



THE WATER CONSERVATION GARDEN AUTHORITY
FOUNDED 1992

San Diego County Water Authority
Dan McMillan – Gary Croucher

Grossmont-Cuyamaca Community College District
Lynn Neault – Sahar Abushaban

Helix Water District
Kathleen Hedberg – Joel Scalzitti

Otay Water District
Mark Robak – Jose Lopez

City of San Diego
Nicole Beaulieu DeSantis – Katie Keach

Sweetwater Authority
Steve Castañeda – Ditas Yamane

Water Conservation Garden
(Lauren Magnuson)

Special Board Meeting Minutes

Otay Water District Board Room
2554 Sweetwater Springs Blvd.
Spring Valley, CA 91978

Friday, February 23, 2024
2:30 p.m.

Mission Statement of The Water Conservation Garden:

To educate and inspire through excellent exhibits and programs that promote water conservation and the sustainable use of related natural resources.

The meeting was called to order at 2:37 p.m.

1. OPENING FUNCTIONS

1.1 Call to Order

Board President Mark Robak called the meeting to order.

1.2 Roll Call

Voting Members Present:

Dan McMillan (SDCWA)
Lynn Neault, Secretary (GCCCD)
Kathleen Hedberg, Vice President (Helix)
Mark Robak, President (Otay)
Ditas Yamane (Sweetwater)
– Arrived at 2:49 p.m.
Katie Keach (City of San Diego)

Non-Voting Alternates Present:

Gary Croucher (SDCWA)
Jose Lopez (Otay)

Voting Members Absent:

Steve Castañeda (Sweetwater)
Nicole Beaulieu DeSantis (City of San Diego)

Water Conservation Garden/FWCG Representatives Present:

Lauren Magnuson, WCG Interim CEO
Tim Townsley, WCG Facilities Manager
Michael Hager, FWCG Board President



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Guests, Presenters, and Staff Members Present:

Jeremy Jungreis, Legal Counsel (JPA)

Felicia Montaña, Acting Meeting Recorder (Otay)

2. PLEDGE OF ALLEGIANCE

2.1 Pledge of Allegiance

The Pledge of Allegiance was recited.

3. PUBLIC PARTICIPATION

3.1 Public Participation

The following individuals spoke in favor of reopening the Water Conservation Garden:

Karen Masar

Rachel McCurry

Rose Steinhardt

Stephen Zolezzi

Ed Woodruff

Whitney Duenez

Vince McGrath

Carol Stevens

Rosalie Dosik

Michael Hager

Frank Kalinoski

Miriam Raftery

4. APPROVAL OF AGENDA

4.1 Approval of Today's Agenda

There was no discussion regarding Item 4.1.

Motion: Approve the Agenda of the February 23, 2024, Special Meeting of the Water Conservation Garden Authority.

Motion by Kathleen Hedberg; second by Mark Robak

Final Resolution: Motion carries with 6 Yeas

Yeas: McMillan, Neault, Hedberg, Robak, Yamane, Keach

Nos: None

Absent: None

Abstain: None

5. DISCUSSION/INFORMATION ITEMS



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5.1 Water Conservation Joint Powers Authority Obligations to Maintain Operations of the Water Conservation Garden Due to Notice by the Friends of the Water Conservation Garden to Cease Operations

Michael Hager, Friends of the Water Conservation Garden (FWCG) Board President, and Lauren Magnuson, WCG Interim CEO, were invited by the Board to the podium to be part of the discussion.

- The term 'notice' in Item 5.1 was clarified to mean informal notice. Notice was given by the FWCG regarding a lack of funds, default, and that they are seeking legal assistance. Legal counsel explained that item 5.1 was prompted by email notifications from the WCG in February 2024, allowing for discussion.
- Legal counsel noted the JPA's obligation to operate the garden for public visitation as per the license agreement with GCCCD.
- President Robak stressed the importance of maintaining the garden for water conservation education.
- Alternate Director Ditas proposed terminating the FWCG agreement in favor of direct JPA management, supported by Director McMillian.
- Ms. Magnuson cautioned against severing all ties with the FWCG due to existing connections, suggesting new funding restrictions. Director Hedberg expressed concerns about providing any future funds to the FWCG, recommending direct JPA management of the garden.
- Mr. Hager clarified that the FWCG's 501(c)(3) would not dissolve unless bankruptcy is declared. They aim to stay operational until all funds and grants are received. He does not anticipate the FWCG Board objecting to the JPA's proposals.

