



**LOS VAQUEROS RESERVOIR JOINT POWERS AUTHORITY
AGENDA [REVISED AUTHORITY FACT SHEET – ITEM 3.5]**

Regular Meeting of the Board of Directors
December 8, 2021 – 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.

Join Zoom Meeting

<https://lagerlof.zoom.us/j/87952901094?pwd=V0tnV0VzTTBCN1g1TC9nVTZ1a3grdz09>

Meeting ID: 879 5290 1094

Passcode: 061763

Dial by your location

+1 669 900 6833 US (San Jose)

+1 253 215 8782 US (Tacoma)

Meeting ID: 879 5290 1094

Passcode: 061763

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 December 7, 2021 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
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
Dennis Herrera, Director, San Francisco Public Utilities Commission
Linda LeZotte, Director, Santa Clara Valley Water District
TBD - Department of Water Resources – Ex Officio

ALTERNATE DIRECTORS

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

CONSIDER ADOPTION OF RESOLUTION NO. 12-21-01 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 8, 2021 TO JANUARY 6, 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 within the Authority's subject matter jurisdiction should do so at this time. With respect to items on the agenda, the Board will receive public comments at the time the item is opened for discussion, prior to any vote or other Board action. A three-minute time limit is requested.

CONSENT CALENDAR

1.1 Approval of Minutes from November 10, 2021 Board of Directors Meeting

ACTION ITEMS

- 2.1 Election or Appointment by Motion of Authority Secretary**
- 2.2 Consideration and Possible Approval of Administrative Agreement**
- 2.3 Consideration of Establishing Committees**

DISCUSSION ITEMS

- 3.1 Discussion of Board Policy and Action Calendar**
- 3.2 Discussion of Director and Alternate Director Roles**
- 3.3 Discussion of Possible Alternatives for Authority Liability and Errors and Omissions Insurance**
- 3.4 2022 Meeting Schedule**
- 3.5 Discussion of Proposed Revisions to Authority Fact Sheet**

FUTURE AGENDA ITEMS

REPORTS

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

ADJOURNMENT

CONSIDER ADOPTION OF RESOLUTION NO. 12-21-01 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 8, 2021 TO JANUARY 6, 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.

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. 12-21-01 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.

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. 12-21-01

RESOLUTION NO. 12-21-01

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 DECEMBER 8, 2021 TO JANUARY 6, 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 a Resolution, Resolution No. 11-21-01, on November 10, 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 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 8th day of December, 2021 by the following vote:

AYES:

NOES:

ABSTAIN:

ABSENT:

By: _____
Chair, Board of Directors

Attest:

James D. Ciampa, Interim General Counsel

CONSENT CALENDAR

ITEM 1.1: APPROVAL OF MINUTES FROM NOVEMBER 10, 2021 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 November 10, 2021 Board of Directors meeting.

DISCUSSION:

The Interim Clerk and Interim General Counsel have prepared the attached draft minutes from the November 10, 2021 Board of Directors meeting. These are “action” minutes, where the minutes are designed to provide some background information, general references to Board discussion and then reflect the actions the Board takes. This form of minutes does not include specific references to the directors’ discussions on those items.

ALTERNATIVES:

An alternative form of minutes which sets forth more detailed summaries of the Board’s discussion that occurred at the November 10 Board meeting could be prepared.

FISCAL ANALYSIS:

Not applicable

ENVIRONMENTAL REQUIREMENTS:

Not applicable

EXHIBITS/ATTACHMENTS:

Draft minutes from November 10, 2021 Board of Directors meeting



**LOS VAQUEROS RESERVOIR JOINT POWERS AUTHORITY
MINUTES**

Special Meeting of the Board of Directors
November 10, 2021 – 9:30 a.m.

CALL TO ORDER at 9:34 a.m.

PLEDGE OF ALLEGIANCE – led by James Ciampa

ROLL CALL OF DIRECTORS

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

Steve Ritchie, Alternate, San Francisco Public Utilities Commission

Anthea Hansen, Director, San Luis & Delta-Mendota Water Authority

Linda LeZotte, Director, Santa Clara Valley Water District

Angela Ramirez Holmes, Director, Zone 7 Water Agency

ABSENT

Dennis Herrera, Director, San Francisco Public Utilities Commission

OTHERS PRESENT

Jonathan Wunderlich, Alternate, Alameda County Water District

Ernesto Avila, Alternate, Contra Costa Water District

Lesa McIntosh, Alternate, East Bay Municipal Utility District

Ricardo Ortega, Alternate, Grassland Water District

Jose Gutierrez, Alternate, San Luis & Delta-Mendota Water Authority

John Varela, Alternate, Santa Clara Valley Water District

Sandy Figuers, Alternate, Zone 7 Water Agency

Marguerite Patil, Contra Costa Water District

Mimi Mehaouchi, Contra Costa Water District

Maureen Martin, Contra Costa Water District

James Ciampa, Lagerlof, LLP, Interim General Counsel

Nate Logar, Lagerlof, LLP

Joel Lopez, Lagerlof, LLP

Rosemarie Perea, Interim Board Clerk
Approximately 27 others

ADMINISTRATION OF OATHS OF OFFICE

James Ciampa, Lagerlof, LLP, administered the Oath of Office to:

Paul Sethy, Director, Alameda County Water District
Jonathan Wunderlich, Alternate, Alameda County Water District
Lisa Borba, Director, Contra Costa Water District
Ernesto Avila, Alternate, Contra Costa Water District
John Coleman, Director, East Bay Municipal Utility District
Lesla McIntosh, Alternate, East Bay Municipal Utility District
Ellen Wehr, Director, Grassland Water District
Ricardo Ortega, Alternate, Grassland Water District
Steve Ritchie, Alternate, San Francisco Public Utilities Commission
Anthea Hansen, Director, San Luis & Delta-Mendota Water Authority
Jose Gutierrez, Alternate Director, San Luis & Delta-Mendota Water Authority
Linda LeZotte, Director, Santa Clara Valley Water District
John Varela, Alternate, Santa Clara Valley Water District
Angela Ramirez Holmes, Director, Zone 7 Water Agency
Sandy Figuers, Alternate, Zone 7 Water Agency

CONSIDER ADOPTION OF RESOLUTION NO. 11-21-01 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 NOVEMBER 10, 2021 TO DECEMBER 9, 2021 PURSUANT TO BROWN ACT PROVISIONS.

