Westborough Water District
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AGENDA
SPECIAL MEETING OF THE BOARD OF DIRECTORS

Thursday, October 22, 2026
7:30 p.m.
Westborough Water District Office
2263 Westborough Boulevard, South San Francisco

1. ROLL CALL:

2. CLOSED SESSION:

A. Closed Session – Public Employment (Government Code §54957(b)).
Position: General Manager

3. NEW BUSINESS:

A. Review/Approve Proposal for Executive Search Services for General Manager Recruitment.

B. Review Proposed ACWA Amended and Restated Bylaws and Designate Voting Representative By Electronic Ballot.

C. Review/Approve EKI's Proposal Regarding Multi-Year UWUO Reporting and CII LAM Data Review.

5. ADJOURNMENT:

Upon request, the Westborough Water District will provide written agenda materials in appropriate alternative formats, or disability-related modification or accommodation, including auxiliary aids or services, to enable individuals with disabilities to participate in public meetings. Please send a written request, including your name, mailing address, phone number and brief description of the auxiliary aid or service at least 3 days before the meeting. Request should be sent to Westborough Water District at 2263 Westborough Boulevard, South San Francisco, CA 94080, or email wwd@westboroughwater.org. Availability of Public Records: all public records relating to an open session item on this agenda, which are not exempt from disclosure pursuant to the California Public Records Acts, that are distributed to a majority of the legislative body will be available for public inspection at 2263 Westborough Boulevard, South San Francisco, CA 94080, at the same time that the public records are distributed or made available to the legislative body.

MEMORANDUM

Via U.S. Electronic Mail

TO: ACWA Member Agency Board Presidents and General Managers
CC: ACWA Board of Directors

FROM: Karla Nemeth, ACWA Executive Director

DATE: September 28, 2026

SUBJECT: Proposed Amendments to ACWA's Bylaws by Written Ballot

ACWA will conduct a vote of the membership by electronic ballot on proposed Amended and Restated Bylaws, as recommended by the Board of Directors on September 25, 2026.

The voting will be conducted by electronic ballot consistent with the voting process used by members to elect Board Officers and region boards. Conducting the vote electronically provides all members an opportunity to participate, rather than limiting voting to members attending an ACWA conference, thereby promoting broader member participation and engagement.

Each member agency is entitled to one vote that will be cast by its authorized voting representative. Member agencies must designate their voting representative by submitting the attached Voting Representative Form by **Friday, October 30.**

Important Next Steps

1. **Designate voting representative:** Fill out the attached Voting Representative Form by Friday, October 30. Note: ACWA will also use this designee as the voting representative in next year's election for ACWA's Board Officers and region boards for the 2028-'29 term. You will have the opportunity to change the designation prior to the deadline for nominating candidates if desired.
2. **Review proposed Amended and Restated Bylaws:** These are available online at https://www.acwa.com/2026-bylaws/ as well as attached.
3. **Have designated voter prepare for the electronic voting:** Your designated voter will receive an email directly from Simply Voting on November 9. Have them add (vote@simplyvoting.com) to their safe-senders list to ensure delivery of the ballot. **Ballots must be submitted by December 18.**

More information on the proposed Amended & Restated Bylaws, voting process, and next steps is available at https://www.acwa.com/2026-bylaws/. For additional questions regarding the proposed Amended and Restated Bylaws or the voting process, please contact ACWA's General Counsel Joshua Nelson at 916-951-2859 or joshua.nelson@bbklaw.com or Senior Clerk of the Board Donna Pangborn at 916-669-2425 or donnap@acwa.com.

Attachments (Also see website link for these materials.):

1. Authorized Voting Representative Form
2. Proposed Amendments to ACWA's Bylaws Summary Table
3. Proposed Amended and Restated Bylaws (redline version)
4. Proposed Amended and Restated Bylaws (clean version)

ACWA
Association of California Water Agencies

2026 PROPOSED BYLAWS AMENDMENTS

AUTHORIZED VOTING REPRESENTATIVE FORM

ACWA members will vote by electronic ballot on proposed Amended and Restated Bylaws.

Key Details:

- **Electronic Voting:** Voting will be conducted electronically by each member agency's designated voter.
- **Designated Voter:** Each agency must **designate one voting representative by October 30.** To designate your agency's voter, please submit this **Authorized Voting Representative Form** by the deadline.
  Note: ACWA will also use the person designated below as the voting representative in next year's election for ACWA's Board Officers and region boards for the 2028–'29 term. You will have an opportunity to change the designation prior to the deadline for nominating candidates, if desired.
- **Default Voter:** If no representative is designated by the deadline, your agency's **General Manager** will be the authorized voter by default.
- **Ballot Distribution:** Authorized voters will receive an electronic ballot on November 9.

For more information about ACWA's elections, visit: **www.acwa.com/elections**.

The person designated below will cast our agency's vote for the proposed Amended and Restated Bylaws process in 2026 and the election of ACWA's President, Vice President and Region Board for the 2028–'29 term.		
Member Agency's Name		Agency's Phone No.
Authorized Voting Representative's **Name**	Authorized Voting Representative's **Email**	Authorized Voting Representative's **Phone No.**

Print Name of Member Agency's Authorized Signatory

X

Authorized Signatory Signature

Date

SUBMIT YOUR FORM

To: Donna Pangborn, Senior Clerk of the Board
Email: donnap@acwa.com
Mail: 980 9th Street, Suite 1000, Sacramento, CA 95814

SUBMISSION DEADLINE
OCT. 30, 2026

Proposed Amendments to the ACWA's Bylaws

Amendment 1: ARTICLE 4, Section 4.05, Special Meeting

Current Bylaw	Proposed Bylaw	Rationale
Section 4.05. Special Meetings. Special meetings may be called by the president upon the president's own volition or shall be called by the president when requested in writing by five directors. Prior to conducting such a special meeting, the president shall consult with the Executive Committee to ensure that adequate information is available to the Board of Directors for any necessary decisions; and where such meeting is called upon the president's own volition, the president shall also consult with the Executive Committee as to the necessity of the special meeting. Notice for special meetings shall be provided in the following manner: (1) upon 10 days' written notice sent by mail to each director and addressed to each at the address as shown upon the records of the Association; or (2) upon 48 hours' notice with notice provided by electronic means. When the meeting is called upon the president's own volition, the president shall choose the form of notice; when the meeting is called by a request of five directors, the five directors shall choose the form of notice and the president shall promptly call the meeting. No business except those items described in the notice shall be transacted at any special meeting, except by consent of three-fourths of the members of the Board of Directors present.	**Section 4.05. Special Meetings.** Special meetings may be called by the president upon the president's own volition or shall be called by the president when requested in writing by five directors. Prior to conducting such a special meeting, the president shall consult with the Executive Committee to ensure that adequate information is available to the Board of Directors for any necessary decisions; and where such meeting is called upon the president's own volition, the president shall also consult with the Executive Committee as to the necessity of the special meeting. However, the president's determination of necessity shall control. Notice for special meetings shall be provided in the following manner: (1) upon 10 days' written notice sent by mail to each director and addressed to each at the address as shown upon the records of the Association; or (2) upon 48 hours' notice with notice provided by electronic means. When the meeting is called upon the president's own volition, the president shall choose the form of notice; when the meeting is called by a request of five directors, the five directors shall choose the form of notice and the president shall promptly call the meeting. No business except those items described in the notice shall be transacted at any special meeting, except by consent of three-fourths of the members of the Board of Directors present.	Amendment to add the president's ultimate authority to schedule a special meeting if deemed necessary.

3.B.4

Note: Green text throughout this document reflects edits recommended by the Legal Affairs Bylaws and Procedures Subcommittee in response to its review and analysis of the proposed amendments to the Bylaws, consistent with Section 9.09 of ACWA's Bylaws. The ACWA Board included the LAC Workgroup's recommended edits as part of its recommendation to the members.

Amendment 2: ARTICLE 4, Section 4.06 Meetings by Electronic Communication

Current Bylaw	Proposed Bylaw	Rationale
Section 4.06. Meetings by Electronic Communication. Any meeting of the Board of Directors, region boards, or any committee may be conducted, in whole or in part, by telephone, electronic transmission, or by electronic video screen communication. A member of the Board of Directors, a region board, or any committee shall be deemed present in person at the meeting if the following apply: **(a)** Each director, region board, or committee member participating in the meeting can communicate concurrently with all other directors, region board, or committee members. **(b)** Each director, region board or, committee member is provided the means of participating in all matters before the board, region board, or committee, including the capacity to propose, or to interpose an objection to, a specific action to be taken by the Association.	**Section 4.06. ~~Meetings by Electronic Communication.~~ Alternatives to Traditional Meetings.** **(a)** Any meeting of the Board of Directors, region boards, or any committee may be conducted, in whole or in part, by telephone, electronic transmission, or by electronic video screen communication. A member of the Board of Directors, a region board, or any committee shall be deemed present in person at the meeting if the following apply: 1) Each director, region board, or committee member participating in the meeting can communicate concurrently with all other directors, region board, or committee members. 2) Each director, region board or, committee member is provided the means of participating in all matters before the board, region board, or committee, including the capacity to propose, or to interpose an objection to, a specific action to be taken by the Association. **(b)** To the extent permitted by applicable law and subject to all applicable requirements, any action that may be taken at a regular or special Board of Directors, a region board, or any committee may be approved by unanimous written consent of the members of that body.	Amendment to allow the flexibility to take action by written consent. LAC recommended this language be added to Article 4 instead of Article 9.

3.B.5

Amendment 3: ARTICLE 5, Regions

Current Bylaw	Proposed Bylaw	Rationale
Section 5.02. Officers (a) The officers of each region shall be a chair and vice chair and three to five region board members who shall be elected by the region in each odd-numbered year. A region may maintain a board of fewer than five but not less than three members as provided in the region's rules and regulations. The officers of the region board shall take office on January 1 of the calendar year following election and shall hold office for two years, or until their successors take office. Regions shall hold elections by electronic ballot. Association staff shall verify the legitimacy of the ballots.	**Section 5.02. Officers** (a) The officers of each region shall be a chair and vice chair and three to five region board members who shall be elected by the region in each odd-numbered year. A region may maintain a board of fewer than five but not less than three members as provided in the region's rules and regulations. The officers of the region board shall take office on January 1 of the calendar year following election and shall hold office for two years, or until their successors take office. Regions shall hold elections by electronic ballot. Five or more members of the Association from the region shall constitut~~ing~~ a quorum for the purposes of regional board elections. Association staff shall verify the legitimacy of the ballots.	Amendment to clarify the quorum for region board elections is five members.

