



**LOS VAQUEROS RESERVOIR JOINT POWERS AUTHORITY
MINUTES**

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

CALL TO ORDER at 9:35 a.m.

PLEDGE OF ALLEGIANCE – led by Secretary and Acting Chair, Ellen Wehr

ROLL CALL OF DIRECTORS

Ellen Wehr, Secretary, Grassland Water District
Paul Sethy, Treasurer, Alameda County Water District
Ernesto Avila, Director, Contra Costa Water District
John Coleman, Director, East Bay Municipal Utility District (arrived at approximately 9:46 a.m.)
Gary Kremen, Director, Santa Clara Valley Water District

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
*Sandy Figuers, Alternate Director, Zone 7 Water Agency

*Alternate Directors who replaced absent Directors from their member agencies

ABSENT

Angela Ramirez Holmes, Chair, Zone 7 Water Agency
Anthea Hansen, Vice Chair, San Luis & Delta-Mendota Water Authority
Dennis Herrera, Director, San Francisco Public Utilities Commission
Lesa McIntosh, Alternate Director, East Bay Municipal Utility District
Jose Gutierrez, Alternate Director, San Luis & Delta-Mendota Water Authority
Linda J. LeZotte, Alternate Director, Santa Clara Valley Water District

OTHERS PRESENT

Marguerite Patil, Interim Administrator
James Ciampa, Lagerlof, LLP, Interim General Counsel
Rosemarie Perea, Interim Board Clerk
Diane Schmidt, Lagerlof, LLP
Maureen Martin, Deputy Interim Administrator
Approximately 22 others

CONSIDER ADOPTION OF RESOLUTION NO. 9-22-01 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 SEPTEMBER 6, 2022 TO OCTOBER 5, 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. 9-22-01 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 Director Avila, seconded by Treasurer Sethy, Resolution No. 9-22-01 was approved by the following roll call vote:

- AYES: 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
Sandy Figuers, Alternate Director, Zone 7 Water Agency
- 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

Upon motion by Treasurer Sethy, seconded by Director Kremen, the Consent Calendar was approved by the following roll call vote:

- AYES: 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
Sandy Figuers, Alternate Director, Zone 7 Water Agency
- NOES: None
- ABSENT: Anthea Hansen, Vice Chair, San Luis & Delta-Mendota Water Authority
John Coleman, Director, East Bay Municipal Utility District
- ABSTAIN: Gary Kremen, Director, Santa Clara Valley Water District

The motion passed with a 5-0 vote, with Director Kremen abstaining and the absences noted above.

The approval of the Consent Calendar included:

- 1.1 - Approval of Minutes from August 10, 2022 Board of Directors Meeting**
- 1.2 - Treasurer's Report – Month Ended July 31, 2022**

ACTION ITEMS

2.1 - Approval of Independent Contractor Agreement for Executive Director with T. Ravazzini Consulting

At the August 10, 2022, Board of Directors' meeting, the Board directed the Interim Administrator and Interim General Counsel to enter into negotiations with the candidate selected at that meeting to serve as the Authority's initial Executive Director, T. Ravazzini Consulting. Since that time, the Interim Administrator and Interim General Counsel have engaged in those negotiations and have reached agreement with the candidate. Interim General Counsel Ciampa then summarized the compensation terms for the position as required under the Brown Act and to provide full disclosure to the public.

Interim Administrator Patil summarized the process that led to the proposed engagement of T. Ravazzini Consulting and gave some background information concerning the selected consultant.

Several Directors expressed their pleasure with the result and thanked Interim Administrator Patil and the Ad Hoc Committee for their work in securing such a great candidate. Treasurer Sethy posed several questions regarding the compensation structure and the total compensation amounts reflected in the accompanying staff report. Interim Administrator Patil further explained how the compensation structure and amounts were arrived at. Interim General Counsel Ciampa then advised the Board that subsequent to the drafting of the Agreement, he was informed that T. Ravazzini Consulting will be acting in the capacity of a sole proprietorship not as a limited liability company. Thus, in the executed version of the Independent Contractor Agreement, the references to "LLC" will be deleted.

Upon motion by Director Coleman, seconded by Director Avila, the Independent Contractor Agreement for Executive Director with T. Ravazzini Consulting, with the references to “LLC” being deleted, was approved by the following roll call vote:

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

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

2.2 - Approval of Amendment to Legal Services Contract

Interim Administrator Patil advised the Board that at the August 24, 2022 Communications and Outreach Committee meeting, discussion took place regarding the Authority’s fact sheets and the fact that the Authority’s General Counsel and Clerk are referred to as “interim” on those materials. The Communications and Outreach Committee concluded that those references to “interim” positions may give rise to the thought that the Authority is not yet ready to proceed with its function. Thus, the Committee concurred that removing the “interim” titles from those positions would avoid any perception of the temporary nature of the Authority, with the understanding that the Authority has not engaged either Mr. Ciampa or Mrs. Perea on a permanent basis.

In further discussing that item, it was discovered that the Legal Services Contract, refers to those positions as “Interim General Counsel” and “Interim Clerk.” Also, that contract is set to expire on December 31, 2022 and with the onboarding of the new Executive Director, it may be prudent to defer further discussion and action with respect to Authority legal services until the early part of 2023. Thus, the recommendation from the Communications and Outreach Committee and the Interim Administrator is to extend the Legal Services Contract through June 30, 2023, which coincides with the end of the 2022-23 Fiscal Year. A draft of the necessary amendment was included in the meeting materials.

