

**Consent Agenda Item No 1.A
AMADOR WATER AGENCY
Board of Directors
Regular Meeting
December 11, 2008**

Approved

MINUTES

Directors Present: Terence W. Moore, President
Don Cooper
Gary Thomas
Debbie Dunn
Bill Condrashoff

Directors Absent: **None**

Staff Present: Jim Abercrombie, General Manager
Gene Mancebo, Manager of Engineering & Planning
Michael Lee, Financial Services Manager
Chris McKeage, Operations Manager
Barry Birge, Construction Manager
Stephen Kronick, Agency Counsel
Cris Thompson, Clerk of the Board

CALL TO ORDER – President Moore called the meeting to order at 9:00 a.m.

ADDITIONS TO THE AGENDA – There were no additions to the agenda.

STAFF REPORTS - E&P Manager Mancebo, Financial Services Manager Lee, Construction Superintendent Birge and Operations Manager McKeage updated the Board on the various activities they have been involved in within their respective areas of responsibility and answered various questions from the Board Members as well as the public. The department heads welcomed the new Board Members.

PUBLIC COMMENT – Mr. Wendell Peart addressed the Board stating that he had a five minute presentation. Mr. Peart welcomed the new Board members and went on to read a prepared statement to them, expressing his concern for the ratepayers. Ms. Krista Clem addressed the Board, welcomed the new members and gave them a brief background of the Mokelumne Bluffs and Golden Veil projects she is working on. Mr. Al Reis asked about why the canal was filled in up to the Oneto property and no further. Director Moore stated that the filling in was done prior to the potential litigation filed by Mr. Ken Berry at which time the project was stopped until the issue can be resolved.

RECESS was called at 10:19 a.m. **SESSION RESUMED** at 10:33 a.m.

Regular Board Meeting
December 11, 2008
Page 1

Mr. David Evitt addressed the Board and formally requested that items 6A and 6B be reversed and that the elections occur first before the approval of the audit. Mr. Evitt made several suggestions for the new Board to consider.

Mr. Russell Evitt addressed the Board, congratulated the new members, reiterated what David Evitt stated and asked that the election occur before the approval of audit.

Mr. Ken Perano addressed the Board reiterating the comments made by Mr. Peart and Mr. Russell Evitt, congratulated the new Board members. Ms. Kristie Perano addressed the Board and congratulated them also and stated that it was a great showing of the election process.

Mr. Jim Edmunds expressed concern about the progress of the small diameter pipeline and the Agency accepting new projects. Mr. David Evitt asked Manager Mancebo questions for clarification regarding the water supply assessments for Wicklow Way and Gold Rush and future storage capabilities. Director Condrashoff stated that he would like to add the discussion of the water supply assessments as a future agenda topic. Mr. Wendell Peart addressed the Board and stated severe drought should be considered in the responses to water supply assessments. Counsel Kronick clarified the situation of the small diameter pipeline litigation and the progress being delayed. Mr. Jim Edmunds again expressed his concerns for the lack of answers in the progress.

CONSENT AGENDA- This item was moved to the end of the meeting

AGENCY GENERAL

2007/08 Annual Audit-Presentation of Annual Audit by the Auditing Firm of Leaf & Cole -Direction to Auditors to finalize the financial audit ending June 30, 2008

Mr. Mike Zizzi of Leaf & Cole was present to review the audit with the Board. The Board asked various questions for clarification and thanked Mr. Zizzi for the thorough explanation of the audit. Manager Lee recognized Ann Barre for her efforts in the financial services department and reconciliation for the audit. Director Condrashoff made some suggestions regarding the finalization of the audit as presented.

MOTION: It was moved by Director Cooper, seconded by Director Condrashoff and unanimously carried to give direction to the auditors to finalize the financial audit ending June 30, 2008.

CLOSED SESSION was called at 11:38 a.m. for the following matters:

Conference with Legal Counsel Pursuant to Government code Section 54956.9(a)
Existing Litigation- Conference with Agency Counsel- Amador Water Agency vs. Kenneth Perano, as Trustee of the Ernest W. Perano Exemption Trust, et al. Case No. 06-CV4189

OPEN SESSION RESUMED at 1:15 P.M.

