



**LOS VAQUEROS RESERVOIR JOINT POWERS AUTHORITY
MINUTES**

Regular Meeting of the Board of Directors
October 12, 2022 – 10:00 a.m.

GRASSLAND WATER DISTRICT
200 W. Willmott Avenue
Los Banos, California 93635

CALL TO ORDER at 10:00 a.m.

PLEDGE OF ALLEGIANCE – led by Chair Angela Ramirez Holmes

ROLL CALL OF DIRECTORS

Angela Ramirez Holmes, Chair, Zone 7 Water Agency
Ellen Wehr, Secretary, Grassland Water District
Paul Sethy, Treasurer, Alameda County Water District
Ernesto Avila, Director, Contra Costa Water District (by teleconference)
Gary Kremen, Director, Santa Clara Valley Water District (by teleconference)

ALTERNATE DIRECTORS

Jonathan Wunderlich, Alternate Director, Alameda County Water District
Antonio Martinez, Alternate Director, Contra Costa Water District
Ricardo Ortega, Alternate Director, Grassland Water District
*Steve Ritchie, Alternate Director, San Francisco Public Utilities Commission (by teleconference)
*Jose Gutierrez, Alternate Director, San Luis & Delta-Mendota Water Authority (arrived at 10:08 a.m.)
Linda J. LeZotte, Alternate Director, Santa Clara Valley Water District (by teleconference)
*Alternate Directors who replaced absent Directors from their member agencies

ABSENT

Anthea Hansen, Vice Chair, San Luis & Delta-Mendota Water Authority
John Coleman, Director, East Bay Municipal Utility District
Dennis Herrera, Director, San Francisco Public Utilities Commission
Lesla McIntosh, Alternate Director, East Bay Municipal Utility District
Sandy Figuers, Alternate Director, Zone 7 Water Agency

OTHERS PRESENT

Taryn Ravazzini, Executive Director
Marguerite Patil, Interim Administrator
James Ciampa, Lagerlof, LLP, General Counsel
Rosemarie Perea, Board Clerk
Maureen Martin, Deputy Interim Administrator
David Moore, Clean Energy Capital
John Weed, Director at Alameda County Water District
Chris Hentz, Contra Costa Water District
Vince Barbara, U.S. Bureau of Reclamation
Allison Jacobson, U.S. Bureau of Reclamation
Senobar Lanigan, San Francisco Public Utilities Commission
Ibrahim Khadam, Stantec

CONSIDER ADOPTION OF RESOLUTION NO. 10-22-01 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 OCTOBER 6, 2022 TO NOVEMBER 4, 2022 PURSUANT TO BROWN ACT PROVISIONS.

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. 10-22-01 sets forth those required findings to allow for continued remote teleconferenced Board meetings, including that requiring in-person attendance at meetings of the Board would pose an imminent risk to the health and safety of those in attendance, while ensuring public access to those meetings.

The resolution 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 Secretary Wehr, seconded by Treasurer Sethy, Resolution No. 10-22-01 was approved by the following roll call vote:

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

The motion passed with a 6-0 vote, with the absences noted above.

PUBLIC COMMENT ON NON-AGENDA ITEMS

None

CONSENT CALENDAR

The approval of the Consent Calendar included:

1.1 - Approval of Minutes from September 14, 2022 Board of Directors Meeting

Upon motion by Treasurer Sethy, seconded by Alternate Director Ritchie, the September 14, 2022 Minutes were approved by the following roll call vote:

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

The motion passed with a 7-0 vote, with the absence noted above.

1.2 - Treasurer’s Report – Month Ended August 31, 2022

Upon motion by Treasurer Sethy, seconded by Director Kremen, the Treasurer’s Report for the month ended August 31, 2022 was approved by the following roll call vote:

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

The motion passed with a 7-0 vote, with the absence noted above.

