

**MEETING OF THE BOARD OF DIRECTORS  
WATER REPLENISHMENT DISTRICT OF SOUTHERN CALIFORNIA  
4040 PARAMOUNT BOULEVARD, LAKEWOOD, CALIFORNIA 90712**

**3:00 P.M., THURSDAY, APRIL 6, 2017**

**AGENDA**

Each item on the agenda, no matter how described, shall be deemed to include any appropriate motion, whether to adopt a minute motion, resolution, payment of any bill, approval of any matter or action, or any other action. Items listed as "For Information" or "For Discussion" may also be the subject of an "action" taken by the Board or a Committee at the same meeting.

**1. DETERMINATION OF A QUORUM**

**2. PLEDGE OF ALLEGIANCE**

**3. INVOCATION**

**4. PUBLIC COMMENT**

*Pursuant to Government Code Section 54954.3*

**5. ADDITIONAL ITEMS TO THE AGENDA**

Determine the need to add items to the agenda. In order for the Board to add an item to the agenda it must make a determination that: (i) The item came to the attention of the Board after the posting of the agenda; (ii) That there is a need for immediate action to be taken by the Board. If these two tests are met, the Board may add the item in question to the agenda for consideration consistent with the provisions of the Brown Act.

**6. CONSENT CALENDAR**

**A. MINUTES OF JANUARY 5, 2017 BOARD OF DIRECTORS MEETING AND SOUTHERN CALIFORNIA WATER REPLENISHMENT FINANCING CORPORATION MEETING**

*Staff Recommendation:* Approve the minutes as submitted.

**B. RECEIVE AND FILE THE 2017 COST OF SERVICE REPORT**

*Capital Improvement Projects Recommendation:* The Board of Directors receive and file the 2017 Cost of Service Report and associated supplementary memorandum.

**C. MASTER AGREEMENT FOR TAXING ENTITY COMPENSATION**

*Finance / Audit Committee Recommendation:* The Board of Directors approve the Master Agreement for Taxing Entity Compensation with the City of Long Beach.

**D. AUTHORIZE RELEASE OF A REQUEST FOR QUALIFICATIONS (RFQ) TO DEVELOP AN ONLINE GIS VIEWER AND UPGRADE THE INTERACTIVE WELL SEARCH TOOL, PHASE 1**

Capital Improvement Projects Recommendation: The Board of Directors authorize the General Manager to release a Request for Qualifications to update and improve the District's Online Geographic Information System (GIS) viewer and interactive well search tool.

**E. SAFE DRINKING WATER PROGRAM – AUTHORIZATION TO RELEASE A REQUEST FOR PROPOSAL FOR CONSTRUCTION MANAGEMENT SERVICES FOR THE SAFE DRINKING WATER PROJECTS: CITY OF HUNTINGTON PARK, CALIFORNIA AMERICAN WATER AND CITY OF LYNWOOD, AND MAYWOOD MUTUAL WATER COMPANY NO. 2.**

Capital Improvement Projects Recommendation: The Board of Directors authorize the General Manager to release a Request for Proposals (RFP) for a two-year contract for construction management services for construction of the Safe Drinking Water Program treatment systems.

**F. PARTICIPATION IN THE LOS ANGELES REGION IMAGERY ACQUISITION CONSORTIUM 5 PROGRAM**

Water Resources Committee Recommendation: The Board of Directors authorize the Assistant General Manager to enter into an agreement with the County of Los Angeles to participate in the Los Angeles Region Imagery Acquisition Consortium 5 (LARIAC5), subject to approval by District Counsel, for an amount not to exceed \$40,000.

**G. AUTHORIZE CONTRACT AMENDMENTS WITH CAROLLO ENGINEERS FOR GOLDSWORTHY DESALTER EXPANSION CONSTRUCTION**

Capital Improvement Projects Committee Recommendation: The Board of Directors: 1) authorize the Assistant General Manager to execute Amendment 4 for Agreement No. 752 with Carollo Engineers to provide additional engineering support for the Robert W. Goldsworthy Desalter expansion project, subject to approval of form by District Counsel, in an amount not to exceed \$65,000 and extend the term of the agreement to June 30, 2018, and; 2) the Board of Directors authorize the Assistant General Manager to execute Amendment 1 for Agreement No. 787 with Carollo Engineers to provide additional construction management services for the Robert W. Goldsworthy Desalter expansion project, subject to approval of form by District Counsel, in a not-to-exceed amount of \$309,900 and extend the term of the agreement to June 30, 2018.

**7. ADMINISTRATIVE CODE**

Administrative Committee Recommendation: The Board of Directors approve Resolution No. 17-1052 amending Chapter 3 of the Administrative Code to include the current listing and description of all Standing Committees as well as a revision to Section 3.6 as it pertains to Ad Hoc Committee recommendations.

8. **CONVENE PUBLIC HEARING ON THE FISCAL YEAR 2017-18 PROPOSED REPLENISHMENT ASSESSMENT PER WATER CODE SECTION 60306**  
Staff Recommendation: Convene the Water Code public hearing on the 2017-2018 Replenishment Assessment.
9. **DISTRICT COUNSEL'S REPORT**
10. **AB 1234 COMPLIANCE REPORTS AND DIRECTORS' REPORTS**
11. **WRD BOARD MEETING DATES**
  - A. April 20, 2017 – 3:00 p.m. – Regular Board of Directors Meeting
  - B. April 27, 2017 – 4:00 – Special Board of Directors Meeting
  - C. May 5, 2017 – 3:00 p.m. – Regular Board of Directors Workshop
  - D. May 19, 2017 – 3:00 p.m. – Regular Board of Directors Meeting
  - E. June 1, 2017 – 3:00 p.m. – Regular Board of Directors Meeting
12. **CLOSED SESSION**
  - A. Conference with Legal Counsel – Existing Litigation, pursuant to Government Code §54956.9  
Name of Case: Water Replenishment District v. Tesoro Refining, LASC Case No. BC493914
  - B. Conference with Legal Counsel – Existing Litigation, pursuant to Government Code §54956.9  
Name of Case: Manning Land Company, LLC, a California limited liability company v. Water Replenishment District of Southern California; Pico Water District, City of Pico Rivera; and Does 1 through 50  
LASC Case No. VC065804
  - C. Conference with Legal Counsel – Anticipated Litigation, pursuant to Government Code §54956.9 (b), One Matter
13. **CLOSED SESSION REPORT**
14. **ADJOURNMENT**  
The Board will adjourn to the next Board of Directors meeting currently scheduled for April 20, 2017 at 3:00 p.m.

Agenda posted by Tracey Burke, Senior Administrative Specialist on April 3, 2017. In compliance with ADA requirements, this document can be made available in alternative formats upon request.

In compliance with the Americans with Disabilities Act (ADA), if special assistance is needed to participate in the meeting, please contact Senior Administrative Specialist Sherri Brown at (562) 921-5521 for assistance to enable the District to make reasonable accommodations.

All public records relating to an agenda item on this agenda are available for public inspection at the time the record is distributed to all, or a majority of all, members of the Board. Such records shall be available at the District office located at 4040 Paramount Boulevard, Lakewood, California 90712.

Agendas and minutes are available at the District's website, [www.wrd.org](http://www.wrd.org).

EXHAUSTION OF ADMINISTRATIVE REMEDIES – If you challenge a District action in court, you may be limited to raising only those issues you or someone else raised at the public hearing described in this notice, or in written correspondence delivered to the District office at, or prior to, the public hearing. Any written correspondence delivered to the District office before the District's final action on a matter will become a part of the administrative record.



## MEMORANDUM

ITEM NO. 6A

**DATE:** APRIL 6, 2017

**TO:** BOARD OF DIRECTORS

**FROM:** ROBB WHITAKER, GENERAL MANAGER

**SUBJECT:** MINUTES OF JANUARY 5, 2017 BOARD OF DIRECTORS MEETING AND SOUTHERN CALIFORNIA WATER REPLENISHMENT FINANCING CORPORATION MEETING

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### **MINUTES OF JANUARY 5, 2017 SPECIAL MEETING OF THE BOARD OF DIRECTORS WATER REPLENISHMENT DISTRICT OF SOUTHERN CALIFORNIA**

A special meeting of the Board of Directors of the Water Replenishment District of Southern California was held on Thursday, January 5, 2017 at 5:14 P.M., at the District Office, 4040 Paramount Boulevard, Lakewood, California 90712. President Willard H. Murray, Jr. called the meeting to order and presided thereafter. Senior Administrative Specialist Tracey Burke recorded the minutes.

**1. DETERMINATION OF A QUORUM**

President Willard H. Murray, Jr. declared that a quorum was present, which, in addition to himself, included Directors John D. S. Allen, Rob Katherman and Albert Robles. Director Sergio Calderon arrived during item 3.