CONSENT AGENDA

It was moved by Director Condrashoff, seconded by Director Thomas and unanimously carried to approve the Consent Agenda item 1.A.

Item 2.A was held over to the next meeting for further review.

ELECTION OF OFFICERS

Manager Abercrombie briefed the Board on the Rotation of officers and the policy currently in place. Interim President Moore made the recommendation that whatever the Board decides as a whole, it is important that the rotation get started up again so that all districts are represented. After discussion of the responsibilities of the President, the following action was taken:

Interim President Moore declared the nominations open for President, Vice President, Secretary and Clerk of the Board.

MOTION: It was moved by Director Cooper, seconded by Director Thomas, and unanimously carried nominate and elect Director Moore for President.

MOTION: It was moved by Director Cooper, seconded by Director Thomas, and unanimously carried nominate and elect Director Condrashoff for Vice President.

MOTION: It was moved by Director Thomas, seconded by Director Condrashoff and unanimously carried nominate and elect Jim Abercrombie for Secretary.

MOTION: It was moved by Director Dunn, seconded by Director Thomas and unanimously carried nominate and elect Cris Thompson for Clerk of the Board.

Director Moore assumed the office of President and conducted the remainder of the meeting.

Manager Abercrombie asked to move Item 7.A.1-3 presentation by Mr. Bob Reed ahead of 6.C and 6.D due to time constraints.

IMPROVEMENT DISTRICTS

Improvement District No. 12 (Martell Wastewater System)

Manager Abercrombie gave a brief description of the Regional Wastewater Proposal the Agency put together. He described the Martell collection area which includes the Martell Business Park and explained the contract that the Agency has with the City of Sutter Creek for treatment and disposal of Wastewater. He then introduced Mr. Bob Reed from the Reed Group to discuss the recent rate study for Sutter Creek and the Agency's need to increase fees as our fees from Sutter Creek are being increased.

Mr. Bob Reed briefed the Board on the Sutter Creek rate study and answered questions of the Board for clarification. Direction was given to staff to prepare rate notices to implement cost increases.

BOARD CALENDAR

Approval of the 2009 Board Calendar- After review and discussion of the calendar the following action was taken:

MOTION: It was moved by Director Dunn, seconded by Director Cooper unanimously carried to approve the Board Calendar for 2009.

2009 Committee Assignments

Approval of the Committee Assignments for 2009 (effective December 11, 2008)
This item has been carried over to the January 8, 2008 meeting.

Adoption of Resolution No. 2008-37 approving a change to the conflict of interest code

MOTION: It was moved by Director Thomas, seconded by Director Condrashoff and unanimously carried to approve the change to the conflict of interest code

Ayes: Directors Terence W. Moore, Bill Condrashoff, Gary Thomas, Don Cooper, and Debbie Dunn

Noes: None

Absent: None

Abstain: None

RECESS was called at 2:40 p.m. **SESSION** resumed at 2:52 p.m.

FUTURE AGENDA TOPICS-

PGandE rate analysis

Pump Performance Testing

Water Conservation Plan

Capital Improvement Projects

Water Supply Assessments

CLOSED SESSION was called at 3:00 p.m. for the following matters

- A. Conference with Legal Counsel Pursuant to Government Code Section 54956.9(c) – Initiation of litigation- Ken Berry petitioner vs. Amador Water Agency Case No. 08-CV-5592.
- B. Conference with Legal Counsel Pursuant to Government code Section 54956.9(a) - Existing Litigation- Conference with Agency Counsel- Amador Water Agency vs. Kenneth Perano, as Trustee of the Ernest W. Perano Exemption Trust, et al. Case No. 06-CV4189

Regular Board Meeting

December 11, 2008

Page 4

OPEN SESSION RESUMED at 5:30 p.m. President Moore stated that Closed Session Item A. was not discussed during Closed Session.

ADJOURNMENT –President adjourned the meeting at 5:35 p.m.



Cris L. Thompson
Clerk of the Board of Directors

Approved: 2/12/09_____