

MINUTES OF REGULAR MEETING OF THE BOARD OF DIRECTORS OF THE PALMDALE WATER DISTRICT, OCTOBER 10, 2022:

A regular meeting of the Board of Directors of the Palmdale Water District was held Monday, October 10, 2022, at 2029 East Avenue Q, Palmdale, CA 93550 and via teleconference. President, Gloria Dizmang, called the meeting to order at 6:00 p.m.

1) Pledge of Allegiance/Moment of Silence.

At the request of President Dizmang, Customer Care Supervisor Rosati led the pledge of allegiance and moment of silence.

2) Roll Call.

Attendance:

Gloria Dizmang, President
Vincent Dino, Vice President
Don Wilson, Treasurer
Kathy Mac Laren-Gomez, Secretary
Scott Kellerman, Director

Others Present:

Dennis LaMoreaux, General Manager
Adam Ly, Assistant General Manager
G. Ross Trindle, General Counsel
Dennis Hoffmeyer, Finance Manager
Judy Shay, Public Affairs Director
Jim Stanton, Information Technology Manager
Tara Rosati, Customer Care Supervisor
Dawn Deans, Executive Assistant
0 members of the public

3) Adoption of Agenda.

It was moved by Director Dino, seconded by Director Wilson, and unanimously carried by all members of the Board of Directors present at the meeting on the following roll call vote to adopt the agenda, as written:

President Dizmang – aye
Director Dino – aye
Director Wilson – aye
Director Mac Laren-Gomez – aye
Director Kellerman – aye

4) Public Comments for Non-Agenda Items.

There were no public comments for non-agenda items.

5) Presentations:

5.1) None at This Time.

There were no presentations.

6) Action Items – Consent Calendar: (The Public Shall Have an Opportunity to Comment on Any Action Item on the Consent Calendar as the Consent Calendar is Considered Collectively by the Board of Directors Prior to Action Being Taken.)

6.1) Approval of Minutes of Regular Board Meeting Held September 26, 2022.

6.2) Approval of Minutes of Special Meeting Held September 27, 2022.

6.3) Payment of Bills for October 10, 2022.

6.4) Approval of Resolution No. 22-26 being a Resolution of the Board of Directors of the Palmdale Water District Authorizing the Execution and Delivery of an Installment Sale Agreement, and Authorizing and Directing Certain Actions in Connection with the Acquisition of Vehicles and Equipment. (No Budget Impact – Finance Manager Hoffmeyer)

6.5) Approval of Conflicts Waiver Letter From Aleshire & Wynder LLP and to Authorize the General Manager to Execute the Letter on Behalf of the District. (No Budget Impact – General Counsel Trindle)

President Dizmang announced the items included in the Consent Calendar after which it was moved by Director Mac Laren-Gomez, seconded by Director Kellerman, and unanimously carried by all members of the Board of Directors present at the meeting on the following roll call vote to approve those items included in the Consent Calendar:

President Dizmang – aye
Director Dino – aye
Director Wilson – aye
Director Mac Laren-Gomez – aye
Director Kellerman – aye

Resolution No. 22-26 is hereby made a portion of the minutes of this meeting.

7) Action Items - Action Calendar (The Public Shall Have an Opportunity to Comment on Any Action Item as Each Item is Considered by the Board of Directors Prior to Action Being Taken.)

7.1) Consideration and Possible Action to Approve Statement of Work With David Carroll Associates, Inc. to Replace and Upgrade the Boardroom Audio-Visual and Video-Conferencing System. (\$137,569.15 plus \$9,750.00 for Annual Recurring Support – Non-Budgeted – Information Technology Manager Stanton)

Information Technology Manager Stanton provided an overview of the Statement of Work for the Boardroom audio-visual and video-conferencing system, and after a brief discussion of the details of the annual recurring support, it was moved by Director Mac Laren-Gomez, seconded by Director Dino, and unanimously carried by all members of the Board of Directors present at the meeting on the following roll call vote to approve the Statement of Work with David Carroll Associates, Inc. to replace and upgrade the Boardroom audio-visual and video-conferencing system in the amount of \$137,569.15 plus \$9,750.00 for annual recurring support:

President Dizmang – aye
Director Dino – aye
Director Wilson – aye
Director Mac Laren-Gomez – aye
Director Kellerman – aye

