



## LOS VAQUEROS RESERVOIR JOINT POWERS AUTHORITY AGENDA

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

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### 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](mailto:rperea@lagerlof.com) by 4:00 p.m. on January 11, 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](http://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, Director, 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, 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. 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.**

## **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 December 8, 2021 Board of Directors Meeting**

## **ACTION ITEMS**

### **2.1 Election or Appointment by Motion of Authority Treasurer**

**2.2 Approval of Public Records Act Request Guidelines**

**DISCUSSION ITEMS**

**3.1 Draft Authority Bylaws**

**3.2 Draft Purchasing Policy and Expenditure Limits**

**3.3 Committee Assignments**

**3.4 Review of Board Policy and Action Calendar**

**FUTURE AGENDA ITEMS**

**REPORTS**

**4.1 Directors**

**4.2 Interim General Counsel**

**4.3 Interim Administrator**

**ADJOURNMENT**

**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.**

**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 Board meeting.

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. 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 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. 1-22-01

**RESOLUTION NO. 1-22-01**

**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 JANUARY 7, 2022 TO FEBRUARY 5, 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 12th day of January, 2022 by the following vote:

AYES:

NOES:

ABSTAIN:

ABSENT:

By: \_\_\_\_\_  
Angela Ramirez Holmes, Chair

Attest:

\_\_\_\_\_  
Ellen Wehr, Secretary

## **CONSENT CALENDAR**

### **ITEM 1.1: APPROVAL OF MINUTES FROM DECEMBER 8, 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 December 8, 2021 Board of Directors meeting.

#### **DISCUSSION:**

The Interim Clerk and Interim General Counsel have prepared the attached draft minutes from the December 8, 2021 Board of Directors meeting, which were prepared in accordance with the Board discussion and direction at that meeting.

#### **ALTERNATIVES:**

An alternative form of minutes which sets forth more detailed summaries of the Board's discussion that occurred at the December 8 Board meeting could be prepared.

#### **FISCAL ANALYSIS:**

Not applicable

#### **ENVIRONMENTAL REQUIREMENTS:**

Not applicable

#### **EXHIBITS/ATTACHMENTS:**

Draft minutes from December 8, 2021 Board of Directors meeting



**LOS VAQUEROS RESERVOIR JOINT POWERS AUTHORITY  
MINUTES**

Regular Meeting of the Board of Directors  
December 8, 2021 – 9:30 a.m.

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**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  
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  
Linda J. LeZotte, Director, Santa Clara Valley Water District

**ALTERNATE DIRECTORS**

Jonathan Wunderlich, Alternate, Alameda County Water District  
Ernesto Avila, Alternate, Contra Costa Water 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

**ABSENT**

Dennis Herrera, Director, San Francisco Public Utilities Commission  
Lesa McIntosh, Alternate, East Bay Municipal Utility District

**OTHERS PRESENT**

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  
Nat Logar, Lagerlof, LLP

Rosemarie Perea, Interim Clerk  
Approximately 18 others

**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.**

James Ciampa, Interim General Counsel, advised that at the November 10, 2021 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. 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 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).

After discussion and upon motion by Director Borba, seconded by Director LeZotte, Resolution No. 12-21-01 was approved by the following roll call vote:

AYES: 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  
Linda J. LeZotte, Director, Santa Clara Valley Water District  
Steve Ritchie, Alternate, San Francisco Public Utilities Commission

NOES: None  
ABSENT: None  
ABSTAIN: None

The motion passed with an 8-0 vote.

**APPROVAL OF AGENDA**

Upon motion by Director Borba, seconded by Director LeZotte, the December 8, 2021 agenda was approved by the following roll call vote:

AYES: 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  
Linda J. LeZotte, Director, Santa Clara Valley Water District  
Steve Ritchie, Alternate, San Francisco Public Utilities Commission

NOES: None  
ABSENT: None  
ABSTAIN: None

The motion passed with an 8-0 vote.

## **PUBLIC COMMENT ON NON-AGENDA ITEMS**

None.

## **CONSENT CALENDAR**

### **1.1**

#### **Approval of Minutes from November 10, 2021, Board of Directors' Meeting**

The Board discussed the form of minutes it desired. The consensus of the Board was to have future minutes include a summary of the Board's discussion of respective items, instead of having minutes that reflect only the action the Board takes.