**2. PUBLIC COMMENT**

*Pursuant to Government Code Section 54954.3.*

None.

**3. CLOSED SESSION 5:00-5:30 P.M.**

**A.** Conference with Legal Counsel – Existing Litigation, pursuant to Government Code §54956.9

Name of Case: *Manning Land Company, LLC, a California limited liability company v. Water Replenishment District of Southern California; Pico Water District, City of Pico Rivera; and Does 1 through 50*

LASC Case No. VC065804

**B.** Conference with Legal Counsel – Existing Litigation, pursuant to Government

Code § 54956.9

Name of Case: Los Cerritos Community Newspaper Group v. Water Replenishment District of Southern California

LASC Case No. BS160594

## **OPEN SESSION MEETING 5:30 P.M.**

### **4. CLOSED SESSION REPORT**

The Board reconvened in Open Session at 6:11 P.M. Interim General Counsel H. Francisco Leal stated that for Item A, the Board authorized the General Manager to execute a waiver and consent to multiple representation in the Manning litigation. For Item B, no formal action was taken.

### **5. PLEDGE OF ALLEGIANCE**

Guest Leslie Spencer led the Pledge of Allegiance.

### **6. INVOCATION**

Director Sergio Calderon gave the Invocation.

### **7. PUBLIC COMMENT**

*Pursuant to Government Code Section 54954.3*

None.

### **8. INSTALLATION OF BOARD MEMBERS**

President Murray announced that he administered the oath of office to Directors Robert Katherman and Albert Robles during the Closed Session, and that the ceremonial swearing-in would take place immediately following the conclusion of the Board meeting.

### **9. ELECTION OF OFFICERS**

President Murray noted that Water Code Section 60154 states that the Board shall choose one of its members as President at the first meeting in January of each odd-numbered year. He opened the floor for nominations for the office of President.

Director Calderon nominated President Murray.

Director Robles nominated Director Katherman.

Director Allen moved to close the nominations.

A roll call vote was taken.

Director Allen voted for Director Katherman.

Director Calderon voted for Director Murray.

Director Katherman voted for himself.

Director Robles voted for Director Katherman.

President Murray voted for himself.

Director Katherman was duly elected as President of the Board of Directors.

President Murray turned the gavel over to the duly elected new President, Rob Katherman.

President Katherman called for nominations for the office of Vice President.

Director Robles nominated Director Murray.

President Katherman stepped down from the Chair to nominate Director Allen.

Seeing no further nominations, President Katherman moved to close nominations, which was seconded by Director Robles.

President Katherman requested a roll call vote.

Director Allen voted for Director Allen.

Director Calderon voted for Director Allen.

President Katherman voted for Director Allen.

Director Robles voted for Director Murray.

Director Murray voted for himself.

Director Allen was duly elected as Vice President of the Board of Directors.

President Katherman called for nominations for the offices of Secretary and / or Treasurer.

Director Robles nominated Director Calderon.

Director Calderon nominated Director Murray.

Seeing no further nominations, President Katherman moved to close nominations, which was seconded by Director Allen.

President Katherman requested a roll call vote.

Director Allen voted for Director Calderon.

Director Calderon voted for Director Murray.

Director Katherman voted for Director Calderon.

Director Robles voted for Director Calderon.

Director Murray voted for himself.

Director Calderon was duly elected as Secretary of the Board of Directors.

President Katherman called for nominations for the office of Treasurer.

Director Murray nominated Director Robles.

Seeing no further nominations, President Katherman moved to close nominations, which was seconded by Director Robles.

Director Robles was duly elected as Treasurer of the Board of Directors.

## **10. COMMITTEE ASSIGNMENTS**

President Katherman said he would ask the Directors to provide input as to which Committees they would like to be members of, and make the announcements at a later date.

## **11. ADDITIONAL ITEMS TO THE AGENDA**

There were no additional items for the agenda.

**12. CONSENT CALENDAR**

**A. APPROVAL OF MINUTES OF DECEMBER 8, 2016**

Staff Recommendation: The Board of Directors approve as submitted.

**B. REQUEST FOR PROPOSALS FOR INVESTMENT MANAGEMENT SERVICES**

Finance/Audit Committee Recommendation: The Board of Directors approve the release of a Request for Proposals (RFP) for Investment Advisor Services.

**C. CONTRACT AMENDMENT FOR THE GRIP BRINE DISPOSAL PIPELINE AND STREET IMPROVEMENTS PROJECT**

Capital Improvement Projects (CIP) Committee Recommendation: The Board of Directors authorize the General Manager to amend the existing contract with Mike Prlich & Sons, Inc., subject to District Counsel approval as to form, to increase the budget for the GRIP Brine Disposal Pipeline and Street Improvements Project by an amount of \$46,000 (rounded).

Upon a motion duly made by Director Robles, seconded by Director Allen, and unanimously approved, it was

RESOLVED: That the Board approves the Consent Calendar of January 05, 2017 as submitted.

**13. DISTRICT COUNSEL'S REPORT**

None.

**14. AB 1234 COMPLIANCE REPORTS AND DIRECTORS' REPORTS**

Director Allen had nothing to report. Director Calderon congratulated the new officers and wished everyone a happy New Year. Director Robles thanked his colleagues for their confidence, and said he would submit his report in writing. President Katherman congratulated his colleagues and wished all a happy New Year. He said that he too would submit his report in writing.

**15. WRD BOARD MEETING DATES**

**A.** January 19, 2017 – 2:00 p.m. – Regular Board of Directors Meeting

**B.** February 2, 2017 – 2:00 p.m. – Regular Board of Directors Meeting

**C.** February 16, 2017 – 2:00 p.m. – Regular Board of Directors Meeting

**D.** March 2, 2017 – 2:00 p.m. – Regular Board of Directors Meeting

The Board meeting recessed at 6:24 p.m. to convene the Special Meeting of the Southern California Water Replenishment Financing Corporation.

**MINUTES OF JANUARY 5, 2017**  
**SPECIAL MEETING OF THE BOARD OF DIRECTORS**  
**SOUTHERN CALIFORNIA WATER REPLENISHMENT FINANCING**  
**CORPORATION**

A special meeting of the Board of Directors of the Southern California Water Replenishment Financing Corporation was held on Thursday, January 5, 2017 at 6:25 P.M., at the District Office, 4040 Paramount Boulevard, Lakewood, California 90712. President Rob Katherman called the meeting to order and presided thereafter. Senior Administrative Specialist Tracey Burke recorded the minutes.

**1. DETERMINATION OF A QUORUM**

President Rob Katherman declared that a quorum was present, which, in addition to himself, included Directors John D. S. Allen, Serio Calderon, Willard H. Murray, Jr., and Albert Robles.

**2. PUBLIC COMMENT**

*Pursuant to Government Code Section 54954.3.*

None.

**3. CONFIRMATION OF OFFICERS**

General Manager Robb Whitaker introduced Chief Financial Officer Scott Ota. Mr. Ota said that the bylaws of the Southern California Water Replenishment Financing Corporation (Corporation) require that each year the officers of the Corporation be confirmed to transact business as necessary. He said the officers of the Corporation are President, Vice President, Secretary, Treasurer, General Manager, and Chief Financial Officer. Mr. Ota said that in the past, the officers of the Board and the officers of the Corporation were the same, then recommended approval of those same officers.

Upon a motion duly made by Director Robles, seconded by Director Allen, and unanimously approved, it was

RESOLVED: That the Board approves the officers of the Board as the Officers of the Southern California Water Replenishment Financing Corporation.

**4. OTHER BUSINESS**

None.

**5. ADJOURNMENT**

Upon a motion duly made by Director Allen, seconded by Director Robles, and unanimously approved, it was

RESOLVED: That the Board of Directors of the Southern California Water Replenishment Financing Corporation was adjourned.



The President reconvened the Special Meeting of the Board of Directors at 6:30 p.m.

**16. ADJOURNMENT**

The Board adjourned to the next regular Board of Directors meeting currently scheduled for January 19, 2017 at 2:00 p.m.

**STAFF RECOMMENDATION**

Approve the minutes as submitted.



## **MEMORANDUM**

**ITEM NO. 6B**

**DATE: APRIL 6, 2017**

**TO: BOARD OF DIRECTORS**

**FROM: ROBB WHITAKER, GENERAL MANAGER**

**SUBJECT: RECEIVE AND FILE THE 2017 COST OF SERVICE REPORT**

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### **SUMMARY**

Consistent with the proportionality requirements of Article XIII D, Section 6 of the California Constitution, the District recently completed the 2017 Cost of Service Report ("Report"). The Report describes the projects, programs, administration, and other work efforts that are necessary to support the District's operation to provide water replenishment, monitoring, and related services. The preliminary cost estimates for the different projects, programs, and other work efforts are summarized in the Report; the cost estimates are subsequently allocated proportionally for the purpose of calculating the Replenishment Assessment ("RA").