James Ciampa, Interim General Counsel, advised the Board that Resolution No. 11-21-01 includes an affirmation that a state of emergency persists, and that requiring in-person attendance at meetings of the Board would pose an imminent risk to the health and safety of those in attendance.

The resolution will take effect immediately upon its adoption and will be effective for 30 days, or until such time 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 Coleman, seconded by Director Borba, Resolution No. 11-21-01 was approved by the following roll call vote:

AYES: 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
Steve Ritchie, Alternate, San Francisco Public Utilities Commission

Anthea Hansen, Director, San Luis & Delta-Mendota Water Authority
Linda LeZotte, Director, Santa Clara Valley Water District
Angela Ramirez Holmes, Director, Zone 7 Water Agency

NOES: None

ABSENT: None

ABSTAIN: None

The motion passed with an 8-0 vote.

APPROVAL OF AGENDA

Upon motion by Director LeZotte, seconded by Director Holmes, the November 10, 2021, Agenda was approved by the following roll call vote:

AYES: 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
Steve Ritchie, Alternate, San Francisco Public Utilities Commission
Anthea Hansen, Director, San Luis & Delta-Mendota Water Authority
Linda LeZotte, Director, Santa Clara Valley Water District
Angela Ramirez Holmes, Director, Zone 7 Water Agency

NOES: None

ABSENT: None

ABSTAIN: None

The motion passed with an 8-0 vote.

PUBLIC COMMENT ON NON-AGENDA ITEMS

None.

ACTION ITEMS

1.1

Election or Appointment by Motion of Chair and Vice Chair of Board of Directors

James Ciampa, Interim General Counsel, advised the Board that the Los Vaqueros Reservoir Joint Exercise of Powers Agreement creating the Authority calls for two primary Board officers in Sections 4.1 and 4.2, respectively, a Chair and Vice-Chair. The Chair shall preside at all meetings of the Board and shall exercise and perform such other powers and duties as may be assigned by the Board. The Vice-Chair shall perform the duties of the Chair in the absence or disability of the Chair. These officers hold office for a term of one year. The Chair may not serve more than four (4) consecutive terms.

After discussion and upon motion by Director LeZotte, seconded by Director Coleman, and unanimously carried, Angela Ramirez Holmes was appointed Chair and Anthea Hansen was appointed Vice Chair of the Board of Directors. The motion was approved by the following roll call vote:

AYES: 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
Steve Ritchie, Alternate, San Francisco Public Utilities Commission
Anthea Hansen, Director, San Luis & Delta-Mendota Water Authority
Linda LeZotte, Director, Santa Clara Valley Water District
Angela Ramirez Holmes, Director, Zone 7 Water Agency

NOES: None

ABSENT: None

ABSTAIN: None

The motion passed with an 8-0 vote.

1.2

Consider Adoption of Resolution No. 11-21-02 for Appointment of Contra Costa Water District as Interim Administrator

Mr. Ciampa advised the Board that pursuant to Section 4.5.1 of the Los Vaqueros Reservoir Joint Exercise of Powers Agreement (JPA Agreement), the Board is empowered to select the Authority's Administrator, who is to provide management and administrative services for the Authority, as described in Section 4.5.2 of the JPA Agreement. Section 4.5.1 further provides that Contra Costa Water District (CCWD) shall serve as the initial Administrator, with its rights and responsibilities in that role to be determined in an Administrative Agreement between the Authority and CCWD, although the Board has ultimate discretion in selecting the Administrator.

After discussion and upon motion by Director Coleman, seconded by Director Sethy, Resolution No. 11-21-02 appointing Contra Costa Water District as Interim Administrator was unanimously approved by the following roll call vote:

AYES: 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
Steve Ritchie, Alternate, San Francisco Public Utilities Commission
Anthea Hansen, Director, San Luis & Delta-Mendota Water Authority
Linda LeZotte, Director, Santa Clara Valley Water District
Angela Ramirez Holmes, Director, Zone 7 Water Agency

NOES: None

ABSENT: None

ABSTAIN: None

The motion passed with an 8-0 vote.

1.3

Consider Appointment of James Ciampa of Lagerlof, LLP as Authority Interim General Counsel and Approving Related Agreement for Interim General Counsel Services

Marguerite Patil of Interim Administrator CCWD provided background information regarding the legal services James Ciampa of Lagerlof, LLP has provided in connection with the drafting,

negotiating and formation of the Authority. She further mentioned that his legal service costs to date have been shared equally among the member agencies and that future legal costs are provided for under the current Multi-Party Agreement, and have been within the contemplated and budgeted amounts.

The proposed agreement for Mr. Ciampa's legal services as Interim General Counsel provides that these initial legal services will be utilized in the short-term (3 to 6 months) to get the Authority established and that the Board would proceed with a request for proposal solicitation process within that period to engage permanent General Counsel, which may be Mr. Ciampa or some other person or law firm.

After discussion and upon motion by Director LeZotte, seconded by Director Borba, and unanimously carried, James Ciampa of Lagerlof LLP was appointed as Authority Interim General Counsel and the related agreement, in the form presented to the Board, for Interim General Counsel Services was approved by the following roll call vote:

AYES: 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
Steve Ritchie, Alternate, San Francisco Public Utilities Commission
Anthea Hansen, Director, San Luis & Delta-Mendota Water Authority
Linda LeZotte, Director, Santa Clara Valley Water District
Angela Ramirez Holmes, Director, Zone 7 Water Agency

NOES: None

ABSENT: None

ABSTAIN: None

The motion passed with an 8-0 vote.

1.4

Consider Appointment of Rosemarie Perea as Interim Clerk

Mr. Ciampa advised the Board he was directed to attempt to locate a suitable person to serve as the Authority's initial Clerk on an interim basis, until the Authority is firmly established and can engage a permanent clerk. He has worked with Ms. Perea over the past 20 years in her capacity as Director of Administrative Services at Rowland Water District in Los Angeles County and learned she would be retiring effective December 31, 2021. He thought she was well-suited for the position and her current employer would allow her to provide services to the Authority until her retirement occurs.

The Interim Clerk's duties will focus on scheduling of Board meetings, ensuring communications are effectively and timely provided to the Directors and Alternates and their respective agencies, preparing and distributing agendas and meeting materials and preparing the minutes of the Board meetings.

Ms. Perea will be engaged through Mr. Ciampa's firm until such time as a permanent clerk is engaged, and the Authority will reimburse Mr. Ciampa's firm for Ms. Perea's services. The

Interim Clerk costs will be included in the legal fees to be paid initially under the Multi-Party Agreement now in place.

