

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

9:00 A.M., FRIDAY, FEBRUARY 20, 2009

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. PUBLIC COMMENT**
- 3. AMENDMENT TO BY-LAWS**
Staff Recommendation: Adopt Resolution No. 09-08.
- 4. CONFIRMATION OF OFFICERS**
- 5. ADJOURNMENT**

Agenda posted by Abbie Andom, Deputy Secretary, February 18, 2009.

In compliance with the Americans with Disabilities Act (ADA), if special assistance is needed to participate in the Board meeting, please contact Deputy Secretary Abigail Andom 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.



MEMORANDUM

ITEM NO. 3

*Prepared by: Abbie Andom
Reviewed by: Scott Ota
Approved by: Robb Whitaker*

DATE: FEBRUARY 20, 2009
TO: BOARD OF DIRECTORS
FROM: ROBB WHITAKER, GENERAL MANAGER
SUBJECT: AMENDMENT TO BY-LAWS

SUMMARY

The By-Laws of the Southern California Water Replenishment Financing Corporation was incorporated on May 28, 1999. Since then, the Corporation has moved to a new principal location and the Board of Directors had expressed a desire to add a Treasurer as an officer of the Corporation.

Resolution No. 09-08 approves a first amendment to the By-Laws of the Corporation changing the location of the principal executive office to 4040 Paramount Boulevard, Lakewood, California 90712, and including a Treasurer as an officer of the Corporation.

FISCAL IMPACT

None.

STAFF RECOMMENDATION

Adopt Resolution No. 09-08.

RESOLUTION NO. 09-08

**RESOLUTION OF THE BOARD OF DIRECTORS OF THE
SOUTHERN CALIFORNIA WATER REPLENISHMENT
FINANCING CORPORATION APPROVING A FIRST AMENDMENT
TO THE BYLAWS OF THE CORPORATION**

WHEREAS, the Southern California Water Replenishment Financing Corporation ("Corporation") was incorporated on March 13, 1999.

WHEREAS, in May 1999, the Corporation approved the bylaws of the Corporation.

WHEREAS, the Corporation's Board of Directors desire to amend the Bylaws of the Corporation to change the location of the principal executive office to 4040 Paramount Boulevard, Lakewood, California 90712.

WHEREAS, the Corporation's Board of Directors further desire to amend the Bylaws of the Corporation and add a Treasurer as an officer of the Corporation.

NOW, THEREFORE, the Board of Directors of the Southern California Water Replenishment Financing Corporation do hereby order and resolve as follows:

SECTION 1. The Bylaws of the Corporation are amended to change the location of the principal executive office to 4040 Paramount Boulevard, Lakewood, California 90712.

SECTION 2. Further, the Bylaws of the Corporation are amended to include a Treasurer as an officer of the corporation.

SECTION 3. The First Amendment presented to this Board is hereby approved, with such changes as deemed appropriate by District Counsel, acting as Corporation counsel.

SECTION 4. The members of the Board of Directors hereby approve and accept the change to location of the principal executive office to 4040 Paramount Boulevard, Lakewood, California 90712, and hereby approve and accept the Treasurer of the Water Replenishment District of Southern California to act as Treasurer of the Corporation.

SECTION 5. This Resolution shall take effect immediately from and after the date of its adoption.

PASSED, APPROVED AND ADOPTED by the Board of Directors of the Southern California Water Replenishment Financing Corporation at a special meeting held on _____, 2009, by the following vote:

AYES:

NOES:

ABSENT:

ABSTAIN:

By: _____
Albert Robles
President of the Board

Attest:

Lillian Kawasaki
Secretary to the Board

FIRST AMENDMENT TO THE BYLAWS OF SOUTHERN CALIFORNIA WATER REPLENISHMENT FINANCING CORPORATION

(a California Nonprofit Public Benefit Corporation)

As noted herein, ARTICLE II, Section 2.01 of the Bylaws is amended.

As noted herein, ARTICLE VIII, Section 8.01 of the Bylaws is amended and

ARTICLE VIII section 8.07.1 is added to the bylaws.

All other articles, sections and terms shall remain the same and in full force and effect.

ARTICLE II

Section 2.01. Principal Executive Office. The principal executive office for the transaction of the business of the Corporation shall be located at 4040 Paramount Boulevard, Lakewood, California 90712 in the County of Los Angeles, California. The directors may change the principal executive office from one location to another. Any change of location shall be noted by the Secretary opposite this section or this section may be amended to state the new location.

ARTICLE VIII OFFICERS

Section 8.01. Officers. The officers of the Corporation shall be a president, a vice-president, a general manager, a Chief Financial Officer, a treasurer and a secretary. The Corporation may also have, at the discretion of the Board of Directors, one or more assistant secretaries, one or more assistant Chief Financial Officers and such other subordinate officers as may be appointed by the Board of Directors. Other officers of the Corporation may be chosen from time to time by the Board of Directors, and each shall serve at the pleasure of the Board of Directors. Any number of offices may be held by the same persons except that neither the secretary nor the chief financial officer may serve concurrently as the president of the board.

Section 8.07.1 Treasurer. The Treasurer of the District shall be the Treasurer of the Corporation. The Treasurer shall be responsible for maintaining the finances of the Corporation and perform other such duties from time to time as may be prescribed by the Board of Directors or the President of the Board.

CERTIFICATE OF SECRETARY

I, the undersigned, certify that I am the duly elected and acting Secretary of SOUTHERN CALIFORNIA WATER REPLENISHMENT FINANCING CORPORATION, a California nonprofit public benefit corporation, and the above First Amendment to Bylaws, consisting of one (1) page, amends the Bylaws of such Corporation as duly adopted by action of the Board of Directors on _____, 2009.

Dated: _____, 2009

Lillian Kawasaki
Secretary