



**EAST KAWEAH**  
GROUNDWATER SUSTAINABILITY AGENCY

315 E. Lindmore Street  
Lindsay, CA 93247  
Tel: (559) 562-2534  
[www.ekgsa.org](http://www.ekgsa.org)

## **NOTICE REGULAR MEETING OF THE BOARD OF DIRECTORS**

Monday, April 28, 2025, at 3:00 p.m.

Lindmore Conference Room  
240 W. Lindmore Street, Lindsay, CA 93247

**Remote Access – ZOOM Meeting ID: 891 3921 9966 and Passcode: 032136**

## **AGENDA**

**1. Roll Call by Secretary**

**2. Approve the Agenda**

**3. Pledge of Allegiance**

**4. Public Comment**

**5. Minutes:** The Board will review and consider adopting the minutes provided by the Secretary for the March 24, 2025 Special Board meeting.

**6. Administrative –**

- a. Budget / Expense Report for the KSB Work Plan
- b. Groundwater Analysis for Revenue
- c. **Payments:** Consider Ratifying Payments made to meet the obligations of the EKGSA (Hagman/Bennett)
- d. **Financial Reports:** Consider accepting the Quarterly Reports (Hagman)
- e. **Consider Adoption of Resolution 2025-02: Resolution Certifying to the County of Tulare the Validity of the Legal Process Used to Place Direct Charges (Special Assessment) on the Secured Tax Roll.**
- f. Status of Modified Revenue Stream efforts (Hagman/Hunter)
- g. Proposition 218 – Rate Study (consider action to engage contractor to provide rate study: Hagman)

**7. Groundwater Sustainability Plan Implementation:**

- a. Update on Groundwater Sustainability Plan Status (Hagman/Palys)
- b. Work Plan – Update Board (Hagman/Klinchuch)

**8. Closed Session**



---

**CONFERENCE WITH LEGAL COUNSEL – POTENTIAL LITIGATION:** [Government Code Section 54956.9 (d)(2)] - Number of Potential Cases: Two

**CONFERENCE WITH LEAD NEGOTIATOR Michael Hagman – Water Purchases Terms: Purchase of property.** [Government Code Section 54957.6]

**9. Schedule Next meeting** – Next regularly scheduled meeting is July 28, 2025, at 3:00 p.m.

**10. Adjournment**

**EAST KAWEAH GROUNDWATER SUSTAINABILITY AGENCY  
BOARD OF DIRECTORS**

**MINUTES FOR THE SPECIAL MEETING ON MARCH 24, 2025**

The East Kaweah Groundwater Sustainability Agency (“EKGSa”) Board of Directors duly met for a Special meeting on Monday, March 24, 2025.

**OPEN SESSION:** Convened at 3:00 p.m. with a quorum.

1. **DIRECTORS PRESENT:** Ferrara, George, Hornung, Micari (3:23 p.m.), Peltzer, Reynolds, Roberts, Watson

**DIRECTORS ABSENT:** Buldo, Milanesio, Soria

**OTHERS PRESENT:** Mike Hagman, Executive Director; Chris Hunter, Program Manager; Kathryn Bennett, Senior Analyst; Joe Hughes, Counsel; Matt Klinchuch, Consulting Engineer; members of the public.

2. **APPROVE THE AGENDA:** Motion to approve the agenda was made by Director Reynolds, seconded by Director Hornung, and carried by the following vote:

AYES: Ferrara, George, Hornung, Peltzer, Reynolds, Roberts, Watson  
NOES: None  
ABSTAIN: None  
ABSENT: Buldo, Micari, Milanesio, Soria

3. **PLEDGE OF ALLEGIANCE**

4. **PUBLIC COMMENT:** None

5. **MINUTES:** The minutes provided by the Secretary from February 24, 2025, Special Board Meeting were included in the packet. After discussion, a motion to adopt them was made by Director Hornung, seconded by Director Peltzer, and carried by the following vote:

AYES: Ferrara, George, Hornung, Peltzer, Reynolds, Roberts, Watson  
NOES: None  
ABSTAIN: None  
ABSENT: Buldo, Micari, Milanesio, Soria

