

*Amly's  
Draft revisions*

**RESOLUTION NO. 2018-14**

**OF THE BOARD OF DIRECTORS OF THE  
GEORGETOWN DIVIDE PUBLIC UTILITY DISTRICT  
PROVIDING ROLE AND RESPONSIBILITIES OF THE FINANCE COMMITTEE**

**WHEREAS**, the Georgetown Divide Public Utility District ("District") Board of Directors ("Board") previously memorialized the membership, duties, responsibilities, and other matters pertaining to the Finance Committee through Resolution 2017-25; and

**WHEREAS**, the Board seeks to rescind and replace Resolution 2017-25 to modify the role and responsibilities of the Finance Committee; and

**WHEREAS**, the Finance Committee will assist the Board in the review of financial information of the District and make recommendations to the Board for actions related to the District's finances and budgeting; and

**WHEREAS**, the Board finds it to be in the best interest of the public to establish the Finance Committee's role as set forth herein.

**NOW, THEREFORE, BE IT RESOLVED BY THE BOARD OF DIRECTORS AS FOLLOWS:**

**SECTION 1:** Resolution 2017-25 is hereby rescinded and replaced with this Resolution 2018-11 and shall be of no further force or effect following the Board's adoption of this Resolution 2018-11.

**SECTION 2.** The Finance Committee ("Committee") shall be created as follows:

1. **Membership; Quorum.** The Committee shall be composed of no fewer than three (3) and no more than seven (7) members. A quorum shall consist of a simple majority of the total number of members currently appointed to the Committee.
2. **Selection of Committee Members.** The policy for selecting Committee members is shown in "Exhibit A." which is attached hereto and incorporated herein by reference as if set forth in full. *also, see exhibit C - Selection Ranking Criteria form.*
3. **Role of the Committee.** The primary role of the Committee is to provide recommendations to the Board of Directors ("Board") *at their discretion, or* in response to proposals made by staff on matters related to the District's finances. It shall be the responsibility of the Committee to: *with board approval.*
  - a. Review annual operating budget proposed by staff and make recommendations to the Board.
  - b. Review long-range strategic financial planning proposed by staff and make recommendations to the Board.

- c. Review the audited annual financial statements and make recommendations to the Board <sup>data and</sup> ~~prior to~~ <sup>prior to Board approval</sup> Board approval.
- d. ~~Monitor~~ <sup>Review & monitor all</sup> District financial reports and investments <sup>including quarterly reports, RFP's, monthly cash balances,</sup> and make any recommendations to the Board as requested by the Board.
- e. Present all Committee identified financial goals and proposals to the Board for approval.
4. ~~Review RFP's, quarterly reports, accept all projects requested by Board.~~ **Meetings.** The Committee shall meet at least quarterly, and more often if needed or requested by the Board. Meetings shall be held at the District's offices. The Rules of Operating Procedure are shown in "Exhibit B." which is attached hereto and incorporated herein by reference as if set forth in full.
5. **Terms.** The terms of the office shall be two (2) years. Committee members may be re-appointed to subsequent terms.
6. **Vacancies.** Any vacancies shall be filled for the unexpired term by the Board of Directors.
7. **Removal.** All Committee members serve at the will of the Board, and any member may be removed by an affirmative vote of three (3) members of the Board. There shall be no requirement to show cause for removal.
8. **Officers.** The Committee shall designate from among its members a Chair, Vice-Chair, and Secretary. The Chair shall preside over the meetings, and in the Chair's absence the Vice-Chair shall preside. If both the Chair and the Vice-Chair are absent, the remaining members, if a quorum exists, shall select from among themselves a person to preside over the meeting. The Secretary (or another member if the Secretary is absent) shall prepare agendas and minutes of every meeting and shall be responsible for transmitting the agenda and the final copy of all minutes to the General Manager or designee. Items needing Board action shall be transmitted as soon as possible to the General Manager or designee for inclusion on the next available Board agenda.
9. **Advisory Nature of the Committee.** The Committee is advisory in nature and shall report and be responsible to the Board of Directors. The Committee and its members have no authority to set policy, expend funds, or make obligations on behalf of the Board and/or the District.
10. **Board Reports.** The Committee shall report on its activities to the Board at least quarterly, and more often if needed or requested by the Board. The Board Report can be either oral or written and shall include a description of the activities of the committee for the preceding period and any on-going or outstanding activities or tasks. Committee meeting minutes can be used to satisfy this requirement.
11. **Board Liaison and Staff Support.** The Committee shall have the following Board and/or staff members to assist it with its work from time to time as may be necessary or

desired by the Committee and/or the Board: Board Treasurer who will serve as the Board Liaison, and a Staff Liaison designated by the General Manager. The Board Liaison and Staff Liaison shall (a) not be regular or ex officio members of the Committee; (b) not have the right to vote; and (c) not be counted for purposes of determining the presence of a quorum.

SECTION 3. This Resolution shall take effect immediately upon adoption. This Resolution shall remain in full force and effect until rescinded by a subsequent Resolution of the Board of Directors.

