



LOS VAQUEROS RESERVOIR JOINT POWERS AUTHORITY

AGENDA

Regular Meeting of the Board of Directors
February 9, 2022 – 9:30 a.m.

SPECIAL NOTICE OF TELECONFERENCE ACCESSIBILITY

Pursuant to the provisions of Government Code Section 54953(e), as amended by Assembly Bill 361, any Director and any member of the public who desires to participate in the open session items of this meeting may do so by accessing the Zoom link below without otherwise complying with the Brown Act's teleconference requirements.

Please click the link below to join the webinar:
<https://lagerlof.zoom.us/j/82264614906>

Or One tap mobile:

US: +16699006833,,82264614906#

Or Telephone:

US: +1 669 900 6833

Webinar ID: 822 6461 4906

Any member of the public wishing to make any comments to the Board of Directors may do so by accessing the above-referenced link where they may select the option to join via webcam or teleconference. Members of the public may also submit written comments to the Interim Clerk by 4:00 p.m. on the day prior to the meeting for the Interim Clerk to read into the record (subject to three minute limitation). The meeting Chair will acknowledge such individual(s) at the appropriate time in the meeting prior to making their comment. Members of the public will be disconnected from the meeting prior to any Closed Session, if applicable.

NOTE: To comply with the Americans with Disabilities Act, if you need special assistance to participate in any Board meeting, please contact the Authority's Interim Clerk at rperea@lagerlof.com by 4:00 p.m. on February 8, 2022 to inform the Authority of your needs and to determine if accommodation is feasible. Each item on the Agenda shall be deemed to include any appropriate motion, resolution, or ordinance, to take action on any item. Materials related to items on this Agenda are available for public review at: www.losvaquerosjpa.com/board-meetings.

CALL TO ORDER

PLEDGE OF ALLEGIANCE

ROLL CALL OF DIRECTORS

Angela Ramirez Holmes, Chair, Zone 7 Water Agency
Anthea Hansen, Vice Chair, San Luis & Delta-Mendota Water Authority
Ellen Wehr, Secretary, Grassland Water District
Paul Sethy, Treasurer, Alameda County Water District
Lisa Borba, Director, Contra Costa Water District
John Coleman, Director, East Bay Municipal Utility District
Dennis Herrera, Director, San Francisco Public Utilities Commission
Linda J. LeZotte, Director, Santa Clara Valley Water District
TBD - Department of Water Resources – Ex Officio

ALTERNATE DIRECTORS

Jonathan Wunderlich, Alternate Director, Alameda County Water District
Ernesto Avila, Alternate Director, Contra Costa Water District
Lesla McIntosh, Alternate Director, East Bay Municipal Utility District
Ricardo Ortega, Alternate Director, Grassland Water District
Steve Ritchie, Alternate Director, San Francisco Public Utilities Commission
Jose Gutierrez, Alternate Director, San Luis & Delta-Mendota Water Authority
John Varela, Alternate Director, Santa Clara Valley Water District
Sandy Figuers, Alternate Director, Zone 7 Water Agency

CONSIDER ADOPTION OF RESOLUTION NO. 2-22-01 RE-RATIFYING THE PROCLAMATION OF A STATE OF EMERGENCY BY GOVERNOR GAVIN NEWSOM, AND AUTHORIZING REMOTE TELECONFERENCE MEETINGS OF THE BOARD OF DIRECTORS OF THE LOS VAQUEROS RESERVOIR JOINT POWERS AUTHORITY FOR THE PERIOD FROM FEBRUARY 6, 2022 TO MARCH 8, 2022 PURSUANT TO BROWN ACT PROVISIONS.

APPROVAL OF AGENDA

PUBLIC COMMENT ON NON-AGENDA ITEMS

Any member of the public wishing to address the Board of Directors regarding items not on the Agenda should do so at this time. The Board welcomes your comments and requests that speakers present their remarks within established time limits and on issues that directly affect the Authority or are within the jurisdiction of the Authority.

CONSENT CALENDAR

1.1 Approval of Minutes from January 12, 2022 Board of Directors Meeting

ACTION ITEMS

- 2.1 Consider adoption of Resolution No. 2-22-02 – Resolution of the Board of Directors of Los Vaqueros Reservoir Joint Powers Authority Approving Authority Bylaws**
- 2.2 Consider adoption of Resolution No. 2-22-03 – Resolution of the Board of Directors of Los Vaqueros Reservoir Joint Powers Authority Adopting Purchasing Policy**

DISCUSSION ITEMS

- 3.1 Authority management approach**
- 3.2 Draft Policy Statement: Commitment to Diversity and Accessibility**
- 3.3 Draft Board Meeting and Decorum Policy**
- 3.4 Review of Board Policy and Action Calendar**

FUTURE AGENDA ITEMS

REPORTS

- 4.1 Directors**
- 4.2 Treasurer**
- 4.3 Interim General Counsel**
- 4.4 Interim Administrator**

ADJOURNMENT

CONSIDER ADOPTION OF RESOLUTION NO. 2-22-01 RE-RATIFYING THE PROCLAMATION OF A STATE OF EMERGENCY BY GOVERNOR GAVIN NEWSOM, AND AUTHORIZING REMOTE TELECONFERENCE MEETINGS OF THE BOARD OF DIRECTORS OF THE LOS VAQUEROS RESERVOIR JOINT POWERS AUTHORITY FOR THE PERIOD FROM FEBRUARY 6, 2022 TO MARCH 8, 2022 PURSUANT TO BROWN ACT PROVISIONS.

RESPONSIBLE/LEAD STAFF MEMBER:

James Ciampa, Interim General Counsel

RECOMMENDATION:

That the Los Vaqueros Reservoir Joint Powers Authority (Authority) Board of Directors' (Board) approve the above-referenced resolution making certain findings to allow for the Authority's Board meetings to continue to be conducted remotely by teleconference without compliance with the Brown Act's established teleconferenced meetings requirements, as permitted by recently enacted AB 361, while ensuring public access to such Board meetings.

DISCUSSION:

At the November 10 Board of Directors' meeting, the Board approved Resolution No. 11-21-01, which authorized the Board to conduct its meetings remotely by teleconference. That resolution made certain findings as required by Assembly Bill 361 (AB 361) with respect to such remote meetings. That resolution was subsequently continued at the December 8, 2021 and January 12, 2022 Board meetings.

AB 361 requires that a subsequent resolution be adopted every 30 days to make findings that the emergency conditions justifying such remote meetings continue to exist. Attached Resolution No. 2-22-01 sets forth those required findings to allow for continued remote teleconferenced Board meetings, including that requiring in-person attendance at meetings of the Board would pose an imminent risk to the health and safety of those in attendance, while ensuring public access to those meetings. The attached resolution is substantially similar to the resolution the Board previously adopted and includes a reference to the Omicron variant.

The resolution will take effect immediately and will be effective for 30 days, or until such time as the Board of Directors adopts a subsequent resolution in accordance with Government Code section 54953(e)(3) to extend the time during which the Board may continue to meet by teleconference without compliance with Government Code section 54953(b)(3).

ALTERNATIVES:

If the Board does not adopt the resolution, in-person attendance will be required, or for those calling in, compliance with the notice and posting, in-person participation, and quorum requirements in Government Code section 54953(b)(3) would be required.

FISCAL ANALYSIS:

Not applicable

ENVIRONMENTAL REQUIREMENTS:

Not applicable

EXHIBITS/ATTACHMENTS:

Resolution No. 2-22-01

RESOLUTION NO. 2-22-01

RESOLUTION OF THE BOARD OF DIRECTORS OF THE LOS VAQUEROS RESERVOIR JOINT POWERS AUTHORITY RE-RATIFYING THE PROCLAMATION OF A STATE OF EMERGENCY BY GOVERNOR GAVIN NEWSOM, AND AUTHORIZING REMOTE TELECONFERENCE MEETINGS OF THE BOARD OF DIRECTORS OF THE LOS VAQUEROS RESERVOIR JOINT POWERS AUTHORITY FOR THE PERIOD FROM FEBRUARY 6, 2022 TO MARCH 8, 2022 PURSUANT TO BROWN ACT PROVISIONS.

WHEREAS, the Los Vaqueros Reservoir Joint Powers Authority (the “Authority”) is committed to preserving and nurturing public access and participation in meetings of its Board of Directors; and

WHEREAS, all meetings of the Authority’s Board of Directors are to be open and public, as required by the Ralph M. Brown Act (California Government Code Sections 54950 – 54963), so that any member of the public may attend, participate, and watch the Board conduct its business; and

WHEREAS, the Brown Act, in Government Code Section 54953(e), makes provision for remote teleconferencing participation in meetings by members of a legislative body without compliance with the requirements of Government Code Section 54953(b)(3), subject to the existence of certain conditions; and

WHEREAS, a required condition for application of Section 54953(e) is that a state of emergency is declared by the Governor pursuant to Government Code Section 8625, proclaiming the existence of conditions of disaster or of extreme peril to the safety of persons and property within the state caused by conditions as described in Government Code Section 8558; and

WHEREAS, a proclamation is made when there is an actual incident, threat of disaster, or extreme peril to the safety of persons and property within the jurisdictions that are within the Authority’s boundaries, caused by natural, technological or human-caused disasters; and

WHEREAS, it is further required that state or local officials have imposed or recommended measures to promote social distancing, or the legislative body meeting in person would present imminent risks to the health and safety of attendees; and

WHEREAS, the Authority’s Board of Directors previously adopted Resolutions, Resolution No. 11-21-01, on November 10, 2021, and Resolution No. 12-21-01, on December 8, 2021, finding that the requisite conditions exist for the Authority’s Board of Directors to conduct remote teleconference meetings without compliance with paragraph (3) of subdivision (b) of Government Code Section 54953; and

WHEREAS, such conditions continue to exist in the Authority’s geographical jurisdiction, specifically, a state of emergency has been proclaimed in the State of California pertaining to the threat to the health, safety and well-being of the Authority’s directors, staff, vendors, contractors, customers and residents presented by COVID-19, and its Delta, Omicron and possibly other variants, which remain highly contagious; and

WHEREAS, orders and guidance from local counties and regulations from the State of California impose limitations on gatherings and provide guidance on best practices with respect to actions to reduce the spread of COVID-19; and

WHEREAS, allowing all individual members of the Authority's Board of Directors and staff to travel from various areas around the state to meet in person would present an imminent risk to the health and safety of attendees given the spread of the Delta and other variants of the COVID-19 virus throughout the state and the current number of infections in local counties where the Authority's members are located; and

WHEREAS, the Authority's Board of Directors does hereby find that the continuing state of emergency poses imminent risks to attendees and has caused, and will continue to cause, conditions of peril to the safety of persons within the Authority's jurisdiction that are likely to be beyond the control of services, personnel, equipment, and facilities of the Authority, and the Board of Directors desires to re-ratify the proclamation of state of emergency by the Governor of the State of California; and

WHEREAS, as a consequence of the continuing local emergency, the Board of Directors does hereby find that the Authority's Board of Directors shall conduct its meetings without compliance with paragraph (3) of subdivision (b) of Government Code Section 54953, as authorized by subdivision (e) of Section 54953, and shall continue to comply with the requirements to provide the public with access to the meetings as prescribed in paragraph (2) of subdivision (e) of Section 54953; and

WHEREAS, the Authority will provide proper notice to the public regarding all Authority Board of Directors' meetings, in accordance with Government Code Section 54953(e)(2)(A) and shall provide notice to the public of how they may access any such meeting via call-in number and/or internet link.

NOW, THEREFORE, THE BOARD OF DIRECTORS OF THE LOS VAQUEROS RESERVOIR JOINT POWERS AUTHORITY DOES HEREBY RESOLVE AS FOLLOWS:

Section 1. Recitals. The Recitals set forth above are true and correct and are incorporated into this Resolution by this reference.

Section 2. Proclamation Regarding Local Emergency. The Board of Directors hereby proclaims that a local emergency continues to exist in the geographical jurisdiction of the Authority and allowing individual members of the Authority's Board of Directors and members of the public to meet in person would present an imminent risk to the health and safety of attendees, and that conducting Authority Board of Directors virtually will minimize the possible spread COVID-19 and any variant thereof.

Section 3. Re-Ratification of Governor's Proclamation of a State of Emergency. The Board hereby again ratifies the Governor of the State of California's Proclamation of State of Emergency regarding COVID-19, dated March 4, 2020.

Section 4. Remote Teleconference Meetings. The Administrator, Authority staff and the Board of Directors are hereby authorized and directed to take all actions necessary to carry out the intent and

purpose of this Resolution including, continuing to conduct open and public meetings in accordance with Government Code Section 54953(e) and other applicable provisions of the Brown Act.

Section 5. Effective Date of Resolution. This Resolution shall take effect immediately upon its adoption and shall be effective until the earlier of (i) the expiration of thirty (30) days from the date this Resolution was adopted, as set forth below, or (ii) such time as the Board of Directors adopts a subsequent resolution in accordance with Government Code section 54953(e)(3) to extend the time during which the Board of Directors of the Authority may continue to teleconference without compliance with paragraph (3) of subdivision (b) of section 54953.