The Report is intended for use in the Fiscal Year 2017/18 budget review and public input process. Depending on the recommendations from the various committees and public inputs, the cost estimates contained in the Report will be revised to show the approved budget line item amounts and corresponding levels of services. Consequently, the RA will be adjusted accordingly to reflect the revised cost estimates.

The Report was presented to and approved at the Capital Improvement Projects Committee at their March 23, 2017 meeting. A copy of the report is attached to this Staff report. Also attached is a supplementary memorandum from the WRD General Manager to the Board of Directors describing the Report and justification for the RA for the WRD service area.

### **FISCAL IMPACT**

None at this time.

### **CAPITAL IMPROVEMENT PROJECTS COMMITTEE RECOMMENDATION**

The Board of Directors receive and file the 2017 Cost of Service Report and associated Supplementary Memorandum.



## **MEMORANDUM**

**ITEM NO. 6C**

**DATE: APRIL 6, 2017**

**TO: BOARD OF DIRECTORS**

**FROM: ROBB WHITAKER, GENERAL MANAGER**

**SUBJECT: MASTER AGREEMENT FOR TAXING ENTITY COMPENSATION**

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### **SUMMARY**

Pursuant to Assembly Bill x 1 26, effective February 1, 2012, the Redevelopment Agency of the City of Long Beach ("Redevelopment Agency") was dissolved, and pursuant to Health & Safety Code Section 34173, the City elected to serve as the successor agency to the dissolved Redevelopment Agency (the "Successor Agency"). Pursuant to Health and Safety Code Section 34191.5, the Successor Agency prepared a Long-Range Property Management Plan (as amended, the "LRPMP") that addresses disposition of the real property formerly owned by the Redevelopment Agency.

The purpose of this Agreement is to acknowledge the proposed sale of the Property (as defined in Section 3) and to address the allocation of certain prospective revenues among the taxing entities that share in the property tax base ("Tax Base") applicable to each Parcel (as defined in Section 3).

### **FISCAL IMPACT**

Revenue to be determined based on sales price.

### **FINANCE/AUDIT COMMITTEE RECOMMENDATION**

The Board of Directors approve the Master Agreement for Taxing Entity Compensation with the City of Long Beach



1 The purpose of this Agreement is to acknowledge the proposed sale of the Property (as  
2 defined in Section 3) and to address the allocation of certain prospective revenues among  
3 the taxing entities that share in the property tax base ("Tax Base") applicable to each Parcel  
4 (as defined in Section 3).

5           2.     Special Districts and Funds. The governing board of the Taxing  
6 Entities may administer certain special districts and funds that receive allocations of  
7 property taxes from the Tax Base, and in such event each Taxing Entity is authorized to  
8 execute this Agreement on behalf of such special districts and funds.

9           3.     Parcels to be Conveyed for Development Consistent with Plans. The  
10 LRPMP provides that pursuant to Health & Safety Code Section 34191.5(c)(2), one  
11 hundred forty-one (141) parcels formerly owned by the Redevelopment Agency will be  
12 transferred by the Successor Agency to the City for disposition consistent with the  
13 applicable Redevelopment Plan (if any) and the implementation plans (if any) adopted in  
14 connection with the Redevelopment Plan, and the City of Long Beach General Plan (all of  
15 the foregoing, collectively, the "Plans"). These 141 parcels (individually a "Parcel" and  
16 collectively, the "Property") are more fully described in Attachment A.

17           4.     Compensation Arrangement. The City agrees that, consistent with the  
18 LRPMP, in connection with the subsequent conveyance of any of the Parcels, the City will  
19 remit the Net Unrestricted Proceeds to the Los Angeles County Auditor-Controller for  
20 distribution to the Taxing Entities in accordance with each Taxing Entity's pro rata share of  
21 the Tax Base. "Net Unrestricted Proceeds" shall mean the proceeds of sale received by  
22 the City for the sale of any Parcel, less: (i) costs incurred by City for expenses incurred in  
23 connection with the management and disposition of the Parcel, including without limitation,  
24 costs incurred for property management, maintenance, insurance, marketing, appraisals,  
25 brokers' fees, escrow, closing costs, survey, title insurance, attorneys' and consultants'  
26 fees, and other reasonable costs incurred, including reasonable compensation for City staff  
27 performing functions associated with the management, maintenance and disposition of  
28 such Parcel, and (ii) any proceeds of sale that are restricted by virtue of the source of funds

1 (e.g. grant funds or the proceeds of bonds) that were used for the acquisition or  
2 improvement of such Parcel. Upon request, the City shall deliver to the Taxing Entities an  
3 accounting of all such costs, expenses and restricted proceeds.

4 5. Sale Procedures and Proceeds. The Parties acknowledge that City is  
5 obligated to convey each Parcel comprising the Property for development consistent with  
6 the Plans, and otherwise in accordance with all applicable law.

7 6. Miscellaneous Provisions.

8 6.1 Notices. Except as otherwise specified in this Agreement, all  
9 notices to be sent pursuant to this Agreement shall be made in writing, and sent to the  
10 Parties at their respective addresses specified on the signature pages to this Agreement  
11 or to such other address as a Party may designate by written notice delivered to the other  
12 Parties in accordance with this Section. All such notices shall be sent by: (i) personal  
13 delivery, in which case notice is effective upon delivery; (ii) certified or registered mail,  
14 return receipt requested, in which case notice shall be deemed delivered on receipt if  
15 delivery is confirmed by a return receipt; or (iii) nationally recognized overnight courier, with  
16 charges prepaid or charged to the sender's account, in which case notice is effective on  
17 delivery if delivery is confirmed by the delivery service.

18 6.2 Headings; Interpretation. The section headings and captions  
19 used herein are solely for convenience and shall not be used to interpret this Agreement.  
20 The Parties agree that this Agreement shall not be construed as if prepared by one of the  
21 Parties, but rather according to its fair meaning as a whole, as if all Parties had prepared  
22 it.

23 6.3 Action or Approval. Whenever action and/or approval by City  
24 is required under this Agreement, the City Manager or his or her designee may act on  
25 and/or approve such matter unless specifically provided otherwise, or unless the City  
26 Manager determines in his or her discretion that such action or approval requires referral  
27 to City Council for consideration.

28 6.4 Entire Agreement. This Agreement, including Exhibit A

1 attached hereto and incorporated herein by this reference, contains the entire agreement  
2 among the Parties with respect to the subject matter hereof, and supersedes all prior  
3 written or oral agreements, understandings , representations or statements between the  
4 Parties with respect to the subject matter hereof.

5                   6.5 Counterparts. This Agreement may be executed in  
6 counterparts, each of which shall be an original and all of which taken together shall  
7 constitute one instrument. The signature page of any counterpart may be detached  
8 therefrom without impairing the legal effect of the signature(s) thereon provided such  
9 signature page is attached to any other counterpart identical thereto having additional  
10 signature pages executed by the other Parties. Any executed counterpart of this  
11 Agreement may be delivered to the other Parties by facsimile and shall be deemed as  
12 binding as if an originally signed counterpart was delivered.

13                   6.6 Severability. If any term, provision, or condition of this  
14 Agreement is held by a court of competent jurisdiction to be invalid or unenforceable, the  
15 remainder of this Agreement shall continue in full force and effect unless an essential  
16 purpose of this Agreement is defeated by such invalidity or unenforceability.

17                   6.7 No Third Party Beneficiaries. Except as expressly set forth  
18 herein, nothing contained in this Agreement is intended to or shall be deemed to confer  
19 upon any person, other than the Parties and their respective successors and assigns, any  
20 rights or remedies hereunder.

21                   6.8 Parties Not Co-Venturers; Independent Contractor; No Agency  
22 Relationship. Nothing in this Agreement is intended to or shall establish the Parties as  
23 partners, co-venturers, or principal and agent with one another. The relationship of the  
24 Parties shall not be construed as a joint venture, equity venture, partnership or any other  
25 relationship.

26                   6.9 Governing Law; Venue. This Agreement shall be governed by  
27 and construed in accordance with the laws of the State of California without regard to  
28 principles of conflicts of laws. Any action to enforce or interpret this Agreement shall be

OFFICE OF THE CITY ATTORNEY  
CHARLES PARKIN, City Attorney  
333 West Ocean Boulevard, 11th Floor  
Long Beach, CA 90802-4664

1 filed and heard in the Superior Court of Los Angeles County, California.

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9 IN WITNESS WHEREOF, the Parties have executed this Agreement by their  
10 authorized representatives as indicated below.