6. **ADMINISTRATION:**

- a. **Resolution 2025-01 Adoption of a Mitigated Negative Declaration and Mitigation Monitoring and Reporting Program for the MLRP Basin Project – Flying Dragon:** Executive Director Hagman and Consulting Engineer Klinchuch presented a summary of the background process for the MLRP. After discussion and answering questions, a motion was made by Director Ferrara, seconded by Director Peltzer a roll call vote was taken and motion carried with the following votes:

AYES: Ferrara, George, Hornung, Micari, Peltzer, Reynolds, Roberts, Watson  
NOES: None  
ABSTAIN: None  
ABSENT: Buldo, Milanesio, Soria

7. **GROUNDWATER SUSTAINABILITY PLAN IMPLEMENTATION:**
  - a. **Update on Groundwater Sustainability Plan Status:** Consulting Engineer Klinchuch provided an update on the activities and status of the Implementation activities in the Groundwater Sustainability Plan.
8. **CLOSED SESSION:** No closed session
9. **SCHEDULE NEXT MEETING:** Next regular Board meeting will be held on April 28, 2025 at 3:00 pm.
10. **ADJOURNMENT:** Meeting adjourned the meeting at 3:26 p.m.

---

**Michael D. Hagman**  
**Secretary, East Kaweah GSA**

**East Kaweah GSA**  
**Check Register**  
**For the Period From Jan 28, 2025 to Apr 28, 2025**

Filter Criteria includes: Report order is by Date.

Check #	Date	Payee	Amount
1752	2/10/25	Provost & Pritchard, Inc.	29,638.92
1753	2/10/25	CA Assoc of Mutual Water Companies	100.00
1754	2/10/25	Christopher Hornung	225.00
1755	2/10/25	Klein, DeNatale, Goldner	375.00
1756	2/10/25	Land IQ	7,431.22
1757	2/10/25	Southern California Edison	188.04
1758	2/10/25	Self-Help Enterprises	975.13
1759	2/10/25	Tulare County Recorder	20.00
1760	3/7/25	Provost & Pritchard, Inc.	63,779.90
1761	3/7/25	IG Harvesting	3,731.52
1762	3/7/25	Insurica	9,982.00
1763	3/7/25	INTERA, Inc.	54,178.56
1764	3/7/25	Land IQ	7,431.22
1765	3/7/25	Self-Help Enterprises	91.30
1766	3/7/25	UNITED TRACKING SYSTEMS	27,733.33
1767	3/7/25	Klein, DeNatale, Goldner	750.00
1768	3/7/25	Southern California Edison	187.78
1769	3/21/25	Gregory Liebau	552.50
1770	3/21/25	UNITED TRACKING SYSTEMS	38,533.33
1771	4/4/25	Provost & Pritchard, Inc.	48,329.56
1772	4/4/25	Klein, DeNatale, Goldner	780.00
1773	4/4/25	Land IQ	7,431.22
1774	4/4/25	Lindmore Irrigation District	144,500.00
1775	4/4/25	Self-Help Enterprises	76.36
1776	4/9/25	IG Harvesting	728.64
1777	4/9/25	Southern California Edison	73.10
<b>Total</b>			<b>447,823.63</b>

I, David Roberts (Chair) being appointed by the East Kaweah Groundwater Sustainability Agency (EKGSA), have reviewed the payments annotated on this register and by a vote of the Board, do agree that such payments are for claims against the EKGSA for services or products provided to meet the needs of the EKGSA

Signed \_\_\_\_\_

Dated: April 28, 2025

I, Craig Hornung (Vice-Chair) being appointed by the East Kaweah Groundwater Sustainability Agency (EKGSA), have reviewed the payments annotated on this register and by a vote of the Board, do agree that such payments are for claims against the EKGSA for services or products provided to meet the needs of the EKGSA

Signed \_\_\_\_\_

Dated: April 28, 2025

# East Kaweah GSA

## Treasurer's Cash Report 1st Qtr 2025

April 14, 2025

<b>Beginning Cash *</b>	<i>December 31, 2024</i>	<b>\$</b>	<b>347,377.33</b>
-------------------------	--------------------------	-----------	-------------------

### Deposits

Bank of the Sierra Checking	642,908.03	
<b>Total Deposits</b>		<b>642,908.03</b>

### Withdrawals

Bank of the Sierra Checking	(315,333.56)	
<b>Total Withdrawals</b>		<b>(315,333.56)</b>

