



**LOS VAQUEROS RESERVOIR JOINT POWERS AUTHORITY  
MINUTES**

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

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**CALL TO ORDER** at 9:31 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  
Ellen Wehr, Secretary, Grassland Water District  
Paul Sethy, Treasurer, Alameda County Water District (arrived at approximately 9:42 a.m.)  
John Coleman, Director, East Bay Municipal Utility District  
Ernesto Avila, Director, Contra Costa Water District  
Gary Kremen, Director, Santa Clara Valley Water District

**ALTERNATE DIRECTORS**

\*Jonathan Wunderlich, Alternate Director, Alameda County Water District (\*participated until Director Sethy arrived)  
Antonio Martinez, Alternate Director, Contra Costa Water District  
Sandy Figuers, Alternate Director, Zone 7 Water Agency  
\*Steve Ritchie, Alternate Director, San Francisco Public Utilities Commission  
Linda J. LeZotte, Alternate Director, Santa Clara Valley Water District  
\*Alternate Directors who replaced absent Directors from their member agencies

**ABSENT**

Dennis Herrera, Director, San Francisco Public Utilities Commission  
Ricardo Ortega, Alternate Director, Grassland Water District  
Lesla McIntosh, Alternate Director, East Bay Municipal Utility District  
Jose Gutierrez, Alternate Director, San Luis & Delta-Mendota Water Authority

**OTHERS PRESENT**

Taryn Ravazzini, Executive Director

Marguerite Patil, Interim Administrator  
Maureen Martin, Deputy Interim Administrator  
James Ciampa, Lagerlof, LLP, General Counsel  
Rosemarie Perea, Board Clerk  
Will Lockwood, Clean Energy Capital  
Approximately 19 others

**PUBLIC COMMENT ON NON-AGENDA ITEMS**

None

**CONSENT CALENDAR**

Upon motion by Director Coleman, seconded by Director Avila, the Consent Calendar 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  
Ellen Wehr, Secretary, Grassland Water District  
Ernesto Avila, Director, Contra Costa Water District  
Gary Kremen, Director, Santa Clara Valley Water District  
John Coleman, Director, East Bay Municipal Utility District  
Jonathan Wunderlich, Alternate Director, Alameda County Water District  
Steve Ritchie, Alternate Director, San Francisco Public Utilities Commission

NOES: None  
ABSENT: None  
ABSTAIN: None

The motion passed with an 8-0 vote.

**The approval of the Consent Calendar included:**

**1.1 - Consider Adoption of Resolution No. 11-22-01 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 November 5, 2022 to December 4, 2022 pursuant to Brown Act Provisions.**

**1.2 - Approval of Minutes from October 12, 2022 Board of Directors Meeting**

**1.3- Treasurer’s Report – Month Ended September 30, 2022**

**ACTION ITEMS**

**2.1**

**Discussion and Approval of Conducting Future Board and Committee Meetings in Light of Revocation of COVID-19 Emergency Declaration**

James Ciampa, General Counsel, noted that since the Authority’s inception, the Board of Directors

has relied on AB 361 to provide the authority for conducting Board and Committee meetings by remote means (i.e., Zoom) without compliance with the Brown Act's notice, posting and public access requirements. AB 361 still remains in effect but will become inapplicable once the State's COVID-19 emergency declaration is revoked, which will happen on February 28, 2023.

The Board discussed how to best handle meeting attendance once AB 361 is no longer available for remote meetings. The following alternatives were discussed:

- 1) In-person monthly Authority Board Meetings, in either:
  - a. Central location
  - b. Rotating location
- 2) Hybrid Meetings
- 3) Fully Remote Meetings

General Counsel Ciampa reported the Communications and Outreach Committee discussed this issue at its October 26, 2022 meeting and agreed that in-person Board meetings at a fixed location was the best alternative, subject to the Board's approval, but that committees could continue to meet remotely. The Communications and Outreach Committee also confirmed that Zone 7 Water Agency was able to host the Board meetings and had the capability to handle remote access in the event a director could not attend in person, although there will be some cost to the Authority to procure necessary equipment for that remote access.

General Counsel Ciampa advised the Brown Act requires posting of the agenda at each remote or teleconference location and that the public must be able to access any remote sites from which a Board or committee member participates. Those requirements would apply to remote Committee meetings or if a Director is not able to attend a Board meeting in person and needs to participate remotely. General Counsel Ciampa also advised that a Board member who needs to participate remotely will have to advise staff at least 72 hours before the so the remote address location can be included in the Agenda and be properly posted.

