

CONCURRENCE IN SENATE AMENDMENTS

AB 912 (Wilson)

As Amended June 25, 2026

Majority vote

SUMMARY

Original Committee of Reference: Public Employment and Retirement

Makes changes to the board composition and compensation of the Vallejo Flood and Wastewater District (District).

Senate Amendments

Current Committee Recommendation: Concur

- 1) Delete the contents of the bill.
- 2) Require the District to be governed by, and under the control of a board of five trustees, as follows:
 - a) Two trustees and an alternate appointed by, and selected among, the members of the Vallejo City Council (City Council).
 - b) One trustee and an alternate appointed by, and selected from among, the members of the Solano County Board of Supervisors (Board of Supervisors). The trustee appointed by the Board of Supervisors must reside within the boundaries of the District, and the alternate appointed by the Board of Supervisors must be a member whose supervisorial district includes territory within the boundaries of the District.
 - c) Two at-large trustees, appointed by a majority of the remaining members of the board of trustees, who each reside within the boundaries of the District and each is neither a members of the City Council nor a member of the Board of Supervisors.
- 3) Specify that the appointment of the two at-large trustees is subject to existing local appointment list requirements for appointing public members.
- 4) Provide that the first term of the first at-large trustee shall be until December 31, 2027, and appointed to a four-year term thereafter. The first term of the second at-large trustee shall be until December 31, 2029, and appointed to a four-year term thereafter.
- 5) Specify that each trustee or alternate shall receive \$100 for each District meeting attended, not to exceed \$300 in any calendar month.
- 6) Repeal the provision limiting the compensation of the trustees appointed by the City Council to \$100 per month.
- 7) Make other technical changes.
- 8) Specify that, if the Commission on State Mandates determines that this bill contains costs mandated by the state, reimbursement to local agencies and school districts for those costs shall be made.

COMMENTS

- 1) *Vallejo Flood and Wastewater District.* In 1952, the Legislature created the Vallejo Sanitation and Flood Control District in Solano County [SB 22X1 (Gibson), Chapter 17, statutes of 1952]. The governing board consisted of four members: two Solano county supervisors, and two City of Vallejo councilmembers. In 1955, the board increased to five, adding one public member at-large [SB 87 (Gibson), Chapter 291, Statutes of 1955]. Each member received compensation of \$20 per meeting, not to exceed \$60 a month. Subsequent legislation changed the board composition to eight board members: seven councilmembers from the City of Vallejo and one member at-large [AB 1388 (Brown), Chapter 118, Statutes of 1995]. The Board of Supervisors appoints the one member at-large who can either be a Solano County Supervisor from the 1st or 2nd District or a resident that lives within the unincorporated area of the district. AB 1388 also set the current trustee compensation to \$100 per month for City Council trustees and \$100 per meeting, not to exceed \$300 a month for the one member at-large and alternates. In 2017, the district was renamed to the Vallejo Flood and Wastewater District [SB 205 (Senate Governance and Finance Committee) Chapter 387, Statutes of 2017].

The District is a special district responsible for providing wastewater collection and treatment services, as well as flood control and stormwater management, within its service boundaries which include the City of Vallejo and portions of the surrounding unincorporated area of Solano County. The District and the City of Vallejo proclaim the current governance model has created governance and legal complexities, particularly in circumstances involving negotiations, litigation, fiduciary responsibilities, and attorney-client privilege concerns.

- 2) *Incompatible Office Law.* SB 274 (Romero), Chapter 254, Statutes of 2005, codified the common law rule against public officials holding incompatible offices. Incompatible office law generally prohibits a public officer, including, but not limited to, an appointed or elected member of a governmental board, commission, committee, or other body from simultaneously holding two public offices that are incompatible. A public office is incompatible when any of the following circumstances are present:
 - a) Either of the offices may audit, overrule, remove members of, dismiss employees of, or exercise supervisor powers over the other office or body.
 - b) Based on the powers and jurisdiction of the offices, there is a possibility of a significant clash of duties or loyalties between the offices.
 - c) Public policy considerations make it improper for one person to hold both offices.

Notwithstanding these circumstances, state law can expressly authorize the simultaneous holding of the particular offices. When a public officer takes on a second office that is incompatible, state law deems they forfeit the first office.

California Attorney General Edmund G. Brown Jr. issued an opinion (10-506, 2010) on exemptions to the incompatible office requirements, generally stating:

"As we have noted on many occasions, the incompatibility rule does not require an actual occurrence of divided loyalties, but looks to whether the circumstances may reasonably be said to present a substantial latent tension between the two offices. And a single possible

clash suffices: Only one potential clash of duties or loyalties is necessary to make offices incompatible. Nor does the incumbent's record or reputation or integrity cure the problem. Regardless of the motives or integrity of the office holder, he or she cannot hold two incompatible offices at once; for it is the nature of the offices, not the individuals, that determines the rule's application. When two offices are inherently incompatible, an incumbent holding both can only perform the duties of one office by neglecting to perform the duties of the other. It is not for him to say in particular instance which he will perform and which he will not. The public has a right to know with certainty."