7.2) Consideration and Possible Action on the Purchase of Zenner Meter Registers, Sensus Meter Endpoints, Nicor Meter Lids, and Octave Encoder Modules. (\$1,045,000.00 – Budgeted – Finance Manager Hoffmeyer)

Finance Manager Hoffmeyer provided an overview of the purchase of meter products for the Meter Exchange Program after which it was moved by Director Mac Laren-Gomez, seconded by Director Kellerman, and unanimously carried by all members of the Board of Directors present at the meeting on the following roll call vote to approve the purchase of Zenner meter registers, Sensus meter endpoints, Nicor meter lids, and Octave encoder modules in the amount of \$1,045,000.00:

President Dizmang – aye
Director Dino – aye

Director Wilson – aye
Director Mac Laren-Gomez – aye
Director Kellerman – aye

7.3) Consideration and Possible Action on Authorization of the Following Conferences, Seminars, and Training Sessions for Board and Staff Attendance Within Budget Amounts Previously Approved in the 2022 Budget:

a) **None at This Time.**

There were no conferences, seminars, or training sessions to consider.

8) Information Items:

8.1) Reports of Directors:

a) **Standing Committees; Organization Appointments; Agency Liaisons:**

1) Outreach Committee Meeting – September 15. (Director Mac Laren-Gomez, Chair/Director Wilson)

Director Mac Laren-Gomez stated that on September 15, she attended an Outreach Committee meeting where they discussed all outreach activities for the drought, social media posts, and legislative actions.

2) Antelope Valley East Kern Water Agency (AVEK) – September 27. (Director Dino/Director Mac Laren-Gomez, Alt.)

Director Dino stated that he was unable to attend this meeting.

b) **General Meetings Reports of Directors.**

Director Kellerman stated that on September 27, he attended a Special Board Meeting; that on October 3, he attended the Strategic Plan Special Meeting Workshop; that on October 6, he attended a Board Briefing; and that on October 10, he attended an Ad Hoc Director Handbook/Reference Guide Committee Meeting, and the Board will be pleased with the outcome.

Director Wilson reported that on September 27, he attended the Special Meeting; that on October 3, he attended the Strategic Plan Special Meeting Workshop; and that on October 6, he attended a Board Briefing.

Director Mac Laren-Gomez reported that on September 27, she attended the Special Meeting; that on September 28, she attended the Antelope Valley WaterMaster Meeting; and that on October 3, she attended the Strategic Plan Special Meeting Workshop.

Director Dino reported that on September 27, he attended the Special Meeting; that on October 3, he attended the Strategic Plan Special Meeting Workshop; that on October 6, he attended a Board Briefing; and that on October 10, he is attending the Palmdale Water District Regular Board Meeting.

President Dizmang reported that on September 27, she attended the Special Board Meeting; that on September 29, she attended an Agenda Review Briefing; that on October 3, she attended the Strategic Plan Special Meeting Workshop; and that on October 10, she is attending the Palmdale Water District Regular Board Meeting.

8.2) Report of General Manager.

a) Department Presentations:

General Manager LaMoreaux stated that at the Board's request, all Departments will be presenting information every quarter.

1) Information Technology Department. (Information Technology Manager Stanton)

Information Technology Manager Stanton provided a detailed overview of the responsibilities, resources, staffing, and challenges of the Information Technology Department.

2) Customer Care Department. (Customer Care Supervisor Rosati)

Customer Care Supervisor Rosati provided a detailed overview of the Customer Care role, hybrid staffing, rebates and programs offered, advocacy and outreach, Customer Care statistics, and Customer Care field staff.

General Manager LaMoreaux then stated that the first round of Department presentations will be a general overview of the Departments with the presentations for the next quarter focusing on specific activities of the Departments.

8.3) Report of General Counsel.

General Counsel Trindle provided an overview of recently signed SB1162 regarding pay transparency and pay data reporting.


9) Board Members' Requests for Future Agenda Items.

Director Mac Laren-Gomez stated that City of Palmdale staff may reach out to Palmdale Recycled Water Authority staff regarding Council questions about recycled water use.

There were no requests for future agenda items.

10) Adjournment.

There being no further business to come before the Board, the meeting was adjourned at 6:50 p.m.