PASSED AND ADOPTED by the Board of Directors of the Los Vaqueros Reservoir Joint Powers Authority this 9th day of February, 2022 by the following vote:

AYES:

NOES:

ABSTAIN:

ABSENT:

Angela Ramirez Holmes, Chair

Attest:

Ellen Wehr, Secretary

CONSENT CALENDAR

ITEM 1.1: APPROVAL OF MINUTES FROM JANUARY 12, 2022 BOARD OF DIRECTORS MEETING

RESPONSIBLE/LEAD STAFF MEMBER:

James Ciampa, Interim General Counsel

RECOMMENDATION:

That the Authority’s Board of Directors approve the attached minutes from the January 12, 2022 Board of Directors meeting.

DISCUSSION:

The Interim Clerk, Interim General Counsel, Interim Administrator and Secretary have prepared the attached draft minutes from the January 12, 2022 Board of Directors meeting.

ALTERNATIVES:

An alternative form of minutes which sets forth more detailed summaries of the Board’s discussion that occurred at the January 12 Board meeting could be prepared.

FISCAL ANALYSIS:

Not applicable

ENVIRONMENTAL REQUIREMENTS:

Not applicable

EXHIBITS/ATTACHMENTS:

Draft minutes from January 12, 2022 Board of Directors meeting



**LOS VAQUEROS RESERVOIR JOINT POWERS AUTHORITY
MINUTES**

Regular Meeting of the Board of Directors
January 12, 2022 – 9:30 a.m.

CALL TO ORDER at 9:30 a.m.

PLEDGE OF ALLEGIANCE – led by Chair Angela Ramirez Holmes

ROLL CALL OF DIRECTORS

Angela Ramirez Holmes, Chair, Zone 7 Water Agency
Ellen Wehr, Secretary, Grassland Water District
Paul Sethy, Director, Alameda County Water District
Lisa Borba, Director, Contra Costa Water District
John Coleman, Director, East Bay Municipal Utility District
Linda J. LeZotte, Director, Santa Clara Valley Water District

ALTERNATE DIRECTORS

Jonathan Wunderlich, Alternate Director, Alameda County Water District
Ernesto Avila, Alternate Director, Contra Costa Water District
Ricardo Ortega, Alternate Director, Grassland Water District
*Steve Ritchie, Alternate Director, San Francisco Public Utilities Commission
*Jose Gutierrez, Alternate Director, San Luis & Delta-Mendota Water Authority
John Varela, Alternate Director, Santa Clara Valley Water District
Sandy Figuers, Alternate Director, Zone 7 Water Agency

*Alternate Directors who replaced absent Directors from their member agencies

ABSENT

Anthea Hansen, Vice Chair, San Luis & Delta-Mendota Water Authority
Dennis Herrera, Director, San Francisco Public Utilities Commission
Lesla McIntosh, Alternate Director, East Bay Municipal Utility District

OTHERS PRESENT

Marguerite Patil, Contra Costa Water District, Interim Administrator
Maureen Martin, Contra Costa Water District, Staff, Interim Administrator

James Ciampa, Lagerlof, LLP, Interim General Counsel
Rosemarie Perea, Interim Board Clerk
Approximately 21 others

CONSIDER ADOPTION OF RESOLUTION NO. 1-22-01 RE-RATIFYING THE PROCLAMATION OF A STATE OF EMERGENCY BY GOVERNOR GAVIN NEWSOM AND AUTHORIZING REMOTE TELECONFERENCE MEETINGS OF THE BOARD OF DIRECTORS OF THE LOS VAQUEROS RESERVOIR JOINT POWERS AUTHORITY FOR THE PERIOD FROM JANUARY 7, 2022 TO FEBRUARY 5, 2022 PURSUANT TO BROWN ACT PROVISIONS.

At its initial meeting and at the December 8, 2021 Board of Directors’ meeting, the Board approved resolutions that authorized the Board to conduct its meetings remotely by teleconference. That resolution made certain findings as required by Assembly Bill 361 (AB 361) with respect to such remote meetings.

AB 361 requires that a subsequent resolution be adopted every 30 days to make findings that the emergency conditions justifying such remote meetings continue to exist. Resolution No. 1-22-01 sets forth those required findings to allow for continued remote teleconferenced Board meetings, including that requiring in-person attendance at meetings of the Board would pose an imminent risk to the health and safety of those in attendance, while ensuring public access to those meetings. The resolution is substantially similar to the resolutions the Board previously adopted.

The resolution will take effect immediately and will be effective for 30 days, or until such time as the Board of Directors adopts a subsequent resolution in accordance with Government Code section 54953(e)(3) to extend the time during which the Board may continue to meet by teleconference without compliance with Government Code section 54953(b)(3).

After discussion and upon motion by Director Borba, seconded by Director LeZotte, Resolution No. 1-22-01 was approved by the following roll call vote:

- AYES: Angela Ramirez Holmes, Chair, Zone 7 Water Agency
 Paul Sethy, Director, Alameda County Water District
 Lisa Borba, Director, Contra Costa Water District
 John Coleman, Director, East Bay Municipal Utility District
 Ellen Wehr, Director, Grassland Water District
 Linda J. LeZotte, Director, Santa Clara Valley Water District
 Steve Ritchie, Alternate Director, San Francisco Public Utilities Commission
 Jose Gutierrez, Alternate Director, San Luis & Delta-Mendota Water Authority

- NOES: None
ABSENT: None
ABSTAIN: None

The motion passed with an 8-0 vote.

APPROVAL OF AGENDA

Upon motion by Director Coleman, seconded by Director Borba, the January 12, 2022, agenda was approved by the following roll call vote:

- AYES: Angela Ramirez Holmes, Chair, Zone 7 Water Agency
- Paul Sethy, Director, Alameda County Water District
- Lisa Borba, Director, Contra Costa Water District
- John Coleman, Director, East Bay Municipal Utility District
- Ellen Wehr, Director, Grassland Water District
- Linda J. LeZotte, Director, Santa Clara Valley Water District
- Steve Ritchie, Alternate Director, San Francisco Public Utilities Commission
- Jose Gutierrez, Alternate Director, San Luis & Delta-Mendota Water Authority

- NOES: None
- ABSENT: None
- ABSTAIN: None

The motion passed with an 8-0 vote.

PUBLIC COMMENT ON NON-AGENDA ITEMS

Mr. Leland Frayseth, member of the public, commented on the proposed expansion of the Los Vaqueros Reservoir and the water quality issues he identified at his residence. He also mentioned that he had received the Form 700s which he requested in his Public Records Act request. He stated that he had also checked with the Fair Political Practices Commission (FPPC) and FPPC staff advised the FPPC had not received the JPA’s Form 700s for filing.

CONSENT CALENDAR

1.1

Approval of Minutes from December 8, 2021 Board of Directors’ Meeting

Upon motion by Director Borba, seconded by Director Sethy, the December 8, 2021 Minutes, in the form presented, were approved by the following roll call vote:

- AYES: Angela Ramirez Holmes, Chair, Zone 7 Water Agency
- Paul Sethy, Director, Alameda County Water District
- Lisa Borba, Director, Contra Costa Water District
- John Coleman, Director, East Bay Municipal Utility District
- Ellen Wehr, Director, Grassland Water District
- Linda J. LeZotte, Director, Santa Clara Valley Water District
- Steve Ritchie, Alternate Director, San Francisco Public Utilities Commission
- Jose Gutierrez, Alternate Director, San Luis & Delta-Mendota Water Authority

- NOES: None
- ABSENT: None
- ABSTAIN: None

The motion passed with an 8-0 vote.

ACTION ITEMS

2.1

Election or Appointment by Motion of Authority Treasurer

Marguerite Patil, Interim Administrator, noted the Treasurer’s duties, as summarized in the staff report. Currently, Contra Costa Water District (CCWD) provides the accounting services for the Project and the Authority. Thus, for this initial period, it is contemplated that the Treasurer will act in an oversight role with respect to those financial functions and work closely with the Interim Administrator and other CCWD staff in connection with those functions. The Treasurer would provide regular reports at Authority Board meetings that describe the current status of Project financial matters, such as cash on hand, status of Member progress payments, and other updates of interest to the Board. In the future, after Project accounting services are transitioned from CCWD to the Authority, it is anticipated the Treasurer’s role will be supported by outside accounting consultants that will report to the Board.

Director Coleman had a question as to the liability of the Treasurer if an error occurred — would such liability fall to the outside accounting consultants or to the Treasurer. Mr. Ciampa, Interim General Counsel, advised that the responsibility would fall to the outside consultants to protect the Treasurer and appropriate indemnification provisions would be included in any agreement with such consultants.

Mr. Leland Frayseth, member of the public, commented that he appreciated there would be a second set of eyes on the financial matters and he referenced a \$30 million construction in progress account that should be carefully reviewed.

After discussion and upon nomination by Director Borba, seconded by Director Coleman, and unanimously carried, Director Sethy was elected to serve as the Authority’s Treasurer. The motion was approved by the following roll call vote:

AYES: Angela Ramirez Holmes, Chair, Zone 7 Water Agency
 Paul Sethy, Director, Alameda County Water District
 Lisa Borba, Director, Contra Costa Water District
 John Coleman, Director, East Bay Municipal Utility District
 Ellen Wehr, Director, Grassland Water District
 Linda J. LeZotte, Director, Santa Clara Valley Water District
 Steve Ritchie, Alternate Director, San Francisco Public Utilities Commission
 Jose Gutierrez, Alternate Director, San Luis & Delta-Mendota Water Authority

NOES: None
ABSENT: None
ABSTAIN: None

The motion passed with an 8-0 vote.

2.2

Approval of Public Records Act Request Guidelines

Marguerite Patil, Interim Administrator, referred to the Guidelines provided in the Board Packet. She stated the Authority had recently received a request for certain Authority records, and that triggered the

need to establish guidelines to address the Authority's Public Records Act processes and provide guidance to members of the public with respect to their rights to access and obtain copies of Authority records.

The Guidelines, which will be posted on the Authority's website, have been prepared to provide members of the public with an overview of the process by which they may request Authority records pursuant to the Act; i.e., either by mail, by e-mailing the Interim Clerk or by submitting a request through the Authority's website. The Interim Administrator will inform the Board of Directors of any Public Records Act request that is received. The Guidelines include a statement that the Authority may recover its direct cost of duplicating any copies of records that are provided, as well as any postage costs incurred in delivering such copies.

Mr. Leland Frayseth, member of the public, commented that he had previously requested from CCWD and the California Water Commission copies of the pro forma cost model, which had not been provided. He also stated the Authority may want to consider establishing Public Records Act administrative tools, such as those used by the California Department of Fish and Wildlife.

After discussion and upon motion by Director Borba, seconded by Alternate Director Ritchie, and unanimously carried, the Public Records Act Request Guidelines, were approved in the form presented by the following roll call vote:

AYES: Angela Ramirez Holmes, Chair, Zone 7 Water Agency
 Paul Sethy, Director, Alameda County Water District
 Lisa Borba, Director, Contra Costa Water District
 John Coleman, Director, East Bay Municipal Utility District
 Ellen Wehr, Director, Grassland Water District
 Linda J. LeZotte, Director, Santa Clara Valley Water District
 Steve Ritchie, Alternate Director, San Francisco Public Utilities Commission
 Jose Gutierrez, Alternate Director, San Luis & Delta-Mendota Water Authority

NOES: None
ABSENT: None
ABSTAIN: None

The motion passed with an 8-0 vote.

DISCUSSION ITEMS

3.1

Draft Authority Bylaws

Marguerite Patil, Interim Administrator, asked James Ciampa, Interim General Counsel, to address the draft Bylaws included in the meeting materials. Mr. Ciampa provided an overview of the Bylaws and their interrelationship with various sections of the Authority's JPA Agreement. He mentioned he had received comments from several members of the Board on various provisions. He then reviewed the Bylaws.

Several members of the Board provided feedback on various Bylaw provisions, including: (i) limit the members of committees to only one committee member from any particular member agency; (ii) not

have a committee vice chair; (iii) have both Directors and Alternate Directors eligible to serve on committees; (iv) have an Alternate Director replace his or her member agency's Director if that Director is absent from a committee meeting; (v) have the Board approve committee charters; (vi) require a super-majority vote to amend the Bylaws; (vii) not have a specific reference to an ordinance procedure; and (viii) clarify the ex officio Director provision to reference that the appointment of that Director will be by the Director of the Department of Water Resources.

Mr. Ciampa advised he will prepare a revised draft of the Bylaws, along with a summary of the comments made at the meeting, to be included in the February Board meeting materials.

3.2

Draft Purchasing Policy and Expenditure Limits

Ms. Patil, Interim Administrator, asked Mr. Ciampa, Interim General Counsel, to address the draft Purchasing Policy and Expenditure Limits included in the meeting materials. Mr. Ciampa provided an overview of that draft policy.

