



**LOS VAQUEROS RESERVOIR JOINT POWERS AUTHORITY
AGENDA**

Special Meeting of the Board of Directors
November 10, 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/87228246317?pwd=MUpIdTZCUDRIZEpnM1doVGttVmg5UT09>

Meeting ID: 872 2824 6317

Passcode: 012518

One tap mobile

+16699006833,,87228246317#,,,,*012518# US (San Jose)

+13462487799,,87228246317#,,,,*012518# US (Houston)

(Computer and Telephone Audio Accessible)

Any member of the public wishing to make any comments to the 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 November 9, 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

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
Lesa McIntosh, Alternate, East Bay Municipal Utility District
Ellen Wehr, Director, Grassland Water District
Ricardo Ortega, Alternate, Grassland Water District
Dennis Herrera, Director, San Francisco Public Utilities Commission
Steve Ritchie, Alternate, San Francisco Public Utilities Commission
Anthea Hansen, Director, San Luis & Delta-Mendota Water Authority
Jose Gutierrez, Alternate, 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

ADMINISTRATION OF OATHS OF OFFICE

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.

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.

ACTION ITEMS

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

- 1.2 Consider Adoption of Resolution No. 11-21-02 for Appointment of Contra Costa Water District as Interim Administrator**
- 1.3 Consider Appointment of James Ciampa of Lagerlof, LLP as Interim General Counsel and Approving Related Agreement for Interim General Counsel Services**
- 1.4 Consider Appointment of Rosemarie Perea as Interim Clerk**
- 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**
- 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**

DISCUSSION ITEMS

- 2.1 Discussion of Form 700 Filing Requirements by Directors, Alternates and Other Staff**
- 2.2 Discussion of Initial JPA Press Release**

FUTURE AGENDA ITEMS

REPORTS

- 3.1 Directors**
- 3.2 Interim General Counsel**
- 3.3 Interim Administrator**

ADJOURNMENT

- OATH OF OFFICE -

FOR THE OFFICE OF DIRECTOR OR ALTERNATE DIRECTOR OF THE LOS VAQUEROS
RESERVOIR JOINT POWERS AUTHORITY

I, _____, do solemnly swear that I will support and defend the Constitution of the United States and the Constitution of the State of California against all enemies, foreign and domestic; that I will bear true faith and allegiance to the Constitution of the United States and the Constitution of the State of California; that I take this obligation freely, without any mental reservation or purpose of evasion; and that I will well and faithfully discharge the duties upon which I am about to enter.

Signature

Subscribed and sworn to before me this
10th day of November, 2021

James D. Ciampa, Attorney-at-Law
California State Bar No. 162280

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.

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 Board meetings to be conducted remotely by teleconference without compliance with the Brown Act's established teleconferenced meetings requirements, as permitted by recently enacted Assembly Bill (AB) 361, while ensuring public access to such Board meetings.

DISCUSSION:

On March 4, 2020, Governor Gavin Newsom proclaimed a state of emergency to exist in California as a result of the threat of COVID-19. Subsequently, the Governor issued a number of Executive Orders that suspended certain provisions of the Brown Act, and allowed local legislative bodies to hold public meetings via teleconferencing and to make public meetings accessible telephonically or otherwise electronically to all members of the public seeking to observe and to address the local legislative body, without requiring the physical presence of members, staff, or the public as a condition to participation for a meeting (Executive Order N-25-20 (Mar. 12, 2020); Executive Order N-29-20 (Mar. 17, 2020); Executive Order N-08-21 (June 11, 2021)).

The last of these Executive Orders, N-08-21, rescinded the above-mentioned modifications made to the Brown Act, effective September 30, 2021. Unless the Legislature or the Governor took additional action, on or after October 1, 2021, a Brown Act body would have been required to comply with existing Brown Act provisions related to teleconference meetings – list all locations, give notice and access at each location, have a quorum in the jurisdiction, offer a physical location to attend and comment, etc.