**PASSED AND ADOPTED** by the Board of Directors of the Georgetown Divide Public Utilities District at a meeting of said Board held on the 13th day of March, 2018, by the following vote:

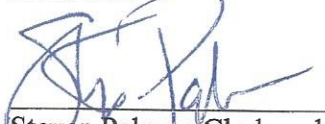
AYES: Halpin, Hanschild, Souza, Uso, Wadle

NOES:

ABSENT/ABSTAIN:

  
\_\_\_\_\_  
Londres Uso, President  
Board of Directors  
GEORGETOWN DIVIDE PUBLIC UTILITY DISTRICT

ATTEST:

  
\_\_\_\_\_  
Steven Palmer, Clerk and ex officio  
Secretary, Board of Directors  
GEORGETOWN DIVIDE PUBLIC UTILITY DISTRICT

#### CERTIFICATION

I hereby certify that the foregoing is a full, true and correct copy of Resolution 2018-14 duly and regularly adopted by the Board of Directors of the Georgetown Divide Public Utility District, County of El Dorado, State of California, on the 13<sup>th</sup> day of March, 2018.

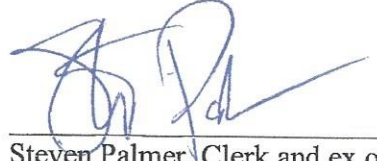
  
\_\_\_\_\_  
Steven Palmer, Clerk and ex officio  
Secretary, Board of Directors  
GEORGETOWN DIVIDE PUBLIC UTILITY DISTRICT

EXHIBIT A

Policy for Selecting Finance Committee

- 1) Publish in a newspaper of general circulation in the District a notice of vacancy on the Committee and a desire to fill said vacancy.
- 2) The Board President will <sup>Finance</sup> collect all applicants <sup>will send</sup> and <sup>members for review.</sup> return to the Board with recommendations for Committee appointment. All applicants will be eligible for the Board to appoint. <sup>members to appoint applicants based on FC selection ranking criteria form ranking</sup> The applicants with the highest scores will be
- 3) <sup>ranked</sup> Alternatively, the Board President may elect to appoint a selection committee made up of two Board Members <sup>will</sup> to interview applicants <sup>who volunteer</sup> which will return to the Board <sup>and</sup> with recommendation for Committee appointment. All applicants will be eligible for the Board to appoint. <sup>Finance</sup> <sup>members to appoint applicants</sup> ... same as above. <sup>appointed until all vacancies are filled.</sup>
- 4) The <sup>Finance</sup> Committee will be made up of no less than three and no more than seven <sup>volunteer</sup> members.
- 5) The Board will use <sup>selection ranking criteria</sup> form (Exhibit C) for selection <sup>and ranking criteria.</sup> and ranking criteria.
- 6) The Board will confirm the selections by resolution. <sup>with the highest scores being appointed until all vacancies are filled.</sup>

## EXHIBIT B

### Finance Committee of the Georgetown Divide Public Utility District Rules of Operating Procedure

#### MEETINGS

- a) At any meeting of the Committee, the majority of the members currently appointed shall constitute a quorum for purposes of conducting business or meetings. Unless otherwise posted, a majority vote of those present and voting shall be sufficient to adopt any motion.
- b) All meetings of the Committee shall be open and public, and all persons shall be permitted to attend any meeting of the committee as provided by Government Code Section 54950 *et seq.*
- c) All meetings of the Committee shall be held in the GDPUD offices at 6425 Main Street, Georgetown, California 95634, unless there is a special need to hold a meeting at a different location.
- d) The proceedings of all meetings of the Committee shall be conducted in accordance with Robert's Rules of Order.
- e) Each Committee shall determine the order of business for the conduct of its meetings.
- f) Any meeting may be adjourned to a time and place stated in the Order of Adjournment. Less than a quorum may so adjourn from time to time. If all members are absent, the Secretary may declare the meeting adjourned to a stated time and place and shall cause such notice to be given in the same manner as for special meetings.
- g) Special meetings may be called at any time at the direction of the chairperson or by a majority of a Committee. Twenty-four hours advance written notice of special meetings shall be provided by the chairperson stating the time, place, and business to be transacted. The public shall be notified through the District's regular communications and procedures, in accordance with the Brown Act.
- h) At least 72 hours before a regular Committee meeting, the legislative body of the District, or its designee, shall post an agenda containing a brief general description of each item of business to be transacted or discussed at the meeting. The agenda shall be filed with the Staff Liaison for posting outside the District offices.

- i) The Committee shall maintain meeting minutes, including a complete record of all transactions, findings, and determinations and present a full statement to the Board of Directors upon request. A signed copy of meeting minutes shall be filed with the Staff Liaison.
- j) The Board Liaison to the Committee shall be the Board Treasurer.
- k) The duties of the Board Liaison include presenting relevant data to the Board and arranging for the presentation of important progress on projects to the Board by the Committee chairperson.
- l) The Board Liaison's role will be advisory to the Committee, but the process is meant to be staff driven.
- m) The Board Liaison will not have a vote on the Committee.