



**LOS VAQUEROS RESERVOIR JOINT POWERS AUTHORITY
MINUTES**

Regular Meeting of the Board of Directors
December 14, 2022 – 9:30 a.m.

CALL TO ORDER at 9:35 a.m.

PLEDGE OF ALLEGIANCE – led by Chair Angela Ramirez Holmes

James Ciampa, General Counsel, administered the Oath of Office to Rebecca Eisenberg, Interim Director, Santa Clara Valley Water District and to Jim Beall, Alternate Interim Director, Santa Clara Valley Water District.

ROLL CALL OF DIRECTORS

Angela Ramirez Holmes, Chair, Zone 7 Water Agency
Ellen Wehr, Secretary, Grassland Water District
Paul Sethy, Treasurer, Alameda County Water District
John Coleman, Director, East Bay Municipal Utility District
Ernesto Avila, Director, Contra Costa Water District
Rebecca Eisenberg, Interim Director, Santa Clara Valley Water District

ALTERNATE DIRECTORS

Jonathan Wunderlich, Alternate Director, Alameda County Water District
Antonio Martinez, Alternate Director, Contra Costa Water District
Sandy Figuers, Alternate Director, Zone 7 Water Agency
*Steve Ritchie, Alternate Director, San Francisco Public Utilities Commission
Ricardo Ortega, Alternate Director, Grassland Water District
*Jose Gutierrez, Alternate Director, San Luis & Delta-Mendota Water Authority
Jim Beall, Alternate Interim Director, Santa Clara Valley Water District.

*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
Lesa McIntosh, Alternate Director, East Bay Municipal Utility District

OTHERS PRESENT

Marguerite Patil, Interim Administrator (filling in for Executive Director Taryn Ravazzini who was absent due to illness)
Maureen Martin, Deputy Interim Administrator
James Ciampa, Lagerlof, LLP, General Counsel
Rosemarie Perea, Board Clerk
David Moore, Clean Energy Capital
Will Lockwood, Clean Energy Capital
Approximately 20 others

PUBLIC COMMENT ON NON-AGENDA ITEMS

None

CONSENT CALENDAR

Items 1.2 and 1.3 were pulled to provide for discussion.

Upon motion by Director Coleman, seconded by Director Avila, Item 1.1 (Adoption of Resolution No. 12-22-01 Authorizing Remote Teleconference Meetings) and Item 1.4 (Treasurer’s Report for Month Ended October 31, 2022) of the Consent Calendar were approved by the following roll call vote:

- AYES: Angela Ramirez Holmes, Chair, Zone 7 Water Agency
Ellen Wehr, Secretary, Grassland Water District
Paul Sethy, Treasurer, Alameda County Water District
Ernesto Avila, Director, Contra Costa Water District
John Coleman, Director, East Bay Municipal Utility District
Rebecca Eisenberg, Interim 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.

The approval of Items 1.1 and 1.4 of the Consent Calendar included:

1.1 Consider Adoption of Resolution No. 12-22-01 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 December 5, 2022 to January 3, 2023 pursuant to Brown Act Provisions

1.4 Treasurer’s Report – Month Ended October 31, 2022

The meeting next considered Item 1.2 – Approval of Minutes from November 9, 2022 Board of Directors Meeting. Chair Ramirez Holmes mentioned she thought two changes to the draft minutes were appropriate to better capture the Board’s questions and discussion concerning the process for procurement of professional services and to recognize the reading of the resolution honoring Alternate Director LeZotte and that the Directors applauded Alternate Director LeZotte’s public service and service on the Board.

1.2 Approval of Minutes from November 9, 2022 Board of Directors Meeting

General Counsel Ciampa presented a redlined version of the draft November 9, 2022 Board meeting minutes showing the changes Chair Ramirez Holmes suggested.

Upon motion by Alternate Director Ritchie, seconded by Interim Director Eisenberg, the November 9, 2022 Board of Directors Meeting Minutes, as revised, were approved by the following roll call vote:

- AYES: Angela Ramirez Holmes, Chair, Zone 7 Water Agency
 Ellen Wehr, Secretary, Grassland Water District
 Paul Sethy, Treasurer, Alameda County Water District
 Ernesto Avila, Director, Contra Costa Water District
 John Coleman, Director, East Bay Municipal Utility District
 Steve Ritchie, Alternate Director, San Francisco Public Utilities Commission
 Jose Gutierrez, Alternate Director, San Luis & Delta-Mendota Water Authority
 Rebecca Eisenberg, Interim Director, Santa Clara Valley Water District
- NOES: None
- ABSENT: None
- ABSTAIN: None

The motion passed with an 8-0 vote.