3.B.6

Amendment 4: ARTICLE 6, Section 6.04, Meetings

Current Bylaw	Proposed Bylaw	Rationale
Section 6.04. Meetings. The Executive Committee shall hold regularly scheduled meetings as set by the president. Special meetings of the Executive Committee may be called by the president upon notice to the members of that committee or upon written request of three Executive Committee members. Notice for special Executive Committee meetings shall be provided to the entire Board: (1) upon five days' written notice sent by mail, or (2) upon 24 hours' notice with notice provided by electronic means; and all such meetings shall be open to the Board of Directors. Any meeting, regular or special, may be held in person or by telephone conference, web video conference, or other electronic video screen communication or electronic transmission, as set forth in Section 4.06. All members of the Board of Directors may attend any meeting of the Executive Committee. Meetings of the Executive Committee may be closed to others at the discretion of the president or committee. Only members of the Executive Committee are allowed to vote on matters at a meeting of the committee.	**Section 6.04. Meetings.** The Executive Committee shall hold regularly scheduled meetings as set by the president. Special meetings of the Executive Committee may be called by the president upon notice to the members of that committee or upon written request of three Executive Committee members. Notice for special Executive Committee meetings shall be provided to the entire Board: (1) upon five days' written notice sent by mail, or (2) upon 24 hours' notice with notice provided by electronic means; and all such meetings shall be open to the Board of Directors. Any meeting, regular or special, may be held in person or by telephone conference, web video conference, or other electronic video screen communication or electronic transmission, as set forth in Section 4.06. With the exception of closed sessions as designated by the Executive Committee, all members of the Board of Directors and Council of Past Presidents may attend any meeting of the Executive Committee. However, ~~Meetings of~~ the Executive Committee may ~~be~~ closed its meetings to select or all non-members of the Committee ~~to others~~ at the discretion of the president or by a majority vote of the Executive Ccommittee. Any decision to close an Executive Committee meeting to others shall be final and not reversible except with the consent of party that decided to close the meeting.Only members of the Executive Committee are allowed to vote on Executive Committee matters. ~~at a meeting of the committee.~~	Amendment to limit attendance during closed session discussions involving personnel matters to preserve the confidentiality of sensitive employment information, protect the privacy rights of employees and applicants, and promote candid discussion by those with responsibility for making personnel decisions. Importantly, the Board of Directors could conduct its own closed session prior to any final action. This amendment ensures flexibility for the Executive Committee's internal deliberation and consideration while preserving ultimate Board decision-making authority.

3.B.7

Amendment 5, ARTICLE 8, Section 8.01, Council of Past Presidents

Current Bylaw	Proposed Bylaw	Rationale
Section 8.01. Council of Past Presidents. There shall be a Council of Past Presidents composed of all past presidents of the Association who serve on the council until each is no longer able to or wishes to serve. The council shall provide a mechanism for past presidents to continue to make valuable contributions to the Association. With approval of the Board of Directors, the president and/or executive director/secretary may assign specific responsibilities to the council from time to time. Members of the Council of Past Presidents are invited to attend and participate in the Association's Board and Executive Committee meetings, including attending closed sessions. With the exception of the immediate past president, members of the Council of Past Presidents are non-voting.	**Section 8.01. Council of Past Presidents.** There shall be a Council of Past Presidents composed of all past presidents of the Association who serve on the council until each is no longer able to or wishes to serve. The council shall provide a mechanism for past presidents to continue to make valuable contributions to the Association. With approval of the Board of Directors, the president and/or executive director/secretary may assign specific responsibilities to the council from time to time. Members of the Council of Past Presidents are invited to attend and participate in the Association's Board and Executive Committee meetings, including attending closed sessions of the Board. Members of the Council of Past Presidents may also attend ~~closed session~~ meetings the Executive Committee except as designated by the Executive Committee as further described in Section 6.04. With the exception of the immediate past president, members of the Council of Past Presidents are non-voting.	Amendment to clarify that the Council of Past Presidents may attend Board of Directors and Executive Committee meetings, with the exception of Executive Committee closed sessions as designated by the Executive Committee.

3.B.8

Amendment 6, Article 9, Section 9.08, Quorum

Current Bylaw	Proposed Bylaw	Rationale
Section 9.08. Quorum. The presence of the authorized representatives of at least 50 members of the Association at any meeting of the members shall constitute a quorum for transacting business. Actions taken by written ballot shall require the timely receipt of the written ballot from the authorized representatives of at least 50 members to constitute a quorum.	**Section 9.08. Quorum.** The presence of the authorized representatives of at least 50 members of the Association at any meeting of the members shall constitute a quorum for transacting business. Actions of the members of the Association taken by written ballot shall require the timely receipt of the written ballot from the authorized representatives of at least 50 members to constitute a quorum.	Amendment to clarify that the quorum for the region board elections is five, consistent with the quorum needed to conduct business at a region meeting, as established in Section 5.04, and with newly amended quorum language to elect region boards in Section 5.02.

ACWA
Association of California Water Agencies

PROPOSED AMENDED AND RESTATED BYLAWS of the Association of California Water Agencies

REDLINE

Amended and restated by the ACWA Members: December 4, 2024

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(As amended and restated by the Members on December 4, 2024)

ARTICLE 1 - General

Section 1.01. Name. The name of this California nonprofit corporation shall be the Association of California Water Agencies (hereinafter referred to as the Association).

Section 1.02. Principal Office. The principal office for the transaction of business of the Association shall be located in Sacramento, California.

Section 1.03. Purposes. The purposes of the Association shall be to work together with its members and others for the best interests of California and its citizens and landowners who use, need and depend upon water; to encourage the orderly development of the waters of the state; to seek means of obtaining and making available to all of California a dependable water supply of the best possible quality at the lowest possible cost, giving due consideration to environmental factors involved therein; to provide inspiration and leadership in meeting and solving the water supply problems of this state; to propose and advocate such policies and measures—local, state and federal—that serve the best interests of the Association, opposing those of contrary nature; to assist in promoting the health, safety and welfare of the employees of its members; and to do all other things that are in the best interests of its members.

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ARTICLE 2 – Membership and Dues

Section 2.01. Membership.

(a) **Members.** Only a public district, public agency, or public organization created and operated for the purpose of controlling, treating, developing, acquiring, using or supplying water for any purpose for inhabitants or lands within the state of California, or for the protection, drainage or reclamation of lands within the state of California, may become a member of the Association. Such an entity will become a member upon written application, approval by the Board of Directors, and the payment of the required dues. Acceptance to membership shall authorize full participation in Association activities. Except as otherwise provided in Section 2.01(b) below, in no case may an organization other than a state, a political subdivision (as defined in § 1.103-1(b) of the Income Tax Regulations) of a state or an entity the income of which is excluded from gross income under § 115 of the Internal Revenue Code be a member of the Association. A member of the Association shall be in good standing if in compliance with all bylaws and requirements of membership, including timely payment of annual dues and emergency assessments.

(b) **Honorary Life Members.** Any person who has rendered conspicuous service in furthering the purposes of the Association may, by vote of the Board of Directors, be granted an honorary life membership in the Association without payment of dues or assessments. All past presidents of the Association shall automatically be honorary life members without vote of the Board of Directors. Honorary life members shall not be entitled to a vote or to hold office automatically because of their status as honorary life members.

(c) **Termination of Members.** Membership shall cease upon the failure of any member to pay the dues provided for in Section 2.02 of this Article. The membership of any member may be terminated at any time by such member sending written notification of its intention to withdraw to the Association's principal office. The Board of Directors may terminate the membership of any member upon 30 days' written notice by first-class mail when it is determined at any regular Board meeting or at any special Board meeting called for that purpose that continuance of such membership would not be in the best interests of the Association. Withdrawal or termination of membership ends any participation in Association activities and shall terminate a member's interest in the Association's assets.

Section 2.02. Dues. The annual dues of each member of the Association shall be established by the Board of Directors; provided, however, that any member may apply for a change in its dues because of conditions that differentiate such applicant from other members.

Section 2.03. Liability of Members. No member shall be liable for any obligation incurred by the Association with the following exception: (1) the payment of the annual dues while it remains a member;

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and (2) the payment of emergency assessments, which shall not exceed 10 percent of current annual dues for each member in any calendar year while it remains a member. No emergency assessment may be levied against any member during its first two years of membership in the Association.

ARTICLE 3 - Officers

Section 3.01. President and Vice President.

(a) **General.** The president and vice president of the Association shall be the elected officers of the Association. At the time of their election the president and vice president shall each be an elected or appointed member of the governing body or commission (as appropriate) of a member agency of the Association. The president and vice president shall be elected by the members of the Association by written ballot in each odd-numbered year before the Association's annual meeting, shall be announced at the Association's annual meeting, shall take office on January 1 of the calendar year following election, and shall hold office until such time as their successors take office or are appointed. An elected president shall not be permitted to succeed himself/herself to that office. Except as provided in this Article, should vacancies occur in either office of the president or vice president, the Board of Directors shall appoint persons to fill such offices for the unexpired terms thereof.

(b) **President.** The president shall preside at all meetings of the Board of Directors, the Executive Committee, and the general membership; shall appoint members of all committees, including the chair and vice chair of each, upon recommendation from members and regions (as communicated by the region chairs), with each such committee chair and vice chair ratified by the Board of Directors; and shall perform all other duties necessary to carry out the functions of the office. The president shall be a non-voting, *ex officio* member of each committee, but shall not be an *ex officio* member of the Election Committee or the region boards.

The president may be expelled from office with or without cause, upon the satisfaction of the following two events: (1) a two-thirds vote of the Board of Directors; and (2) a subsequent simple majority vote of the members of the Association during a meeting of the membership.

(c) **Vice President.** The vice president shall, in the absence of the president, assume all of the duties of that office and, if a vacancy occurs, succeed thereto for the unexpired term. The vice president shall sit as a member of the Executive Committee of the ACWA Joint Powers Insurance Authority and shall perform such other duties as assigned by the president. The vice president shall be a non-voting, *ex officio* member of each committee, but shall not be an *ex officio* member of the Election Committee or the region boards.