5.2 Immediate Operating and Financial Needs of the Water Conservation Garden

- In response to Director McMillan's inquiry about the WCG's financial state, Ms. Magnuson disclosed approximately \$51,000 in the bank, some additional pending income, limited payroll expenses, and an upcoming endowment payment.
- Director McMillan also requested ongoing costs. Ms. Magnuson stated utility costs were reduced to approximately \$9,000 monthly, with payroll around \$7,000 monthly. Total ongoing monthly costs will be around \$20,000 per month.
- Director Neault noted that insurance expenses would also need to be considered.

7. CLOSED SESSION

Motion: Move item 7, closed session, to take place prior to discussing action items in open session.

Motion by Ditas Yamane; second by Kathleen Hedberg

Final Resolution: Motion carries with 6 Yeas

Yeas: McMillan, Neault, Hedberg, Robak, Yamane, Keach

Nos: None

Absent: None



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Abstain: None

RECESS TO CLOSED SESSION

- The board recessed to closed session at 4:09 p.m. to discuss the following matters:

7.1 Adjourn to Closed Session for Conference with Legal Counsel – Anticipated/Pending Litigation – per California Government Code Section 54956.9(d)(2) and (4) – One Case/Matter

RETURN TO OPEN SESSION

8. ANNOUNCEMENT OF ACTION TAKEN IN CLOSED SESSION

8.1 Call to Order

The board reconvened from closed session at 5:29 p.m.

8.2 Announcement of Action Taken in Closed Session

There were no reportable actions taken.

8.3 Legal Counsel Comments

No comments were made.

6. ACTION ITEMS

6.1 Consider Terminating the Amended Operations Agreement with Friends of the Water Conservation Garden and Sending Notice of Termination/Default

- Legal counsel explained that terminating the operations agreement requires a 30-day waiting period, during which mediation could be requested.
- Alternate Director Keach inquired about terminating the existing contract with FWCG and drafting a new agreement, which legal counsel affirmed could be done.
- Legal counsel clarified that no specific evidence threshold is needed to terminate the operations agreement, citing JPA's knowledge of FWCG's default as sufficient. The agreement will expire in June 2024 if no action is taken.
- President Robak asked if the JPA could manage the WCG without terminating the FWCG agreement, to which counsel advised against, suggesting an amendment to allow the JPA to manage the garden.

Motion: Consider terminating the Amended Operations Agreement with FWCG and sending Notice of Termination/Default



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Motion by Kathleen Hedberg; second by Ditas Yamane who requested clarifying language be added to the motion.

Amended Motion: Terminate the Amended Operations Agreement with the FWCG, send a Notice of Termination/Default, and authorize the Board President, assisted by legal counsel, to negotiate with the FWCG Board on transition.

Amended Motion by Kathleen Hedberg; second by Ditas Yamane

Final Resolution: Motion carries with 6 Yeas

Yeas: McMillan, Neault, Hedberg, Robak, Yamane, Keach

Nos: None

Absent: None

Abstain: None

6.2 Review Options Available to Maintain Operations of the Water Conservation Garden, to Include Future Sources of Funding/Revenue

- President Robak clarified the \$20,000 monthly costs discussed earlier included utilities, supplies, and two staff members, excluding insurance. The staff members are crucial for coordinating volunteers, serving as JPA points of contact, and handling other responsibilities.
- Legal counsel advised that if the WCG has the potential for substantial contact with children there is a requirement that WCG staff and volunteers go through a fingerprint process and the necessary insurance needs to be in place.
- President Robak sought short-term funding solutions, inviting Helix General Manager Brian Olney to discuss. Olney coordinated with other General Managers to provide quick support through June 30, 2024. All the General Managers agreed that the immediate financial needs of the WCG could be accomplished through the respective General Manager's spending authorities.
- Director McMillan sought clarity on fund distribution among agencies, clarified by General Manager Olney as an equal cost sharing by the five agencies. President Robak added that the regular payments outlined in the agreement have already been paid. These short-term funds would be additional and evenly split.
- Legal counsel noted that in the JPA Agreement under article 15b there is a provision that each agency shall provide the authority with such other information or assistance as may be necessary.
- Further asked to clarify the amount, General Manager Olney stated that a four-month plan from March through June, assuming a cost around \$100,000 to \$120,000 total, reflects as \$20,000 to \$27,000 per month. Split five ways would be around \$5,000 per month per agency. With the understanding that the cost of the insurance is currently unknown.