<b>Net Increase/(reduction)</b>	<b>327,574.47</b>
---------------------------------	-------------------

<b>Ending Cash Balance</b>	<i>March 31, 2025</i>	<b>\$</b>	<b>674,951.80</b>
----------------------------	-----------------------	-----------	-------------------

### Balance by Account:

Bof Sierra General Checking	674,951.80		
<b>Ending Cash Balance</b>	<i>March 31, 2025</i>	<b>\$</b>	<b>674,951.80</b>

\* Beginning cash may be adjusted compared to prior Board meeting report  
**FOR MANAGEMENT PURPOSES ONLY**

# East Kaweah GSA

## MEMORANDUM TO THE BOARD

**TO:** Board of Directors  
**FROM:** Kathryn Bennett  
**DATE:** February 4, 2025  
**SUBJECT:** Affidavit of Reconciliation

---

I inspected and reconciled the cash accounts of the East Kaweah GSA. The East Kaweah GSA maintains one cash account. For the month of **January 2025**, the district had the following accounts open and with balances:

*Working Accounts –*

General Checking (Bank of the Sierra)

During my reconciliation, I have found the following:

*Working Accounts –*

- No Variances.

After my reconciliation and inspection of the books, it is my opinion that the cash registers reflect the cash activity of the East Kaweah GSA. The East Kaweah GSA staff allowed me full access to the cash registers and ledgers of the Agency. The actual reconciling documents are stored in the Agency vault and can be viewed or copied upon request.

  
Kathryn Bennett

# East Kaweah GSA

## MEMORANDUM TO THE BOARD

**TO:** Board of Directors  
**FROM:** Kathryn Bennett  
**DATE:** March 3, 2025  
**SUBJECT:** Affidavit of Reconciliation

---

I inspected and reconciled the cash accounts of the East Kaweah GSA. The East Kaweah GSA maintains one cash account. For the month of **February 2025**, the district had the following accounts open and with balances:

*Working Accounts –*

General Checking (Bank of the Sierra)

During my reconciliation, I have found the following:

*Working Accounts –*

- No Variances.

After my reconciliation and inspection of the books, it is my opinion that the cash registers reflect the cash activity of the East Kaweah GSA. The East Kaweah GSA staff allowed me full access to the cash registers and ledgers of the Agency. The actual reconciling documents are stored in the Agency vault and can be viewed or copied upon request.

  
Kathryn Bennett



# East Kaweah GSA

## MEMORANDUM TO THE BOARD

**TO:** Board of Directors

**FROM:** Kathryn Bennett

**DATE:** April 2, 2025

**SUBJECT:** Affidavit of Reconciliation

---

I inspected and reconciled the cash accounts of the East Kaweah GSA. The East Kaweah GSA maintains one cash account. For the month of **March 2025**, the district had the following accounts open and with balances:

*Working Accounts –*

General Checking (Bank of the Sierra)

During my reconciliation, I have found the following:

*Working Accounts –*

- No Variances.

After my reconciliation and inspection of the books, it is my opinion that the cash registers reflect the cash activity of the East Kaweah GSA. The East Kaweah GSA staff allowed me full access to the cash registers and ledgers of the Agency. The actual reconciling documents are stored in the Agency vault and can be viewed or copied upon request.

  
Kathryn Bennett

East Kaweah GSA  
Income Statement  
Compared with Budget  
For the Three Months Ending March 31, 2025