Upon motion by Director Ritchie, seconded by Director Avila, the Amendment to Legal Services Contract extending the term through June 30, 2023, and deleting the reference to “interim” from General Counsel and Board Clerk was approved by the following roll call vote:

- AYES: Ellen Wehr, Secretary, Grassland Water District
Paul Sethy, Treasurer, Alameda County Water District
Ernesto Avila, Director, Contra Costa Water District
John Coleman, Director, East Bay Municipal Utility District
Gary Kremen, Director, Santa Clara Valley Water District
Steve Ritchie, Alternate Director, San Francisco Public Utilities Commission
Sandy Figuers, Alternate Director, Zone 7 Water Agency

NOES: None
ABSENT: Anthea Hansen, Vice Chair, San Luis & Delta-Mendota Water Authority
ABSTAIN: None

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

DISCUSSION ITEMS

3.1 - Update on Washington D.C. Trip and Related Meetings

Interim Administrator Patil advised that staff continues to work on plans for the upcoming trip to Washington, D.C. on September 19 – 21. Several members of the Authority’s Board will attend as well as the Interim Administrator, Executive Director, and staff representing several Authority Members. Ms. Patil then reviewed the draft fact sheets included in the meeting materials and received feedback on various items in those fact sheets.

3.2 - Interim Funding Agreement

Interim Administrator Patil advised that the JPA Agreement contemplates that the Authority’s initial costs will be funded through an Interim Funding Agreement to be entered into by the Authority and its Members. The intent is that the Interim Funding Agreement will take the place of the previous Cost Share Agreement and its amendments executed prior to Authority formation (referred to as the Multiparty Agreement), until such time as the Authority will obtain its revenues through the Service Agreements after the Project is in construction and operation.

The Finance Committee reviewed the prior draft Interim Funding Agreement at its August 25, 2022 meeting and requested that the revised draft Agreement, including exhibits, be brought back to the September Finance Committee meeting for further review before being presented to the Board for consideration and possible approval at the October 12 Board meeting. Also, an updated draft version of the Interim Funding Agreement is being distributed to the Members’ finance staffs for review and comment and staff feedback will be incorporated into the final draft agreement for presentation at the September Finance Committee meeting.

3.3 - Conflict of Interest Code

Interim General Counsel Ciampa 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 have been exchanged with the FPPC over the months and in early August their suggested revisions to the draft Code were received. Further communications with FPPC staff on several questions they raised have been exchanged but final FPPC approval of the draft Code has not yet been received.

This item was presented for the Board’s information. Upon confirmation with the FPPC that the draft is acceptable, and no further changes are required, the notice process will begin, which includes a 45-day public comment period. If any interested person requests, a public hearing would be held in connection with adoption of the Code. If no request for a public hearing is received, the Board could approve the Conflict of Interest Code at a meeting after the 45-day comment period has ended.

3.4 - Review of Board Policy and Action Calendar

Interim Administrator Patil 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:

- Committee discussion on various items were moved from September to November and adjusted timeline accordingly.
- Adjusted schedule for Program Management Services Contract by two months.
- Adjusted schedule for Insurance Quotes by two months.
- Adjusted schedule for DWR MOU by two months.
- Added Interim Funding Agreement discussion item to September Finance Committee agenda.
- Deleted Service Agreement discussion item from September Board meeting agenda.

FUTURE AGENDA ITEMS

None.

REPORTS

4.1 - Directors

- Director Coleman apologized for arriving late to the meeting.
- Director Avila advised that due to CCWD General Manager Steve Welch's retirement, Rachel Murphy has been selected as CCWD's new General Manager. He also noted he is looking forward to Antonio Martinez' participation as Alternate Director on the JPA Board and possible on some Authority committees.

4.2 - Interim General Counsel

Interim General Counsel Ciampa thanked the Board for approving the Amendment to the Legal Services Contract and advised that he is looking forward to working with new Executive Director Taryn Ravazzini.

4.3 - Interim Administrator

Interim Administrator Marguerite Patil advised:

- She is continuing to work with the State on the inflation adjustment to the award from the California Water Commission.
- The Authority will be engaging in legislative outreach with the State Legislature and possible in person meetings will be held.
- She has met Chuck Bonham, head of the California Department of Fish and Wildlife, who expressed his support for the Project and stated DFW's goal of finalizing all permits and agreements for the Project by the end of the year.
- Ernest Conant, Regional Director for the U.S. Bureau of Reclamation is also providing excellent support.

4.4 - Committee Meeting Summaries

Interim Administrator, Marguerite Patil, referred to the summaries from August 18, 2022 Operations and Engineering Committee meeting, the August 24, 2022, Communications and

Outreach Committee meeting, and the August 25, 2022 Finance Committee Meeting attached for the Board's information.

The meeting was adjourned at 10:38 a.m.



Ellen Wehr, Acting Chair

ATTEST:



Rosemarie Perea (Oct 14, 2022 16:24 PDT)

Rosemarie Perea, Board Clerk