After discussion and upon motion by Director Wehr, seconded by Director Hansen, and unanimously carried, Rosemarie Perea was appointed Interim Clerk, by the following roll call vote:

AYES: 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
Steve Ritchie, Alternate, San Francisco Public Utilities Commission
Anthea Hansen, Director, San Luis & Delta-Mendota Water Authority
Linda LeZotte, Director, Santa Clara Valley Water District
Angela Ramirez Holmes, Director, Zone 7 Water Agency

NOES: None

ABSENT: None

ABSTAIN: None

The motion passed with an 8-0 vote.

1.5

Consider Adoption of Resolution No. 11-21-03 Designating Authority's Initial Principal Office and Establishing the Time and Place for the Authority's Regular Meetings

James Ciampa, Interim General Counsel, advised the Board that Government Code Section 54954, requires the adoption of a resolution specifying the time and place of regular meetings of the Board of Directors of the Authority, and that the Authority should also establish its principal office location.

The Board discussed the Authority's principal business office and reached consensus that the principal office should be the offices of Contra Costa Water District, located at 1331 Concord Avenue, Concord, California.

The Board then discussed establishing the date and time for regular Board meetings. After discussion, the Board reached consensus to have the regular Board meetings occur on the second Wednesday of each month at 9:30 a.m., with the location to be determined after circumstances allow in-person meetings to resume.

After discussion and upon motion by Director Borba, seconded by Alternate Director Ritchie, Resolution No. 11-21-03 was unanimously approved designating the Authority's principal office at: Contra Costa Water District, located at 1331 Concord Avenue, Concord, California, and establishing that the regular meetings of the Board of Directors will be held on a monthly basis, at 9:30 a.m. on the second Wednesday of each month, in accordance with the Ralph M. Brown Act, which includes provisions for virtual meetings so long as emergency conditions continue. When in-person meetings are to occur, the Board's regular meetings will be held at a location to be determined by the Board, likely from among the members' offices. The motion was approved by the following roll call vote:

AYES: 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
Steve Ritchie, Alternate, San Francisco Public Utilities Commission
Anthea Hansen, Director, San Luis & Delta-Mendota Water Authority
Linda LeZotte, Director, Santa Clara Valley Water District
Angela Ramirez Holmes, Director, Zone 7 Water Agency

NOES: None

ABSENT: None

ABSTAIN: None

The motion passed with an 8-0 vote.

1.6

Consider Adoption of Resolution No. 11-21-04 Permitting Closed Session Disclosures by Directors and Alternates to Their Member Agencies' Governing Boards and Legal Counsels under Certain Circumstances

Interim General Counsel Ciampa explained the need for the resolution, as permitted under the Brown Act, to allow for disclosure of Authority closed session discussions by member agencies and their respective attorneys. He then reviewed suggested changes to Sections 2 and 3 of the resolution in the form presented to the Board based on his discussion with Jon Rubin, counsel for Westlands Water District.

After discussion and upon motion by Director Borba, seconded by Director Sethy, Resolution No. 11-21-04, as revised by Mr. Ciampa, was unanimously approved by the following roll call vote:

AYES: 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
Steve Ritchie, Alternate, San Francisco Public Utilities Commission
Anthea Hansen, Director, San Luis & Delta-Mendota Water Authority
Linda LeZotte, Director, Santa Clara Valley Water District
Angela Ramirez Holmes, Director, Zone 7 Water Agency

NOES: None

ABSENT: None

ABSTAIN: None

The motion passed with an 8-0 vote.

DISCUSSION ITEMS

2.1

Discussion of Form 700 Filing Requirements by Directors, Alternates and Other Staff

Interim General Counsel Ciampa provided a verbal report relating to the requirements of filing Form 700 Statement of Economic Interests by Directors, Alternates, the Administrator, General

Counsel, and other staff handling financial matters for the Authority. He advised the Board that an Assuming Office Form 700 must be filed with the FPPC within thirty (30) days of assuming the office, which occurred today with the administration of the Oaths of Office. That timing establishes December 9, 2021 as the applicable filing deadline. He advised the Board that a Form 700 packet with instructions will be e-mailed to each Director and requested that those Directors filing their Form 700 electronically provide the Interim Clerk with an acknowledgment of the filing for tracking purposes and those requesting a mail-in, hard copy filing with the FPPC, mail their original completed Form 700 to the Interim Board Clerk at 155 North Lake Avenue, 11th Floor, Pasadena, California 91101.

2.2

Discussion of Initial JPA Press Release

Marguerite Patil, Interim Administrator, provided a verbal report relating to the proposed issuance of a Press Release to announce the formation of the Authority and the election of the Chair and Vice-Chair. Several Board members offered comments and suggestions in connection with the Press Release. Ms. Patil stated the revised Press Release would be provided to Chair Ramirez Holmes for her review and approval of the final version before it is released. Ms. Patil advised that the Los Vaqueros Reservoir JPA website will include the Press Releases.

FUTURE AGENDA ITEMS

- Appointment of Secretary and Treasurer
- Insurance
- Create a Logo
- Create an Administrative Calendar for Various Board Policies

REPORTS

3.1

Directors

Director Lisa Borba thanked the Board for the opportunity to be a member of the JPA.

Director Coleman noted that this partnership will benefit many in the Bay Area and he is looking forward to working with the JPA.

Director Avila advised that it is an honor to be working with the Board and that he is looking forward to the future.

Director Ramirez Holmes requested that the JPA Agreement be re-circulated to the members of the Board.

3.2

Interim General Counsel

Mr. Ciampa advised the Board that he will be filing required documents with the Secretary of State and the Local Agency Formation Commission in each county in which a member agency has jurisdiction.

3.3

Interim Administrator

Ms. Patil provided the following:

- The Contra Costa Water District newsletter regarding Los Vaqueros project issues will be distributed to the Board and will be posted on the JPA website
- Financial Report: Current cash on hand is \$2.6 million; all member agencies are current; next invoice will go out in January 2022
- City of Tracy, a member of the San Luis & Delta-Mendota Water Authority, has been added to the SLDMWA Activity Agreement for the Los Vaqueros project
- Website: Working on updating the website and postings; Ms. Patil requested that each member provide a short biography and headshot for posting to the website
- Media: East Bay Times will be publishing an article on the project tomorrow

The meeting was adjourned at 11:01 a.m.

