



**BOARD OF DIRECTORS
EAST BAY MUNICIPAL UTILITY DISTRICT**

375 - 11th Street, Oakland, CA 94607

Office of the Secretary: (510) 287-0440

AGENDA
REGULAR CLOSED SESSION
Tuesday, November 26, 2024
11:00 a.m.
Boardroom
375 11th Street
Oakland, CA 94607

*****Please see appendix for public participation instructions*****

ROLL CALL:

PUBLIC COMMENT: The Board of Directors is limited by State law to providing a brief response, asking questions for clarification, or referring a matter to staff when responding to items that are not listed on the agenda.

ANNOUNCEMENT OF CLOSED SESSION AGENDA:

1. Conference with Labor Negotiators Keith Fleming and Stacey Cue from the Industrial Employers Distributors Association; Clifford C. Chan, General Manager; Sophia D. Skoda, Director of Finance; Cindy R. Charan, Director of Human Resources; Samuel A. Feldman, Manager of Budget; Robert L. Hannay, Treasurer Manager; and Adam Smyer, Manager of Employee Relations; pursuant to Government Code section 54957.6: American Federation of State, County and Municipal Employees, Locals 444 and 2019; International Union of Operating Engineers, Local 39; and International Federation of Professional and Technical Engineers, Local 21.

(The Board will discuss Closed Session agenda items in Conference Room 8.)

REGULAR BUSINESS MEETING
1:15 p.m.

*****Please see appendix for public participation instructions*****

ROLL CALL:

BOARD OF DIRECTORS:

- Pledge of Allegiance

PRESENTATION

- Government Finance Officers Association's Certificate of Achievement for Excellence in Financial Reporting 2023

ANNOUNCEMENTS FROM CLOSED SESSION:

PUBLIC COMMENT: The Board of Directors is limited by State law to providing a brief response, asking questions for clarification, or referring a matter to staff when responding to items that are not listed on the agenda.

CONSENT CALENDAR: (Single motion and vote approving 11 recommendations including 1 resolution.)

1. Approve the Regular Meeting Minutes of November 12, 2024.
2. File correspondence with the Board.
3. Award a contract to the lowest responsive/responsible bidder, Garney Pacific, Inc., in an amount not to exceed \$10,847,300 for the construction of the Main Wastewater Treatment Plant Grit Dewatering Equipment Replacement and Reactor Drain Improvements, under Specification SD-432.
4. Award a contract to the lowest responsive/responsible bidder, Garney Pacific, Inc., in an amount not to exceed \$6,766,000 for the construction of the Main Wastewater Treatment Plant Secondary Clarifier Rehabilitation Phase 4, under Specification SD-459.
5. Authorize United Health Care premium increase of 24.25 percent to take effect on January 1, 2025, for retirees in the UHC Medicare Advantage plan.
6. Authorize an amendment to the agreement originally authorized under Board Motion No. 199-19 with Fidelity Workplace Services LLC to extend the agreement term through December 31, 2028, with two options to renew for additional one-year periods and approve mutual indemnification for recordkeeping and administration services of the District's 401(a), 401(k), and 457 deferred compensation plans.
7. Authorize an amendment to the agreement originally authorized under Board Motion No. 103-18 with Horizon Water and Environment, LLC to increase the agreement amount by \$280,561 to a total amount not to exceed \$629,076 for additional environmental services in support of routine maintenance activities for the Mokelumne Aqueduct System.

CONSENT CALENDAR: (Continued)

8. Authorize the General Manager to execute Amendment No. 4 to the Memorandum of Understanding between Placer County Water Agency and East Bay Municipal Utility District, increasing the District's share of costs for the development of a long-term water transfer project by an additional \$360,000.
9. Authorize actions related to bill inserting software and equipment.
 - 9.1. Ratify the extension of the agreement with Quadient, Inc. originally authorized under the General Manager's authority and the total payment of \$53,376.33 for providing maintenance services for bill inserting software and equipment rendered between July 1, 2024 through June 30, 2025.
 - 9.2. Authorize an amendment to extend the agreement originally authorized under the General Manager's authority with Quadient, Inc. through June 30, 2026 and to increase the agreement amount by \$119,626.33, which incorporates the ratified amount from the action above, for a total amount not to exceed \$199,458.75 for providing maintenance for the bill inserting software and equipment.
10. Approve the October 2024 Monthly Investment Transactions Report.
11. Adopt a resolution approving the adoption of a Board of Directors Governance Manual and rescission of previous resolutions, directives, Board practices, policies and/or administrative ordinances related to Board governance. (Resolution)

DETERMINATION AND DISCUSSION

12. General Manager's Report.

REPORTS AND DIRECTOR COMMENTS:

13. Committee Reports:
 - Planning
 - Finance/Administration
14. Other Items for Future Consideration.
15. Director Comments.

ADJOURNMENT:

The next Regular Meeting of the Board of Directors will be held at 1:15 p.m. on Tuesday, December 10, 2024.

Disability Notice

If you require a disability-related modification or accommodation to participate in an EBMUD public meeting please call the Office of the Secretary (510) 287-0404. We will make reasonable arrangements to ensure accessibility. Some special equipment arrangements may require 48 hours advance notice.

Document Availability

Materials related to an item on this agenda that have been submitted to the EBMUD Board of Directors within 72 hours prior to this meeting are available for public inspection in EBMUD's Office of the Secretary at 375 11th Street, Oakland, California, during normal business hours, and can be viewed on our website at www.ebmud.com.

BOARD CALENDAR

Meeting dates, times, and locations are subject to change

Date	Meeting	Time/Location	Topics
Tuesday, November 26	Finance/Administration Committee	8:30 a.m. Boardroom	- Monthly Investment Transactions Report - Employee Reimbursements of at Least \$100 (AB 1542) – June 30, 2024 - Fiscal Year 2024 Audited Financial Statements
	Infrastructure Workshop	9:00 a.m. Boardroom	
	Board of Directors	11:00 a.m. Boardroom 1:15 p.m. Boardroom	- Closed Session - Regular Meeting
Thursday, November 28 & Friday, November 29	Thanksgiving Holiday		<i>Offices closed</i>
Tuesday, December 10	Planning Committee	TBD Boardroom	
	Legislative/Human Resources Committee	TBD Boardroom	
	Board of Directors	11:00 a.m. Boardroom 1:15 p.m. Boardroom	- Closed Session - Regular Meeting
Tuesday, December 24	Finance/Administration Committee		<i>Canceled</i>
	Board of Directors		<i>Canceled</i>
Wednesday, December 25 & Thursday December 26	Christmas Holiday		<i>Offices closed</i>

2024 Board Committee Members

Finance/Administration	Katz {Chair}, Chan, Patterson
Legislative/Human Resources	Patterson {Chair}, McIntosh
Planning	Young {Chair}, Chan, Linney
Sustainability	Linney {Chair}, Katz, Young

APPENDIX

**Closed Session and Regular Business Meetings
11:00 a.m. and 1:15 p.m.**

*EBMUD public Board meetings will be conducted in person and accessible via Zoom.
These meetings are recorded, live-streamed, and posted on the District's website.*

Online*

<https://ebmud.zoom.us/j/97065086667?pwd=eUdZSGh5SG82akZiRDF2UDg2b0IyUT09>

Webinar ID: 970 6508 6667

Passcode: 238500

By Phone*

Telephone: 1 669 900 6833

Webinar ID: 970 6508 6667

Passcode: 238500

International numbers available: <https://ebmud.zoom.us/u/adMXn1VnPp>

*To familiarize yourself with Zoom, please visit <https://support.zoom.us/hc/en-us/articles/201362193-Joining-a-Meeting>

Providing public comment - *The EBMUD Board of Directors is limited by State law to providing a brief response, asking questions for clarification, or referring a matter to staff when responding to items that are not listed on the agenda.*

- Each speaker is allotted 3 minutes to speak; the Board President has the discretion to amend this time based on the number of speakers
- The Secretary will track time and inform each speaker when the allotted time has concluded
- Comments on **non-agenda items** will be heard at the beginning of the meeting
- Comments on **agenda items** will be heard when the item is up for consideration
- The Secretary will call each speaker in the order received

In person

- Fill out and submit a blue speaker card which is available in the meeting room

Via Zoom

- Use the raise hand feature in Zoom to indicate you wish to make a public comment
<https://support.zoom.us/hc/en-us/articles/205566129-Raising-your-hand-in-a-webinar>
- If you participate by phone, press *9 to raise your hand
- When prompted by the Secretary, please state your name, affiliation if applicable, and topic

Submitting written comments or materials

- Email written comments or other materials for the Board of Directors to SecOffice@ebmud.com
- Please indicate the meeting date and agenda item number or non-agenda item topic in the subject line of the email. Contact information is optional.
- **Please email by 4 p.m. the day prior to the scheduled regular meeting;** written comments and other materials submitted to the Board of Directors will be filed in the record.

To view the livestream of Board meetings, please visit:
<https://www.ebmud.com/about-us/board-directors/board-meetings/>

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MINUTES

**Tuesday, November 12, 2024
East Bay Municipal Utility District
Board of Directors
375 Eleventh Street
Oakland, California**

Regular Closed Session Meeting

Vice-President William B. Patterson called to order the Regular Closed Session Meeting of the Board of Directors at 11:06 a.m. in the Administration Building Boardroom.

ROLL CALL

Directors April Chan, Andy Katz (remote), Doug A. Linney, Marguerite Young and Vice-President William B. Patterson were present at roll call. President Lesa R. McIntosh was absent (excused).

Staff participants included General Manager Clifford C. Chan and General Counsel Derek T. McDonald.

PUBLIC COMMENT

There was no public comment.

ANNOUNCEMENT OF CLOSED SESSION AGENDA

Vice-President Patterson announced the closed session agenda and the Board convened to Administration Building Conference Room 8 for discussion.

Regular Business Meeting

Vice-President William B. Patterson called to order the Regular Meeting of the Board of Directors at 1:17 p.m. in the Administration Building Boardroom.

ROLL CALL

Directors April Chan, Andy Katz (remote), Doug A. Linney, Marguerite Young and Vice-President William B. Patterson were present at roll call. President Lesa R. McIntosh was absent (excused).

Staff participants included General Manager Clifford C. Chan, General Counsel Derek T. McDonald, and Secretary of the District Rischa S. Cole.

BOARD OF DIRECTORS

Vice-President Patterson led the Pledge of Allegiance.

Annual Presentation Honoring EBMUD Veterans

General Manager Clifford C. Chan announced that in recognition of Veteran's Day, today's meeting is opening with a presentation to honor active employees and Board members who have demonstrated their commitment to this country and the District. Senior Human Resource Analyst Sylvia M. Johnson provided the presentation displaying the names of active employees and Board members. Vice-President Patterson commented he is a veteran, and observed that his name was not included in this year's presentation.

ANNOUNCEMENTS FROM CLOSED SESSION

There were no announcements required from closed session.

PUBLIC COMMENT

- Addressing the Board was EBMUD retiree Gregory Chan who thanked the Board and staff for their service and leadership and acknowledged the outgoing Board members for their contributions to the District. Director April Chan thanked Mr. Chan for previously serving as a Board Standby Officer for Ward 7.

CONSENT CALENDAR

- Motion by Director Linney, seconded by Director Young, to approve the recommended actions for Items 1-16 on the Consent Calendar carried (5-0) by the following roll call vote: AYES (Chan, Katz, Linney, Young, and Patterson); NOES (None); ABSTAIN (None); ABSENT (McIntosh).
1. **Motion No. 201-24** – Approved the Regular Meeting Minutes of October 22, 2024.
 2. The following correspondence was filed with the Board: **1)** Presentation entitled, “Camanche Mobilehome Park Rental Rates,” dated November 12, 2024; **2)** Presentation entitled, “Board Governance Documents,” dated November 12, 2024; **3)** Presentation entitled, “Employee Experience Survey Update,” dated November 12, 2024; **4)** Speakers’ Bureau and Outreach Record CY24, dated November 6, 2024; **5)** Los Vaqueros Reservoir Joint Powers Authority Agenda, dated November 13, 2024; and **6)** Email dated November 12, 2024 from Eric Larsen to Rischa Cole et. al regarding Agenda Item #13.
 3. **Motion No. 202-24** – Awarded a contract to the lowest responsive/responsible bidder, Mountain Cascade, Inc., in an amount not to exceed \$15,981,900 for the construction of the Fay Hill Pumping Plant Replacement; Rheem and Scenic East Pumping Plants Improvements; Fay Hill Road and Right of Way 3363 Pipeline Improvements; and Ridgewood Regulator Installation, Pumping Plant and Pressure Tank Demolition Project under Specification 2183.
 4. **Motion No. 203-24** – Awarded a contract to the lowest responsive/responsible bidder, Mountain Cascade, Inc., in an amount not to exceed \$1,480,683 for the construction of the Mokelumne Aqueduct No. 1 Bent Replacements at Station 2480 Project under Specification 2184.

5. **Motion No. 204-24** – Authorized an agreement beginning on or after November 12, 2024 with Alameda County Public Works Agency in an amount not to exceed \$200,000 for the Meekland Bridge Pipeline – Contract Services for Pipeline Replacement.
6. **Motion No. 205-24** – Authorized an agreement beginning on or after November 12, 2024 with Blocka Construction, Inc. in an amount not to exceed \$229,000 for the construction of the Adeline Maintenance Center Carpentry Shop Dust Collection System Upgrade.
7. **Motion No. 206-24** – Authorized an agreement beginning on or after November 12, 2024, with Carollo Engineers, Inc. in an amount not to exceed \$1,965,088 for engineering design services for rehabilitation of the South Interceptor at South Coliseum Way between maintenance holes S08 and S10 by the Oakland Coliseum and for rehabilitation and lining of maintenance holes S08, S09, and S10.
8. **Motion No. 207-24** – Authorized an agreement beginning on or after March 1, 2025 with Central Contra Costa Solid Waste Authority for five years and four months, with two options to renew for additional one-year periods by mutual agreement for the acceptance and digestion of preprocessed food waste at the District’s Main Wastewater Treatment Plant.
9. **Motion No. 208-24** – Authorized an agreement beginning on or after November 12, 2024 with COSCO Fire Protection for three years, with two options to renew for additional one-year periods for a total amount, including option years, not to exceed \$405,000 for fire sprinkler and fire pump testing, inspecting, and maintenance.
10. **Motion No. 209-24** – Authorized agreements beginning on or after November 12, 2024, with MCK Americas, Inc., Consor PMCM, Inc., and Kennedy/Jenks Consultants, Inc., in an aggregate amount not to exceed \$9,000,000 for three years with one option to renew for an additional two-year period for as-needed construction management and inspection support.
11. **Motion No. 210-24** – Authorized an agreement beginning on or after November 12, 2024 with Well Industries, Inc. in an amount not to exceed \$411,263 for the construction of two required monitoring wells and one optional monitoring well in the East Bay Plain Subbasin.
12. **Motion No. 211-24** – Authorized an amendment to the agreement previously authorized under Board Motion No. 073-20 with Sherwood Design Engineers to increase the agreement amount by \$950,000 to a total amount not to exceed \$3,970,129 for additional engineering services during construction for the Recreation Area Water and Wastewater Collection System Improvements Projects to support Specification 2165 – Pardee Recreation and Pardee Center Water Treatment Plant Improvements.
13. **Motion No. 212-24** – Authorized an amendment to the agreement previously authorized under Board Motion No. 128-22 with Synagro-WWT, Inc. to increase the agreement amount by \$14,060,000 to a total amount not to exceed \$29,150,000 and extend the agreement term to June 30, 2028, for biosolids handling services at the Main Wastewater Treatment Plant.

Secretary of the District Rischa S. Cole announced the Board received emailed comments from Eric Larsen, President, AFSCME Local 444 regarding this item that will be filed with the meeting minutes. Local 444 does not object to the proposed extension but has concerns about

the exposure to monopoly pricing that may result from Synagro's acquisition of Denali. Local 444 asks that the District continue to evaluate transporting and disposing of biosolids with District forces. Director Katz requested a written response or for the Planning Committee or Legislative/Human Resources Committee to review the information in Mr. Larsen's comments. General Manager Clifford C. Chan reported staff has been in communications with Local 444 and will investigate options before the agreement end date.

14. **Motion No. 213-24** – Authorized an amendment to the agreement previously authorized under Board Motion No. 033-21 with Woodard & Curran, Inc. to increase the agreement amount by \$2,540,720 to a total amount not to exceed \$5,118,453 and extend the agreement term to December 31, 2027, for additional engineering services during construction for the Main Wastewater Treatment Plant Oxygen Plant Rehabilitation Project under SD-428.
- 15a. – **Motion No. 214-24** – Authorized amendments to the agreements previously authorized under Board Motion No. 218-22 with City Rise, LLC; Cal-Safety, Inc.; CMC Traffic Control Specialists Inc.; TPR Traffic Solutions; Traffic Control Pros; and Traffic Management Inc. to increase the aggregate amount of those agreements by \$1,800,000 to a total aggregate amount not to exceed \$8,250,000 and extend the term of the agreements to November 11, 2025 for flagging services; and authorized additional agreements for flagging services, on an as-needed basis and subject to the total aggregate amount authorized by the Board for such services on November 12, 2024, with service providers that meet District standards and offer pricing at or below the range in the proposed agreements with the service providers above to increase flexibility and ensure service provider availability. The Board of Directors will be notified of additional qualified service providers by means of the General Manager's monthly report.
- 15b.
16. **Motion No. 215-24** – Canceled the December 24, 2024 meetings of the Board of Directors.

