

November 30, 2015

To: Board of Directors, North San Joaquin Water Conservation District

From: Roger K. Masuda, General Counsel
Jennifer Spaletta, Special Legal Counsel

Subject: Switching Legal Counsel Positions

Roger and Jennifer have been working well together on NSJWCD matters for over three years and prior to that we worked on the same side on litigation matters involving the State Water Project and the Endangered Species Act. We understand and appreciate each of our respective expertise and experience. Roger's firm represents eight water agencies in seven different counties from Butte to Monterey. His firm is also general counsel to two electric utility joint powers agencies and the Turlock Mosquito Abatement District. Jennifer's firm serves as General Counsel to two Reclamation Districts in San Joaquin County and as special counsel to four other water districts in Tulare County, Kern County and San Joaquin County. Jennifer also represents private landowners on water issues throughout the Central Valley.

Both of us have recognized NSJWCD's need to have at least a part-time general manager, particularly for week-to-week projects that are local and require coordination with other regional agencies. Roger has encouraged Jennifer to assume that responsibility, but she is reluctant to do so and prefers to remain as legal counsel only with the District working toward retaining a general manager in the next five years.

As an alternative, subject to Board approval, Roger and Jennifer have discussed Jennifer becoming the District's General Counsel with Roger as Special Legal Counsel. The Board could request that as General Counsel, Jennifer undertake some management responsibilities in the short term and represent the District locally as needed. With that switch there would be no need for Roger to attend any Board meeting unless specifically requested by Jennifer or the Board. (Roger currently does not charge for travel time and mileage to Board meetings).

Jennifer anticipates that Roger's firm would be assisting her on such matters as improvement districts, Prop 218, project agreements, procurement contracts, FPPC/conflicts of interest, and complex groundwater issues. Roger's firm is advising three other water districts in Monterey, Merced, and Stanislaus Counties on complex SGMA implementation issues and is working with Condor Earth Technologies to develop information modules for farmers on groundwater and SGMA fundamentals.

We request that the Board consider our recommended changes.