

April 25, 2011

A regular meeting of the Board of Directors of the Novato Sanitary District was held at 4:30 p.m., Monday, April 25, 2011 at the District offices, 500 Davidson Street, Novato.

BOARD MEMBERS PRESENT: President William C. Long, Members Michael Di Giorgio, George C. Quesada and Dennis Welsh.

STAFF PRESENT: Manager-Engineer-Secretary Beverly B. James, Deputy Manager-Engineer Sandeep Karkal, Administrative Secretary Julie Borda, and Jennifer Faught, Assistant District Counsel.

ALSO PRESENT: Jo Heffelfinger, Novato resident
Dean L. Heffelfinger, Novato resident
Brant Miller, Novato resident
Suzanne Brown Crow, Novato resident
John Coleman, Novato resident
Brent Ainsworth, Novato Patch
John O'Hare, Veolia Water
John Bailey, Project Manager, Veolia Water
Lynda Rodefer, Planner Scheduler/ Safety Coordinator, Veolia Water
Jerry Peters, Novato resident

PLEDGE OF ALLEGIANCE:

AGENDA APPROVAL:

Member Quesada stated that he would like to delete Item #7 from the agenda: *Board of Directors: Consider adopting a resolution appointing a board member to fill the vacancy. Seating of new Board Member.* He stated he felt the Board was not ready to act on this item because it has only been seven days since the prior meeting and much of that time was the Holy Week holidays with Good Friday and Easter.

Board Member Quesada made a motion to accept the agenda with the deletion of Item #7. Member Welsh seconded the motion.

President Long called for the question. Members Quesada and Welsh voted aye. President Long and Member Di Giorgio voted no.

In the absence of a majority vote, President Long declared the meeting would move forward without a formal approval of the agenda and stated that if Member Quesada would like to protest this, he could.

Member Quesada stated that he was prepared to leave the meeting. He stood and announced his seat was vacant.

Member Welsh asked for clarification as to whether a quorum would still exist if one or two members left the meeting.

President Long stated that it was his understanding that if a meeting is convened with a quorum and subsequently members leave, as long as there is a majority of the Board present, business could be conducted.

Member Quesada stated that there would not be a majority of the Board present.

President Long asked Member Quesada to please be seated and reminded him that he was a public official elected to represent the public. He stated that Member Quesada had a job to do the same as the other Board members and that his personal interest in this matter should not get in the way of doing the job of the public. He asked Member Quesada to please be seated and rejoin the meeting.

Member Welsh stated he was not sure if a meeting could continue under the circumstances and asked if counsel was present to give a legal opinion.

President Long stated that it was a hypothetical question being posed as Member Quesada was the only member threatening to leave the meeting.

Member Quesada stated that Member Welsh was also going to leave the meeting.

Member Welsh stated that he would leave the meeting as well after counsel responded to the question of whether or not a quorum was still present.

Jennifer Faught, Assistant District Counsel, stated that a majority of the Board would need to be present in order to have a quorum and conduct the Agency business.

Member Welsh stated that every resolution or item which required a vote would need a quorum present in order to pass. Ms. Faught agreed.

Member Quesada asked if a quorum would be present with only two Board members remaining. Ms. Faught responded no.

Member Quesada questioned if the meeting would be over immediately if two seats were vacant. Ms. Faught stated that one action the remaining members could take would be to set a time and date for a future meeting when a quorum would be present.

The Manager stated that there were non-action items on the agenda such as committee reports, administration reports and staff reports which could still be discussed in the absence of a quorum. Ms. Faught agreed.

President Long questioned Member Quesada as to his intentions. Member Quesada stated that he and Member Welsh would be leaving.

Member Welsh stated that he felt the approval of the agenda with a tie vote was reason enough to leave and that continuing the meeting under the circumstances was not a good idea. He stated that Member Quesada's opinion to delay the decision to appoint a new member was valid and that the Board should take a little longer to make the decision. Member Welsh stated that he and Member Quesada should walk out of the meeting.

Member Di Giorgio stated that there were other items on the agenda as well and if Member Quesada wished to abstain from the vote appointing a new member, he could. He stated he did not understand why Member Welsh should leave the meeting when other business needed to be taken care of.

President Long asked if an approval of the agenda was a required Board action. The Manager stated that agenda approval was not a required Board action, but rather a matter of convention.

Ms. Faught stated that if the Board wished to reorder the meeting items and place the contended item last, a Board majority would be necessary.

Member Quesada asked if it took a Board majority to remove an item from the agenda. Ms. Faught stated that it did. Member Quesada stated that he would stay at the meeting if another Member would vote aye to the earlier motion to remove Item #7 from the agenda.

President Long questioned why Member Quesada did not want to stay at the meeting. Member Quesada replied that he did not want to stay as long as item #7 was on the agenda.

President Long reiterated the comments of Member Di Giorgio, stating that Member Quesada could abstain or leave the room when Item #7 was brought before the Board. He stated that to leave the meeting with the other items of business unattended to was an insult to the public. He asked Member Quesada to relay how his leaving the meeting was in the public interest.

Member Quesada stated that he felt thoughtful consideration of the candidates was paramount and in the public interest. He stated that he has repeatedly informed the Board that he was not prepared to vote on Item #7 at this meeting. He reiterated that there has only been seven days since the candidates were interviewed, with much of those days being Holy Week, and there has not been enough time to interview the candidates. Member Quesada stated that he intended to call the candidates and discuss their qualifications and that he may not even be ready to vote on the issue at the May 9th Board meeting.

Member Welsh stated he supports Member Quesada's decision to take more time to evaluate the candidates.

President Long stated that it was time to move forward with the meeting.

Members Welsh and Quesada began to leave the Board meeting at 4:39 p.m.

PUBLIC COMMENT:

Norm Stone, Novato resident, commented on President Long's earlier statement that invited Member Quesada to protest if he so wished. Mr. Stone stated that Member Quesada's actions were a display of protest as President Long had invited.

Suzanne Brown Crow, Novato resident, questioned what would happen if there were three votes to appoint a new Board member and Member Quesada's vote, the fourth vote, was an abstention.

Ms. Faught stated that the Board would need three votes in favor of one candidate in order to seat them as a new member. She stated that with three Board members present, the Board could conduct business as usual because there would be a quorum.

Ms. Crow stated that she had information from an extremely reliable source as to the formation of a committee which will look into the consolidation of the North Marin Water District and the Novato Sanitary District. She stated that this source said there would not be a consolidation unless a good financial reason existed to do so. She asked the Manager for more information on the topic and requested this item be discussed openly at a future board meeting.

The Manager stated that there is no such committee formed at the Novato Sanitary District and if there are committees, she is unaware of them.

Ms. Faught suggested the agenda be reordered to place Item #7 at the end so the Board could conduct the necessary business because a quorum would be present and leave the controversial item to the end of the meeting.

President Long stated that was a constructive suggestion but was not sure if the departing Board members would agree. As the Board members were leaving the room, Member Quesada stated that he did not want to remain at the meeting.

Ms. Faught stated that without a quorum present, the Board could only hear committee and staff reports and Manager's announcements.

The Manager stated that the meeting could continue without the two Board Members. She regretted that the revised North Marin Water District Agreement would not be approved at this time and stated that North Marin Water District would be disappointed. She stated that the other action items on the agenda could be deferred.

President Long continued the meeting and the remaining informational items were discussed: Wastewater Operations Committee Report, Quarterly Revenue & Expenditure Report, Quarterly Investment Report, Staff Reports.

The meeting ended at 5:19 p.m.

Respectfully submitted,

Beverly B. James, Secretary

Julie Borda, Recording

DRAFT