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*Celebrating Our
95th Anniversary*

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Founded 1920

December 22, 2015

To: Board of Directors, Marina Coast Water District
Keith Van Der Maaten, General Manager

From: *Roger K. Masuda*
Roger K. Masuda, Legal Counsel

Subject: Annual Election of Board President and Vice President

1. State Law and the Board Procedures Manual:

The applicable State law does not apply to this election of President and Vice President because there was no MCWD general election in November. The following is provided as background information. The County Water District Law at Water Code Section 30520 requires a county water district board of directors to meet and elect one of its members as President and gives the board the option to elect one of its members as Vice President 30 days after directors are seated following a general election in accordance with Election Code Section 10554. Section 10554 provides that elective officers take office at noon on the first Friday in December next following the general district election. The next MCWD general district election will occur on November 8, 2016. Directors elected at that election take office at noon on December 2, 2016. Water Code Section 30520 requires the MCWD Board to elect a President by January 1, 2017, but since that is a Sunday and a holiday, the deadline would be extended to Monday, January 2, 2017.

Section 9 of the Board Procedures Manual states,

This District shall have a President who shall be elected by the Board from among the five (5) elected directors. The President shall be elected annually in the month of December but not before any newly elected or reelected director(s) have taken office. No Director shall serve more than three (3) consecutive years as President. If a majority of the directors cannot agree on who should be the new President, then the existing Vice President shall become the new President.

2. Discussion and Board Options.

As explained above, the County Water District Law only requires the election of a President following a general election where directors are elected, which is not the case this time. Therefore, for this election, a majority of the Board can do whatever it wants to do if it

cannot elect a President at the December 29 special meeting. For example, for this non-election year, the Board has at least the following options:

Option #1: If a majority of the directors cannot agree on who should be the new President but can agree on who should be the new Vice President, then the newly elected Vice President would become the new President in accordance with BPM Section 9.

Option #2: If a majority of the directors cannot agree both on who should be the new President and the new Vice President, then Vice President Peter Le would become the new President in accordance with BPM Section 9.

Option #2A: Since Section 9 is only a Board adopted rule, if VP Peter Le became the new President pursuant to Section 9, a majority of the Board could vote to limit VP Le's term to a date certain or until such time the Board elects a new President.

Option #3: Since a majority vote of the Board can amend the BPM, a majority vote of the Board could extend the time period to elect a new President and a new Vice President beyond the month of December.

A majority of the Board could adopt another option or a variation of one of the above options.

I will be available at the Board meeting to answer questions.

[End of Memorandum]