DETERMINATION AND DISCUSSION

17. **Authorize an amendment to the Agreement for Employment of General Counsel Derek T. McDonald to extend the agreement for an additional two-year term through July 4, 2027.**
 - Motion by Director Linney, seconded by Director Young, to approve the recommended actions for Item 17 carried (4-1) by the following roll call vote: AYES (Katz, Linney, Young, and Patterson); NOES (None); ABSTAIN (Chan); ABSENT (McIntosh).

Resolution No. 35425-24 – Authorizing Second Amendment To General Counsel Employment Agreement.
- 18.1. **File the Report and Recommendation of the General Manager for Revisions to the existing Recreation Fee Schedule for Calendar Year 2024 to CY 2025 based on the U.S. Department of Housing and Urban Development Fair Market Rents index for 2-bedroom homes averages for Amador and Calaveras counties Not Subject to Proposition 218, and Regulations.**

Manager of Watershed and Recreation Charles C. Beckman presented the report and recommendation to cap annual rental rate increases for the three Camanche Recreation Area Mobilehome Parks (MHP). This proposal would not alter the existing formula that uses the

U.S. Department of Housing and Urban Development (HUD) Fair Market Rents (FMR) adjustments to determine annual changes to MHP rental rates in place since 2010 but would develop a “carryforward balance” that would distribute larger annual increases over multiple years. In January 2024, the Camanche Regional Park Advisory Board (CRPAB) recommended the District continue utilizing the HUD FMR to determine annual changes in mobilehome site rent but to include a cap of 5 percent and a floor of 2 percent. The District did not accept the CRPAB proposal as it would limit revenue from MHP rental rates but developed the cap proposal that includes a “carryforward balance”. Annual increases would be capped initially at 5 percent with the ability to increase the cap up to 10 percent. The balance of a fee increase in excess of the effective rent cap would be placed into a fee carryforward balance and applied to the following year’s fee adjustment up to the cap. Any balance remaining that was not applied due to the cap would carry forward to the following year. If the HUD FMR increases more than 5 percent over multiple consecutive years, resulting in a carryforward balance in excess of 8 percent, the cap would increase to 8 percent. If the carryforward balance exceeds 12 percent, the cap would increase to 10 percent. Mr. Beckman reviewed a chart depicting eight years of hypothetical increases to demonstrate how the proposal would work. Staff recommends amending the District’s Recreation Use Fees for 2025 (as adopted June 11, 2024) to incorporate the proposed cap on MHP fees. At its October 22, 2024 meeting, the Finance/Administration Committee unanimously supported the staff recommendation. A public hearing on the recommendations in the report will be scheduled for December 10, 2024, where the Board will consider adopting the recommendations. The Recreation Fee Schedule for CY 2025 will go into effect on January 1, 2025. Changes to the mobilehome space fees paid by the MHP space lessees will occur at the start of the next month following the legally required 90-day notice to the lessees. Mr. Beckman addressed questions from the Board on the mobilehome park space lessees’ responses and overall reactions to the proposal.

- Motion by Director Young, seconded by Director Linney, to approve the recommended actions for Item 18.1. carried (5-0) by the following roll call vote: AYES (Chan, Katz, Linney, Young, and Patterson); NOES (None); ABSTAIN (None); ABSENT (McIntosh).

Motion No. 216-24 – Filed the Report and Recommendation of the General Manager for Revisions to the existing Recreation Fee Schedule for Calendar Year 2024 to CY 2025 based on the U.S. Department of Housing and Urban Development Fair Market Rents index for 2-bedroom homes averages for Amador and Calaveras counties Not Subject to Proposition 218, and Regulations.

- 18.2. **Set a Public Hearing for Tuesday, December 10, 2024 during the Board’s regular meeting, to consider the Report and Recommendation of the General Manager for Revisions to the existing Recreation Fee Schedule for Calendar Year 2024 to CY 2025 based on the U.S. Department of Housing and Urban Development Fair Market Rents index for 2-bedroom homes averages for Amador and Calaveras counties Not Subject to Proposition 218, and Regulations.**

- Motion by Director Young, seconded by Director Linney, to approve the recommended actions for Item 18.2. carried (5-0) by the following roll call vote: AYES (Chan, Katz, Linney, Young, and Patterson); NOES (None); ABSTAIN (None); ABSENT (McIntosh).

Motion No. 217-24 – Set a Public Hearing for Tuesday, December 10, 2024 during the Board’s regular meeting, to consider the Report and Recommendation of the General Manager for Revisions to the existing Recreation Fee Schedule for Calendar Year 2024 to CY 2025 based on the U.S. Department of Housing and Urban Development Fair Market Rents index for 2-bedroom homes averages for Amador and Calaveras counties Not Subject to Proposition 218, and Regulations.

19. **Adopt a resolution to update the District Regulations Governing Water Service Section 15A: Nonpayment of Bills by Single-Family Residential Customers.**

- Motion by Director Young, seconded by Director Linney, to approve the recommended actions for Item 19 carried (5-0) by the following roll call vote: AYES (Chan, Katz, Linney, Young, and Patterson); NOES (None); ABSTAIN (None); ABSENT (McIntosh).

Resolution No. 35426-24 – Adopting The Amendment To Section 15a Of The East Bay Municipal Utility District’s Regulations Governing Water Service To Customers.

20. **Review Board of Directors comments on a draft Board Governance Manual and policies and provide direction to staff on finalizing the documents for adoption by the Board at future Board meetings.**

General Counsel Derek T. McDonald reviewed actions taken between June 2024 to date to develop the manual and three policies (revised Policy 6.04 -Ethics of the EBMUD Board of Directors, revised Policy 4.14 -Reimbursement of Director Expenses, and a new policy on the Protection of Whistleblowers). Director Chan provided additional comments after staff presented revisions and comments on the draft manual at the October 22, 2024, Finance/Administration Committee and Regular Board meetings. Staff addressed the comments and transmitted an updated draft manual to the Board via an Information Memo on October 24, 2024. Today, staff is seeking direction on proposed revisions to the manual in sub-section 4.04(d) regarding Board member access to staff and events, under section 12.01 regarding the Board President and Vice President roles in determining Board member assignments to committees, Joint Powers Authorities, and associations, and proposed additions to sub-sections 3.04(a) and 3.05(b). There was considerable Board discussion regarding the proposed revisions to sub-section 4.04(d); past practices regarding Board member access to staff and events; ensuring the proposed language to make an appointment through the General Manager or the Secretary of the District does not restrict communication or the flow of information between Board members and staff; providing an orderly way to conduct business; imposing rules on Board members that are not applicable to others; and including language to 4.04(d) to clarify that Board members should contact the General Counsel as appropriate for legal matters. After additional discussion, there was consensus to include the proposed revisions to 4.04(d) with an additional update to contact the General Counsel as appropriate for legal matters. The Board discussed the proposed revisions to section 12.01 regarding the Board President and Vice President roles in determining Board member assignments to committees, Joint Powers Authorities, and associations. Secretary of the District Rischa S. Cole outlined the assignment process and Mr. McDonald clarified scenarios in which discussing and coordinating Board member assignments might violate the Brown Act. There was additional discussion on including the Vice President in the process and the Board members agreed to strike the proposed revision from 12.01. Next, the Board discussed adding “Promote and exemplify

EBMUD's Values of Stewardship, Integrity, Respect and Teamwork" as a role of the Board President to sub-section 3.04(a) and "Exercising fiscal responsibility in the management of special counsel contracts while making such expenditures as necessary to meet EBMUD's legal needs" as a responsibility of the General Counsel to sub-section 3.05(b). There was consensus to include the additional language to 3.04(a) and 3.05(b). Mr. McDonald outlined next steps which include finalizing the manual based on the direction received and presenting the final document for Board adoption at its November 26, 2024 meeting. The three governance policies will be finalized through the District's review process and presented to the Finance/Administration Committee and Board for approval in early 2025.

21. **Appoint the Manager of Maintenance and Construction/Water Operations**

General Manager Clifford C. Chan announced Roberto C. Cortez as the candidate for appointment to the position of Manager of Maintenance and Construction/Water Operations and highlighted Mr. Cortez's education and experience.

- Motion by Director Young, seconded by Director Linney, to approve the recommended actions for Item 21 carried (5-0) by the following roll call vote: AYES (Chan, Katz, Linney, Young, and Patterson); NOES (None); ABSTAIN (None); ABSENT (McIntosh).

Resolution No. 35427-24 – Appointing Roberto C. Cortez As Manager Of Maintenance And Construction/Water Operations (*Effective December 2, 2024*).

Mr. Cortez thanked the General Manager, Director of Operations and Maintenance, and the Board for the opportunity and thanked his wife who was in attendance.

22. **General Manager's Report.**

Fiscal Year 2025 Employee Experience Survey

Special Assistant to the General Manager Derry L. Moten presented an update on findings from the District's recent Employee Experience Survey. The survey is a key component of Pillar 3 – Inclusive Culture within the Diversity, Equity, and Inclusion Strategic Plan. The survey contained 62 questions focused on 25 drivers of employee experience grouped into five key performance indicators (KPIs) - engagement; experience versus expectations; intent to stay; inclusion; and well-being. He discussed the survey's purpose and methodology and reported that to date, staff has provided a total of 13 in-person and virtual presentations on the District-wide survey results to approximately 950 employees from various workgroups. Mr. Moten highlighted key findings in the survey's five KPIs; how the District's scores for each KPI compared to other organizations with 1,000 to 5,000 employees; District-wide actions to address process changes around enhanced communication, career development, and supervisor and manager responsiveness; recommendations to assist departments with addressing their team's unique needs; and the structured, three-step action planning process to address feedback gathered from the survey. Managers will finalize departmental action plans, departments will implement mechanisms to track the impact of their actions over time, and results will be assessed annually and will provide insights to refine the approach for the next survey. Mr. Moten answered Board questions regarding previous surveys at the District, measuring improvement, and identifying trends in the survey responses.

Monthly Report – October 2024

General Manager Clifford C. Chan announced the Monthly Report was included in the agenda materials. Information on page 14 reports the District settled a lawsuit with Flatiron West Inc., the contractor on Specification 2130; however, the lawsuit was settled with Bay City Mechanical. The Speakers' Bureau and Outreach Record CY24 and the agenda materials for the November 13, 2024, Los Vaqueros Reservoir Joint Powers Authority Board meeting had been provided at Board places.

- Director Patterson left the meeting at 3:03 p.m. and returned at 3:07 p.m.
- Director Katz left the meeting at 3:12 p.m.

REPORTS AND DIRECTOR COMMENTS

23. Committee Reports.

- Filed with the Board were the Minutes for the October 22, 2024 Finance/Administration and Sustainability Committees.
- Planning Committee Chair Marguerite Young reported the Committee met earlier and received updates on the Fiscal Year 2024 Annual Readiness Report; GreenGen Pumped Storage Project; and Proposed Revisions to Watershed and Recreation Rules and Regulations and Camanche Recreation Area Seasonal Alcohol Prohibition.

24. Other Items for Future Consideration.

None.

25. Director Comments.

- Director Chan thanked General Manager Clifford C. Chan, Director of Operations and Maintenance David A. Briggs, and staff for their participation in the Ward 7 briefing in San Ramon on October 31. Director Chan also commented on the presentation staff provided to the Castro Valley Municipal Advisory Council on October 21 and asked staff to let her know when her presence is requested at future meetings or presentations.
- Director Linney thanked staff for their support during the Ward 5 briefing in Oakland on November 7.
- Director Patterson thanked staff for their support during the Ward 5 briefing in Oakland on November 7.
- Director Young left the meeting at 3:19 p.m.
- Directors Katz and Young and President McIntosh had no reports.

ADJOURNMENT

Vice-President Patterson adjourned the meeting at 3:21 p.m.

SUBMITTED BY:

Rischa S. Cole Secretary of the District

APPROVED: November 26, 2024

William B. Patterson, Vice-President of the Board

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BOARD ACTION

Agenda Number:	3.	Meeting Date:	November 26, 2024
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TITLE	MAIN WASTEWATER TREATMENT PLANT GRIT DEWATERING EQUIPMENT REPLACEMENT AND REACTOR DRAIN IMPROVEMENTS
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ACTION	☒ Motion:	☐ Resolution:	☐ Ordinance:
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RECOMMENDED ACTION	Award a contract to the lowest responsive/responsible bidder, Garney Pacific, Inc., in an amount not to exceed \$10,847,300 for the construction of the Main Wastewater Treatment Plant (MWWTP) Grit Dewatering Equipment Replacement and Reactor Drain Improvements, under Specification SD-432.
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SUMMARY	This project involves improvements at the Grit Dewatering Building (Grit DWB), Reactors, Aerated Grit Tanks (AGT) gallery, Primary Sedimentation Tanks gallery, and Fats, Oils and Grease (FOG) Receiving Station at the MWWTP. Work at the Grit DWB includes replacement of four grit classifiers, a grit hopper, and lighting; grit loading area improvements; ventilation improvements; and rehabilitation of building structures. Work at the Reactors includes replacement of four drain pumps and a reactor aerator, and drainage improvements. Work at other locations includes replacing equipment belt guards, and piping and instrumentation modifications, new flushing connections for sludge lines, and a FOG Receiving Station washdown diversion structure.
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DISCUSSION	This project will include improvements to critical and aging grit dewatering and reactor drain equipment and increase public and staff safety, equipment reliability, and staff efficiency. Four of the six grit classifiers, a grit hopper, piping, and decking need replacement due to corrosion, wear, and damage. New ventilation piping will improve air quality, and truck loading improvements will include better access for moving and loading grit storage bins and a backup loading location when the main hopper is not available. Reactor drain pumps and piping are at the end of their useful lives and need replacement. Trench drains, sump pits and sump pump improvements will address standing water due to groundwater intrusion and leaks. At the AGT area, heavy equipment safety guards for pumps do not meet current Occupational Safety and Health Administration (OSHA) requirements and will be replaced with lighter, OSHA compliant guards, and new instrumentation will improve system reliability. At the Primary Sedimentation Tanks gallery, new flushing connections for process sludge lines will improve system reliability. At the FOG Receiving Station, a washdown diversion structure will address flooding of electrical junction boxes; and a new hot water flush line will address clogs. This project supports the District's Long-Term Infrastructure Investment Strategic Plan goal.
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Originating Department: Wastewater	Department Director or Manager: Amit K. Mutsuddy	CEP Forms? Yes	Board Action Type: Construction
Funds Available: FY2025; Award# 7000330; Page #113	Budget Coding: 21-927-2015191-55610		
Attachment(s): Bid Summary; P-035; P-061			

Title:	Main Wastewater Treatment Plant Grit Dewatering Equipment Replacement and Reactor Drain Improvements	Meeting Date:	November 26, 2024
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BID RESULTS

Bid documents were posted on the District's website and issued to 25 resource organizations and 13 prospective bidders. Four bids were received, ranging from \$10,847,300 to \$14,909,000. The bid summary is attached. The engineer's estimate for this work is \$10,000,000. Three bids were more than 10% over the engineer's estimate possibly due to higher estimated costs for labor and equipment across multiple trades and disciplines.

The lowest responsive/responsible bidder, Garney Pacific, Inc., is licensed to perform work in California, and is not on the State Department of Industrial Relations (DIR) debarment list. Garney Pacific, Inc. and its listed subcontractors are properly registered with the State DIR. In the past five years, Garney Pacific, Inc. has not filed a Government Code Claim against the District nor initiated any litigation against the District.

SUSTAINABILITY**Economic**

Funding for this work is available in the Fiscal Year 2025 adopted capital budget Preliminary Treatment.

Social

Work under this contract is subject to the payment of current prevailing wages according to the determinations for each craft as established by the Director of the DIR of the State of California.

Local 444 was notified of this contract on April 24, 2024, and did not raise any specific issues related to this contract.

Environmental

A California Environmental Quality Act Notice of Exemption was filed with the Alameda County Clerk on February 27, 2024.

ALTERNATIVES

Do not perform the work. This alternative is not recommended because this work will ensure process safety and reliability for the grit dewatering facilities and the reactor drain system, and improve system reliability at the aerated grit tanks, primary sedimentation tanks and FOG Receiving Station.

Reject all bids and rebid the work. This alternative is not recommended because rebidding the work would create significant delays and increase project costs.

Perform the work with District forces. This alternative is not recommended because the District does not have the equipment or staff to perform this type of major capital improvement work.

