



## ● Board of Directors

12/9/2025 Board Meeting

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### Subject

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Update on AB 523 Metropolitan Water District proxy vote authorization

### Executive Summary

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AB 523 (Irwin) amends the Metropolitan Water District Act to allow Directors from one member agency delegation to assign a proxy vote authorization to a Director from another member agency. The use of the proxy vote authorization is in effect from January 1, 2026, until January 1, 2030. **(Attachment 1)**

An AB 523 Proxy must be in writing and can only be used for a maximum of six Board meetings in a calendar year.

### Fiscal Impact

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Nominal administrative costs for the processing of proxy vote authority.

### Applicable Policy

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Metropolitan Water District Act Section 52 [Additional Directors]

Metropolitan Water District Administrative Code Section 11104: Delegation of Responsibilities

### Related Board Action(s)/Future Action(s)

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Minute Item 47538, dated June 2008, Metropolitan's Board approved a similar proxy proposal that was passed by the Legislature but vetoed by then-Governor Schwarzenegger.

Minute Item 53427, dated April 8, 2025, Metropolitan's Board voted, and the motion failed to express support if amended for AB523 (Irwin) Metropolitan Water Districts: alternate representative. (AB 523 was approved by the Legislature and subsequently signed by Governor Newsom on October 3, 2025).

Minute Item Pending, date December 9, 2025, Amend the Metropolitan Administrative Code to conform to current policy, law, and practice, and to make other minor, non-substantive changes. (Pending approval, Section 2601 Proxy Vote.)

### Details and Background

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#### Background

AB 523 authorizes member agencies with only one representative on the Metropolitan Board to designate a Director from another member agency to cast their vote as a proxy, if they are unable to attend the Board meeting.

The following conditions and limitations for the Proxy are below:

- The Proxy must be in writing, signed, and dated. Electronic signatures documents will be accepted. **(Attachment 2)**

- The Proxy must be sent to the Board Secretary at [boardsecretary@mwdh2o.com](mailto:boardsecretary@mwdh2o.com) and the Board Executive Secretary at [boardexecutivesecretary@mwdh2o.com](mailto:boardexecutivesecretary@mwdh2o.com) by 3:00 p.m. one business day before the Board meeting.
- The Proxy only applies when the assigning representative is absent from a Board meeting. It does not apply to committee meetings.
- The representative receiving the Proxy is subject to all applicable laws, including conflict of interest rules, all provisions of the Metropolitan Water District Act, including Section 56. The Director(s) assigned the Proxy are subject to all laws relating to conflicts of interest that apply to both the assigning director (the Director who is absent) and to the Director assigned the Proxy (who casts the vote).
- Cannot be used to assume the assigning Director’s officer position at the meeting.
- Can only be used for a maximum of six Board meetings in a calendar year.

**Timing and Urgency**

AB 523 is effective from January 1, 2026, to January 1, 2030.

*Rickita C. Hudson* 12/2/2025  
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 Rickita C. Hudson Date  
 Board Executive Secretary

*Deven Upadhyay* 12/2/2025  
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 Deven Upadhyay Date  
 General Manager

**Attachment 1 – AB-523 Metropolitan Water Districts: Proxy Vote Authorizations (Approved October 3, 2025)**

**Attachment 2 – Proxy Rules and Form**

Ref# bd12712516

**Assembly Bill No. 523**

CHAPTER 266

An act to amend, repeal, and add Section 52 of the Metropolitan Water District Act (Chapter 209 of the Statutes of 1969), relating to metropolitan water districts.

[Approved by Governor October 3, 2025. Filed with Secretary  
of State October 3, 2025.]

LEGISLATIVE COUNSEL'S DIGEST

AB 523, Irwin. Metropolitan water districts: proxy vote authorizations.

Under the Metropolitan Water District Act, the board of a metropolitan water district is required to consist of at least one representative from each member public agency, as prescribed. The act authorizes each member public agency to appoint additional representatives not exceeding one additional representative for each 5% of the assessed valuation of property taxable for district purposes within the entire district that is within the boundaries of that member public agency.

This bill would, until January 1, 2030, authorize a representative of a member public agency that is entitled to designate or appoint only one representative to the board of directors to assign a proxy vote authorization to a representative of another member public agency to be exercised when the assigning representative is unable to attend a meeting or meetings of the board, as provided. The bill would require the proxy vote authorization to be memorialized by a written instrument, as specified. The bill would prohibit a proxy vote authorization from authorizing the assumption of the assigning representative's officer position at the designated meeting and would limit a proxy vote authorization's effectiveness to no more than 6 board meetings in a calendar year. The bill would declare that all provisions of the act apply to the representative assigned the proxy vote authorization and that all conflict of interest laws that apply to the assigning representative also apply to the representative assigned a proxy vote authorization.