On September 16, 2021, the Governor signed AB 361, which immediately amended the Brown Act to permit teleconference meetings when the Governor has declared a state of emergency and certain other conditions are met. In such a situation, regular Brown Act teleconference provisions are suspended, the legislative body must make specific findings, and specific procedural mandates must be followed. Note that on September 20, 2021, the Governor issued Executive Order N-15-21 to delay the effectiveness of AB 361 until October 1, 2021 to avoid confusion with the existing Executive Order on the subject.

Adopting the proposed resolution will allow the Authority's Board to conduct meetings via teleconference in conformity with Government Code section 54953(e), as amended by AB 361.

Specifically, the Board will be able to meet via teleconference but not be required to provide notice of each teleconference location, post a notice at each location, provide access at each location, require a quorum be present within the Authority's jurisdiction, or provide an option to meet at a physical location. Instead, the Board will be required to (1) give notice of the meeting and post agendas as otherwise required (timing, content, etc.), (2) allow members of the public to access the meeting via call-in or internet-based service (e.g. Zoom), (3) provide details on the agenda on how to access the meeting and comment, (4) give an opportunity to comment pursuant to Gov. Code 54954.3 and allow a reasonable amount of time during public comment for a person to register, login, and comment, and (5) monitor the call lines and internet-based service lines to ensure no disruption hinders access or ability to comment, and if there is such a disruption, take no action until public access is restored, or else the action is subject to challenge.

The resolution 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).

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. 11-21-01

RESOLUTION NO. 11-21-01

**RESOLUTION OF THE BOARD OF DIRECTORS OF THE LOS VAQUEROS
RESERVOIR JOINT POWERS AUTHORITY 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 NOVEMBER 10, 2021 TO DECEMBER 9, 2021
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, such conditions now exist in the Authority’s 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 variant, 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 variant 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 existing 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 proclaim a local emergency and ratify the proclamation of state of emergency by the Governor of the State of California; and

WHEREAS, as a consequence of the 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 now exists in 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. Ratification of Governor's Proclamation of a State of Emergency. The Board hereby 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. 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, conducting 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 10th day of November, 2021 by the following vote:

AYES:

NOES:

ABSTAIN:

ABSENT:

By: _____
Chair, Board of Directors

Attest:

James D. Ciampa, Interim General Counsel

ITEM 1.1: ELECTION OR APPOINTMENT BY MOTION OF CHAIR AND VICE-CHAIR

RESPONSIBLE/LEAD STAFF MEMBER:

James Ciampa, Interim General Counsel

RECOMMENDATION:

That the Los Vaqueros Reservoir Joint Powers Authority (Authority) Board of Directors (Board) elect or appoint by motion, a Chair and Vice-Chair of the Authority.

DISCUSSION:

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 perform such other 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.

ALTERNATIVES:

Not applicable

FISCAL ANALYSIS:

Not applicable

ENVIRONMENTAL REQUIREMENTS:

Not applicable

EXHIBITS/ATTACHMENTS:

None

ITEM 1.2 **CONSIDER ADOPTION OF RESOLUTION NO. 11-21-02 FOR APPOINTMENT OF CONTRA COSTA WATER DISTRICT AS INTERIM ADMINISTRATOR**

RESPONSIBLE/LEAD STAFF MEMBER:

James Ciampa, Interim General Counsel

RECOMMENDATION:

Approve adoption of the above-referenced resolution naming Contra Costa Water District as the Authority's Interim Administrator

DISCUSSION:

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.

Thus, by the below resolution, the Board is being asked to appoint CCWD as the Interim Administrator.

ALTERNATIVES:

That the Board appoints a different person or entity to serve as Administrator.

FISCAL ANALYSIS:

The contemplated appointment would be subject to the existing Cost Share Agreement for Los Vaqueros Reservoir Expansion Project Planning (Multi-party Agreement) in place among the Authority's members and with a termination date of December 31, 2022. In essence, the contemplated actions would continue the status quo with respect to CCWD's administrative activities concerning the Los Vaqueros Reservoir Expansion Project in the short-term and until the Authority is more fully organized in the coming months.