The Board then discussed the draft policy. Director LeZotte stated the term "financial interest" should incorporate the FPPC's definition, and language on Board approval of change orders needs to be clarified. She also mentioned that equity and diversity should be added in Section 3(E) of the policy. Director Coleman stated that any contacts that a Director or Alternate Director has with any proposed contractor or consultant should be disclosed to the Board. Director Sethy inquired about how state and federal contracting requirements may relate to the policy. Interim Administrator Patil responded as to the various levels of contracts CCWD currently has, and the Authority will have, with both state and federal agencies.

Mr. Leland Frayseth, member of the public, commented that all Authority purchases should come before the Board for approval.

Upon conclusion of the Board discussion, Mr. Ciampa advised that he will provide a summary of the questions and concerns and provide a revised draft to be discussed at the February Board meeting.

3.3

Committee Assignments

Chair Angela Ramirez Homes requested that Directors and Alternate Directors provide her with their requests to serve on committees by close of business on Friday, January 14, 2022.

The following requests were made:

Director Coleman:	First choice: Operations and Engineering Committee; second choice: Finance Committee;
Director Borba:	Operations and Engineering Committee;
Director LeZotte:	Finance Committee;
Director Sethy:	Finance Committee (Chair);
Alternate Director Avila:	Communications and Outreach Committee;
Director Wehr:	Communications and Outreach Committee;
Alternate Director Ritchie:	Operations and Engineering Committee;
Alternate Director Gutierrez:	Operations and Engineering Committee

3.4

Review of Board Policy and Action Calendar

The updated Board Policy and Action Calendar was reviewed. It will be updated and reformatted for the February Board meeting. Alternate Director Ritchie noted that he would be in favor of moving the discussion of the “Statement of Commitment to Diversity and Accessibility” to the March Board meeting.

FUTURE AGENDA ITEMS

None.

REPORTS

4.1

Directors

None.

4.2

Interim General Counsel

Mr. Ciampa advised the Board that the Form 700s were filed with the FPPC and a confirmation of receipt was received by his office. He will look into this matter further. He is still waiting to hear from the FPPC regarding the draft Conflict of Interest Code that was submitted and he will follow up on this was well.

4.3

Interim Administrator

Ms. Patil provided the following comments:

1. The Administrative Agreement between the Authority and Contra Costa Water District has been fully executed.
2. Requests for at least three quotes for Liability and Errors and Omissions Insurance are in process and will likely be presented to the Board at the February 9 meeting.
3. DWR has requested additional time to select the ex officio Director for the Authority.
4. With the state’s budget surplus there is a potential to obtain supplemental funding for the Project (as well as for other Proposition 1 storage projects), particularly in connection with the increasing construction costs being experienced recently.
5. An updated Authority Fact Sheet will be posted to the website to reflect, among other things, the appointment of Director Sethy as Treasurer.
6. New Zoom meeting procedures will be implemented.
7. Directors and Alternate Directors are encouraged to subscribe to the Authority’s website to promptly receive notices and updates.

The meeting was adjourned at 10:47 a.m.

Angela Ramirez Holmes, Chair

ATTEST:

Ellen Wehr, Secretary

ITEM 2.1: CONSIDER ADOPTION OF RESOLUTION NO. 2-22-02 – RESOLUTION OF THE BOARD OF DIRECTORS OF LOS VAQUEROS RESERVOIR JOINT POWERS AUTHORITY APPROVING AUTHORITY BYLAWS

RESPONSIBLE/LEAD STAFF MEMBER:

James Ciampa, Interim General Counsel

RECOMMENDATION:

That the Authority’s Board of Directors approve the Bylaws, as revised, as presented to the Board.

DISCUSSION:

Section 2.4 of the Authority’s Joint Exercise of Powers Agreement (the “JPA Agreement”) provides that the Board may cause to be developed bylaws to govern its day-to-day operations. The Authority will be entering into various agreements (such as Service Agreements and Operations and Maintenance Agreements) in the coming months and years that will govern its operations. Also, the JPA Agreement is very detailed on some governance issues, such as voting requirements and Director appointments.

The attached Bylaws, in redlined and clean forms, include revisions as discussed at the January 12 Board meeting, minor formatting edits to ensure consistency in language, and additional highlighted revisions to add clarifying language.

ALTERNATIVES:

The Board can defer adoption of the Bylaws to a later date.

FISCAL ANALYSIS:

Not applicable

EXHIBITS/ATTACHMENTS:

Resolution No. 2-22-02; revised Authority Bylaws in redlined and clean forms; and summary of comments made by Directors and Alternates at the January 12 Board meeting.

RESOLUTION NO. 2-22-02

**RESOLUTION OF THE BOARD OF DIRECTORS OF THE LOS VAQUEROS RESERVOIR
JOINT POWERS AUTHORITY APPROVING AUTHORITY BYLAWS**

WHEREAS, Section 2.4 of the Joint Exercise of Powers Agreement for the Los Vaqueros Reservoir Joint Powers Authority authorizes the adoption of Bylaws to address the Authority's governance and operations; and

WHEREAS, the Authority's staff has prepared Bylaws, which have been reviewed and revised based on comments received from the Authority's Board of Directors; and

WHEREAS, the Authority's Board of Directors finds and determines that the adoption of the Bylaws, in the form presented to the Board at this meeting, is in the best interest of the Authority,

NOW, THEREFORE, THE BOARD OF DIRECTORS OF THE LOS VAQUEROS RESERVOIR JOINT POWERS AUTHORITY DOES HEREBY RESOLVE TO ADOPT THE AUTHORITY'S BYLAWS IN THE FORM PRESENTED AND ATTACHED TO THIS RESOLUTION.

PASSED AND ADOPTED by the Board of Directors of the Los Vaqueros Reservoir Joint Powers Authority this 9th day of February, 2022 by the following vote:

AYES:

NOES:

ABSTAIN:

ABSENT:

Angela Ramirez Holmes, Chair

Attest:

Ellen Wehr, Secretary

[REDLINED DRAFT]

**BYLAWS OF THE
LOS VAQUEROS RESERVOIR JOINT POWERS AUTHORITY**

1. Members

- 1.1. The initial members of the Los Vaqueros Reservoir Joint Powers Authority (the “Authority”) are: Alameda County Water District, Contra Costa Water District, East Bay Municipal Utility District, Grassland Water District, San Francisco Public Utilities Commission, San Luis & Delta-Mendota Water Authority, Santa Clara Valley Water District and Zone 7 Water Agency. New members may be admitted to the Authority as specified in Sections 3.3.1.1 and 10.3 of the Authority’s Joint Exercise of Powers Agreement (the “JPA Agreement”).

2. Relationship: JPA Agreement and Bylaws

- 2.1. JPA Agreement: The JPA Agreement is the chartering document of the Authority that defines, among other things:
- 2.1.1. The members and general limitations on membership in the Authority;
 - 2.1.2. The Authority’s powers;
 - 2.1.3. The governance of the Authority through its Board of Directors, officers and other key positions;
 - 2.1.4. Voting rights and requirements and specified veto rights; and
 - 2.1.5. Budget and finance issues, including future agreements which will provide the structure to fund the Authority.
- 2.2. Definitions: Except for any terms defined in these Bylaws, terms used herein shall have their same definitions as set forth in the JPA Agreement.
- 2.3. Bylaws: In accordance with Section 2.4 of the JPA Agreement, these Bylaws are intended to implement and provide further clarity for certain provisions of the JPA Agreement and to provide procedures for administration of the Authority.
- 2.4. Severability: If one or more of ~~the~~ clauses, sentences, paragraphs or provisions of these Bylaws ~~is be~~ held to be unlawful, invalid, or unenforceable, the remainder of the JPA Agreement shall be deemed reformed as to be lawful, valid, and enforced to the maximum extent possible.
- 2.5. Amendment of Bylaws: These Bylaws may only be amended by an affirmative vote of at least ~~six (6) [or: a simple majority]~~ of the total number of Directors.
- 2.6. Conflicts between Agreement and Bylaws: Should one or more provisions of these Bylaws come into conflict with any portion of the JPA Agreement, the JPA Agreement shall take precedence.

- 2.7. Principal Office: The Authority’s principal place of business is at 1331 Concord Avenue, Concord, California 94520 and its mailing address is P. O. Box H20, Concord, California 94524.

3. Board of Directors and Officers

- 3.1. Role, and Powers and Duties of the Board of Directors: The Board of Directors shall provide the overall policy direction and have the power to approve the activities and actions of the Authority. The Board shall have the responsibility for the general management of the affairs, property and business of the JPA and may, from time to time, modify these Bylaws and adopt and modify other rules and regulations for that purpose and for the conduct of its meetings as it may deem proper. The Board shall be vested with all powers of the JPA insofar as not inconsistent with law, the JPA Agreement or these Bylaws. As provided in Section 2.3 of the JPA Agreement, the Board may, in its discretion, delegate powers, including, but not limited to, to any Administrator or Executive Director, with the exception of its legislative powers.
- 3.2. Directors, Alternate Directors and Ex Officio Directors:
- 3.2.1. Directors and Alternate Directors. Directors of the Board and their alternates are appointed to serve as Directors of the JPA in accordance with the provisions of Section 2.2.1 of the JPA Agreement. Alternate Directors may participate in Board meetings and discussions but shall not be permitted to make or second motions, nominate any officers or vote on motions unless the Director representing their Member is not present. Similarly, an Alternate Director may not attend a closed session of the Board unless the Director representing their appointing Member is not present. Directors and Alternate Directors may serve on Authority committees established under Article 4, below.
- 3.2.2. Ex Officio Directors. In accordance with Water Code Section 79759(b), the Department of Water Resources (“DWR”) is a non-voting ex officio member of the Authority. The Director of DWR shall, in his or her ~~its~~ discretion, appoint representatives to serve as an ex officio director and an alternate to serve on the Board, who may participate in Board meetings as a Director, but shall not be counted toward establishing a quorum, shall not vote, shall not be present during closed sessions of the Board, shall not be entitled to review any documents or information relating to or resulting from any such closed session (including, but not limited to, memoranda, recordings or minutes), and shall serve without compensation from the Authority. The alternate appointed by DWR shall have the authority to attend and participate in meetings when the ex officio Director is absent. Each ex officio Director and Alternate Director shall serve at the pleasure of DWR.
- 3.3. Compensation: Pursuant to Section 2.2.2 of the JPA Agreement, the Board shall serve without compensation from the Authority. Compensation may be provided as approved by the Member who appoints each Director and Alternate Director, and any such compensation will be the responsibility of the appointing Member.

- 3.4. Board of Director Meetings: All meetings of the Board of Directors will be held in accordance with the Ralph M. Brown Act (Government Code Sections 54950 et seq.), which includes provisions for remote meetings conducted by teleconference or video conference during emergency conditions. Regular meetings of the Authority's Board of Directors shall be held as established by resolution of the Board, on the dates and times and at the locations specified in any such resolution or other Board action. Special and adjourned meetings of the Board may be called and held in the manner authorized in the Brown Act. The location of any special or adjourned meeting shall be specified in the notice of a special or adjourned meeting.
- 3.5. Election of Officers: Commencing in 2023, elections of the Authority's officers shall occur annually at the regularly scheduled Board meeting in January, or, if for any reason the election does not occur in January, at the next regular meeting of the Board. For each position, the candidate receiving the majority of votes from Directors present at such meeting shall be the successful candidate. Officers shall assume office upon their election and shall serve until their successor is elected. Officers to be elected shall include the Chair and Vice-Chair. The Authority's Secretary, Treasurer and Auditor-Controller shall be appointed by the Board or by the Administrator in accordance with the provisions of the JPA Agreement.
- 3.6. Officer Terms and Term Limits: Commencing with the officers elected in 2023, officers shall serve a term that does not exceed one year in duration and until their successor is duly elected or appointed and is able to serve in that position. A Chair may not serve more than four consecutive terms.
- 3.7. Chair and Vice-Chair Roles and Responsibilities: As detailed in Section 4.1 of the JPA Agreement, the Chair shall preside at all meetings and shall perform such other duties as are specified by the Board through order, resolution or motion, and as are specified in these Bylaws. The Vice-Chair shall perform all the duties of the Chair in the absence of the Chair, or in the event the Chair of the Board is unable to perform such duties and shall perform such other duties as are specified by the Board.
- 3.8. Director and Officer Resignations. Any Director or officer of the Authority may, subject to any contrary provision in any applicable contract, resign at any time by giving written notice to the Board, the Chair or the Secretary of the Authority. Any such resignation shall take effect at the time specified in the notice of resignation or, if not specified, upon receipt of the notice. Unless otherwise specified in the notice of resignation, acceptance of the resignation is not necessary to make the resignation effective.
- 3.9. Removal or Involuntary Resignation of Officer. The Board, in its discretion and by majority vote of the total number of Directors, may remove from office or request the resignation of any officer elected or appointed pursuant to these Bylaws, except for any Secretary, Treasurer or Auditor-Controller employed by the Administrator. In the event of the removal of an officer, the date of removal shall be as specified in the action taken by the Board. In the event of a Pursuant to such request for resignation, such officer shall resign by giving written notice to the Board and such resignation shall be effective as of the time specified in the request for resignation.

