

The mission of Three Valleys Municipal Water District is to supplement and enhance local water supplies to meet our region's needs in a reliable and cost-effective manner.



**BOARD OF DIRECTORS
ANNUAL FINANCING
CORPORATION MEETING**

JANUARY 18, 2023

8:00 AM

1021 E. Miramar Avenue | Claremont, California 91711-2052

909.621.5568 | www.threevalleys.com



THREE VALLEYS MUNICIPAL WATER DISTRICT SPECIAL ANNUAL FINANCING CORPORATION AGENDA

1021 E. Miramar Avenue, Claremont, CA 91711
January 18, 2023 – 8:00 AM

The mission of Three Valleys Municipal Water District is to supplement and enhance local water supplies to meet our region’s needs in a reliable and cost-effective manner.

SPECIAL NOTICE OF TELECONFERENCE ACCESSIBILITY

Pursuant to the provisions of Assembly Bill 361, which amended certain provisions of the Brown Act regarding teleconference meetings during periods of statewide emergencies, and as a precaution to our Board of Directors, District staff and general public as a result of the ongoing COVID-19 pandemic, Three Valleys MWD will hold this meeting of its Board of Directors both in-person at the above location and via teleconference. The public may participate in the meeting by physical attendance or by teleconference by clicking on the link below:

Link to join webinar: <https://tvmwd.zoom.us/j/83798175020>

OR

Dial in: (669) 444 9171, Webinar ID: 837 9817 5020

Any member of the public wishing to participate in public comment may do so in any of the following manners: (1) when prompted by the President during the public comment period, (2) by filling out the electronic speaker’s card at the following link <https://arcg.is/0z5GqQ> prior to the close of public comment, (3) by sending an email to PublicComment@tvmwd.com prior to the close of public comment, or (4) those attending the meeting in person may complete a speaker’s card and provide it to the Executive Assistant prior to the close of public comment.

- 1. CALL TO ORDER ROBERTO
- 2. ROLL CALL TURNER
 Jody Roberto, President
 Mike Ti, Vice President
 Carlos Goytia, Secretary
 Bob Kuhn, Treasurer
 David De Jesus, Director
 Jeff Hanlon, Director
 Danielle Soto, Director
- 3. FLAG SALUTE ROBERTO
- 4. AGENDA REORDER/ADDITIONS [*Government Code Section 54954.2(b)(2)*] ROBERTO

Additions to the agenda may be considered when two-thirds of the board members present determine a need for immediate action, and the need to act came to the attention of TVMWD after the agenda was posted; this exception requires a degree of urgency. If fewer than two-thirds of the board members are present, all must affirm the action to add an item to the agenda. The Board shall call for public comment prior to voting to add any item to the agenda after posting.

5. PUBLIC COMMENT (*Government Code Section 54954.3*)

ROBERTO

Opportunity for members of the public to directly address the Board on items of public interest that is within the subject matter jurisdiction of TVMWD. The public may also address the Board on items being considered on this agenda.

We request that remarks be limited to three minutes or less. Pursuant to Government Code Section 54954.3, if speaker is utilizing a translator, the total allotted time will be doubled.

6. RECEIVE, APPROVE AND FILE MINUTES – JUNE 20, 2018

The Board will receive, approve, and file the minutes from the 2018 Annual Financing Corporation Meeting held on June 20, 2018.

BOARD ACTION REQUIRED

Staff Recommendation: Approve as Presented

7. CONSIDERATION AND APPROVAL OF RESOLUTION NO. 23-01-04 TO AMEND THE BYLAWS OF THE TVMWD FINANCING CORPORATION

The Board of Directors of the TVMWD Financing Corporation is being requested to approve Resolution No. 23-01-04 amending the fixed date for the annual meeting of the TVMWD Financing Corporation and allowing for other minor corrections to the Bylaws.

BOARD ACTION REQUIRED

Staff Recommendation: Approve as Presented

8. ELECTION OF TVMWD FINANCING CORPORATION OFFICERS

In accordance with Section 4.2 of the Bylaws of the TVMWD Financing Corporation, during its annual meeting the Board of Directors will elect the Officers for the Financing Corporation to serve for the next year commencing January 18, 2023 through January 17, 2024.

BOARD ACTION REQUIRED

Staff Recommendation: Approve as Presented

9. FUTURE AGENDA ITEMS

ROBERTO

10. ADJOURNMENT AND NEXT MEETING

ROBERTO

The Financing Corporation is adjourned to its next Annual Meeting on January 17, 2024.