11 CITY OF LONG BEACH

12 By: \_\_\_\_\_  
13 Name: \_\_\_\_\_  
14 Title: \_\_\_\_\_  
15 Date: \_\_\_\_\_

16 WATER REPLENISHMENT DISTRICT  
17 OF SOUTHERN CALIFORNIA

18 By: \_\_\_\_\_  
19 Name: Rob Katherman  
20 Title: WRD Board President  
21 Date: \_\_\_\_\_

22 By: \_\_\_\_\_  
23 Name: John J.S. Allen  
24 Title: WRD Board Vice-President  
25 Date: \_\_\_\_\_

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OFFICE OF THE CITY ATTORNEY  
CHARLES PARKIN, City Attorney  
333 West Ocean Boulevard, 11th Floor  
Long Beach, CA 90802-4664

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EXHIBIT A  
PROPERTY

## EXHIBIT A

### FUTURE DEVELOPMENT REAL PROPERTIES INVENTORY SPREADSHEET

|   | Property Type      | Permissable Use | Council District | Address                    | APN          | Tax Rate Area | Lot Size |
|---|--------------------|-----------------|------------------|----------------------------|--------------|---------------|----------|
| <b>CENTRAL LONG BEACH PROJECT AREA</b>                |                    |                 |                  |                            |              |               |          |
| <b><u>Pine/PCH Development</u></b>                    |                    |                 |                  |                            |              |               |          |
| 31  | Lot/Land           | FD              | 1                | 1814 Pine Ave.             | 7209-016-900 | 11934         | 6,750    |
| 32  | Lot/Land           | FD              | 1                | 101 E. Pacific Coast Hwy   | 7209-016-901 | 11934         | 10,360   |
| <b><u>Atlantic/Vernon Development</u></b>             |                    |                 |                  |                            |              |               |          |
| 33  | Lot/Land           | FD              | 6                | 2515 Atlantic Ave.         | 7208-006-908 | 11933         | 4,463    |
| 34  | Lot/Land           | FD              | 6                | 560 E. Vernon St.          | 7208-006-912 | 11933         | 2,496    |
| 35  | Lot/Land           | FD              | 6                | 550 E. Vernon St.          | 7208-006-913 | 11933         | 2,167    |
| 36  | Lot/Land           | FD              | 6                | 566 E. Vernon St.          | 7208-006-914 | 11933         | 3,780    |
| 37  | Lot/Land           | FD              | 6                | 2527 Atlantic Ave.         | 7208-006-915 | 11933         | 4,600    |
| 38  | Lot/Land           | FD              | 6                | 572 E. Vernon St.          | 7208-006-916 | 11933         | 5,474    |
| 39  | Lot/Land           | FD              | 6                | 2545 Atlantic Ave.         | 7208-006-917 | 11933         | 4,600    |
| 40  | Lot/Land           | FD              | 6                | 2525 Atlantic Ave.         | 7208-006-919 | 11933         | 4,600    |
| 41  | Lot/Land           | FD              | 6                | 2535 Atlantic Ave.         | 7208-006-920 | 11933         | 4,600    |
| <b><u>PCH/MLK Development</u></b>                     |                    |                 |                  |                            |              |               |          |
| 45  | Lot/Land           | FD              | 6                | 925 E. Pacific Coast Hwy   | 7210-013-900 | 11933         | 5,265    |
| 46  | Lot/Land           | FD              | 6                | 941 E. Pacific Coast Hwy   | 7210-013-901 | 11933         | 10,530   |
| <b><u>Anaheim/Walnut Development</u></b>              |                    |                 |                  |                            |              |               |          |
| 47  | Lot/Land           | FD              | 6                | 1205 Walnut Ave            | 7267-001-900 | 11933         | 6,750    |
| 48  | Lot/Land           | FD              | 6                | 1207 Walnut Ave            | 7267-001-901 | 11933         | 6,750    |
| 49  | Lot/Land           | FD              | 6                | 1209 Walnut Ave            | 7267-001-902 | 11933         | 6,600    |
| 50  | Lot/Land           | FD              | 6                | 1546 E. Anaheim St.        | 7267-001-903 | 11933         | 4,500    |
| 51  | Lot/Land           | FD              | 6                | 1540 E. Anaheim St.        | 7267-001-904 | 11933         | 4,950    |
| 52  | Lot/Land           | FD              | 6                | 1530 E. Anaheim St.        | 7267-001-905 | 11933         | 4,050    |
| 53  | Lot/Land           | FD              | 6                | 1500 E. Anaheim St.        | 7267-001-906 | 11933         | 33,600   |
| <b><u>Art Deco Hotel Development</u></b>              |                    |                 |                  |                            |              |               |          |
| 54  | Commercial         | FD              | 6                | 622 E. Anaheim St.         | 7274-002-904 | 11933         | 2,000    |
| 55  | Commercial (Hotel) | FD              | 6                | 628 E. Anaheim St.         | 7274-002-905 | 11933         | 4,500    |
| 56  | Lot/Land           | FD              | 6                | 1235 Lime Ave.             | 7274-002-906 | 11933         | 6,500    |
| 57  | Lot/Land           | FD              | 6                | 1225 Lime Ave.             | 7274-002-907 | 11933         | 6,500    |
| <b><u>Atlantic Avenue Residential Development</u></b> |                    |                 |                  |                            |              |               |          |
| 58  | Lot/Land           | FD              | 6                | 2175 Atlantic Ave. Unit 13 | 7208-030-927 | 11933         | 737      |
| 59  | Lot/Land           | FD              | 6                | 2175 Atlantic Ave. Unit 1  | 7208-030-906 | 11933         | 737      |
| 60  | Lot/Land           | FD              | 6                | 2175 Atlantic Ave. Unit 2  | 7208-030-907 | 11933         | 737      |
| 61  | Lot/Land           | FD              | 6                | 2175 Atlantic Ave. Unit 4  | 7208-030-908 | 11933         | 737      |
| 62  | Lot/Land           | FD              | 6                | 2175 Atlantic Ave. Unit 5  | 7208-030-909 | 11933         | 737      |
| 63  | Lot/Land           | FD              | 6                | 2175 Atlantic Ave. Unit 6  | 7208-030-910 | 11933         | 737      |
| 64  | Lot/Land           | FD              | 6                | 2175 Atlantic Ave. Unit 7  | 7208-030-911 | 11933         | 737      |
| 65  | Lot/Land           | FD              | 6                | 2175 Atlantic Ave. Unit 9  | 7208-030-912 | 11933         | 737      |
| 66  | Lot/Land           | FD              | 6                | 2175 Atlantic Ave. Unit 10 | 7208-030-913 | 11933         | 737      |
| 67  | Lot/Land           | FD              | 6                | 2175 Atlantic Ave. Unit 12 | 7208-030-914 | 11933         | 737      |
| 68  | Lot/Land           | FD              | 6                | 2175 Atlantic Ave. Unit 14 | 7208-030-915 | 11933         | 737      |
| 69  | Lot/Land           | FD              | 6                | 2175 Atlantic Ave. Unit 16 | 7208-030-916 | 11933         | 736      |