- 3.10. Officer Vacancies: Should any officer position become vacant by reason of the death, resignation, retirement, disqualification or removal of an officer, the Board shall make an appointment for the remainder of the position's term, or, to the extent permitted under the JPA Agreement, may delegate such appointment to the Administrator.
- 3.11. Voting. Except as otherwise required by law, votes on all questions shall be voice vote. Votes shall be taken by roll call on any resolution and where any Board meeting occurs by teleconference or video conference. A simple majority of the total number of Directors of the Authority shall be required for the Board to take action, subject to the provisions of Section 3.3 of the JPA Agreement. In the event of a tie vote, the matter will not be considered to have passed.
- 3.12. Board Actions. The Board may take action by motion, resolution or ordinance, provided that it shall take any appropriate action in accordance with applicable law. ~~Ordinances shall be adopted in accordance with the procedures and requirements set forth in Government Code Section 36933.~~
- 3.13. Closed Sessions. All information received by a Director, or ~~a~~ Alternate Director attending in the Director's absence, in a closed session related to the information presented to the Board in closed session shall be confidential. However, a Director may disclose information obtained in a closed session that has direct financial or liability implications to his/her Member to the following individuals:
- 3.13.1 Legal counsel of that Member for purposes of obtaining advice on whether the matter has direct financial or liability implications for that Member; and
- 3.13.2 Other members of the Member's governing body present in a closed session of that Member held as provided below.

Upon advice of its legal counsel, a Member may conduct a closed session with its legislative body in order to receive, discuss, and take action concerning information obtained in a closed session of the Authority.

4. Committees.

- 4.1. Formation. The Board may form committees by majority vote, and any such Board action shall include the purpose of the committee and details concerning the appointment of the chair and members of the committee. Related Activity Committees may be formed and operated in accordance with Section 6.1 of the JPA Agreement.
- 4.2. Committee Membership: Each committee of the Board shall be comprised of at least three (3) and not more than four (4) committee members, who shall serve one (1) year terms through January 31 of each year. The Chair shall select the members of each committee and the chair and, in the Chair's discretion, a vice chair of each committee. The Chair, in the Chair's discretion, may fill any vacancies on a committee as needed. There will not be any alternate members for Authority committees and an Alternate Director shall not serve as a substitute for a Director from the same Member Agency who is appointed to serve on a committee. No Authority Member shall have more than one representative on any single

committee. Directors ~~and or a~~ Alternate Directors are eligible to serve as members of committees. Staff members of any Authority Member may provide technical assistance to any committee but shall not be voting members of the committee; provided, however, that any staff member of an Authority Member who is serving as a Director or Alternate Director may serve as a voting member on a committee.

- 4.3. Committee Charters: After its formation, each committee shall develop a charter that sets forth the subject matter areas and scope of activities for that committee and, in conjunction with the Administrator or Executive Director, develop an annual work plan for the committee. Committee charters shall be provided to and be approved by the Board.
- 4.4. Reports. Each committee shall provide a report of its meetings and activities at each regular Board meeting.
- 4.5. Standing or Ad Hoc Committees: Committees shall either be standing committees, with ongoing jurisdiction, or ad-hoc committees, with temporary jurisdiction to address issues on a limited basis. Standing committees are subject to the notice and agenda posting requirements of the Brown Act. Ad-hoc committees are not subject to the Brown Act's requirements. The nature of the committee shall be specified in its charter.
- 4.6. Committee Powers. Committees shall provide advice and/or recommendations to the Board but shall not have power to take any actions to bind the Authority.

These Bylaws are hereby adopted on February 9, 2022.

Angela Ramirez Holmes, Chair

SECRETARY'S CERTIFICATE

The undersigned hereby certifies that she is the Secretary of the Los Vaqueros Reservoir Joint Powers Authority, a joint exercise of powers authority; that attached hereto is a true, correct and complete copy of the Bylaws of the Los Vaqueros Reservoir Joint Powers Authority; and that said Bylaws are in full force and effect as of the date hereof.

Dated: _____

Ellen Wehr, Secretary

[CLEAN DRAFT]

**BYLAWS OF THE
LOS VAQUEROS RESERVOIR JOINT POWERS AUTHORITY**

1. Members

- 1.1. The initial members of the Los Vaqueros Reservoir Joint Powers Authority (the “Authority”) are: Alameda County Water District, Contra Costa Water District, East Bay Municipal Utility District, Grassland Water District, San Francisco Public Utilities Commission, San Luis & Delta-Mendota Water Authority, Santa Clara Valley Water District and Zone 7 Water Agency. New members may be admitted to the Authority as specified in Sections 3.3.1.1 and 10.3 of the Authority’s Joint Exercise of Powers Agreement (the “JPA Agreement”).

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- 2.3. Bylaws: In accordance with Section 2.4 of the JPA Agreement, these Bylaws are intended to implement and provide further clarity for certain provisions of the JPA Agreement and to provide procedures for administration of the Authority.
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- 3.3. Compensation: Pursuant to Section 2.2.2 of the JPA Agreement, the Board shall serve without compensation from the Authority. Compensation may be provided as approved by the Member who appoints each Director and Alternate Director, and any such compensation will be the responsibility of the appointing Member.

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- 3.9. Removal or Involuntary Resignation of Officer. The Board, in its discretion and by majority vote of the total number of Directors, may remove from office or request the resignation of any officer elected or appointed pursuant to these Bylaws, except for any Secretary, Treasurer or Auditor-Controller employed by the Administrator. In the event of the removal of an officer, the date of removal shall be as specified in the action taken by the Board. In the event of a request for resignation, such officer shall resign by giving written notice to the Board and such resignation shall be effective as of the time specified in the request for resignation.

- 3.10. Officer Vacancies: Should any officer position become vacant by reason of the death, resignation, retirement, disqualification or removal of an officer, the Board shall make an appointment for the remainder of the position's term, or, to the extent permitted under the JPA Agreement, may delegate such appointment to the Administrator.
- 3.11. Voting. Except as otherwise required by law, votes on all questions shall be voice vote. Votes shall be taken by roll call on any resolution and where any Board meeting occurs by teleconference or video conference. A simple majority of the total number of Directors of the Authority shall be required for the Board to take action, subject to the provisions of Section 3.3 of the JPA Agreement. In the event of a tie vote, the matter will not be considered to have passed.
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- 3.13. Closed Sessions. All information received by a Director, or alternate Director attending in the Director's absence, in a closed session related to the information presented to the Board in closed session shall be confidential. However, a Director may disclose information obtained in a closed session that has direct financial or liability implications to his/her Member to the following individuals:
- 3.13.1 Legal counsel of that Member for purposes of obtaining advice on whether the matter has direct financial or liability implications for that Member; and
- 3.13.2 Other members of the Member's governing body present in a closed session of that Member held as provided below.

Upon advice of its legal counsel, a Member may conduct a closed session with its legislative body in order to receive, discuss, and take action concerning information obtained in a closed session of the Authority.

4. Committees.

- 4.1. Formation. The Board may form committees by majority vote, and any such Board action shall include the purpose of the committee and details concerning the appointment of the chair and members of the committee. Related Activity Committees may be formed and operated in accordance with Section 6.1 of the JPA Agreement.
- 4.2. Committee Membership: Each committee of the Board shall be comprised of at least three (3) and not more than four (4) committee members, who shall serve one (1) year terms through January 31 of each year. The Chair shall select the members of each committee and the chair and, in the Chair's discretion, a vice chair of each committee. The Chair, in the Chair's discretion, may fill any vacancies on a committee as needed. There will not be any alternate members for Authority committees and an Alternate Director shall not serve as a substitute for a Director from the same Member Agency who is appointed to serve on a committee. No Authority Member shall have more than one representative on any single committee. Directors and Alternate Directors are eligible to serve as members of committees. Staff members of any Authority Member may provide technical assistance to

any committee but shall not be voting members of the committee; provided, however, that any staff member of an Authority Member who is serving as a Director or Alternate Director may serve as a voting member on a committee.

- 4.3. Committee Charters: After its formation, each committee shall develop a charter that sets forth the subject matter areas and scope of activities for that committee and, in conjunction with the Administrator or Executive Director, develop an annual work plan for the committee. Committee charters shall be provided to and be approved by the Board.
- 4.4. Reports. Each committee shall provide a report of its meetings and activities at each regular Board meeting.
- 4.5. Standing or Ad Hoc Committees: Committees shall either be standing committees, with ongoing jurisdiction, or ad-hoc committees, with temporary jurisdiction to address issues on a limited basis. Standing committees are subject to the notice and agenda posting requirements of the Brown Act. Ad-hoc committees are not subject to the Brown Act's requirements. The nature of the committee shall be specified in its charter.
- 4.6. Committee Powers. Committees shall provide advice and/or recommendations to the Board but shall not have power to take any actions to bind the Authority.

These Bylaws are hereby adopted on February 9, 2022.

Angela Ramirez Holmes, Chair

SECRETARY'S CERTIFICATE

The undersigned hereby certifies that she is the Secretary of the Los Vaqueros Reservoir Joint Powers Authority, a joint exercise of powers authority; that attached hereto is a true, correct and complete copy of the Bylaws of the Los Vaqueros Reservoir Joint Powers Authority; and that said Bylaws are in full force and effect as of the date hereof.

Dated: _____

Ellen Wehr, Secretary

**DIRECTORS' COMMENTS TO
LOS VAQUEROS RESERVOIR JOINT POWERS AUTHORITY
DRAFT BYLAWS – JANUARY 12, 2022 BOARD MEETING**

Written Comments received from Alternate Director Jonathan Wunderlich of Alameda County Water District (received January 11, 2022):

- Section 3.1 – There is a statement that the Board “shall have the responsibility for the general management of the affairs, property and business of the JPA” – typically the Executive Director, once one is appointed, would have that general responsibility.
- Section 3.12 – Government Code section 36933 applies to cities. Are we sure we want to tie the process for adopting ordinances to what cities must do, unless that is required by one of the member agencies?
- Section 4.2 – Is the idea that an Alternate could directly serve as a voting member of a committee or only as an Alternate to a Board member from the same Member agency who serves on the committee? Presumably Alternates would have the same voting rights as the Director when they are sitting in place of an absent Director? Additionally, clarification may be needed because some JPA Board members and Alternates are Member agency staff and this section precludes Member agency staff from being voting members of a committee.

Written Comments received from Director Linda J. LeZotte of Santa Clara Valley Water District (received January 11, 2022):

- There are several places where the Bylaws refer to “Agreement” instead of “JPA Agreement,” and this should be remedied. (See sections 2.4, 2.6, and 3.1)
- Amendment of Bylaws (sec. 2.5) – As written, this allows for amendment of bylaws by simple majority. Some JPA members prefer that there be some sort of super-majority for such changes.
- Section 3.2.2, ex officio Directors – The current language holds that ex officio directors not be present during closed session. Although implied, it may be good to have language making it clear that they are not entitled to any information relating to the closed session (e.g., memos, minutes, recordings, etc.)
- Section 3.9, Removal or Involuntary Resignation of Officer – The language in this section describes requests for resignation in detail and the consequences arising out of such requests. However, other than saying the Board may remove officers, no further detail is provided. Should it be included in this section regarding removals that do not involve requests for resignation.
- 4.2 Committee Membership – Please note that the draft bylaws allow Directors “or” alternates to serve on committees. Since the disjunctive “or” was used instead of “and”, it is unclear if

this means that each Member can have either the Director or the alternate serve on committees, but not both. I would suggest “and” is used to avoid any ambiguity.

Comments from Directors and Alternates at January 12 Board of Directors’ meeting:

Director Coleman: there should be a provision in Section 4.2 that limits the members of committees to only one committee member from any single Authority Member.

Chair Ramirez Holmes: there should not be a vice chair of a committee.

Director Coleman: both Directors and Alternates should be eligible to serve on committees.

Director Borba: concurred in having both Directors and Alternates be eligible to serve on committees, and recommended the Board approve the committee charters.

Director LeZotte: recommended having a super-majority vote required to approve any Bylaw amendments and that there should be a vice chair of committees.

Alternate Director Gutierrez: agreed that both Directors and Alternates should be eligible to serve on committees.

Alternate Director Wunderlich: suggested having a Member Agency’s Alternate participate in a committee if the Member Agency’s Director is a member of the committee and was not able to attend the committee meeting.

Alternate Director Avila: suggested having a vice chair for committees.

Director Sethy: agreed in having a super-majority required for Bylaw amendments and was supportive of having a Member Agency’s Alternate participate in a committee if the Member Agency’s Director is a member of the committee and was not able to attend the committee meeting. Also, only Directors should be eligible to serve on committees and there should not be a vice chair of committees.

Chair Ramirez Holmes: delete the ordinance procedure provision in Section 3.12.

Alternate Director Ritchie: clarify that the ex officio Director is to be appointed by the Director of the Department of Water Resources.

Comments submitted by Director Wehr on January 12 after the Board meeting:

Supportive of both Directors and Alternates being eligible to serve on committees, and that there not be “alternates” to committee members who are an Authority Member’s appointed Director.