ENVIRONMENTAL REQUIREMENTS:

None

EXHIBITS/ATTACHMENTS:

Draft Resolution No. 11-21-02

RESOLUTION NO. 11-21-02

**A RESOLUTION OF THE BOARD OF DIRECTORS OF THE
LOS VAQUEROS RESERVOIR JOINT POWERS
AUTHORITY APPOINTING CONTRA COSTA WATER
DISTRICT AS INTERIM ADMINISTRATOR**

WHEREAS, pursuant to Section 4.5.1 of the Los Vaqueros Reservoir Joint Exercise of Powers Agreement (Agreement), the Board of Directors is required to appoint an Administrator to provide management and administrative services to the Los Vaqueros Reservoir Joint Powers Authority (Authority); and

WHEREAS, Section 4.5.1 of the Agreement states that Contra Costa Water District shall serve as the Authority's initial Administrator; and

WHEREAS, it is the desire of the Authority's Board of Directors to appoint Contra Costa Water District as the Interim Administrator to provide such management and administrative services to the Authority; and

NOW, THEREFORE, the Authority's Board of Directors hereby resolves as follows:

Section 1. Pursuant to Section 4.5.1 of the Los Vaqueros Reservoir Joint Exercise of Powers Agreement, Contra Costa Water District (CCWD) is hereby appointed the Administrator of the Authority to provide management and administrative services related to the Authority.

Section 2. The Authority's Legal Counsel is directed to prepare an Administrative Agreement with CCWD to provide for the specific duties and functions CCWD shall carry out in its role as Administrator.

Section 3. CCWD shall perform such duties as may be directed by the Authority's Board of Directors in connection with the management and administration of the Authority.

Section 4. Effective Date of Resolution. This Resolution shall take effect from and after the date of its passage and adoption.

PASSED AND ADOPTED by the Board of Directors of the Los Vaqueros Reservoir Joint Powers Authority this 10th day of November, 2021 by the following vote:

AYES:

NOES:

ABSTAIN:

ABSENT:

By: _____
Chair, Board of Directors

Attest:

James D. Ciampa, Interim General Counsel

ITEM 1.3: CONSIDER APPOINTMENT OF JAMES CIAMPA OF LAGERLOF, LLP AS INTERIM GENERAL COUNSEL AND APPROVING RELATED AGREEMENT FOR INTERIM GENERAL COUNSEL SERVICES

RESPONSIBLE/LEAD STAFF MEMBER:

Marguerite Patil, on behalf of Interim Administrator

RECOMMENDATION:

That the Los Vaqueros Reservoir Joint Powers Authority (Authority) Board of Directors' (Board) consider and appoint James Ciampa of Lagerlof, LLP as the Authority's Interim General Counsel and approve the attached related agreement in substantial form for Interim General Counsel Services.

DISCUSSION:

James Ciampa of Lagerlof, LLP has assisted in the drafting, negotiating and formation of the Authority. Mr. Ciampa was engaged by Local Agency Partners to serve as an independent source of legal advice in connection with the preparation of the Authority's Joint Exercise of Powers Agreement and in preparing and filing other Authority formation documents. His legal service costs have been shared equally to date by the member agencies with additional cost share provided by the Early Funding Agreement between CCWD and the California Water Commission.

Attached for review and approval is his proposed agreement for legal services as Interim General Counsel. It is contemplated 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.

The main terms of the agreement are as follows:

1. Hourly rate of \$335.00;
2. Term from November 10, 2021 to December 31, 2022, but subject to earlier termination at the Board's discretion;
3. May be terminated by the Authority with 30-days' notice;
4. No less than \$1,000,000 in professional/business/malpractice liability insurance.

ALTERNATIVES:

That the Board appoints a different Interim General Counsel.

FISCAL ANALYSIS:

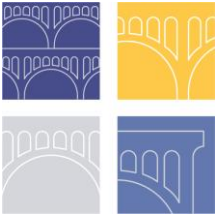
Legal costs are provided for under the current Multi-party Agreement that is in place and have been within the contemplated and budgeted amounts.