The meeting next considered Item 1.3 – Approval of Standard Services Agreement with Ibrahim Khadam for Program Support Services (not to exceed \$49,500.00 through June 30, 2023). Treasurer Sethy requested this item to be pulled from the Consent Calendar to allow the Board to inquire regarding Mr. Khadam’s background and the need for this agreement. Interim Administrator Marguerite Patil informed the Board that Ibrahim Khadam is a consultant who has worked on the Project through his prior employment with Stantec for many years and has excellent relationships with U.S. Bureau of Reclamation staff and management. Mr. Khadam possesses a unique skill set that will be of great assistance in the coming months as the Authority moves into the negotiation and drafting of the Service Agreements and the WIFIA loan application process.

1.3 Approval of Standard Services Agreement with Ibrahim Khadam for Program Support Services (not to exceed \$49,500.00 through June 30, 2023)

Upon motion by Treasurer Sethy, seconded by Secretary Wehr, the Board approved the Standard Services Agreement with Ibrahim Khadam for Program Support Services (not to exceed \$49,500.00 through June 30, 2023) by the following roll call vote:

AYES: Angela Ramirez Holmes, Chair, Zone 7 Water Agency
Ellen Wehr, Secretary, Grassland Water District
Paul Sethy, Treasurer, Alameda County Water District
Ernesto Avila, Director, Contra Costa Water District
John Coleman, Director, East Bay Municipal Utility District
Steve Ritchie, Alternate Director, San Francisco Public Utilities Commission
Jose Gutierrez, Alternate Director, San Luis & Delta-Mendota Water Authority
Rebecca Eisenberg, Interim Director, Santa Clara Valley Water District

NOES: None

ABSENT: None

ABSTAIN: None

The motion passed with an 8-0 vote.

ACTION ITEMS

2.1

Approval of Formation of Ad Hoc Committee Regarding Design and Construction Principles

Interim Administrator Patil advised the Board that CCWD staff has made presentations to the Operations and Engineering Committee and Finance Committee regarding the draft Design and Construction Principles applicable to the Los Vaqueros Reservoir Expansion Project. Those draft principles have been reviewed by the Design Review Team, which consists of various Member agency staff members. However, those principles have not been reviewed by Authority staff or at the Board level. Staff believes it is prudent to have the Design and Construction Principles reviewed at the Board level and use of an ad hoc committee will allow that to occur in an efficient manner. Section 4.1 of the Authority's Bylaws require that the Authority's Board of Directors approve formation of any committee.

Director Avila questioned the need to establish a separate ad hoc committee for an item the Operations and Engineering Committee could review. Chair Ramirez Holmes responded that it would be more transparent if CCWD was not involved in the Authority's review of the Design and Review Principles, which will inform the subsequent Design and Construction Agreement into which the Authority will enter with CCWD. Chair Ramirez Holmes advised that if the Ad Hoc Committee is approved, she will appoint three members to the committee, which will consist of Directors and/or Alternate Directors.

Upon motion by Director Coleman, seconded by Secretary Wehr, the Board approved the formation of an Ad Hoc Committee Regarding Design and Construction Principles by the following roll call vote:

AYES: Angela Ramirez Holmes, Chair, Zone 7 Water Agency
Ellen Wehr, Secretary, Grassland Water District
Paul Sethy, Treasurer, Alameda County Water District
John Coleman, Director, East Bay Municipal Utility District
Steve Ritchie, Alternate Director, San Francisco Public Utilities Commission
Jose Gutierrez, Alternate Director, San Luis & Delta-Mendota Water Authority

Rebecca Eisenberg, Interim Director, Santa Clara Valley Water District
NOES: Ernesto Avila, Director, Contra Costa Water District
ABSENT: None
ABSTAIN: None

The motion passed with a 7-1 vote, with Director Avila opposed.

2.2

Approval of Conflict of Interest Code

General Counsel Ciampa advised the Fair Political Practices Commission (“FPPC”) has approved the Authority’s draft Conflict of Interest Code. He reviewed the change made from the version presented at the October Board meeting and also suggested a further minor revision to replace references to “Administrator” to the “Executive Director,” as shown to the Board.

Upon initial approval of the Code, a 45-day public comment period will commence to run and if any interested person requests, a public hearing would be held in connection with the final adoption of the Code. If no request for a public hearing is received, the Board would provide its final approval of the Conflict of Interest Code at a meeting after the 45-day comment period has ended.

Upon motion by Alternate Director Ritchie, seconded by Alternate Director Gutierrez, the Board approved the Conflict of Interest Code as presented by the following roll call vote:

AYES: Angela Ramirez Holmes, Chair, Zone 7 Water Agency
Ellen Wehr, Secretary, Grassland Water District
Paul Sethy, Treasurer, Alameda County Water District
Ernesto Avila, Director, Contra Costa Water District
John Coleman, Director, East Bay Municipal Utility District
Steve Ritchie, Alternate Director, San Francisco Public Utilities Commission
Jose Gutierrez, Alternate Director, San Luis & Delta-Mendota Water Authority
Rebecca Eisenberg, Interim Director, Santa Clara Valley Water District
NOES: None
ABSENT: None
ABSTAIN: None

The motion passed with an 8-0 vote.