ITEM 2.2 CONSIDER ADOPTION OF RESOLUTION NO. 2-22-03 – RESOLUTION OF THE BOARD OF DIRECTORS OF LOS VAQUEROS RESERVOIR JOINT POWERS AUTHORITY ADOPTING PURCHASING POLICY

RESPONSIBLE/LEAD STAFF MEMBER:

Marguerite Patil, Interim Administrator

RECOMMENDATION:

That the Authority’s Board of Directors approve the revised resolution and draft Purchasing Policy presented to the Board.

DISCUSSION:

As the Authority begins to undertake its own operations, it is prudent to have a policy in place to guide its expenditures, including purchases of goods and services. The attached draft resolution would adopt the draft Purchasing Policy and Expenditure Limits attached as Exhibit A to the resolution. That policy is modeled after Contra Costa Water District (CCWD)’s purchasing policies and procedures in light of CCWD’s appointment as Interim Administrator. It is contemplated that a revised Purchasing Policy would be adopted when a permanent Administrator or Executive Director is in place.

The attached draft policy sets the Interim Administrator’s expenditure authority, without Board approval, at \$50,000, and specifies various methods of procurement for goods and services, including construction work, depending on the expected dollar amount of an expenditure. The attached policy incorporates revisions discussed at the January 12 Board meeting.

ALTERNATIVES:

The Board of Directors could: (i) not adopt the attached revised policy and rely solely on CCWD’s existing purchasing policy and related procedures, (ii) further revise various aspects of the policy as presented, (iii) revise the initial Purchasing Policy to be permanent in nature, or (iv) delegate the formulation of the Purchasing Policy to the Finance Committee.

FISCAL ANALYSIS:

Not applicable

ENVIRONMENTAL REQUIREMENTS:

Not applicable

EXHIBITS/ATTACHMENTS:

Resolution No. 2-22-03; revised Authority Purchasing Policy in redlined and clean forms; and summary of comments made by Directors and Alternates at the January 12 Board meeting.

RESOLUTION NO. 2-22-03

**RESOLUTION OF THE BOARD OF DIRECTORS OF THE LOS VAQUEROS RESERVOIR
JOINT POWERS AUTHORITY ADOPTING PURCHASING POLICY**

WHEREAS, the Joint Exercise of Powers Agreement for the Los Vaqueros Reservoir Joint Powers Authority (the “Authority”) authorizes the Authority’s Board of Directors, in general, to adopt expenditure limits and a purchasing policy placing expenditure limitations on the appointed Administrator or Executive Director, as applicable, in connection with any proposed expenditure of Authority funds; and

WHEREAS, the Authority’s Board of Directors now desires to adopt the Authority’s Purchasing Policy and Expenditure Limits, designating the Interim Administrator, and establishing appropriate purchasing procedures for the Authority. Any such expenditures or purchases, including any emergency expenditures and purchases, shall be in accordance with the below policy.

**NOW, THEREFORE, THE BOARD OF DIRECTORS OF THE LOS VAQUEROS
RESERVOIR JOINT POWERS AUTHORITY DOES HEREBY RESOLVE AS FOLLOWS:**

1. The Authority’s Board of Directors hereby adopts the Purchasing Policy and Expenditure Limits attached to this Resolution as Exhibit “A” establishing the expenditure limitations and purchasing authority of the Authority’s Interim Administrator, if applicable, including those purchases deemed necessary during emergency conditions or other similar conditions where the ability to respond quickly is imperative to the Authority’s operations.

2. During any emergency conditions, as specified in the attached policy, the Authority’s Board of Directors authorizes the Interim Administrator to direct purchases essential to the Authority’s operations in excess of the Interim Administrator’s expenditure limits. Such action shall require the Interim Administrator’s declaration of an emergency to be approved and ratified by the Authority’s Board of Directors within ten (10) days, or as soon as practicable, after the emergency event. All expenditures and purchases made in excess of the Interim Administrator’s authority limit shall be approved and ratified by the Board of Directors as soon as practicable after the emergency event.

3. This Resolution shall become effective immediately upon its approval and adoption by the Authority’s Board of Directors.

PASSED AND ADOPTED by the Board of Directors of the Los Vaqueros Reservoir Joint Powers Authority this 9th day of February, 2022 by the following vote:

AYES:

NOES:

ABSTAIN:

ABSENT:

Angela Ramirez Holmes, Chair

Attest:

Ellen Wehr, Secretary

EXHIBIT A

PURCHASING POLICY AND EXPENDITURE LIMITS

PURPOSE

The purpose of this Policy is to establish a comprehensive set of purchasing policies for the Los Vaqueros Reservoir Joint Powers Authority (“Authority”) that will assure continuity and uniformity in its purchasing operations and provide guidelines for purchasing supplies and services.

1. Policy

The Authority is committed to purchasing supplies, services and equipment in a fair, open and equitable manner that provides the best overall value to the Authority. Each person responsible for the procurement of goods and services for the Authority must follow these guidelines.

2. Conflict of Interest

No Director, officer or staff member of the Authority shall participate in the process of purchasing any supplies, services and equipment, or participate in the selection, award, or administration of a contract if a conflict of interest, real or apparent, would be involved. Such a conflict would arise when:

- A Director, officer or staff member;
- Any member of his or her immediate family;
- His or her partner; or
- An organization that employs, or is about to employ, any of the above:

has a financial interest in the firm or organization selected for award of such a contract for supplies, services, or equipment. For purposes of this Policy, the definition of “financial interest” included in the Fair Political Practices Commission’s regulations is hereby incorporated by this reference.

No Director, officer or staff member of the Authority may accept, directly or indirectly, any gift, rebate, money, or anything else of value whatsoever from any person or entity if the gift, rebate, money or item of value is intended as a reward or inducement for conducting business, placing orders with, or otherwise using the Director’s, officer’s or staff member’s position to favor the contributor.

No Director, officer or staff member of the Authority shall aide or assist a vendor or bidder in securing a contract to furnish commodities, equipment or services, or, favor one vendor or bidder over another, or give or withhold information from any vendor or bidder not given or withheld from all other vendors or bidders, or willfully mislead any vendor or bidder in regards to an offer or bid specification, or knowingly certify to a greater level of service performed, or commodities or equipment furnished, than has respectively been performed or received. Any Director or Alternate Director who has had any communication or contact with a vendor or bidder who is under consideration by the Authority for award

of a contract shall disclose such communication or contact to the Board prior to the Board's consideration of the award of that contract.

3. General Provisions

The basic purchasing policy of the Authority is to obtain goods and services for its operations at the lowest possible overall cost, while ensuring such goods and/or services are of acceptable quality. This includes maintaining a purchasing system that ensures maximum use of fair and open competition and receipt of the best value for funds available, consistent with applicable laws and regulations. In the event of any conflict between this Policy and the Public Contract Code, the provisions of the Public Contract Code shall control. Purchasing responsibility and authority shall be delegated to a level consistent with good business practice and sound financial management policy.

The following apply to all purchases made by the Authority:

- A. No purchase will be approved or undertaken unless an appropriation has been established, either through the adopted annual budget or Board approval of additional appropriations. It is the responsibility of the Interim Administrator to maintain control of budgets that have been designated as their responsibility.
- B. All purchases shall be of the quality deemed necessary to suit the intended purpose.
- C. Competitive bidding is established based on type of purchase and/or established dollar limits, as specified in Section 5, below. To the extent competitive bidding is required by this Policy, or, if in the discretion of the Interim Administrator competitive bidding is deemed to serve the best interests of the Authority, the Interim Administrator shall have the sole and exclusive authority to determine the manner in which the competitive bidding process shall be undertaken, with the objective that the bid process be fair and open to qualified bidders in order to obtain the best value for the Authority.
- D. Purchases shall not be split to avoid required procedures or established dollar limits. Purchases of like items or services should be considered on an annual basis.
- E. The Authority strives to integrate and balance environmental, equity, diversity ~~social~~ and economic objectives into its decision-making, policies, programs and work practices regarding purchasing of goods and services. The Authority will consider making sustainable purchases where possible.
- F. The emergency purchase of goods is authorized as specified below.

4. Purchasing and Approval Authority

Purchasing authority is defined as the authority to make a purchase or enter into an agreement once all applicable purchasing procedures have been followed. The Board of Directors ("Board") delegates purchasing and approval authority in certain amounts as specified in this Policy to the Interim

Administrator. The Interim Administrator may then delegate appropriate authority to staff as outlined in this Policy.

A. Contra Costa Water District (CCWD) Monthly Invoice

- vii) The CCWD invoice for monies to be paid by the Authority for Administrator services and other support of the Los Vaqueros Reservoir Expansion Project, including as specified under the Multi-Party Cost Sharing Agreement, upon review by the Chair of the Board of Directors, will not be subject to the limitations below.

B. Expenditure Reimbursement Limitations

- vii) Budgeted Routine Operating Expenditure Types or Items (routine budgeted expenditure types or items like utilities, materials, supplies, maintenance work, and regulatory fees and taxes previously reviewed by the Board in the budgeting process)
 - a) Interim Administrator or their respective designee may approve the full amount without additional approval but to be included in the financial reporting of the Authority to the Board.
 - b) Internally, CCWD will limit designated authority to conform to its purchasing policy
- ii) Non-Routine Operating Expenses or items not previously reviewed by the Board in the budgeting process
 - a) Interim Administrator or designee limit up to \$50,000
 - b) Board at \$50,000 or above
- iii) Professional Services Contracts or amendments to Professional Services Contracts previously approved by the Board
 - a) Interim Administrator or designee limit up to \$50,000
 - b) Board at \$50,000 or above
- iv) Emergency Expenditures – an emergency purchase is an immediate and serious need for supplies or services that cannot be met through normal procurement methods, the lack of which would seriously threaten the functioning of the Authority, the preservation or protection of property or the health or safety of any person. Written justification for any emergency procurement shall be prepared within one working day after the procurement.
 - a) Interim Administrator may approve emergency expenditures that exceed the delegated authority of \$50,000, which must be justified and communicated in writing as soon as practicable to the Board for its approval and ratification by at least a four-fifths (4/5ths) vote within

- seven (7) days of the action or at the Board's next regularly scheduled meeting if that meeting will occur within 14 days after the action.
- v) Public Works Contracts, Capital Acquisitions, or Other Capital Expenditures within the scope of a previously approved project by the Board
 - a) Interim Administrator or designee limit up to \$50,000
 - b) Board at \$50,000 or above
 - vi) Funding Amendments to Capital or Non-Capital Projects and Public Works Contracts, Capital Acquisitions, or other Capital Expenditures not within the scope of a previously approved project by the Board
 - a) Interim Administrator or designee limit up to \$25,000
 - b) Board at \$25,000 or above
 - c) Any such expenditures by the Interim Administrator would be reported to the Board at the next available meeting.
 - vii) Change Orders on Projects Previously Approved by the Board:
 - a) The Interim Administrator or designee, shall have authority to approve any Change Order on a project previously approved by the Board so long as: (a) the total contract amount, including any contingency funding, with such Change Order amount and any prior Change Orders, does not exceed one hundred ten percent (110%) of the total contract amount previously approved by the Board; or (b) the amount of that individual Change Order does not exceed \$50,000.00; provided, however, that a Change Order shall not be approved without the Board's approval if that Change Order would result in the specific project exceeding its approved budget.
 - b) ~~The Board must approve~~ approval is required for any Change Order on a project it has previously approved if: (a) that Change Order will result in the specific project exceeding its approved budget; (b) the Change Order will result in the total contract amount, including any contingency funding, with such Change Order amount and any prior Change Orders, exceeding one hundred ten percent (110%) of the total contract amount previously approved by the Board; or (c) the amount of that individual Change Order exceeds \$50,000.00.

5. Purchasing Procedures

Purchases of goods, materials, supplies, equipment, maintenance, repair, operations and construction services shall be made utilizing the procedures specified in this section, based upon the expected dollar amount of the purchase or contract. For so long as Contra Costa Water District serves as the Authority's Administrator, these procedures shall be applied in accordance with its purchasing policies and procedures. The Interim Administrator shall follow these procedures.

A. Procurements of \$2,000 or less: The purchasing staff member shall ensure the Authority's best interests are protected, but no formal procurement process is required. Such purchases shall be made in accordance with the Interim Administrator's procedures. Procurements in this category must be approved and authorized by the Interim Administrator.

B. Procurements between \$2,001 and \$5,000 (excluding taxes and freight): A minimum of two competitive quotes shall be received, which may be in writing, by internet or by telephone, and the procurement shall be awarded to the lowest responsible respondent. Documentation of the quotes received shall be included with any purchase requisition as part of the procurement process. Procurements in this category must be approved and authorized by the Interim Administrator.