In compliance with the Americans with Disabilities Act, if you need special assistance to participate in this meeting, please contact the Executive Assistant at (909) 621-5568 at least 24 hours prior to the meeting.

Pursuant to Government Code Section 54957.5, materials related to an item on this agenda submitted after distribution of the agenda packet will be posted on the TVMWD website at www.threevalleys.com.

Three Valleys MWD Board meeting packets and agendas are available for review at www.threevalleys.com.

**MINUTES
ANNUAL FINANCING CORPORATION MEETING
THREE VALLEYS MUNICIPAL WATER DISTRICT**

**Wednesday, June 20, 2018
8:00 a.m.**

1. TVMWD Annual Financing Corporation Meeting - Call to Order

The annual TVMWD Financing Corporation Meeting was called to order at 8:00 a.m. The presiding officer was President Bob Kuhn.

2. Pledge of Allegiance

The flag salute was led by President Kuhn.

3. Roll Call

Roll call was taken with a quorum of the Board of Directors present.

Directors Present

Bob Kuhn – President
David De Jesus – Vice President
Brian Bowcock – Secretary
Joseph Ruzicka – Treasurer
Carlos Goytia – Director
John Mendoza – Director

Directors Absent

Dan Horan – Director

Staff Present

Rick Hansen, General Manager
Steve Kennedy, General Counsel
Ray Evangelista, Engineer
Kirk Howie, Assistant General Manager-Administration
Vicki Hahn, District Clerk / Executive Assistant
Steve Lang, Water Operations Manager
James Linthicum, Chief Finance Officer
Matt Litchfield, Assistant General Manager
Ben Peralta, Project Manager

Guests and others present: Maureen Coleman, Willdan; Tom Coleman, Rowland Water District; Director Ted Ebenkamp, Walnut Valley Water District; Director Ed Hilden, Walnut Valley Water District; Eric Hitchman, Walnut Valley Water District; Flor Iturbe, Willdan; Denise Jackman, Rowland Heights Community Coordination Council; Ben Lewis, Golden State Water Company; Director Tony Lima, Rowland Water District; Director Szu Pei Lu-Yang, Rowland Water District; Chris Palmer, Special Districts Leadership Foundation; Steve Patton, City of Glendora; Darron Poulsen, City of Pomona; Brian Teuber, Walnut Valley Water District; Dave Warren, Rowland Water District

4. Additions to Agenda

President Kuhn inquired if there were any additions to the published agenda. Staff did not have any additions to the published agenda.

5. Reorder Agenda

President Kuhn inquired if there was any reason to reorder the agenda. There were no requests to reorder the agenda.

6. Public Comment

President Kuhn called for any public comment. There were no requests to make public comment.

7. Receive, approve and file minutes – June 21, 2017

The Board was provided with a draft copy of the minutes of the June 21, 2017 Annual Financing Corporation Meeting as part of their agenda packet. Upon a motion and second the floor was open for discussion. There being no further discussion President Kuhn called for the vote.

Moved: De Jesus; Second: Ruzicka

Motion No. 18-06-57 Receive, approve and file the draft minutes of the June 21, 2017 Annual Financial Corporation Meeting as presented. The motion passed by a 6-0 vote. Director Horan had an excused absence.

8. Election of TVMWD Financing Corporation Officers for FY 2018-19

TVMWD Financing Corporation Officers are elected in accordance with Section 4.2 of the Bylaws at each Annual Meeting to serve for the following fiscal year, July 1, 2018 to June 30, 2019, unless they vacate their elected seat sooner. Section 4.2 of the Bylaws cites that the Officers of the Financing Corporation shall be the then existing Officers of the District with their same respective title with one exception. In accordance with the Bylaws of the Financing Corporation the Treasurer will continue to be Mr. James Linthicum, TVMWD Chief Finance Officer, for the term commencing July 1, 2018 to June 30, 2019, unless he terminates his employment with the District prior to that time. Directors are not provided any additional compensation for serving as Directors of the Financing Corporation. Upon a motion and second the floor was open for discussion. There being no further discussion President Kuhn called for the vote.

Moved: De Jesus; Second: Ruzicka

Motion No. 18-06-58 electing the Officers of the Annual Financial Corporation Meeting for FY 2018-19 The motion passed by a 6-0 vote. Director Horan had an excused absence.

9. Future Agenda Items

There were no requests for future agenda item.

10. Adjournment

President Kuhn adjourned the Annual Financing Corporation meeting at 8:04 a.m. The next Annual Financing Corporation meeting is scheduled for June 19, 2019.

