

**PANOCHÉ DRAINAGE DISTRICT MEETING MINUTES
REGULAR MEETING OF THE BOARD OF DIRECTORS
February 08, 2022, at 9:00 A.M.**

A meeting of the Board of Directors was held in accordance with Resolution 803-22 proclaiming a local emergency and authorizing remote teleconference Board meetings through February 10, 2022, pursuant to Assembly Bill 361, and to make the meetings accessible to the public electronically. Those present at the meeting were:

Directors Present: John Bennett, President
 Michael Linneman, Vice-President
 Steve Fausone, Secretary
 Aaron Barcellos, Director
 Beau Correia, Director

Directors Absent: None

District Staff Present: Ara Azhderian, General Manager
 Juan Cadena, Water Resources Manager
 Lorena Chagoya, Ethics & Compliance Officer

Others Present: Philip Williams, General Counsel
 Diane Rathmann, Of Counsel
 Palmer McCoy, Grassland Basin Authority
 Chase Hurley, Pacheco Water District
 Audrey Arnao, WestWater Research

ANNOUNCEMENT PURSUANT TO GOVERNMENT CODE SECTION 54952.3

Pursuant to the Brown Act, President Bennett announced that Directors do not receive compensation or a stipend for simultaneous or serial order meetings of Panoche Water District, Panoche Drainage District, Panoche Financing Authority, and/or the Panoche Resource Conservation District.

CALL TO ORDER

President Bennett called the regular meeting to order at 9:02 a.m.

REVIEW OF AGENDA

There were no changes to the Agenda.

ROLL CALL

A quorum of the Board and presence of the District's Officers were confirmed.

POTENTIAL CONFLICTS OF INTEREST

There were no conflicts reported.

PUBLIC COMMENT

There was no public comment.

CONSENT CALENDAR

General Manager Azhderian presented the Board with the Consent Calendar, which included draft minutes from the April 13, 2021, regular meeting and April 27, 2021, special meeting of the Board; and the monthly financial statements for the period ending January 31, 2022. Directors Bennett and Linneman affirmed the meetings minutes. After consideration, on a motion by Director Linneman, seconded by Director Barcellos, the Board accepted the Consent Calendar as presented.

The vote on the matter was as follows:

Ayes: Bennett, Linneman, Fausone, Barcellos
Nays: None
Abstain: Correia
Absent: None

THE BOARD TO REVIEW AND CONSIDER A RESOLUTION DESIGNATING DISTRICT REPRESENTATIVES TO SERVE ON THE SAN JOAQUIN VALLEY DRAINAGE AUTHORITY BOARD OF DIRECTORS

General Manager Azhderian presented the draft Resolution and explained that Director Bennett, who had been serving as the District’s Alternate on the Drainage Authority’s Board of Directors since October 2017, had decided to step down; therefore, it was necessary for the Board to appoint his replacement. After consideration, on a motion by Director Barcellos, seconded by Director Linneman, the Board elected to appoint General Manager Azhderian to serve as Director and Director Linneman to serve as Alternate on the Drainage Authority Board.

The vote on the matter was as follows:

Ayes: Bennett, Linneman, Fausone, Barcellos, Correia
Nays: None
Abstain: None
Absent: None

THE BOARD TO REVIEW AND CONSIDER A RESOLUTION DETERMINING THAT DURING THE GOVERNOR’S PROCLAIMED STATE OF EMERGENCY DUE TO THE COVID-19 PANDEMIC, MEETING IN PERSON WOULD PRESENT IMMINENT RISK TO THE HEALTH OR SAFETY OF ATTENDEES

General Manager Azhderian explained the proposed Resolution was identical to the one adopted by the Board at the last meeting except that it extended the proclaimed state of emergency and ability for the Board and public to meet virtually until March 10, 2022. After consideration, on a motion by Director Barcellos, seconded by Director Fausone, the Board unanimously adopted the Resolution as presented.

The vote on the matter was as follows:

Ayes: Bennett, Linneman, Fausone, Barcellos, Correia
Nays: None
Abstain: None
Absent: None

THE BOARD TO REVIEW AND CONSIDER AUTHORIZING EXECUTION OF A PROPOSED PRICE, PAIGE AND COMPANY ENGAGEMENT LETTER TO CONDUCT A FINANCIAL AUDIT OF THE DISTRICT'S 2020-2021 FISCAL-YEAR

General Manager Azhderian presented a proposed letter agreement from Price Paige to perform an audit of the District's financial statements for the period ending February 28, 2021. He explained that since 2017, Price Paige had performed the District's audits, beginning with a redo of the 2014 fiscal-year, and through that experience had developed an important understanding of the District's accounts, methods, and staff, and recommended they be engaged again to perform the 2021 audit to bring the District current as soon as possible. Once current, Azhderian said, the District could then issue a Request for Proposals for future work. After discussion, the Board directed staff to prepare and return for future consideration a Request for Proposals to solicit competitive bids to perform the District's financial audits. No further action was taken on the matter.

THE BOARD TO REVIEW AND CONSIDER APPROVING PAYMENT OF BILLS

General Manager Azhderian presented the Board with the District's accounts payable. After consideration, on a motion by Director Barcellos, seconded by Director Linneman, the Board approved payment of the bills.

The vote on the matter was as follows:

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| Ayes: | Bennett, Linneman, Fausone, Barcellos, Correia |
| Nays: | None |
| Abstain: | None |
| Absent: | None |

FINANCIAL REPORT

General Manager Azhderian presented the Board the monthly FY2021-22 Budget-to-Actual Report. Upon review, the Board requested information on the timing of the administration accounting and on energy and equipment repair costs.

DRAINAGE MANAGEMENT REPORT

No report was given.

GENERAL MANAGER'S REPORT

No report was given.

DIVISION REPORTS

No reports were given.

JOINT CLOSED SESSION

General Counsel Williams announced that the Panoche Water and Drainage Districts Boards would meet jointly in closed session for a conference with legal counsel on anticipated litigation pursuant to Government Code Section 54956.9, Subdivision (d), Paragraphs (2), or (3).

At approximately 9:45 a.m., President Bennett called the joint closed session to order.

At approximately 10:32 a.m., President Bennett adjourned the joint closed session.

JOINT CLOSED SESSION REPORT

General Counsel Williams reported the Boards met jointly with legal counsel in closed session and took no reportable action.

REPORTS ON OTHER ITEMS PURSUANT TO GOVERNMENT CODE SECTION 54954.2(a)(3)

No reports were given.

FUTURE MEETING DATES

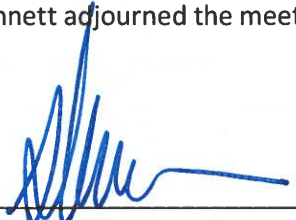
The next regular meeting of the Board was scheduled for 9:00 a.m., March 8, 2022.

ADJOURNMENT

With no further business on the agenda, President Bennett adjourned the meeting at 10:33 a.m..



John Bennett, President



Steve Fausone, Secretary