ACTION ITEMS – THIS ITEM WAS MOVED FOLLOWING THE DISCUSSION ITEMS

DISCUSSION ITEMS

ITEM 3.1 Amendment No. 4 to the Multi-Party Cost Share Agreement for Los Vaqueros Reservoir Expansion Project Planning

Taryn Ravazzini, Executive Director, advised that the original concept on funding for the Authority was that Amendment No. 4 to the Multi-Party Cost Share Agreement among the Members would provide funding for the Authority through December 31, 2022 and then the Interim Funding Agreement would provide further funding until such time as the Service Agreements are in place, with the understanding that there would likely be some overlap in funding in early 2023 as the Authority becomes fully operational.

Ms. Ravazzini then introduced Deputy Interim Administrator Maureen Martin who provided further details concerning the funding issue. Ms. Martin stated that drafts of Amendment No. 4 and the Interim Funding Agreement were prepared and were provided to the Members' finance staffs in early September for their review and comments. The consensus feedback from the staffs was that the overlap of the two agreements created confusion and complicated the payment structure. The staffs suggested to instead utilize Amendment No. 4 to provide funding through June 30, 2023, the end of the Authority's fiscal year and then transition to the Interim Funding Agreement, if needed.

Based on that feedback, Amendment No. 4 has been revised to add provisions regarding the tasks the Authority will undertake under that amendment and to make the Authority a party to that amendment. The revised draft Amendment No. 4 has been provided to the Members' finance staffs for their further review and comment. The cost share amount of \$1,094,000 per Member remains unchanged. Staff plans to bring the final version of Amendment No. 4 to the Finance Committee at its October 27, 2022 meeting and to the Board at its November meeting. Execution of the Agreement by Members is expected before the end of December, but a provision was added to the amendment to state the amendment will take effect when CCWD and the Authority execute it and it would then apply retroactively to when the other Members sign it.

ITEM 3.2 Program Management Approach

Executive Director Ravazzini advised she has met with staff to discuss the Program Management position and is assessing the Authority's needs in that regard. She stated she also has been in contact with several consulting firms that may be interested in pursuing that work. She has begun working on the scope of work for the position and will be reaching out to Member Agency General Managers to designate a staff person to engage in the development of the Request for Proposal and resulting review and selection process.. Chair Ramirez Holmes recommended that the Operations and Engineering Committee be involved in the recruitment process, including in developing the request for proposals for the position.

Questions and comments were received from the Board, including whether there are any other projects that use a comparable structure (Deputy Interim Administrator Martin replied there are not) and regarding the need to keep accounting services separate from the Program Management tasks.

ITEM 3.3 WIFIA Loan Credit Rating

Executive Director Ravazzini advised that the Authority has submitted to the U.S. Environmental Protection Agency (USEPA) a WIFIA Letter of Interest (LOI), which is currently under review by USEPA. If the Authority's LOI is accepted by the USEPA, the Authority will then need to prepare the application for the WIFIA loan and will need to obtain a credit rating as part of that process. The Project's financial advisor, David Moore of Clean Energy Capital, discussed the necessary actions for the Authority to obtain that credit rating. He emphasized that the required only needs to be investment grade and it is anticipated the Authority will easily obtain such a rating based on the credit ratings of its Members. Also, the credit rating has no impact on the interest rate the Authority would receive, which is predetermined under the WIFIA program. Mr. Moore then answered questions posed by members of the Committee and provided supplemental information to provide clarity.

ITEM 3.4 Review of Board Policy and Action Calendar

Taryn Ravazzini, Executive Director, presented the updated Board Policy and Action Calendar for the Board's information. The following updates were incorporated into the current version of the Board Policy and Action Calendar:

- Adjusted schedule for Insurance Quotes, DWR MOU, CCWD Design and Construction Principles and Bank Services.
- Interim Funding Agreement and Technical Services Agreement removed.
- Multi-Party Cost Share Agreement Amendment No. 4 added.