Motion: The JPA members contribute \$20,000 a month between now and through June to maintain the operation of the WCG at a minimal level while a long-term plan is developed and that the contributions be split equally.

Motion by Lynn Neault; second by Kathleen Hedberg

Note: Motion was withdrawn but after further discussion was reinstated by Lynn Neault and the second was reinstated by Kathleen Hedberg



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Yeas: McMillan, Neault, Hedberg, Robak, Yamane, Keach
Nos: None
Absent: None

6.3 Consider Approval of an Amendment of Annual Budget and/or Development of Interim Special Budget Funding of the Water Conservation Garden

- The discussion on item 6.3 blended together with item 6.2. The motion made on item 6.2 was intended to also address item 6.3.
- Legal counsel clarified that the motion addresses item 6.2 by arranging that the JPA will directly operate the garden and the motion addresses 6.3 by setting the amount of an interim special budget to accomplish that action.

6.4 Consider Development of Self-Insurance Agreements or Acquisition of Commercial Insurance, as Needed, to Meet Applicable Requirements Under the License Agreement Between the Water Conservation Garden Authority and Grossmont-Cuyamaca Community College District

- General Manager Olney discussed the option of self-insurance. The risks of doing so would need to be discussed by the JPA and the respective agencies. The JPA legal counsel would need to develop an agreement between the member agencies of the JPA as to how the risk share and responsibilities, such as processing claims, would be divided. This option could be a stop-gap option while still obtaining insurance quotes.
- Director Neault expressed non-support for self-insurance, preferring to maintain current insurance temporarily while exploring other options.
- Legal counsel cautioned that self-insurance, more common in large organizations, might not suit this situation.
- No action was taken on this item.

6.5 Use of Volunteers at the Water Conservation Garden and Approval of a Volunteer Agreement Form

- Copies of the draft Volunteer Agreement Form were placed on the dais and made available to the public attendees.
- Director Neault requested adding the districts' names to the second paragraph, final paragraphs, and any location necessary to indemnify the districts as well as the GCCCD.
- Volunteer Stephen Zolezzi addressed volunteer live-scan necessity, stating most WCG volunteers have been live-scanned for other reasons, therefore this provision would not be an issue.
- Director Neault clarified redeployed volunteers would need to be in process to complete their live-scans, a timeline would need to be provided, and a recipient for live-scan results would need to be designated. To this, Lauren Magnuson offered to receive the live-scan reports.
- Mr. Zolezzi mentioned the WCG needs to register for an identifying number for live-scans, to be coordinated with Ms. Magnuson.



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- Director Neault recommended that volunteers come before the JPA for approval.
- Legal counsel commented on the motion suggesting that the motion be updated to authorize legal counsel to amend the form to address the request of Director Neault and any other minor changes that may be appropriate.

Motion: To approve the use of volunteers at the Water Conservation Garden (WCG) and approve of the Volunteer Agreement Form based on the discussion.

Motion by Dan McMillan; second by Ditas Yamane

Final Resolution: Motion carries with 6 Yeas

Yeas: McMillan, Neault, Hedberg, Robak, Yamane, Keach

Nos: None

Absent: None

Abstain: None

6.6 Filing of a Non-Profit Registration with the California Secretary of State

- President Robak stated that filing a non-profit registration with the California Secretary of State is required since the JPA is employing the two staff members of the WCG.

Motion: Move to approve recommendation as stated.

Motion by Ditas Yamane; second by Dan McMillan

Final Resolution: Motion carries with 6 Yeas

Yeas: McMillan, Neault, Hedberg, Robak, Yamane, Keach

Nos: None

Absent: None

Abstain: None

9. ADJOURNMENT

9.1 Meeting Adjourned

The meeting was adjourned at 6:17 p.m.

ATTEST:

Felicia Montaño
Acting Recording Secretary

DocuSigned by:
Mark Robak
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4/18/2024

Mark Robak
Board President