

**Golden West Community Services District
P.O. Box 448, El Dorado, CA 95623**

**Minutes of the Meeting of the GWCSO Board of Directors, December 06, 2014
Fire Station #44, 6109 Quartz Dr., El Dorado, CA 95623**

0. Seat New Board Members

Prior to calling the meeting to order, Board Members Keebler and MacConnell reviewed elections and oath of office documents presented by Diana Kaighn and Ken Hasse, winners of the District Board election held in November. Upon finding the paperwork in order MacConnell seated the new Board members.

1. Call to Order/Roll Call

MacConnell called the meeting to order at 10:35 a.m. Board Members in attendance were Hasse, Kaighn, Keebler and MacConnell (presiding), constituting a quorum.

2. Designate Meeting Secretary

MacConnell asked for a volunteer from the assembled public to take the minutes of the meeting. The undersigned volunteered to perform the requested task and was named by MacConnell as the acting Secretary for the meeting.

3. Approval of Agenda

MacConnell discussed two errors on the agenda: i) inadvertent omission of an action item addressing the Board's Conflict of Interest Policy, and ii) an error in the date of the next meeting. Hasse moved to approve the minutes with the correction of the next meeting's date to January 10th, 2015; Keebler seconded. The motion passed 4-0.

4. Approval of October Meeting Minutes

Some discussion among the Board and public expressed concern regarding mention of attorney's costs at the prior meeting that was not expressly included in the meeting minutes. The discussion resulted in three recommendations: i) that these minutes expressly include a statement that contracts recently signed for services of the General Manager and of the Board Consultant were based on, and included modifications to the contract template developed by the District's legal counsel; ii) that the financial report presented at the October meeting be appended to the Meeting Minutes; and iii) that the Board consider adopting an "action minutes" format for future meeting minutes as a means to keep the level of detail of the recorded minutes both sufficient and tractable. It was further affirmed by the Board Consultant that the new Board members may appropriately approve minutes of meetings occurring prior to their respective terms. Keebler moved to approve the October meeting minutes with the addition of the financial report presented at that meeting; Kaighn seconded. The motion passed 4-0.

5. Rod Miller Resignation

MacConnell informed the public that former Board President Rod Miller had resigned from the Board effective November 16, 2014. MacConnell read aloud the entire text of Miller's November 16th Letter of Resignation addressed to The County Recorder and

MacConnell. Keebler informed that she was following up with Miller regarding proper close-out of his tenure. The Board determined there was no continuing requirement for the Board to inform the County of Miller's resignation as Miller had accomplished that notification already.

6. Posting of Open Board Position

Following Millers' resignation, the Board has an open position for the term ending December 1, 2017. The Board may appoint a director to that term within sixty days of its vacancy. Keebler circulated a notice to the public of the Board vacancy listing required qualifications and soliciting letters of interest on or before January 2, 2015. The Board directed the General Manager to post this notice conspicuously at a minimum of three locations in the District and on the District web site. Keebler noted that the Board has received one letter of interest to date, submitted by Ms. Connaught Lindberg.

7. Financial Report

Keebler announced and discussed several topics:

- a) LAFCO is seeking District representatives for their Board.
- b) State Fund (Workers' Compensation Insurance) notified the District in a form letter that employers must report all claims to their insurers, "even those considered first-aid or small claims." These categories include minor scratches, cuts, burns, splinters or "other industrial injury" not ordinarily requiring medical care.
- c) The new Board Members' Forms 700 (Financial Conflict of Interest) have been executed. Keebler requested Hasse and Kaighn to provide her with executed copies. Keebler informed MacConnell his Form 700 requires updating.
- d) A Financial Report detailing the current Fiscal Year budget versus actuals reported by the County to date by Object Code, the invoices paid in November, and invoices outstanding as of December 4th. Some discrepancies between County supplied data and known actuals were noted; Keebler will follow up with the County. Invoices Paid and Outstanding are listed below:

Invoices Paid in November

4313	Girard and Edwards	714.00
4300	Hope Leja Consultant Serv	1811.25
4602	Hope Leja Mileage	70.41
4300	EL White Enigma Mgt Serv	742.50
4602	EL White Mileage	43.78
4260	EL White Reim Copy Agenda	19.22

Outstanding Invoices/Charges (submitted 4 Dec 2014)

4300	EL White Enigma Mgt Services	487.50
4602	EL White Mileage	25.99
4300	Hope Leja Consultant Services	840.00
4602	Hope Leja Mileage	56.78
4440	US Postal Service PO Box 448 (Jan 2015 to Dec 2015)	92.00

The Board Consultant indicated that copies of the Green Sheets (requests for payment by the District Treasurer), or suitable synopses, should be included in the Board packet for each regular meeting. Discussion on appropriate measures for approval of payments ensued, and the Board accepted a suggestion from the floor to develop a Signature Authority Policy to aid efficient functioning of the District while ensuring effective Board financial oversight.