The vice president may be expelled from office with or without cause, upon the satisfaction of the following two events: (1) a two-thirds vote of the Board of Directors; and (2) a subsequent simple majority vote of the members of the Association during a meeting of the membership.

Section 3.02. Executive Director/Secretary and Controller/Treasurer.

(a) **General.** The executive director/secretary and controller/treasurer of the Association shall also be officers of the Association. The executive director/secretary shall be appointed by and hold office at the pleasure of the Board of Directors of the Association.

(b) **Executive Director/Secretary.** The executive director/secretary shall: (1) advise and assist the Board of Directors, all committees, the boards of each region, and the workgroups of each region; (2) be responsible for administering the total operations of the Association; (3) employ, direct, and release all employed staff in accordance with the policies adopted by the Board of Directors and consistent with the budget adopted by the Board of Directors; (4) provide relevant information to the Board of Directors needed by the Board to take actions; (5) give members notice and record minutes of all meetings of the membership, Board of Directors, and Executive Committee; and (6) have such other powers and perform such other duties as may be provided and assigned by the Board of Directors directly or through the president of the Board or the Executive Committee. The executive director/secretary, with the assistance of the controller/treasurer, shall render a report to the Board of Directors at the first meeting following the close of each calendar year showing the membership of the Association, the receipts and expenditures during the year, and the work accomplished during the previous year.

(c) **Controller/Treasurer.** The controller/treasurer shall report to and act under the direction of the executive director/secretary. The controller/treasurer shall be a signatory on all accounts held by the Association and shall act as a fiduciary for all assets of the Association.

ARTICLE 4 – Board of Directors

Section 4.01. Membership. The Board of Directors shall consist of:

(a) The Association president and vice president.

(b) The chair and vice chair of each region.

(c) The chair of each standing committee.

(d) The most immediate active past president.

(e) The vice president of the ACWA/Joint Powers Insurance Authority.

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Section 4.02. Term of Office. The term of office of all members of the Board of Directors shall commence on January 1 of the calendar year following election of the president and vice president, except for those persons who serve on the Board of Directors by nature of their position as chairs of standing committees, whose terms shall instead commence upon their ratification by the Board of Directors. Except as provided in Article 4, Section 4.11, the term of office for all members of the Board of Directors shall terminate on December 31 of the following odd-numbered year two years later, or until their successors take office.

Section 4.03. Attendance Requirement. Any member of the Board of Directors who misses two consecutive regular Board meetings without being excused by the Board will no longer be a member of the Board of Directors.

Section 4.04. Regular Meetings. Regular meetings of the Board of Directors shall be held bimonthly at such times and places as the Board may determine.

Section 4.05. Special Meetings. Special meetings may be called by the president upon the president's own volition or shall be called by the president when requested in writing by five directors. Prior to conducting such a special meeting, the president shall consult with the Executive Committee to ensure that adequate information is available to the Board of Directors for any necessary decisions; and where such meeting is called upon the president's own volition, the president shall also consult with the Executive Committee as to the necessity of the special meeting. However, the president's determination of necessity shall control. Notice for special meetings shall be provided in the following manner: (1) upon 10 days' written notice sent by mail to each director and addressed to each at the address as shown upon the records of the Association; or (2) upon 48 hours' notice with notice provided by electronic means. When the meeting is called upon the president's own volition, the president shall choose the form of notice; when the meeting is called by a request of five directors, the five directors shall choose the form of notice and the president shall promptly call the meeting. No business except those items described in the notice shall be transacted at any special meeting, except by consent of three-fourths of the members of the Board of Directors present.

Section 4.06. ~~Meetings by Electronic Communication.~~ Alternatives to Traditional Meetings.

(a) Any meeting of the Board of Directors, region boards, or any committee may be conducted, in whole or in part, by telephone, electronic transmission, or by electronic video screen communication. A member of the Board of Directors, a region board, or any committee shall be deemed present in person at the meeting if the following apply:

~~(a)~~(1) Each director, region board, or committee member participating in the meeting can communicate concurrently with all other directors, region board, or committee members.

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~~(1)~~ (2) Each director, region board or, committee member is provided the means of participating in all matters before the board, region board, or committee, including the capacity to propose, or to interpose an objection to, a specific action to be taken by the Association.

(b) To the extent permitted by applicable law and subject to all applicable requirements, any action that may be taken at a regular or special Board of Directors, a region board, or any committee may be approved by unanimous written consent of the members of that body.

~~Section 4.06.~~Section 4.07. **Quorum**. At any meeting of the Board of Directors, the attendance of 50 percent of the voting members of the Board of Directors, or their permitted alternates as specified in these bylaws, shall constitute a quorum for the transaction of any business. The Board may hold a closed session for discussion of personnel matters; enforcement of violations of the code of conduct; pending or anticipated litigation or other legal matters, including, but not limited to, considering whether to file or join in an amicus brief; real property negotiations and discussions; and other confidential matters as determined by the Board to the extent permitted by applicable law. (See Board Policy 2.1.8.3.)

~~Section 4.07.~~Section 4.08. **Alternates.** Each region shall designate an alternate for each chair and vice chair, who shall meet the qualification requirements for chair and vice chair, to act at meetings of the Board of Directors when the chair or vice chair is unable to attend. The vice chair of each standing committee will be the alternate to act at meetings of the Board of Directors when the standing committee chair is unable to attend. An alternate may not act or vote on behalf of more than one member of the Board of Directors. A member of the Board of Directors may not act as an alternate for any other member.

~~Section 4.08.~~Section 4.09. **Vacancies for Standing Committee Chairs and Vice Chairs.** Should a vacancy occur in the office of any standing committee chair or vice chair before the end of the term, the president shall appoint a new committee chair or vice chair to fulfill the unexpired term of such committee chair or vice chair subject to ratification by the Board of Directors. A vacancy in the office of any such standing committee chair or vice chair as described in the previous sentence shall be deemed to exist when the chair or vice chair: (1) resigns the office; (2) no longer is an officer, employee, or member of the governing body of a member agency of the Association, or other representative duly designated by a member agency of the Association to represent that member; or (3) is otherwise removed by a member agency of the Association.

~~Section 4.09.~~Section 4.10. **Duties, Authorities, and Delegation.** Subject to the provisions and limitations of California Nonprofit Corporation Law, other applicable laws, and the provisions of these bylaws, the Association's activities and affairs are to be exercised by or under the direction of the Association's Board of Directors. The Board of Directors is responsible for the overall supervision, control, and direction of the Association. The Board of Directors shall: (1) employ and release the executive director/secretary; (2) set performance expectations for the executive director/secretary; (3) receive, review, and consider approval of executive director/secretary recommended compensation, other terms and conditions of employment, and annual evaluations as prepared by the Executive Committee; (4)

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annually adopt a budget; and (5) set the level of dues for the Association. Except as to the duties listed in the previous sentence, and subject to Article 3, Section 2, the Board of Directors may delegate the supervision, control, and direction of the Association's affairs to any person or group, including a committee, provided the Association Board retains ultimate responsibility for the actions of such person or group. Where such powers are delegated, the delegation shall be documented in writing.

~~Section 4.10.~~Section 4.11. **Immediate Past President.** The immediate past president automatically assumes this position after serving as the Association's elected president and is a voting member of the Board of Directors and Executive Committee. The term of office for the immediate past president shall commence on January 1 of the calendar year following election of the president and vice president and shall terminate on December 31 of the following odd-numbered year two years later. In the event the most immediate active past president is unavailable to serve, the most recent and available active past president in succession shall serve in this capacity.

~~Section 4.11.~~Section 4.12. **Code of Conduct of Board Members.**

(a) The Board of Directors shall establish, and update as appropriate, a code of conduct for its Directors that recognizes the Association's commitment of integrity, respect, and fair representation to its members and the public they serve and establishes minimum ethical standards for the performance of the duties of office. (See Code of Conduct Policy, Board Policy Manual, Policy No. GO-2.1A.) The code shall be consistent with the procedural processes contained in the Code of Conduct Policy. (See sections 2.1.3A and 2.1.4A of Policy GO-2.1A of the Board Policy Manual.) The code shall be distributed to all new Directors and shall be distributed annually to all members of the Association.

ARTICLE 5– Regions

Section 5.01. Boundaries of Each Region.

(a) There shall be a maximum of 10 regions within the state. The Board of Directors shall determine the regional boundaries. Insofar as is practicable, the regions shall have a numerical balance in members of the Association; make geographic sense; and promote regional problem solving.

(b) A member of the Association may file a written petition to the Board of Directors requesting a change in regions. Such petition shall set forth the reasons for such requested change. The Board shall, within a reasonable time, act upon such petition and set forth the reasons for its action. Such action by the Board shall be based on factors in Section 5.01(a) above, as well as others deemed by the Board of Directors to be relevant to the decision.

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Section 5.02. Officers.

(a) The officers of each region shall be a chair and vice chair and three to five region board members who shall be elected by the region in each odd-numbered year. A region may maintain a board of fewer than five but not less than three members as provided in the region's rules and regulations. The officers of the region board shall take office on January 1 of the calendar year following election and shall hold office for two years, or until their successors take office. Regions shall hold elections by electronic ballot. Five or more members of the Association from the region shall constitute~~ing~~ a quorum for purposes of regional board elections. Association staff shall verify the legitimacy of the ballots.

(b) The officers of each region shall: (1) exercise the powers and perform duties of the region during the interim between region meetings; and (2) make recommendations to the president regarding appointments to committees. The chair and vice chair shall be the region's representatives to the Board of Directors.

(c) Each officer of a region shall be an officer, employee, or member of the governing body of a member agency of the Association, or other representative duly designated by a member agency of the Association to represent that member at the time of the appointment. Where an individual ceases to meet these criteria during the term of the office, the individual may not serve during the remaining term of that office unless that individual can again meet the criteria for the office and is appointed to complete the term. The region board may adopt more stringent criteria for board member qualifications as part of the region's rules and regulations.

(d) Should a vacancy occur in any of the region board positions before the end of the term, the remaining members of the region board shall appoint a new member. A vacancy in the office of any region board position shall be deemed to exist when a region board member: (1) resigns the office; (2) no longer is an officer, employee, or member of the governing body of a member agency of the Association, or other representative duly designated by a member of the Association to represent that member; or (3) is otherwise removed by a member agency of the Association.

