

**WESTERN HILLS WATER DISTRICT
MINUTES OF THE REGULAR MEETING
OF THE BOARD OF DIRECTORS**

September 9, 2020

1. Call to Order

The meeting of the Board of Directors of the Western Hills Water District was called to order in regular session by M. Manning. at 4:31pm. Meeting was held via telephone pursuant to the Governor's Stay at Home Executive Order N-33-20. Secretary Tracy Taylor requested to add item to agenda (d) Designation of Officers Re. Board President, Motion to add item was made by C. Kearney and seconded by Z. Manning, all board members were in favor.

2. Roll Call

Present Directors on the call were: Director M. Manning, Treasurer C. Kearny & Director Z. Manning, also present was Secretary Tracy Taylor and General Counsel David Hobbs. It is unknown how many members of the public called in.

3. Public comments on Closed Session Items/Motion to adjourn to Closed Session.

Motion to adjourn to closed session/convened at 4.33pm. Reconvene open session at 5:01pm

4. Reportable Actions Taken During Closed Session:

None.

5. Consent Calendar

The Minutes for the August 12, 2020 and August 18, 2020 meetings and the Checks & Warrants for the month of August 2020 were reviewed and unanimously approved upon motion by Director M. Manning and seconded by Director C. Kearney, with all board members voting in favor.

6. Written Communications:

Resignation from Director Barry Ivy

7. Action Items:

- a. Consider Adoption of Resolution No. 2020-08 a Resolution to Initiate Process to Appoint Director Due to Vacancy. Resolution not yet approved, tabled for next meeting in October.
- b. Approval of resolution 2020-09, Resolution of the WHWD re Approval of Expenditure of Approximately \$50,000 of Diablo Grande Community Facilities District No. 1 Mello Roos bond Refinance Proceeds for the Payment of Immediate WHWD Expenses. Motion to approve Resolution 2020-09 made by Director M. Manning and Seconded by Z. Manning, all board members were in favor.
- c. Approval of resolution 2020-10, Resolution of the WHWD re Approval of Expenditure of Approximately \$2,000 of Diablo Grande Community Facilities District No. 1 Mello Roos bond Refinance Proceeds for the Payment to BNY Mellon for Trustee Admin Fees for series 14 invoice #252-2312059. Motion to approve resolution 2020-10 made by Director M. Manning and Seconded

by Z. Manning, all board members were in favor.

- d. (item added at beginning of meeting) Designation of Officers re Board President; a motion to designate Director M. Manning as WHWD Board President. Motion was made by Director Z. Manning and seconded by C. Kearney, all board members were in favor.

8. **Reports By District Staff:**

None

9. **Reports of Board Members**

Members of the Board may give verbal reports on activities or request that future matters be placed upon a Board agenda

Ad hoc committee will be meeting soon hope to have progress at the next meeting in October.

Director Kearney asked if a meeting was held in regards to irrigation issues with HOA/COA, will try to set one up as soon as GM Phillips returns from leave.

10. **Public Comment on Items Not on the Agenda**

Interested persons in the audience or by teleconference are welcome to introduce any topic within the District's jurisdiction. Matters presented under this agenda item may be discussed, but no action can be taken by the Board at this meeting except as follows:

- a. *Briefly respond to statements made or questions raised.*
- b. *Ask a question for clarification.*
- c. *Provide a reference to staff or other resources for factual information.*
- d. *Request staff to report back at a subsequent meeting.*
- e. *A Board member or the Board itself may take action to direct staff to place a matter of business on a future agenda.*

- Mike Bolt, asked questions regarding the Master Agreement assignment; wanted to know if the WHWD board did their due diligence in regards to Angel's Crossing LLC and obligations to World Re mater agreement assignment and assumption agreement; what information was provided and to what extent did World International threaten to file bankruptcy? Did bank review document? Was the value of World International assets known and could those assets be used to satisfy debt?

- Jim Miller, requested to not delay the appointment of a new director, asked for board to call emergency meeting to appoint new director, requested to be invited to the next ad hoc committee meeting

- Mike Oliver, wanted to know why Guillermo Marrero is still on board since he is not a landowner, wanted to know why we were delaying the appointment of the new director. WHWD explained that World still has property in DG, he wanted to know what property was owned by World,

- Julie Shaver asked whether there was reason why the board did not take action to foreclose and make World International pay?

- Doug Moore, requested confirmation of World International's authorization of representatives on the WHWD Board, requested to add to next agenda for confirmation and update form 700

11. **Motion to Adjourn.**

Meeting adjourned at 6:33 pm by motion made by M. Manning and seconded by C. Kearney. All board members were in favor.

Next Adjourned Regular Meeting: Wednesday, October 14, 2020.

Matter Too Late for the Agenda: *Action items may be added to the agenda upon determination by a majority vote of the Board that an emergency exists, as defined by state law, or by a 2/3 vote of the Board that (1) there is a need to take immediate action; and (2) that the need for action came to the District's attention after the agenda was posted.*

Respectfully submitted:

Secretary of the Board

Approved:

Matthew Manning, President