EAST BAY MUNICIPAL UTILITY DISTRICT

SPECIAL DISTRICT NO. 1

SPECIFICATION SD-432

MAIN WASTEWATER TREATMENT PLANT

GRIT DEWATERING EQUIPMENT REPLACEMENT

AND REACTOR DRAIN IMPROVEMENTS

OCTOBER 16, 2024

BID SUMMARY

BIDDER		TOTAL BID
1.	Garney Pacific, Inc.*	\$10,847,300
2.	Western Water Constructors, Inc.	\$11,199,950
3.	Monterey Mechanical Co.	\$14,762,000
4.	C. Overaa & Co.	\$14,909,000

*** Apparent Low Bidder**

Number of Proposals sent to Contractors	13
Number of Proposals sent to Resource Orgs	25
Number of Proposals sent to MBEs	0
Number of Proposals sent to WBEs	0
Number of Proposals sent to SBs	0
Number of bids received	4

Engineer's Estimate	\$10,000,000
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cc: Contract Equity, Legal, Risk Mgmt, Purch, AKM, GDW, AE, WC, YL, WED Clerks



CONTRACT EQUITY PROGRAM SUMMARY (P-035)

This summary contains information on the contractor's workforce and contract equity participation. (Completed by District)

TITLE SPECIFICATION NO.: SD-432 Main Wastewater Treatment Plant Grit Dewatering Equipment Replacement and Reactor Drain Improvements			DATE: October 30, 2024								
CONTRACTOR: Garney Pacific, Inc. Tracy, CA Local Business			PERCENTAGE OF CONTRACT DOLLARS								
			Availability Group	Contracting Objectives	Participation						
BID/PROPOSER'S PRICE: \$10,847,300 *	FIRM'S OWNERSHIP		White Men	25%	100.0%						
	Ethnicity	Gender	White Women	9%	0.0%						
	White	Men	Ethnic Minorities	25%	0.0%						
CONTRACT EQUITY PARTICIPATION											
COMPANY NAME	ESTIMATED AMOUNT	ETHNICITY	GENDER		CONTRACTING PARTICIPATION						
			M	W	White-Men	White-Women	Ethnic Minorities	Unclassified	Publicly Held Corp.	Gov't/Non Profit	Foreign
PRIME: Garney Pacific, Inc.	\$7,692,300	White	X		70.9%						
SUBS: Blocka Construction, Inc.	\$1,195,000	White	X		11.0%						
Jeffco Painting & Coating	\$660,000	White	X		6.1%						
Bay View Environmental Services	\$100,000	White	X		0.9%						
Capital Flow, Inc.	\$600,000	White	X		5.5%						
JDV Equipment Corporation	\$600,000	White	X		5.5%						
TOTAL	\$10,847,300				100.0%	0.0%	0.0%	0.0%	0.0%	0.0%	0.0%
CONTRACTOR'S WORKFORCE PROFILE (From P-025 Form)											
	White Men	White Women	Ethnic Minorities	Total Employees							
No. of Employees:	25	3	52	80							
Percent of Total Employees:	31.3%	3.8%	65.0%								
MSA Labor Market %:	28.0%	23.6%	48.4%								
MSA Labor Market Location:	California										
COMMENTS											
Contract Equity Participation: 100% White Men participation. Contract Duration: NA *Total not to exceed: \$10,847,300											
Workforce Profile & Statement of Nondiscrimination Submitted				Good Faith Outreach Efforts Requirement Satisfied				Award Approval Recommended			
NA				YES							



AFFIRMATIVE ACTION SUMMARY (P-061)

(Completed by District)

This summarizes information provided by the contractor(s)' P-025 Form regarding their workforce.

Title: Main Wastewater Treatment Plant Grit Dewatering Equipment Replacement and Reactor Drain Improvements		Ethnic Minority Percentages From U.S. Census Data							
			B	H	A/PI	AI/AN	TOTAL		
		National	10.5	10.7	3.7	0.7	27.3		
Spec. No.: SD-432		DATE: 10/30/2024	9 Bay Area Counties		5.5	16.2	14.2	0.4	39.9
			Alameda/CC Counties		10.7	15.6	15.4	0.5	46.2
R=Recmmd P=Prime S=Sub	Composition of Ownership	Number of Ethnic Minority Employees							
Company Name, Owner/Contact Person, Address, and Phone Number			B	H	A/PI	AI/AN	TOTAL	PERCENT	MSA %
RP	WM: LBE	Company Wide	2	44	4	1	51	63.8%	48.4%
Garney Pacific, Inc. R. Daniel Eckdahl 17510 W. Bethany Rd Tracy, CA 95391 816-741-4600		Manager/Prof	0	2	3	1	6	26.1%	
		Technical/Sales	0	0	0	0	0	0.0%	
		Clerical/Skilled	0	1	0	0	1	25.0%	
		Semi/Unskilled	2	41	1	0	44	83.0%	
		Bay Area	0	0	0	0	0	0.0%	39.9%
		AA Plan on File:	NA		Date of last contract with District:		9/26/2024		
		Co. Wide MSA:	California		# Employees-Co. Wide:		80	Bay Area:	0
S	WM: LBE	Company Wide	3	22	5	0	30	34.9%	48.4%
Blocka Construction, Inc. Brian Causey 445 Boulder Court Pleasanton, CA 94566 510-657-3686		Manager/Prof	0	0	0	0	0	0.0%	
		Technical/Sales	0	3	2	0	5	41.7%	
		Clerical/Skilled	3	18	3	0	24	38.7%	
		Semi/Unskilled	0	1	0	0	1	33.3%	
		Bay Area	2	19	5	0	26	37.7%	39.9%
		Co. Wide MSA:	California		# Employees-Co. Wide:		86	Bay Area:	69
S	WM: SBE	Company Wide	1	22	2	1	26	55.3%	39.9%
Jeffco Painting & Coating, Inc. Matt Eggle 1260 Railroad Ave., Bldg 750 Vallejo, CA 94592 707-562-1900		Manager/Prof	0	1	0	0	1	12.5%	
		Technical/Sales	0	0	0	0	0	NA	
		Clerical/Skilled	1	19	2	1	23	63.9%	
		Semi/Unskilled	0	2	0	0	2	66.7%	
		Bay Area	1	22	2	1	26	60.5%	39.9%
		Co. Wide MSA:	9 Bay Area Counties		# Employees-Co. Wide:		47	Bay Area:	43
S	WM: LBE	Company Wide	1	264	1	-	266	95.0%	48.4%
Bayview Environmental Services, Inc. Richard Cleveland 6925 San Leandro Street Oakland, CA 94621 510-562-6181		Manager/Prof	0	0	0	0	0	0.0%	
		Technical/Sales	0	5	1	0	6	54.5%	
		Clerical/Skilled	0	1	0	0	1	100.0%	
		Semi/Unskilled	1	258	0	0	259	97.0%	
		Bay Area	1	186	0	0	187	95.4%	39.9%
		Co. Wide MSA:	California		# Employees-Co. Wide:		280	Bay Area:	196
S	WM: LBE	Company Wide	1	2	0	3	6	37.5%	37.3%
Capital Flow, Inc. Derek Burk 7640 Wilbur Way Sacramento, CA 95828 916-718-9173		Manager/Prof	0	0	0	0	0	0.0%	
		Technical/Sales	0	2	0	0	2	33.3%	
		Clerical/Skilled	0	0	0	0	0	0.0%	
		Semi/Unskilled	1	0	0	3	4	80.0%	
		Bay Area	0	0	0	0	0	0.0%	39.9%
		Co. Wide MSA:	Sacramento		# Employees-Co. Wide:		16	Bay Area:	0
S	WM	Company Wide	1	0	0	0	1	4.3%	31.7%
JDV Equipment Corporation Donna Abbott 104 Fulton St. Boonton, NJ 07005 973-366-6556		Manager/Prof	1	0	0	0	1	7.7%	
		Technical/Sales	0	0	0	0	0	0.0%	
		Clerical/Skilled	0	0	0	0	0	0.0%	
		Semi/Unskilled	0	0	0	0	0	0.0%	
		Bay Area	0	0	0	0	0	0.0%	39.9%
		Co. Wide MSA:	New Jersey		# Employees-Co. Wide:		23	Bay Area:	0

WM=White Male, WW=White Women, EM=Ethnic Minority (Ethnicities: B=Black, H=Hispanic, A/PI=Asian/Pacific Islander, and AI/AN=American Indian/Alaskan Native)



AFFIRMATIVE ACTION SUMMARY (P-061)

(Completed by District)

This summarizes information provided by the contractor(s)' P-025 Form regarding their workforce.

Title: Main Wastewater Treatment Plant Grit Dewatering Equipment Replacement and Reactor Drain Improvements		Ethnic Minority Percentages From U.S. Census Data							
			B	H	A/PI	AI/AN	TOTAL		
		National	10.5	10.7	3.7	0.7	27.3		
Spec. No.: SD-432		DATE: 10/30/2024	9 Bay Area Counties		5.5	16.2	14.2	0.4	39.9
			Alameda/CC Counties		10.7	15.6	15.4	0.5	46.2
R=Recmmd P=Prime S=Sub	Composition of Ownership	Number of Ethnic Minority Employees							
Company Name, Owner/Contact Person, Address, and Phone Number			B	H	A/PI	AI/AN	TOTAL	PERCENT	MSA %
P	WM	Company Wide	3	6	1	2	12	31.6%	48.4%
Western Water Constructors, Inc. Ken Kretschmer 707 Aviaton Blvd. Santa Rosa, CA 95403 707-540-9640		Manager/Prof	0	0	1	0	1	9.1%	
		Technical/Sales	0	0	0	0	0	0.0%	
		Clerical/Skilled	0	2	0	2	4	44.4%	
		Semi/Unskilled	3	4	0	0	7	58.3%	
		Bay Area	3	6	1	0	10	26.3%	39.9%
		Co. Wide MSA: California	# Employees-Co. Wide: 38				Bay Area: 38		
P	EMM-H: LBE	Company Wide	7	100	3	0	110	66.7%	46.2%
Monterey Mechanical Co. Vy Nguyen 8275 San Leandro Street Oakland, CA 94621 510-632-3173		Manager/Prof	INFORMATION NOT PROVIDED						
		Technical/Sales							
		Clerical/Skilled							
		Semi/Unskilled							
		Bay Area	7	100	3	0	110	66.7%	39.9%
		Co. Wide MSA: Alameda/Contra Costa	# Employees-Co. Wide: 165				Bay Area: 165		
P	WM: LBE	Company Wide	14	243	20	2	279	57.5%	39.9%
C. Overaa & Co. Maggie White 200 Parr Blvd. Richmond, CA 94801 510-234-0926		Manager/Prof	4	14	10	1	29	21.0%	
		Technical/Sales	0	0	0	0	0	0.0%	
		Clerical/Skilled	7	127	10	1	145	66.8%	
		Semi/Unskilled	3	102	0	0	105	81.4%	
		Bay Area	14	243	20	2	279	57.5%	39.9%
		Co. Wide MSA: 9 Bay Area Counties	# Employees-Co. Wide: 485				Bay Area: 485		

WM=White Male, WW=White Women, EM=Ethnic Minority (Ethnicities: B=Black, H=Hispanic, A/PI=Asian/Pacific Islander, and AI/AN=American Indian/Alaskan Native)



BOARD ACTION

Agenda Number:	4.	Meeting Date:	November 26, 2024
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TITLE	MAIN WASTEWATER TREATMENT PLANT SECONDARY CLARIFIER REHABILITATION PHASE 4
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ACTION	☒ Motion:	☐ Resolution:	☐ Ordinance:
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RECOMMENDED ACTION	Award a contract to the lowest responsive/responsible bidder, Garney Pacific, Inc., in an amount not to exceed \$6,766,000 for the construction of the Main Wastewater Treatment Plant (MWWTP) Secondary Clarifier Rehabilitation Phase 4, under Specification SD-459.
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SUMMARY	This project is for replacement of the secondary sludge collector mechanism and rehabilitation of the structural steel and concrete components for two clarifiers at the MWWTP. The project also includes installation of new sump pits at five clarifiers and new sump pumps at six clarifiers, replacement of valve actuators at eight clarifiers and rehabilitation of two gate valves. The motor control equipment will be replaced for all clarifiers and there will be electrical improvements around three clarifiers. This work is required to maintain effective and reliable operation of the wastewater treatment process. This project was presented at the October 11, 2022, Long-Term Infrastructure Investment Workshop.
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DISCUSSION	There are 12 secondary clarifiers at the MWWTP that were constructed in the 1970s. Each has a collector system that scrapes sludge from the floor and skims scum off the water surface. Secondary Clarifiers 4 and 11 have extensive corrosion on their steel mechanical components, including the center support columns of the collectors, scrapers, and skimmers, and the equipment is at the end of its useful life. As part of this project, mild steel mechanisms will be replaced with more durable and corrosion-resistant stainless-steel mechanisms. The collector systems for Clarifiers 1 and 10 were rehabilitated in 2017 under the Secondary Clarifiers Rehabilitation Phase 1 project. The collector systems for Clarifiers 8 and 12 were rehabilitated in 2021 and 2022, respectively, under the Secondary Clarifiers Rehabilitation Phase 2 project. Rehabilitation of the collector systems for Clarifiers 2 and 7 are expected to be completed by December 2024 under the Secondary Clarifiers Rehabilitation, Phase 3 project. This project supports the District's Water Quality and Environmental Protection and Long-Term Infrastructure Investment Strategic Plan goals.
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BID RESULTS	Bid documents were posted on the District's website and issued to 24 resource organizations and seven prospective bidders. Five bids were received, ranging from \$6,766,000 to \$9,511,158. The bid summary is attached. The engineer's estimate for this work was
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Originating Department: Wastewater	Department Director or Manager: Amit K. Mutsuddy	CEP Forms? Yes	Board Action Type: Construction
Funds Available: FY 2025; Award# 7000332; Page 115	Budget Coding: 21-927-3100074-55610		Approved: 
Attachments: Bid Summary; P-035; P-061			

Title:	Main Wastewater Treatment Plant Secondary Clarifiers Rehabilitation Phase 4	Meeting Date:	November 26, 2024
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\$7,000,000. Two bids were more than 10 percent over the engineer's estimate possibly due to higher estimated costs for labor and equipment across multiple trades and disciplines.

The lowest responsive/responsible bidder, Garney Pacific, Inc., is licensed to perform work in California, and is not on the State Department of Industrial Relations (DIR) debarment list. Garney Pacific, Inc. and its listed subcontractors are properly registered with the State DIR. In the past five years Garney Pacific, Inc., has not filed a Government Code Claim nor initiated any litigation against the District.

SUSTAINABILITY**Economic**

Funding for this work is available in the Fiscal Year 2025 adopted capital budget for Secondary Treatment.

Social

Work under this contract is subject to the payment of current prevailing wages according to determinations for each craft as established by the Director of the DIR of the State of California.

Local 444 was notified of this contract on March 18, 2024, and did not raise any specific issues related to this contract.

Environmental

This work will help ensure the reliability of the wastewater treatment process and continued compliance with environmental laws and regulations.

A California Environmental Quality Act Notice of Exemption was filed with the Alameda County Clerk on July 2, 2024.

ALTERNATIVES

Do not perform the work. This alternative is not recommended because this project provides necessary repairs and improvements to critical wastewater treatment facilities to improve operational reliability and ensure continued compliance with regulatory requirements.

Reject all bids and rebid the work. This alternative is not recommended because rebidding the work would create significant delays and increase project costs.

Perform the work with District forces. This alternative is not recommended because District forces do not have the expertise, equipment, and staff to perform this major capital work.