Section 5.03. Nominating Committees. There shall be a nominating committee for each region consisting of three or more designees, each representing a member of the Association located within the region, appointed by the chair of the region and approved by the region board. Nominating committees shall be formed by February 28 of each odd-numbered year.

Section 5.04. Meetings. The meetings of each region shall be held at both the spring and fall conferences and at such other times and places as may be determined by the region chair. Representatives of five or more members of the Association from the region present at any region meeting shall constitute a quorum for purposes of conducting the business of the region. Any meeting,

regular or special, may be held in person or by telephone conference, web video conference, or other electronic video screen communication or electronic transmission, as set forth in Section 4.06.

Section 5.05. Workgroups. Workgroups may be appointed by the region chair as needed.

Section 5.06. Rules. Each region shall organize and adopt rules and regulations for the conduct of its meetings and affairs not inconsistent with the Articles of Incorporation or bylaws of the Association. Each region shall abide by the code of conduct adopted by the Board of Directors of the Association.

ARTICLE 6 – Executive Committee

Section 6.01. Membership. There shall be an Executive Committee consisting of the following: the president of the Association, who shall be the chair thereof; the vice president; the most immediate active past president; the chair of the Finance Committee; and three at-large representatives selected from and by the members of the Board of Directors. The election of the three at-large representatives to the Executive Committee shall occur at the first Board of Directors meeting held in each even-numbered year and the elected representatives shall serve immediately following their election and until such time as their successors take office. To the extent practical, the Executive Committee should be constituted so as to reflect the geographic extent of the Association and the functions of the members of the Association.

Section 6.02. Powers. The Executive Committee shall have the following authority:

(a) **Personnel.** Subject to the budget adopted by the Board of Directors, the Executive Committee shall perform the following personnel actions: (1) recommend compensation for the executive director/secretary to the Board of Directors for approval; (2) perform annual reviews of the executive director/secretary and submit that review to the Board of Directors; (3) review the classification and compensation plan and publicly posted salary schedule for Association employees submitted by the executive director/secretary, which shall be approved by the Board of Directors; (4) establish personnel policies for the conduct and behavior of employees, which shall be reviewable by the Board of Directors; and (5) undertake such other personnel actions as may be requested by the executive director/secretary in support of his or her oversight of all other personnel matters, which shall be reviewable by the Board of Directors, in closed session, upon request of the Board of Directors.

(b) **Delegation.** The Executive Committee may act pursuant to any authority specifically delegated to it by the Board of Directors. The delegation shall indicate whether the authority is still subject to the ultimate authority of the Board.

(c) **Authority to Act Between Meetings.** The Executive Committee may act for the Board of Directors between Board meetings when calling a special meeting of the Board of Directors is impracticable, provided that no such action of the Executive Committee shall be binding on the Board of Directors until authorized or approved by the Board. The

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Executive Committee has the authority to authorize actions recommended by the Legal Affairs Committee (such as the filing of letter briefs and amicus curiae briefs) by electronic means without the need for an in-person or telephonic meeting, but such actions shall be ratified by the Board of Directors at its next meeting.

Section 6.03. Reporting. The president, or any person designated by the president, shall report to the Board of Directors, at each regular Board meeting, any action taken by the Executive Committee since the last preceding regular Board meeting. The minutes of Executive Committee meetings, which at that time may still be in draft form, shall be mailed (using the U.S. Postal Service, express delivery, electronic means, or otherwise) to each member of the Board of Directors at least five days prior to Board meetings, except in cases in which the Executive Committee meets during or immediately prior to a conference of the Association or immediately prior to a Board meeting, in which case the minutes, which may still be in draft form, shall be mailed to each director promptly thereafter.

Section 6.04. Meetings. The Executive Committee shall hold regularly scheduled meetings as set by the president. Special meetings of the Executive Committee may be called by the president upon notice to the members of that committee or upon written request of three Executive Committee members. Notice for special Executive Committee meetings shall be provided to the entire Board: (1) upon five days' written notice sent by mail, or (2) upon 24 hours' notice with notice provided by electronic means; and all such meetings shall be open to the Board of Directors. Any meeting, regular or special, may be held in person or by telephone conference, web video conference, or other electronic video screen communication or electronic transmission, as set forth in Section 4.06. With the exception of closed sessions as designated by the Executive Committee, all members of the Board of Directors and Council of Past Presidents may attend any meeting of the Executive Committee. However, ~~Meetings of~~ the Executive Committee may ~~be~~ close~~d~~ its meetings to select or all non-members of the Committee ~~to others~~ at the discretion of the president or by a majority vote of the Executive C~~c~~ommittee. Any decision to close an Executive Committee meeting to others shall be final and not reversible except with the consent of party that decided to close the meeting. Only members of the Executive Committee are allowed to vote on Executive Committee matters ~~at a meeting of the committee~~.

Section 6.05. Minutes. The minutes of the Executive Committee meetings shall be kept by the executive director/secretary at the Association's principal office. Actions of the Executive Committee shall be reported to the Board of Directors as provided in Section 3 of this Article and shall be available to any member of the Board of Directors upon request to the executive director/secretary.

ARTICLE 7 – Standing Committees

Section 7.01. Qualification. In order to serve on any Association standing committee, an individual must be an officer, employee, or member of the governing body of a member agency of the Association, or other representative duly designated by a member agency of the Association to represent that member at the time of the appointment. Where an individual ceases to meet these criteria during the term of the

appointment, the individual may not serve during the remaining term of that appointment unless that individual can again meet the criteria for appointment and is appointed to complete the term.

Section 7.02. Term of Office. The term of office of standing committee members shall be two years commencing on January 1 of each even-numbered year. The term of office of standing committee chairs and vice chairs shall be approximately two years and shall commence as soon after January 1 of the even-numbered year as they may be appointed by the president and ratified by the then-seated Board of Directors, and shall terminate on December 31 of the odd-numbered year approximately two years later or until their successors are appointed and ratified.

Section 7.03. Meetings. Meetings of standing committees may be called at such times and places designated by the respective chair thereof except where provided otherwise by these bylaws. Any meetings of standing committees may be conducted, in whole or in part, by electronic transmission or by electronic video screen communication, as set forth in Section 4.06. Subject to the provisions of these bylaws and any actions that may be taken by the Board of Directors, the chairs of each standing committee may establish their own rules for the efficient operation of the committee they each chair. The chairs of each standing committee are authorized to create subcommittees and workgroups in order to complete the work of the committee.

Section 7.04. Committee Composition. Each limited standing committee shall have a membership composition that is comprised of members in the quantity and with qualifications as defined by the provisions of these bylaws. The committee chair position shall not be included in the maximum count for determining the committee composition total of any given limited committee. The committee chair shall, however, be a voting member of their respective committees subject to the rules and procedures of each committee. If the chair is absent, the vice chair shall fill the role of the chair during such absence.

Section 7.05. Agriculture Committee. There shall be an Agriculture Committee whose duty it shall be to recommend Association policy, positions and programs to the Board of Directors, State Legislative Committee, Federal Affairs Committee or other committees, as appropriate, regarding agricultural issues affecting the interests of the Association and its members. The committee shall consist of at least one member from each region.

Section 7.06. Business Development Committee. There shall be a Business Development Committee whose duty it is to develop and recommend to the Board of Directors programs and activities to be provided or administered by the Association that generate non-dues revenue and provide a service or benefit to member agencies. The committee shall consist of at least one member from each region and may include members from any of the other standing committees.

Section 7.07. Communications Committee. There shall be a Communications Committee whose duty it shall be to develop and make recommendations to the Board of Directors regarding a comprehensive internal and external communications program for the Association and to promote development of sound public information and education programs and practices among member agencies. The committee shall

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consist of no more than 40 members. The committee shall consist of at least one member from each region.

Section 7.08. Energy Committee. There shall be an Energy Committee whose duty it shall be to recommend policies and programs to the Board of Directors and to the State Legislative Committee and/or Federal Affairs Committee as appropriate. The committee shall consist of at least one member from each region.

Section 7.09. Federal Affairs Committee. There shall be a Federal Affairs Committee whose duty it shall be to review all federal legislative proposals and regulatory proposals affecting member agencies, after consulting with other appropriate committees, and to develop Association positions consistent with existing policy, where it has been established; recommend sponsorship of bills that will resolve problems or improve conditions for member agencies; and assist in the establishment of the Association's federal legislative program. The committee shall consist of at least one, but no more than five members from each region.

Section 7.10. Finance Committee. There shall be a Finance Committee whose duty it shall be to make recommendations to the Board of Directors regarding annual budgets, dues formula and schedules and other revenue-producing income, annual audit and selection of an auditor, and investment strategies. The committee shall consist of the president and vice president of the Association as *ex officio* members, either the chair or vice chair from each of the Association's 10 region boards, and one additional member from each region with experience in financial matters.

Section 7.11. Groundwater Committee. There shall be a Groundwater Committee whose duty it shall be to recommend policies and programs to the Board of Directors and to the State Legislative Committee and/or Federal Affairs Committee as appropriate. The committee shall consist of at least one member from each region.

Section 7.12. Legal Affairs Committee. There shall be a Legal Affairs Committee whose duty it shall be to support the mission of the Association, and more particularly to deal with requests for assistance involving legal matters of significance to member agencies, including but not limited to state and federal court litigation, water rights matters, selected regulatory and resources agency matters, proposed bylaw revisions, review of legislation as requested by the State Legislative Committee, etc. The committee shall consider matters and issues submitted to it in order to determine which ones are of major significance to the member agencies and, assuming a finding of major significance, recommend to the Board of Directors the position(s) which the committee believes the Association should take with respect thereto. The committee shall be composed of between 34 and 44 attorneys, each of whom shall be a member of the California Bar and shall be, or act as, counsel for a member agency, representing diverse interests within the Association, including but not limited to, different geographical areas throughout the state, large and small agencies, agricultural and urban agencies, agencies created under the various enabling statutes, etc. The committee shall consist of at least one member from each region.

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Section 7.13. Local Government Committee. There shall be a Local Government Committee whose duty it shall be to recommend policies to the State Legislative Committee, as appropriate, and Board of Directors on matters affecting water agencies as a segment of local government in California. The committee shall consist of at least one, but no more than three members from each region.