- e) Keebler circulated a Signature Authority form for the County for signatures of all Directors and the General Manager. This form establishes authority of those signers named thereon to attest to District requests of the Treasurer.
- f) Kaighn moved to approve payment for invoices paid in November 2014 and for outstanding invoices, as listed on the Financial Report; Keebler seconded. The motion passed 4-0.

8. General Manager's Report

- a) The General Manager and Consulting Engineer discussed and described the proposed Crystal Curve project to repair culverts and provide proper drainage along an approximately 550-foot length of Crystal Boulevard near 6400 Crystal. The project would be executed in two phases; i) drainage grading and improvement, and ii) paving. Keebler moved to direct the General Manager to issue Work Order 2014-Dec.6-Crystal Curve (first phase) at a cost not to exceed \$9,000. Kaighn and Hasse seconded contemporaneously. The motion passed 4-0.
- b) The General Manager discussed changes to the proposed tree-trimming contract made since the October meeting, and noted that the contractor would be selected via open bid. Keebler moved to authorize the General Manager to move forward with Work Order 2014-Oct.11-Tree Trimming at a cost not to exceed \$10,000. Kaighn seconded and the motion passed 4-0.
- c) The General Manager and Board Consultant have made significant progress organizing the Districts storage area, with focus on preparing for audit. The General Manager was directed to itemize property to be disposed from the storage area, and to maintain a list of the District's property inventory.
- d) The General Manager highlighted the need to remove the names of persons no longer involved in the operation of the District from lists maintained by vendors and governmental agencies. Kaighn volunteered to work with the General Manager to remove such obsolete listings and data.
- e) The General Manager and Board Consultant discussed the CSDA ListServ facility available to CSDA members. The General Manager will provide Directors with information on how to sign up for this service, several benefits of which were discussed.
- f) Discussion regarding maintenance of the District web site was deferred to item 13.
- g) The General Manager requested return of all GWCSO documents from resigned Board President Rod Miller no later than December 6th. To date, only a small number of documents have been provided. Discussion

highlighted a fundamental problem of document storage and location. The Board recommended development of a document storage policy. It was noted in discussion that an index to current District documents was in work in association with item 8(c), above, and that a copy of the last District audit should be available in storage.

9. Audit

District operations have not been audited since FY 2007. The consensus among the Board and Board Consultant was that audits should occur every two years, although prior practice had conducted audits approximately every seven years. The Board concurred to undergo an audit for the period through FY 2014 (June, 2014), and instructed the General Manager to commence the audit when ready. The Board Consultant recommended Vaughn Johnson, CPA, of Cameron Park as a good choice for auditor. Other District residents echoed this recommendation. The General Manager and Board Consultant were instructed by the Board to obtain a quote of cost for a seven-year audit from Ms. Johnson.

10. Old Business

None.

11. New Business

None.

12. Correspondence

Keebler reported the District had received a Notice of Pendency of Litigation from James Brunello, Esq. of El Dorado Hills. The litigation involves a cross-complaint made by certain District residents naming, as cross-defendants, several other District residents and the District itself. Keebler forwarded the communication to legal counsel. No action is required at this time. The General Manager was instructed to check with SDRMA to determine whether they required a copy of this notice at this time.

13. Open Discussion among Board Members

MacConnell opened the discussion by explaining that this agenda item gave Board members public time to conduct their collective discussions, as required by the Brown Act. The first point of discussion addressed Rules, Procedures and Bylaws, and Kaighn was named to work with interested District members to recommend revisions to Board policies and procedures, and to provide recommendations for updated bylaws. The public mentioned several potential sources for ideas regarding the latter. The second point of discussion focused on the District's internet presence and document storage. Hasse accepted responsibility to be the Board representative leading oversight of web site, internet and document storage matters. Hasse will be assisted by District member Bill Kaighn. He third point of discussion focused on efficient liaison with the District Counsel. Keebler accepted the role of District legal liaison to coordinate District discussions with Counsel. Other items discussed under this topic included:

- a) Board officer elections will be held at the January meeting;

- b) The District Conflict of Interest Policy will be on the action Agenda in January, 2015;
- c) The Board may appoint a fifth member in January, 2015 (see item 6, above)

14. Public Comment

Items discussed under this topic included:

- a) The Board was requested to provide an accounting of costs for the November 2014 Board election;
- b) The Board was requested to develop an appropriate way to share the content of the “Green Sheets” payment request forms in the advance packet circulated with upcoming meeting agendas;
- c) The Board was requested to require the Secretary to submit copies of draft meeting minutes to each and every Board member;
- d) The Board notified the Public that the Board may call a Special Meeting as required to debate qualifications of Interested Persons for the open Board position.

15. Adjournment

There being no additional business before the Board, the Meeting was adjourned upon motion duly made, seconded and approved at 1:49 p.m.

Respectfully Submitted,

Marc Regelbrugge
Secretary (Acting)
Golden West Community Services District