ENVIRONMENTAL REQUIREMENTS:

Not applicable

EXHIBITS/ATTACHMENTS:

General Counsel Engagement Letter



November 10, 2021

Board of Directors
Los Vaqueros Reservoir Joint Powers Authority

Re: Legal Services as Interim General Counsel

On behalf of Lagerlof, LLP, thank you for the opportunity to render legal services as Interim General Counsel for the Los Vaqueros Reservoir Joint Powers Authority (the "Authority"). This letter will serve to record our mutual understanding of the terms and conditions of our representation.

1. Our fees for the legal work we will undertake will be calculated and billed monthly at our public agency hourly rate, which is currently \$335.00. In addition, we will be engaging the Authority's Interim Clerk through our office, at a rate of \$130.00 per hour. We bill our time and the Interim Clerk's time in one-tenth of an hour increments. Our rate applies to all time spent as Interim General Counsel for the Authority, including, but not limited to, meetings, office and telephone conferences, emails, letters, negotiations, research, preparing, analyzing and reviewing documents, waiting and travel time.
2. Our hourly rates are generally increased from time-to-time to accommodate rising firm costs. Advance notice of at least thirty (30) days of any such increase will be provided.
3. Our fees are inclusive of certain expenses incurred in connection with our internal costs, such as postage, document reproduction, telephone charges and local mileage while away from our office on our client's local business. In other words, we do not charge separately for those specified costs. However, the client shall be responsible for, and we shall not be required to advance, payment of all other expenses, including without limitation, government and other filing fees, service fees, consultant and outside technical support fees, travel expenses and Zoom account upgrade necessary to accommodate the Authority's expected meeting participation. We will not incur any major expenses in excess of \$200.00 without your approval.



4. It is our policy to bill monthly and to require payment of our bills promptly, within 30 days of presentation. We will send our full invoice to the Authority's Chair for review and approval and will provide the Interim Administrator with an invoice summary in connection with payment to be processed under the terms of the Multi-Party Agreement. A service and late charge equivalent to 1% per month may be levied upon any past due and outstanding account and late payments. If any invoice is not paid promptly, or if any conflict arises between the client and this firm as to the conduct of this matter, it is understood that we have the right to withdraw. In such circumstances, you agree to promptly secure new counsel of your own selection to represent you and to cooperate fully in the substitution of the new counsel as your counsel of record in this matter.
5. The term of this letter agreement shall be effective from November 10, 2021, and continue through December 31, 2022, subject to earlier termination. Notwithstanding the foregoing, you have the right to terminate our services at any time upon at least thirty (30) days' written notice. We also have the right to terminate our services to you upon at least thirty (30) days' written notice or in the event you fail to pay in full the monthly invoices as submitted, to cooperate on a reasonable request, or in the event we determine in our reasonable discretion that to continue services to you would be unethical, impractical or improper.
6. We believe in staying in contact with our clients to ensure that the legal work we do proceeds as smoothly as possible and that our billings are accurate and understandable. Should there be any questions about our work or billing please do not hesitate to contact me.
7. The amount of the attorneys' fees and expenses which may be incurred in representing a client's interests cannot always be predicted. In that connection, we must advise that we cannot make any representations limiting the amount of fees and expenses that you will be charged by our firm in representing you.
8. The Firm shall maintain at all times during the term of this agreement (unless earlier terminated) the following policies of insurance:
 - a. Business liability insurance with a limit of no less than One Million (\$1,000,000.00) Dollars with the Authority named as an "additional insured" and the Firm shall provide to the Authority a certificate of such insurance which identifies the Authority as an "additional insured";
 - b. Professional liability/legal malpractice insurance with a limit of no less than Two Million Dollars (\$2,000,000.00); and
 - c. Workers' compensation insurance as required by the State of California for any employees of the Firm.



Such insurance shall not be cancelled, limited or non-renewed until after thirty (30) days written notice to the Authority. Any insurance maintained by the Authority shall be excess to that maintained by the Firm.