Upon motion by Director Coleman, seconded by Director Borba, the November 10, 2021 minutes, in the form presented, were approved by the following roll call vote:

AYES: 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  
Linda J. LeZotte, Director, Santa Clara Valley Water District  
Steve Ritchie, Alternate, San Francisco Public Utilities Commission

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 Secretary**

James Ciampa, Interim General Counsel, advised the Board that 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.

After discussion and upon motion by Director Borba, seconded by Director Hansen, and unanimously carried, Director Wehr was appointed the Authority's Secretary. The motion was approved by the following roll call vote:

AYES:           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  
                  Linda J. LeZotte, Director, Santa Clara Valley Water District  
                  Steve Ritchie, Alternate, San Francisco Public Utilities Commission

NOES:           None

ABSENT:       None

ABSTAIN:      None

The motion passed with an 8-0 vote.

## 2.2

### **Consideration and Possible Approval of Administrative Agreement**

James Ciampa, Interim General Counsel, advised the Board that 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. 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.

CCWD has been performing the contemplated administrative duties related to the Project pursuant to the Cost Share Agreement for Los Vaqueros Reservoir Expansion Project Planning and related amendments (collectively, the "Multi-Party Agreement") 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. The Administrative Agreement presented to the Board incorporates by reference the pertinent provisions of the Multi-Party Agreement and addresses the future revision to the payment flow once the Authority has established its finance functions. The Administrative Agreement includes CCWD's assignment of the Administrator function to Marguerite Patil, with Maureen Martin to serve as Ms. Patil's alternate. The 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.

Director Coleman mentioned the need to have more lead time of up to three weeks to review materials on important policies and actions. Director Borba requested that the term "initial" Administrator be replaced by "Interim" Administrator in Section A of the Agreement and anywhere else it appears in the Agreement, as the context requires.

After discussion and upon motion by Director Borba, seconded by Director Sethy, and unanimously carried, the Administrative Agreement, with the addition to the reference of Interim Administrator, was approved by the following roll call vote:

AYES:           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  
                  Linda J. LeZotte, Director, Santa Clara Valley Water District  
                  Steve Ritchie, Alternate, San Francisco Public Utilities Commission

NOES:           None  
ABSENT:       None  
ABSTAIN:      None

The motion passed with an 8-0 vote.

## **2.3**

### **Consideration of Establishing Committees**

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.

Ms. Patil suggested that those three committees be established. The Board then discussed the possible makeup of those committees. The Board concurred that Directors and Alternates should be allowed to be members of committees, with Member agency staff to act in a support role. Those details will be addressed in the Bylaws that will be prepared and presented at the January Board meeting. Alternate Director Avila noted that it would be helpful to incorporate a mission statement for each committee. Director Borba agreed that committees would be very helpful, with two to three members on each. Mr. Ciampa advised that having three members does not present a quorum issue. A motion was made by Director Borba, seconded by Director Coleman, to establish the Operations and Engineering Committee, Finance Committee and the Communications and Outreach Committee. The motion was unanimously approved as follows:

AYES:           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  
                  Linda J. LeZotte, Director, Santa Clara Valley Water District  
                  Steve Ritchie, Alternate, San Francisco Public Utilities Commission

NOES: None  
ABSENT: None  
ABSTAIN: None

The motion passed with an 8-0 vote.

## **DISCUSSION ITEMS**

### **3.1**

#### **Discussion of Board Policy and Action Calendar**

James Ciampa, Interim General Counsel, advised the Board that as a new public agency, there are policies the Board will need to adopt in the coming months. At the suggestion of Alternate Director Avila at the November 10, 2021 Board meeting, a calendar and outline of potential policies and upcoming proposed Board actions was prepared for the Board's information. Director Borba stated that she supported looking at the year ahead and Alternate Director Avila stated that it was a good starting point provided the Board is given ample time to consider any action.

After discussion and consideration of the outline of Authority policies and future actions provided, it was the consensus of the Board to consider their adoption at future Board meetings.

### **3.2**

#### **Discussion of Director and Alternate Director Roles**

At the November 10, 2021, 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 was provided for the Board's information.

### **3.3**

#### **Discussion of Possible Alternatives for Authority Liability and Errors and Omissions Insurance**

The Board discussed the Authority's procurement of general liability and errors and omissions insurance coverage for any Authority and Board actions. Mr. Ciampa advised that several alternatives are 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 must also be factored into the economic analysis.

Chair Ramirez Holmes stated she favored bringing back to the Board for consideration three quotes for that insurance. Members of the Board discussed the coverage that each of their agencies has and it was the consensus of the Board that staff bring back to the Board three quotes for consideration at the February Board meeting.