James D. Ciampa, Interim General Counsel

Angela Ramirez Holmes, Chair

ITEM 2.1: ELECTION OR APPOINTMENT BY MOTION OF SECRETARY

RESPONSIBLE/LEAD STAFF MEMBER:

James Ciampa, Interim General Counsel

RECOMMENDATION:

That the Authority's Board of Directors elect or appoint by motion the Authority's Secretary.

DISCUSSION:

Section 4.3 of the Los Vaqueros Reservoir Joint Exercise of Powers Agreement authorizes the Board of Directors to appoint the Authority's Secretary. The Secretary is to be responsible for the minutes and other records of proceedings of the Board, to perform such other duties specified by the Administrator pursuant to the Administrative Agreement and to perform such other duties as the Board specifies. The Secretary can be a director or other person.

ALTERNATIVES:

The Board of Directors may delegate the appointment of the Secretary to the Administrator.

FISCAL ANALYSIS:

Not applicable

ENVIRONMENTAL REQUIREMENTS:

Not applicable

EXHIBITS/ATTACHMENTS:

None

ITEM 2.2: CONSIDERATION AND POSSIBLE APPROVAL OF ADMINISTRATIVE AGREEMENT

RESPONSIBLE/LEAD STAFF MEMBER:

James Ciampa, Interim General Counsel

RECOMMENDATION:

That the Authority's Board of Directors approve the Administrative Agreement between the Authority and Contra Costa Water District (CCWD) with respect to the duties CCWD will undertake as the Authority's Administrator.

DISCUSSION:

The Los Vaqueros Reservoir Joint Exercise of Powers Agreement contemplates an agreement between the Authority and the Administrator under which the Administrator will provide administrative services to the Authority and will be reimbursed for the costs of those services (definition of "Administrative Agreement" in Section 1.1.2 of the JPA Agreement). Included in the action the Board took at its November 10 meeting in appointing CCWD as Administrator was direction for the Interim General Counsel to prepare that Administrative Agreement with CCWD.

In discussions with CCWD, it was apparent that CCWD has been performing the contemplated administrative duties related to the Project pursuant to the Multi-Party Agreement and related amendments for the sharing of Project costs that have been in place for the past several years. That agreement, as amended, specifies in detail the functions CCWD is to provide and how CCWD is to be reimbursed by the Project partners - now JPA members. Thus, the attached Administrative Agreement incorporates by reference the pertinent provisions of the Multi-Party Agreement, as amended, and addresses the future revision to the payment flow once the Authority is duly organized with respect to its finance functions. The attached Administrative Agreement includes CCWD's assignment of the Administrator function to Marguerite Patil, with Maureen Martin to serve as Ms. Patil's alternate. The attached Administrative Agreement has been negotiated with, and approved by, CCWD's legal counsel and Ms. Patil, but will need to be approved by CCWD's Board of Directors.

ALTERNATIVES:

An alternative form of agreement could be prepared to set forth in more detail the tasks and financial aspects of the engagement of CCWD as Administrator.

FISCAL ANALYSIS:

Not applicable

ENVIRONMENTAL REQUIREMENTS:

Not applicable

EXHIBITS/ATTACHMENTS:

Draft Administrative Agreement

ADMINISTRATIVE AGREEMENT

This Administrative Agreement (the “Agreement”) is entered into and effective as of this ___ day of _____, 2021, by and between the Los Vaqueros Reservoir Joint Powers Authority, a joint powers authority formed under the Joint of Exercise of Powers Act (Government Code sections 6500 et. seq.) (the “Authority”), and Contra Costa Water District (the “CCWD”), a county water district organized and existing under Division 12 of the California Water Code. The Authority and CCWD may be referred to herein as a “party” or jointly as the “parties.”

RECITALS

A. The Authority consists of eight members, including CCWD. Under Section 4.5 of the Los Vaqueros Reservoir Joint Exercise of Powers Agreement (the “JPA Agreement”), CCWD is designated as the initial Administrator of the Authority, and on November 10, 2021, the Authority’s Board of Directors confirmed CCWD as the Authority’s initial Administrator.

B. The JPA Agreement contemplates that CCWD will provide Administrator services to the Authority pursuant to an Administrative Agreement.

C. Prior to the formation of the Authority, CCWD and other Local Agency Partners who would subsequently become members of the Authority entered into a Cost Share Agreement for Los Vaqueros Reservoir Expansion Project Planning, and three amendments thereto (collectively, the “Multi-Party Agreement”), under which, among other things, CCWD would render various services to the other member agencies and those member agencies agreed to pay CCWD for those services.

D. The Authority and CCWD desire to memorialize through this Agreement the services CCWD will provide in its capacity as Administrator and specify how the Authority will compensate CCWD for those services.

NOW, THEREFORE, for good and valuable consideration, the Authority and CCWD agree as follows:

1. Administrative Services. CCWD shall provide the Authority with the following services in CCWD’s capacity as Administrator, as specified in Section 4.5.2 of the JPA Agreement:

(a) coordinating the planning, design, permitting (including compliance monitoring), operations modeling and analysis, and procurement activities necessary to construct and operate the Project, including through funds provided by the Early Funding Agreement (as defined in the JPA Agreement), which CCWD shall continue to manage as the initial Administrator, and Interim Funding Agreement (as defined in the JPA Agreement);

(b) coordinating and preparing for Authority Board of Directors’ meetings;

(c) identifying and selecting key staff that will provide services to the Board and the

Authority, including staff who may potentially serve as Secretary and Treasurer and Auditor/Controller, as the Board or Administrator may determine;

- (d) being responsible for the procurement, appointment, employment, management, and/or termination of any personnel (other than the Executive Director and Authority attorney), contractors, or consultants providing services to the Authority including, but not limited to, contractors and consultants necessary for the planning, design, permitting and procurement requirements of the Project (as defined in the JPA Agreement);
- (e) performing administrative tasks related to the Board's selection and appointment of the Executive Director and Authority attorney;
- (f) implementing the policies, decisions, and directions of the Board, as provided to the Administrator;
- (g) conducting communications and outreach support and website hosting;
- (h) coordinating and conferring with the members' technical staffs relative to Project-related functions; and
- (i) such other duties as are determined by and assigned by the Board, and accepted by CCWD.

In rendering those services (including such duties and services assigned by the Board), CCWD shall fulfill, to the extent still applicable, the relevant roles and responsibilities specified in the Multi-Party Agreement, and Amendment Nos. 2 and 3, thereto, which roles and responsibilities are attached hereto as Exhibit A and are incorporated herein by this reference.