9. The professional services provided by the Firm under this agreement are personal to the Firm, and the Firm shall not assign any work to be performed under this agreement without the Authority's written consent.
10. The Firm is an independent contractor retained by the Authority for the performance of the services contemplated by this agreement. Neither the Firm or any of its employees shall be considered employees of the Authority.
11. Upon termination of this agreement, the Firm shall keep and retain a copy of its files produced or created in the course of the services provided by the Firm under this agreement for a period of four (4) years or, in the alternative, deliver such files to the Authority for its retention. Such files may be maintained electronically. Such files shall be made available to the Authority during reasonable business hours during the term of this agreement.
12. Pursuant to the Gramm-Leach-Bliley Act, Public Law Number 106-102, and the rule issued by the Federal Trade Commission regarding the Privacy of Consumer Financial information, 16 Code of Federal Regulations Part 313, law firms are required to provide written notices to certain clients regarding disclosure of non-public personal information. As your attorneys, we collect non-public information about you from you and, with your authorization, from third parties such as accountants, financial advisors, insurance agents, banking institutions, and other advisors. We do not disclose any non-public personal information about our clients or former clients to anyone except as authorized by that client. If we are authorized by you, we may disclose non-public personal information to unrelated third parties. Such unrelated third parties would include accountants, financial advisors, insurance agents, or government authorities in connection with any tax returns prepared by us or tax planning. We restrict access to non-public personal information about you to those employees of our law firm who need to know the information in order to provide legal services to you. We maintain physical, electronic, and procedural safeguards that comply with Federal Regulations and our rules of ethics to guard your non-public personal information.
13. While the foregoing federal laws and regulations establish rules and disclosure requirements, they do not limit the attorney-client privilege or the confidentiality rules for information provided to attorneys. The privilege and confidentiality rules are governed by state law, the rules imposed on attorneys under state law and our ethics standards. In circumstances where applicable federal laws might allow disclosure, we will continue to follow the stricter non-disclosure rules of attorney-client privilege and client confidentiality.



14. In performing the services contemplated by this agreement the Firm will comply with all applicable laws and regulations.
15. Except for any change in the hourly rate specified in Section 1 above which may be modified as set forth in Section 2 above, this agreement may be modified or amended by the parties only by a written modification or amendment signed by the parties.

Thank you for your consideration of this letter agreement. If this letter agreement meets with your approval, please indicate your acceptance by dating and signing this original and returning it by email or otherwise.

Very truly yours,

LAGERLOF, LLP

James D. Ciampa

THE AUTHORITY UNDERSTANDS AND ACCEPTS THE TERMS OF THIS LETTER AGREEMENT.

LOS VAQUEROS RESERVOIR JOINT POWERS
AUTHORITY

Dated: _____

By: _____
Chair, Board of Directors

ITEM 1.4: CONSIDER APPOINTMENT OF ROSEMARIE PEREA AS AUTHORITY INTERIM CLERK

RESPONSIBLE/LEAD STAFF MEMBER:

James Ciampa, Interim General Counsel

RECOMMENDATION:

That the Los Vaqueros Reservoir Joint Powers Authority (Authority) Board of Directors' (Board) consider and appoint Rosemarie Perea as the Authority's Interim Clerk.

DISCUSSION:

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

Ms. Perea will be retiring on December 31, 2021 from her current position of Director of Administrative Services at Rowland Water District in Rowland Heights, in Los Angeles County, where she was employed for over 23 years. For many years during her tenure at Rowland, Ms. Perea functioned as the clerk to Rowland's Board of Directors. Ms. Perea's employer has agreed to make her available to Authority-related services through the end of 2021.

Ms. Perea will be engaged through Mr. Ciampa's firm and the Authority will then reimburse Mr. Ciampa's firm for Ms. Perea's services, which will be billed at \$130.00 per hour.

ALTERNATIVES:

That the Board appoints a different Interim Clerk.

FISCAL ANALYSIS:

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

ENVIRONMENTAL REQUIREMENTS:

Not applicable

ITEM 1.5: CONSIDER ADOPTION OF RESOLUTION NO. 11-21-03 DESIGNATING THE AUTHORITY'S PRINCIPAL OFFICE AND ESTABLISHING REGULAR MEETING TIME AND PLACE FOR FUTURE AUTHORITY MEETINGS

RESPONSIBLE/LEAD STAFF MEMBER:

James Ciampa, Interim General Counsel

RECOMMENDATION:

That the Los Vaqueros Reservoir Joint Powers Authority's Board of Directors adopt the attached resolution designating the Authority's Principal Office and establishing regular meeting time and place for future Authority meetings.