/s/ Bob G. Kuhn
President, Board of Directors
 Three Valleys Municipal Water District
 Annual Financing Corporation

Recorded by: Victoria A. Hahn, Executive Assistant

RESOLUTION NO. 23-01-04

**A RESOLUTION OF THE BOARD OF DIRECTORS
OF THE THREE VALLEYS MUNICIPAL WATER DISTRICT
FINANCING CORPORATION
RATIFYING THE AMENDED BYLAWS OF THE CORPORATION**

WHEREAS, the Board of Directors of Three Valleys Municipal Water District Financing Corporation, does hereby find as follows:

WHEREAS, On October 20, 1992 the Three Valleys Municipal Water District Financing Corporation was incorporated and the Bylaws of said Corporation were ratified by Motion No. 10-92-1.

WHEREAS, On June 15, 2011 the Three Valleys Municipal Water District Financing Corporation ratified the timing of its annual meeting, the listing of corporate officers and other minor corrections by Motion No. 11-06-3.

WHEREAS, it has been customary for the Board of Directors of Three Valleys Municipal Water District to install new directors in January of each year.

WHEREAS, the Bylaws shall be amended in Section 3.5 – Organization and Annual Meetings, to change the annual meeting from June to January each year.

NOW, THEREFORE, BE IT HEREBY RESOLVED that the Three Valleys Municipal Water District Financing Corporation Board of Directors hereby find and resolve that the Bylaws of the Three Valleys Municipal Water District Financing Corporation shall be amended as noted.

PASSED, APPROVED AND ADOPTED this 18th day of January 2023.

AYES:

NOES:

ABSTAIN:

ABSENT:

Jody Roberto, President
Board of Directors

ATTEST:

Carlos Goytia, Secretary
Board of Directors

BYLAWS
OF
THREE VALLEYS MUNICIPAL WATER DISTRICT
FINANCING COPORATION

ARTICLE I

Name, Organization and Purpose,
Principal Office

Section 1.1. **Name.** The name of this corporation is THREE VALLEYS MUNICIPAL WATER DISTRICT FINANCING CORPORATION (hereinafter referred to as the “Corporation”).

Section 1.2. **Organization, Purpose and Use of Funds.** The Corporation is a nonprofit public benefit corporation organized under the Nonprofit Public Benefit Corporation Law of the State of California (the “Law”) to provide assistance to the Three Valleys Municipal Water District (the “District”), in the financing and refinancing, or acquiring, constructing and rehabilitating various public facilities, land and equipment, and the sale and leasing of facilities, land and equipment for the use, benefit and enjoyment of the public served by the District (herein “Facilities”) or any other purpose incidental thereto. The activities of the Corporation shall be limited to the activities described in its Articles of Incorporation. No gains, profits or dividends shall be distributed to any of the Directors of officers of the Corporation; and no part of the net earnings, funds or

assets of the Corporation shall inure to the benefit of any Director or any other person, firm or Corporation excepting only the District.

Section 1.3. **Principal Office.** The principal office of the Corporation is hereby fixed and located at the offices of the Three Valleys Municipal Water District, 1021 East Miramar Avenue, Claremont, California 91711. The Board of Directors of the Corporation is hereby granted full power and authority to change said principal office from one location to another. Any such change shall be noted by the Secretary opposite this section, but shall not be considered an amendment to these Bylaws.

ARTICLE II

No Members

Section 2.1. **No Members.** Pursuant to Section 5310 of the Law, the bylaws of a nonprofit corporation may provide that the corporation shall have no members. The Corporation shall have no members.

ARTICLE III

Directors

Section 3.1. **Powers.** Subject to limitation of the Articles of Incorporation, or the Bylaws, and of the Law, and subject to the duties of Directors as prescribed by the Bylaws, all powers of the Corporation shall be exercised by or under the authority of, and business and affairs of the Corporation shall be controlled by, the Board of Directors of the Corporation. No Director shall be responsible for any error in judgment or for anything that he or she may do or

refrain from doing in good faith. Without prejudice to such general powers, but subject to the same limitations, it is hereby expressly declared that the Directors of the Corporation shall have the following powers, to wit:

First – To select and remove all the other officers, agents and employees of the Corporation, prescribe such powers and duties for them as may not be inconsistent with law or the Articles of Incorporation or Bylaws, fix their compensation and require from them security for faithful service;

Second – To conduct, manage and control the affairs and business of the Corporation and to make such rules and regulations therefore not inconsistent with law or the Articles of Incorporation or Bylaws, as they may deem best; and

Third – To borrow money and incur indebtedness for the purpose of the Corporation, and to cause to be executed and delivered therefore, in the name of the Corporation, promissory notes, bonds, certificates of participation, debentures, deeds of trust, mortgages, pledges hypothecations or other evidences of debt and securities therefore.