2. Payment of Administrator Costs. In rendering the Administrator services, the Authority and District contemplate that CCWD will continue to be compensated in the manner it was compensated prior to the formation of the Authority, through the Multi-Party Agreement or through such later agreement as may be entered into between the Authority and CCWD. Thus, the Authority members shall be invoiced for the Administrator services by CCWD and shall pay such invoices in accordance with the Multi-Party Agreement or later agreement. CCWD will make any accounting adjustments to its internal accounts as necessary to ensure accurate accounting for the Authority and its members. As the Authority becomes more well-established and implements its own accounting systems and processes, it is contemplated CCWD will invoice the Authority directly for the services it renders as Administrator and this Agreement will be amended accordingly to reflect any changes in the payment and accounting processes.

3. Additional Services. In the event CCWD provides Administrator services that are not encompassed in the services described in Section 1, above, it shall provide notice to the Authority's Chair of the need to provide such services and the estimated costs of such services. The Authority shall take action to approve such additional services and associated costs in accordance with the Authority's applicable policies.

4. Delegation of Administrator Position. CCWD may delegate its role in providing services as the Administrator to one or more of its employees to oversee providing those services. CCWD has initially appointed Marguerite Patil as its designated Administrator to act on its behalf in overseeing the Administrator services to be provided hereunder, with Maureen Martin to act as Ms. Patil's alternate. CCWD retains discretion in assigning appropriate staff members to provide such services and shall provide the Authority's Board of Directors with written notice of any changes in the staff members appointed to oversee the Administrator services.

5. Term; Termination. This Agreement shall remain in effect until the earlier of: (a) such time as the Multi-Party Agreement or any follow-on agreement expires; or (b) either party terminates this Agreement. Either party may terminate this Agreement upon at least thirty (30) days' written notice to the other party; provided that if a party desires to terminate this Agreement due to a material breach by the other party, written notice shall be provided to the party allegedly in breach and giving the party at least seven (7) days to cure that breach. If the breach is not cured within that seven (7) day period, the party alleging breach may terminate this Agreement upon expiration of that period.

6. Cooperation. The parties shall reasonably cooperate with each other in carrying out the provisions of this Agreement in order to ensure the efficient operation of the Authority.

7. Severability. If any provision of this Agreement is for any reason held to be invalid by a court of competent jurisdiction, it shall be deemed severable, and the remainder of the Agreement shall not be affected thereby. In the event a provision is held to be invalid, the parties shall work in good faith to restore the intent of any provision that held to be invalid.

8. Notices. Notices required or permitted hereunder shall be sufficiently given if made in writing and delivered either personally, by registered or certified mail, postage prepaid, by nationally-recognized overnight courier, or by e-mail to the respective party, at the principal office of each party. With respect to delivery by e-mail, any such e-mail message shall be sent using a system that provides reasonable assurance: (i) that the message was sent; (ii) that the message was delivered to the recipient's information processing system, and (iii) of the time and date the message was delivered to the recipient, along with a verifiable electronic record of the exact content of the message sent. Either party may from time to time change the address to which notice may be provided by providing notice of the change to the other party.

9. Section Headings. The section headings herein are for convenience of the parties only, and shall not be deemed to govern, limit, modify or in any manner affect the scope, meaning or intent of the provisions or language of this Agreement.

10. Governing Law; Venue. This Agreement shall be governed by and construed in accordance with California law. Any judicial action or proceeding that relates to the Agreement shall be initially brought in Contra Costa County Superior Court, but may be transferred to a neutral venue selected by the court if either party challenges that venue.

11. Successors. Subject to Section 12, this Agreement shall be binding upon and shall inure to the benefit of the successors of the parties.

12. Assignment. Neither party may assign this Agreement without the written consent of the other party.

13. Integration. This Agreement constitutes the full and complete Agreement between the parties regarding the administration of the Authority.

14. Counterparts; Electronic Signature. This Agreement may be executed in counterparts, each of which shall constitute an original and all of which together shall constitute one and the same agreement. This Agreement may be executed by signatures transmitted electronically, including by e-mail or Docu-Sign, and any such electronic signature shall be deemed as valid as an original “wet” signature.

Los Vaqueros Reservoir Joint
Powers Authority

Dated: December ____, 2021

By _____
Angela Ramirez Holmes, Chair

Contra Costa Water District

Dated: December ____, 2021

By _____
Stephen J. Welch, General Manager

EXHIBIT A

EXCERPTS FROM MULTI-PARTY AGREEMENT SETTING FORTH CCWD ROLES AND RESPONSIBILITIES

Multi-Party Agreement: CCWD:

a) will be responsible for planning a Project that is consistent with the principles for participation in the expansion of Los Vaqueros Reservoir and each and every determination and commitment adopted in 2003 by CCWD's Board of Directors in Resolution No. 03-24 and supported in the 2004 advisory vote in favor of expansion by voters within CCWD ("CCWD Board Principles"). Resolution 03-24 and Resolution 03-25 authorizing the advisory vote are shown in Exhibit C and Exhibit D, respectively, which are attached hereto and incorporated herein as if fully set forth.

b) will work with Reclamation to complete a Federal Feasibility Report and a Final Supplement to the Final EIS/EIR for the Project, both of which will include an evaluation of Project operations that have been designed to provide public benefits as defined by Section 79753 of the California Water Code and to provide benefits to each of the Local Agency Partners.

c) will contract with and manage the Consultant Team providing support to the Project for the Purposes, identified in Section 1 of this Agreement, during the term of this Agreement. CCWD will have authority on consultant procurement with respect to contracts procured by CCWD including sole source authorization decisions as appropriate for services related to land and facilities owned and operated by CCWD. Local Agency Partners may, at their own expense, procure their own consultant services to support completion of the Purposes. CCWD will not allow its Consultant Team to discriminate, harass, or allow harassment against any applicant, employee, customer, or other person on the basis of sex (which includes pregnancy, childbirth, breastfeeding and medical conditions related to pregnancy, childbirth or breastfeeding), race, religion, color, national origin (including language use restrictions), ancestry, religious creed (including religious dress and grooming practices, political affiliation, disability (mental and physical, including HIV or AIDS), medical condition (cancer and genetic characteristics), genetic information, marital status, parental status, gender, age (40 and over), pregnancy, military and veteran status, sexual orientation, gender identity and gender expression, the exercise of family and medical care leave, the exercise of pregnancy disability leave, or the request, exercise, or need for reasonable accommodation.