DISCUSSION:

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.

It is contemplated that the Authority's initial principal business office will be the office of its Interim General Counsel, Lagerlof, LLP, at 155 North Lake Avenue, 11th Floor, Pasadena, California 91101. Once the Authority is more firmly established that principal office will be revised to a location within the Authority's geographical jurisdiction as defined in Section 1.1.27 of the Joint Exercise of Powers Agreement as the Project Service Area.

The Joint Exercise of Powers Agreement requires monthly meetings of the Board of Directors and for the first year or two it is expected such monthly meetings will be necessary. In the long-term, less frequent meetings will likely occur. Special meetings of the Board of Directors may be held from time-to-time at a place consistent with the adopted resolution as determined by the Board of Directors, its Chair, Vice-Chair, or the Administrator.

The Board will need to discuss establishing its regular meeting date and time, and blanks are left in the resolution concerning that information. In addition, the Board will need to discuss the location of those regular meetings once in-person meetings resume. The Brown Act requires those meetings occur within the Authority's geographic jurisdiction.

ALTERNATIVES:

That the Board select an alternate principal office location and/or defer determining the date, time and location of its regular meetings.

FISCAL ANALYSIS:

Not applicable

ENVIRONMENTAL REQUIREMENTS:

Not applicable

EXHIBITS/ATTACHMENTS:

Draft Resolution No. 11-21-03

RESOLUTION NO. 11-21-03

**RESOLUTION OF THE BOARD OF DIRECTORS OF THE
LOS VAQUEROS RESERVOIR JOINT POWERS
AUTHORITY DESIGNATING THE AUTHORITY'S
PRINCIPAL BUSINESS OFFICE, AND DESIGNATING THE
TIME AND PLACE FOR HOLDING REGULAR MEETINGS
OF THE BOARD OF DIRECTORS**

WHEREAS, the Ralph M. Brown Act at Section 54954 of the Government Code requires the adoption of a resolution specifying the time and place of regular meetings of the Board of Directors of the Los Vaqueros Reservoir Joint Powers Authority ("Authority"); and

WHEREAS, it is the intent of the Board of Directors by this Resolution to establish the principal place of business for the Authority; and

WHEREAS, it is the intent of the Board of Directors by this Resolution to specify the time and place of all regular meetings of the Board of Directors.

NOW, THEREFORE, the Authority's Board of Directors hereby resolves as follows:

Section 1. The Authority's principal business office is the office of its General Counsel, Lagerlof, LLP, 155 North Lake Avenue, 11th Floor, Pasadena, California 91101, with a telephone number of 626-793-9400.

Section 2. The regular meetings of the Board of Directors will be held 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 ordinarily be held at the office of one of the Authority's members, as specified below, or at another location within the Authority's geographical jurisdiction, on a monthly basis, at _____ a.m./p.m. on the _____ (e.g., second Wednesday) each month. Special meetings of the Board of Directors may be held from time-to-time at a place consistent with this Resolution as determined by the Board of Directors, its Chair, Vice Chair or the Authority's Administrator. The members' office addresses are:

Alameda County Water District – 43885 South Grimmer Blvd., Fremont, CA 94538

Contra Costa Water District – 1331 Concord Avenue, Concord, CA 94520

East Bay Municipal Utility District – 375 Eleventh Street, Oakland, CA 94607

San Luis & Delta-Mendota Water Authority – 15990 Kelso Road, Byron, CA 94514

Grassland Water District – 200 West Willmott Avenue, Los Banos, CA 93635

San Francisco Public Utilities Commission – 525 Golden Gate Avenue, 10th Floor, San Francisco, CA 94102

Santa Clara Valley Water District – 5750 Almaden Expressway, San Jose, CA 95118

Zone 7 Water Agency – 100 North Canyon Parkway, Livermore, CA 94551

Section 3. Such regular and special Board of Directors meetings may be adjourned or rescheduled to another date or time to accommodate a holiday, for lack of a quorum or for the convenience of the members of the Board of Directors.