EAST BAY MUNICIPAL UTILITY DISTRICT

SPECIAL DISTRICT NO. 1

SPECIFICATION SD-459

MAIN WASTEWATER TREATMENT PLANT

SECONDARY CLARIFIER REHABILITATION PHASE 4

OCTOBER 9, 2024

BID SUMMARY

BIDDER		TOTAL BID
1.	Garney Pacific, Inc.*	\$6,766,000**
2.	C. Overaa & Co.	\$6,803,000
3.	Western Water Constructors, Inc.	\$6,860,000
4.	Anvil Builders, Inc.	\$8,055,000
5.	Mountain Cascade, Inc.	\$9,511,158

*** Apparent Low Bidder**

**** Entered \$7,306,000 in Total Lump Sum Bid**

Number of Proposals sent to Contractors	23
Number of Proposals sent to Resource Orgs	25
Number of Proposals sent to MBEs	1
Number of Proposals sent to WBEs	1
Number of Proposals sent to SBs	1
Number of bids received	5

Engineer's Estimate	\$7,000,000
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CONTRACT EQUITY PROGRAM SUMMARY (P-035)

This summary contains information on the contractor's workforce and contract equity participation. (Completed by District)

TITLE SPECIFICATION NO.: Main Wastewater Treatment Plant Secondary Clarifier Rehabilitation Phase 4			DATE: October 28, 2024								
CONTRACTOR: Garney Pacific, Inc. Local Business Tracy, CA			PERCENTAGE OF CONTRACT DOLLARS								
			Availability Group	Contracting Objectives	Participation						
BID/PROPOSER'S PRICE:	FIRM'S OWNERSHIP		White Men	25%	100.0%						
	Ethnicity	Gender	White Women	9%	0.0%						
\$6,766,000 *	White	Men	Ethnic Minorities	25%	0.0%						
CONTRACT EQUITY PARTICIPATION											
COMPANY NAME	ESTIMATED AMOUNT	ETHNICITY	GENDER		CONTRACTING PARTICIPATION						
			M	W	White- Men	White- Women	Ethnic Minorities	Unclassified	Publicly Held Corp.	Gov't/Non Profit	Foreign
PRIME: Garney Pacific, Inc.	\$3,174,991	White	X		46.9%						
SUBS: Blocka Construction, Inc.	\$664,000	White	X		9.8%						
Insituform Technologies, LLC	\$365,000	White	X		5.4%						
F.D. Thomas, Inc.	\$2,462,009	White	X		36.4%						
Pipe & Plant Solutions, Inc.	\$100,000	White	X		1.5%						
TOTAL	\$6,766,000				100.0%	0.0%	0.0%	0.0%	0.0%	0.0%	0.0%
CONTRACTOR'S WORKFORCE PROFILE (From P-025 Form)											
	White Men	White Women	Ethnic Minorities	Total Employees							
No. of Employees:	25	3	52	80							
Percent of Total Employees:	31.3%	3.8%	65.0%								
MSA Labor Market %:	28.0%	23.6%	48.4%								
MSA Labor Market Location:	California										
COMMENTS											
Contract Equity Participation: 100% White Men participation. Contract Duration: NA *Total not to exceed: \$6,766,000											
Workforce Profile & Statement of Nondiscrimination Submitted			Good Faith Outreach Efforts Requirement Satisfied			Award Approval Recommended					
NA			YES								

AFFIRMATIVE ACTION SUMMARY (P-061)

(Completed by District)

This summarizes information provided by the contractor(s)' P-025 Form regarding their workforce.

Title: Main Wastewater Treatment Plant Secondary Clarifier Rehabilitation Phase 4			Ethnic Minority Percentages From U.S. Census Data						
					B	H	A/PI	AI/AN	TOTAL
			National		10.5	10.7	3.7	0.7	27.3
Spec. No.: SD-459		DATE: 10/28/2024	9 Bay Area Counties		5.5	16.2	14.2	0.4	39.9
			Alameda/CC Counties		10.7	15.6	15.4	0.5	46.2
R=Recmmd P=Prime S=Sub	Composition of Ownership	Number of Ethnic Minority Employees							
Company Name, Owner/Contact Person, Address, and Phone Number			B	H	A/PI	AI/AN	TOTAL	PERCENT	MSA %
P	WM: LBE	Company Wide	14	243	20	2	279	57.5%	39.9%
C. Overaa & Co. Maggie White 200 Parr Blvd. Richmond, CA 94801 510-234-0926		Manager/Prof	4	14	10	1	29	21.0%	
		Technical/Sales	0	0	0	0	0	0.0%	
		Clerical/Skilled	7	127	10	1	145	66.8%	
		Semi/Unskilled	3	102	0	0	105	81.4%	
		Bay Area	14	243	20	2	279	57.5%	39.9%
		Co. Wide MSA:	9 Bay Area Counties		# Employees-Co. Wide:		485	Bay Area:	485
P	WM	Company Wide	3	6	1	2	12	31.6%	48.4%
Western Water Constructors, Inc. Ken Kretschmer 707 Aviaton Blvd. Santa Rosa, CA 95403 707-540-9640		Manager/Prof	0	0	1	0	1	9.1%	
		Technical/Sales	0	0	0	0	0	0.0%	
		Clerical/Skilled	0	2	0	2	4	44.4%	
		Semi/Unskilled	3	4	0	0	7	58.3%	
		Bay Area	3	6	1	0	10	26.3%	39.9%
		Co. Wide MSA:	California		# Employees-Co. Wide:		38	Bay Area:	38
P	WM: LBE	Company Wide	16	113	65	0	194	85.8%	53.9%
Anvil Builders, Inc. Maria Zaval 1550 Park Ave Emeryville, CA 94608 415-285-5000		Manager/Prof	0	16	0	0	16	50.0%	
		Technical/Sales	0	0	0	0	0	0.0%	
		Clerical/Skilled	0	5	4	0	9	90.0%	
		Semi/Unskilled	16	92	61	0	169	91.8%	
		Bay Area	16	113	65	0	194	85.8%	39.9%
		Co. Wide MSA:	Alameda		# Employees-Co. Wide:		226	Bay Area:	226
P	WM: LBE	Company Wide	2	138	1	0	141	47.0%	53.9%
Mountain Cascade, Inc. Desiree Arslanian 555 Exchange Court Livermore, CA 94550 925-373-8370		Manager/Prof	0	8	0	0	8	19.5%	
		Technical/Sales	0	2	0	0	2	28.6%	
		Clerical/Skilled	0	7	1	0	8	42.1%	
		Semi/Unskilled	2	121	0	0	123	52.8%	
		Bay Area	2	138	1	0	141	47.0%	39.9%
		Co. Wide MSA:	Alameda		# Employees-Co. Wide:		300	Bay Area:	300

WM=White Male, WW=White Women, EM=Ethnic Minority (Ethnicities: **B**=Black, **H**=Hispanic, **A/PI**=Asian/Pacific Islander, and **AI/AN**=American Indian/Alaskan Native)



BOARD ACTION

Agenda Number:	5.	Meeting Date:	November 26, 2024
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TITLE	UNITED HEALTH CARE PREMIUM INCREASE FOR RETIREE HEALTH PLAN
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ACTION	☒ Motion:	☐ Resolution:	☐ Ordinance:
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RECOMMENDED ACTION	Authorize United Health Care (UHC) premium increase of 24.25 percent to take effect on January 1, 2025, for retirees in the UHC Medicare Advantage plan.
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SUMMARY	Under Motion No. 221-97, the Board delegated the approval of health plan renewals to the General Manager when premium increases are less than 15 percent and there are no significant changes in benefit levels. For plan year 2025, the premium increase for the UHC Medicare Advantage plan for retirees exceeds 15 percent, which requires Board approval.
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DISCUSSION	The proposed action authorizes acceptance of the increased premium costs for the UHC Medicare Advantage plan (up 24.25 percent compared to a 1.91 percent increase in 2024). The Medicare advantage premium increases across California primarily result from the impact of federal government changes to drug plans and Center for Medicare Systems (CMS) reimbursement rate deductions, with additional impacts from continued inflationary pressure and labor shortages. CalPERS Medicare plan premiums are rising 22.25 percent overall for 2025. The District does not pay the premium for retiree health plans. Retirees pay 100 percent of the premium, so this premium increase does not have a cost impact to the District. The District is not directly insured by UHC, but rather offers this UHC Medicare Advantage plan to retirees through the Association of California Water Agencies Joint Powers Insurance Authority (ACWA/JPIA). ACWA/JPIA noted changes in the CMS reimbursement rate, and impacts to plan liabilities and prescription drug costs from the Inflation Reduction Act, as the main factors for the premium increase for 2025. Effective January 1, 2025, plan rate increases for active employees in Kaiser, Sutter Health Plus and ACWA Blue Cross, and for retirees in Kaiser Senior Advantage High and Kaiser Senior Advantage Low plans, are less than 15 percent and will be approved by the General Manager.
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SUSTAINABILITY	Economic No funding is requested as retirees pay 100 percent of the premium.
	Social The unions were notified of the above changes along with employees on October 21, 2024.

Originating Department: Human Resources	Department Director or Manager: Cindy R. Charan	CEP Forms? N/A	Board Action Type: Administrative
Funds Available: N/A	Budget Coding: N/A		
Attachment(s): N/A			

Title:	United Health Care Premium Increase for Retiree Health Plan	Meeting Date:	November 26, 2024
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ALTERNATIVE

Do not accept the UHC plan premium increase. This alternative is not recommended because without Board approval, ACWA/JPIA would not continue to offer the UHC Medicare Advantage plan and retirees would have to find new coverage beginning January 1, 2025.

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BOARD ACTION

Agenda Number:	6.	Meeting Date:	November 26, 2024
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TITLE	AMEND AGREEMENT FOR FIDELITY RECORDKEEPING AND ADMINISTRATION SERVICES
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ACTION	☒ Motion:	☐ Resolution:	☐ Ordinance:
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RECOMMENDED ACTION	Authorize an amendment to the agreement originally authorized under Board Motion No. 199-19 with Fidelity Workplace Services LLC (Fidelity Investments) to extend the agreement term through December 31, 2028, with two options to renew for additional one-year periods and approve mutual indemnification for recordkeeping and administration services of the District's 401(a), 401(k), and 457 deferred compensation plans.
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SUMMARY	On the recommendation of the joint labor-management Deferred Compensation Advisory Committees (Advisory Committees), the proposed action authorizes an extension of the recordkeeping agreement without a Request for Proposal (RFP) at this time. The agreement was originally authorized under Board Motion No. 199-19 for recordkeeping services for the District's 401(a), 401(k), and 457 deferred compensation plans. In May 2023, the agreement was amended under Board Motion No. 086-23 to add limited Investment Advisory Services for retirees and termed plan participants. Fidelity Investments has agreed to amend the agreement to keep recordkeeping fees the same through December 31, 2028, and the optional two one-year extensions if applied after December 31, 2028. All other terms and conditions shall remain unchanged and in effect with the extension.
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DISCUSSION	Fidelity Investments provides administration and recordkeeping services for the District's 401(a), 401(k), and 457 deferred compensation plans including online account access, customer service phone representatives, and on-site meetings. In addition, Fidelity Investments works with clients to understand the changes related to various Federal rule updates. Currently, there are compliance requirements still pending from the Secure Act 2.0 that staff and Fidelity are in the process of completing. It would be impractical to switch consultants while set up of the compliance changes are not yet complete. Without consideration of a change, processing an RFP is not appropriate. For this reason, and with Fidelity Investment's assurance to maintain fees through the period of extension, the Advisory Committee voted to extend the agreement.
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CONSULTANT SELECTION	In December 2019, the District issued an RFP to firms with expertise in the area of Governmental Deferred Compensation Plan Administration and Recordkeeping. It was also posted on the District's website. Eight proposals were received. After a review of the proposals, two finalists were invited for interviews. Fidelity Investments was the successful
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Originating Department: Human Resources	Department Director or Manager: Cindy R. Charan	CEP Forms? Yes	Board Action Type: Professional Services
Funds Available: N/A	Budget Coding: N/A	Approved: 	
Attachment(s): P-035; P-061			

Title:	Amend Agreement for Fidelity Administration and Recordkeeping Services	Meeting Date:	November 26, 2024
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proposer, and the full Advisory Committee recommended selection of Fidelity Investments as the recordkeeper for the District's deferred compensation plans.

SUSTAINABILITY**Economic**

Funding for this agreement is paid in combination by an annual \$150,000 District contribution as outlined in the District's Memorandum of Understanding (MOU) documents for Locals 2019, 444, 39, and 21 and Deferred Compensation Plan participant's fees withheld from participant's accounts each quarter. This combination of funds covers all Deferred Compensation Plan Administration costs. The Fidelity Investments agreement is variable at .035% of plan assets paid quarterly.

Social

The Advisory Committees are made up of both management staff and representatives from each union that participates in the deferred compensation plans.

ALTERNATIVE

Do not approve an extension to the Fidelity Investments recordkeeping agreement. This alternative is not recommended because the District does not have the systems or staff with the expertise, to provide the necessary recordkeeping services.

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CONTRACT EQUITY PROGRAM SUMMARY (P-035)

This summary contains information on the contractor's workforce and contract equity participation. (Completed by District)

TITLE General Services Agreement -Amendment Amend Agreement for Fidelity Administration and Recordkeeping Services					DATE: November 14, 2024						
CONTRACTOR: Fidelity Workplace Services LLC (FWS) Boston, MA Direct Award					PERCENTAGE OF CONTRACT DOLLARS						
					Availability Group		Contracting Objectives		Participation		
BID/PROPOSER'S PRICE:		FIRM'S OWNERSHIP			White Men		25%		100.0%		
		Ethnicity	Gender		White Women		6%		0.0%		
TBD		White		Men		Ethnic Minorities		25%		0.0%	
CONTRACT EQUITY PARTICIPATION											
COMPANY NAME		ESTIMATED AMOUNT	ETHNICITY	GENDER		CONTRACTING PARTICIPATION					
				M	W	White-Men	White-Women	Ethnic Minorities	Unclassified	Publicly Held Corp.	Gov't/Non Profit
PRIMES: Fidelity Workplace Services LLC (FWS) SUBS: None		TBD	White	x		100.0%					
TOTAL		TBD					100.0%	0.0%	0.0%	0.0%	0.0%
CONTRACTOR'S WORKFORCE PROFILE (From P-025 Form)											
			White Men		White Women		Ethnic Minorities		Total Employees		
No. of Employees:			INFORMATION NOT PROVIDED								
Percent of Total Employees:											
MSA Labor Market %:											
MSA Labor Market Location:											
COMMENTS											
Contract Equity Participation: 100% White Men Participation Contract Duration: Two years with two options to renew for additional one-year periods											
Workforce Profile & Statement of Nondiscrimination Submitted					Good Faith Outreach Efforts Requirement Satisfied				Award Approval Recommended		
NA					NA						



BOARD ACTION

Agenda Number:	7.	Meeting Date:	November 26, 2024
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TITLE	AMEND AGREEMENT FOR MOKELUMNE AQUEDUCT SYSTEM ROUTINE MAINTENANCE ENVIRONMENTAL SERVICES
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ACTION	☒ Motion:	☐ Resolution:	☐ Ordinance:
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RECOMMENDED ACTION	Authorize an amendment to the agreement originally authorized under Board Motion No. 103-18 with Horizon Water and Environment, LLC to increase the agreement amount by \$280,561 to a total amount not to exceed \$629,076 for additional environmental services in support of routine maintenance activities for the Mokelumne Aqueduct System.
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SUMMARY	This amendment provides environmental services to support activities and permitting areas added to the routine maintenance activities associated with the Mokelumne Aqueducts and Folsom South Canal Connection Pipeline. The consultant will review these activities and determine if existing California Environmental Quality Act (CEQA) documentation and permits are adequate. If necessary, the consultant will assist the District with amending the existing CEQA document action and applying for additional or amended permits including incidental take permits.
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DISCUSSION	The District routinely performs maintenance to ensure operability of the raw water conveyance system. These regularly occurring activities are covered under CEQA and permitted through a Routine Maintenance Agreement (RMA) issued by the California Department of Fish and Wildlife (CDFW). Many of these routine activities occur within drainages, stream crossings, and other sensitive habitats which require specialized permits. The environmental services originally procured in 2018 provided coverage for the known District maintenance activities under CDFW jurisdiction at that time. Since then, additional activities have been added such as Mokelumne Aqueduct re-coating/re-lining, appurtenance replacement, and erosion control. Additionally, CDFW has broadened its oversight over existing activities such as herbicide application. The amendment for additional environmental services is required to review these new activities, apply for new permits, and potentially amend the CEQA documentation to ensure compliance. This work supports the District's Long-Term Infrastructure Investment and Water Quality and Environmental Protection Strategic Plan goals. The services contracted for in the agreement cannot be satisfactorily performed under the District civil service and therefore contracting out is proper.
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Originating Department: Operations and Maintenance	Department Director or Manager: David A. Briggs	CEP Forms? Yes	Board Action Type: Professional Services
Funds Available: FY2025; Award #7000045; Page 61	Budget Coding: 11.763.2013471.53120	Approved: 	
Attachment(s): P-035; P-061			

Title:	Amend Agreement for Mokelumne Aqueduct System Routine Maintenance Environmental Services	Meeting Date:	November 26, 2024
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**CONSULTANT
SELECTION**

In 2018, a request for proposals was posted on the District's website and sent to six firms with expertise in CEQA. Six firms submitted proposals and a short-list of three firms was established. Horizon Water and Environment, LLC., was selected based on their experience with CDFW RMAs, including similar RMAs with four local public agencies. This amendment to the agreement is a direct award.

SUSTAINABILITY**Economic**

Funding for this purpose is available in the FY 2025 adopted capital budget for the Raw Water Aqueducts Improvements.

Social

Locals 2019 and 21 were notified of this amendment on August 29, 2024. Local 2019 did not raise any specific issues related to this amendment. Local 21 concerns were addressed through email on September 17, 2024 and September 18, 2024 and resolved.

Environmental

Performing CEQA review and permitting for the District's routine maintenance work is necessary to ensure compliance with state and federal laws and helps ensure that activities do not impact environmental resources.