### **3.4**

#### **2022 Meeting Schedule**

Members of the Board of Directors were provided with a 2022 Meeting Schedule noting that all meetings will commence at 9:30 a.m. on the second Wednesday of each month. Location for any in-person

meetings to be determined. Board meeting materials will be distributed electronically to the Board by 12 noon on the Thursday preceding the scheduled meeting and posted to the Authority website shortly thereafter in compliance with the Brown Act. Directors are responsible for communicating with their alternates to ensure agency representation at Board meetings.

Vice Chair Hansen suggested that the Zoom invites for at least the next two months be sent out to members of the Board. Director LeZotte questioned where the meetings would be held once remote participation is no longer viable. Interim Counsel, Jim Ciampa, advised that in person meetings could be held anywhere in the Authority's jurisdiction, which covers a large area. Further discussion on the location of in-person meetings will take place at future meetings.

### **3.5**

#### **Discussion of Proposed Revisions to Authority Fact Sheet**

The Board was asked to review the revised Authority Fact Sheet and provide input regarding the document. The following suggestions were made:

- Director Borba suggested that the website reference be larger and more prominent on both pages
- Director Ritchie suggested more clarity for the font
- Secretary Wehr asked whether the City of Tracy should be referenced as a participating agency through San Luis & Delta-Mendota Water Authority

Ms. Patil stated the Fact Sheet would be revised and updated and posted to the Authority website.

#### **FUTURE AGENDA ITEMS**

- Alternate Director Ritchie requested that a Diversity Policy be considered for the JPA.

#### **REPORTS**

##### **4.1**

##### **Directors**

None.

##### **4.2**

##### **Interim General Counsel**

Mr. Ciampa advised the Board that all Form 700s are in hand or on their way and he thanked all members of the Board for their assistance in this matter. The Form 700s will be filed with the FPPC and the Oaths of office will be filed with the Secretary of State. All required notices to the respective county Local Agency Formation Commissions have been provided.

##### **4.3**

##### **Interim Administrator**

Ms. Patil provided the following:

- The Contact List (for internal use only) is being prepared
- Biographies and headshots for the website will be requested from members of the Board
- Coordination with the Department of Water Resources (DWR) to designate its representative on the Authority's Board – a letter from the Chair to DWR to designate a staff member will be sent

The meeting was adjourned at 10:53 a.m.

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Ellen Wehr, Secretary

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Angela Ramirez Holmes, Chair

**ITEM 2.1: ELECTION OR APPOINTMENT BY MOTION OF TREASURER**

**RESPONSIBLE/LEAD STAFF MEMBER:**

Marguerite Patil, Interim Administrator

**RECOMMENDATION:**

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

**DISCUSSION:**

Section 4.4 of the Los Vaqueros Reservoir Joint Exercise of Powers Agreement authorizes the Board of Directors to appoint the Authority's Treasurer. The Treasurer is to be the depository and have custody of all money of the Authority and have other duties as specified in the Joint Exercise of Powers Act in Government Code Section 6505.5 (copy attached). Section 4.4 of the JPA Agreement further provides that the Treasurer is to manage the Authority's billing, cash management, financial reporting and debt; engage the independent auditor to review the Authority's financial statements; and report to the Administrator or Executive Director. The Treasurer can be a Director or other person.

Currently, Contra Costa Water District (CCWD) provides the accounting services for the Project, including cash management, monthly financial reporting to Member agencies, invoicing, quarterly financial reporting to the California Water Commission and Bureau of Reclamation, and engagement of an independent auditor. It is contemplated that the Treasurer will oversee those financial functions and work closely with the Interim Administrator and other CCWD staff in connection with those functions. It is recommended that the Treasurer 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.

**ALTERNATIVES:**

The Board of Directors may delegate the appointment of the Treasurer to the Interim Administrator.

**FISCAL ANALYSIS:**

Not applicable

**ENVIRONMENTAL REQUIREMENTS:**

Not applicable

**EXHIBITS/ATTACHMENTS:**

Government Code Section 6505.5

**Government Code Section 6505.5.**

If a separate agency or entity is created by the agreement, the agreement shall designate the treasurer of one of the contracting parties, or in lieu thereof, the county treasurer of a county in which one of the contracting parties is situated, or a certified public accountant to be the depository and have custody of all the money of the agency or entity, from whatever source.