d) will prepare operations models of the Project and share modeling results with the Local Agency Partners. CCWD will update the operations modeling as needed. Updates to operations modeling may include but are not limited to changes requested by Local Agency Partners, changes in regulations, and changes to the makeup of the Local Agency Partners pursuant to Section 6 or 12 of this Agreement. CCWD will inform all Local Agency Partners of

any and all substantive changes it makes to the modeling, including those requested by CCWD, and will maintain and share with all Local Agency Partners a record of all such changes.

e) will provide relevant excerpts and/or chapters to the Local Agency Partners to facilitate their review of and input on the Final Federal Feasibility Report and the Final Supplement to the Final EIS/EIR per Section 2.7(b) of this Agreement, as those documents are developed, and will work cooperatively with the Local Agency Partners to incorporate their comments on the Final Federal Feasibility Report and the Final Supplement to the Final EIS/EIR, subject to Section 8 of this Agreement. CCWD will provide any portion of the Final Federal Feasibility Report or Final Supplement to the Final EIS/EIR upon the request of any Party.

f) will maintain the website for the Project and will post all relevant public documents on the site.

g) will initiate discussion and seek to reach agreement on the terms of a Memorandum of Understanding (“MOU”) with the California Department of Water Resources (“DWR”) to negotiate a series of agreements including but not limited to temporary and long-term easements to connect the Transfer-Bethany Pipeline to the California Aqueduct, conveyance through the State owned facilities (California Aqueduct and South Bay Aqueduct), coordinated operations, and potential changes in water rights held by DWR for the State Water Project; and CCWD will, after consulting with and receiving input from the Local Agency Partners, execute such MOU if CCWD is able to reach agreement with DWR. CCWD will support participation of the Local Agency Partners in any of the subsequent negotiations with DWR to execute the series of agreements outlined in the MOU.

h) will be responsible for meeting the commitments of the Early Funding Agreement, with the participation and support of the Local Agency Partners. Funds and support provided through this Agreement will count towards the non-state cost share required in the Early Funding Agreement.

i) will contribute to the development of the financial evaluation of the Project by providing cost estimates of usage fees for Local Agency Partner use of CCWD’s existing assets contributed to the Project, responding to requests in a timely manner, providing additional technical analyses as needed, and facilitating communications between the Consultant Team and Local Agency Partners. CCWD’s contributed assets will be determined by CCWD in its sole discretion and may include but are not necessarily limited to: CCWD’s existing intakes, pump stations, pipelines, and reservoir.

j) will support an independent financial review of the usage fees pursuant to Section 2.3 by identifying financial firms that may have a conflict of interest (for example as a result of a current agreement between a firm and CCWD), responding to requests in a timely manner, providing additional technical analyses as needed, and facilitating communications with the independent financial consultant and Local Agency Partners.

k) will enter into a mutually acceptable letter agreement with ACWD, pursuant to Section 2.3, to contract for the independent financial review consultant and provide for the reimbursement of the consultant fees that ACWD incurs in the performing the services set forth in Section 2.3

l) will initiate discussions with the California Water Commission, California Department of Fish and Wildlife and the California Department of Water Resources to negotiate long-term agreements to administer the public benefits of the Project as required by the WSIP regulations. CCWD will support participation by the Local Agency Partners in the negotiations of the agreements.

Amendment No. 2 to Multi-Party Agreement: CCWD:

m) will submit permit applications for construction and operations of Project facilities including but not limited to: Transfer-Bethany Pipeline, Los Vaqueros Dam Raise, Pumping Plant No. 1 Replacement, Neroly Highlift Pump Station, Transfer Facility, Delta-Transfer Pipeline;

n) will advance the design of Project facilities including but not limited to Los Vaqueros Dam Raise, Pumping Plant No. 1 Replacement, Transfer-Bethany Pipeline, and Neroly Highlift Pump Station; and

o) will enter into coordinated operations agreements with Reclamation and DWR;

p) will file change petitions as appropriate on water rights held by CCWD, if deemed necessary and appropriate;

q) will work cooperatively with DWR and Reclamation to file change petitions as appropriate to modify or amend their water rights if deemed necessary and appropriate in DWR's and Reclamation's sole discretion;

r) will execute contracts for administration of public benefits with the California Department of Fish and Wildlife (CDFW) and DWR;

s) will enter into a cost share agreement with Reclamation;

t) will work cooperatively with the South Bay Aqueduct Contractors to secure conveyance agreements with DWR to convey water from the Project through the South Bay Aqueduct;

u) will work cooperatively with EBMUD to develop and execute a Memorandum of Understanding for the potential provision of water during Project construction;

v) will complete an operational risk and reliability assessment; and

w) will enter into an agreement with the City of Brentwood to continue its participation in the development of the Project; coordinate with Brentwood and seek their timely input, review and feedback as described in this Agreement; and provide for Brentwood's participation in negotiations, meetings, conference calls, webinars, and committees. No other party will object to such participation.

Amendment No. 3 to Multi-Party Agreement: CCWD:

- x) will serve as the initial administrator for the JPA;
- y) will work cooperatively with EBMUD to complete the scope of work described in the 2021 CCWD and EBMUD MOU and, if a positive determination is made under paragraph 3 thereof, develop a Backstop Water Service Agreement;
- z) will advance the design of recreation facilities;
- aa) will inspect Los Vaqueros and Transfer Pipelines and the Contra Costa Canal between Pumping Plant No. 2 and 4;
- bb) will procure risk management support services;
- cc) will evaluate need for alternative water supplies during construction;
- dd) will work cooperatively with EBMUD to advance EBMUD facilities that may ultimately receive CWC funding;
- ee) will develop design & construction agreements for Project facilities;
- ff) will work cooperatively with SFPUC to secure a source of water supply for SFPUC that could be diverted, stored and conveyed by the Project; and
- gg) will work cooperatively with EBMUD to secure a temporary source of water supply for EBMUD that could be diverted, stored, and conveyed by the Project until EBMUD is able to secure its own sources of water supply for the Project.

ITEM 2.3: CONSIDERATION OF ESTABLISHING COMMITTEES

RESPONSIBLE/LEAD STAFF MEMBER:

Marguerite Patil, Administrator

RECOMMENDATION:

That the Authority's Board of Directors establish various committees to assist in the governance of the Authority.

DISCUSSION:

Article 5 of the Los Vaqueros Reservoir Joint Exercise of Powers Agreement authorizes the Board, by majority vote, to form committees for any purpose. In discussions related to the Authority's formation, the members' representatives contemplated several standing committees to be developed, including an Operations and Engineering Committee, Finance Committee and Communications and Outreach Committee.

