

**MINUTES OF THE SPECIAL MEETING OF THE
BOARD OF DIRECTORS OF THE MIDWAY CITY
SANITARY DISTRICT OF ORANGE COUNTY
14451 CEDARWOOD AVENUE
WESTMINSTER, CA 92683**

TELECONFERENCE MEETING LOCATION:

**DIRECTOR ALLAN KRIPPNER ATTENDED THIS SPECIAL MEETING OF THE
BOARD OF DIRECTORS VIA TELECONFERENCE FROM THE FOLLOWING
LOCATION:**

15872 PLUMWOOD STREET, WESTMINSTER, CA 92683

December 10, 2019

CALL TO ORDER

President C. Nguyen called the special meeting of the Governing Board of the Midway City Sanitary District to order at 14451 Cedarwood Avenue, Westminster, California on Tuesday, December 10, 2019 at 5:00 P.M.

BOARD MEMBERS PRESENT:

Al P. Krippner (attending via teleconference)
Margie L. Rice
Andrew Nguyen
Sergio Contreras
Chi Charlie Nguyen

OTHERS AT MEETING:

Kenneth Robbins, General Manager
Robert Housley, Finance/HR Director
James Eggart, General Counsel
Danielle Gerardo, Board Secretary
Anita Rice, Resident

PLEDGE AND INVOCATION

Director S. Contreras led the Pledge of Allegiance. President C. Nguyen gave the Invocation.

PUBLIC COMMENTS

None

General Counsel James Eggart asked Director A. Krippner to confirm for the record, that the agenda was posted in advance at his teleconference location and that he was the only one present with no members of the public present at the meeting from his location.

Director A. Krippner confirmed that he posted the agenda in advance and that it was only him attending from his location.

NEW BUSINESS

A. Consider the Annual Board Reorganization

General Counsel James Eggart stated that he would handle the conduct of the meeting for a few minutes while the Board elected a new President. Once the new President was elected, he would turn the proceedings back over to that individual for the purpose of electing and appointing the rest of the Board positions.

General Counsel James Eggart opened the floor for nomination for the office of President.

Director M. Rice, seconded by Director S. Contreras, nominated Director A. Nguyen for the office of President.

Director A. Krippner, seconded by President C. Nguyen, nominated President C. Nguyen for the office of President.

General Counsel James Eggart asked if there were any other nominations for the position of President of the Board.

Hearing none, General Counsel Eggart closed the nominations for the office of President and asked if there was any discussion by the Board regarding the nominations.

Director M. Rice stated that she felt that the positions should rotate, at the least, every two years so that each Director had a chance to serve. She stated that she felt that President C. Nguyen had done a good job over the past year, had served two years and believed that it was Director A. Nguyen's turn to serve as President.

Director A. Krippner stated that he felt that President C. Nguyen had done a great job over the past year and would like to see him continue.

Director A. Nguyen asked if there was anything in writing/by law that stated the Directors could only serve for two years in one position, and if not, could it be added to the Board's policy to add something to that effect.

General Counsel James Eggart stated that it could be written into the Board's policies and procedures.

The appointment of Director A. Nguyen to the office of President was not approved due to the following 2-3 roll call vote:

AYES: M. Rice and S. Contreras
NAYS: A. Krippner, A. Nguyen, and C. Nguyen
ABSTAIN:
ABSENT:

The appointment of President C. Nguyen to the office of President was approved by the following 3-1-1 roll call vote:

AYES: A. Krippner, A. Nguyen, and C. Nguyen
NAYS: M. Rice
ABSTAIN: S. Contreras
ABSENT:

General Counsel James Eggart congratulated President C. Nguyen on his appointment to the office of President.

General Counsel James Eggart relinquished the conduct of the proceedings back to the President.

President C. Nguyen took over the conduct of the meeting and thanked the Board.

President C. Nguyen opened the floor for nominations for the office of President Pro-Tem.

President C. Nguyen nominated Director A. Nguyen for the office of President Pro-Tem.

President C. Nguyen, seconded by Director S. Contreras, nominated Director A. Nguyen for the office of President Pro-Tem.

President C. Nguyen asked if there were any other nominations for the position of President of the Board.

Hearing none, the nominations for the office of President Pro-Tem were closed.

The appointment of Director A. Nguyen to the office of President Pro-Tem was approved by the following 5-0 roll call vote:

AYES: S. Contreras, A. Krippner, A. Nguyen, C. Nguyen and M. Rice
NAYS:
ABSTAIN:
ABSENT:

President C. Nguyen opened the floor for nominations for the office of Secretary.