ALTERNATIVES

Select a different consultant to do the work. This alternative is not recommended because this additional work is integral to the protection and continual operability of the raw water conveyance system. Horizon Water and Environment, LLC. has already completed significant work on this project, including assisting with the completion of the 2020 Initial Study/Mitigated Negative Declaration for the Mokelumne Aqueduct System Routine Maintenance Project, and has the appropriate technical expertise to complete the work.

Perform the work with District forces. This alternative is not recommended because District forces are fully committed to other higher priority work and do not have the resources to complete the state and federal incidental take permit applications. District staff are performing project management for the project.

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CONTRACT EQUITY PROGRAM SUMMARY (P-035)

This summary contains information on the contractor's workforce and contract equity participation. (Completed by District)

TITLE Professional Services Agreement - Amendment Amend Agreement for Mokelumne Aqueduct System Routine Maintenance Environmental Services						DATE: August 26, 2024						
CONTRACTOR: Horizon Water and Environment, LLC Oakland, CA 94610			Local / Small Business		PERCENTAGE OF CONTRACT DOLLARS							
					Availability Group		Contracting Objectives		Participation			
BID/PROPOSER'S PRICE:		FIRM'S OWNERSHIP		White Men		25%		100.0%				
		Ethnicity	Gender	White Women		6%		0.0%				
\$280,561 *		White		Men		Ethnic Minorities		25%		0.0%		
CONTRACT EQUITY PARTICIPATION												
COMPANY NAME		ESTIMATED AMOUNT	ETHNICITY	GENDER		CONTRACTING PARTICIPATION						
				M	W	White-Men	White-Women	Ethnic Minorities	Unclassified	Publicly Held Corp.	Gov't/Non Profit	Foreign
PRIME: Horizon Water and Environment, LLC		\$280,561	White	X		100.0%						
SUBS: None												
TOTAL		\$280,561				100.0%	0.0%	0.0%	0.0%	0.0%	0.0%	
CONTRACTOR'S WORKFORCE PROFILE (From P-025 Form)												
		White Men		White Women		Ethnic Minorities		Total Employees				
No. of Employees:		6		3		0		9				
Percent of Total Employees:		66.7%		33.3%		0.0%						
MSA Labor Market %:		28.0%		24.2%		47.8%						
MSA Labor Market Location:		Oakland										
COMMENTS												
Contract Equity Participation - 100.0% White Men participation.												
*Total not to exceed: \$629,075 = \$348,514 (Original amount) + \$280,561 (Amendment)												
Workforce Profile & Statement of Nondiscrimination Submitted				Good Faith Outreach Efforts Requirement Satisfied				Award Approval Recommended				
NA				NA				5175_P.xlsx				



AFFIRMATIVE ACTION SUMMARY (P-061)

(Completed by District)

This summarizes information provided by the contractor(s)' P-025 Form regarding their workforce.

Title: Amend Agreement for Mokelumne Aqueduct System Routine Maintenance Environmental Services		Ethnic Minority Percentages From U.S. Census Data							
			B	H	A/PI	AI/AN	TOTAL		
		National	10.5	10.7	3.7	0.7	27.3		
Professional Services Agreement - Amendment		DATE: 8/26/2024	9 Bay Area Counties		5.5	16.2	14.2	0.4	39.9
			Alameda/CC Counties		10.7	15.6	15.4	0.5	46.2
R=Recmmd P=Prime S=Sub	Composition of Ownership	Number of Ethnic Minority Employees							
Company Name, Owner/Contact Person, Address, and Phone Number			B	H	A/PI	AI/AN	TOTAL	PERCENT	MSA %
RP	WM: L/SBE	Company Wide	0	0	0	0	0	0.0%	47.8%
Horizon Water and Environment, LLC Kenneth Schwarz 1 Kaiser Plaza Suite 340 Oakland, CA 94612 510-899-4503		Manager/Prof	0	0	0	0	0	0.0%	
		Technical/Sales	0	0	0	0	0	0.0%	
		Clerical/Skilled	0	0	0	0	0	0.0%	
		Semi/Unskilled	0	0	0	0	0	0.0%	
		Bay Area	0	0	0	0	0	0.0%	39.9%
		AA Plan on File: NA	Date of last contract with District: 1/7/2021						
		Co. Wide MSA: Oakland	# Employees-Co. Wide: 9				Bay Area: 9		
P	WM: LBE	Company Wide	9	39	45	0	93	18.5%	27.3%
Environmental Science Associates Nathan Rapp 180 Grand Avenue, Suite 1050 Oakland, CA 94612 415-896-5900		Manager/Prof	5	28	29	1	63	14.8%	
		Technical/Sales	0	0	6	0	6	28.6%	
		Clerical/Skilled	4	11	10	0	25	43.1%	
		Semi/Unskilled	0	0	0	0	0	0.0%	
		Bay Area	3	10	19	0	32	22.7%	39.9%
		Co. Wide MSA: USA	# Employees-Co. Wide: 504				Bay Area: 141		
P	WM: LBE	Company Wide	707	1,140	1,839	55	3,741	23.9%	39.9%
AECOM Technical Services, Inc. Carrie Mullin 300 Lakeside Drive, Suite 400 Oakland, CA 94612 510-215-3620		Manager/Prof	596	998	1,754	55	3,403	25.2%	
		Technical/Sales	77	99	56	0	232	22.3%	
		Clerical/Skilled	34	43	29	0	0	37.9%	
		Semi/Unskilled	0	0	0	0	0	0.0%	
		Bay Area	9	32	140	1	182	36.7%	39.9%
		Co. Wide MSA: 9 Bay Area Counties	# Employees-Co. Wide: 15,674				Bay Area: 496		

WM=White Male, WW=White Women, EM=Ethnic Minority (Ethnicities: B=Black, H=Hispanic, A/PI=Asian/Pacific Islander, and AI/AN=American Indian/Alaskan Native)



BOARD ACTION

Agenda Number:	8.	Meeting Date:	November 26, 2024
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AUGUST TITLE

PLACER COUNTY WATER AGENCY-EAST BAY MUNICIPAL UTILITY DISTRICT MEMORANDUM OF UNDERSTANDING AMENDMENT NO. 4

ACTION

☒ Motion:

☐ Resolution:

☐ Ordinance:

RECOMMENDED ACTION

Authorize the General Manager to execute Amendment No. 4 to the Memorandum of Understanding (MOU) between Placer County Water Agency (PCWA) and East Bay Municipal Utility District (District), increasing the District's share of costs for the development of a long-term water transfer project by an additional \$360,000.

SUMMARY

On August 13, 2013, under Motion No. 120-13 the Board authorized an MOU with PCWA to develop a long-term water transfer project under which the District would purchase 10,000 to 47,000 acre-feet (AF) of PCWA's Sacramento Water Forum Agreement (WFA) environmental releases in dry years. The MOU outlined the cost-sharing commitments to develop the project, including a commitment for the District to share 20 percent of consulting costs and processing fees to conduct environmental documentation and permitting. The District's share under the MOU as amended to date, has been up to \$1,319,700. Amendment No. 4 would increase the District's share of consulting and processing fees from \$1,319,700 to \$1,679,700, an increase of \$360,000. The budget increase is required to perform unanticipated additional work needed to complete the Long-Term Warren Act Contract with the U.S. Bureau of Reclamation (USBR) and the environmental documentation for PCWA's water rights permit extension and water transfer to the District.

DISCUSSION

The District and PCWA are developing a long-term water transfer project that would enable PCWA to fulfill its WFA commitments to release additional water from its reservoirs in dry years to benefit fisheries of the Lower American River while increasing water supply reliability for the District by allowing the District to purchase the released water and divert it through the Freeport Regional Water Project. The parties executed a MOU on August 15, 2013 that outlines the roles, responsibilities, and cost-sharing commitments to develop the project. The MOU provides the District with an exclusive option to negotiate a long-term water transfer project agreement, in accordance with the terms set forth in the MOU, once all necessary environmental review and regulatory approvals have been completed. PCWA and the District continue to jointly work with state and federal agencies to complete environmental review and permitting that are necessary to implement the long-term transfer project. After executing the MOU, the District and PCWA executed two amendments, with the first amendment, executed on June 15, 2014, addressed certain matters associated with the transfer that did not require Board approval. The second amendment, executed on

Originating Department: Water and Natural Resources	Department Director or Manager: Michael T. Tognolini	CEP Forms? N/A	Board Action Type: Administrative
Funds Available: FY2025; Award#7000267; Page 87	Budget Coding: 11.455.0000.2006604.52420.000000		Approved: 
Attachment(s): N/A			

Title:	PCWA-EBMUD Memorandum of Understanding Amendment No. 4	Meeting Date:	November 26, 2024
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October 27, 2017 authorized under Board Motion No. 173-17, addressed the market price of the transfer water in drier years. Amendment No. 3, which was authorized under Board Motion No. 073-18 on May 22, 2018, increased the overall budget for consulting costs and processing fees associated with the environmental review and permitting, and increased the District's agreed-to reimbursement. In Amendment No. 4, PCWA and the District propose to continue to share costs of additional work at the same proportion with PCWA paying 80 percent and the District paying 20 percent.

Additional hydrodynamic and temperature modeling of the American River was needed to complete the environmental reviews required by USBR for the approval of the Long-Term Warren Act Contract that is necessary to convey the water transfer through Folsom Lake and Folsom South Canal. The negotiations with USBR, initiated on October 18, 2023, have taken significantly longer than originally anticipated. PCWA has requested an increase of the total project budget from \$7,070,000 to \$8,870,000, an increase of \$1,800,000.

This proposed Amendment No. 4 supports the District's Long-Term Water Supply Strategic Plan goal.

SUSTAINABILITY**Economic**

Funding for this item is included in the FY 2025 adopted capital budget for Water Transfers.

Social

This amendment will support development of long-term supplemental water supplies for the District in dry years.

Environmental

The amendment provides additional funding to support completion of CEQA and National Environment Policy Act documents for approval of a long-term water transfer project that results in increased releases of water to the lower American River by PCWA in dry years to provide environmental and fisheries benefits.

ALTERNATIVE

Do not authorize Amendment No. 4. This alternative is not recommended because the amendment is needed to secure a long-term supplemental supply for the District in drought years.



BOARD ACTION

Agenda Number:	9.1.-9.2.	Meeting Date:	November 26, 2024
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TITLE

MAINTENANCE AGREEMENT FOR BILL INSERTING SOFTWARE AND EQUIPMENT

ACTION

☒ Motion:

☐ Resolution:

☐ Ordinance:

RECOMMENDED ACTION

- Ratify the extension of the agreement with Quadient, Inc. (Quadient) originally authorized under the General Manager's authority and the total payment of \$53,376.33 for providing maintenance services for bill inserting software and equipment rendered between July 1, 2024 through June 30, 2025.
- Authorize an amendment to extend the agreement originally authorized under the General Manager's authority with Quadient, Inc. through June 30, 2026 and to increase the agreement amount by \$119,626.33, which incorporates the ratified amount from the action above, for a total amount not to exceed \$199,458.75 for providing maintenance for the bill inserting software and equipment.

SUMMARY

Currently, 43 percent of the District's customers pay their bill electronically. The remaining 57 percent of the District's customers receive their bill statements via U. S. Mail. To ensure these bill statements are processed and mailed in a timely manner, the District uses proprietary software and equipment from Quadient to fold and insert bill statements into envelopes. In Fiscal Year 2024, the District processed and mailed approximately 1.4 million bill statements using the Quadient equipment. To keep this equipment operational, the District has an agreement with Quadient to provide ongoing maintenance and repairs. This agreement expired on June 30, 2024 and since then the District negotiated an amendment to the agreement.

DISCUSSION

As more customers adopt electronic bill presentment, purchasing new proprietary software and equipment to conduct in-house bill processing and mailing can be a costly option. As such, the District is exploring a more cost-effective alternative for processing and mailing bill statements. Until a viable alternative is identified, the District must continue to operate its in-house Quadient software and equipment. To ensure the Quadient equipment remains operational, as the District explores its options, an amendment to the maintenance agreement was negotiated with Quadient.

In August 2022, the District entered into an agreement with Quadient in the amount of \$79,832.42. The agreement term was through June 30, 2024. Although the agreement expired on June 30, 2024, the District was planning for replacement of the inserter but did not amend the agreement in time to extend the term. Due to the essential nature of the services provided

Originating Department: Customer and Community Services	Department Director or Manager: Andrew L. Lee	CEP Forms? Yes	Board Action Type: General Services
Funds Available: FY 2025	Budget Coding: 11.335.8604100.53120	Approved: 	
Attachment(s): P-035; P-061			

Title:	Maintenance Agreement for Bill Inserting Software and Equipment	Meeting Date:	November 26, 2024
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by Quadient, staff is seeking the Board's authorization to ratify the extension of the agreement with Quadient from July 1, 2024 to June 30, 2025 in the amount of \$53,376.33.

Upon ratification, Quadient will provide preventive maintenance and repairs through June 30, 2025, and has agreed to extend the maintenance agreement until June 30, 2026, for an additional cost of \$66,250, bringing the total amount not to exceed \$199,458.75.

This item supports the District's Long-Term Financial Stability and Customer and Community Services Strategic Plan goals.

**SERVICE PROVIDER
SELECTION**

This is a sole source award agreement. Quadient has retained all proprietary rights to the technology and diagnostic tools utilized to maintain the District's bill insertion equipment and software. Under this maintenance agreement, Quadient will provide monthly maintenance on the equipment and guarantees a four-hour response time to service calls. In addition, the agreement requires the vendor to provide trained and certified repair personnel, all essential component parts, and software support required by the specialized equipment and software interface. Quadient has maintained the equipment since the original purchase and their work has been reliable and all maintenance agreement requirements have been met.

SUSTAINABILITY**Economic**

Funding for this purpose is available in the FY 2025 adopted operating budget. Funding for the additional years will be considered as part of the associated budget development process.

Environmental

Preventative maintenance on the inserter will reduce an environment impact; improve performance levels to minimize product waste, lower energy consumption during production, and increase product end-of-life.

ALTERNATIVE

Do not approve this amendment. This alternative is not recommended because the equipment and operating software are proprietary and preventative maintenance and emergency repairs will not be available without this maintenance agreement.



CONTRACT EQUITY PROGRAM SUMMARY (P-035)

This summary contains information on the contractor's workforce and contract equity participation. (Completed by District)

TITLE General Services Agreement - Amendment & Ratification Maintenance Agreement for Bill Inserting Software and Equipment						DATE: November 18, 2024					
CONTRACTOR: Quadient, Inc. Milford, CT				Sole Source		PERCENTAGE OF CONTRACT DOLLARS					
BID/PROPOSER'S PRICE:		FIRM'S OWNERSHIP		Availability Group		Contracting Objectives		Participation			
				White Men		25%		0.0%			
		Ethnicity		Gender		White Women		6%		0.0%	
\$119,626.33 *						Ethnic Minorities		25%		0.0%	
CONTRACT EQUITY PARTICIPATION											
COMPANY NAME	ESTIMATED AMOUNT	ETHNICITY	GENDER		CONTRACTING PARTICIPATION						
			M	W	White-Men	White-Women	Ethnic Minorities	Unclassified	Publicly Held Corp.	Gov't/Non Profit	Foreign
PRIME: Quadient, Inc.	\$119,626.33	Foreign									100.0%
SUBS: None											
TOTAL	\$119,626.33				0.0%	0.0%	0.0%	0.0%	0.0%	0.0%	100.0%
CONTRACTOR'S WORKFORCE PROFILE (From P-025 Form)											
		White Men		White Women		Ethnic Minorities		Total Employees			
No. of Employees:		615		368		446		1,429			
Percent of Total Employees:		43.0%		25.8%		31.2%					
MSA Labor Market %:		42.4%		37.8%		19.8%					
MSA Labor Market Location:		Connecticut									
COMMENTS											
Contract Equity Participation: Zero Contract Equity participation since firm is Foreign Owned. Contract Duration: Ratification until June 2025. Amendment until June 2026.											
*Total not to exceed: \$199,458.75 = \$79,832.42 (Original) + \$119,626.33 (\$53,376.33 (Ratification) + \$66,250 (Amendment))											
Workforce Profile & Statement of Nondiscrimination Submitted				Good Faith Outreach Efforts Requirement Satisfied				Award Approval Recommended			
NA				NA							

AFFIRMATIVE ACTION SUMMARY (P-061)

(Completed by District)

This summarizes information provided by the contractor(s)' P-025 Form regarding their workforce.