	January - March Actual	Year to Date Actual	Annual Budget	Year to Date % Variance
<b>Revenues</b>				
Call for Funds - Governance	\$ 61,250.00	\$ 61,250.00	\$ 245,000.00	25%
Call for Funds - Plan	0.00	0.00	0.00	0%
Call for Funds-Implementation	0.00	0.00	0.00	0%
Penalties on Delinquent Accts	1,631.83	1,631.83	0.00	0%
Em Call Outs/Fines Charge	0.00	0.00	0.00	0%
Assessment Revenues	1,029,363.13	1,029,363.13	1,015,843.00	101%
Assessment Penalty Revenue	0.00	0.00	2,500.00	0%
GWPumpingFees	2,137.50	2,137.50	0.00	0%
GW.T1.Penalty	0.00	0.00	1,500,000.00	0%
GW.T2.Penalty	0.00	0.00	4,000,000.00	0%
GW.Overdraft.Fine	0.00	0.00	0.00	0%
Mitigation Supply	240,517.50	240,517.50	475,321.00	51%
Interest Revenue	0.00	0.00	0.00	0%
Other Misc Revenue	0.00	0.00	0.00	0%
Reimbursement Other Govt's	45,980.00	45,980.00	122,500.00	38%
Grant: Plan Grant (P68)	0.00	0.00	20,000.00	0%
Grant: WCB-RCIS	0.00	0.00	0.00	0%
Grant: MLRP 2024	22,247.40	22,247.40	1,500,000.00	1%
<b>Total Revenues</b>	<b>1,403,127.36</b>	<b>1,403,127.36</b>	<b>8,881,164.00</b>	<b>16%</b>
<b>Expenses</b>				
<b>GOVERNANCE &amp; ADMIN</b>				
Admin Staff Exp	0.00	0.00	142,720.00	0%
Office Expense	0.00	0.00	0.00	0%
Copying	0.00	0.00	0.00	0%
Postage	0.00	0.00	22,500.00	0%
Bank Fees	15.00	15.00	0.00	0%
Audit	0.00	0.00	11,500.00	0%
Legal Postings	0.00	0.00	0.00	0%
Other	2,520.00	2,520.00	2,500.00	101%
Meeting Expense	1,001.78	1,001.78	0.00	0%
Liability Ins	10,082.00	10,082.00	10,780.00	94%
<b>LEGAL</b>				
General Counsel	1,125.00	1,125.00	45,000.00	3%
<b>ENGINEERING</b>				
General Engineering Expense	247.00	247.00	10,000.00	2%
Prop 218 - FY2021	0.00	0.00	0.00	0%
Prop 218 - Water Rate 2025	0.00	0.00	45,000.00	0%
<b>FEES - OTHER GOVT'S</b>				
SWRCB Fees	0.00	0.00	0.00	0%
<b>IMPLEMENTATION STAFF</b>				
Agreement Services	0.00	0.00	435,280.00	0%
Policy Development	0.00	0.00	0.00	0%
Basin Setting Coordination	0.00	0.00	20,000.00	0%
<b>IMPLEMENTATION MONITORING</b>				
Demand Metering	22,293.66	22,293.66	90,000.00	25%
Water Quality Monitoring	0.00	0.00	0.00	0%
Subsidence Monitoring	0.00	0.00	0.00	0%

East Kaweah GSA  
Income Statement  
Compared with Budget  
For the Three Months Ending March 31, 2025

	January - March Actual	Year to Date Actual	Annual Budget	Year to Date % Variance
Reporting	21,001.20	21,001.20	75,000.00	28%
Other Implementation	2,242.35	2,242.35	5,250.00	43%
Contract Engineering Spprt	0.00	0.00	75,000.00	0%
Customer Data System	1,433.50	1,433.50	110,000.00	1%
Customer Data System-Basin	0.00	0.00	0.00	0%
Customer Outreach	10,416.50	10,416.50	0.00	0%
Mon. Syst and Projects	0.00	0.00	200,000.00	0%
<b>GROUNDWATER PLAN</b>				
Consultant GW Plan	62,612.86	62,612.86	350,000.00	18%
Basin Setting Consulting	0.00	0.00	0.00	0%
Grant: Plan Grant (P68)	0.00	0.00	20,000.00	0%
Grant: WCB-RCIS	0.00	0.00	0.00	0%
Plan Update Collection	0.00	0.00	50,000.00	0%
Well Mitigation Program	0.00	0.00	1,375,000.00	0%
Mitigation Water Purch	0.00	0.00	0.00	0%
<b>PROJECTS</b>				0%
Flying Dragon	27,097.08	27,097.08	2,125,000.00	1%
Total Expenses	162,087.93	162,087.93	5,220,530.00	3%
Net Income	\$ 1,241,039.43	\$ 1,241,039.43	\$ 3,660,634.00	34%

**East Kaweah GSA  
Balance Sheet  
March 31, 2025**

**ASSETS**

**Current Assets**

Sierra Checking - XXX1619	\$ 674,951.80
Assessments Due	366,223.94
Water Fees Receivables	179,648.00
Misc Accts Receivable	21,599.60
Liens - Amount Sold	155,830.00
Assessments Delinquent	<u>48,522.07</u>