ACTION ITEM

ITEM 2.1 Approval of Conflict of Interest Code

James Ciampa, General Counsel, advised that shortly after the Authority was formed, a draft of the Authority's Conflict of Interest Code was prepared and submitted to the Fair Political Practices Commission ("FPPC") for approval because the FPPC is the code reviewing body due to the fact the Authority consists of members from multiple counties. Intermittent communications with the FPPC were conducted over many months and in early August their suggested revisions to the draft Code were received. The draft Conflict of Interest Code was presented to the Board as a discussion item at the September Board meeting and no further revisions have been requested by the FPPC.

Secretary Wehr then inquired of the note on the Code concerning services provided by CCWD employees, which appeared inconsistent with the current staffing model through Authority independent contractors, including the Executive Director. General Counsel Ciampa stated that it would be prudent to revise the Code to ensure it is accurate with how the Authority is now conducting its activities and that will require FPPC approval of any revisions. He stated it would be acceptable to table this item in order to make those changes. Secretary Wehr then moved to table this item, which was seconded by Alternate Director Gutierrez. The motion was approved by the following roll call vote:

AYES: Angela Ramirez Holmes, Chair, Zone 7 Water Agency
Ellen Wehr, Secretary, Grassland Water District
Paul Sethy, Treasurer, Alameda County Water District
Ernesto Avila, Director, Contra Costa Water District
Steve Ritchie, Alternate Director, San Francisco Public Utilities Commission
Jose Gutierrez, Alternate Director, San Luis & Delta-Mendota Water Authority
Linda J. LeZotte, Alternate Director, Santa Clara Valley Water District (vote provided subsequent to conclusion of item due to technical difficulties)

NOES: None

ABSENT: John Coleman, Director, East Bay Municipal Utility District

ABSTAIN: None

The motion passed with a 7-0 vote, with the absence noted above.

FUTURE AGENDA ITEMS

None.

REPORTS

4.1 – Directors

Chair Angela Ramirez Holmes thanked the Grassland Water District for hosting the meeting and the following refuge facilities tour. She advised the Board that Alternate Director Antonio Martinez of Contra Costa Water District has been appointed to the Operations and Engineering Committee. She reported on the numerous meetings the Authority’s representatives attended in Washington, D.C. and on the very positive bi-partisan and bi-cameral support for the project received from various congressional representatives and their staffs, as well as from the U.S. Environmental Protection Agency and U.S. Bureau of Reclamation.

4.2 - General Counsel

General Counsel Ciampa reported on Assembly Bill 2449 dealing with teleconference meeting procedures. He mentioned AB 2449 provides very limited opportunities for teleconferencing without complying with the existing Brown Act notice, posting and public accessibility requirements. Chair Ramirez Holmes asked that this item be placed on the next Communications and Outreach Committee agenda for discussion.

4.3 – Executive Director - Taryn Ravazzini

Executive Director Ravazzini thanked the Board for the opportunity to take on the Executive Director position. She also thanked the Grassland Water District for hosting the meeting and the refuge facilities tour. She reported on the recent completion of the Transfer Pipeline Inspection and complimented the Contra Costa Water District and East Bay Municipal Utility District teams on their coordinated efforts. She advised the Authority now has a Twitter page @losvaquerosjpa and encouraged those present to follow the Authority on Twitter.

4.4 - Committee Meeting Summaries

Chair Angela Ramirez Holmes referred to the summaries from September 15, 2022 Operations and Engineering Committee meeting and the September 26, 2022 Finance Committee Meeting attached for the Board's information.

The meeting was adjourned at 11:19 a.m.

Angela Ramirez Holmes
Angela Ramirez Holmes (Dec 14, 2022 11:09 EST)

Angela Ramirez Holmes, Chair

ATTEST:

Ellen Wehr
Ellen Wehr (Dec 6, 2022 09:12 PST)

Ellen Wehr, Secretary