The treasurer or certified public accountant so designated shall do all of the following:

- (a) Receive and receipt for all money of the agency or entity and place it in the treasury of the treasurer so designated to the credit of the agency or entity.
- (b) Be responsible, upon his or her official bond, for the safekeeping and disbursement of all agency or entity money so held by him or her.
- (c) Pay, when due, out of money of the agency or entity held by him or her, all sums payable on outstanding bonds and coupons of the agency or entity.
- (d) Pay any other sums due from the agency or entity from agency or entity money, or any portion thereof, only upon warrants of the public officer performing the functions of auditor or controller who has been designated by the agreement.
- (e) Verify and report in writing on the first day of July, October, January, and April of each year to the agency or entity and to the contracting parties to the agreement the amount of money he or she holds for the agency or entity, the amount of receipts since his or her last report, and the amount paid out since his or her last report.

The officer performing the functions of auditor or controller shall be of the same public agency as the treasurer designated as depository pursuant to this section. However, where a certified public accountant has been designated as treasurer of the entity, the auditor of one of the contracting parties or of a county in which one of the contracting parties is located shall be designated as auditor of the entity. The auditor shall draw warrants to pay demands against the agency or entity when the demands have been approved by any person authorized to so approve in the agreement creating the agency or entity.

The governing body of the same public entity as the treasurer and auditor specified pursuant to this section shall determine charges to be made against the agency or entity for the services of the treasurer and auditor. However, where a certified public accountant has been designated as treasurer, the governing body of the same public entity as the auditor specified pursuant to this section shall determine charges to be made against the agency or entity for the services of the auditor.

**ITEM 2.2 APPROVAL OF PUBLIC RECORDS ACT REQUEST GUIDELINES**

**RESPONSIBLE/LEAD STAFF MEMBER:**

Marguerite Patil, Interim Administrator

**RECOMMENDATION:**

That the Authority's Board of Directors approve the Public Records Act Request Guidelines, in the form presented.

**DISCUSSION:**

The California Public Records Act (the "Act") is codified at Government Code Sections 6250 et seq. and provides the public the right to access and obtain copies of public agencies' records, subject to various exemptions provided under the Act.

Because the Authority recently received a request for certain Authority records, the Interim Administrator and Interim General Counsel, along with Chair Ramirez Holmes, believed it would be prudent to have Public Records Act Request Guidelines in place to provide guidance to members of the public with respect to their rights to access and obtain copies of Authority records.

The attached 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. Lastly, 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.

**ALTERNATIVES:**

The Board of Directors can proceed without approval of these Guidelines and allow for compliance with the Public Records Act in accordance the Act's provisions.

**FISCAL ANALYSIS:**

Not applicable

**ENVIRONMENTAL REQUIREMENTS:**

Not applicable

**EXHIBITS/ATTACHMENTS:**

Public Records Act Request Guidelines



**Public Records Act Request Guidelines** *(to be posted on website)*

Access to information concerning the conduct of the people's business is a fundamental and necessary right of every person in this state. The Los Vaqueros Reservoir Joint Powers Authority (JPA or Authority) provides access to public records in accordance with the California Public Records Act (Act), found at California Government Code sections 6250 et seq. The following guidelines are provided to ensure the public fully understands how to exercise their right to inspect or collect disclosable public records.

Public records of the JPA shall be open to inspection during normal office hours at the Authority's headquarters located at Contra Costa Water District, 1331 Concord Avenue, Concord, California. Public records are all records of the Authority retained by the JPA in its ordinary course of business, except for records that are specifically exempted under the Act or by other laws.

Much information regarding the Authority is available online. If you do not find the information you are looking for, you may request public records via mail, e-mail, or through the "Contact Us" link set forth below on the JPA's website (please specify in your message that it is a request for JPA records). To avoid confusion and to make certain that you obtain the records you want, we recommend that you put your request in writing. Try to be as clear as possible and include date limits on your request.

[Los Vaqueros JPA](#)

Written requests to be submitted by mail should be mailed to the following address:

**Los Vaqueros Reservoir Joint Powers Authority**  
1331 Concord Avenue  
Concord, CA 94520

You may also e-mail requests to the JPA's Interim Clerk at [rperea@lagerlof.com](mailto:rperea@lagerlof.com).

The Authority will provide the requested documents within 10 days or advise you, in writing, of the need for any longer period for which it will provide those documents, along with when the documents will be made available. The Authority will also notify you in writing of any exemption from disclosure of any requested documents.