Secretary

RESOLUTION NO. 22-26

AUTHORIZING THE EXECUTION AND DELIVERY OF AN INSTALLMENT SALE AGREEMENT, AND AUTHORIZING AND DIRECTING CERTAIN ACTIONS IN CONNECTION WITH THE ACQUISITION OF VEHICLES AND EQUIPMENT

WHEREAS, the Palmdale Water District (the "District") is a water district duly organized and existing under and pursuant to the laws of the State of California; and

WHEREAS, the District desires to provide for financing in the approximate amount of \$2,400,000 for the acquisition of vehicles and miscellaneous equipment (the "Property"); and

WHEREAS, Municipal Finance Corporation (the "Corporation") has proposed a cost-effective five year installment sale financing arrangement at a 3.50% interest rate; and

WHEREAS, in accordance with California Government Code Section 5852.1, the Board of Directors has obtained and disclosed in the information set forth in Exhibit A hereto;

NOW, THEREFORE, it is resolved by the Board of Directors of the Palmdale Water District as follows:

SECTION 1. Installment Sale Agreement. The President of the Board of Directors, the District Manager or a designee in writing (each, an "Authorized Officer") is hereby authorized to enter into an Installment Sale Agreement (the "Installment Sale") with the Corporation to finance the Property, subject to approval as to form by the District's legal counsel.

SECTION 2. Attestations. The Secretary of the Board or other appropriate District officer is hereby authorized and directed to attest the signature of the Authorized Officer, and to affix and attest the seal of the District, as may be required or appropriate in connection with the execution and delivery of the Installment Sale.

SECTION 3. Authorization to Establish Property Acquisition Fund. The Board of Directors hereby authorizes and directs the President of the Board, the General Manager, or a designee in writing to make appropriate arrangements to establish a special fund into which the proceeds of the financing are deposited for the purpose of paying the costs of the Property.

SECTION 4. Other Actions. The Authorized Officer and other officers of the District are each hereby authorized and directed, jointly and severally, to take any and all actions and to execute and deliver any and all documents, agreements, and certificates which they may deem necessary or advisable in order to carry out, give effect to and comply with the terms of this Resolution and the Installment Sale. Such actions are hereby ratified, confirmed, and approved.

SECTION 5. Qualified Tax-Exempt Obligations. The Installment Sale is hereby designated as a "qualified tax-exempt obligation" within the meaning of Section 265(b)(3) of the Internal Revenue Code of 1986, as amended (the "Code"). The District, together with all subordinate entities of the District, do not

reasonably expect to issue during the calendar year in which the Installment Sale is issued more than \$10,000,000 of obligations which it could designate as "qualified tax-exempt obligations" under Section 265(b) of the Code.

SECTION 6. Effect. This Resolution shall take effect immediately upon its passage.

PASSED, APPROVED AND ADOPTED this 10th day of October, 2022, by the following vote:

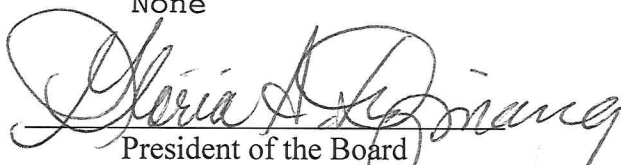
AYES: President Dizmang, Directors Dino, Wilson, Mac Laren-Gomez, Kellerman

NOES: None

ABSTENTIONS: None

ABSENT: None

Approved:


President of the Board

Attest:

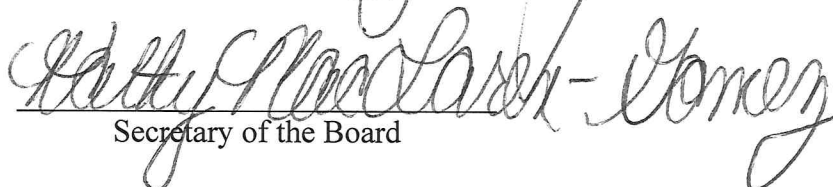

Secretary of the Board

EXHIBIT A

GOVERNMENT CODE SECTION 5852.1 DISCLOSURE

The following information consists of estimates that have been provided by the Corporation, which have been provided to the District in good faith:

- (A) True interest cost of the Installment Sale: 3.50%
- (B) Finance charge of the Installment Sale (sum of all costs of issuance and fees/charges paid to third parties): \$7,500
- (C) Net proceeds to be received (net of finance charges, reserves and capitalized interest, if any): \$2,392,500
- (D) Total payment amount through maturity: \$2,637,008.30