

**RESOLUTION NO. 2021-01**

**A RESOLUTION OF THE  
COSUMNES AMERICAN BEAR YUBA JOINT POWERS AUTHORITY**

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**APPROVING DISSOLUTION OF THE JOINT POWERS AUTHORITY;  
FINDING THE JOINT POWERS AUTHORITY HAS NO OUTSTANDING DEBTS,  
LIABILITIES, OR OBLIGATIONS; AND DIRECTING THE DISBURSEMENT  
OF SURPLUS PROCEEDS TO ITS MEMBERS IN ACCORDANCE  
WITH THE JOINT POWERS AGREEMENT**

**WHEREAS**, on March 16, 2016, El Dorado County Water Agency, El Dorado Irrigation District, Placer County Water Agency, and Nevada Irrigation District (collectively, the “Members”, and each a “Member”) executed the Cosumnes American Bear Yuba Joint Powers Agreement, forming the Cosumnes American Bear Yuba Joint Powers Authority (CABY JPA), with the purpose of facilitating their mutual cooperation in the development and implementation of projects consistent with the goals and objectives set forth in the CABY Integrated Regional Water Management Plan; and

**WHEREAS**, the membership of the CABY JPA is currently comprised of El Dorado County Water Agency, El Dorado Irrigation District, Placer County Water Agency, and Nevada Irrigation District; and

**WHEREAS**, the CABY JPA is no longer useful or necessary to accomplish the purposes for which it was formed; and

**WHEREAS**, under the terms of the Agreement that created the CABY JPA, the members may agree to terminate the Agreement, and dissolve the CABY JPA at any time by mutual agreement; and

**WHEREAS**, each of the Members has presented to the CABY JPA Board of Directors Resolutions adopted by their respective legislative bodies authorizing and directing the CABY JPA, to dissolve and wind up its affairs; and

**WHEREAS**, the CABY JPA Board of Directors has received a report of its Secretary/Treasurer affirming that, as of the date of this resolution, the CABY JPA has no outstanding or unsatisfied debts, liabilities, or obligations.

**NOW, THEREFORE, BE IT RESOLVED,**

1. That all known debts, liabilities, or obligations incurred by the CABY JPA, have been discharged in full as of the date of this Resolution.
2. That, in the event the CABY JPA has any unknown outstanding debt, liability, or obligation at the time of dissolution, the Members shall have no obligation or responsibility for such debt, liability, or obligation.

3. That the Secretary/Treasurer shall either make, or contract with a certified public accountant to make, an annual audit of the accounts and records of the authority, and to otherwise comply in all respects with the requirements for Special Districts under Government Code section 26909. provided to each Member and filed with the County Auditor/Controller of the Counties of Nevada, Placer, and El Dorado, not later than 100 days after dissolution of the CABY JPA.

4. That Legal Counsel shall be authorized and empowered to do all things necessary for the dissolution of the CABY JPA, such as filing appropriate notices with the California Secretary of State, and the County Clerks of the Counties of Nevada, Placer, and El Dorado.

5. That any assets of the CABY JPA remaining upon and after the discharge of all of the CABY JPA's debts, liabilities, and obligations, including the audit report, and legal counsel costs incurred to wind up the entity, shall be deemed and declared "Surplus Funds" of the Authority, and in accordance with Section 8.9 of the JPA Agreement, shall be distributed equally among the Members. Such Distribution, and a written accounting thereof shall be provided to each of the Members not later than 100 days after the dissolution of the CABY JPA.

6. That, the Board of Directors may reconvene if it shall be necessary to provide further direction concerning the winding up of the affairs of the CABY JPA.

7. That, upon the satisfaction of the foregoing, as evidenced by a written notice to each Member, the CABY JPA shall be dissolved, and the JPA Agreement shall be terminated and have no further force or effect.

**PASSED, APPROVED, AND ADOPTED** this 18<sup>th</sup> day of March, 2021, by the following vote:

AYES: \_\_\_\_\_

NOES: \_\_\_\_\_

ABSENT: \_\_\_\_\_

ABSTAIN: \_\_\_\_\_

**COSUMNES AMERICAN BEAR YUBA JOINT  
POWERS AUTHORITY**

By \_\_\_\_\_  
**President**

**ATTEST:**

\_\_\_\_\_  
**Secretary**