According to the Author

"AB 912 proposes amendments to the Vallejo Flood and Wastewater District's Enabling Act to modernize the composition of the District's Board of Trustees and improve governance efficiency, responsiveness, and operational effectiveness. The bill would modify the Board's composition to reduce governance conflicts, improve fiduciary independence, and ensure the District can continue to effectively manage long-term infrastructure and service responsibilities."

Arguments in Support

According to the District, the sponsor of this measure, "The District's current governance structure was established in 1995 and consists of the entire Vallejo City Council and one member of the Solano County Board of Supervisors. While this structure was adopted to promote coordination between agencies, experience has shown that it can create significant governance and legal challenges when the interests of the District and the City of Vallejo diverge.

"As independent public agencies, the District and the City periodically engage in negotiations, contractual discussions, claims litigation, and other matters where their interests may not align. In these circumstances, overlapping board membership can create fiduciary conflicts, attorney-client privilege concerns, and practical difficulties in maintaining quorum and conducting District business. Recusal by Board Members or creating special committees does not fully resolve these challenges and can impair the District's ability to act efficiently on important operational matters.

"AB 912 addresses these concerns by establishing a more balanced governance model consisting of:

- 1) Two Vallejo City Councilmembers;
- 2) One Solano County Board of Supervisors member, with an alternate; and
- 3) Two at-large trustees appointed by the remaining trustees.

"This structure is modeled on a governance framework that successfully served the District for decades and maintains meaningful representation from both the City and County while providing greater independence and fiduciary clarity. The proposed changes will help ensure that the District can continue to make timely decisions, maintain quorum during conflicts, and effectively oversee critical wastewater and stormwater infrastructure.

"AB 912 is a targeted governance measure that reflects the District's operational experience and commitment to sound public stewardship. By modernizing the District's enabling act, the bill will strengthen accountability, improve governance effectiveness, and better position VFWD to meet the long-term needs of the community it serves."

Arguments in Opposition

None on file.

FISCAL COMMENTS

According to the Senate Appropriations Committee, pursuant to Senate Rule 28.8, negligible state costs.

VOTES**ASM PUBLIC EMPLOYMENT AND RETIREMENT: 7-0-0**

YES: McKinnor, Lackey, Alanis, Boerner, Elhawary, Garcia, Nguyen

ASM APPROPRIATIONS: 14-0-1

YES: Wicks, Arambula, Calderon, Caloza, Dixon, Elhawary, Fong, Mark González, Hart, Pacheco, Pellerin, Solache, Ta, Tangipa

ABS, ABST OR NV: Sanchez

ASSEMBLY FLOOR: 79-0-0

YES: Addis, Aguiar-Curry, Ahrens, Alanis, Alvarez, Arambula, Ávila Farías, Bains, Bauer-Kahan, Bennett, Berman, Boerner, Bonta, Bryan, Calderon, Caloza, Carrillo, Castillo, Chen, Connolly, Davies, DeMaio, Dixon, Elhawary, Ellis, Flora, Fong, Gabriel, Gallagher, Garcia, Gipson, Jeff Gonzalez, Mark González, Hadwick, Haney, Harabedian, Hart, Hoover, Irwin, Jackson, Kalra, Krell, Lackey, Lee, Lowenthal, Macedo, McKinnor, Muratsuchi, Nguyen, Ortega, Pacheco, Papan, Patel, Patterson, Pellerin, Petrie-Norris, Quirk-Silva, Ramos, Ransom, Celeste Rodriguez, Michelle Rodriguez, Rogers, Blanca Rubio, Sanchez, Schiavo, Schultz, Sharp-Collins, Solache, Soria, Stefani, Ta, Tangipa, Valencia, Wallis, Ward, Wicks, Wilson, Zbur, Rivas

SENATE FLOOR: 40-0-0

YES: Allen, Alvarado-Gil, Archuleta, Arreguín, Ashby, Becker, Blakespear, Cabaldon, Caballero, Cervantes, Choi, Cortese, Dahle, Durazo, Gonzalez, Grayson, Grove, Hurtado, Jones, Laird, Limón, McGuire, McNeerney, Menjivar, Niello, Ochoa Bogh, Padilla, Pérez, Reyes, Richardson, Rubio, Seyarto, Smallwood-Cuevas, Stern, Strickland, Umberg, Valladares, Wahab, Weber Pierson, Wiener

ASM LOCAL GOVERNMENT: 10-0-0

YES: Carrillo, Ta, Johnson, Pacheco, Ramos, Ransom, Blanca Rubio, Stefani, Ward, Wilson

UPDATED

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