Section 7.14. Membership Committee. There shall be a Membership Committee whose duty it shall be to assist staff in developing membership recruitment and retention programs, make recommendations to the Board of Directors regarding membership policies, eligibility, and applications for membership and review and make recommendations to the Finance Committee regarding an equitable dues structure. The committee shall consist of at least one member from each region.

Section 7.15. State Legislative Committee. There shall be a State Legislative Committee whose duty it shall be to review all state legislative proposals affecting member agencies and to establish Association positions, consistent with existing policy, where it has been established; sponsor bills that will resolve problems or improve conditions for member agencies; and assist in the establishment of the Association's legislative program. The committee shall consist of members representing a variety of types of member agencies and at least one, but no more than four members from each region.

Section 7.16. Water Management Committee. There shall be a Water Management Committee whose duty it shall be to recommend policy and programs to the Board of Directors on any area of concern in water management. The committee shall consist of at least one, but no more than four members from each region.

Section 7.17. Water Quality Committee. There shall be a Water Quality Committee whose duty it shall be to develop and recommend Association policy, positions, and programs to the Board of Directors, to promote cost-effective state and federal water quality regulations that protect the public health, to enable interested member agencies to join together to develop and coordinate with other organizations, and to present unified comments regarding agricultural and domestic water quality regulations. The committee shall consist of at least one member from each region.

ARTICLE 8 – Special Councils, Committees, and Task Forces

Section 8.01. Council of Past Presidents. There shall be a Council of Past Presidents composed of all past presidents of the Association who serve on the council until each is no longer able to or wishes to serve. The council shall provide a mechanism for past presidents to continue to make valuable contributions to the Association. With approval of the Board of Directors, the president and/or executive director/secretary may assign specific responsibilities to the council from time to time. Members of the Council of Past Presidents are invited to attend and participate in the Association's Board and Executive Committee meetings, including attending closed sessions of the Board. Members of the Council of Past Presidents may also attend ~~closed sessions~~ meetings of the Executive Committee except as designated by the Executive Committee as further described in Section 6.04. With the exception of the immediate past president, members of the Council of Past Presidents are non-voting.

Section 8.02. Election Committee. There shall be an Election Committee consisting of eleven representatives established by February 28 of each odd-numbered year, whose purpose shall be to present qualified individuals for the offices of president and vice president of the Association. The Election Committee shall vet all candidates to determine if the eligibility criteria have been met. The Election Committee will endorse a preferred candidate for president and vice president before presenting an open ballot with all qualifying candidates to the members for a vote in the manner set forth in Section 9.10 and Section 9.11.

(a) Selection. The Election Committee shall be selected in the following manner:

(1) Each of the 10 currently seated Region Boards in the odd-numbered year shall appoint a representative from their respective regions to serve on the Election Committee.

(2) One representative appointed by the president in the odd-numbered year shall also serve on the Election Committee. Neither the president nor the vice president qualifies to be appointed to this position.

(b) Qualification. In order to serve on the Election Committee, an individual must be an officer, employee, or member of the governing body of a member agency of the Association, or other representative duly designated by a member agency of the Association to represent that member at the time of the appointment. Past presidents, who are Honorary Life Members of the Association, may also serve on the Election Committee without meeting stated qualifications unless otherwise disqualified. Where an individual ceases to meet these criteria during the election cycle, the individual may not continue to serve. When the disqualified member represented a Region Board, the affected Region Board shall select a replacement representative. When the disqualified member represented the President, the President shall select an alternate representative.

Section 8.03. Other Committees and Task Forces. Other committees and task forces may be appointed by the president from time to time as needed, consistent with and supportive of the mission of the Association.

ARTICLE 9 – Meetings of Members

Section 9.01. Meetings. Meetings of the members of the Association shall be held at the Association's conferences to provide a report to the members on the Association's activities during the past year, provide an overview of the Association's finances, announce the newly elected president and vice president of the Association in each odd-numbered year, and to transact such other proper business as may come before the meeting.

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Section 9.02. Special Meetings. Special meetings of the members of the Association may be called by the Board of Directors, the president of the Board of Directors, or by 5 percent or more of the members of the Association. Except when called by the Board, a request for a special meeting must be in writing and must be delivered in person or mailed by first-class mail addressed to the president of the Board at the principal office of the Association, with a copy to the executive director/secretary. The request must state the general nature of the business proposed to be transacted at the meeting.

A special meeting that has been called by written request of 5 percent of the member agencies of the Association to the Board of Directors shall be set by the Board of Directors on a date that is not less than 35 or more than 90 days after receipt of the request.

Section 9.03. Meetings by Remote Communication. Any meeting of the members may be conducted, in whole or in part, by electronic transmission by and to the Association or by electronic video screen communication. The member shall be deemed present in person at the meeting if the following apply:

(a) The Association implements reasonable measures to provide the member a reasonable opportunity to participate in the meeting and to vote on matters submitted to the members, including an opportunity to read or hear the proceedings of the meeting substantially concurrently with those proceedings.

(b) If any member votes or takes other action at the meeting by means of electronic transmission to the Association or electronic video screen communication, a record of that vote or action is maintained by the Association.

(c) The Association verifies that each person participating remotely is an authorized representative of a voting member.

Section 9.04. Notice Requirements for Membership Meetings. Written notice of any membership meeting shall be given to each voting member of the Association. The notice shall state the date, time, and place of the meeting; the means by which members may participate; and the general nature of the business to be transacted. The member notification information shall also be posted on the Association's website.

Except as otherwise provided in these bylaws or California law, a written notice of regular membership meetings shall be given not less than 10 or more than 90 days before the date of the meeting to each member who, on the record date for notice of the meeting, is entitled to vote; provided, however, that if notice is given by mail, and the notice is not mailed by first-class, registered, or certified mail, that notice shall be given not less than 20 days before the meeting.

Section 9.05. Notice Requirements for Special Meetings. The executive director/secretary shall cause notice to be given to all members of the Association of the date, time, and place of the meeting and the general nature of the business to be transacted at the meeting. No business except that specified in the request and notice may be transacted at said special meeting. If notice of the requested special meeting

is not given within 20 days after receipt of the request, the person or persons requesting the meeting may give the notice.

Section 9.06. Voting. Each member of the Association in good standing at the time of the annual or special meeting shall be entitled to one vote that shall be cast by its authorized representative. Each member must designate its authorized representative prior to the annual or special meeting. It is the member's responsibility to designate or update its authorized representative as needed. The Association may confirm with any member the identity of that member's authorized representative for the purpose of casting ballots in any election of president and vice president, amendments to these Bylaws, or other Association business that requires a vote. All questions, except amendments or revisions of these bylaws, shall be determined by a majority of the members present and voting. A roll call may be requested by any authorized representative.

Section 9.07. Amendment of Bylaws. These bylaws may be amended or revised by two-thirds of the member agencies of the Association present and voting at any meeting.

Section 9.08. Quorum. The presence of the authorized representatives of at least 50 members of the Association at any meeting of the members shall constitute a quorum for transacting business. Actions of the members of the Association taken by written ballot shall require the timely receipt of the written ballot from the authorized representatives of at least 50 members to constitute a quorum.

Section 9.09. Amendments, Revisions, and Resolutions. Before any amendments or revisions to the bylaws, or resolutions, may be considered at any meeting of the Association, any such amendment, revision, or resolution shall be submitted to the executive director/secretary at least 90 days prior to the first day of such meeting. The executive director/secretary shall promptly distribute any proposed amendments or revisions to the Legal Affairs Committee for the Legal Affairs Committee to develop an unbiased analysis of the amendments or revisions. Following development of an analysis for the proposed amendments or revisions, the executive director/secretary shall distribute copies of any resolutions, amendments or revisions, including any applicable analyses, to all members of the Association not less than 10 days or more than 90 days prior to presentation at such meeting. The written notice of the membership meeting shall be given to each voting member of the Association consistent with the provisions defined in Section 9.04. The 90-day rule may be suspended at any meeting of the Association by consent of three-fourths of the members present. Voting on resolutions, amendments, or revisions shall proceed as provided by Sections 9.06 and 9.07.

Section 9.10. Nomination of President and Vice President.

(a) **Qualification.** At the time of their election, the president and vice president of the Association shall each be an elected or appointed member of the governing body or commission (as appropriate) of a member agency of the Association.

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(b) **Nominating Resolutions.** All nominations for the positions of president and vice president shall be accompanied by an official resolution from the Association member agency on whose board the nominee serves. Said resolution shall be signed by an authorized signatory of the member agency's Board of Directors.

Section 9.11. Election of President and Vice President. Each member of the Association in good standing at the time a vote is cast is entitled to one vote for election of the president and vice president that shall be cast by its authorized representative by written ballot. The ballot and any related material may be sent by first class, registered, or certified mail or electronic transmission by the Corporation that meets the requirements of Corporations Code section 20, and responses may be returned to the Corporation by mail or electronic transmission. On any written ballot for the election of president or vice president, an authorized representative acting on behalf of the member may write in a qualified candidate for election. Nominating resolutions for write-in candidates must be received by the deadline for the return of ballots.

Section 9.12. Write-In Candidates. If a write-in candidate prevails in any election for president or vice president, such individual shall not be officially elected into such position until the Election Committee confirms that the individual meets the eligibility criteria and qualifications requirements.

Section 9.13. Run-off Election for President and Vice President. In the event a nominee does not receive a majority of the votes for president or vice president, a run-off election shall be held for the office or offices for which a majority of the votes have not been received. The run-off election shall only involve the nominees who received the two highest amounts of votes. The run-off election shall be conducted in the same manner as the initial election.

Section 9.14. Additional Procedures for Election of President and Vice President. The Board shall have the authority to adopt policies for elections ("Election Policy") of president and vice president setting forth the details for the election of such positions when not otherwise contrary to or covered by these bylaws.

Section 9.15. Action by Written Ballot. To the extent permitted by applicable law and subject to all applicable requirements, any action that may be taken at a regular or special member meeting of the members may be approved by written ballot if a ballot is sent to each member entitled to vote on the matter. If approved by the Board, ballots may be sent and returned by electronic transmission as permitted in the Corporations Code. Ballot format, solicitation and voting thresholds shall meet the requirements of the Corporations Code and be consistent with applicable provisions of these Bylaws.