**EXHIBIT A**

**FUTURE DEVELOPMENT  
REAL PROPERTIES INVENTORY SPREADSHEET**

|  | Property Type     | Permissable Use | Council District | Address                              | APN          | Tax Rate Area | Lot Size |
|--|-------------------|-----------------|------------------|--------------------------------------|--------------|---------------|----------|
| 70   | Lot/Land          | FD              | 6                | 2175 Atlantic Ave. Unit 18           | 7208-030-917 | 11933         | 736      |
| 71   | Lot/Land          | FD              | 6                | 2175 Atlantic Ave. Unit 19           | 7208-030-918 | 11933         | 736      |
| 72   | Lot/Land          | FD              | 6                | 2175 Atlantic Ave. Unit 15           | 7208-030-919 | 11933         | 736      |
| 73   | Lot/Land          | FD              | 6                | 2175 Atlantic Ave. Unit 17           | 7208-030-920 | 11933         | 736      |
| 74   | Lot/Land          | FD              | 6                | 2175 Atlantic Ave. Unit 8            | 7208-030-921 | 11933         | 736      |
| 75   | Lot/Land          | FD              | 6                | 2175 Atlantic Ave. Unit 3            | 7208-030-925 | 11933         | 736      |
| 76   | Lot/Land          | FD              | 6                | 2175 Atlantic Ave. Unit 11           | 7208-030-926 | 11933         | 736      |
| <b>DOWNTOWN REDEVELOPMENT PROJECT AREA</b> |                   |                 |                  |                                      |              |               |          |
| <b>3rd &amp; Pacific Development</b>       |                   |                 |                  |                                      |              |               |          |
| 94   | Parking Lot       | FD              | 1                | 124 & 128 4th Street                 | 7280-016-900 | 05542         | 5,000    |
| 95   | Parking Lot       | FD              | 1                | 348 Pacific Ave.                     | 7280-016-901 | 05542         | 10,000   |
| 96   | Parking Lot       | FD              | 1                | 338 Pacific Ave.                     | 7280-016-902 | 05542         | 7,500    |
| 97   | Parking Lot       | FD              | 1                | 328 Pacific Ave.                     | 7280-016-903 | 05542         | 7,500    |
| 98   | Parking Lot       | FD              | 1                | 131, 133 & 145 W. 3rd St.            | 7280-016-904 | 05542         | 15,000   |
| 99   | Parking Lot       | FD              | 1                | 125 W. 3rd St.                       | 7280-016-905 | 05542         | 7,500    |
| <b>Broadway Block Development - Site A</b> |                   |                 |                  |                                      |              |               |          |
| 102  | Parking Lot       | FD              | 2                | 338 E. 3rd St.                       | 7281-017-905 | 05536         | 1,875    |
| 103  | Parking Lot       | FD              | 2                | 330 E. 3rd St.                       | 7281-017-906 | 05536         | 9,125    |
| 104  | Commercial (Bldg) | FD              | 2                | 320 E. 3rd, 240-256 Long Beach Blvd. | 7281-017-915 | 05536         | 26,500   |
| <b>Broadway Block Development - Site B</b> |                   |                 |                  |                                      |              |               |          |
| 105  | Parking Lot       | FD              | 2                | 200 Long Beach Blvd.                 | 7281-017-902 | 05536         | 11,250   |
| 106  | Parking Lot       | FD              | 2                | 232 Long Beach Blvd.                 | 7281-017-903 | 05536         | 12,500   |
| <b>Broadway Block Development - Site C</b> |                   |                 |                  |                                      |              |               |          |
| 107  | Commercial        | FD              | 2                | 348 & 350 E. 3rd St.                 | 7281-017-904 | 05536         | 1,250    |
| 108  | Commercial        | FD              | 2                | 340 & 342 E. 3rd St.                 | 7281-017-911 | 05536         | 1,250    |
| 109  | Commercial        | FD              | 2                | 344 & 346 E. 3rd St.                 | 7281-017-912 | 05536         | 1,250    |
| 110  | Commercial        | FD              | 2                | 352 & 356 E. 3rd St.                 | 7281-017-913 | 05536         | 3,750    |
| 111  | Parking Lot       | FD              | 2                | 269 Elm Avenue                       | 7281-017-914 | 05536         | 7,500    |
| <b>100 E. Ocean Blvd. Development</b>      |                   |                 |                  |                                      |              |               |          |
| 113  | Parking Lot       | FD              | 2                | 100 E. Ocean Blvd.                   | 7278-007-928 | 05542         | 35,510   |
| <b>120 East 3rd Street Development</b>     |                   |                 |                  |                                      |              |               |          |
| 116  | Commercial        | FD              | 2                | 120 E. 3rd St.                       | 7280-020-907 | 05542         | 1,250    |
| <b>Broadway Promenade Development</b>      |                   |                 |                  |                                      |              |               |          |
| 114  | Parking Lot       | FD              | 2                | 127-135 E. Broadway                  | 7280-020-902 | 05542         | 7,125    |
| 115  | Parking Lot       | FD              | 2                | 127-135 E. Broadway                  | 7280-020-903 | 05542         | 2,000    |
| 117  | Parking Lot       | FD              | 2                | 127-135 E. Broadway                  | 7280-020-908 | 05542         | 7,300    |
| 118  | Parking Lot       | FD              | 2                | 127-135 E. Broadway                  | 7280-020-909 | 05542         | 8,030    |
| 119  | Parking Lot       | FD              | 2                | 127-135 E. Broadway                  | 7280-020-910 | 05542         | 8,030    |
| 120  | Parking Lot       | FD              | 2                | 127-135 E. Broadway                  | 7280-020-911 | 05542         | 5,625    |
| 121  | Parking Lot       | FD              | 2                | 127-135 E. Broadway                  | 7280-020-912 | 05542         | 7,270    |
| 122  | Parking Lot       | FD              | 2                | 127-135 E. Broadway                  | 7280-020-913 | 05542         | 1,680    |

**EXHIBIT A**

**FUTURE DEVELOPMENT  
REAL PROPERTIES INVENTORY SPREADSHEET**

|  | Property Type | Permissible Use | Council District | Address                 | APN          | Tax Rate Area | Lot Size |
|--|---------------|-----------------|------------------|-------------------------|--------------|---------------|----------|
| <b>Broadway &amp; Long Beach Blvd. Development</b> |               |                 |                  |                         |              |               |          |
| 123  | Parking Lot   | FD              | 2                | 125 N. Long Beach Blvd. | 7280-028-903 | 05542         | 25,000   |
| 124  | Parking Lot   | FD              | 2                | 248 E. Broadway         | 7280-028-917 | 05542         | 5,000    |
| 125  | Parking Lot   | FD              | 2                | 234 E. Broadway         | 7280-028-922 | 05542         | 3,713    |
| 126  | Parking Lot   | FD              | 2                | 133 N. Long Beach Blvd. | 7280-028-923 | 05542         | 11,136   |
| <b>NORTH LONG BEACH PROJECT AREA</b>               |               |                 |                  |                         |              |               |          |
| <b>4800 Long Beach Blvd. Development</b>           |               |                 |                  |                         |              |               |          |
| 161  | Lot/Land      | FD              | 8                | 4800 Long Beach Blvd.   | 7133-010-900 | 04992         | 3,740    |
| 162  | Lot/Land      | FD              | 8                | 4810 Long Beach Blvd    | 7133-010-901 | 04992         | 10,465   |
| 163  | Lot/Land      | FD              | 8                | 4856 Long Beach Blvd    | 7133-010-902 | 04992         | 11,936   |
| 164  | Lot/Land      | FD              | 8                | 4870 Long Beach Blvd    | 7133-010-903 | 04992         | 13,407   |
| 165  | Lot/Land      | FD              | 8                | 4860 Long Beach Blvd    | 7133-010-904 | 04992         | 8,579    |
| <b>5100 Long Beach Blvd. Development</b>           |               |                 |                  |                         |              |               |          |
| 166  | Lot/Land      | FD              | 8                | 5101 Cedar Ave.         | 7131-032-900 | 04992         | 11,906   |
| 167  | Lot/Land      | FD              | 8                | 5098 Long Beach Blvd    | 7131-032-905 | 04992         | 6,990    |
| 168  | Lot/Land      | FD              | 8                | 5100 Adjacent           | 7131-032-908 | 04992         | 3,690    |
| 169  | Lot/Land      | FD              | 8                | 5060 Long Beach Blvd    | 7131-032-909 | 04992         | 18,260   |
| 170  | Lot/Land      | FD              | 8                | 5096 Long Beach Blvd    | 7131-032-910 | 04992         | 17,280   |
| 171  | Lot/Land      | FD              | 8                | 5100 Long Beach Blvd    | 7131-032-911 | 04992         | 12,760   |
| 172  | Residential   | FD              | 8                | 34 E. Sunset St.        | 7131-032-912 | 04992         | 3,890    |
| 173  | Residential   | FD              | 8                | 34 E. Sunset St.        | 7131-032-913 | 04992         | 600      |
| <b>North Village Development - Block C</b>         |               |                 |                  |                         |              |               |          |
| 179  | Lot/Land      | FD              | 9                | 5893 Atlantic Ave.      | 7125-033-900 | 04992         | 4,888    |
| 180  | Lot/Land      | FD              | 9                | 5887 Atlantic Ave.      | 7125-033-901 | 04992         | 4,600    |
| 181  | Lot/Land      | FD              | 9                | 5855 Atlantic Ave.      | 7125-033-902 | 04992         | 4,600    |
| 182  | Lot/Land      | FD              | 9                | 5845 Atlantic Ave.      | 7125-033-903 | 04992         | 9,200    |
| 183  | Lot/Land      | FD              | 9                | 5835 Atlantic Ave.      | 7125-033-904 | 04992         | 4,576    |
| 184  | Lot/Land      | FD              | 9                | 5844 Linden Ave.        | 7125-033-905 | 04992         | 4,800    |
| 185  | Lot/Land      | FD              | 9                | 501 E. South St.        | 7125-033-906 | 04992         | 4,400    |
| 186  | Lot/Land      | FD              | 9                | 5850 Linden Ave.        | 7125-033-907 | 04992         | 4,800    |
| 187  | Lot/Land      | FD              | 9                | 5801 Atlantic Ave.      | 7125-033-908 | 04992         | 21,450   |
| 188  | Lot/Land      | FD              | 9                | 5869 Atlantic Ave.      | 7125-033-909 | 04992         | 9,224    |
| 189  | Lot/Land      | FD              | 9                | 5875 Atlantic Ave.      | 7125-033-910 | 04992         | 4,600    |
| 190  | Lot/Land      | FD              | 9                | 5886 Linden Ave.        | 7125-033-911 | 04992         | 4,800    |
| 191  | Lot/Land      | FD              | 9                | 5878 Linden Ave.        | 7125-033-912 | 04992         | 4,800    |
| 192  | Lot/Land      | FD              | 9                | 5826 Linden Ave.        | 7125-033-913 | 04992         | 4,800    |
| 193  | Lot/Land      | FD              | 9                | 5852 Linden Ave.        | 7125-033-914 | 04992         | 4,800    |
| 194  | Lot/Land      | FD              | 9                | 5836 Linden Ave.        | 7125-033-915 | 04992         | 4,800    |
| 195  | Lot/Land      | FD              | 9                | 5892 Linden Ave.        | 7125-033-916 | 04992         | 5,100    |
| 196  | Lot/Land      | FD              | 9                | 5874 Linden Ave.        | 7125-033-917 | 04992         | 4,800    |
| 197  | Lot/Land      | FD              | 9                | 5866 Linden Ave.        | 7125-033-918 | 04992         | 4,800    |
| 198  | Lot/Land      | FD              | 9                | 5860 Linden Ave.        | 7125-033-919 | 04992         | 4,800    |
| 199  | Lot/Land      | FD              | 9                | 5822 Linden Ave.        | 7125-033-920 | 04992         | 4,800    |