C. Procurements between \$5,001 and \$10,000 (excluding taxes and freight): A minimum of three competitive quotes shall be received, which may be in writing, by internet or by telephone and the procurement shall be awarded to the lowest responsible respondent. Documentation of the quotes received shall be included with any purchase requisition as part of the procurement process. Where appropriate, such procurements shall include written scopes of work, a project schedule or timeline, appropriate insurance and indemnification and standard Authority terms and conditions. Procurements in this category must be approved and authorized by the Interim Administrator.

D. Procurements between \$10,001 and \$20,000 (excluding taxes and freight): A minimum of three informal bids shall be obtained by advertisement, in the Authority's discretion, in a periodical, newspaper, on-line bid publishing site or Authority website. Any such bids shall be written specifically for the Authority and not be obtained via an internet website or by telephone. Bids must be submitted in sealed envelopes and the sole basis of award is the lowest responsive responsible bidder. Such procurements shall include written scopes of work, technical specifications and/or drawings (if applicable), a project schedule or timeline, appropriate insurance and indemnification and standard Authority terms and conditions. Payment and/or faithful performance bonds and contractor safety training shall be required if applicable based on the nature of the procurement. Procurements in this category must be approved and authorized by the Interim Administrator.

E. Procurements between \$20,001 and \$100,000 (excluding taxes and freight): A formal invitation to bid process will be followed to obtain the lowest responsive, responsible bidder or price. Invitations to bid are publicly advertised, with bids submitted in sealed envelopes with a formal public bid opening. The Authority shall determine the appropriate means to advertise the invitation bid, including in a periodical, newspaper, on-line bid publishing site and/or Authority website. Formal bid documents shall include written scopes of work, technical specifications and/or drawings (if applicable), standard details, a project schedule or timeline, appropriate insurance and indemnification and standard Authority terms and conditions. If applicable, the bid package should also include contractor licensing, payment and/or faithful performance bonds and contractor safety training requirements. Procurements in this category must be approved and authorized by the Interim Administrator.

F. Procurements over \$100,000 (excluding taxes and freight): A formal invitation to bid process will be followed to obtain the lowest responsive, responsible bidder or price. Invitations to bid are publicly advertised, with bids submitted in sealed envelopes with a formal public bid opening. The Authority shall determine the appropriate means to advertise the invitation bid, including in a periodical, newspaper, on-line bid publishing site and/or Authority website. Procurements in this category must be

approved and authorized by the Authority's Board of Directors. Contracts of more than \$100,000 shall include the following:

1. Scope of work in sufficient detail to clearly define the specific service or deliverable to be provided;
2. Schedule for start and completion of work;
3. Responsibilities of the respective parties under the contract;
4. All Authority insurance and indemnification provisions;
5. Prevailing wage rate requirements under the contract;
6. Subcontractor or assignability of the contract;
7. Defined cost or contract value with progress payments, if applicable;
8. All other relevant or necessary information;
9. A project/contract file will be maintained by the appropriate staff for the necessary documentation; and
10. Changes to the contract, including scope of work or price, shall be in writing and approved as specified in this policy

6. Sole Source Purchases

A. Definition: Sole source purchases are utilized where no secondary or additional source is reasonably available, which precludes the use of a competitive process. Sole source procurement means that a specific brand or trade name is specified in an invitation to bid that may not be substituted with another brand or trade name. Sole source purchases are normally utilized when a specific good, material or equipment is available from only one supplier under the prevailing circumstances. The Interim Administrator may make sole source procurements, including, but not limited to, the following circumstances:

1. Where compatibility of equipment, accessories or replacement parts is the paramount consideration;
2. Where public utility services are to be procured;
3. Where a sole supplier's item is needed for trial use or testing;
4. Where a used item is offered at a bargain price and subject to prior sale; or
5. Where a cooperative purchasing agreement has been developed with another public agency or cooperative that utilized a competitive selection process and has recognized government pricing.

B. Documentation: Any sole source procurement must be justified in writing, in the form of justification memo, in advance of the purchase and must be approved in writing by the Interim Administrator.

C. Reporting: Any staff member who desires to award a sole source procurement must provide the Interim Administrator with the sole source justification memo. Any sole source procurement that exceeds the Interim Administrator's delegated authority must be authorized by the Board of Directors.

Expenditure Limitations and Purchase Authority Matrix

	Interim Administrator or Designee	Board
Non-Routine Operating Expenses or Items not previously reviewed by the Board	Up to \$50,000	\$50,000 or above
Professional services contracts or amendments to professional service contracts previously approved by the Board	Up to \$50,000	\$50,000 or above
Public works contracts, capital acquisitions, or other capital expenses within the scope of a previously approved project by the Board	Up to \$50,000	\$50,000 or above
Amendments to capital or non-capital projects, public works contracts, capital acquisitions, or other capital expenses not within the scope of a previously approved project by the Board	Up to \$25,000	\$25,000 or above
Change Order on a project previously approved by the Board	Up to \$50,000 (see Section (vii) of Policy for limitations)	\$50,000 or above (see Section (vii) of Policy for conditions)
CCWD monthly invoice	Not subject to the above limitations	
Budgeted routine operating expenditure types or Items (i.e., utilities, materials, supplies, maintenance work, and regulatory fees and taxes previously reviewed by the Board during the budgeting process)	Interim Administrator or designee for the full amount without additional review. Internally CCWD will limit designated authority to up to \$5,000 at its manager level.	

PURCHASING POLICY AND EXPENDITURE LIMITS

PURPOSE

The purpose of this Policy is to establish a comprehensive set of purchasing policies for the Los Vaqueros Reservoir Joint Powers Authority (“Authority”) that will assure continuity and uniformity in its purchasing operations and provide guidelines for purchasing supplies and services.

1. Policy

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has a financial interest in the firm or organization selected for award of such a contract for supplies, services, or equipment. For purposes of this Policy, the definition of “financial interest” included in the Fair Political Practices Commission’s regulations is hereby incorporated by this reference.

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of a contract shall disclose such communication or contact to the Board prior to the Board's consideration of the award of that contract.

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- C. Competitive bidding is established based on type of purchase and/or established dollar limits, as specified in Section 5, below. To the extent competitive bidding is required by this Policy, or, if in the discretion of the Interim Administrator competitive bidding is deemed to serve the best interests of the Authority, the Interim Administrator shall have the sole and exclusive authority to determine the manner in which the competitive bidding process shall be undertaken, with the objective that the bid process be fair and open to qualified bidders in order to obtain the best value for the Authority.
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B. Expenditure Reimbursement Limitations

- i) Budgeted Routine Operating Expenditure Types or Items (routine budgeted expenditure types or items like utilities, materials, supplies, maintenance work, and regulatory fees and taxes previously reviewed by the Board in the budgeting process)
 - a) Interim Administrator or their respective designee may approve the full amount without additional approval but to be included in the financial reporting of the Authority to the Board.
 - b) Internally, CCWD will limit designated authority to conform to its purchasing policy
- ii) Non-Routine Operating Expenses or items not previously reviewed by the Board in the budgeting process
 - a) Interim Administrator or designee limit up to \$50,000
 - b) Board at \$50,000 or above
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 - a) Interim Administrator or designee limit up to \$50,000
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- iv) Emergency Expenditures – an emergency purchase is an immediate and serious need for supplies or services that cannot be met through normal procurement methods, the lack of which would seriously threaten the functioning of the Authority, the preservation or protection of property or the health or safety of any person. Written justification for any emergency procurement shall be prepared within one working day after the procurement.

- a) Interim Administrator may approve emergency expenditures that exceed the delegated authority of \$50,000, which must be justified and communicated in writing as soon as practicable to the Board for its approval and ratification by at least a four-fifths (4/5ths) vote within seven (7) days of the action or at the Board's next regularly scheduled meeting if that meeting will occur within 14 days after the action.
- v) Public Works Contracts, Capital Acquisitions, or Other Capital Expenditures within the scope of a previously approved project by the Board
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 - a) The Interim Administrator or designee, shall have authority to approve any Change Order on a project previously approved by the Board so long as: (a) the total contract amount, including any contingency funding, with such Change Order amount and any prior Change Orders, does not exceed one hundred ten percent (110%) of the total contract amount previously approved by the Board; or (b) the amount of that individual Change Order does not exceed \$50,000.00; provided, however, that a Change Order shall not be approved without the Board's approval if that Change Order would result in the specific project exceeding its approved budget.
 - b) Board approval is required for any Change Order on a project it has previously approved if: (a) that Change Order will result in the specific project exceeding its approved budget; (b) the Change Order will result in the total contract amount, including any contingency funding, with such Change Order amount and any prior Change Orders, exceeding one hundred ten percent (110%) of the total contract amount previously approved by the Board; or (c) the amount of that individual Change Order exceeds \$50,000.00.

5. Purchasing Procedures

Purchases of goods, materials, supplies, equipment, maintenance, repair, operations and construction services shall be made utilizing the procedures specified in this section, based upon the expected dollar amount of the purchase or contract. For so long as Contra Costa Water District serves as the Authority's Administrator, these procedures shall be applied in accordance with its purchasing policies and procedures. The Interim Administrator shall follow these procedures.

A. Procurements of \$2,000 or less: The purchasing staff member shall ensure the Authority's best interests are protected, but no formal procurement process is required. Such purchases shall be made in accordance with the Interim Administrator's procedures. Procurements in this category must be approved and authorized by the Interim Administrator.

B. Procurements between \$2,001 and \$5,000 (excluding taxes and freight): A minimum of two competitive quotes shall be received, which may be in writing, by internet or by telephone, and the procurement shall be awarded to the lowest responsible respondent. Documentation of the quotes received shall be included with any purchase requisition as part of the procurement process. Procurements in this category must be approved and authorized by the Interim Administrator.

C. Procurements between \$5,001 and \$10,000 (excluding taxes and freight): A minimum of three competitive quotes shall be received, which may be in writing, by internet or by telephone and the procurement shall be awarded to the lowest responsible respondent. Documentation of the quotes received shall be included with any purchase requisition as part of the procurement process. Where appropriate, such procurements shall include written scopes of work, a project schedule or timeline, appropriate insurance and indemnification and standard Authority terms and conditions. Procurements in this category must be approved and authorized by the Interim Administrator.

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E. Procurements between \$20,001 and \$100,000 (excluding taxes and freight): A formal invitation to bid process will be followed to obtain the lowest responsive, responsible bidder or price. Invitations to bid are publicly advertised, with bids submitted in sealed envelopes with a formal public bid opening. The Authority shall determine the appropriate means to advertise the invitation bid, including in a periodical, newspaper, on-line bid publishing site and/or Authority website. Formal bid documents shall include written scopes of work, technical specifications and/or drawings (if applicable), standard details, a project schedule or timeline, appropriate insurance and indemnification and standard Authority terms and conditions. If applicable, the bid package should also include contractor licensing,

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4. All Authority insurance and indemnification provisions;
5. Prevailing wage rate requirements under the contract;
6. Subcontractor or assignability of the contract;
7. Defined cost or contract value with progress payments, if applicable;
8. All other relevant or necessary information;
9. A project/contract file will be maintained by the appropriate staff for the necessary documentation; and
10. Changes to the contract, including scope of work or price, shall be in writing and approved as specified in this policy

6. Sole Source Purchases

A. Definition: Sole source purchases are utilized where no secondary or additional source is reasonably available, which precludes the use of a competitive process. Sole source procurement means that a specific brand or trade name is specified in an invitation to bid that may not be substituted with another brand or trade name. Sole source purchases are normally utilized when a specific good, material or equipment is available from only one supplier under the prevailing circumstances. The Interim Administrator may make sole source procurements, including, but not limited to, the following circumstances:

1. Where compatibility of equipment, accessories or replacement parts is the paramount consideration;
2. Where public utility services are to be procured;
3. Where a sole supplier's item is needed for trial use or testing;
4. Where a used item is offered at a bargain price and subject to prior sale; or
5. Where a cooperative purchasing agreement has been developed with another public agency or cooperative that utilized a competitive selection process and has recognized government pricing.

B. Documentation: Any sole source procurement must be justified in writing, in the form of justification memo, in advance of the purchase and must be approved in writing by the Interim Administrator.

C. Reporting: Any staff member who desires to award a sole source procurement must provide the Interim Administrator with the sole source justification memo. Any sole source procurement that exceeds the Interim Administrator's delegated authority must be authorized by the Board of Directors.

Expenditure Limitations and Purchase Authority Matrix

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Amendments to capital or non-capital projects, public works contracts, capital acquisitions, or other capital expenses not within the scope of a previously approved project by the Board	Up to \$25,000	\$25,000 or above
Change Order on a project previously approved by the Board	Up to \$50,000 (see Section (vii) of Policy for limitations)	\$50,000 or above (see Section (vii) of Policy for conditions)
CCWD monthly invoice	Not subject to the above limitations	
Budgeted routine operating expenditure types or Items (i.e., utilities, materials, supplies, maintenance work, and regulatory fees and taxes previously reviewed by the Board during the budgeting process)	Interim Administrator or designee for the full amount without additional review. Internally CCWD will limit designated authority to up to \$5,000 at its manager level.	