ARTICLE 10–Indemnification of Directors, Officers, and Other Agents

Section 10.01. Right of Indemnity. To the fullest extent permitted by law, this Corporation shall indemnify its Directors, Officers, employees, and other persons described in Section 7237(a) of the California Corporations Code, including persons formerly occupying any such position, against all expenses, judgments, fines, settlements and other amounts actually and reasonably incurred by them in

connection with any "proceeding," as that term is used in that Section, and including an action by or in the right of the Corporation, by reason of the fact that the person is or was a person described in that section. "Expenses," as used in this bylaw, shall have the same meaning as in Section 7237(a) of the California Corporations Code.

Section 10.02. Approval of Indemnity. On written request to the Board by any person seeking indemnification under Section 7237(b) or Section 7237(c) of the California Corporations Code, the Board shall promptly determine under Section 7237(e) of the California Corporations Code whether the applicable standard of conduct set forth in Section 7237(b) or Section 7237(c) has been met and, if so, the Board shall authorize indemnification.

Section 10.03. Advancement of Expenses. To the fullest extent permitted by law and except as otherwise determined by the Board in a specific instance, expenses incurred by a person seeking indemnification under these bylaws in defending any proceeding covered by those Sections shall be advanced by the Corporation before final disposition of the proceeding, on receipt by the Corporation of an undertaking by or on behalf of that person that the advance will be repaid unless it is ultimately determined that the person is entitled to be indemnified by the Corporation for those expenses.

Section 10.04. Insurance. The Corporation shall have the right to purchase and maintain insurance to the full extent permitted by law on behalf of its Officers, Directors, employees, and other agents, against any liability asserted against or incurred by any officer, director, employee, or agent in such capacity or arising out of the officer's, director's, employee's or agent's status as such.

ARTICLE 11 - Miscellaneous

Section 11.01. Conduct of Meetings. All meetings of the Association shall be conducted in accord with the code of conduct and in substantial accordance with the latest edition of Robert's Rules of Order Newly Revised unless the Board adopts alternate rules of conduct for itself and/or its committees, region boards, and region workgroups.

Section 11.02. Funds. The funds of the Association shall be used to further the aims and purposes of this Association. They shall be kept by the controller/treasurer and paid out by checks or other electronic means, which shall only be valid with two authorized signatures. The Board of Directors shall designate by resolution which persons, other than the controller/treasurer, may sign for expenditures. The Finance Committee shall implement procedures to ensure necessary internal controls over the receipt and expenditures of Association funds and arrange for an external audit. Audit reports shall be presented to the Board of Directors.

Section 11.03. Disposition of Assets upon Dissolution. The Association's properties and assets are irrevocably dedicated to the fulfillment of the Association's purposes as described in Article 2 of the Articles of Incorporation. No part of the Association's net earnings, properties and assets, on dissolution or otherwise, may inure to the benefit of any private person. Upon the dissolution of the Association, all

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debts thereof shall be paid and its affairs settled, and all remaining assets shall be distributed to the Association's member political subdivisions for a public purpose, consistent with the provisions of the California Nonprofit Corporation Law relating to mutual benefit corporations then in effect and with the Articles of Incorporation.

Section 11.04. Definitions. As used in these Bylaws, the terms "electronic transmission" and "notice provided by electronic means" shall refer to notice and other communications given by fax or e-mail.

Section 11.05. Conflicts Between Bylaws and Other Association Policies. To the extent permitted by applicable law, these Bylaws shall govern in the event there is a conflict between these Bylaws and another Association policy, rule, or procedure.

Amended comprehensively December 1, 2010
Amended May 9, 2012
Amended May 7, 2014
Amended December 2, 2015
Amended November 29, 2017
Amended & Restated November 30, 2022
Amended & Restated December 4, 2024

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21 September 2026

Patricia Mairena
Westborough Water District
2263 Westborough Blvd.
South San Francisco, CA 94080

Subject: Proposal for Preparation of Urban Water Use Objective (UWUO) Reports for Fiscal Year 2025/26 through FY 2028/29 and Review and Verification of DWR LAM Data
Westborough Water District
(EKI C60264.00)

Dear Ms. Mairena:

We understand that the Westborough Water District (District) has requested that EKI Environment & Water, Inc. (EKI) prepare the District's Urban Water Use Objective (UWUO) Reports for fiscal years (FY) 2025/26 through 2028/29, review of the California Department of Water Resources (DWR) Landscape Area Measurement (LAM) data, and verification of non-functional turf (NFT) within the District's service area. This proposal describes the proposed scope of work for these tasks. EKI has an existing agreement with the District to prepare Annual Water Supply and Demand Assessments through July 1, 2029.

PROJECT UNDERSTANDING AND BACKGROUND

In July 2024, California enacted the Making Conservation a Way of Life regulation (MCCWL or Regulation) implementing Senate Bill 606 and Assembly Bill (AB) 1668 to support long-term water conservation and drought resilience. These regulations establish an annual UWUO for water suppliers, which require compliance with a specific water use budget. In addition to compliance requirements for the UWUO portion of the regulation, MCCWL also requires compliance with a series of Performance Measures for Commercial, Industrial, and Institutional (CII) urban water users.

The UWUO is a water budget-based approach to water use efficiency unique to each urban water supplier and is made up of individual water use standards. As shown on **Figure 1**, the UWUO is calculated as the sum of the following components: (1) residential indoor water use standard, (2) residential outdoor water use standard, (3) CII landscape outdoor water use standard (for landscapes with Dedicated Irrigation Meters [DIMs]), (4) water loss standard, (5) allowable variances, and (6) bonus provisions. Urban water suppliers will need to assess whether they meet their UWUO collectively; they are not required to comply with the individual standards as long as they meet the overall UWUO (except for the water loss standard which must be met separately as part of the Water Loss Performance Standards regulation[1]). Urban water suppliers are required to submit UWUO reporting annually by January 1st demonstrating their calculated annual UWUO and their actual water use over the prior fiscal year.

[1] California Code of Regulations Title 23, Section 981 which implements Senate Bill 555.

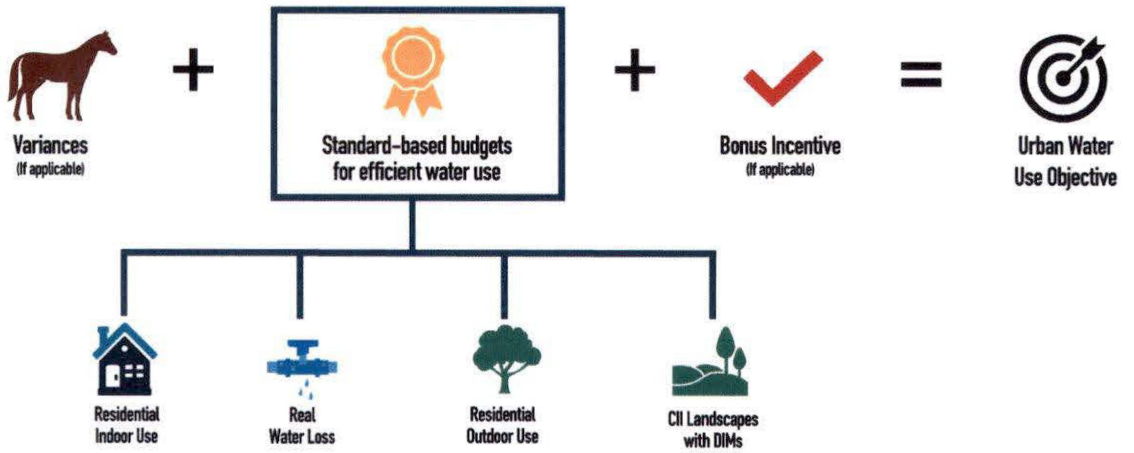


Figure 1. Water Use Components that Make Up the UWUO

The MCCWL regulatory requirements are summarized in **Figure 2**. Suppliers will be required to demonstrate compliance with their supplier-specific UWUO beginning 1 January 2027. EKI assisted the District in preparing UWUO reports from FY 2022/23 through FY 2024/25. In addition to meeting the UWUO, suppliers must comply with CII Performance Measure requirements with multiple pathways and deadlines through 2039. Between 2027 and 2029, the MCCWL regulation requires quantification of CII landscape areas served by dedicated irrigation meters (DIMs) and identify large landscapes served by mixed-use meters (MUMs). Suppliers also have the option to identify CII landscape areas classified as special landscape areas (SLA). These include landscapes irrigated with recycled water, recreational landscapes, and others.

Additionally, AB 1572, which was signed into law in 2023, prohibits the irrigation of NFT with potable water on covered CII properties and certain home-owners associations (HOAs)/common-area properties, while exempting cemeteries, recreational areas, and potable water needed for tree/perennial health or immediate health and safety needs. The near-term rollout and NFT ban timeline is listed below:

- 1 January 2027: Public water systems must revise their regulations, ordinances, or policies to include AB 1572's requirements and communicate those requirements to customers. All government properties must comply with the NFT ban.
- 1 January 2028: All other CII properties must comply with the NFT ban.
- 1 January 2029: HOA/common-interest/community-service common areas must comply with the NFT ban.
- 1 January 2031: Properties owned by local governments, local public agencies, and public water systems in disadvantaged communities must comply with the NFT ban.

This scope of work is focused on supporting the District's compliance with MCCWL requirements from 2026 through 2029, which include annual submittal of UWUO reports to DWR, review of the DWR LAM data, and verification of DIMs, MUMs, and NFT within the District's service area as shown in red in **Figure 2**.

