

**BOARD OF DIRECTORS
SANTA CLARA VALLEY WATER DISTRICT**

RESOLUTION NO. 2025-

**PROVIDING FOR A SAFE, CLEAN WATER AND NATURAL FLOOD PROTECTION
PROGRAM INDEPENDENT MONITORING COMMITTEE OF THE SANTA CLARA
VALLEY WATER DISTRICT – SUPERSEDING RESOLUTION NO. 21-10**

RESOLVED by the Board of Directors of the Santa Clara Valley Water District as follows:

I. GENERAL

- A. Resolution 20-64, approved by the voters of Santa Clara County by the passage of the November 3, 2020, Safe, Clean Water and Natural Flood Protection Program (Program) (ballot Measure S), requires that the Santa Clara Valley Water District (Valley Water) Board of Directors (Board) appoint an external Independent Monitoring Committee (Committee) to: (1) conduct an annual review of Valley Water’s fiscal year report on the Program; (2) provide an annual report from the Committee to the Board regarding implementation of the intended results of the Program; (3) review each five-year implementation plan for the Program prior to its submittal to the Board for approval; and (4) review and recommend to the Board and Public every fifteen years whether the special tax should be reduced or repealed, or is needed to build additional projects to achieve related programmatic benefits in accordance with the priorities of the Program. The Committee also may, through its review of the annual reports and five-year implementation plans, make recommendations to the Board regarding reasonably necessary measures to meet the priorities of the Program.
- B. The Committee shall be comprised of 14 members who reside within Santa Clara County: two members to be nominated by each member of the Board. In nominating Committee members, Board members shall strive to ensure fair treatment and meaningful involvement of all peoples regardless of race, color, gender identity, disability status, national origin, tribe, culture, income, immigration status, English language proficiency, or religion.
- C. In order to provide continuity, each Board member shall nominate one Committee member to serve a three-year term, and one Committee member to serve a two-year term. The terms of office of Committee members shall begin on July 1 of a given year and are subject to reappointment by the full Board.
- D. Committee members shall be subject to Valley Water’s Conflict of Interest Code (Code), including its filing requirements for statements of economic interest, if the Code is subsequently amended to specifically include them.
- E. Independent of section 1.D. above, all Committee members shall have an obligation to promptly disclose to the Committee Chair, other Committee members, and Valley Water staff supporting the Committee, a potential financial conflict of interest involving a matter that is before the Committee, namely:

- a any real property interest worth \$2,000 or more of the Committee member or their spouse/domestic partner within 1,000 feet of an area affected by a flood mitigation/protection project, or proposed flood mitigation/protection project, being reviewed by the Committee;
- b any source of income to the Committee member or their spouse/domestic partner of \$500 or more from an entity doing work on a Valley Water matter before the Committee and/or concerning an entity which receives grant funding from Valley Water on a matter before the Committee;
- c any ownership or investment interest of the Committee member or their spouse/domestic partner worth \$2,000 or more in a contractor, subcontractor, or consultant that does business with Valley Water or is proposing to do business with Valley Water on a matter being considered by the Committee;
- d any financial interest worth \$500 or more of the Committee member or their spouse/domestic partner relating to any existing or proposed litigation against Valley Water; or
- e a membership, employment, management, or governance position in any entity that is receiving or seeking grant funding from Valley Water or the Safe Clean Water Program involving a matter before the Committee, whether held by the Committee member or her/his spouse/domestic partner.

If a Committee Member has a potential financial conflict of interest with respect to any matter before the Committee, the member must publicly disclose this conflict of interest at a public meeting discussing the matter, including a brief description of the nature of the conflict, but may participate in discussion or debate concerning the matter. The Committee Member must, however, recuse themselves from any Committee vote on the matter. Failure to do so may be grounds for removal from the Committee by the Board of Directors.

- F. Meetings of the Committee shall be governed by the Ralph M. Brown Act, Government Code Sections 54950-54961.

II. **PURPOSE**

- A. The Committee will provide for a regular meeting to be held not less than once per year.
- B. Between December and February every year beginning in December 2022, the Committee shall conduct an annual review of the Program's prior fiscal year annual report and prepare and submit a summary of its findings to the Board, which shall be made available to Santa Clara County residents, regarding the Committee's review of the implementation of the intended results of the Program.
- C. The Committee shall review each five-year implementation plan for the Program prior to its submittal to the Board for approval. In this review, the Committee will reasonably inform itself to the extent necessary to determine the degree to which Valley Water's five-year implementation plans for the Program are being accomplished.