**DIRECTORS' COMMENTS TO
LOS VAQUEROS RESERVOIR JOINT POWERS AUTHORITY**

DRAFT PURCHASING POLICY – JANUARY 12, 2022 BOARD MEETING

Written Comments received from Alternate Director Jonathan Wunderlich of Alameda County Water District (received January 11, 2022):

Suggest adding the relevant CCWD policies/guidelines as attachments to the proposed JPA policy. For example, what we have in the JPA packet does not outline any procedures for procurement of professional services, but there are appropriate procedures in the referenced CCWD policies and guidelines and it might be helpful to directly include those as attachments to the JPA policy.

Written Comments received from Director Linda J. LeZotte of Santa Clara Valley Water District (received January 11, 2022):

- Should we include language regarding the importance of considering equity and diversity?
- Section 2, Conflict of Interest – This section includes a reference to “financial interest.” However, that term is not defined in the policy. For the policy’s ease of use, I recommend either including a definition of the term or incorporating the FPPC’s definition of the term by reference.
- Section 3 – There are multiple references to the Interim Administrator throughout. At some point, however, a regular Administrator will be appointed (on a non-interim basis). This might render part of the policy out of date and require amendment upon the appointment of the Administrator. To avoid that need, it may be preferable to use some alternative language to eliminate this problem.
- Section 4(B)(vii) – Consider revising the start of the paragraph from “The Board **must** approve any change order on a project” to “Board approval **is required** for any change order on a project.” The former phrase could arguably be interpreted as eliminating Board discretion regarding change order approval.
- Section 4(B), \$50,000 contract delegation – Is this amount is too low.

Comments from Directors and Alternates at January 12 Board of Directors’ meeting:

A question was asked regarding how this Policy relates to the Public Contract Code. Interim General Counsel Ciampa responded that the Policy is consistent with that code, but he would add a provision to clarify that if there is such a conflict, the Public Contract Code provision will control.

Director LeZotte: the term “financial interest” should incorporate the FPPC’s definition;

the provision concerning the Board's approval of change orders needs to be clarified; and equity and diversity should be added in Section 3(E) of the Policy.

Director Coleman: any contacts that a Director or Alternate has with any proposed contractor or consultant should be disclosed to the Board.

Director Sethy: he inquired about how state and federal contracting requirements may relate to the Policy. Interim Administrator Patil responded as to the various levels of contracts CCWD currently has, and the Authority will have, with both state and federal agencies.

Comment submitted by Director Wehr on January 12 after the Board meeting:

Include a reference a commitment to equity and diversity in the portion of the policy that references "social" considerations.

Comment submitted by Alternate Director Gutierrez on February 1:

The San Luis & Delta Mendota Water Authority believes that the expenditure limit of \$50,000 should be raised to \$100,000 for professional services contracts and amendments, emergency expenditures, public works contracts, and change orders previously approved by the Board.

ITEM 3.1: AUTHORITY MANAGEMENT APPROACH

RESPONSIBLE/LEAD STAFF MEMBER:

Marguerite Patil, Interim Administrator

DISCUSSION:

The Authority’s Joint Exercise of Powers Agreement (the “JPA Agreement”) provides for flexibility in how the Board of Directors will determine the Authority will be managed. The JPA Agreement includes provisions for an Administrator and/or an Executive Director. Currently, Contra Costa Water District (“CCWD”) is the appointed Interim Administrator, but it is contemplated that in the future a permanent Administrator or Executive Director, other than CCWD, will be appointed.

Given the scale and complexity of the Project, and the need to advance the key Project agreements in order to implement the Project, staff recommend initiating a recruitment process for an Executive Director in the near term so the position is filled in advance of key Authority milestones.

Given the unique nature of the Project, staff anticipates recruitment and onboarding of a permanent Executive Director will take four to six months. It must also be recognized that the JPA Agreement contemplates either position will be filled by an outside contracted consultant, rather than an Authority employee (unanimous approval of the JPA Members is required for the Authority to hire any employees and enter into any public employee retirement system for any such employee).

ALTERNATIVES:

Not applicable

FISCAL ANALYSIS:

Staff estimates the annual cost for a permanent, full time Executive Director to be in the range of \$350,000 to \$475,000, including overhead and indirect costs.

ENVIRONMENTAL REQUIREMENTS:

Not applicable

EXHIBITS/ATTACHMENTS:

None

ITEM 3.2: DRAFT POLICY STATEMENT: COMMITMENT TO DIVERSITY AND ACCESSIBILITY

RESPONSIBLE/LEAD STAFF MEMBER:

Marguerite Patil, Interim Administrator

DISCUSSION:

Alternate Director Ritchie initially raised the need for the Authority to adopt a policy statement concerning diversity. Staff has developed the attached draft policy statement setting forth the Authority's commitment to diversity and accessibility for the Board's consideration and discussion. This draft policy statement is modeled after the Policy Principles on Diversity, Equity and Inclusion adopted by the California Urban Water Agencies, of which several Authority Members are members.

ALTERNATIVES:

Board discretion

FISCAL ANALYSIS:

None

ENVIRONMENTAL REQUIREMENTS:

Not applicable

EXHIBITS/ATTACHMENTS:

Draft Policy Statement: Commitment to Diversity and Accessibility

LOS VAQUEROS RESERVOIR JOINT POWERS AUTHORITY

DRAFT POLICY STATEMENT: COMMITMENT TO DIVERSITY AND ACCESSIBILITY

The Los Vaqueros Reservoir Joint Powers Authority is committed to promoting equity and catalyzing change for marginalized communities throughout the water community. We do this by creating and upholding organizational core values rooted in this commitment: demonstrating transparency, modeling behaviors, and sharing best practices.

Principles:

1. Create an inclusive environment where all feel welcome and comfortable sharing diverse ideas, approaches, and perspectives which reflect and support the diversity of the communities we serve.
2. Achieve effective public engagement through equal access to decision-making processes and transparent, open communication that both informs and generates participation among all communities.
3. Increase diversity, representation, and inclusion at all levels including Board, Leadership, and Professional.
4. Ensure our work benefits all communities.

ITEM 3.3: DRAFT BOARD MEETING AND DECORUM POLICY

RESPONSIBLE/LEAD STAFF MEMBER:

James Ciampa, Interim General Counsel

DISCUSSION:

Many public agencies adopt Board Meeting and Decorum Policies to apply to their board of directors' meetings. Such policies set ground rules for communications at board meetings, both with members of the public and among directors and staff.

The attached draft Board Meeting and Decorum Policy would establish such rules of decorum for the Authority's Board meetings, including for members of the public in addressing the Board and for Directors and Alternates in connection with Board discussions. The draft Policy includes authorizing the removal of disruptive persons from a Board meeting and also includes a three-minute limitation on public comments. The draft Policy also includes a disciplinary provision for any Directors or Alternates who violate the Policy, which consists of a censure and possible removal from any officer position or committee appointment.

ALTERNATIVES:

The Board could make appropriate revisions to the draft policy provided or defer consideration of the policy to later meetings.

FISCAL ANALYSIS:

Not applicable

ENVIRONMENTAL REQUIREMENTS:

Not applicable

EXHIBITS/ATTACHMENTS:

Draft Resolution and Board Meeting and Decorum Policy

RESOLUTION NO. _____

**RESOLUTION OF THE BOARD OF DIRECTORS
OF THE LOS VAQUEROS RESERVOIR JOINT POWERS AUTHORITY
REGARDING DECORUM DURING BOARD OF
DIRECTORS' MEETINGS AND ESTABLISHING
RULES OF CONDUCT FOR DIRECTORS AND ALTERNATE DIRECTORS**

WHEREAS, the Board of Directors of the Los Vaqueros Reservoir Joint Powers Authority (the "Authority") desires to adopt a policy to ensure that its meetings are conducted in an orderly manner and to ensure that the Directors and Alternate Directors treat each other in a professional manner,

NOW, THEREFORE, BE IT RESOLVED that the Authority's Board of Directors hereby approves and adopts the following policy regarding decorum during Board of Directors' meetings and establishing rules of conduct for Directors, Alternate Directors and the public.

1. Rules of Decorum for Board of Directors' Meetings.

(a) Decorum. Meetings of the Authority's Board of Directors (the "Board"), which shall include all regular and special Board meetings, in open and closed sessions, and all Authority standing committee meetings, must be conducted in an orderly manner to ensure that the public has an opportunity to be heard and that the Board's deliberative process is not disrupted. The Board's Chair or Vice Chair, or, in their absence, another member so designated by the Board (any of which, as applicable, shall be referred to as the "Presiding Officer"), is responsible for maintaining the order and decorum of meetings.

(b) Rules of Decorum. While any meeting of the Board is in session the following rules of decorum must be observed:

(i) Persons Addressing the Board. Each person who addresses the Board must do so in an orderly manner and must not make personal, impertinent, slanderous, or profane remarks to any member of the Board, staff, or general public. Any person who makes such remarks, or who utters loud, threatening, personal, or abusive language, or who engages in any other disorderly conduct that disrupts, disturbs, or otherwise impedes the orderly conduct of any Board meeting will, at the discretion of the Presiding Officer or a majority of the Board, be barred from further audience before the Board during that meeting.

(ii) Members of the Audience. No person in the audience at a Board meeting may engage in disorderly or boisterous conduct, including the utterance of loud, threatening, or abusive language, whistling or other acts that disturb, disrupt, or otherwise impede the orderly conduct of the Board meeting. Persons in the audience shall not interrupt ongoing discussions by the Board, Authority staff or other persons recognized and given the floor by the Presiding Officer, and shall avoid talking, making noises or other utterances while others are speaking.

Any person who behaves in this manner may, at the discretion of the Presiding Officer or a majority of the Board be barred from further audience before the Board during that meeting.

(c) Addressing the Board. No person may address the Board without first being recognized by the Presiding Officer. The following procedures must be observed by persons addressing the Board:

(i) Each person shall follow the direction provided by the Presiding Officer and state the person's name and the organization, if any, the person represents.

(ii) Any subject that is deemed by the Presiding Officer to not be within the subject matter jurisdiction of the Board or the Authority may be precluded. Authority legal counsel shall have the authority to halt any comments determined to be outside the subject matter jurisdiction of the Board or Authority.

(iii) With regard to items that are listed on the agenda, the remarks of the speaker must be confined to the subject that is being discussed at the time such remarks are made. Members of the public are encouraged to hold any comments on specific agenda items until after the Board has concluded its initial discussion of the specific agenda item, and as otherwise directed by the Presiding Officer.

(iv) The remarks of each person shall generally be limited to three minutes, provided that time limit may be adjusted by the Presiding Officer in the Presiding Officer's discretion. Where a group of persons wishes to address the Board on the same subject, the group should endeavor to select one spokesperson to address the Board in order to expedite matters and avoid repetitious presentations. Speakers may not lend any portion of their speaking time to other persons or borrow additional time from other persons. Public comments shall be allowed during the "Public Comment" period and on any Action Items or Discussion Items, as directed by the Presiding Officer.

(v) All remarks to the Board must be addressed to the Presiding Officer and not to any single member of the Board unless in response to a question from that Director or Alternate Director.

(d) Rules of Decorum among Directors and Alternate Directors. The following rules apply to all Directors and Alternate Directors at meetings:

(i) By Directors and Alternate Directors. While the Board is in session, Directors and Alternate Directors must preserve order and decorum, and a Director or Alternate Director must not, by conversation or otherwise, delay or interrupt the proceedings of the Board, nor disturb any Director or Alternate Director while speaking, nor refuse to obey the orders of the Board or the Presiding Officer, except as otherwise provided in this section.

(ii) Getting the Floor—Improper References to be Avoided. Every Director or Alternate Director desiring to speak must address the Presiding Officer and, upon recognition by the Presiding Officer, must confine all remarks to the question under debate. Authority legal

counsel shall have the authority to halt any comments that in counsel's opinion may constitute violations of the Brown Act.

(iii) Interruptions. Once recognized, a Director or Alternate Director must not be interrupted when speaking unless it is to call that Director or Alternate Director to order, or as otherwise provided in this section (d). If a Director or Alternate Director is called to order while speaking, that Director or Alternate Director must cease speaking until the question of order is determined and, if in order, the Director or Alternate Director will be permitted to proceed.

(iv) Appeals. Any ruling of the Presiding Officer may be appealed at the request of a Director by way of a motion to appeal the decision of the chair, which can be passed by a majority vote of the Board.

(e) Enforcement of Decorum. The rules of decorum set forth above will be enforced in the following manner:

(i) Warning; Removal. The Presiding Officer may request that a person who is breaching the rules of decorum be orderly and silent. After receiving a warning from the Presiding Officer, if a person persists in disturbing the meeting, the Presiding Officer may order that person to leave the Board meeting or may call for a recess of the meeting to allow the meeting room to be cleared and for the readmittance of only those individuals not responsible for the disturbance. If the person responsible for the disturbance does not leave, then the Presiding Officer may request assistance from a law enforcement officer to remove the person from the meeting.

(ii) Motion to Enforce. If the Presiding Officer fails to enforce the rules set forth above, any Director may move to require such enforcement, and an affirmative vote of a majority of the Board will require that action. If the Presiding Officer fails to carry out the will of a majority of the Board, the majority may designate another Director to act as Presiding Officer for the limited purpose of enforcing any rule of this section that it wishes enforced.