Details regarding Authority committees, including the appointment process (Chair to appoint), number of members (likely to be three per committee), eligibility for committee membership (directors and alternates) and frequency of committee meetings (at least quarterly and more frequently as needed), should be included in any Board action and will also be included in the Authority's Bylaws.

ALTERNATIVES:

Establishment of committees can be deferred to a future Board meeting.

FISCAL ANALYSIS:

Not applicable

ENVIRONMENTAL REQUIREMENTS:

Not applicable

EXHIBITS/ATTACHMENTS:

None

ITEM 3.1: DISCUSSION OF BOARD POLICY AND ACTION CALENDAR

RESPONSIBLE/LEAD STAFF MEMBER:

James Ciampa, Interim General Counsel

RECOMMENDATION:

That the Authority's Board of Directors review and consider the attached outline of Authority policies to be presented for adoption and actions to be considered at future Board meetings.

DISCUSSION:

As a new public agency, there are various policies the Board will need to adopt and actions it will need to take in the coming months. At the suggestion of Alternate Director Avila at the November 10 Board meeting, we have prepared the attached calendar and outline of potential policies and actions to be prepared and considered by the Board.

ALTERNATIVES:

Not applicable

FISCAL ANALYSIS:

Not applicable

ENVIRONMENTAL REQUIREMENTS:

Not applicable

EXHIBITS/ATTACHMENTS:

Calendar and Outline of Board Policies and Actions

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

January 2022	Appointment of Treasurer Bylaws – initial presentation [Discussion Item] Conflict of Interest Code [Discussion Item] Procurement Policy [Action Item]
February 2022	Bylaws – final approval [Action Item] JPA Management Approach [Discussion Item] Conflict of Interest Code [Action Item] Board Meeting & Decorum Policy [Action Item]
March 2022	JPA Management Approach [Discussion Item] 2022-23 Budget [Discussion Item] Public Records Act Policy [Action Item] Record Retention & Destruction Policy [Action Item]
April/May 2022	JPA Management Approach [Action Item] 2022-23 Budget [Discussion Item] WIFIA Funding [Discussion Item] Investment Policy [Action Item] Reserve Policy [Action Item]
May/June 2022	2022-23 Budget [Action Item] CEQA Guidelines Implementation [Action Item] Government Claims Policy [Action Item] Social Media Policy [Action Item]

ITEM 3.2: DISCUSSION OF DIRECTOR AND ALTERNATE DIRECTOR ROLES

RESPONSIBLE/LEAD STAFF MEMBER:

James Ciampa, Interim General Counsel

RECOMMENDATION:

That the Authority's Board of Directors review and consider the attached summary of Directors' and Alternate Directors' roles.

DISCUSSION:

At the November 10 Board meeting, Chair Ramirez Holmes requested that the Interim General Counsel prepare a summary of the respective roles of the Directors and Alternate Directors. Based on the provisions of the Authority's Joint Exercise of Powers Agreement, that summary is attached for the Board's information.

ALTERNATIVES:

Not applicable

FISCAL ANALYSIS:

Not applicable

ENVIRONMENTAL REQUIREMENTS:

Not applicable

EXHIBITS/ATTACHMENTS:

Summary of Los Vaqueros Reservoir JPA Director Issues

SUMMARY OF LOS VAQUEROS RESERVOIR JPA DIRECTOR ISSUES

1. The Board of Directors consists of one director for each Member (Section 2.1).
2. Each Member appoints one director and one alternate to the appointed director (Section 2.2).
3. If a JPA director or alternate is a director or employee of the underlying Member agency and ceases to be a director or employee for that Member agency, then the JPA director's or alternate's membership on the JPA Board also ceases (Section 2.2).
4. Alternates may participate in any meeting, but may only vote when the JPA director for their agency is not present (Section 2.2). *The JPA Agreement is silent on whether an alternate can make a motion, but Roberts Rules of Order provides that only a member of a governing body can make a motion. As alternates cannot vote, the interpretation is that an alternate would not be allowed to make or second a motion unless their Member agency's director is not present. However, if the JPA Board desires to adopt a policy allowing alternates to make motions, it could do so – when we develop Bylaws for the JPA, that would be the appropriate location for that item.*
5. JPD directors must serve as Chair and Vice Chair, but JPA directors or alternates may serve as the Authority's Secretary and Treasurer and also may serve on any committees that are established.
6. JPA directors and alternates serve at the pleasure of their appointing member agency and hold office until their Member agency selects a replacement (Section 2.2)
7. JPA directors and alternates serve without compensation from the JPA, but may be compensated by their agency (Section 2.3).
8. Votes are generally simple majority – meaning approval by at least five Members is needed to pass a motion (Section 3.3.1).
 - a. The JPA Agreement includes provisions for super-majority votes of at least 75% (at least 6 out of 8) for amendments to the JPA Agreement, termination of a Member and termination of the JPA Agreement (Section 3.3.2).
 - b. Unanimous approval is required for: (i) commencing litigation concerning the Project; (ii) approval of additional funding contributions from the members, as specified in Section 7.7.2 of the JPA Agreement; (iii) approval of a disproportionate distribution upon dissolution of the JPA; (iv) creation of employment positions; (v) entering into a public retirement system contract; (vi) approval of an amendment to a JPA Agreement provision that then requires unanimous approval; and (vii) incurring debt for a Related Activity. (Section 3.3.3).

**ITEM 3.3: DISCUSSION OF POSSIBLE ALTERNATIVES FOR AUTHORITY
LIABILITY AND ERRORS AND OMISSIONS INSURANCE**

RESPONSIBLE/LEAD STAFF MEMBER:

James Ciampa, Interim General Counsel

RECOMMENDATION:

That the Authority's Board of Directors discuss and give the Administrator direction regarding procurement of general liability and errors and omissions insurance coverage for the Authority.

DISCUSSION:

As a new public agency, it would be prudent for the Authority to procure general liability and errors and omissions insurance coverage for any Authority and Board actions. There are several alternatives available which the Board may want to consider, including ACWA-JPIA, California Special Districts Association - SDRMA, California Association of Mutual Water Companies Joint Powers Risk and Insurance Management Authority (JPRIMA), California Rural Water Association MemberGuard Program, and commercial insurance.