[illegible]

WM=White Male, WW=White Women, EM=Ethnic Minority (Ethnicities: **B**=Black, **H**=Hispanic, **A/PI**=Asian/Pacific Islander, and **AI/AN**=American Indian/Alaskan Native)



BOARD ACTION

Agenda Number:	10.	Meeting Date:	November 26, 2024
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TITLE	MONTHLY INVESTMENT TRANSACTIONS REPORT
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ACTION	☒ Motion:	☐ Resolution:	☐ Ordinance:
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RECOMMENDED ACTION	Approve the October 2024 Monthly Investment Transactions Report.
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SUMMARY	In accordance with Policy 4.07 – Investments, staff prepares a monthly transactions report for the Finance/Administration Committee to review and for the Board to consider each month. The October 2024 report is being brought to the Board for consideration. This report was presented at the November 26, 2024 Finance/Administration Committee meeting.
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DISCUSSION	Pursuant to Policy 4.07, staff generates a monthly report of investment transactions (buys, sales, deposits, withdrawals) as well as transactions that occur as a feature of the securities held (interest, calls, maturities). Information on portfolio performance, balances, and other factors is presented in the quarterly investment report. In October 2024, the portfolio increased from \$592.9 million to \$596.0 million. Net transactions increased the total by \$2.0 million. Interest received added \$1.1 million to the portfolio. Deposits into short-term liquidity funds totaled \$26.3 million, and withdrawals totaled \$39.3 million. The District did not purchase any securities. No securities matured, and no securities were called or sold. Net transactions at the District's commercial bank resulted in an increase of approximately \$14.9 million.
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I:\Sec\2024 Board Related Items\112624 Board Agenda Items\FIN - Monthly Investment Transactions Report October 2024.docx

Originating Department: Finance	Department Director or Manager: Sophia D. Skoda	CEP Forms? N/A	Board Action Type: Financial
Funds Available: N/A	Budget Coding: N/A		Approved: 
Attachment(s): October 2024 Monthly Investment Transactions Report			

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Monthly Investment Transactions Report October 2024

This report is presented to the Board pursuant to Government Code Section 53607 and in accordance with the District's Investment Policy 4.07.

The attached report details transactions in the District's portfolio as follows:

- **Monthly Investment Transactions Summary** **Page 1**
- **Monthly Investment Activity** **Page 2**
 - Buys Page 3
 - Deposits Page 4
 - Matured Page 5
 - Calls Page 6
 - Sales Page 7
 - Withdrawals Page 8
- **Monthly Interest Activity** **Page 9**
 - Interest Received (Transferred to Wells Fargo) Page 10
 - Interest Received (Reinvested) Page 11


Sophia Skoda (Nov 8, 2024 13:59 PST)

Approved by: Sophia D. Skoda, Finance Director

Nov 8, 2024

Date

SDS:KM:SLS



EAST BAY MUNICIPAL UTILITY DISTRICT
Monthly Investment Transactions Summary
October 2024

Portfolio	Beginning Balance*	Monthly Net Transaction Activity	Monthly Interest Activity	Ending Balance
001 - Water System Consolidated	456,165,123	(20,604,081)	577,551	436,138,593
007 - Wastewater Consolidated	94,261,693	900,414	173,741	95,335,849
049 - Ferc Partnership	2,136,883	-	25,382	2,162,265
009 - BACWA	2,431,350	(13,890)	28,713	2,446,173
015 - DERWA	1,100,883	(32,439)	12,691	1,081,135
002 - FRWA	1,093,631	(25,187)	12,691	1,081,135
014 - IICP	174,908	(14,108)	1,911	162,711
010 - UMRWA	73,253	(4,874)	811	69,190
003 - Employees Retirement	2,201,050	6,818,330	119,572	9,138,952
099 - Wells Fargo**	33,221,007	14,941,761	195,052	48,357,820
Total	592,859,781	1,965,927	1,148,115	595,973,823

* Portfolio balance presented at face value.

**Wells Fargo's month-end available balance per bank statement. Gross amount; not allocated by fund and not included in balances above.

A portion of the balance in Wells Fargo is swept to a money market fund to increase investment earnings.

Sherry Sarcos
Prepared by: Sherry Sarcos, Accounting Technician

11/6/24
Date

Kevin Ma
Reviewed by: Kevin Ma, Accounting Supervisor

Nov 6, 2024
Date

David Glasser
Approved by: David Glasser, Controller

Nov 6, 2024
Date



EAST BAY MUNICIPAL UTILITY DISTRICT
Monthly Investment Activity
October 2024

Portfolio	Buys	Deposits	Matured	Calls	Sales	Withdrawals	Non-Investment Transactions*	Net Transaction Activity
001 - Water System Consolidated	-	-	-	-	-	(20,604,081)	-	(20,604,081)
007 - Wastewater Consolidated	-	5,000,000	-	-	-	(4,099,586)	-	900,414
049 - Ferc Partnership	-	-	-	-	-	-	-	-
009 - BACWA	-	-	-	-	-	(13,890)	-	(13,890)
015 - DERWA	-	-	-	-	-	(32,439)	-	(32,439)
002 - FRWA	-	-	-	-	-	(25,187)	-	(25,187)
014 - IICP	-	-	-	-	-	(14,108)	-	(14,108)
010 - UMRWA	-	-	-	-	-	(4,874)	-	(4,874)
003 - Employees Retirement	-	21,317,000	-	-	-	(14,498,670)	-	6,818,330
Investment Activity Total	-	26,317,000	-	-	-	(39,292,834)	-	(12,975,834)
099 - Wells Fargo	-	(26,317,000)	-	-	-	39,292,834	1,965,927	14,941,761
Total	-	-	-	-	-	-	1,965,927	1,965,927

*Non-investment transactions are net receipts and expenditures in Wells Fargo resulting from activities other than investment and interest transactions detailed in this report.

Steven Goodman-Leibof

Reviewed by: Steven Goodman-Leibof, Principal Mgmt Analyst

Robert Hannay

Approved by: Robert L. Hannay, Treasury Manager

Nov 6, 2024

Date

Nov 6, 2024

Date



EAST BAY MUNICIPAL UTILITY DISTRICT
Monthly Investment Activity
October 2024

Portfolio Name	Asset Class	Description	CUSIP/Ticker	Trade Date	Settlement Date	Maturity Date	Face Amount/Shares	Principal	Interest/Dividends	Total
Buys										

No Transactions this Period

0000

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EAST BAY MUNICIPAL UTILITY DISTRICT
Monthly Investment Activity
October 2024

Portfolio Name	Asset Class	Description	CUSIP/Ticker	Trade Date	Settlement Date	Maturity Date	Face Amount/Shares	Principal	Interest/Dividends	Total
Matured										

No Transactions this Period

- - - -



EAST BAY MUNICIPAL UTILITY DISTRICT
Monthly Investment Activity
October 2024

Portfolio Name	Asset Class	Description	CUSIP/Ticker	Trade Date	Settlement Date	Maturity Date	Face Amount/Shares	Principal	Interest/Dividends	Total
Calls										

No Transactions this Period

- - - -



EAST BAY MUNICIPAL UTILITY DISTRICT
Monthly Investment Activity
October 2024

Portfolio Name	Asset Class	Description	CUSIP/Ticker	Trade Date	Settlement Date	Maturity Date	Face Amount/Shares	Principal	Interest/Dividends	Total
Sales										

No Transactions this Period



EAST BAY MUNICIPAL UTILITY DISTRICT
Monthly Investment Activity
October 2024

Portfolio Name	Asset Class	Description	CUSIP/Ticker	Trade Date	Settlement Date	Maturity Date	Face Amount/Shares	Principal	Interest/Dividends	Total
Withdrawals										
001 - Water System Consolidated	Local Government Investment P	CAMP LGIP	CAMP6035	10/18/2024	10/18/2024	N/A	3,000,000	3,000,000	-	3,000,000
001 - Water System Consolidated	Money Market Mutual Funds	Federated MM	GOFXX	10/18/2024	10/18/2024	N/A	500,000	500,000	-	500,000
001 - Water System Consolidated	Money Market Mutual Funds	Federated MM	GOFXX	10/2/2024	10/2/2024	N/A	5,200,000	5,200,000	-	5,200,000
001 - Water System Consolidated	Money Market Mutual Funds	Morgan Stanley MM	MVRXX	10/18/2024	10/18/2024	N/A	1,000,000	1,000,000	-	1,000,000
001 - Water System Consolidated	Money Market Mutual Funds	Morgan Stanley MM	MVRXX	10/2/2024	10/2/2024	N/A	5,200,000	5,200,000	-	5,200,000
001 - Water System Consolidated	Money Market Mutual Funds	State Street MM	GVMXX	10/18/2024	10/18/2024	N/A	500,000	500,000	-	500,000
001 - Water System Consolidated	Money Market Mutual Funds	State Street MM	GVMXX	10/2/2024	10/2/2024	N/A	5,200,000	5,200,000	-	5,200,000
001 - Water System Consolidated	Cash	WELLS FARGO Cash	CASH2017	10/31/2024	10/31/2024	N/A	4,081	4,081	-	4,081
Total							20,604,081			
002 - FRWA	Cash	WELLS FARGO Cash	CASH2017	10/31/2024	10/31/2024	N/A	25,187	25,187	-	25,187
Total							25,187			
003 - Employees Retirement	LAIF	LAIF LGIP	LGIP1005	10/31/2024	10/31/2024	N/A	14,437,000	14,437,000	-	14,437,000
003 - Employees Retirement	Cash	WELLS FARGO Cash	CASH2017	10/31/2024	10/31/2024	N/A	61,670	61,670	-	61,670
Total							14,498,670			
007 - Wastewater Consolidated	Money Market Mutual Funds	Federated MM	GOFXX	10/2/2024	10/2/2024	N/A	1,300,000	1,300,000	-	1,300,000
007 - Wastewater Consolidated	Money Market Mutual Funds	Morgan Stanley MM	MVRXX	10/2/2024	10/2/2024	N/A	1,300,000	1,300,000	-	1,300,000
007 - Wastewater Consolidated	Money Market Mutual Funds	State Street MM	GVMXX	10/2/2024	10/2/2024	N/A	1,300,000	1,300,000	-	1,300,000
007 - Wastewater Consolidated	Cash	WELLS FARGO Cash	CASH2017	10/31/2024	10/31/2024	N/A	199,586	199,586	-	199,586
Total							4,099,586			
009 - BACWA	Cash	WELLS FARGO Cash	CASH2017	10/31/2024	10/31/2024	N/A	13,890	13,890	-	13,890
Total							13,890			
010 - UMRWA	Cash	WELLS FARGO Cash	CASH2017	10/31/2024	10/31/2024	N/A	4,874	4,874	-	4,874
Total							4,874			
014 - IICP	Cash	WELLS FARGO Cash	CASH2017	10/31/2024	10/31/2024	N/A	14,108	14,108	-	14,108
Total							14,108			
015 - DERWA	Cash	WELLS FARGO Cash	CASH2017	10/31/2024	10/31/2024	N/A	32,439	32,439	-	32,439
Total							32,439			
							39,292,834	39,292,834	-	39,292,834



EAST BAY MUNICIPAL UTILITY DISTRICT
Monthly Interest Activity
October 2024

Portfolio	Total Interest Received	Interest Transferred to Wells Fargo*	Net Interest Activity (Reinvested)**
001 - Water System Consolidated	577,551	-	577,551
007 - Wastewater Consolidated	263,235	(89,494)	173,741
049 - Ferc Partnership	25,382	-	25,382
009 - BACWA	42,211	(13,498)	28,713
015 - DERWA	33,093	(20,402)	12,691
002 - FRWA	26,267	(13,577)	12,691
014 - IICP	11,686	(9,776)	1,911
010 - UMRWA	2,811	(2,000)	811
003 - Employees Retirement	165,879	(46,306)	119,572
Interest Transactions Total	1,148,115	(195,052)	953,062
099 - Wells Fargo	-	195,052	195,052
Total	1,148,115	-	1,148,115

*Coupon and other interest received; reinvestment unavailable.

**Coupon and other interest payments reinvested in specific portfolio.

Sherry Sarcos
 Prepared by: Sherry Sarcos, Accounting Technician

11/6/24
 Date

Kevin Ma
 Reviewed by: Kevin Ma, Accounting Supervisor

Nov 6, 2024
 Date

David Glasser
 Approved by: David Glasser, Controller

Nov 6, 2024
 Date



EAST BAY MUNICIPAL UTILITY DISTRICT
Monthly Interest Activity
October 2024

Portfolio Name	Asset Class	Description	CUSIP/Ticker	Trade Date	Settlement Date	Maturity Date	Face Amount/Shares	Principal	Interest/Dividends	Total
Interest Received (Transferred to Wells Fargo)										
002 - FRWA	Cash	WELLS FARGO Cash	CASH2017	10/1/2024	10/1/2024	N/A	-	-	13,577	13,577
							Total			13,577
003 - Employees Retirement	Cash	WELLS FARGO Cash	CASH2017	10/1/2024	10/1/2024	N/A	-	-	46,306	46,306
							Total			46,306
007 - Wastewater Consolidated	Cash	WELLS FARGO Cash	CASH2017	10/1/2024	10/1/2024	N/A	-	-	89,494	89,494
							Total			89,494
009 - BACWA	Cash	WELLS FARGO Cash	CASH2017	10/1/2024	10/1/2024	N/A	-	-	13,498	13,498
							Total			13,498
010 - UMRWA	Cash	WELLS FARGO Cash	CASH2017	10/1/2024	10/1/2024	N/A	-	-	2,000	2,000
							Total			2,000
014 - IICP	Cash	WELLS FARGO Cash	CASH2017	10/1/2024	10/1/2024	N/A	-	-	9,776	9,776
							Total			9,776
015 - DERWA	Cash	WELLS FARGO Cash	CASH2017	10/1/2024	10/1/2024	N/A	-	-	20,402	20,402
							Total			20,402
							-	-	195,052	195,052



EAST BAY MUNICIPAL UTILITY DISTRICT
Monthly Interest Activity
October 2024

Portfolio Name	Asset Class	Description	CUSIP/Ticker	Trade Date	Settlement Date	Maturity Date	Face Amount/Shares	Principal	Interest/Dividends	Total
Interest Received (Reinvested)										
001 - Water System Consolidated	Local Government Investment Pool	CAMP LGIP	CAMP6035	10/31/2024	10/31/2024	N/A	-	-	130,079	130,079
001 - Water System Consolidated	Money Market Mutual Funds	Federated MM	GOFXX	10/1/2024	10/1/2024	N/A	-	-	81,289	81,289
001 - Water System Consolidated	Money Market Mutual Funds	Morgan Stanley MM	MVRXX	10/1/2024	10/1/2024	N/A	-	-	74,215	74,215
001 - Water System Consolidated	Money Market Mutual Funds	State Street MM	GVMXX	10/1/2024	10/1/2024	N/A	-	-	81,974	81,974
001 - Water System Consolidated	LAIF	LAIF LGIP	LGIP1001	10/15/2024	10/15/2024	N/A	-	-	209,994	209,994
Total										577,551
007 - Wastewater Consolidated	Local Government Investment Pool	CAMP LGIP	CAMP6035	10/31/2024	10/31/2024	N/A	-	-	39,396	39,396
007 - Wastewater Consolidated	Money Market Mutual Funds	Federated MM	GOFXX	10/1/2024	10/1/2024	N/A	-	-	25,636	25,636
007 - Wastewater Consolidated	Money Market Mutual Funds	Morgan Stanley MM	MVRXX	10/1/2024	10/1/2024	N/A	-	-	22,330	22,330
007 - Wastewater Consolidated	Money Market Mutual Funds	State Street MM	GVMXX	10/1/2024	10/1/2024	N/A	-	-	26,049	26,049
Total										113,411
002 - FRWA	LAIF	LAIF LGIP	LGIP1001	10/15/2024	10/15/2024	N/A	-	-	12,691	12,691
Total										12,691
003 - Employees Retirement	LAIF	LAIF LGIP	LGIP1005	10/14/2024	10/14/2024	N/A	-	-	119,572	119,572
Total										119,572
007 - Wastewater Consolidated	LAIF	LAIF LGIP	LGIP1001	10/15/2024	10/15/2024	N/A	-	-	60,331	60,331
Total										60,331
009 - BACWA	LAIF	LAIF LGIP	LGIP1001	10/15/2024	10/15/2024	N/A	-	-	28,713	28,713
Total										28,713
010 - UMRWA	LAIF	LAIF LGIP	LGIP1001	10/15/2024	10/15/2024	N/A	-	-	811	811
Total										811
014 - IICP	LAIF	LAIF LGIP	LGIP1001	10/15/2024	10/15/2024	N/A	-	-	1,911	1,911
Total										1,911
015 - DERWA	LAIF	LAIF LGIP	LGIP1001	10/15/2024	10/15/2024	N/A	-	-	12,691	12,691
Total										12,691
049 - Ferc Partnership	LAIF	LAIF LGIP	LGIP1001	10/15/2024	10/15/2024	N/A	-	-	25,382	25,382
Total										25,382
								-	-	953,062
										953,062



BOARD ACTION

Agenda Number:	11.	Meeting Date:	November 26, 2024
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TITLE	ADOPT BOARD OF DIRECTORS GOVERNANCE MANUAL
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ACTION	☐ Motion:	☒ Resolution:	☐ Ordinance:
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RECOMMENDED ACTION	Adopt a resolution approving the adoption of a Board of Directors Governance Manual (Manual) and rescission of previous resolutions, directives, Board practices, policies and/or administrative ordinances related to Board governance.
--------------------	--

SUMMARY	On November 12, 2024, staff reviewed the draft Manual and received direction from the Board members present on revisions which required policy decisions by the Board. The Board also provided direction on including additional language to the section regarding the role of the Board President and the section on the responsibilities of the General Counsel, and approved finalization of the three Board-related governance policies (revised Policy 6.04 - Ethics of the EBMUD Board of Directors; revised Policy 4.14 - Reimbursement of Director Expenses; and a new policy on the Protection of Whistleblowers). The Board is being asked to adopt a resolution approving the adoption of the Manual and rescission of previous resolutions, directives, Board practices, policies and/or administrative ordinances related to Board governance.
---------	--

DISCUSSION	At the November 3, 2023 Board Retreat, the Board asked staff to draft governance policies for the Board based on past Board resolutions and directives, Board practices, policies and/or administrative ordinances, and the Municipal Utility District Act. Based on input from individual Board members, staff initially drafted eight new governance policies for Board review and consideration, including a new policy on the Protection of Whistleblowers. Staff also revised Policy 6.04 and Policy 4.14. The proposed draft policies were presented and discussed at the following meetings: June 11, 2024 Legislative/Human Resources Committee; July 9, 2024 Regular Board meeting; and August 20, 2024 Special Finance/Administration Committee. Based on feedback received during these meetings, staff reviewed an outline for a draft Manual and proposed changes to the three Board-related governance policies for Board consideration in place of seven of the proposed governance policies at the August 27, 2024 Finance/Administration Committee meeting. The draft Manual and three Board-related governance policies were presented and discussed at the September 24, 2024 Finance/Administration Committee meeting; no comments were received on the policies. Staff presented the updated draft Manual at the October 22, 2024
------------	---

Originating Department: Office of the Secretary	Department Director or Manager: Rischa S. Cole	CEP Forms? N/A	Board Action Type: Administrative
Funds Available: N/A	Budget Coding: N/A		Approved: 
Attachment(s): Board of Directors Governance Manual; Resolution			

Title:	Adopt Board of Directors Governance Manual	Meeting Date:	November 26, 2024
--------	--	---------------	-------------------

Finance/Administration Committee and Regular Board meetings and at the November 12, 2024 Regular Board meeting. At the November 12 meeting, the Board provided direction to staff to finalize the Manual and to finalize the three Board-related governance policies through the District’s review process. The final policies will be presented to the Finance/Administration Committee and the Board for approval in January or February 2025.