**EXHIBIT A**

**FUTURE DEVELOPMENT  
REAL PROPERTIES INVENTORY SPREADSHEET**

|  | Property Type     | Permissible Use | Council District | Address                 | APN          | Tax Rate Area | Lot Size |
|--|-------------------|-----------------|------------------|-------------------------|--------------|---------------|----------|
| 200  | Lot/Land          | FD              | 9                | 5827 Atlantic Ave.      | 7125-033-921 | 04992         | 4,600    |
| 201  | Lot/Land          | FD              | 9                | 5823 Atlantic Ave.      | 7125-033-922 | 04992         | 4,600    |
| 202  | Lot/Land          | FD              | 9                | 5879 Atlantic Ave.      | 7125-033-923 | 04992         | 4,600    |
| <b>North Village Development - Block D</b>     |                   |                 |                  |                         |              |               |          |
| 203  | Commercial        | FD              | 9                | 5960 Atlantic Ave.      | 7124-017-900 | 04992         | 4,600    |
| 204  | Commercial (Bldg) | FD              | 9                | 5936 Atlantic Ave.      | 7124-017-901 | 04992         | 4,600    |
| 205  | Commercial        | FD              | 9                | 5948 Atlantic Ave.      | 7124-017-902 | 04992         | 4,600    |
| 206  | Commercial (Bldg) | FD              | 9                | 5901 Atlantic Ave.      | 7125-034-900 | 04992         | 9,775    |
| 207  | Lot/Land          | FD              | 9                | 5941 Atlantic Ave.      | 7125-034-901 | 04992         | 4,600    |
| 208  | Lot/Land          | FD              | 9                | 5927 Atlantic Ave.      | 7125-034-902 | 04992         | 9,200    |
| <b>6101-6141 Atlantic Avenue Development</b>   |                   |                 |                  |                         |              |               |          |
| 209  | Lot/Land          | FD              | 9                | 6101-6141 Atlantic Ave. | 7125-036-900 | 04992         | 62,544   |
| <b>Atlantic/Artesia Development</b>            |                   |                 |                  |                         |              |               |          |
| 210  | Lot/Land          | FD              | 9                | 605 E. Artesia Blvd.    | 7115-003-901 | 04992         | 6,270    |
| 211  | Lot/Land          | FD              | 9                | 609 E. Artesia Blvd.    | 7115-003-902 | 04992         | 17,020   |
| 212  | Lot/Land          | FD              | 9                | 669 E. Artesia Blvd.    | 7115-003-903 | 04992         | 22,040   |
| 213  | Lot/Land          | FD              | 9                | 6620 Atlantic Ave.      | 7115-003-904 | 04992         | 8,870    |
| 214  | Lot/Land          | FD              | 9                | 685 E. Artesia Blvd.    | 7115-003-905 | 04992         | 24,180   |
| 215  | Lot/Land          | FD              | 9                | 6600 Atlantic Ave.      | 7115-003-906 | 04992         | 11,730   |
| 216  | Parking Lot       | FD              | 9                | 601 E. Artesia Blvd.    | 7115-003-907 | 04992         | 3,120    |
| <b>WEST LONG BEACH INDUSTRIAL PROJECT AREA</b> |                   |                 |                  |                         |              |               |          |
| <b>14th St. &amp; Cowles St. Development</b>   |                   |                 |                  |                         |              |               |          |
| 217  | Lot/Land          | FD              | 1                | 2110 W. Cowles St.      | 7429-018-901 | 05521         | 25,681   |
| 218  | Lot/Land          | FD              | 1                | 2111 W. 14th St.        | 7429-018-911 | 05521         | 58,370   |
| <b>1675 Santa Fe Avenue Development</b>        |                   |                 |                  |                         |              |               |          |
| 224  | Lot/Land          | FD              | 1                | 1675 Santa Fe Ave.      | 7432-006-914 | 05521         | 38,843   |
| <b>1680 Santa Fe Avenue Development</b>        |                   |                 |                  |                         |              |               |          |
| 225  | Lot/Land          | FD              | 1                | 1680 Santa Fe Ave.      | 7432-008-902 | 05521         | 12,500   |
| <b>1404-1420 Hayes Avenue Development</b>      |                   |                 |                  |                         |              |               |          |
| 246  | Lot/Land          | FD              | 1                | 1404-1420 Hayes Ave.    | 7429-041-900 | 05521         | 3,252    |
| 247  | Lot/Land          | FD              | 1                | 1404-1420 Hayes Ave.    | 7429-041-901 | 05521         | 3,252    |
| 248  | Lot/Land          | FD              | 1                | 1404-1420 Hayes Ave.    | 7429-041-902 | 05521         | 3,252    |
| 249  | Lot/Land          | FD              | 1                | 1404-1420 Hayes Ave.    | 7429-041-903 | 05521         | 3,252    |
| 250  | Lot/Land          | FD              | 1                | 1404-1420 Hayes Ave.    | 7429-041-904 | 05521         | 13,008   |
| 251  | Lot/Land          | FD              | 1                | 1404-1420 Hayes Ave.    | 7429-041-905 | 05521         | 3,252    |
| 252  | Lot/Land          | FD              | 1                | 1404-1420 Hayes Ave.    | 7429-041-906 | 05521         | 3,252    |
| 253  | Lot/Land          | FD              | 1                | 1404-1420 Hayes Ave.    | 7429-041-907 | 05521         | 3,252    |
| 254  | Lot/Land          | FD              | 1                | 1404-1420 Hayes Ave.    | 7429-041-908 | 05521         | 3,252    |
| 255  | Lot/Land          | FD              | 1                | 1404-1420 Hayes Ave.    | 7429-041-909 | 05521         | 3,251    |
| 256  | Lot/Land          | FD              | 1                | 1404-1420 Hayes Ave.    | 7429-041-910 | 05521         | 3,251    |
| 257  | Lot/Land          | FD              | 1                | 1404-1420 Hayes Ave.    | 7429-041-911 | 05521         | 3,251    |
| 258  | Lot/Land          | FD              | 1                | 1404-1420 Hayes Ave.    | 7429-041-912 | 05521         | 4,552    |



## **MEMORANDUM**

**ITEM NO. 6D**

**DATE: APRIL 6, 2017**

**TO: BOARD OF DIRECTORS**

**FROM: ROBB WHITAKER, GENERAL MANAGER**

**SUBJECT: AUTHORIZE RELEASE OF A REQUEST FOR QUALIFICATIONS (RFQ) TO DEVELOP AN ONLINE GIS VIEWER AND UPGRADE THE INTERACTIVE WELL SEARCH TOOL, PHASE 1**

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### **SUMMARY**

Since 2003, the District has provided an online Interactive Well Search Tool (IWST) to District pumpers, water resources consultants, WRD Staff and other interested parties. This tool is recognized as a definitive source for well production and information and water level and quality data for the Central and West Coast Basins.

The IWST is currently built on an Esri ArcIMS platform and accesses data through regularly updated Microsoft Access databases. The spatial data (wells, streets, and city boundaries, etc.) are updated on an annual basis. The ArcIMS platform is no longer supported by Esri. If the platform were to fail, it would be difficult to quickly repair or replicate. Current users comment on the limited functionality and unwieldy user interface.