Director A. Nguyen, seconded by Director M. Rice, nominated Director S. Contreras for the office of Secretary.

The nominations for the office of Secretary were closed.

The appointment of Director S. Contreras to the office of Secretary was approved by the following 5-0 roll call vote:

AYES: S. Contreras, A. Krippner, A. Nguyen, C. Nguyen and M. Rice
NAYS:
ABSTAIN:
ABSENT:

President C. Nguyen opened the floor for nominations for the office of Treasurer.

President C. Nguyen, seconded by Director A. Krippner, nominated Director A. Krippner for the office of Treasurer.

Director S. Contreras nominated Director M. Rice for the office of Treasurer.

The nominations for the office of Treasurer were closed.

The appointment of Director A. Krippner to the office of Treasurer was approved by the following 3-2 roll call vote:

AYES: A. Krippner, A. Nguyen, and C. Nguyen
NAYS: M. Rice and Director S. Contreras
ABSTAIN:
ABSENT:

President C. Nguyen opened the floor for nominations for the office of Secretary/Treasurer Pro-Tem.

President C. Nguyen, seconded by Director S. Contreras nominated Director M. Rice for the office of Secretary/Treasurer Pro-Tem.

The nominations for the office of Secretary/Treasurer Pro-Tem were closed.

The appointment of Director M. Rice to the office of Secretary/Treasurer Pro-Tem was approved by the following 5-0 roll call vote:

AYES: S. Contreras, A. Krippner, A. Nguyen, C. Nguyen and M. Rice

NAYS:

ABSTAIN:

ABSENT:

President C. Nguyen stated that the next office for discussion was the Orange County Sanitation District (OCSD) Representative, which is the President or the President's appointee.

President C. Nguyen appointed Director A. Nguyen to serve as the District's Representative to Orange County Sanitation District (OCSD).

President C. Nguyen appointed Director M. Rice as the Alternate Representative to OCSD.

Directors A. Nguyen and M. Rice accepted President C. Nguyen's appointments.

President C. Nguyen stated that the Full Board would continue as the District's representative to Independent Special Districts of Orange County (ISDOC) and the Budget and Audit Committee, so no action was necessary.

President C. Nguyen, seconded by Director A. Nguyen, nominated Director A. Nguyen to the Calendar Committee.

Director S. Contreras, seconded by Director M. Rice, nominated Director M. Rice to the Calendar Committee.

Director A. Krippner, seconded by President C. Nguyen, nominated Director A. Krippner to the Calendar Committee.

The appointment of Director A. Nguyen to the Calendar Committee was approved by the following 5-0 roll call vote:

AYES: S. Contreras, A. Krippner, A. Nguyen, C. Nguyen and M. Rice

NAYS:

ABSTAIN:

ABSENT:

The appointment of Director M. Rice to the Calendar Committee was approved by the following 5-0 roll call vote:

AYES: S. Contreras, A. Krippner, A. Nguyen, C. Nguyen and M. Rice

NAYS:

ABSTAIN:

ABSENT:

President C. Nguyen, seconded by Director A. Nguyen, nominated Director A. Krippner as an Alternate on the Calendar Committee.

The appointment of Directors A. Krippner to the Calendar Committee as an Alternate was approved by the following 5-0 roll call vote:

AYES: S. Contreras, A. Krippner, A. Nguyen, C. Nguyen and M. Rice

NAYS:

ABSTAIN:

ABSENT:

President C. Nguyen stated that the full Board would continue to act for the Negotiating Committee.

Director M. Rice, seconded by Director S. Contreras, nominated Director M. Rice to the Franchise Agreement Committee.

President C. Nguyen, seconded by Director A. Nguyen, nominated President C. Nguyen to the Franchise Agreement Committee.

The appointment of Director M. Rice to the Franchise Agreement Committee was approved by the following 5-0 roll call vote:

AYES: S. Contreras, A. Krippner, A. Nguyen, C. Nguyen and M. Rice

NAYS:

ABSTAIN:

ABSENT:

The appointment of President C. Nguyen to the Franchise Agreement Committee was approved by the following 5-0 roll call vote:

AYES: S. Contreras, A. Krippner, A. Nguyen, C. Nguyen and M. Rice

NAYS:

ABSTAIN:

ABSENT:

President C. Nguyen nominated Director A. Krippner as an Alternate to the Franchise Agreement Committee. The nomination died due to the lack of a second.