SUSTAINABILITY

Economic

The governance documents are intended to promote responsible fiscal management.

Social

The intent of the governance documents is to ensure that all business conducted by the Board of Directors complies with District policies and state law.

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Board of Directors Governance Manual

Thank you for your commitment to the East Bay Municipal Utility District (EBMUD). Your role as an EBMUD Board member is critical in supporting the vibrant East Bay community and protecting the environment we all cherish.

You are not alone in this incredible endeavor. Your fellow Board members and skilled and dedicated staff are here to assist you. The General Manager, General Counsel, and Secretary of the District will be your primary points of contact during your tenure on the EBMUD Board.

This manual contains information to help you understand your role as an EBMUD Board member. All documents referenced in this manual are available electronically; the Secretary of the District will assist you in accessing these files.

We trust you will find your time on the EBMUD Board rewarding and an opportunity to make a significant impact on the communities we serve.

With sincere appreciation,

Lesa R. McIntosh,
2024 President

William B. Patterson
2024 Vice President

April B. Chan

Luz M. Gómez

Andy Katz

Doug A. Linney

Marguerite Young

Rischa S. Cole
Secretary of the District

Clifford C. Chan
General Manager

Derek T. McDonald
General Counsel

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Section 1. Introduction

This handbook provides guidance on the practices the Board employs in exercising its authority, complying with various legal requirements, working with the public and EBMUD staff, and otherwise conducting EBMUD business.

Throughout this manual, the terms “EBMUD” and the “District” will be used interchangeably. References throughout are provided in The Dashboard on OneDrive.¹

1.01 What is a Special District?

State law defines a special district as “any agency of the state for the local performance of governmental or proprietary functions within limited boundaries.” In plain language, a special district is a separate local government that delivers specific public services to a geographically limited area, such as water and wastewater service. Special districts have four distinguishing characteristics – they are a form of government; have governing boards; provide services and facilities; and have defined boundaries.²

1.02 EBMUD Mission Statement

EBMUD’s mission is “to manage the natural resources with which the District is entrusted; to provide reliable, high-quality water and wastewater services at fair and reasonable rates for the people of the East Bay; and to preserve and protect the environment for future generations.”

1.03 Principles of Governance

The principles used in accomplishing EBMUD’s mission are:

- Exercise responsible financial management
- Ensure fair and reasonable rates and charges
- Provide responsive quality customer service
- Promote ethical behavior in the conduct of EBMUD business
- Ensure fair and open processes involving the public
- Provide a healthy work environment
- Promote diversity and equity in personnel matters and contracting
- Promote environmental, economic, and social sustainability

1.04 EBMUD Values

EBMUD has adopted the following values in support of our Board members and employees as they work to achieve EBMUD’s mission:

¹ **Resource:** The Dashboard is an electronic library of reference documents and materials in a limited-access OneDrive folder provided to the Board and maintained by the Secretary’s Office.

² **Reference:** *Institute for Local Governments What’s So Special About Special Districts?*
<https://www.ca-ilg.org/post/about-special-districts>

- Stewardship: I am a steward of our resources and committed to public service
- Integrity: I act with integrity
- Respect: I treat others with respect
- Teamwork: We are EBMUD and we are one team³

Section 2. Municipal Utility District Act

The Municipal Utility District (MUD) Act of California, enacted in 1921, provides the legal framework for the formation and operation of municipal utility districts within the state.⁴ These districts are public agencies that provide essential services such as water, wastewater, electricity, and waste collection to their communities. Unlike private utility companies such as Pacific Gas & Electric, which are regulated by the California Public Utilities Commission, municipal utility districts operate independently and derive their powers directly from the MUD Act. The government of every municipal utility district is vested in a board of directors, one from each ward, together with the other officers mentioned in Chapter 3, Article 6 of the MUD Act.⁵ The MUD Act enables districts to levy taxes, issue bonds, and acquire, construct, or operate infrastructure necessary to delivery these services with the goal of ensuring reliable and cost-effective public utilities while maintaining local control over resource management.⁶

Section 3. Role of the Board of Directors

The Board of Directors is the legislative body of EBMUD. The Board sets policy for EBMUD and operates in accordance with and as outlined in MUD Act Chapter 3, Article 4, Powers and Duties of Directors and all other applicable laws. As discussed in subsection 3.03, the Board exercises legislative and ministerial powers in providing direction to EBMUD.

3.01 Purpose of the Board

The Purpose of the Board is to:

- Develop policies that implement the mission and values of EBMUD.
- Establish performance standards and outcomes that reflect the policies set by the Board.
- Provide oversight of EBMUD's performance against the standards established by the Board.
- Make decisions necessary to carry out the mission of EBMUD.

³ **Resource:** EBMUD Values Splashpad Page, <https://splashpad.ebmud.com/district/values>

⁴ **Reference:** Public Utilities Code § 11501 *et seq.*

⁵ **Reference:** Public Utilities Code §§ 11801 & 11850.

⁶ **Reference:** A hard copy of the MUD Act is provided to every new Board member.

3.02 Authority of the Board and Individual Board Members

The Board of Directors is the unit of authority for EBMUD. It is the legislative body of EBMUD and determines all questions of policy.⁷ Under the MUD Act, it is empowered to supervise and regulate the utility services provided by EBMUD, including setting rates and fees, and making and enforcing rules, regulations, contracts and practices in connection with any service, product, or commodity owned or controlled by EBMUD.⁸ The specific duties of the Board, as authorized by the MUD Act, are detailed in subsection 3.03.

The authority above must be exercised by a quorum of the Board, meaning four out of seven Board members. Individual Board members may not commit EBMUD to any policy, act, or expenditure unless authorized by a quorum of the Board.⁹

Individual Board members should respect the decisions made by the Board, regardless of their personal position. Individual Board members may voice their opinion about the decisions of the Board, but in doing so, should make it clear that it is their own opinion and not the opinion of the Board or other Board members. Individual Board members are encouraged to notify the General Manager in advance when they plan to speak publicly in opposition to EBMUD's decisions, policies or actions.

3.03 Board Duties

The key duties of Board members are to:

- Adopt and regularly update a Strategic Plan for EBMUD that reflects its mission, values and vision.
- Adopt written policies that further the Strategic Plan and mission of EBMUD, while ensuring a high-quality of governance and clear roles in decision-making between the Board and EBMUD staff.
- Adopt rates, rules and regulations for the services provided by EBMUD.
- Approve budgets, rates and long-range capital plans to ensure the long-term ability of EBMUD to fulfill its mission.
- Hire, regularly evaluate and, when necessary, discharge the General Manager and General Counsel.
- Identify and track the performance metrics that reflect the policies set by the Board.
- Provide oversight and track compliance with all relevant laws, regulations, permits and the performance of EBMUD.
- Ensure the organization operates effectively and efficiently to fulfil its mission.
- Comply with the open governance requirements of the Ralph M. Brown Act and the California Public Records Act.

⁷ **Reference:** Public Utilities Code § 11883.

⁸ **Reference:** Public Utilities Code § 11885. Additional details of the powers and duties of the Board as enumerated in the MUD Act may be found in Appendix 2, Governing Laws and Regulations.

⁹ **Reference:** Public Utilities Code § 11909.

- Communicate with EBMUD customers and community stakeholders to understand their concerns, values and viewpoints.
- Serve as ambassadors for EBMUD and build relationships throughout EBMUD's service area and in those areas of the state impacted by EBMUD's policies and activities.
- Maintain open lines of communication with employee unions and approve collective bargaining agreements in alignment with EBMUD's vision and goals.
- Strive to equitably address the needs of all communities served by EBMUD, with a special emphasis on addressing the needs of impacted communities.
- Set Ward boundaries following each decennial census and in accordance with the Fair Maps Act so that each ward accurately reflects population changes and racial diversity.
- Take such actions as are required by law.

3.04 Role of Board Officers

The Board Officers are the President and Vice President.¹⁰ While not considered Board officers, this subsection also describes the role of the President Pro Tem, the chairs of standing committees, and the representatives on the governing bodies of Joint Powers Authorities to which EBMUD is a party.

(a) Role of the Board President

The role of the President is to:

- Serve as presiding officer at all Board meetings.
- Develop and approve the regular Board meeting agenda in consultation with the General Manager.
- Administer regular Board meetings under appropriate parliamentary procedure and in accordance with this manual, by:
 - Managing the meeting time;
 - Ensuring appropriate opportunities for public participation;
 - Keeping the Board focused on the discussion at hand; and
 - Avoiding diversions from the agenda or disruptions in the conduct of EBMUD business.
- Sign resolutions, ordinances, and other Board-approved documents on behalf of the Board.
- Make appointments to Standing Board Committees, Ad Hoc Committees, Joint Powers Authorities (JPAs), and as representatives to outside agencies.
- Act as a mentor for newly elected or appointed Board members while avoiding violations of the Brown Act.¹¹
- Act as an official representative of EBMUD for ceremonial purposes.

¹⁰ **Reference:** Public Utilities Code § 11882.

¹¹ Any Board member who serves as a mentor to other Board members should first consult with the General Counsel for advice on providing mentorship in a manner that does not violate the Brown Act.

- Promote and exemplify EBMUD's Values of Stewardship, Integrity, Respect and Teamwork.
- Ensure Board members abide by Policy 6.04, Ethics of the Board of Directors, and the principles of conduct stated in this manual; in a prompt and timely fashion, investigate reported perceived violations of the Ethics Policy by a Board member, and consider any appropriate action warranted.

(b) Role of the Board Vice President

The Role of the Vice President is to:

- Perform the duties of the President in the President's absence or due to any conflict of interest the President may have under the law or EBMUD policies and procedures.
- Act as a mentor for newly elected or appointed Board members while avoiding violations of the Brown Act.

(c) Role of the President Pro Tem

If both the President and Vice President are absent, the Board member with seniority among the Board members present will: serve as president pro tem until such time as the President or Vice President is present.

(d) Role of Committee Chairs

The role of a Committee Chair is to:

- Serve as the presiding officer at committee meetings.
- Develop and approve the committee meeting agenda in consultation with the General Manager.
- Administer committee meetings under appropriate parliamentary procedure and in accordance with this manual.
 - Managing the meeting time;
 - Ensuring appropriate opportunities for public participation;
 - Keeping the committee focused on the discussion at hand; and
 - Avoiding diversions from the agenda or disruptions in the conduct of EBMUD business.
- Report to the Board at the next regular Board meeting following a committee meeting any discussions held at the committee meeting and any recommendations by the committee on actions to be taken by the Board.

3.05 Appointees of the Board of Directors

The Board directly appoints the General Manager, the General Counsel, and the Secretary of the District.¹²

¹² **Reference:** Public Utilities Code §§ 11926 & 11931.

(a) Role of the General Manager

The General Manager serves at the pleasure of the Board pursuant to the terms and conditions set forth in an employment agreement with EBMUD. The General Manager is responsible for the management of EBMUD and its employees in accordance with the policies approved by the Board.

The General Manager is responsible for:

- Administering the business affairs of EBMUD.
- Enforcing all EBMUD ordinances, rules and regulations.
- Executing Board directives and reporting back to the Board on progress.
- Administering the EBMUD civil service system.
- Hiring, managing and removing EBMUD employees necessary for the administration of the affairs of EBMUD, in accordance with the provisions of the civil service system.
- Managing communications and requests between the Board and staff.
- Attending all regular, special and committee meetings of the Board unless excused.
- Bringing to the attention of the Board matters requiring or deserving its consideration.
- Preparing an annual budget for approval by the Board reflecting the Board's policy and strategic directives.
- Preparing general and specific reports updating the Board on the affairs of EBMUD, including keeping the Board informed on the progress of programs and specific matters.
- Preparing draft agendas and all documents necessary for the Board's governance of EBMUD at regular Board meetings and committee meetings.
- Ensuring that EBMUD effectively interacts with the public it serves and other governmental agencies to inform them of matters of concern and to promote EBMUD policies and programs.
- The full charge and control of the construction of the works of EBMUD and of their maintenance and operations.
- Performing additional duties as the Board may require.¹³

The General Manager performs these duties either directly or through EBMUD staff or contractors, as necessary and appropriate, in accordance with Board policies, EBMUD procedures, and the EBMUD civil service system.

(b) Role of the General Counsel

The General Counsel is licensed to practice law in the State of California and shall have been actively engaged in the practice of their profession for not less than three years next preceding their appointment.¹⁴ The General Counsel is the chief legal officer of

¹³ **Reference:** Public Utilities Code §§ 11926, 11937 & 12501 *et seq.*

¹⁴ **Reference:** Public Utilities Code § 11932.

EBMUD and serves at the pleasure of the Board pursuant to the terms and conditions set forth in an employment agreement with EBMUD. .¹⁵

The General Counsel is responsible for:

- Overseeing and directing EBMUD's strategy in all lawsuits and other legal proceedings in which EBMUD is a party or in which it is legally interested.
- Advising the Board on compliance with the Brown Act, conflict of interest laws, and other laws related to the Board's governance of EBMUD.
- Providing legal advice to the General Manager and members of the Senior Management Team.
- Providing legal advice in support of the work of EBMUD staff or whenever required by the Board.
- Reporting to the Board situations that present a legal risk to EBMUD that come to the General Counsel's attention.
- Approving as to form all EBMUD ordinances, resolutions, contracts, bonds, and other legal documents connected with the business of EBMUD.
- Attending all regular, special and committee meetings of the Board unless excused.
- Exercising fiscal responsibility in the management of special counsel contracts while making such expenditures as necessary to meet EBMUD's legal needs.
- Performing additional duties as the Board may require.

The General Counsel performs these duties either directly or through the attorneys and staff of the Office of General Counsel or in conjunction with special counsel retained by the Office of General Counsel, as necessary and appropriate, in accordance with Board policies and EBMUD procedures.

(c) Role of the Secretary of the District

The Secretary of the District acts on behalf of the Board members in a variety of executive, administrative, legal and record-keeping functions, and is part of the EBMUD Senior Management Team. These functions include preparation and distribution of Board and Committee agendas, notices, meeting materials, and minutes; compliance with applicable regulations, including the MUD Act, Public Health and Safety Code, Brown Act, Political Reform Act, and Public Records Act; records management; administration of elections; adherence to Fair Political Practices Commission requirements; compliance with ethics laws; maintenance of Board policies and related administrative procedures; and special projects.

The Secretary of the District:

- Makes independent decisions as necessary to implement Board requests, decisions and official actions.
- Provides administrative support to Board members.

¹⁵ **Reference:** Public Utilities Code § 11939.