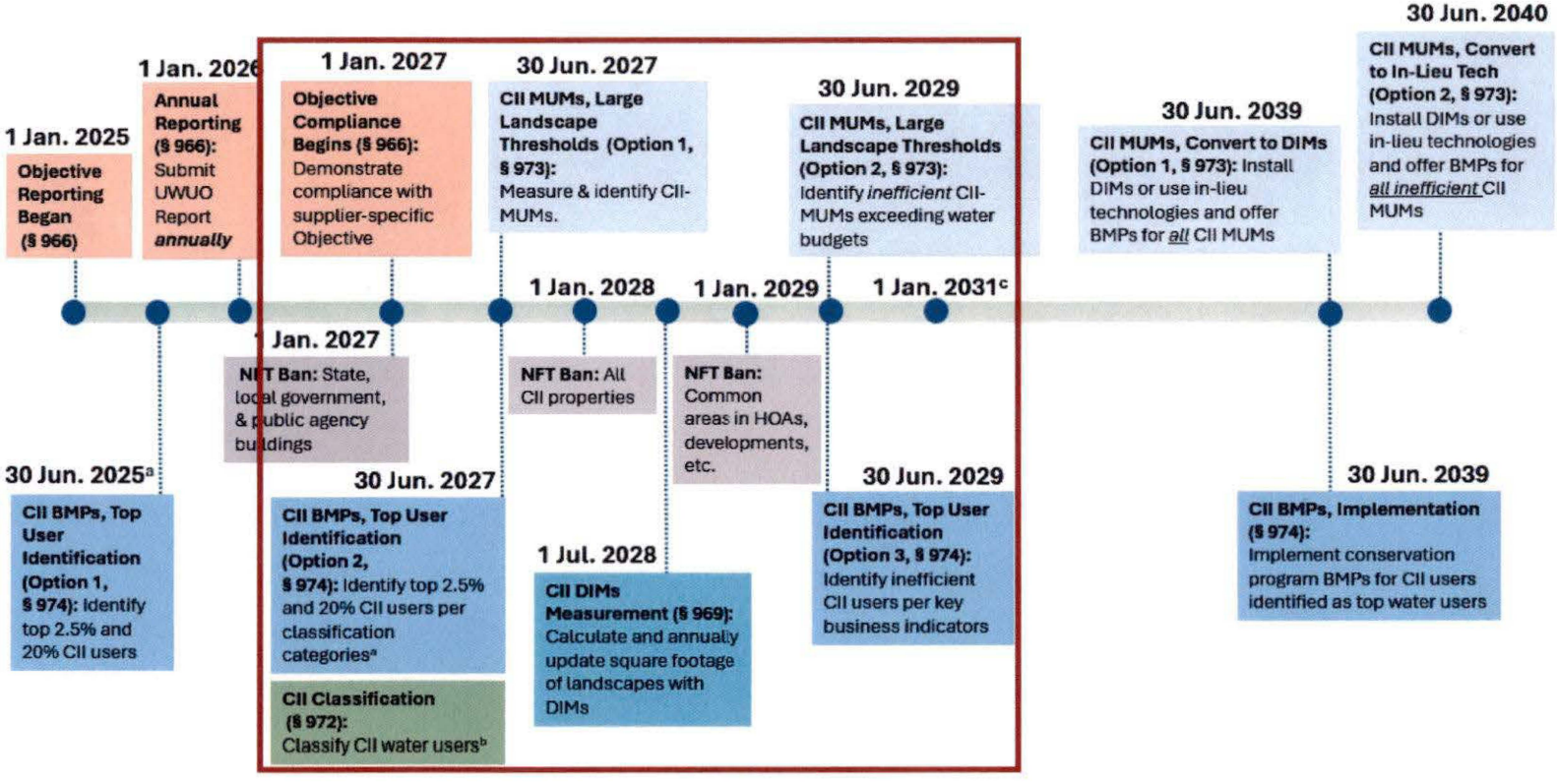


Figure 2. Timeline for MCCWL[2] and NFT Ban[3] Regulatory Requirement

[2] Red box represents the timeframe of the proposed Scope of Work.

[3] The NFT ban applies to turf that does not provide recreational, community, or environmental benefits. This includes turf located on road medians and outside businesses (e.g., CII properties, common areas in homeowner associations etc.) that are not used for recreation as well as turf located in parking lots and rights of way. Water suppliers will need to identify what landscapes fall under the ban, determine the options for compliance, and implement a plan to comply by the required schedule.

SCOPE OF WORK

Task 1 – UWUO Reporting for FY 2025/26 – FY 2027/28

EKI will prepare the District's required UWUO reporting for the next three years (i.e., FY 2025/26 – 2028/29). The UWUO reports are due January 1st of every year in accordance with the CA State Water Resources Control Board's (SWRCB) UWUO Reporting Form and Guidance template and any updates that the SWRCB may publish before the end of the calendar year. The deadlines and reporting period for the three UWUO reports included herein are shown in **Table 1**.

Table 1. UWUO Report Deadlines and Reporting Period

UWUO Report Deadline	Reporting Period
1 January 2027	FY 2025/26
1 January 2028	FY 2026/27
1 January 2029	FY 2027/28
1 January 2030	FY 2028/29

EKI anticipates performing the following tasks to prepare each UWUO report:

- Compile and review the District's UWUO-related data posted on the State's OpenData Portal and automated within the State-provided reporting template. Work with the District to review the data for accuracy. The datasets used in the OpenData Portal are sourced from a variety of supplier-reported data sets including Urban Water Management Plans (UWMPs), water loss audits, monthly conservation reports, volumetric annual reports of wastewater, and water system electronic annual reports, among others.
- Submit a Request for Information (RFI) to the District.
- Using District-provided data, calculate the volume of the top 10% of high-water users in single family and multi-family residential sector.
- Using District-provided data, identify the top 2.5% and 20% of CII users.
- Using District-provided data, estimate new residential landscape area and, starting with the FY 2026/27 report, CII DIM landscape area.
- Prepare a UWUO report by populating the SWRCB's UWUO reporting template.

For each UWUO report, EKI will prepare and submit one draft annual UWUO report for the District's review, will hold one meeting to present the draft report and key results, and will provide electronic submission of the completed UWUO and certification form on DWR's electronic portal.

Task 1 Deliverables:

- RFI
- FY 2025/26, FY 2026/27, FY 2027/28, and FY 2028/29 UWUO reports and submission

Task 1 Assumptions:

- EKI will identify the top 2.5% and 20% of CII users if the District elects to comply with Option 1 of Section 974 (see **Figure 2**) for all three UWUO reports. If the District elects Option 2, EKI will modify the methodology as needed to meet the applicable compliance requirements starting FY 2027/28, assuming a comparable level of effort.
- It is EKI's understanding that CII DIM landscape area will be reviewed and verified as part of **Task 2** within this scope of work.
- EKI assumes that the District will develop and adopt an ordinance or policy demonstrating compliance with the NFT Ban before 1 January 2027, in accordance with Section 975. Development or preparation of the ordinance or policy is not included in EKI's Scope of Work; however, EKI can submit the District's adopted ordinance or policy as part of the UWUO report.

Task 2 – Review and Verification of DWR LAM Data

In partnership with NV5G, DWR has produced and delivered to the District a dataset of provisional classifications for CII landscape areas: the CII-LAM-LUCD. The dataset includes five GIS shapefiles: a Parcel Layer, a CII Area of Interest (AOI) Layer, a LUCD Layer, a Functional/Non-Functional Turfgrass Layer, and Residential Extension Layers. The dataset's Functional/Non-Functional Turfgrass Layer contains square footage of each measured area and classifies the area as either function or non-functional.

Importantly, DWR's delivery does not include the location of CII DIMs or MUMs and their associated irrigated areas. This identification can only be performed by the water supplier or its representatives. The CII-LAM-LUCD data is provided for the suppliers' benefit as a potential dataset for calculating their CII budget within the UWUO. DWR requests, but does not require, that suppliers return their final edited CII-LAM-LUCD data so that the department has the most accurate version.

In addition to identifying and measuring CII landscape areas, the DWR provided dataset can also be used to identify potential SLAs and add missing areas from the District's residential landscape budget. By comparing the dataset to the District's account data and knowledge of specific land use types, the District can identify SLAs and potentially add them to their CII landscape budget. The dataset also includes landscape areas that may have been incorrectly excluded from DWR's Residential LAM data. This includes residential extensions (e.g. parkways) and residential parcels incorrectly listed as vacant. If the District confirms that these areas are in fact irrigated by a residential meter, the District can add these areas to its residential landscape budget.

If the District wishes to use this data to either add SLAs or update its Residential LAM then the District must report the updates to DWR and SWRCB. The below scope of work is designed to implement DWR's recommended actions and use the District's own GIS and billing data to assist the District with calculating the landscape irrigation budgets included in its UWUO.

Subtask 2.1 – Review and Validate the DWR-Provided CII-LUCD GIS Data

To support the District in reviewing the CII AOI, CII LUCD and Functional Turfgrass shapefile data for accuracy, EKI will conduct the following activities under this subtask:

- Prepare and submit a RFI to obtain relevant GIS data (including but not limited to land use data, parcel and address data, parks and recreational spaces and meter locations), billing records, and any other relevant information regarding landscape areas (District Data);
- Review a selection of most appropriate district-wide aerial imagery based on seasonality, time, and image resolution. Esri world aerial imagery, Google Earth, and NearMaps will be consulted;
- Upload and review all DWR-provided shapefiles (i.e. Parcel Layer, CII AOI Layer, LUCD Layer, Functional/Non-Functional Turfgrass Layer, and Residential Extension Layers) in an ArcGIS Online (AGOL) Portal. This portal is used to review the DWR dataset against District Data and aerial imagery;
- Perform verification and review of the CII-LUCD and Functional Turfgrass classifications against chosen imagery and District Data;
- Identify select Parcels that require further review. Use Google "Street View" where appropriate to perform a more detailed review of individual parcels. Flag remaining parcels for field verification if needed.
- Modify shapefile attribute fields as needed (e.g., correcting irrigation status, turfgrass functional/non-functional classifications, and LUCD Level 2 classifications) based on District Data and chosen imagery;
- Modify shapefile geometry as needed for the CII-LUCD, AOI, and Functional Turfgrass shapefiles; and
- Conduct one virtual workshop with District staff via MS Teams to review results.

<u>Subtask 2.1 Deliverables</u>

- Presentation provided to District staff during the workshop to summarize data review findings, corrections made, and any data gaps requiring field verification.
- Corrected/annotated GIS shapefiles.

<u>Subtask 2.1 Assumptions</u>

- The District will provide access to its GIS data and relevant billing records (District data) in response to EKI's RFI and facilitate obtaining land use and parcel datasets from the City of South San Francisco and San Mateo County.
- District Data will be provided in a geolocated or tabulated format with appropriate identification for incorporation into GIS (e.g. identified by Assessor Parcel Numbers [APN] or address).
- Geometry will only be updated for CII landscape areas where the modifications are greater than approximately 0.05 acres of land per parcel.
- EKI will use the chosen imagery for the accuracy review, as DWR is unable to provide its imagery for download due to licensing restrictions.

- District staff will perform field verifications, if needed. However, should the District prefer that EKI perform the field verifications, see **Optional Task 3**.
- One virtual workshop with District staff is included to discuss findings and confirm corrections.

