Samson began the meeting with Roll Call.

DIRECTORS PRESENT

Ranjiv Khush

Diana Maier

Larry Russell

Jed Smith

Matt Samson

Regular Items

1. Minutes of the Marin Municipal Water District Financing Authority Meeting of January 9, 2024, Confirmation of Officers, and 2024 Financial Report

RECOMMENDATION: Confirm officers for the Marin Municipal Water District Authority Board of Directors, approve the minutes of the Marin Municipal Water District Financing Authority Meeting of January 9, 2024, and receive the 2024 financial report for the Authority

Finance Director Bret Uppendahl presented this item.

There was no discussion between the Financing Authority Board and staff.

There were no public comments.

Director Khush made the motion to approve the minutes, confirm the officers of the Financing Authority Board, and accept the 2024 financial report. Vice President Smith seconded the motion.

Voting Yea: Directors Khush, Maier, Russell, Smith, and Samson

15. Adjournment

There being no further business, the Marin Municipal Water District Financing Authority Meeting adjourned on January 7, 2025, at 8:31 p.m.

Terrie Gillen, CMC
Board Secretary