The Board further discussed the alternatives and recognized the travel time involved in attending in-person meetings in light of the vast territory the Authority covers.

Upon motion by Vice Chair Hansen, seconded by Alternate Director Ritchie, the Board approved, commencing with the February 2023 Board meeting, conducting Board meetings in person at Zone 7 Water Agency in compliance with all Brown Act requirements and continuing to conduct committee meetings remotely via Zoom in compliance with the applicable Brown Act teleconferencing requirements 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  
                  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  
                  John Coleman, Director, East Bay Municipal Utility District  
                  Steve Ritchie, Alternate Director, San Francisco Public Utilities Commission

NOES: None  
ABSENT: None  
ABSTAIN: None

The motion passed with an 8-0 vote.

## 2.2

### **Approval of Resolution No. 11-22-02 Amending Authority Purchasing Policy**

Executive Director Taryn Ravazzini advised that the Board of Directors adopted the Authority's Purchasing Policy at its February meeting. At the time that Purchasing Policy was adopted, the Board acknowledged the policy was an interim policy to apply while the Authority was administered by the Interim Administrator and that revisions would be made once an Executive Director was engaged. With the engagement of the Executive Director, it is necessary to update the Purchasing Policy to provide procurement authority to the Executive Director. The Board was provided with a redlined version of the Purchasing Policy showing the proposed changes for the Board's review and discussion.

Upon motion by Alternate Director Ritchie, seconded by Director Avila, the Board adopted Resolution No. 11-22-02 Amending Authority Purchasing Policy 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  
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  
John Coleman, Director, East Bay Municipal Utility District  
Steve Ritchie, Alternate Director, San Francisco Public Utilities Commission

NOES: None  
ABSENT: None  
ABSTAIN: None

The motion passed with an 8-0 vote.

## 2.3

### **Approval of Amendment No. 4 to Cost Sharing Agreement**

Executive Director Ravazzini advised the Board that based on input from the Members' finance staffs, it was determined that the Authority's interim funding needs would most clearly be provided in a revised Amendment No. 4 to the Multi-Party Cost Sharing Agreement. Revisions have been made to that amendment to add the Authority as a party, but the cost share amount has not changed and remains at \$1,094,000 per Member, excluding Grassland Water District. Over the past few weeks, the Members have been discussing other changes to the amendment to address various concerns and the Members' staffs have reached agreement on those terms. Minor modifications were added to provide clarity to the scope of work.

Deputy Interim Administrator Maureen Martin reviewed the final draft version of Amendment No. 4 with the Board and informed the Board that Amendment No. 4 needs to be in place before the end of 2022, when Amendment No. 3 will lapse.

Vice Chair Hansen suggested that adding a comma at page 3, Section 3 b), "...excluding GWD," [comma added after "GWD"] would provide clarity to that sentence.

Upon motion by Treasurer Sethy, seconded by Vice Chair Hansen, the Board approved Amendment No. 4 to Cost Sharing Agreement, with the addition of a comma at page 3, Section 3 b) "...excluding GWD," [comma added after "GWD"] 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  
                  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  
                  John Coleman, Director, East Bay Municipal Utility District  
                  Steve Ritchie, Alternate Director, San Francisco Public Utilities Commission

NOES:           None

ABSENT:       None

ABSTAIN:       None

The motion passed with an 8-0 vote.

## 2.4

### **Approval of Standard Services Agreement with Clean Energy Capital Securities, LLC for Financial Consulting Services (not to exceed \$390,995.00 through June 30, 2023)**

Executive Director Ravazzini noted that Clean Energy Capital has been providing financial consulting services to the Project through Contra Costa Water District for many years. This agreement will bring Clean Energy Capital under contract with the Authority to provide financial services to the Authority for the remainder of the 2023 Fiscal Year.

Executive Director Ravazzini explained that Clean Energy Capital's experience in working on the Project and understanding the Authority's and respective Members' needs, makes it uniquely qualified to provide the services included in this agreement. Executive Ravazzini further noted the contract amount of not to exceed \$390,995.00 is provided for in the Authority's Fiscal Year 2023 Budget.

Director Kremen inquired about the need for competitive bidding for professional services, such as those being considered under this item. General Counsel Ciampa responded that professional services are not required under California law and the Authority's Purchasing Policy to be competitively bid, but an agency may decide to competitively bid such services under particular circumstances. Director Kremen stated he understands the engagement of Clean Energy Capital without competitive bidding under the current circumstances, but stated his preference for all contracts to be competitively bid.

