

**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 in lieu of a member agency's appointed director.

Section 3. This policy shall apply to any adversarial litigation, arbitration or mediation between the Authority and one of its member agencies, except as to a member agency of the Authority that is involved in such adversarial action with the Authority, who 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.

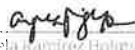
PASSED AND ADOPTED by the Board of Directors of the Los Vaqueros Reservoir Joint Powers Authority this 10th day of November, 2021 by the following vote:

AYES: Ramirez Holmes (Chair), Hansen (Vice Chair), Sethy, Borba, Coleman, Wehr, Ritchie, LeZotte

NOES:

ABSTAIN:

ABSENT:

By:   
By: Angela Ramirez Holmes (Nov 23, 2021 21:06 PST)  
Chair, Board of Directors

Attest:

  
James D. Ciampa, Interim General Counsel