Director M. Rice, seconded by President C. Nguyen, nominated Director A. Nguyen as Alternate to the Franchise Agreement Committee. The appointment of Director A. Nguyen was approved by the following 4-1 roll call vote:

AYES: S. Contreras, A. Nguyen, C. Nguyen and M. Rice

NAYS: A. Krippner

ABSTAIN:

ABSENT:

President C. Nguyen opened the floor for discussion as to future Board meeting dates and time. He stated that it is currently set at the first and third Tuesday of each month at 5 P.M. unless otherwise declared by the Board.

Director A. Nguyen asked if the meetings could be at 6 P.M.

Director S. Contreras asked if the meetings could be at 5:30 P.M. instead of 6 P.M.

Board consensus was for the Board meetings to be changed to 5:30 P.M. instead of 5 P.M.

General Counsel James Eggart stated that if the majority was in consensus, a resolution would be brought back to the Board at the next meeting formally changing the meetings from 5 P.M. to 5:30 P.M.

General Counsel James Eggart stated that, to clarify for the record, the next Board meeting on December 17, 2019 would still be at 5 P.M. and that a resolution would be brought back to that meeting formally changing the Board's policy until the new time was established.

INFORMATIONAL ITEMS

None

BOARD CONCERNS/COMMENTS

Director S. Contreras stated that a policy to limit terms to 2 years and rotate positions should be brought on the January 7, 2020 meeting agenda.

General Counsel James Eggart asked if there was direction to prepare policy and bring it back to the Board, or would they just like to discuss it at the next meeting.

The consensus was for General Counsel to bring the change to the Board's policies and procedures back to the January 7, 2020 meeting.

GM K. Robbins stated that the resolution to change the meetings to 5:30 P.M. would be on the December 17, 2019 agenda and the Board's policies and procedures to limit position terms would be on the January 7, 2020 agenda.

Director M. Rice requested that a closed session with Finance/HR Director and General Manager on December 17, 2019 agenda.

General Counsel James Eggart stated that he would agendize a performance evaluation of the General Manager on the December 17, 2019 agenda under closed session.

Director M. Rice thanked staff for all the work done at the Christmas party.

Director A. Nguyen stated that he had discussed the District purchasing a paper shredder with GM K. Robbins because he has a lot of personal and confidential paperwork that needs to be shredded.

Director S. Contreras asked whether the District had a shredder.

GM K. Robbins stated that he thought he understood that Director A. Nguyen wanted to have a shred event. GM K. Robbins stated that the District has a shredder but it is not for large amounts and that there would be personal liability on the District if people in the community started bringing their private documents to the District for shredding, but that a shred event could be planned as a one-time event.

Director S. Contreras asked exactly what Director A. Nguyen was asking for.

There was discussion regarding buying a large capacity shredder for the Board to use.

General Counsel James Eggart suggested that GM K. Robbins bring back an agenda item for the Board to discuss.

GM/STAFF CONCERNS/COMMENTS

None

GENERAL COUNSEL CONCERNS/COMMENTS

None

CLOSED EXECUTIVE SESSION

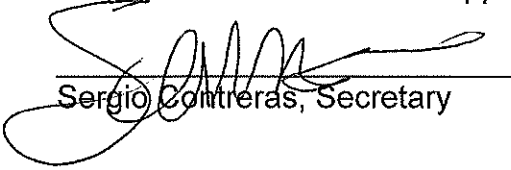
CLOSED SESSION: During the course of conducting the business set forth on this agenda as a regular meeting of the Board, the Chair may convene the Board in closed session to consider matters of pending real estate negotiations, pending or potential litigation, or personnel matters, pursuant to Government Code Sections 54956.8, 54956.9, 54957 or 54957.6, as noted.

Reports relating to (a) purchase and sale of property; (b) matters of pending or potential litigation; (c) employment actions or negotiations with employee representatives; or which are exempt from public disclosure under the California Public Records Act, may be reviewed by the Board during a permitted closed session and are not available for public inspection. At such time as the Board takes final action on any of these subjects, the minutes will reflect all required disclosures of information.

None

ADJOURNMENT

President C. Nguyen adjourned the meeting to Tuesday, December 17, 2019 at 5:00 P.M. at the District office at approximately 5:30 P.M.



Sergio Contreras, Secretary