Subtask 2.2 – Locate DIMs, CII-MUMs, and SLAs, and Map Irrigation Premises

EKI will review shapefiles of DIMs and MUMs associated with large landscapes and map their irrigation area. EKI will conduct the following activities under this subtask:

- Collaborate with the District to validate CII DIM, CII MUM, and potential SLA accounts within the billing database.
- Associate the validated CII-LAM-LUCD data from **Subtask 2.1** with the District's meter location data to:
  - Identify which CII parcels are served by DIMs versus MUMs.
  - Identify which CII parcels may be classified as SLAs.
  - Calculate the total square footage of irrigated landscape areas served by DIMs (for UWUO reporting under Section 969).
  - Identify and calculate the total square footage of large landscapes (≥ 0.5 acres) served by MUMs (for CII Performance Measure reporting under Section 973).
  - Calculate the total square footage of irrigated landscape areas that qualify as SLAs.
  - Flag landscapes with provisional non-functional turfgrass classifications for District confirmation, in support of compliance with the Water Code §10608.14 NFT ban.
- Develop a summary table of landscape area measurements and meter associations for use in annual UWUO reporting.
- Produce GIS maps displaying the results of the work from **Subtasks 2.1** and **2.2**. and
- Conduct one virtual workshop to review results.

Per DWR's request, suppliers are encouraged to submit their final edited CII-LAM-LUCD data back to DWR. If the District wishes to make additions to its Residential LAM data (i.e. adding residential extensions or residential parcels falsely labeled as vacant), then those updates need to be submitted to DWR in coordination with the SWRCB.

At the direction of the District, EKI will package the corrected shapefiles and prepare a brief transmittal email on behalf of the District for submittal to DWR at WUE@water.ca.gov and the SWRCB at waterconservation@waterboards.ca.gov.

Subtask 2.2 Deliverables

- Tables summarizing relevant landscape area measurements for use in UWUO calculations.
- GIS map(s) showing DIM and MUM meter locations and SLAs overlaid with validated CII-LAM-LUCD landscape polygons.

- GIS-based turf inventory and NFT classifications.
- A technical memorandum (TM) summarizing data review findings, including corrections made, and any data gaps, as well as CII DIM, MUM, and SLA landscape area measurements, methodology, and data assumptions.
- Transmittal of corrected CII-LAM-LUCD shapefiles to DWR (at the direction of the District).
- Submission of the confirmed additions to the Residential LAM data to DWR and SWRCB (at the direction of the District).

Subtask 2.2 Assumptions

- The District will provide a shapefile of geolocated DIM and MUM meters, or a table of DIM and MUM meters associated identification appropriate for GIS integration such as APNs or addresses.
- The District will provide account-level billing data with associated account type and CII classification.
- The District will work with EKI to identify other parcels that may qualify as SLA (e.g. sports fields and cemeteries).
- EKI's evaluation will be based on datasets provided by DWR, GIS analysis, chosen aerial imagery, and the provided District Data.
- District staff will perform field verifications, if needed. However, should the District prefer that EKI perform the field verifications, see **Optional Task 3**.
- One virtual workshop with District staff conducted via MS Teams to review results is included and assumed to be up to 90 minutes in duration.

GIS Standard Assumptions

The following GIS standard assumptions will be applied to the Scope of Work unless other standards are requested by the District:

- Coordinate system: All spatial datasets provided to the District will be in California State Plane Coordinate System (feet) using NAD83(2011)
- Datasets:
  - All GIS feature datasets will be created in shapefile, Esri geodatabase or other Esri compliant format. Tabular datasets will be in dBase IV (DBF) format, Esri geodatabase, or other Esri-compliant format. Image data will be in Esri GRID, Multiresolution Seamless Image Database (MrSID) or TIF format.
  - All datasets will include coordinate system information.
  - District GIS data will be used in the analysis where possible, e.g. District limit, parcels, park open space, schools, land use and zoning.
  - DWR data sets to be analyzed will be provided by the District.

- Metadata: A metadata file for each spatial dataset will be completed that aligns with Federal Geographic Data Committee (FGDC) Content Standards for Digital Geospatial Metadata. Metadata will be provided in XML file format
- Cartography: All maps will have the following standard map components: title, legend, north arrow, scale bar, map date, map author, data sources/credits (when applicable).
- Software: ArcGIS Pro software will be used for analysis and editing of spatial data.

Optional Task 3 – Field Verification

Should the District elect this optional task, EKI will perform the field verification of prioritized turf areas to confirm the desktop classification and document site-specific conditions on a times and materials (T&M) basis for a not to exceed amount of $3,800.

Optional Task 3 Deliverable

- EKI will provide a finalized GIS-based turf inventory, identifying and quantifying the NFT throughout the District's service area.

Optional Task 3 Assumptions

- Field verification will be limited to publicly visible areas or sites where access is arranged by the District or property owner.

SCHEDULE

EKI is prepared to start work on **Tasks 1** through **3** immediately upon authorization from the District to proceed and in accordance with the estimated schedule below. It is anticipated that each UWUO report (Task 1) will be completed by the reporting deadline of January 1st of the reporting year, and Task 2 will be completed within twelve (12) weeks from the notice to proceed, assuming timely provision of data and information from the District. EKI will inform the District of any issues that arise that may affect the schedule for completion or impact the anticipated level of effort.

COMPENSATION

Compensation for consulting services by EKI will be on a lump sum basis for **Tasks 1** and **2** and a time and materials reimbursement basis in accordance with our current Schedule of Charges, dated 1 January 2026 (**Attachment A**) for **Optional Task 3**. Based on the proposed Scope of Work described above, we propose a budget of $49,500 for the performance of **Tasks 1** and **2** or $53,300 with **Optional Task 3**, which will not be exceeded without additional authorization from the District.

It is understood that at times the receipt of data and key information may be necessarily delayed, but it is noted that significant delays or multiple additional rounds of document revision or meetings are beyond the proposed scope of work and would result in additional charges. In the event that such out of scope conditions occur, EKI will notify the District of the additional anticipated level of effort, and any additional work will be billed on a time and materials expense reimbursement basis in accordance with our current Schedule of Charges, dated 1 January 2026 included as **Attachment A**.

Table 2. Proposed Project Budget

Task	Description	Task Total	Proposed Basis of Compensation
Task 1	UWUO Reporting for FY 2025/26	$11,700	Lump Sum
	UWUO Reporting for FY 2026/27	$12,200	Lump Sum
	UWUO Reporting for FY 2027/28	$12,600	Lump Sum
	UWUO Reporting for FY 2028/29	$13,000	Lump Sum
Task 2	Review and Verification of DWR LAM Data	$22,000	Lump Sum
	Total (Lump Sum)	**$71,500**	-
Optional Task 3	Field Verification (T&M)	$3,800	Time & Materials
	Total (w/ Optional Task 3)	**$75,300**	-

TERMS AND CONDITIONS

If this proposal meets with your approval, please sign where noted below. Please return a fully executed copy to our office to confirm your authorization to proceed. We are pleased and excited to have the opportunity to work with the District on this very important project. Please call if you have any questions or wish to discuss this proposal in greater detail.

Very truly yours,

EKI ENVIRONMENT & WATER, INC.

Andree Lee

Andree Lee
Vice President / Principal in Charge

Tina Wang

Tina Wang, PE
Project Manager

AUTHORIZATION
Westborough Water District (CLIENT)

Signed _____

Printed Name _____

Title _____

Date _____

Attachments

Attachment A. Schedule of Charges, dated 1 January 2026

Attachment A

EKI Schedule of Charges, dated 1 January 2026

Client/Address: **Westborough Water District**
2263 Westborough Blvd.
South San Francisco, CA 94080

Proposal/Agreement Date: 21 September 2026

EKI Proposal/Project # C60264.00

SCHEDULE OF CHARGES FOR EKI ENVIRONMENT & WATER, INC. **1 January 2026**

Personnel Classification	Hourly Rate
Officer and Chief Engineer-Scientist	366
Principal Engineer-Scientist	353
Supervising I, Engineer-Scientist	343
Supervising II, Engineer-Scientist	329
Senior I, Engineer-Scientist	315
Senior II, Engineer-Scientist	304
Associate I, Engineer-Scientist	291
Associate II, Engineer-Scientist	275
Engineer-Scientist, Grade 1	255
Engineer-Scientist, Grade 2	241
Engineer-Scientist, Grade 3	221
Engineer-Scientist, Grade 4	199
Engineer-Scientist, Grade 5	175
Engineer-Scientist, Grade 6	152
Project Assistant	143
Technician	137
Senior GIS / Database Analyst	180
CADD Operator / GIS Analyst	157
Senior Administrative Assistant	172
Administrative Assistant	136
Secretary	114

Direct Expenses

Reimbursement for direct expenses, as listed below, incurred in connection with the work will be at cost plus fifteen percent (15%) for items such as:

a. Maps, photographs, reproductions, printing, equipment rental, and special supplies related to the work.

b. Consultants, soils engineers, surveyors, drillers, laboratories, and contractors.

c. Rented vehicles, local public transportation and taxis, travel, and subsistence.

d. Special fees, insurance, permits, and licenses applicable to the work.

e. Outside computer processing, computation, and proprietary programs purchased for the work.

A Communication charge for e-mail access, web conferencing, cellphone calls, messaging and data access, file sharing, local and long distance telephone calls and conferences, facsimile transmittals, standard delivery U.S. postage, and incidental in-house copying will be charged at a rate of 4% of labor charges. Large volume copying of project documents, e.g., bound reports for distribution or project-specific reference files, will be charged as a project expense as described above.

Reimbursement for use of personal vehicles will be at the federally allowed rate plus fifteen percent (15%). Reimbursement for company-owned vehicles used in connection with the work will be at the federally allowed rate. There will be an additional charge of thirty dollars ($30.00) per day for company-owned vehicles used for field work.

CADD and other specialized software computer time will be charged at twenty dollars ($20.00) per hour. In-house material and equipment charges will be in accordance with the current rate schedule or special quotation. Excise taxes, if any, will be added as a direct expense.

Rate for professional staff for legal proceedings or as expert witnesses will be at a rate of one and one-half times the Hourly Rates specified above.

The foregoing Schedule of Charges is incorporated into the Agreement for the Services of EKI Environment & Water, Inc. and may be updated annually.