



Utica Water and Power Authority

Duties and Independent Judgment of UWPA Board Directors

September 22, 2026

UWPA is a separate California joint powers authority

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|----|--------------------|---|
| 01 | Formation | A joint powers authority (JPA) formed by UPUD and the City of Angels. |
| 02 | Status | A separate public entity — legally distinct from both City of Angels and UPUD. The “full board” of Utica is the Utica Board of Directors. |
| 03 | Legal basis | Created and existing under California law; separateness is stated in Government Code § 6507 and Agreement § 6.1 (“The Authority shall be a public entity separate from the parties to this Agreement.”) |

Three questions frame the discussion

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|----|-------------------|---|
| 01 | Duty | To whom do UWPA directors owe fiduciary duties — the Authority or the agency that appointed them? |
| 02 | Compulsion | Can UPUD or the City of Angels legally compel an appointed director to vote a certain way? |
| 03 | Coverage | Does the same rule reach all five seats: two UPUD, two Angels, and the at-large director? |

BOTTOM LINE

The Director's duty runs to UWPA.

The Director's is to exercise independent judgment.

LOYALTY

The Authority — not the appointing agency — is the entity served by each Authority director.

DISCRETION

Each director must deliberate and vote with independent judgment.

ADVOCACY

A director may argue for the appointing agency's interests.

REMEDY

A vote that is disagreeable with the appointing agency may prompt removal, but the vote remains valid.

Statute and agreement create one separate public entity

STATUTE

Government Code § 6507

A joint powers agency is “a public entity separate from the parties to the agreement.”

AGREEMENT

Section 6.1

UWPA is separate from the City and UPUD: “The Authority shall be a public entity separate from the parties to this Agreement.”

Colloquially may be “partner agencies” but Utica is a third, separate public entity.

Separate-entity status determines the director's role

01

Governing Board

The UWPA Board of Directors governs UWPA; it is not a panel of delegates transmitting instructions.

02

Public-office duties

Each director serves UWPA in an official capacity, and so the duties of that office attach to each UWPA director.

DUTY OF LOYALTY

What is owed:

“Undivided loyalty and allegiance to the public entities they are obligated to serve.”

LEXIN v. SUPERIOR COURT

Entity served

UWPA

Applied rule

**For Authority Directors, loyalty runs to the Authority
— not the appointing agency.**

A contrary vote is still be a valid exercise of office

APPOINTING BODY

May state a position

Its preferred outcome does not limit the appointee's legal authority to vote.

UWPA DIRECTOR

Must exercise discretion

The director's authority is to deliberate and cast a vote based on independent judgment.

VALID VOTE

Voting instructions are not legally binding

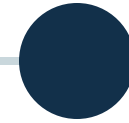
2000



**A Director exercises
independent discretion**

83 Cal. Op. Att’y Gen. 267 (2000)
A member may cast a valid vote
inconsistent with the appointing
body’s position.

2021



104 Cal. Op. Att’y Gen. 34 (2021)
A member agency’s instruction to
vote a certain way does not legally
bind an appointee.

Same rule. Two opinions. Twenty-one years apart.

The remedy is removal

REMOVE

The appointing body may replace a director who serves at its pleasure.



COMMAND

The appointing body cannot dictate the vote or make an otherwise valid vote disappear.

A contrary vote may trigger removal — but it does not affect the validity of the vote itself.

Advocacy is permitted; abdication is not

PERMITTED

Advocate

Urge the appointing agency's interests.
Vote consistently with those interests.
Participate in ordinary policy deliberations.

NOT PERMITTED

Abdicate

Surrender independent judgment.
Treat an instruction as legally binding.
Assume the agency can invalidate the vote.

The independent judgment rule reaches every seat



ONE DUTY OF LOYALTY · ONE REQUIREMENT OF INDEPENDENT JUDGMENT

At-large removal differs: supermajority of the four appointed directors.

§ 6508 JPA exception

GENERAL RULE

§ 1099 prohibits incompatible offices

Two offices are incompatible when their powers and jurisdiction create a possible significant clash of duties or loyalties.

TEST

The test is abstract

No actual or inevitable conflict is required; the functions of the offices control.

JPA AUTHORIZATION

§ 6508 expressly allows dual officeholding

JPA boards may consist entirely of elected officials from member agencies.

CONTINUING LIMIT

Loyalty still runs to UWPA

A UWPA director still owes loyalty to UWPA and must exercise independent discretion.

DUAL ROLE AUTHORIZED · INDEPENDENT JUDGMENT STILL REQUIRED

Four rules govern the JPA relationship

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|----|------------------------|---|
| 01 | SEPARATE ENTITY | UWPA is separate by statute and agreement. |
| 02 | LOYALTY | Every UWPA director's duty runs to UWPA. |
| 03 | INDEPENDENCE | Independent judgment required from each UWPA director; an appointing agency cannot legally compel a vote. |
| 04 | ACCOUNTABILITY | Advocacy is permitted; removal, not command, is the leverage |
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REFERENCE

Principal authorities

STATUTE

California Government Code § § 6507, 6805

CASE

Lexin v. Superior Court, 47 Cal. 4th 1050 (2010)

CASE

Harbach v. El Pueblo de Los Angeles, 14 Cal. App. 3d 828 (1971); Lexin v. Superior Court, 47 Cal. 4th 1050 (2010)

OPINION

83 Cal. Op. Att’y Gen. 267 (2000)

OPINION

104 Cal. Op. Att’y Gen. 34 (2021)

AGREEMENT

Amended Joint Powers Agreement and First–Third Amendments

Core rule: UWPA directors are appointed by others, but they govern the Authority in their own legal discretion.