2. Board of Directors – Norms of Conduct and Communication.

(a) Personal Conduct. The work of the Authority is a team effort. All Directors and, as applicable, Alternate Directors should work together in the collaborative process, assisting each other and Authority management, staff and consultants in conducting the affairs of the Authority in the best interests of the Authority and its members. Directors and Alternate Directors shall thoroughly prepare themselves to discuss agenda items at Board meetings. Directors and Alternate Directors shall at all times conduct themselves with courtesy to each other, to staff and to members of the public present at Board meetings. Directors and Alternate Directors shall defer to the Presiding Officer for the conduct of Board meetings but shall be free to question and discuss items on the agenda. All comments should be brief and confined to the matter being discussed by the Board. Directors and Alternate Directors should function as a part of the whole, with issues brought to the attention of the Board as a whole, rather than to individual Directors or Alternate Directors selectively. Directors and Alternate Directors are

responsible for monitoring the Authority's progress in attaining its goals and objectives, while pursuing its mission.

(b) Compliance with Laws and Regulations. All Directors and Alternate Directors shall comply with all applicable laws and regulations applicable to their service as members of the Board, including, without limitation, the Political Reform Act and Fair Political Practices Commission regulations, Government Code Section 1090 and the Brown Act.

(c) Communication of Views and Positions. The Board of Directors is committed to providing excellence in leadership of the Authority. In order to ensure appropriate behavior between and among Directors and Alternate Directors, the following rules shall be observed:

(i) The dignity, style, values and opinions of each Director and Alternate Director shall be respected. Open and full discussion of all issues affecting the Authority shall take place. Responsiveness and attentive listening in communication are encouraged.

(ii) The needs of the Authority and its members should be the priority of the Board of Directors and Directors and Alternate Directors shall strive for fairness and honesty in all of their dealings with others.

(iii) Directors and Alternate Directors should emphasize the positive, avoid double talk, hidden agendas, gossip, backbiting and other negative forms of interaction. Directors and Alternate Directors should treat each other with respect, avoid personal attacks and avoid the use of profanity or other slurs directed at other Directors and Alternate Directors.

(iv) Directors and Alternate Directors should focus on issues and not personalities. The presentation of the opinions of others should be encouraged. Cliques and voting blocks based on personalities rather than issues should be avoided.

(v) Differing viewpoints are healthy in the decision-making process. Individuals have the right to disagree with ideas and opinions without being disagreeable. Once the Board of Directors takes action, Directors and Alternate Directors should commit to support such action and not create barriers to the implementation of the action.

(d) Board Discipline. In the exercise of its discretion to enforce the foregoing provisions of this Section 2, the Board of Directors, by the affirmative vote of a majority of its members, may censure any Director or Alternate Director for a period of time deemed appropriate by the Board for any violation of this Section 2. The maximum penalty that may be imposed upon the censured director during the period of such censure shall be the following:

(i) The removal of the censured Director or Alternate Director from service on all Board committees, unless subsequently authorized by the Board of Directors.

(ii) The removal of the censured Director or Alternate Director from any office held by that Director or Alternate Director.

PASSED AND ADOPTED by the Board of Directors of the Los Vaqueros Reservoir
Joint Powers Authority this ___ day of _____, 2022 by the following vote:

AYES:

NOES:

ABSTAIN:

ABSENT:

Angela Ramirez Holmes, Chair

ATTEST:

Ellen Wehr, Secretary

ITEM 3.4: REVIEW OF BOARD POLICY AND ACTION CALENDAR

RESPONSIBLE/LEAD STAFF MEMBER:

Marguerite Patil, Interim Administrator

DISCUSSION:

This updated Board Policy and Action Calendar is provided for the Board's information. The Calendar is presented in outline form including Authority Board meeting items by month for the next six months. In addition, a new overview graphic is presented that is organized by functional area and includes potential discussion and action items for Authority Board and Committee meetings for 2022 and early 2023.

ALTERNATIVES:

Not applicable

FISCAL ANALYSIS:

Not applicable

ENVIRONMENTAL REQUIREMENTS:

Not applicable

EXHIBITS/ATTACHMENTS:

6-Month Calendar and Outline of Board Policies and Actions

Overview Graphic of 2022 Draft Major Policy Calendar

**LOS VAQUEROS RESERVOIR JOINT POWERS AUTHORITY
6-MONTH CALENDAR AND OUTLINE OF BOARD POLICIES AND ACTIONS**

February 2022

Authority Bylaws [Action Item]

Purchasing Policy [Action Item]

Authority Management Approach [Discussion Item]

Draft Policy Statement: Commitment to Diversity and Accessibility [Discussion Item]

Draft Board Meeting & Decorum Policy [Discussion Item]

Begin Committee Meetings

March 2022

Liability and Errors and Omissions Insurance [Action Item]

Conflict of Interest Code [Action Item]

Policy Statement: Commitment to Diversity and Accessibility [Action Item]

Board Meeting & Decorum Policy [Action Item]

Draft CEQA Guidelines Implementation [Discussion Item]

Draft Government Claims Policy [Discussion Item]

JPA Management Approach/Executive Director Recruitment [Discussion Item]

FY23 Budget [Discussion Item]

Draft Record Retention & Destruction Policy [Discussion Item]

Recruitment of Board Clerk [Discussion Item]

WIFIA Funding [Discussion Item]

March 2022 (continued)

Draft Investment Policy [Discussion Item]

Draft Debt Policy [Discussion Item]

April 2022

Government Claims Policy [Action Item]

CEQA Guidelines Implementation [Action Item]

Executive Director Recruitment [Action Item]

Board Clerk Recruitment [Action Item]

Record Retention & Destruction Policy [Action Item]

Investment Policy [Action Item]

Debt Policy [Action Item]

Program Management Services Contract [Discussion Item]

Reserve Policy [Discussion Item]

Draft Social Media Policy [Discussion Item]

May 2022

WIFIA Funding [Action Item]

Reserve Policy [Action Item]

Social Media Policy [Action Item]

Program Management Services Contract [Discussion Item]

FY23 Budget [Discussion Item]

June 2022

FY23 Budget [Action Item]

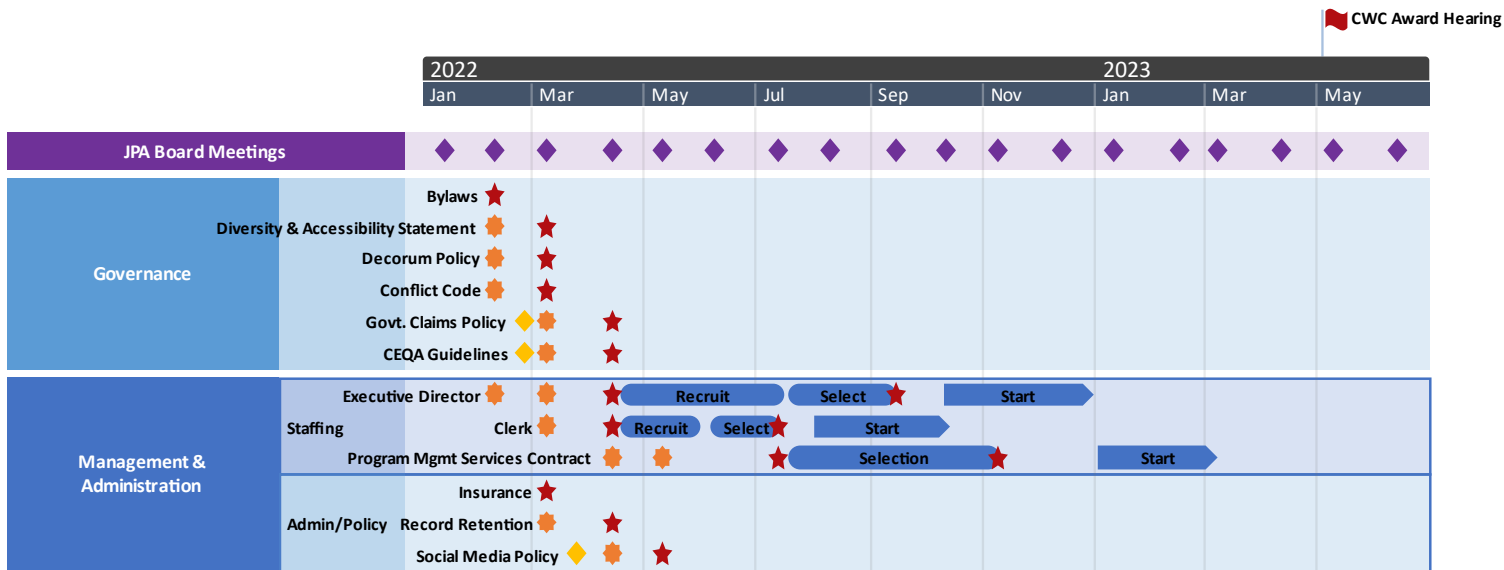
July 2022

Board Clerk Contract [Action Item]

Program Management Services Contract Request for Proposals [Action Item]

Los Vaqueros Reservoir Joint Powers Authority Draft 2022 Major Policy Calendar

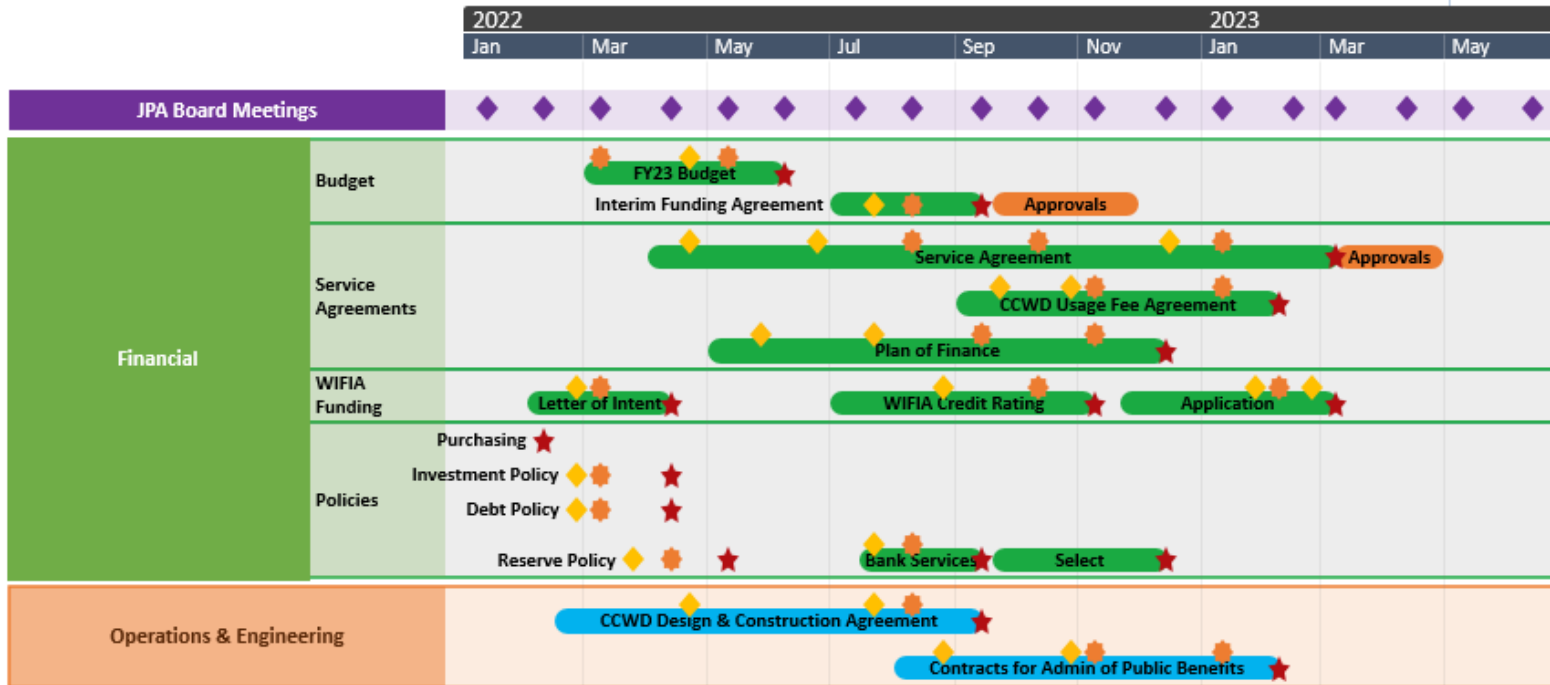
Dates Subject to Change



Los Vaqueros Reservoir Joint Powers Authority Draft 2022 Major Policy Calendar

Dates Subject to Change

 CWC Award Hearing



Future Agreements to Develop (Schedules TBD)

EBMUD Usage Fee Agreement, EBMUD Design & Construction Agreement, Conveyance Agreement(s) (e.g., SBA), O&M Agreements, CCWD Backstop Agreement