Section 4. Effective Date of Resolution. This Resolution shall take effect from and after the date of its passage and adoption.

PASSED AND ADOPTED by the Board of Directors of the Los Vaqueros Reservoir Joint Powers Authority this 10th day of November, 2021 by the following vote:

AYES:

NOES:

ABSTAIN:

ABSENT:

By: _____
Chair, Board of Directors

Attest:

James D. Ciampa, Interim General Counsel

ITEM 1.6 CONSIDER ADOPTION OF RESOLUTION NO. 11-21-04 PERMITTING DISCLOSURE OF CLOSED SESSION DISCUSSIONS OF THE AUTHORITY'S BOARD OF DIRECTORS TO THE AUTHORITY'S MEMBER AGENCIES AND LEGAL COUNSEL UNDER CERTAIN CIRCUMSTANCES

RESPONSIBLE/LEAD STAFF MEMBER:

James Ciampa, Interim General Counsel

RECOMMENDATION:

That the Los Vaqueros Reservoir Joint Powers Authority's Board of Directors adopt the attached resolution permitting the disclosure of closed session discussions of the Authority's Board of Directors to the Authority's member agencies and their legal counsels under specified circumstances.

DISCUSSION:

Interim General Counsel will explain the need for the attached resolution, which permits closed session disclosures by Authority directors to their appointing member agencies.

ALTERNATIVES:

That the Board take no action.

FISCAL ANALYSIS:

Not applicable

ENVIRONMENTAL REQUIREMENTS:

Not applicable

EXHIBITS/ATTACHMENTS:

Draft Resolution No. 11-21-04

RESOLUTION NO. 11-21-04

**RESOLUTION OF THE BOARD OF DIRECTORS OF THE
LOS VAQUEROS RESERVOIR JOINT POWERS
AUTHORITY PERMITTING DIRECTORS AND
ALTERNATES TO DISCLOSE CLOSED SESSION
DISCUSSIONS AND ACTIONS TO THEIR MEMBER
AGENCIES' GOVERNING BOARDS AND LEGAL
COUNSELS UNDER CERTAIN CIRCUMSTANCES**

WHEREAS, Sections 54954.5 and 54956.96 of the Government Code permit disclosure of closed session discussions and actions of the Board of Directors of the Los Vaqueros Reservoir Joint Powers Authority ("Authority") to the Authority's member agencies' respective legal counsels and governing boards under certain circumstances; and

WHEREAS, closed sessions conducted by the Authority's Board of Directors in accordance with the Ralph M. Brown Act may have direct financial or liability implications for one or more of the Authority's member agencies; and

WHEREAS, advice, discussion and direction of the governing board of one or more of the Authority's member agencies may provide assistance to the Authority concerning such Authority closed session meetings and will improve communications between the Authority and its member agencies on confidential matters affecting such member agencies; and

WHEREAS, Government Code Sections 54954.5 and 54956.96 require the Authority, as a joint powers authority, to adopt a specific policy permitting the Authority's member agencies, upon advice of their respective legal counsel, to conduct a closed session in order to receive, discuss, and take action concerning confidential information obtained in a closed session conducted by the Authority. This policy would allow a director of the Authority's Board to discuss the substance of any Authority closed session meeting with the member agency's legal counsel and its governing board in closed session. However, such disclosures are permitted only when the Authority closed session involves matters posing a direct financial or liability implication for the member agency. Finally, this policy would explicitly recognize the authority of Board alternates to attend Authority closed session meetings.

NOW, THEREFORE, the Authority's Board of Directors hereby resolves as follows:

Section 1. Upon advice of an Authority member agency's legal counsel, that member agency's representatives on the Authority's Board may disclose to legal counsel and the member agency's governing board in a closed session the substance of any discussion and action taken in an Authority closed session meeting, but only when the matters discussed have a direct financial or liability implication for that member agency.

Section 2. Consistent with Government Code Section 54956.96, the Board's alternate members are hereby explicitly authorized to attend the Authority's closed session meetings.