- D. Through its review of the annual reports and five-year implementation plans, the Committee may make recommendations to the Board regarding reasonably necessary measures to meet the priorities of the Program.
- E. Every fifteen years, starting in 2035, the Committee shall review and recommend to the Board and Public whether the special tax should be reduced or repealed, or is needed to build additional projects to achieve related programmatic benefits in accordance with the priorities of the Program.
- F. Valley Water shall fund clerical support.

III. CONDUCT OF MEETINGS

- A. A majority of the Committee will be determined based upon the simple majority of the number of Committee members holding office.
- B. The Chairperson or a majority of the Committee membership may call for a special meeting of the Committee from time to time in accordance with Section 54956 of the Government Code. Such meetings shall be held at the Valley Water Headquarters or such other place and time as the Chairperson may designate. Valley Water may request the Chairperson or Committee to convene a special meeting.
- C. Notices of each Committee meeting, together with an agenda thereof and the draft minutes of the preceding meeting, shall be electronically mailed or sent by first class mail, postage prepaid, to each Committee member, and made available to the public in accordance with the Ralph M. Brown Act.
- D. The Committee may adjourn any regular, adjourned regular, special, or adjourned special meeting to a time and place specified in the order of adjournment. Less than a quorum may so adjourn from time to time.
- E. The powers of the Committee shall be vested in the members thereof in office from time to time. A majority of the full membership of the Committee shall constitute a quorum for the purpose of conducting its business and exercising its powers and for all other purposes, but a smaller number may adjourn from time to time until a quorum is obtained. With the exception above specified, actions of the Committee may be taken upon the affirmative vote of not less than a majority of a quorum present and voting.
- F. The voting on all matters shall be by voice vote unless a roll call vote is called for by any member of the Committee.
- G. Discussion on any particular matter by either Committee members or by any member of the general public may be limited, in the discretion of the Chairperson, to such length of time as the Chairperson may deem reasonable under the circumstances.

- H. Whenever the Committee authorizes and instructs the Chairperson to appoint a subcommittee of the Committee or a committee composed of persons who are not members of the Committee, the members of such subcommittee or committee shall serve at the pleasure of the Chairperson. The Chairperson of such subcommittees and committees shall be appointed by the Chairperson of the Committee. All subcommittee meetings shall be conducted in accordance with the Ralph M. Brown Act.
- I. All meetings of the Committee shall be open and public.
- J. The Committee may be adjourned sine die by the Chairperson at the close of consideration of the business before it and may thereafter be returned to a course of regular meetings upon the call of the Chairperson or of a majority of the Committee membership in the manner prescribed for a call a special meeting.

IV. **OFFICERS**

- A. The officers of the Committee shall be a Chairperson and Vice Chairperson, both of whom shall be members of the Committee. The Committee shall elect its officers at the first meeting of the Committee's annual review cycle. The Chairperson and Vice Chairperson shall serve a term of one year. All officers shall hold over in their respective offices after their term of office has expired until their successors have been elected and have assumed office.
- B. The Chairperson shall preside at all meetings of the Committee. The Chairperson shall sign all resolutions and all other instruments made or promulgated by the Committee and he or she shall perform such other duties as the Committee may prescribe consistent with the purpose of the Committee.
- C. The Vice Chairperson shall perform the duties of the Chairperson in the absence or incapacity of the Chairperson; and in case of the resignation of or death of the Chairperson, the Vice Chairperson shall perform such duties as are imposed upon the Chairperson until such time as a new Chairperson is elected by the Committee.
- D. Should the office of Chairperson or Vice Chairperson become vacant during the term of such office, the Committee shall elect a successor from its membership at the earliest meeting at which such election would be practicable, and such election shall be for the unexpired term of such office.
- E. In the event the Chairperson and Vice Chairperson are both absent from a meeting, the Committee may elect a Chairperson Pro-tempore to preside over the meeting during the absence of the Chairperson and Vice Chairperson.
- F. Additional bylaws may be adopted for the purpose of conducting the business of the Committee.

V. FUTURE REVISIONS

- A. Revisions to this resolution consistent with or necessary to carry out or support the purpose of the Committee may be proposed by vote of the Committee or by Valley Water's Board of Directors. The Board will consider and act upon the proposed revisions without delay but following not less than three calendar days (72 hours) written notice to each Committee member of the time and place when and where the proposed revisions are to be acted upon.

PASSED AND ADOPTED by the Santa Clara Valley Water District Board of Directors by the following vote on September 23, 2025:

AYES: Directors

NOES: Directors

ABSENT: Directors

ABSTAIN: Directors

SANTA CLARA VALLEY WATER DISTRICT

TONY ESTREMER
Chair, Board of Directors

ATTEST:

CANDICE KWOK-SMITH
Clerk, Board of Directors

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