The insurance provided by the various statewide associations require membership in those associations. Thus, depending upon the pricing and terms of coverage available, the membership dues associated with any particular insurance program also factor into the economic analysis.

At this point, the Administrator merely is seeking direction as to which, if any, of the possible programs should be contacted to provide more detailed information to be brought back to the Board for further consideration.

ALTERNATIVES:

Not applicable

FISCAL ANALYSIS:

Not applicable

ENVIRONMENTAL REQUIREMENTS:

Not applicable

EXHIBITS/ATTACHMENTS:

None

ITEM 3.4: 2022 MEETING SCHEDULE

RESPONSIBLE/LEAD STAFF MEMBER:

Marguerite Patil, Administrator

RECOMMENDATION:

That the Authority's Board of Directors receive the attached 2022 meeting schedule.

DISCUSSION:

Based on the action taken at the November 10 Board to establish the Board's regular meeting dates and times, staff has prepared the attached schedule.

ALTERNATIVES:

Not applicable

FISCAL ANALYSIS:

Not applicable

ENVIRONMENTAL REQUIREMENTS:

Not applicable

EXHIBITS/ATTACHMENTS:

2022 Meeting Schedule

2022 MEETING SCHEDULE

BOARD OF DIRECTORS

LOS VAQUEROS RESERVOIR JOINT POWERS AUTHORITY

Wednesday, January 12

Wednesday, February 9

Wednesday, March 9

Wednesday, April 13

Wednesday, May 11

Wednesday, June 8

Wednesday, July 13

Wednesday, August 10

Wednesday, September 14

Wednesday, October 12

Wednesday, November 9

Wednesday, December 14

All meetings to start at 9:30 a.m.

Location for any in-person meetings to be determined.

Board meeting materials to be distributed electronically by 12 noon on the Thursday preceding the scheduled meeting date (e.g., for the January 12, 2022 meeting, meeting materials will be distributed on Thursday, January 6), as well as being posted on the JPA website.

Committee meetings to be determined.

Directors shall be solely responsible for communicating with their alternates to ensure agency representation at Board meetings.

ITEM 3.5: DISCUSSION OF PROPOSED REVISIONS TO AUTHORITY FACT SHEET

RESPONSIBLE/LEAD STAFF MEMBER:

Marguerite Patil, Administrator

RECOMMENDATION:

That the Authority's Board of Directors provide input on the attached revised Authority Fact Sheet.

DISCUSSION:

The Administrator has prepared the attached revised fact sheet regarding the Authority. The Administrator welcomes input from the Board regarding that document.

ALTERNATIVES:

Not applicable

FISCAL ANALYSIS:

Not applicable

ENVIRONMENTAL REQUIREMENTS:

Not applicable

EXHIBITS/ATTACHMENTS:

Authority Fact Sheet

LOS VAQUEROS RESERVOIR JOINT POWERS AUTHORITY

LOS
VAQUEROS
RESERVOIR
EXPANSION
PROJECT



The recently executed agreement establishes a new public agency to provide for governance and administration of the Los Vaqueros Reservoir Expansion Project (Project).

The primary objectives of the Joint Powers Authority (JPA) are to:

- 1** Provide governance of the Project by the Members
- 2** Ensure sufficient stable funding for the Project and related administrative and support activities
- 3** Ensure costs are reasonable and cost allocations are equitable and transparent

ABOUT THE LOS VAQUEROS RESERVOIR JPA

The JPA will:

- Endure throughout Project design, construction, operation, maintenance, repair, and replacement of water-related facilities
- Enter into contracts and agreements to further the Project
- Issue bonds for the Local Agency Partner Cost-Share of the Project
- Deliver services to the JPA Members and receive payment from the JPA Members, creating a financial infrastructure for the Project

LOS VAQUEROS RESERVOIR JPA MEMBERS

The following agencies have recently formed the Los Vaqueros Reservoir JPA.

- Alameda County Water District
- Contra Costa Water District, to include:
 - City of Brentwood*
- East Bay Municipal Utility District
- Grassland Water District
- Santa Clara Valley Water District (Valley Water)
- San Francisco Public Utilities Commission, to include:
 - Bay Area Water Supply & Conservation Agency*

- San Luis & Delta-Mendota Water Authority**, consisting of:
 - Byron-Bethany Irrigation District
 - Del Puerto Water District
 - Panoche Water District
 - Westlands Water District
- Zone 7 Water Agency (Alameda County Flood Control & Water Conservation District, Zone 7)
- Department of Water Resources (ex officio, non-voting pursuant to Water Code Section 79759(b))

*The City of Brentwood and the Bay Area Water Supply & Conservation Agency are not signatory parties to the JPA. Rather, these parties contract for project benefits through their wholesale providers.

**The number and list of San Luis & Delta-Mendota Water Authority-member agencies participating through San Luis & Delta-Mendota Water Authority may change.

JPA BOARD MEMBERS

BOARD MEMBER	ALTERNATE	AGENCY
Director Paul Sethy	Jonathan Wunderlich	Alameda County Water District
Director Lisa Borba (Board President)	Director Ernesto Avila (Vice President)	Contra Costa Water District
Director John Coleman	Director Lesa McIntosh	East Bay Municipal Utility District
Ellen Wehr (General Counsel)	Ricardo Ortega (General Manager)	Grassland Water District
Michael Carlin (Acting General Manager)	Steve Ritchie (Assistant General Manager)	San Francisco Public Utilities Commission
Anthea Hansen (General Manager, Del Puerto Water District)	Jose Gutierrez (Chief Operating Officer, Westlands Water District)	San Luis & Delta-Mendota Water Authority
Director Linda LeZotte	Director John Varela	Santa Clara Valley Water District
Director Angela Ramirez Holmes (Board President)	Director Sandy Figuers	Zone 7 Water Agency

JPA BOARD MEETINGS

Los Vaqueros Reservoir JPA Board Meetings will be held monthly starting November 2021. The JPA Board Meetings will be public meetings and subject to the Brown Act. The nature of the meetings (i.e., in person, virtual or hybrid) will be dependent on the current circumstances with the COVID-19 pandemic, but the initial few meetings are planned to be fully virtual.

Information about Board Committee Meetings will be shared at a later date once Board Committees are established.

JPA CONTACTS

The JPA's initial principal office will be housed with its Interim General Counsel, James Ciampa. The JPA will be establishing a website and its own e-mail addresses as time progresses and it becomes operational. Mr. Ciampa will also be engaging a contract employee through his firm to act as an interim clerk to the JPA's Board of Directors.

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