Upon motion by Alternate Director Ritchie, seconded by Director Avila, the Board approved the Standard Services Agreement with Clean Energy Capital Securities, LLC for Financial Consulting Services (not to exceed \$390,995.00 through June 30, 2023) 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  
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  
John Coleman, Director, East Bay Municipal Utility District  
Steve Ritchie, Alternate Director, San Francisco Public Utilities Commission
- NOES: None
- ABSENT: None
- ABSTAIN: None

The motion passed with an 8-0 vote.

## 2.5

### **Approval of Resolution No. 11-22-03 in Appreciation of Service of Alternate Director**

#### **Linda J. LeZotte**

Executive Director Ravazzini stated that from the Authority's formation, Alternate Director Linda J. LeZotte has been a valuable contributor to the Authority's success. Alternate Director LeZotte will be leaving the Santa Clara Valley Water District Board when her term expires in early December and thus will also be leaving the Authority's Board and Finance Committee. Executive Director Ravazzini noted this resolution memorializes the Alternate Director LeZotte's years of service to the Authority, to her home district and to her community and expresses the Authority's gratitude for that service.

Chair Ramirez Holmes then read the resolution and the Directors applauded Alternate Director LeZotte's public service. Upon motion by Director Avila, seconded by Director Coleman, the Board adopted Resolution No. 11-22-03 in appreciation of the services provided by Alternate Director Linda J. LeZotte, 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  
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  
John Coleman, Director, East Bay Municipal Utility District  
Steve Ritchie, Alternate Director, San Francisco Public Utilities Commission
- NOES: None
- ABSENT: None
- ABSTAIN: None

The motion passed with an 8-0 vote.

## **DISCUSSION ITEMS**

### **3.1**

#### **Overview of Plan of Finance**

The Authority was recently informed that it was invited to submit an application for a loan under the U.S. Environmental Protection Agency's WIFIA Loan Program. Executive Director Ravazzini introduced Deputy Interim Administrator Maureen Martin and Will Lockwood of Clean Energy Capital to provide a presentation to the Board on the plan of finance for the Authority that is currently contemplated and additional financial instruments that may be needed. Particular emphasis was placed on the likely need for a source of bridge funding during the construction phase of the Project.

Treasurer Sethy asked for clarification on the statement that grant and loan payments will be made to the Authority in arrears. Deputy Interim Administrator Martin advised that all funding sources pay in arrears, after the Authority incurs the expenses. The Authority must then submit requests for reimbursement. Staff will continue to look for alternatives to address the bridge funding issue.

## **FUTURE AGENDA ITEMS**

None.

## **REPORTS**

### **4.1 – Directors**

Chair Angela Ramirez Holmes advised the Board that at ACWA's Fall Conference in Indian Wells an Authority "meet up" will be held at the Brown and Caldwell event and encouraged members of the Board attending the conference to attend that event.

### **4.2 - General Counsel**

General Counsel Ciampa advised the Board that he has submitted a revised draft Conflict of Interest Code to the FPPC based on the discussion from the October Board meeting and he is awaiting the FPPC's responsive comments. He also congratulated Alternate Director LeZotte on her retirement.

### **4.3 – Executive Director**

Executive Director Ravazzini advised that the bipartisan and bicameral letter of support from the Authority's U.S. Senators and members of Congress has been posted to the website. Also, the development process for the Contract for Administration of Public Benefits is underway with the Department of Fish and Wildlife. Also, work is continuing on the Facility Usage Agreements.

### **4.4 Board Policy and Action Calendar**

The updated Board Policy and Action Calendar was provided for the Board's information, including Authority Board meeting items by month for the next six months. The overview graphics, which are included, are organized by functional area to show potential discussion and action items for Authority Board and Committee meetings for the remainder of 2022 and early 2023.

The most significant updates to the current version of the Board Policy and Action Calendar are moving the Board discussion item for the draft Contracts for Administration of Public Benefits from November 2022 to December 2022 and shifting the Facilities Usage Agreement committee and Board discussions out to January 2023 and following, as well as adjusting the Service Agreement timeline.

#### 4.5 Committee Meeting Summaries

Summaries from the October 20, 2022 Operations and Engineering Committee meeting, the October 26, 2022 Communications and Outreach Committee meeting and the October 27, 2022 Finance Committee meeting were attached for the Board's information.

The meeting was adjourned at 11:04 a.m.

Angela Ramirez Holmes  
Angela Ramirez Holmes (Jan 10, 2023 16:33 PST)

Angela Ramirez Holmes, Chair

ATTEST:

Ellen Wehr  
Ellen Wehr (Jan 4, 2023 11:49 PST)

Ellen Wehr, Secretary