Section 3.2. Number of Directors. The authorized number of Directors of the Corporation shall be seven until changed by amendment of the Articles of Incorporation or by amendment of the Bylaws.

Section 3.3. Selection and Term of Office. The Board of Directors of the Corporation shall be constituted based upon the approval of and appointment by the Governing Board of the District. The initial Directors of the Corporation

shall be the existing members of the Governing Board of the District. Except as hereinafter provided and in accordance with Section 5220 of the Law, each Director shall hold office for a term concurrent with such Director's term as a member of the Governing Board of the District. Unless a vacancy in the office occurs as herein provided, the Director appointed shall hold office until the expiration of his/her term and until a successor has been designated and has accepted the office. The Board of Directors of the Corporation by a majority vote may remove any Director from office, with or without cause.

Section 3.4. Vacancies. Subject to the provisions of Section 5226 of the Law, Any Director may resign effective upon giving written notice to the President, the Secretary, or the Board of Directors of the Corporation, unless the notice specifies a later time for the effectiveness of such resignation. If the resignation is effective at a future time, a successor may be selected before such time, to take office when the resignation becomes effective.

A vacancy or vacancies in the Board of Directors of the Corporation shall be deemed to exist in the case of the death, resignation, loss of requisite District office, expiration of a Director's term, or removal of any Director, or if the authorized number of Directors is increased.

Vacancies in the Board of Directors of the Corporation shall be filled by the Director of the District succeeding the Director whose office is vacant.

Section 3.5. Organization and Annual Meetings. The Board of Directors of the Corporation shall hold an annual meeting for the purpose of organization, selection of officers, and transaction of other business. Subject to Section 3.11, annual meetings of the Board of the Directors of the Corporation shall be held without call or notice to coincide with the date and time of the last

regular meeting of the Board of Directors of the Three Valleys Municipal Water District in January each year; should a quorum of the Board of Directors of the Corporation not be present at such meeting, then said meeting shall be held at the same time as the next regular meeting of the Board of Directors of the Three Valleys Municipal Water District at which a quorum of the Board of Directors of the Corporation is present.

Section 3.6. Regular Meetings. The Board of Directors of the Corporation by resolution may provide for the holding of regular meetings and may fix the time and place of holding such meetings.

Section 3.7. Special Meetings; Notice Waiver. A special meeting of the Board of Directors of the Corporation shall be held whenever called in accordance with Section 5211(2) of the Law and Section 3.11 hereof.

Section 3.8. Adjourned Meetings; Notice of Adjournment. The Board of Directors of The Corporation may adjourn any regular, adjourned regular, special or adjourned special meeting to a time and place specified in the order of adjournment. Less than a quorum may so adjourn from time to time. A copy of the order or notice of adjournment shall be conspicuously posted on or near the door of the place where the regular, adjourned regular, special or adjourned special meeting was held within 24 hours after the time of adjournment. When a regular or adjourned regular meeting is adjourned as provided in this section, the resulting adjourned regular meeting is a regular meeting for all purposes.

Section 3.9. Quorum. A majority of the Directors shall be necessary to constitute a quorum for the transaction of business. Every act or decision done or made by a majority of the Directors of the Corporation at a meeting duly held at which a quorum is present, shall be regarded as the act of the Board of Directors of

the Corporation unless a greater number is required by law or by the Articles of Incorporation.

Section 3.10. Fees and Compensation. Directors shall receive no compensation or expenses for their services as Directors.

Section 3.11. Ralph M. Brown Act. Notwithstanding any of the provisions of these Bylaws to the contrary, all meetings of the Directors shall be subject to the Ralph M. Brown Act, commencing at Section 54950 of the Government Code of the State of California.

Section 3.12. Conduct of Meetings. The President or, in the absence of the President, the Vice President, or a Chairperson chosen by a majority of the Directors present, shall preside.

ARTICLE IV

Officers

Section 4.1. Officers. The officers of the Corporation shall be a President, a Vice President, a Secretary and a Chief Financial Officer. The Corporation may also have, at the discretion of the Board of Directors of the Corporation, one or more additional Vice Presidents, one or more Assistant Secretaries, one or more Assistant Chief Financial Officers, and such other officers as may be appointed by the Board of Directors of the Corporation. One person may hold two or more offices, except that the offices of President and Secretary or President and Chief Financial Officers may not be combined.