The Authority does not charge for the time and costs incurred in searching for, locating, or collecting records. However, the Authority may charge for the actual costs of duplicating paper records in accordance with [California Government Code Section 6253\(b\)](#). Additionally, the Authority may recover any postage costs it incurs in connection with delivery of any requested records.

**ITEM 3.1: DRAFT AUTHORITY BYLAWS**

**RESPONSIBLE/LEAD STAFF MEMBER:**

James Ciampa, Interim General Counsel

**RECOMMENDATION:**

That the Authority's Board of Directors discuss the draft Bylaws 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 add specifics to some issues, such as the roles of Directors and alternates, election of officers, officer vacancies and committees. This item is intended to generate discussion among the directors and alternates regarding various policy-related issues that are or can be addressed in the Bylaws that will ultimately be presented to the Board for adoption at the February Board meeting.

**ALTERNATIVES:**

The Board is not required to adopt Bylaws, although they are recommended to add further detail regarding the Authority's governance.

**FISCAL ANALYSIS:**

Not applicable

**ENVIRONMENTAL REQUIREMENTS:**

Not applicable

**EXHIBITS/ATTACHMENTS:**

Draft Bylaws

**[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. 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 clauses, sentences, paragraphs or provisions of these Bylaws 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 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 Agreement, the 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 Agreement or these Bylaws. As provided in Section 2.3 of the JPA Agreement, the Board may, in its discretion, delegate powers with the exception of its legislative powers.
- 3.2. Directors, Alternates and Ex Officio Directors:
  - 3.2.1. Directors and Alternates. 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. Alternates 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 may not attend a closed session of the Board unless the Director representing their appointing Member is not present. Directors and alternates 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. DWR shall, in 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, 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 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, 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, 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. Pursuant to such request, 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 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. The Chair shall select the members of each committee and the chair and vice chair of each committee. Directors or alternates 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.

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.

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

**ITEM 3.2: DRAFT PURCHASING POLICY AND EXPENDITURE LIMITS**

**RESPONSIBLE/LEAD STAFF MEMBER:**

Marguerite Patil, Interim Administrator

**RECOMMENDATION:**

That the Authority's Board of Directors discuss the draft 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 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.

**ALTERNATIVES:**

The Board of Directors could: (i) not adopt the attached policy and rely solely on CCWD's existing purchasing policy and related procedures, (ii) 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:**

Draft Purchasing Policy and Expenditure Limits and related resolution

**RESOLUTION NO. \_\_\_\_\_**

**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 \_\_\_\_ day of \_\_\_\_\_, 2022 by the following vote:

AYES:

NOES:

ABSTAIN:

ABSENT:

By: \_\_\_\_\_  
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.

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.

#### **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. 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, 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**

- i) 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**

- 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
- 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 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.

**ITEM 3.3: COMMITTEE ASSIGNMENTS**

**RESPONSIBLE/LEAD STAFF MEMBER:**

Marguerite Patil, Interim Administrator

**DISCUSSION:**

This is an opportunity for any interested Directors or alternates to express their interest in serving on any of the Board's committees – Operations and Engineering, Finance and Communications and Outreach.

**ALTERNATIVES:**

Not applicable

**FISCAL ANALYSIS:**

Not applicable

**ENVIRONMENTAL REQUIREMENTS:**

Not applicable

**EXHIBITS/ATTACHMENTS:**

None

**ITEM 3.4: REVIEW OF BOARD POLICY AND ACTION CALENDAR**

**RESPONSIBLE/LEAD STAFF MEMBER:**

James Ciampa, Interim General Counsel

**DISCUSSION:**

This outline is provided for the Board's information. It will be updated and reformatted for the February Board meeting.

**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 [Action Item]

Public Records Act Request Guidelines [Action Item]

Bylaws – initial presentation [Discussion Item]

Purchasing Policy [Discussion Item]

February 2022

Bylaws – final approval [Action Item]

Purchasing Policy [Action Item]

Liability and Errors and Omissions Insurance [Action Item]

JPA Management Approach [Discussion Item]

Board Meeting & Decorum Policy [Action Item]

Statement of Commitment to Diversity and Accessibility [Action Item]

Conflict of Interest Code [Discussion Item]

Begin Committee Meetings

March 2022

JPA Management Approach [Discussion Item]

2022-23 Budget [Discussion 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]

May/June 2022

Reserve Policy [Action Item]

2022-23 Budget [Action Item]

CEQA Guidelines Implementation [Action Item]

Government Claims Policy [Action Item]

Social Media Policy [Action Item]