

**MINUTES OF THE MESA CONSOLIDATED WATER DISTRICT
IMPROVEMENT CORPORATION
ANNUAL MEETING
1965 Placentia Avenue, Costa Mesa, CA 92627
Thursday, March 11, 2021 at 6:00 p.m.**

CALL TO ORDER

The meeting of the Board of Directors was called to order at 6:36 p.m. by MCWDIC President Fisler.

Directors Present

James R. Fisler, MCWDIC President *(teleconference)*
Marice H. DePasquale, MCWDIC Vice President *(teleconference)*
Jim Atkinson, MCWDIC Director *(teleconference)*
Fred R. Bockmiller, P.E., MCWDIC Director *(teleconference)*

Directors Absent

Shawn Dewane, MCWDIC Director

Staff Present

Paul E. Shoenberger, P.E., General Manager *(teleconference)*
Phil Lauri, P.E., Assistant General Manager *(teleconference)*
Denise Garcia, Administrative Services Manager/
MCWDIC Secretary *(teleconference)*
Wendy Duncan, Records Management Specialist/
MCWDIC Assistant Secretary *(teleconference)*
Marwan Khalifa, CPA, MBA, Chief Financial Officer/
MCWDIC Treasurer *(teleconference)*
Stacie Sheek, Customer Services Manager *(teleconference)*
Tracy Manning, Water Operations Manager *(teleconference)*
Stacy Taylor, Water Policy Manager *(teleconference)*
Kurt Lind, Business Administrator *(teleconference)*
Rob Anslow, Partner, Atkinson, Andelson, Loya, Ruud &
Romo *(teleconference)*

Others Present

Jonathan Aparicio, IT Support Engineer, T2 Technology Group

MCWDIC President Fisler stated that the Board of Directors was attending the meeting via teleconference per Governor Newsom's Executive Order N-29-20 which suspended certain provisions of the Ralph M. Brown Act.

MCWDIC President Fisler stated that for each action, a roll call vote was taken in accordance with California Government Code Section 54953(b)(2), which states, "all votes taken during a teleconferenced meeting shall be by roll call."

MCWDIC President Fisler proceeded with the meeting.

PUBLIC COMMENTS

MCWDIC President Fisler asked for comments on items not on the agenda.

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There were no comments and MCWDIC President Fisler proceeded with the meeting.

ITEMS TO BE ADDED, REMOVED, OR REORDERED ON THE AGENDA

General Manager Shoenberger reported that there were no items to be added, removed, or reordered on the agenda.

ACTION ITEMS:

A. CONFIRM DIRECTORS OF THE CORPORATION

MOTION

Motion by MCWDIC Director Atkinson, second by MCWDIC Vice President DePasquale, to confirm that the Directors of the Corporation Board consist of the Directors of the Mesa Water District Board. Motion passed 4 – 1, by the following roll call vote:

AYES:	DIRECTORS	Atkinson, Bockmiller, DePasquale, Fisler
NOES:	DIRECTORS	None
ABSTAIN:	DIRECTORS	None
ABSENT:	DIRECTORS	Dewane

B. APPROVE MINUTES FOR MEETING OF MARCH 12, 2020

MCWDIC President Fisler asked for public comments. There were no public comments.

Motion by MCWDIC Vice President DePasquale, second by MCWDIC Director Atkinson, to approve the minutes for the meeting of March 12, 2020.

MCWDIC Director Atkinson offered a substitute motion.

MOTION

Motion by MCWDIC Director Atkinson, second by MCWDIC Vice President DePasquale, to approve the minutes for the meetings of March 12, 2020 and May 14, 2020. Motion passed 4 – 1, by the following roll call vote:

AYES:	DIRECTORS	Atkinson, Bockmiller, DePasquale, Fisler
NOES:	DIRECTORS	None
ABSTAIN:	DIRECTORS	None
ABSENT:	DIRECTORS	Dewane

C. APPROVE MINUTES FOR MEETING OF MAY 14, 2020

Item taken earlier in the agenda.

D. ELECTION OF CORPORATION OFFICERS:

MCWDIC Secretary Garcia explained the current process followed to elect Officers of the Corporation.

MCWDIC President Fisler asked for public comments. There were no comments.

