



**MINUTES OF THE SPECIAL BOARD OF DIRECTORS' MEETING
December 19, 2019**

1. **CALL TO ORDER** Chair Madaffer called the Special Board of Directors' meeting to order at 9:03 a.m.

2. **SALUTE TO THE FLAG** Director Evans led the salute to the flag.

3. **ROLL CALL, DETERMINATION OF QUORUM**

Secretary Guerin called the roll. Directors present were Chair Madaffer, Vice Chair Croucher, Secretary Guerin, and Directors Arant*, Ayala, Bebee, Boyle, Butkiewicz, Cate, Cherashore, Evans, Fong-Sakai, Hedberg, Heinrichs, Hilliker, Hogan*, Katz, Kennedy*, Leonard, Lewinger, Miller, Morrison *, Mosca, Murtland, Preciado*, Saxod, Scalzitti, Smith, Steiner, Udrys, Watkins and Wilson.

Directors absent were Barnum, Hall (P), Masson, Simpson, and Supervisor Desmond.

Staff present included General Manager Kerl, Assistant General Manager Denham, General Counsel Hattam and MWD Program Director Chen. Also, in attendance were Gail Goldberg and Special Counsels Chris Frahm and Dan Purcell.

3-A **Report on proxies received.** Director Lewinger was the proxy for Director Hall and Director Bebee was the proxy for Director Arant.

*Director Morrison arrived at 9:20 a.m. Director Kennedy arrived at 9:23 a.m., Director Hogan arrived at 9:45 a.m.

4. **PUBLIC COMMENT**

Mayor Faulconer, City of San Diego, provided comments relating to water supply in the region and the importance of figuring out a path to move forward together. He concluded with encouragement to discuss a fresh start and begin a new chapter.

5. 5-A Metropolitan Water District of Southern California General Manager Jeffrey Kightlinger addresses MWD 998 Offer.

Mr. Kightlinger explained why the 998 Offer was structured the way it was and the mutual benefits that MWD sees to the agreement.

Directors asked questions and Mr. Kightlinger provided responses.

The Board recessed at 10:27 a.m. and reconvened at 10:40 a.m.

6. **CLOSED SESSION(S)**

Mr. Hattam took the Board into Closed Session at 10:42 a.m.

6-A Conference with Legal Counsel – Existing Litigation

Government Code §54956.9(d)(1)

Name of Case: SDCWA v. Metropolitan Water District of Southern California;

San Francisco Superior Court Case Nos. CPF-10-510830; CPF-12-512466;

CPF-14-514004; CPF-16-515282; CPF-16-515391; CGC-17-563350; CPF-18-516389;

California Court of Appeal (1st District) Case Nos. A146901; A148266; A154325;

California Supreme Court Case Nos. S243500; and S251025

6-B Conference with Legal Counsel – Existing Litigation

Government Code §54956.9(d)(1)

Name of Case: Food & Water Watch and Center for Food Safety v. Metropolitan

Water District of Southern California and All Persons Interested in the Matter; Los

Angeles Superior Court Case No. BC 720692; California Court of Appeal (2nd District)

Case No. B297553

*Director Arant left at 11:00 a.m.

The Board recessed at 11:45 a.m. for lunch.

*Directors Ayala and Katz were not present at 12:30 p.m.

*Director Preciado was present at 12:30 p.m.

The Board recessed at 12:48 p.m. and reconvened to Closed Session at 1:04 p.m.

Mr. Hattam brought the Board out of Closed Session at 3:05 p.m. and reported the following: 1. The Water Authority Board of Directors voted not to act upon the MWD 998 Offer dated November 15, 2019; and, 2. the Board instead approved a formal settlement offer to be made to MWD by letter from our Board Chair Jim Madaffer which letter will be going out today. When sent, the offer letter will be public and will be available to all interested persons and the media.

6. **ACTION FOLLOWING CLOSED SESSION**

There was no action following Closed Session.

7. **OTHER COMMUNICATIONS**

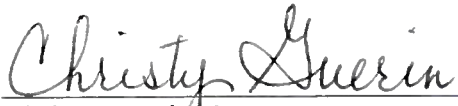
There were no other communications.

8. ADJOURNMENT

There being no further business to come before the Board, Chair Madaffer adjourned the meeting at 3:08 p.m.



Jim Madaffer, Chair



Christy Guerin, Secretary



Melinda Nelson, Clerk of the Board