In December 2016, the District adopted the Enterprise Asset Management Master Plan and Phase 1 Pilot Project which includes an Information Management Master Plan. The plan identifies the need to develop a new IWST that has the potential to expand its functionality and to integrate with other platforms being developed for Asset Management, including CMMS, SCADA, OnBase, and the WRD Portal. The development of an upgraded IWST would be Phase 1 in a multi-phased project to provide a public- and agency-facing map-based application for the District. Both consulting services and software will be necessary.

In order to implement the necessary updates to the IWST and develop a base on which to build additional functionality and integration, staff is recommending the release of a Request for Qualifications (RFQ) to identify the most qualified firm(s) to perform the upgrade to the District's IWST.

### **FISCAL IMPACT**

The software and implementation cost will be dependent upon the negotiated fee with the selected most qualified firm(s). However, staff's current estimate is in the range of \$50,000 to \$75,000 for Phase 1. Sufficient funds for this expenditure have been included in the District's Capital Improvement Program (CIP) through debt service financing.

## **CAPITAL IMPROVEMENT PROGRAM (CIP) COMMITTEE RECOMMENDATION**

The Board of Directors authorize the General Manager to release a Request for Qualifications to update and improve the District's Online Geographic Information System (GIS) viewer and interactive well search tool.



## **MEMORANDUM**

**ITEM NO. 6E**

**DATE: APRIL 6, 2017**

**TO: BOARD OF DIRECTORS**

**FROM: ROBB WHITAKER, GENERAL MANAGER**

**SUBJECT: SAFE DRINKING WATER PROGRAM – AUTHORIZATION TO RELEASE A REQUEST FOR PROPOSAL FOR CONSTRUCTION MANAGEMENT SERVICES FOR THE SAFE DRINKING WATER PROJECTS: CITY OF HUNTINGTON PARK, CALIFORNIA AMERICAN WATER AND CITY OF LYNWOOD, AND MAYWOOD MUTUAL WATER COMPANY NO. 2**

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### **SUMMARY**

The District administers the Safe Drinking Water Program (SDWP) to assist basin pumpers in sustaining active production from contaminated wells. Wells are evaluated for assistance based on water quality data and production history. When assistance is deemed necessary, WRD and the basin pumper jointly develop a treatment solution for the subject well.

In 2016, the District approved three wellhead treatment projects through the Safe Drinking Water Program: California American Water Arlington Well, Huntington Park Well 15, and Lynwood Well 11. The wellhead treatment system at all three wells will consist of a complete granular activated filtration system built within the boundaries of the existing well sites owned and operated by the water systems. Granulated Activated Carbon filtration is a closed system that has long been recognized as an effective means for removing Volatile Organic Compounds (VOCs), including PCE and TCE, from groundwater wells. The treatment systems will have the capacity to treat the full flow of the wells.

In addition, as part of Assembly Bill No. 240, the District was designated to manage and implement a water quality improvement project in the City of Maywood. The appropriated funds were assigned to the Maywood Avenue Wellhead treatment project for iron and manganese removal. This bill designated the District to manage the design and implementation or construction of the project.

The wellhead treatment system for the four projects will consist of three complete granular activated filtration systems and one greensand media filtration system, all built within the boundaries of the existing well sites owned and operated by the water systems. The designs for the four Safe Drinking Water projects in various stages of completion and will be ready for the bidding process. Construction Management Services are needed to assist with overseeing the contractors of the multiple projects that will be contracted by the District. WRD would like to release a Request for Proposals (RFPs) is requesting a two year contract for



construction management services for construction of the treatment systems at the four project locations in Safe Drinking Water Program.

### **FISCAL IMPACT**

The proposed Safe Drinking Water projects are expected to be financed through the 2015 bond issuance. Cost for design and construction are estimated not to exceed \$1,600,000 for CA Water Arlington Well, \$1,000,000 for Huntington Park Well 15, and \$800,000 for Lynwood Well 11. Sufficient funds exist in the District's Capital Improvement Program (CIP) through debt service financing.

Three of the proposed Safe Drinking Water projects to be financed through the 2015 bond issuance and the Maywood Avenue project will be funded through the AB 240 appropriated funds. Sufficient funds exist in the District's Capital Improvement Program (CIP) through debt service financing.

### **CAPITAL IMPROVEMENT COMMITTEE (CIP) RECOMMENDATION**

The Board of Directors authorize the General Manager to release a Request for Proposals (RFPs) for a two-year contract for construction management services for construction of the Safe Drinking Water Program treatment systems.



## **MEMORANDUM**

**ITEM NO. 6F**

**DATE: APRIL 6, 2017**

**TO: BOARD OF DIRECTORS**

**FROM: ROBB WHITAKER, GENERAL MANAGER**

**SUBJECT: PARTICIPATION IN THE LOS ANGELES REGION IMAGERY ACQUISITION CONSORTIUM 5 PROGRAM**

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### **SUMMARY**

Established in 2005, the Los Angeles Region Imagery Acquisition Consortium (LARIAC), which is managed by the County of Los Angeles, has delivered highly accurate digital aerial imagery, elevation, and other related datasets at substantial cost savings to its over 70 participants. WRD has participated since 2015 under its Geographic Information Systems (GIS) program.

Digital aerial imagery and elevation data provide valuable support for decision making within agencies as well as cost savings for operations. High quality imagery data enables staff to “see” before they go, and reduces field work and information costs. High resolution data provided through LARIAC data offers key benefits when compared to aerial imagery from online providers (“free mapping websites” like Google or Bing), and off-the-shelf vendors. These include:

- Enhanced resolution (4-inch vs. 1-foot) shows greater detail and provides more information.
- Unparalleled accuracy ensures information captured is in the right location.
- Breadth of products (orthogonal and oblique [birds-eye] imagery, building footprints, elevation data).
- Multiple access methods, including desktop, handheld, and mobile, as well as local and remotely hosted solutions.
- Variety of formats including GIS-ready, CAD-ready, and compressed formats for use within applications in the field.
- Historical data from earlier LARIAC rounds to provide change detection.
- Complete control of the data, including use by our contractors
- Accessibility on our web site to enhance information searches by the pumpers, researchers, other agencies, and the general public.

The next round of flights and processing to capture high resolution aerial imagery is known as LARIAC5. The product list will include:

- 4-band orthogonal aerial imagery at 4-inch resolution in multiple formats (TIFF, JPG, Compressed ECW)

- 3-band orthogonal aerial imagery at 4-inch resolution acquired 4 times per year for use as a map service.
- 3-band oblique (birds-eye) imagery at 4-inch resolution and online hosted access for desktop and mobile devices.
- GIS Viewer access to real-time LA County parcel data and other LA County data, mapping and GIS tools.
- Building outlines
- 2017 Land Cover at high resolution

The benefits to WRD in participating in LARIAC5 will primarily be that this high-resolution data will be able to be consumed by our new Online Mapping application (currently the Interactive Well Search Tool) and provide a more accurate and current view of the district. This will be useful to observe the past and present conditions at WRD facilities and areas of interest, including monitoring wells, GRIP, Vander Lans, spreading grounds, production wells, and others, and continued participation in LARIAC5 will ensure updated coverage of aerial photos and changing land uses.

### **FISCAL IMPACT**

Significant cost savings is achieved by participating with over 70 participants rather than WRD procuring these aerial and mapping services alone. The WRD's portion of the cost in continuing participation is an amount not to exceed \$40,000. If additional participants sign on to LARIAC5, the cost will be adjusted downward accordingly. Sufficient funds for this expenditure have been included in the District's current FY budget.

### **WATER RESOURCES COMMITTEE RECOMMENDATION**

The Board of Directors authorize the Assistant General Manager to enter into an agreement with the County of Los Angeles to participate in the Los Angeles Region Imagery Acquisition Consortium 5 (LARIAC5), subject to approval by District Counsel, for an amount not to exceed \$40,000.



## **MEMORANDUM**

**ITEM NO. 6G**

**DATE: APRIL 6, 2017**

**TO: BOARD OF DIRECTORS**

**FROM: ROBB WHITAKER, GENERAL MANAGER**

**SUBJECT: AUTHORIZE CONTRACT AMENDMENTS WITH CAROLLO ENGINEERS FOR GOLDSWORTHY DESALTER EXPANSION CONSTRUCTION**

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### **SUMMARY**

The District is near completion of the expansion construction of the Robert W. Goldsworthy Desalter ("Desalter"), from its current treatment capacity of 2.5 million gallons per day (mgd) to a total of 5 mgd. The expansion will increase saline groundwater reclamation, as well as produce additional potable water to offset the District's operation costs.