President:

MOTION

Motion by MCWDIC President Fisler, second by MCWDIC Vice President DePasquale, to elect MCWDIC Director Bockmiller as President. Motion passed 4 – 1, by the following roll call vote:

AYES:	DIRECTORS	Atkinson, Bockmiller, DePasquale, Fisler
NOES:	DIRECTORS	None
ABSTAIN:	DIRECTORS	None
ABSENT:	DIRECTORS	Dewane

MCWDIC President Fisler asked for comments. There were no comments.

Vice President:

MOTION

Motion by MCWDIC Vice President DePasquale, second by MCWDIC Director Atkinson, to elect MCWDIC Director Fisler as Vice President. Motion passed 4 – 1, by the following roll call vote:

AYES:	DIRECTORS	Atkinson, Bockmiller, DePasquale, Fisler
NOES:	DIRECTORS	None
ABSTAIN:	DIRECTORS	None
ABSENT:	DIRECTORS	Dewane

MCWDIC President Fisler asked for comments. There were no comments.

MOTION

Motion by MCWDIC Director Bockmiller, second by MCWDIC Vice President DePasquale, to appoint the balance of the slate: MCWDIC Directors: Atkinson, DePasquale and Dewane. Motion passed 4 – 1, by the following roll call vote:

AYES:	DIRECTORS	Atkinson, Bockmiller, DePasquale, Fisler
NOES:	DIRECTORS	None
ABSTAIN:	DIRECTORS	None
ABSENT:	DIRECTORS	Dewane

MOTION

Motion by MCWDIC Director Atkinson, second by MCWDIC President Fisler, to appoint:

1. Denise Garcia as MCWDIC Secretary,
2. Wendy Duncan as MCWDIC Assistant Secretary,
3. Marwan Khalifa, CPA, MBA as MCWDIC Treasurer, and;
4. Phil Lauri, P.E. as MCWDIC Assistant Treasurer.

Motion passed 4 – 1, by the following roll call vote:

AYES:	DIRECTORS	Atkinson, Bockmiller, DePasquale, Fisler
NOES:	DIRECTORS	None
ABSTAIN:	DIRECTORS	None
ABSENT:	DIRECTORS	Dewane

E. RESOLUTION NO. 2021-1 CHANGING THE MESA CONSOLIDATED WATER DISTRICT IMPROVEMENT CORPORATION NAME:

MCWDIC President Fisler asked for comments. There were no comments.

MOTION

Motion by MCWDIC Vice President DePasquale, second by MCWDIC Director Atkinson, to adopt Resolution No. 2021-1 Changing the Mesa Water Consolidated Water District Improvement Corporation Name and Authorizing the Filing of its Name Change with the California Secretary of State. Motion passed 4 – 1, by the following roll call vote:

AYES:	DIRECTORS	Atkinson, Bockmiller, DePasquale, Fisler
NOES:	DIRECTORS	None
ABSTAIN:	DIRECTORS	None
ABSENT:	DIRECTORS	Dewane

F. RESOLUTION NO. 2021-2 ADOPTING AMENDED BYLAWS:

GM Shoenberger and MCWDIC Secretary Garcia provided a brief overview of the topic.

MCWDIC President Fisler asked for comments. Comments were received.

MOTION

Motion by MCWDIC Vice President DePasquale, second by MCWDIC Director Atkinson, to adopt Resolution No. 2021-2 Adopting Amended Bylaws. Motion passed 4 – 1, by the following roll call vote:

AYES:	DIRECTORS	Atkinson, Bockmiller, DePasquale, Fisler
NOES:	DIRECTORS	None
ABSTAIN:	DIRECTORS	None
ABSENT:	DIRECTORS	Dewane

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G. UNFINISHED BUSINESS:

None.

H. NEW BUSINESS:

MOTION

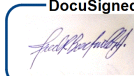
Motion by MCWDIC Director Bockmiller, second by MCWDIC Director Atkinson, to direct the officers to have an annual audit conducted for Fiscal Year 2021. Motion passed 4 – 1, by the following roll call vote:

AYES:	DIRECTORS	Atkinson, Bockmiller, DePasquale, Fisler
NOES:	DIRECTORS	None
ABSTAIN:	DIRECTORS	None
ABSENT:	DIRECTORS	Dewane

The meeting was adjourned at 6:54 p.m.

Approved:

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Fred R. Bockmiller, P.E, MWDIC President

DocuSigned by:



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Denise Garcia, MWDIC Secretary

Recording Secretary: Sharon D. Brimer