

**AMENDMENT #1**  
**THE WYANDOTTE CREEK GROUNDWATER SUSTAINABILITY AGENCY JOINT**  
**EXERCISE OF POWERS AGREEMENT**

The JOINT EXERCISE OF POWERS AGREEMENT (“Agreement”) establishing the Wyandotte Creek Groundwater Sustainability Agency is amended pursuant to Section 18.3 by replacing Article 7 with the following effective upon the date when the last Member Agency signs this Amendment (Effective Date”).

**ARTICLE 7. AGENCY DIRECTORS AND OFFICERS**

7.1. Formation of the Board of Directors. The Agency shall be governed and administered by a Board of Directors (“Board of Directors” or “Board”) which is hereby established and which shall be composed of one (1) voting seat per Member. The governing board shall be known as the “Board of Directors of the Wyandotte Creek Groundwater Sustainability Agency.” All voting power shall reside in the Board. The Board shall consist of the following representatives, who shall be appointed in the manner set forth in Section 7:

7.1.1. One (1) representative appointed by each Member’s governing body, who shall hold a current position in the Member’s governing body and be referred to as a “Member Director.”

7.1.2. Two (2) Stakeholder Directors, one of which shall be representative of agricultural stakeholders and interests within the Basin and one of which shall be representative of domestic well user stakeholders and interests within the Basin. The two (2) Stakeholder Directors shall meet the following qualifications:

(a) One (1) Agricultural Stakeholder Director. The Agricultural Stakeholder Director shall meet the following criteria, determined at the sole discretion of the Butte County Board of Supervisors: (1.a) own/ lease real property in active commercial agricultural production overlying the Basin or (1.b) be an employee of a commercial agricultural production operation overlying the Basin involved with water use decisions and (2) the commercial agricultural production operation employing any Stakeholder Director must extract groundwater from the Basin for irrigation/frost protection. The Agricultural Stakeholder may not be a party to any pending litigation against the Agency or any of its Members.

(b) One (1) Non-Agricultural Domestic Well User Stakeholder Director. The Domestic Well User Stakeholder Director shall meet the following criteria, determined at the sole discretion of the Butte County Board of Supervisors: (1.a) own/ lease real residential property that is the stakeholder’s primary residence overlying the Basin (2) extract from the Basin for domestic water use. The Domestic Well User Stakeholder may not be a party to any pending litigation against the Agency or any of its Members.

7.2. Duties of the Board of Directors. The business and affairs of the Agency, and all of the powers of the Agency, including without limitation all powers set forth in Article 5, are reserved to and shall be exercised by and through the Board of Directors, except as may be expressly delegated to others pursuant to this Agreement, Bylaws, or by specific action of the Board of Directors.

7.3. **Appointment of Directors.** The Directors shall be appointed as follows:

7.3.1. **Member Directors.** Each Member Director must sit on the governing board of the Member agency and be appointed by that governing board by notification, which shall be transmitted to the Chair of the Agency following adoption by the Member.

7.3.2. **Stakeholder Directors.** The two (2) Stakeholder Directors shall be appointed as follows:

a) **Agricultural Stakeholder Director.** The Directors shall select the Agricultural Stakeholder Director from a list of qualified nominees submitted to Butte County pursuant to an open application process. The Butte County Board of Supervisors shall consider the nominees at a regular meeting and shall appoint the Agricultural Stakeholder Director.

(b) **Domestic Well User Stakeholder Director.** The Directors shall confirm the nomination for the Domestic Well User Stakeholder Director from a list of qualified nominees submitted to Butte County pursuant to an open application process specified in the Bylaws. The Butte County Board of Supervisors shall consider the nominees at a regular meeting and shall appoint the Domestic Well User Stakeholder Director .

7.4. **Alternate Directors.** Each Member shall also appoint one Alternate Director to the Board of Directors, and an Alternate Director shall be appointed for each Stakeholder Director. All Alternate Directors shall be appointed in the same manner as set forth in Section 7.3. Alternate Directors shall have no vote and shall not participate in any discussions or deliberations of the Board unless appearing as a substitute for a Director due to absence or conflict of interest. If the Director is not present, or if the Director has a conflict of interest which precludes participation by the Director in any decision-making process of the Board, the Alternate Director appointed to act in his/her place shall assume all rights of the Director and shall have the authority to act in his/her absence, including casting votes on matters before the Board. Each Alternate Director shall be appointed prior to the third meeting of the Board. Alternate Directors are encouraged to attend all Board meetings and stay informed on current issues before the Board.

7.5. **Terms of Office.** The term of office for each member of the Agency's Board of Directors is four (4) years and may be reappointed. Each Member Director and Alternate Member Director of the Board of Directors shall serve at the pleasure of the appointing Member's Governing Body and may be removed from the Board of Directors by the appointing Members Governing Body at any time. If at any time a vacancy occurs on the Board of Directors, a replacement shall be appointed to fill the unexpired term of the previous Board Member pursuant to this Article 7 and within ninety (90) days of the date that such position becomes vacant.

7.6. **Removal of Board Members.** A Board Member that no longer meets the qualifications set forth in section 7.1.1 is automatically removed from the Agency Board of Directors. Upon removal of a Director, the Alternate Director shall serve as a Director until a new Director is appointed. Members must submit any changes in Member Director or Alternate Member Director positions to the Chair in writing and signed by the Member. A Stakeholder

Director may be removed for failure to attend three (3) consecutive meeting or as a result of no longer meeting the qualifications set forth in Article 7 of this Agreement.

7.7. Vacancies. A vacancy on the Board of Directors shall occur when a Director resigns or reaches the end of that Director's term, as set forth in Section 7.5. For Member Directors, a vacancy shall also occur when he or she is removed by his or her appointing Member. For Stakeholder Directors, a vacancy shall also occur when the Stakeholder Director is removed, as set forth in Section 7.6. Upon the vacancy of a Director, the Alternate Director shall serve as Director until a new Director is appointed as set forth in Section 7.4 unless the Alternate Director is already serving as an Alternate Director in the event of a prior vacancy, in which case, the seat shall remain vacant until a replacement Director is appointed as set forth in Section 7.4. Members shall submit any changes in Director or Alternate Director positions to the Chair by written notice signed by an authorized representative of the Member's governing body.

IN WITNESS WHEREOF, the parties hereto, pursuant to resolutions duly and regularly adopted by their respective governing boards, have caused their names to be affixed by their proper and respective officers as of the date of execution of this Agreement.

**County of Butte**

By:  Date: 3/12/19

Steve Lambert, Chair

Board of Supervisors

**City of Oroville**

By:  Date: 4-2-19

Chuck Reynolds, Mayor

City Council

**Thermalito Water and Sewer District**

By:  Date: 03-18-2019

TREVOR HATLEY  
Brian Pulley, President

Board of Directors