**Total Current Assets** **1,446,775.41**

**Property and Equipment**

Property/Land/Easments	<u>901,418.32</u>
------------------------	-------------------

**Total Property and Equipment** **901,418.32**

**Total Assets** **\$ 2,348,193.73**

**LIABILITIES AND CAPITAL**

**Current Liabilities**

**Total Current Liabilities** **0.00**

**Long-Term Liabilities**

FY2020 Member Loan	<u>\$ 854,960.00</u>
--------------------	----------------------

**Total Long-Term Liabilities** **854,960.00**

**Total Liabilities** **854,960.00**

**Capital**

FB - Unappropriated	101,133.20
FB Assigned to Governance	(63,454.45)
FB-Assigned to Implementation	214,515.55
Net Income	<u>1,241,039.43</u>

**Total Capital** **1,493,233.73**

**Total Liabilities & Capital** **\$ 2,348,193.73**

**Fiscal Year  
2025  
Approved  
Budget**

**2025  
Activity  
Through  
March 31**

**GOVERNANCE ACTIVITY**

**Expenditures**

Executive/Admin Agreement	\$ 142,720	\$ -
Legal	45,000	1,125
Legal Postings	-	-
Engineering	10,000	247
Auditing	11,500	-
Insurance	10,780	10,082
Postage	22,500	-
Miscellaneous	2,500	3,537
<b>Total Fixed Expenditures</b>	<b>\$ 245,000</b>	<b>\$ 14,991</b>

**REVENUES**

Call for Funds Reconciled	\$ -	\$ -
Call for Funds #1	61,250	61,250
Call for Funds #2	61,250	-
Call for Funds #3	61,250	-
Call for Funds #4	61,250	-
<b>Total Revenue</b>	<b>\$ 245,000</b>	<b>\$ 61,250</b>

**Other Miscellaneous Revenue** \$ - \$ -

**Governance Fund - Gain/(Loss)** \$ - \$ 46,259

**PLAN DEVELOPMENT ACTIVITY**

Plan Development	350,000	62,613
Basin Setting Consulting	-	-
Other	-	-
<b>Total GSA Plan Development Cost</b>	<b>350,000</b>	<b>62,613</b>

**REVENUE**

Plan	-	-
<b>TOTAL REVENUE</b>	<b>-</b>	<b>-</b>

**Plan Fund - Net Gain/(Loss)** \$ (350,000) \$ (62,613)

**Fiscal Year  
2025  
Approved  
Budget**

**2025  
Activity  
Through  
March 31**

**IMPLEMENTATION ACTIVITY**

**Annual Recurring Implementation Expenses**

Executive/Admin Agreement	\$ 435,280	\$ -
Annual Report	75,000	\$ 21,001
Basin Setting Coordination	20,000	\$ -
Demand Metering	90,000	\$ 22,294
Contract Engineering Support	75,000	\$ -
Plan Policy Development	-	\$ -
Customer Data System/Outreach	110,000	\$ 1,434
Customer Outreach	-	\$ 10,417
Miscellaneous (Customer Data System)	5,250	\$ 2,242
<b>Total GSA Annual Recurring Cost</b>	<b>\$ 810,530</b>	<b>\$ 57,387</b>

**One Time Implementation Expenses**

Proposition 218	\$ 45,000	\$ -
Grant - Planning Work Prop 68	20,000	-
Grant - WCB-RCIS	-	-
Monitoring System Projects/Assets	200,000	-
GSP Rewrite	-	-
Water Recharge Projects	2,125,000	27,097
Management Actions	-	-
Well Mitigation	1,375,000	-
Mitigation Water Purch	-	-
<b>Total GSA Plan Implementation Cost</b>	<b>3,765,000</b>	<b>27,097</b>

**Plan Update Collection**

<b>50,000</b>	<b>-</b>
<b>Total Implementation Costs</b>	<b>\$ 84,484</b>

**REVENUE**

Assessment - Land Owners	\$ 1,002,322	\$ 1,015,843
Assessment - City of Lindsay	13,521	13,520
Assessment - Fines & Interest	2,500	-
Other Misc Revenue	-	-
Assessment Penalty	-	1,632
Ground Water Pumping Fees	5,500,000	2,138
Mitigation Supply	475,321	240,518