Section 3. This policy shall not apply to any adversarial litigation, arbitration or mediation between the Authority and one of its member agencies, and a member agency of the Authority involved in such adversarial action with the Authority shall be precluded from participating in any Authority closed session involving such adversarial action.

Section 4. Effective Date of Resolution. This Resolution shall take effect from and after the date of its passage and adoption.

PASSED AND ADOPTED by the Board of Directors of the Los Vaqueros Reservoir Joint Powers Authority this 10th day of November, 2021 by the following vote:

AYES:

NOES:

ABSTAIN:

ABSENT:

By: _____
Chair, Board of Directors

Attest:

James D. Ciampa, Interim General Counsel

ITEM 2.1: FILING OF FORM 700 STATEMENT OF ECONOMIC INTERESTS BY DIRECTORS, ALTERNATES, ADMINISTRATOR, GENERAL COUNSEL, AND OTHER STAFF HANDLING FINANCIAL MATTERS FOR THE LOS VAQUEROS RESERVOIR JOINT POWERS AUTHORITY

RESPONSIBLE/LEAD STAFF MEMBER:

James Ciampa, Interim General Counsel

RECOMMENDATION:

This item is being presented for the Board's information.

DISCUSSION:

Interim General Counsel will provide a verbal report relating to the requirements of filing Form 700 Statement of Economic Interests by Directors, Alternates, the Interim Administrator, the Interim General Counsel, and other staff handling financial matters for the Authority.

ALTERNATIVES:

Not applicable

FISCAL ANALYSIS:

Not applicable

ENVIRONMENTAL REQUIREMENTS:

Not applicable

EXHIBITS/ATTACHMENTS:

None

ITEM 2.2: DISCUSSION OF INITIAL LOS VAQUEROS RESERVOIR JOINT POWERS AUTHORITY PRESS RELEASE

RESPONSIBLE/LEAD STAFF MEMBER:

Marguerite Patil, on behalf of Interim Administrator

RECOMMENDATION:

This item is being presented for the Board's discussion.

DISCUSSION:

The Interim Administrator will provide 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.

ALTERNATIVES:

Not applicable

FISCAL ANALYSIS:

Not applicable

ENVIRONMENTAL REQUIREMENTS:

Not applicable

EXHIBITS/ATTACHMENTS:

Draft Press Release



DRAFT News Release
For Immediate Release: November 10, 2021

Contact: TBD

Los Vaqueros Reservoir JPA Inaugural Meeting

New Chair and Vice-Chair selected

Brentwood – The eight agencies making up the Los Vaqueros Reservoir Joint Powers Authority (JPA) met for the first time today and selected a Chair and Vice-Chair for a one-year term. This important milestone initiates the key decision making about governance for implementation of the Los Vaqueros Reservoir Expansion Project (Project).

Los Vaqueros Reservoir is an off-stream reservoir that was built and expanded by Contra Costa Water District (CCWD), currently the capacity is 160,000 acre-feet. Now, agencies representing urban, agricultural and wildlife refuge interests are partnering to further expand the capacity to 275,000 acre-feet and add new conveyance facilities providing environmental, water supply reliability, operational flexibility, water quality and recreational benefits. Those partnering agencies are working together through the newly formed JPA.

The JPA was formed in October 2021 to establish the governance of the Project and provide the organizational framework for Project design, construction, operation, maintenance and funding. Today, JPA members had initial discussions about policies and procedures, and selected a Chair, NAME from AGENCY, and Vice-Chair, NAME from AGENCY.

“This is an exciting and promising endeavor for all agencies involved as water supply reliability is foremost on our minds during the ongoing drought crisis,” said Chair LAST NAME. “The members of the JPA will bring their diverse perspectives based on who they represent, and we will work collaboratively to come to mutually beneficial decisions.”

Included in the important decisions is management of the finances. The Project has already been approved for \$470 million from the state and recently earned \$50 million in federal appropriations. The remainder of the project costs will be covered by addition federal appropriations and local partners.

The JPA will meet on a monthly basis. More information about the JPA is available at www.losvaquerosjpa.com.