Since 2016, District has initiated several projects to automatize and standardize District's operations including Supervisory Control and Data Acquisition (SCADA) System Master Plan, Asset Management, Computerized Maintenance Management System (CMMS), and Workflow/Process Improvements. District staff has been working closely with Carollo Engineers (Carollo) and the construction contractors to modify the design and construction of the Desalter to ensure it meets District's latest standards and criteria. These efforts require additional engineering and construction management work by Carollo and an extra 3 months of construction period to accommodate the changes. As a result, several tasks not originally specified in the contracts with Carollo need to be amended to complete the Desalter expansion.

### **Engineering Support During Construction**

On August 15, 2013, the District executed an agreement with Carollo to perform final design and provide engineering support during construction for the Desalter expansion project. Three amendments to the contract were subsequently executed in 2014 and 2015 to provide additional design effort, prepare prequalification documents for construction contractors, prepare a project monitoring plan required for grant funding, and authorize the release of contingency funds for additional work not covered in the original agreement.

District has since used the contingency funds for out-of-scope work including additional responses to request for information, submittal reviews, changing of process and instrumentation diagrams and equipment tagging to accommodate District's SCADA standards, and incorporating the Desalter in District's asset management system. The total level of effort to complete the additional tasks is estimated to exceed the budget amount by approximately \$65,000. Detailed descriptions of the tasks and associated

cost breakdown are presented in the attached Contract Amendment 4 for engineering support.

### **Construction Management (CM) Services**

On August 21, 2014, the District approved an agreement for CM services with Carollo for the construction of the Desalter expansion. Because of the extended 3 months construction period, additional CM work is required to complete the expansion project. In addition, several tasks were required for the CM services that were not covered in the original agreement. These tasks include preparation of a traffic control plan and additional labor monitoring for District's Project Labor Agreement (PLA). The total level of effort to complete the additional tasks is estimated to exceed the budget amount by approximately \$309,900. Detailed descriptions of the tasks and associated cost breakdown are presented in the attached Contract Amendment 1 for CM services.

### **FISCAL IMPACT**

Sufficient funds are included in the District's Capital Improvement Program (CIP) for the design and construction of the Desalter expansion project. The Project is funded by the following funding sources: 2014 Water Desalination Grant for \$3 million, the Proposition 84 State grant for \$4 million, and District's bond proceeds.

### **CAPITAL IMPROVEMENT PROJECTS COMMITTEE RECOMMENDATION**

The Board of Directors: 1) authorize the Assistant General Manager to execute Amendment 4 for Agreement No. 752 with Carollo Engineers to provide additional engineering support for the Robert W. Goldsworthy Desalter expansion project, subject to approval of form by District Counsel, in an amount not to exceed \$65,000 and extend the term of the agreement to June 30, 2018, and; 2) the Board of Directors authorize the Assistant General Manager to execute Amendment 1 for Agreement No. 787 with Carollo Engineers to provide additional construction management services for the Robert W. Goldsworthy Desalter expansion project, subject to approval of form by District Counsel, in a not-to-exceed amount of \$309,900 and extend the term of the agreement to June 30, 2018.

Attachments: Draft amendments to contract agreements with Carollo for engineering support and for construction management services.



## **MEMORANDUM**

**ITEM NO. 7**

**DATE: APRIL 6, 2017**

**TO: BOARD OF DIRECTORS**

**FROM: ROBB WHITAKER, GENERAL MANAGER**

**SUBJECT: ADMINISTRATIVE CODE**

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### **SUMMARY**

Resolution 17-1052 provides revisions to Chapter 3 of the District Administrative Code. The revisions include an update to the current listing and description of all Standing Committees and the request of the Administrative Committee to revise Section 3.6 as it pertains to Ad Hoc Committee recommendations.

### **FISCAL IMPACT**

None.

### **ADMINISTRATIVE COMMITTEE RECOMMENDATION**

The Board of Directors approve Resolution No. 17-1052 amending Chapter 3 of the Administrative Code to include the current listing and description of all Standing Committees as well as a revision to Section 3.6 as it pertains to Ad Hoc Committee recommendations.

**RESOLUTION NO. 17-1052**

**A RESOLUTION OF THE BOARD OF DIRECTORS OF THE  
WATER REPLENISHMENT DISTRICT OF SOUTHERN CALIFORNIA  
AMENDING CHAPTER 3 OF THE ADMINISTRATIVE CODE**

**WHEREAS**, the Water Replenishment District of Southern California (“District”) desires to amend its Administrative Code; and

**WHEREAS**, the District desires to amend the Administrative Code on the recommendation of the Administrative Committee to clarify the roles and powers of District Ad Hoc Committees.

**NOW, THEREFORE, BE IT RESOLVED AS FOLLOWS:**

1. The District finds that the above recitals are true and correct and hereby adopts the above recitals.
2. The opening paragraph of Chapter 3 shall be amended to read as follows:

Identification of Standing Committees

The Standing Committees of the Board of Directors are as follows:

- Finance Committee
- Administrative Committee
- Water Resources Committee
- Groundwater Quality Committee
- External Affairs Committee
- Capital Improvement Projects Committee

Each committee shall have the power to act whenever a quorum of two voting members is present.

3. A new section 3.55 shall be added to read as follows:

**Section 3.55 Capital Improvement Projects Committee**

This committee shall advise the Board of Directors on all capital improvement program related projects and issues related to the same.

4. Section 3.6 of Chapter 3 of the District's Administrative Code is hereby repealed and replaced as modified herein, and the new Section 3.6 shall read as follows:

**Section 3.6 Ad Hoc Committees**

The President of the Board may establish or dissolve ad hoc committees of the Board, consisting of two Board members each, from time to time.

Ad Hoc Committee recommendations shall be limited to recommendations to Standing Committees.

**PASSED, APPROVED, AND ADOPTED THIS 16TH day of March 2017 by the following vote:**

**AYES:  
NOES:  
ABSENT:  
ABSTAIN:**

**WATER REPLENISHMENT DISTRICT OF SOUTHERN CALIFORNIA**

\_\_\_\_\_  
Robert Katherman, President

ATTEST:

\_\_\_\_\_  
Sergio Calderon, Secretary

APPROVED AS TO FORM:

\_\_\_\_\_  
H. Francisco Leal, District Counsel





## **MEMORANDUM**

### **ITEM NO. 8**

**DATE: APRIL 6, 2017**

**TO: BOARD OF DIRECTORS**

**FROM: ROBB WHITAKER, GENERAL MANAGER**

**SUBJECT: CONVENE PUBLIC HEARING ON THE FISCAL YEAR 2017-18 PROPOSED REPLENISHMENT ASSESSMENT PER WATER CODE SECTION §60306**

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### **SUMMARY**

On March 2, 2017 the Board of Directors received and filed the 2017 Engineering Survey and Report (ESR) and adopted Resolution No. 17-1051 declaring that funds shall be raised in the ensuing fiscal year to purchase replenishment water and to fund groundwater quality and replenishment projects and programs by means of a Replenishment Assessment (RA).

In compliance with the California Water Code Section §60306, notice of a Public Hearing on the fiscal year 2017-18 RA was published at least 10 days prior to the opening of the Public Hearing. The notice was published by the Metropolitan News Company in the daily Los Angeles Bulletin on March 24, 2017.

The Public Hearing will be opened at the WRD office in Lakewood, CA during the regular Board of Directors' meeting on Thursday, April 6, 2017, at 3:00 p.m. The purpose of the Public Hearing is to determine whether and to what extent the estimated cost of (1) purchasing water for groundwater replenishment for the ensuing year and accomplishing acts reasonably necessary for replenishment, (2) removing contaminants from groundwater supplies and undertaking other groundwater quality projects, and (3) the District's operating and administrative expenses, shall be paid by a RA levied upon groundwater producers within the WRD Service Area.

The public is invited to attend the hearing and provide comment on any proposed RA, the ESR, or any other matters related to the District's rate setting process. The Public Hearing may be continued to subsequent Board meetings and budget workshops as the Board considers additional information related to the upcoming RA.

Notwithstanding the aforementioned public hearing set in accordance with the California Water Code, the District has mailed "Notice of Public Hearing" pursuant to the procedural requirements of Article XIII D, Section 6 of the California Constitution. This separate Public Hearing ("Prop 218 Hearing") will be held at the WRD office, on April 27, 2017, at 3:00 p.m. Detailed information on the Prop 218 Hearing will be included in the staff report to the Board for the April 27, 2017 Board of Directors' meeting.

**FISCAL IMPACT**

None at this time.

**STAFF RECOMMENDATION**

Convene the Water Code public hearing on the 2017-2018 Replenishment Assessment.