2.3

Approval of Credit Rating Agency for WIFIA Loan

Interim Administrator Patil advised that the Authority has been invited to submit an application for a loan under the U.S. Environmental Protection Agency’s WIFIA Loan Program. David Moore of Clean Energy Capital stated his firm has solicited and received pricing proposals from three credit rating agencies to obtain the ratings required for the potential WIFIA loan. Mr. Moore then introduced his associate, Will Lockwood, who presented a summary of the proposals received and advised that Clean Energy Capital recommends Standard & Poor’s be selected to provide the credit ratings as Standard & Poor’s submitted the lowest fee proposal and has a reasonable discount at risk.

Interim Director Rebecca Eisenberg asked whether there has been a historical look as to which agency the U.S. EPA prefers. David Moore responded that U.S. EPA has no preference as to credit ratings agencies and the rating merely needs to show the proposed borrower is of investment grade, which should not be a problem for the Authority. Alternate Director Ritchie asked a question regarding the amount of the annual ongoing monitoring fee among the rating agencies, as Standard & Poor's did not charge an annual fee. Mr. Moore responded that issue will be confirmed in the contract with Standard & Poor's. Mr. Moore then stated the interest rate on the WIFIA loan is calculated using the U.S. Treasury rate for State and Local Government Series securities, plus one basis point.

Upon motion by Treasurer Sethy, seconded by Interim Director Eisenberg, the Board approved Standard & Poor's as the credit rating agency for the WIFIA loan, and authorized the Executive Director to execute a contract with Standard & Poor's, by the following roll call vote:

AYES: Angela Ramirez Holmes, Chair, Zone 7 Water Agency
Ellen Wehr, Secretary, Grassland Water District
Paul Sethy, Treasurer, Alameda County Water District
Ernesto Avila, Director, Contra Costa Water District
John Coleman, Director, East Bay Municipal Utility District
Steve Ritchie, Alternate Director, San Francisco Public Utilities Commission
Jose Gutierrez, Alternate Director, San Luis & Delta-Mendota Water Authority
Rebecca Eisenberg, Interim Director, Santa Clara Valley Water District

NOES: None
ABSENT: None
ABSTAIN: None

The motion passed with an 8-0 vote.

DISCUSSION ITEMS

None.

FUTURE AGENDA ITEMS

None.

REPORTS

4.1 – Directors

- Chair Ramirez Holmes, reported on her attendance at the ACWA Fall Conference and her trips to Sacramento and Washington D.C. She advised Governor Newsom has given a target date of November 2023 for breaking ground on the Los Vaqueros Reservoir Expansion Project. She will be reaching out to Directors regarding interest in serving on Design and Construction Principles Ad Hoc Committee and will report on the committee member selections at the January meeting. Board reorganization will also be addressed at the January meeting.
- Treasurer Sethy advised that Alameda County Water District has unanimously approved Amendment No. 4 to the Multi-party Cost Share Agreement and that he has been appointed to serve as President of ACWD's Board of Directors.

- Alternate Director Ritchie advised the San Francisco Public Utilities Commission also approved Amendment No. 4 to the Multi-party Cost Share Agreement. He noted that before any Project construction can begin, much work remains to be done in reaching necessary agreement on various points.
- Director Coleman noted there needs to be a concerted effort to advise Members' Boards on the benefits of the expansion of the Los Vaqueros Reservoir and related projects.
- Director Avila concurs with Director Ritchie's comment regarding the necessity to have further discussions in reaching agreement before any construction can begin.

4.2 - General Counsel

General Counsel Ciampa advised that a Doodle poll had been circulated to the Legal Work Group to commence discussions in January regarding the Service Agreement.

4.3 – Executive Director

Interim Administrator Patil advised that many Project-related meetings occurred at the recent ACWA Fall Conference. Among the meetings was a meeting with the Bureau of Reclamation's Regional Director. A meeting with the Members' General Managers took place at the conference and more frequent meetings with the General Managers will occur moving forward. Also, development of the draft fiscal year 2023 budget is in progress and will be presented to the Finance Committee. In answer to Interim Alternate Director Beall's request for a tour of the Los Vaqueros facilities, Director Avila offered a tour of the Project facilities and Interim Administrator Patil advised that a field trip to tour the facilities is in the process of being scheduled for the spring concurrent with a JPA Board meeting.

4.4 - Board Policy and Action Calendar

Chair Ramirez Holmes stated the updated Board Policy and Action Calendar was included in the meeting materials for the Board's information.

4.5 - Committee Meeting Summaries

Summaries from the November 17, 2022 Operations and Engineering Committee meeting and the November 16, 2022 Finance Committee meeting were attached for the Board's information.

The meeting was adjourned at 10:43 a.m.


Angela Ramirez Holmes (Jan 13, 2023 10:09 PST)

Angela Ramirez Holmes, Chair

ATTEST:


Ellen Wehr (Jan 18, 2023 13:45 PST)

Ellen Wehr, Secretary