Section 4.2. Election. The officers shall be chosen annually by the Board of Directors of the Corporation, which shall be the then existing officers of

the District and each shall hold office until the officer shall resign, be removed, or otherwise disqualified to serve, or the officer's successor shall be elected or appointed and qualified.

Section 4.3. Removal and Resignation. Any officer may resign, or may be removed, with or without cause, by the Board of Directors of the Corporation at any time. Vacancies caused by death, resignation or removal of any officer may be filled by appointment by the Board of Directors of the Corporation, or by the President until such appointment by the Board of Directors of the Corporation.

Section 4.4. President. The President shall be the executive officer of the Corporation and, subject to the control of the Board of Directors of the Corporation, shall have general supervision, direction and control of the affairs of the Corporation. The President shall preside at all meetings of the Board of Directors of the Corporation.

Section 4.5. Vice President. In the absence or disability of the President, the Vice President shall perform all the duties of the President, and when so acting shall have all the powers of, and be subject to all the restrictions upon, the President. The Vice President shall have such other powers and perform such other duties as from time to time may be prescribed for the Vice President respectively by the Board of Directors of the Corporation or by the Bylaws.

Section 4.6. Secretary. The Secretary shall keep at the principal office of the Corporation a book of minutes of all meetings of Directors, with the time and place of holding, how called or authorized, the notice thereof given, and the names of those present at Directors' meetings.

Section 4.7. Chief Financial Officer. The Chief Financial Officer shall be the chief financial officer of the District and shall keep and maintain adequate and correct books of account showing the receipts and disbursements of the Corporation, and an account of its cash and other assets, if any. Such books of account shall at all reasonable times be open to inspection by any Director.

The Chief Financial Officer shall deposit all moneys of the Corporation with such depositories as are designated by the Board of Directors of the Corporation, and shall disburse the funds of the Corporation as may be ordered by the Board of Directors of the Corporation, and shall render to the President or the Board of Directors of the Corporation, upon request, statements of the financial condition of the Corporation.

Section 4.8. Subordinate Officers. Subordinate officers shall perform such duties as shall be prescribed from time to time by the Board of Directors of the Corporation or the President.

ARTICLE V

Miscellaneous

Section 5.1. Execution of Documents. The Board of Directors of the Corporation may authorize any officer or officers as agent or agents, to enter into any contract or execute any instrument in the name of and on behalf of the Corporation and such authority may be general or confined to specific instances; and unless so authorized by the Board of Directors of the Corporation, no officer, agent or other person shall have any power or authority to bind the Corporation by

any contract or engagement or to pledge its credit or to render it liable for any purpose or to any amount.

Section 5.2. Inspection of Bylaws. The Corporation shall keep in its principal office the original or a copy of these Bylaws, as amended or otherwise altered to date, certified by the Secretary, which shall be open to inspection by members of the public and the Directors at all reasonable times during office hours.

Section 5.3. Annual Report. The annual report referred to in Section 6321 of the Law is expressly dispensed with.

Section 5.4. Fiscal Year. The fiscal year of the Corporation shall begin July 1 and end on the last day in June of each year, except the first fiscal year which shall run from the date of incorporation, October 20, 1992, to June 30, 1993.

Section 5.5. Dissolution. In the event of dissolution of the Corporation in any manner and for any cause after the payment or adequate provision for the payment of all its debts and liabilities, all of the remaining funds, assets and properties of the Corporation shall be paid or distributed to the District.

Section 5.6. Construction and definitions. Unless the context otherwise requires, the general provisions, rules of construction and definitions contained in the Nonprofit Public Benefit Corporation Law of the State of California shall govern the construction of these Bylaws. If any section, subsection, sentence, clause or phrase of these Bylaws, or the application thereof, is contrary to the Law, the provisions of the Law shall prevail. Without limiting the generality of the foregoing the masculine gender includes the feminine and neuter, the singular number includes the plural and the plural number includes the singular, and the term “person” includes a corporation as well as a natural person.

ARTICLE VI

Amendments

Section 6.1. Power of Directors. New Bylaws may be adopted or these Bylaws may be amended or repealed by the vote of the Board of Directors of the Corporation. No amendment to these Bylaws shall be effective until approved by the Board of Directors of the Corporation.

APPROVED AND RATIFIED BY THE THREE VALLEYS MUNICIPAL WATER DISTRICT FINANCING CORPORATION, EFFECTIVE JANUARY 18, 2023.

Jody Roberto, President

ATTEST

Carlos Goytia, Secretary