

**MENDOCINO COUNTY RUSSIAN RIVER FLOOD CONTROL
&
WATER CONSERVATION IMPROVEMENT DISTRICT**

POLICY #13-3

**A POLICY OF THE BOARD OF TRUSTEES OF MCRRFC & WCID REGARDING
DISTRICT LEGAL COUNSEL**

**IT IS THE POLICY OF THE BOARD OF TRUSTEES OF MCRRFC & WCID,
FROM DATE OF ENACTMENT UNTIL CHANGED,
AMENDED OR CANCELLED, AS FOLLOWS:**

The Russian River Flood Control & Water Conservation & Improvement District Board of Trustees (RRFC) shall retain Legal Counsel to provide consultative legal service on any matter related to the operation of the District. District Legal Counsel may be asked to provide legal advice, render legal opinions, prepare resolutions, review proposed Board actions, represent the Board in courts of law, in front of regulatory boards or provide other legal service that the Board or General Manager may request on behalf of the District.

Legal Counsel for the RRFC is appointed to serve the RRFC Board of Trustees. The Legal Counsel serves at the pleasure of the Board and is compensated as provided in a written contract between the Board and the Legal Counsel.

The Board designates the General Manager as the sole administrative access to the District Legal Counsel and may consult with the Board's Legal Counsel(s) as needed about District matters. In the event of any dispute between the General Manager and the Board, it shall be clearly understood that the District Legal Counsel(s) shall represent the Board's interests.

The Board may authorize one or more Trustees to work with District Legal Counsel and the General Manager as an ad hoc committee on specific legal issues before the board. Counsel will prepare summaries of contacts and written opinions to be presented to the entire board. No District Trustee may consult the District Legal Counsel without permission of the Board. In the event that the legal issues involve the employment, conduct, or performance of the General Manager, he or she may be excluded from the committee.

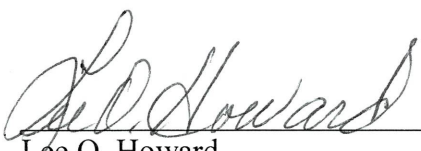
District Legal Counsel will not be required to attend Board meetings where her/his services may not be needed. When needed, Counsel may participate in person or by other means as required by the Board at board meetings or other meetings.

At the first meeting of the RRFC Board in July of each year and prior to the expiration of the contract with the Legal Counsel, the Board shall assess the quality of service provided. This determination shall be a significant consideration in the subsequent request for proposals for legal service.

Adopted this 8th day of July, 2013 by the Board of Trustees of the Mendocino County Russian River Flood Control & Water Conservation Improvement District.

Lee Howard	No
Paul Zellman	Yes
Alfred White	Yes
Judy Hatch	No
Richard Shoemaker	Yes

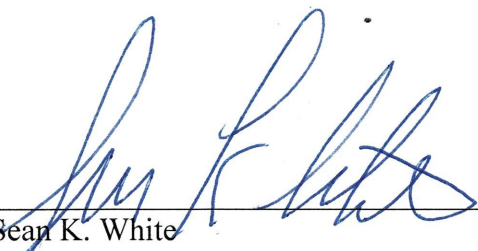
Signed



Lee O. Howard
President

Attest:

Signed:



Sean K. White
Secretary to the Board