*The people of the State of California do enact as follows:*

SECTION 1. Section 52 of the Metropolitan Water District Act (Chapter 209 of the Statutes of 1969), as amended by Section 1 of Chapter 71 of the Statutes of 2019, is amended to read:

Sec.52. (a) In addition to one representative, any member public agency may designate and appoint one additional representative for each full 5 percent of the assessed valuation of property taxable for district purposes within the entire district that is within the member public agency, in which

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event all representatives present at a meeting of the board of directors when a vote is taken shall cast, or may abstain from casting, an equal share of the total vote to which the member public agency is entitled.

(b) A member public agency shall not have fewer than the number of representatives the member public agency had as of January 1, 2019. This subdivision does not affect Section 55.

(c) (1) A representative of a member public agency entitled to designate or appoint only one representative may assign a proxy vote authorization to a representative of another member public agency that shall be exercised when the assigning representative is unable to attend a meeting or meetings of the board and pursuant to this subdivision. A proxy vote authorization permits the assigned representative to cast votes on behalf of the assigning representative only for the assigned meeting or meetings designated by the assigning representative. The proxy vote authorization shall be memorialized by a written instrument as required by the district and filed with the district's board secretary one business day in advance of the meeting and the written instrument shall be maintained with the district records.

(2) A proxy vote authorization shall not authorize the assumption of the assigning representative's officer position at the meeting or meetings designated by the assigning representative. A proxy vote authorization shall be valid for the designated assigned meeting or meetings of the board, except committee meetings, and shall be effective for no more than six board meetings in any calendar year.

(3) All provisions of this act, including Section 56, shall apply to the representative assigned the proxy vote authorization. All laws relating to conflicts of interest that apply to the assigning representative shall also apply to the representative assigned a proxy vote authorization. A conflict of interest held by either the assigning representative or the assigned representative applies equally to the assigned representative relative to a proxy vote authorization for any conflicted item.

(d) This section shall remain in effect only until January 1, 2030, and as of that date is repealed.

SEC. 2. Section 52 is added to the Metropolitan Water District Act (Chapter 209 of the Statutes of 1969), as amended by Section 1 of Chapter 71 of the Statutes of 2019, to read:

SEC. 52. (a) In addition to one representative, any member public agency may designate and appoint one additional representative for each full 5 percent of the assessed valuation of property taxable for district purposes within the entire district that is within the member public agency, in which event all representatives present at a meeting of the board of directors when a vote is taken shall cast, or may abstain from casting, an equal share of the total vote to which the member public agency is entitled.

(b) A member public agency shall not have fewer than the number of representatives the member public agency had as of January 1, 2019. This subdivision does not affect Section 55.

(c) This section shall become operative on January 1, 2030.

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## **Proxy Rules and Form**

Assembly Bill 523 amends the Metropolitan Water District Act to allow Directors from one member delegation to assign a proxy vote authorization (“Proxy”) to a Director from another member agency. The use of the Proxy is effective only until January 1, 2030. The Proxy Vote Authorization is attached below.

### **Conditions and Limitations**

#### **The Proxy:**

- Must be in writing, signed and dated. Electronic signatures will be accepted.
- Must be received by the Board Executive Secretary by 3:00 p.m. one business day before the meeting.
- Only applies when the assigning representative is absent from a Board meeting. It does not apply to committee meetings.
- The representative receiving the Proxy is subject to all applicable laws, including conflict of interest rules, all provisions of the Metropolitan Water District Act, including Section 56. The Director(s) assigned the Proxy are subject to all laws relating to conflicts of interest that apply to both the assigning director (the Director who is absent) and to the Director assigned the Proxy (who casts the vote).
- Cannot be used to assume the assigning Director’s officer position at the meeting.
- Can only be used for a maximum of six Board meetings in a calendar year.

**The Metropolitan Water District of Southern California**

**Proxy Vote Authorization**

To be emailed by 3:00 p.m. at least one business day before the meeting:

Board Secretary: [BoardSecretary@mwdh2o.com](mailto:BoardSecretary@mwdh2o.com)

and

Board Executive Secretary: [BoardExecutiveSecretary@mwdh2o.com](mailto:BoardExecutiveSecretary@mwdh2o.com)

Assigning Director: \_\_\_\_\_

Authorizes: \_\_\_\_\_ (insert name of director) to cast  
votes in my absence for Metropolitan's Board Meeting on \_\_\_\_\_ (date).

Signed: \_\_\_\_\_

Date: \_\_\_\_\_