

Minutes of the Special Meeting of the Board of Directors of the Devil's Den Water District Board
– April 17, 2018

The special meeting of the Board of Directors of the Devil's Den Water District Board was held at Santa Clarita Valley Water Agency, 27234 Bouquet Canyon Road, Santa Clarita, CA 91350, at 8:53 PM on Tuesday, April 17, 2018 in the Boardroom. A copy of the Agenda is inserted in the Minute Book of the District preceding these minutes.

DIRECTORS PRESENT: Directors Ed Colley, Robert DiPrimio, Jerry Gladbach and R. J. Kelly were in attendance.

DIRECTORS ABSENT: William Cooper.

Also present: Matthew Stone, General Manager; Joseph Byrne, General Counsel; April Jacobs, Board Secretary; Valerie Pryor, SCVWA Assistant General Manager; Beverly Johnson, Treasurer; and members of the public.

President Gladbach called the meeting to order at 8:53 PM. A quorum was present.

Upon motion of Director DiPrimio, seconded by Director Kelly and carried, the Agenda was approved by the following voice votes (Item 1.4):

President Gladbach	Yes	Vice President Cooper	Absent
Director Colley	Yes	Director DiPrimio	Yes
Director Kelly	Yes		

Upon motion of Director Colley, seconded by Director Kelly and carried, the November 20, 2017 Special Board meeting minutes were approved by the following voice votes (Item 2.1):

President Gladbach	Yes	Vice President Cooper	Absent
Director Colley	Yes	Director DiPrimio	Yes
Director Kelly	Yes		

Upon motion of Director Colley, seconded by Director DiPrimio and carried, the Board approved Resolution No. 18-01 authorizing the execution and delivery of an amended Joint Exercise of Powers Agreement between the Santa Clarita Water Agency and the Devil's Den Water District by the following voice votes (Item 2.2):

President Gladbach	Yes	Vice President Cooper	Absent
Director Colley	Yes	Director DiPrimio	Yes
Director Kelly	Yes		

RESOLUTION NO. 18-01

**RESOLUTION OF THE BOARD OF DIRECTORS OF THE DEVIL'S DEN WATER DISTRICT
AUTHORIZING THE EXECUTION AND DELIVERY OF A JOINT EXERCISE OF POWERS
AGREEMENT BY AND BETWEEN THE SANTA CLARITA VALLEY WATER AGENCY AND
DEVIL'S DEN WATER DISTRICT AND APPROVING CERTAIN MATTERS IN CONNECTION
THEREWITH**

WHEREAS, the Devil's Den Water District (District), acting pursuant to Article I (commencing with Section 6500) of Chapter 5 of Division 7 of Title 1 of the Government Code of the State of

California, may enter into a joint exercise of powers agreement with one or more other public agencies pursuant to which such contracting parties may jointly exercise any power common to them and, pursuant to Section 6588 of the Government Code of the State of California, to exercise certain additional powers; and

WHEREAS, the Board of Directors (Board) of the District determined that it is in the best interest of the District to establish the Upper Santa Clara Valley Joint Powers Authority (the "Authority") and adopted Resolution No. 11-03 on May 26, 2011 to this effect; and

WHEREAS, there has been presented at this meeting an amended and restated Joint Exercise of Powers Agreement (Agreement), by and between the District and the Santa Clarita Valley Water Agency; and

WHEREAS, under California law and the Agreement, the Authority will be a public entity separate and apart from the parties to the Agreement, and the debts, liabilities and obligations of the Authority will not be the debts, liabilities or obligations of the Agency or any representative of the Agency serving on the governing body of the Authority; and

NOW, THEREFORE, the Board of Directors of the Devil's Den Water District hereby finds, determines, declares and resolves as follows:

The Agreement, in substantially the form on file with the Secretary of the Board, is hereby approved, subject to final approval as to form by the District's General Counsel and the law firm of Stradling Yocca Carlson & Rauth, a Professional Corporation ("Special Counsel"). The President and Secretary of the Board are hereby authorized and directed to execute and deliver such Agreement with such changes, insertions and omissions as may be approved by Special Counsel, said District officers' execution being conclusive evidence of such approval.

The Board hereby re-appoints the President of the Board and Director Jerry Gladbach to serve on the Board of Directors of the Authority in accordance with the terms of the Agreement.

The President and the Secretary of the Board, the General Manager, the Treasurer and such other officers of the District are authorized and directed, jointly and severally, to do any and all things and to execute and deliver any and all documents, which they may deem necessary or advisable in order to consummate the establishment of the Authority and the entry into of the Agreement and otherwise effectuate the purposes of this Resolution, and such actions previously taken by such officers are hereby ratified and confirmed.

Unless otherwise defined herein, all terms used herein and not otherwise defined shall have the meanings given such terms in the Agreement unless the context otherwise clearly requires.

This Resolution shall take effect immediately.

President Gladbach, with the support of the Devil's Den Water District Board, appointed Director Ed Colley to sit on the Upper Santa Clarita Valley Joint Powers Authority.

Upon motion of Director DiPrimio, seconded by Director Colley and carried, the Board authorized the President, or if not available within the election timeframe, the Vice President, to

cast a vote on behalf of Devil's Den Water District in this and future LAFCO elections by the following voice votes (Item 2.3):

President Gladbach	Yes	Vice President Cooper	Absent
Director Colley	Yes	Director DiPrimio	Yes
Director Kelly	Yes		

Upon motion of Director Colley, seconded by Director Kelly and carried, the Board received and filed the Devil's Den Water District Second Quarter Fiscal Year 2017/18 Investment Reports by the following voice votes (Item 2.4):

President Gladbach	Yes	Vice President Cooper	Absent
Director Colley	Yes	Director DiPrimio	Yes
Director Kelly	Yes		

Upon motion of Director Colley, seconded by Director Kelly and carried, the meeting was adjourned at 8:58 PM by the following voice votes (Item 3):

President Gladbach	Yes	Vice President Cooper	Absent
Director Colley	Yes	Director DiPrimio	Yes
Director Kelly	Yes		


April Jacobs, Board Secretary

ATTEST:


President