	<b>Fiscal Year 2025 Approved Budget</b>	<b>2025 Activity Through March 31</b>
Fines	-	-
Grant - Implentation	20,000	-
Grant - RCIS (WCB P68)	-	-
Grant - MLRP	1,500,000	22,247
Other - Govt's (Annual Report)	47,500	45,980
Other - Govt's (Dashboard)	75,000	-
<b>Total Revenue</b>	<b>\$ 8,636,164</b>	<b>\$ 1,341,877</b>
<b>Implementation Fund - Net Gain/(Loss)</b>	<b>4,010,634</b>	<b>1,257,393</b>
<b>Total GSA</b>	<b>\$ 3,660,634</b>	<b>\$ 1,241,039</b>

**BEFORE THE BOARD OF DIRECTORS**  
**OF THE**  
**EAST KAWEAH GROUNDWATER SUSTAINABILITY AGENCY**  
**COUNTY OF TULARE, STATE OF CALIFORNIA**

**A RESOLUTION OF THE BOARD OF DIRECTORS OF THE EAST KAWEAH GROUNDWATER SUSTAINABILITY AGENCY CERTIFYING TO THE COUNTY OF TULARE THE VALIDITY OF THE LEGAL PROCESS USED TO PLACE DIRECT CHARGES (SPECIAL ASSESSMENT) ON THE SECURED TAX ROLL.**

**RESOLUTION NO.: 2025-02**

**WHEREAS**, the notices and election for special assessment fees for the purpose of paying for fixed obligations of the East Kaweah Groundwater Sustainability Agency (the "Agency") to be included on the regular County property tax bill for property owners of the Agency was completed on October 26, 2020 and certified into place by action of the Board of Directors on December 1, 2020 in Resolution 2020-02; and

**WHEREAS**, the Agency is placing the special assessments on the Tulare County secured property tax roll for collection; and

**WHEREAS**, the Agency has complied with all laws pertaining to the levy of the special assessments to be collected; and

**WHEREAS**, the monies collected are not in any way to be based on the assessed valuation of the properties involved; and

**WHEREAS**, the Agency agrees that it shall be solely liable and responsible, and will defend and hold the County of Tulare harmless from any liability as a result of claims or claims for refunds and related interest due filed by taxpayers against any assessments, fees, charges or taxes placed on the roll for the District by the County; and

**NOW THEREFORE BE IT RESOLVED** by the East Kaweah Groundwater Sustainability Agency that the list submitted with parcel numbers and amount are certified as being correct, the President or Treasurer is hereby authorized to sign any documents required and directed to give the list to the Tulare County Auditor on behalf of the Agency for placement on the secured tax roll for collection:

1. Parcel and Assessment listing
2. Direct Charge (Special Assessment) Control Sheet
3. Direct Charge (Special Assessment) Change Authorization Sheet
4. Compliance Certification and Hold Harmless Statement



Upon motion by **Director XXXXXXXXX** seconded by **Director XXXXXXXXX**, the foregoing Resolution was passed and adopted the 28nd day of April 2025 by the following vote:

AYES:

NOS:

ABSTAIN:

ABSENT:

**East Kaweah Groundwater Sustainability Agency**

---

David Roberts,  
President of the Board of Directors

ATTEST:

---

Michael Hagman,  
Secretary of the Board of Directors

**CERTIFICATE OF SECRETARY**

I, Michael Hagman, Secretary of the Board of Directors of EAST KAWEAH GROUNDWATER SUSTAINABILITY AGENCY hereby certify that:

(a) the foregoing is a full, true and correct copy of **Resolution 2025-02** duly adopted at a special meeting of the Board duly and regularly held at the regular meeting place thereof on April 28, 2025;

(b) all directors had due notice of the meeting and a majority thereof were present;

(c) at the meeting such resolution was adopted by the following vote:

AYES:

NOES:

ABSENT:

ABSTAIN:

(d) I have compared such resolution with the original minutes of the meeting on file and of record in my office and that such resolution is a full, true and correct copy of the original thereof adopted at the meeting and entered in the minutes; and

(e) the original resolution has not been amended, modified or rescinded since the date of its adoption, and is now in full force and effect.

WITNESS my hand and the seal of EAST KAWEAH GROUNDWATER SUSTAINABILITY AGENCY this 28th day of April 2025.

---

Michael Hagman,  
Secretary of the Board of Directors