- Performs all duties in compliance with applicable regulations.
- Serves as custodian of the EBMUD seal and the official records of EBMUD.
- Attends all regular, special and committee meetings of the Board unless excused.
- Produces, as appropriate, the minutes and official records of Board and Committee actions.
- Serves as the Filing Official under EBMUD's Conflict of Interest Code and serves as EBMUD's Election Officer to oversee EBMUD election procedures with the Counties of Alameda and Contra Costa.
- May perform any other duties from time to time as may be prescribed by the Board of Directors.

Section 4. Principles of Conduct

The Board is committed to acting in the best interests of its ratepayers and the public, providing excellence in leadership and prioritizing EBMUD's mission over personal or other interests. This section presents general principles of Board member conduct.

4.01 General Principles of Conduct

The following are the general principles of conduct to be observed by the Board.

- Board members must always demonstrate loyalty to EBMUD by acting in the best interest of EBMUD, its ratepayers and the public, not allowing their actions to be dictated by personal, financial or political interests.
- Board members should make decisions that prioritize the long-term sustainability, financial health, and operational efficiency of EBMUD, while ensuring reliable service to the public.
- Board members should be prepared for Board meeting deliberations in which they are required to or wish to take part.
- Board members should demonstrate EBMUD's values of Stewardship, Integrity, Respect, and Teamwork.
- Board members should endeavor to conduct themselves with civility, respect, and professionalism with each other, EBMUD staff, and the public.
- Each Board member should respect the decision-making authority of the Board and abide by Board-adopted policies and EBMUD-adopted procedures.
- Board members should familiarize themselves with and comply with all applicable laws, regulations and Board-adopted policies regarding governance of EBMUD, about which Board members may seek advice from the General Manager or Secretary of the District, or legal advice from the General Counsel, when necessary.

Board members are encouraged to:

- Stay informed about the issues facing the water and wastewater industry.

- Ask the General Manager questions about Board meeting agenda items ahead of Board and committee meetings to allow time for staff to prepare helpful responses to support the Board's discussion and decision-making.
- Manage conflict carefully and with civility.
- Be respectful of their fellow Board members, staff, guests, and the public.
- Be timely in their attendance at all Board, committee, and special meetings.

4.02 Conduct Between Board Members

The following principles apply to all conduct between Board members when interacting with each other.

- Each Board member should respect the dignity, values and opinions of other Board members, focusing on policy issues and not personalities.
- The Board is encouraged to work as a team, striving to reach consensus on policy decisions to the extent possible, recognizing that each Board member may have a unique perspective on a policy issue.
- No Board member should put the personal interests of any other Board member above the interests of EBMUD.
- Board members shall not communicate with each other outside of publicly noticed meetings in a manner that violates the Brown Act.

4.03 Conduct When Representing EBMUD in Public

The following principles apply to the conduct by Board members when interacting with constituents or representing EBMUD in public settings.

- When responding to constituent requests and concerns, Board members are expected to be courteous and respond to individuals promptly and in a positive manner. The General Manager and the Community Affairs Representative for the Board member's ward are available to provide information or assistance to a Board member in responding to members of the public.
- In communicating with the governing bodies of other agencies, the press, or other members of the public:
 - Board members may speak on behalf of EBMUD or the Board when discussing adopted EBMUD policies or stated Board decisions.
 - In all other circumstances, Board members should make it clear that their opinions and representations are their own and do not reflect the opinions or policies of EBMUD or the Board as a whole.
 - Board members are encouraged to notify the General Manager in advance if they plan to speak publicly in opposition to an EBMUD decision or policy.
- Board members should endeavor to express their individual opinions in a responsible manner that is not detrimental to EBMUD or other Board members and staff.

4.04 Working with Staff

The MUD Act charges the General Manager with the day-to-day management of EBMUD staff.¹⁶ This subsection describes how the Board works with those EBMUD officers appointed by the Board, as well as with EBMUD staff.

(a) Working with the General Manager

The Board provides policy direction and instructions to the General Manager on matters within the authority of the Board. The General Manager is responsible for execution of the Board's policy direction and instructions. Members of the Board should deal with matters within the authority of the General Manager through the General Manager.

(b) Working with the General Counsel

The General Counsel provides the legal support for the policies adopted by the Board and the procedures approved by the General Manager to implement those policies.

- Board members should consult directly with the General Counsel on any questions regarding compliance with the Brown Act, ethics laws or other laws related to Board governance.
- The General Counsel provides advice to Board members in their official capacity and cannot advise Board members in their individual capacity.
- The General Counsel cannot advise Board members in their capacities as campaign candidates except insofar as their positions as Board members may impose certain legal obligations on them under campaign finance laws.

(c) Working with the Secretary of the District

The Secretary of the District and staff provides administrative support to the Board and performs additional duties as the Board may require. Board members should consult with the Secretary of the District on questions regarding but not limited to EBMUD-related travel, attending conferences, expenses and reimbursement, training requirements, schedule coordination, Board meeting material distribution, Board meeting attendance, elections, FPPC filings (e.g. Form 700), general information (outside of information requested from the General Manager or General Counsel), and other regulatory requirements that may govern their role.

(d) Working with EBMUD Staff

When working with or interacting with EBMUD staff, each Board member should:

- Consult directly with the General Manager for information or clarification regarding EBMUD policies, procedures or operations, especially those involving personnel decisions, operations and finances.
- Not exercise individual authority over staff and direct inquiries regarding the actions of any EBMUD staff member to the General Manager.

¹⁶ **Reference:** See Public Utilities Code §§ 11926 & 11937.

- Respect the role and authority of the General Manager and EBMUD's Senior Management Team and employees in the day-to-day management and operations of EBMUD.
- Share concerns about or criticism of the actions of EBMUD staff with the General Manager, in order to respect the privacy or due process rights afforded to all staff.
- Be mindful of requests (e.g., preparing memoranda, reports, or plans) and the impact on the use of staff time and resources, as follows:
 - Board members may work directly with the Community Affairs Representative for their ward in responding to constituent concerns, preparing for meetings with constituents, or on such other matters in which a Board member may interact with a constituent.
 - Board members are encouraged to keep the General Manager and Secretary of the District apprised of any need to work with a Community Affairs Representative.
 - Other than as set forth above, Board members should direct all individual requests for information, memoranda, plans, documents or other materials to the General Manager or the Secretary of the District.
 - Board members should recognize that they are the highest authority at EBMUD and, in order to avoid disruption to the work of EBMUD employees and allow for the free exchange of information, should avoid attending staff meetings or staff events or entering into staff offices or cubicles unless their presence is requested or by making an appointment through the General Manager, the Secretary of the District or, for legal matters, the General Counsel.

4.05 Relationship with Union Representatives

Board members are encouraged to maintain open lines of communication with union leaders to understand concerns associated with pending Board matters, contracts, and employee relations concerns, but should not disclose confidential information to union representatives. Board members should inform the General Manager of discussions with union representatives, as appropriate. Board members should not represent their individual opinions as being the policy or position of EBMUD and should clearly distinguish between personal opinion and the position of EBMUD in such communications. In speaking with union members, Board members should recognize that the comments and opinions of individual union members may not represent the official position of the union and should avoid reporting such conversations as the position of the union.

Section 5. Ethics of the Board of Directors

5.01 Principles of Ethics

Board members should avoid impropriety or the appearance of impropriety in their activities. Board members will uphold the highest standards of integrity, honesty, and ethical behavior in all EBMUD-related activities and in accordance with Policy 6.04,

Ethics of the EBMUD Board of Directors. Board members are encouraged to review Policy 6.04 and to direct any questions regarding the Policy to the General Counsel.

5.02 Failure to Abide by Principles of Ethics and Conduct

The Board President is responsible for ensuring Board members abide by the Ethics Policy and principles of conduct stated in this manual. Violations of Policy 6.04 – Ethics of the Board of Directors, will be addressed in accordance with the procedures set forth in the Policy. Should any Board member have a concern about a violation of the principles of conduct, the Board member is encouraged to raise the concern in private with the Board member in question, or with the Board President, prior to raising the concern in public. Any Board member may call for censure or other actions to be taken against the Board member who has violated the principles of conduct.

Section 6. Protection of Whistleblowers

The Board promotes and oversees EBMUD's efforts to maintain a healthy and transparent work environment, free from discrimination, harassment or retaliation based on the reporting of improper activities in the workplace. The Board's role in the protection of whistleblowers at EBMUD is described in Policy 6.16.

Section 7. Election of Board Officers

7.01 Process for Election

(a) Time of Election

Board Officers shall be elected as the first order of business during the first regular Board meeting of the calendar year.

(b) Nomination of Officers

- Each Board member has the right to nominate a Board member, including themselves, for the role of President or Vice President.¹⁷
- Each nomination must be seconded by a Board member.
- If more than one Board member is nominated to an Officer position, each nominee must be put to vote in the order the nomination was made.

(c) Vote for Board Officers

The positions of President and Vice President shall be elected by a majority vote of the Board (four of seven Board members).

¹⁷ Traditionally, the immediate past Vice President has been nominated for the role of President.

7.02 Qualifications of Board Officers

It is important that any Board member being considered for election to an Officer position have the qualifications and experience necessary for effective governance. This includes the following:

- Service on the Board for at least one year prior to the date of the Officer election
- Completion of all required Orientation and Training described in this manual

Traditionally, a Board member shall have served as Vice President prior to serving as President.

In circumstances where none of the Board members meet the qualifications stated above, the Board may vote to elect any Board member to serve as President or Vice President.

7.03 Term of Board Officers

The term of each Board Officer shall be for one year, shall begin immediately following the vote by the Board and shall continue until a new Board Officer is elected.

A Board member may not serve more than two consecutive one-year terms in each Board Officer position, unless a situation arises in which the majority of the Board votes to allow an Officer to hold three or more consecutive terms.

7.04 Removal of Board Officers

A vote to remove a Board Officer may be initiated following a motion by any Board member and seconded by another Board member. A Board Officer may be removed by a majority vote of the Board (four of seven Board members).

Upon removal of a Board Officer, the Board shall calendar the appointment of a new Officer for the next regular Board meeting. New Officers shall be nominated and approved as set forth in subsection 7.01. The Officer appointed to fill the position shall serve for the remainder of the term for the position.

Section 8. Filling Director Vacancies

When a vacancy occurs in a ward before the next general election that is scheduled 90 or more days after the effective date of the vacancy, the Board must vote to either hold a special election in that ward or to appoint a person to fill the vacancy until the next general election.¹⁸

If the Board chooses to appoint a person to fill the vacancy, the following process may be used.

¹⁸ **Reference:** See Public Utilities Code § 11865.

- At a regularly scheduled or special Board meeting, the Board will appoint an ad hoc committee to facilitate the appointment process.
- A Notice of Vacancy in the ward will be posted in three conspicuous places (EBMUD's Administration Building in Oakland and two places in the ward); on EBMUD's website and social media platforms; published in newspapers; and distributed for posting with cities, towns, chambers of commerce, regional agencies, and elected officials in the ward.
- All interested candidates will receive an information packet that will include a description of the application process and a link to a page on EBMUD's website with information about EBMUD.
- Candidates will be required to mail, email, or hand deliver the following application materials by close of business on a date to be determined by EBMUD:
 - A letter expressing their interest and qualifications (no more than 2 pages);
 - A resume; and
 - A minimum of three (3) letters of reference. Additional letters of reference will not be accepted after the submission deadline.
- The Office of the Secretary will conduct the initial screening of all application materials for completeness and confirm with the county that the applicant is a resident of and registered voter in the ward.
- The ad hoc committee will screen applications to develop a shortlist of candidates, if necessary, for final interviews with the full Board.
- Candidate interviews will be conducted as follows:
 - The Board will conduct interviews with each candidate recommended by the ad hoc committee at its next regularly scheduled meeting or at a special meeting, in EBMUD's Administration Building Boardroom or at the Board's discretion, a location within the ward with the vacancy.
 - The interviews will be conducted in person, and if conducted in EBMUD's Administration Building Boardroom, viewable online, and livestreamed on EBMUD's website.
 - The Board will deliberate and, if time permits, vote for the recommended candidate at the conclusion of the interviews.
- If the Board does not vote for the recommended candidate at the conclusion of the interviews, the Board may adjourn the meeting to a future meeting to vote for the recommended candidate.
- The appointee will be sworn in and will serve as the Director for the ward exactly as if elected to office, until the next general election for EBMUD.

This process may be started before the effective date of the Board member's vacancy but must be completed within 60 days of the effective date of the vacancy.¹⁹

¹⁹ **Reference:** See Public Utilities Code § 11865(a).

Section 9. Board Member Orientation and Training

9.01 Onboarding and Training of Newly Elected or Appointed Board Members

In order to effectively govern, new Board members should become familiar with the policies, procedures, and operations of EBMUD. During the first four months following election or appointment, the Board member will participate in the following onboarding presentations (2-4 hours) and tours (2 hours - all day):

- Organization Overview, Public Affairs, Administrative Support (Secretary's Office) and Legislative Programs, and Function of Internal Audit Office
- Water Quality and Environmental Protection
- Long-Term Water Supply and East Bay Watershed Master Plan
- Long-Term Infrastructure Investment
- Long-Term Financial Stability and Cybersecurity/Information Systems
- Customer and Community Services
- Workforce Planning and Development, including the Diversity, Equity and Inclusion Strategic Plan
- Personal Benefits Orientation and Selection

The following tours will be offered to Board members as part of the orientation and training. Attendance is optional.

- Local Water Distribution System
- East Bay Watershed
- Upcountry Facilities
- Wastewater Facilities

New Board members are also encouraged to complete the California Special Districts Association training for new Board members. The Secretary of the District will assist Board members with enrolling in this training.

The Board President and General Manager, in coordination with the Secretary of the District will develop the training and orientation schedule for new Board members. The Board President, with assistance from the Secretary of the District, is responsible for monitoring the progress of new Board members in the timely completion of their orientation and training.

All onboarding presentations and tours will be led by the General Manager and the Senior Management Team. General Board governance training will be conducted from time-to-time by an outside facilitator.

9.02 Office of General Counsel Presentation on Governance Laws and Litigation

In the first month following election or appointment, each Board member will receive a presentation from the Office of General Counsel on:

- The Municipal Utility District Act
- Open meeting requirements under the Ralph M. Brown Act
- Board governance and Ethics of the EBMUD Board of Directors
- California Conflict of Interest Laws
- The Public Records Act

The presentation will also include information regarding any major litigation in which EBMUD is involved.

9.03 Required Ongoing Training

All Board members, as public officials, shall complete the following trainings, as required by law:

- In accordance with Assembly Bill (AB) 1661, at least two hours of preventing harassment training within six months of assuming office and every two years following the initial training.²⁰
- In accordance with AB 1234, at least two hours of ethics training no later than one year from the date the Board member assumes office and every two years thereafter.²¹

The Secretary of the District will assist Board members with enrolling in this training and will maintain records of compliance. Board members' ethics and preventing harassment training certificates will be posted on EBMUD's website.

9.04 Failure to Complete Required Onboarding and Ongoing Training

Board members who fail to complete the onboarding process, including the Office of General Counsel's presentation, within the first 6 months of assuming office, and required ongoing training by the prescribed deadlines may:

- Be ineligible to serve as a Board Officer (President or Vice President), chair a standing Board committee, serve on an ad hoc committee, serve on the Retirement Board or serve on the boards of Joint Powers Authorities.
- Be ineligible for approval of travel on behalf of EBMUD or reimbursement of travel expenses.
- Have information posted on the EBMUD website identifying any incomplete training required by law until such time as the required training has been completed.

²⁰ **Reference:** Government Code § 53237 *et seq.*

²¹ **Reference:** Government Code § 53234 *et seq.*

Section 10. Training, Educational Programs, Conferences, and Professional Meetings

Board members are encouraged to attend training, educational programs, conferences and professional meetings when the purpose is to support EBMUD or their role as Directors. Attendance at these events must be approved by the Board President in advance. The Secretary of the District manages the budget for these activities and will track requests to attend training, educational programs, conferences, and professional meetings to assist the Board President with reviewing and approving requests. Attendance at these events should not conflict with the Board member's in-person attendance at meetings of the Board of Directors (see Section 11), unless approved in advance by the Board President.

Upon return from any conference attended on behalf of EBMUD, a Director shall file with the Secretary of the District a written report on the Director's activities at the conference (e.g., and what was learned at the conference that may be helpful to the Board or EBMUD and what meetings or sessions the Board member attended).

- The Secretary of the District shall send a copy of the report to the Board President.
- A Director shall not be eligible for reimbursement until they have filed the report with the Secretary of the District.

Section 11. Meetings of the Board of Directors

A Board "meeting," as defined by the Brown Act, is any gathering of a quorum of the Board, or of a Board committee, at the same time and place (including electronically) to discuss the business of EBMUD and/or to take action. To comply with the Brown Act, all meetings must be publicly noticed, and the Board's discussions and actions are limited to the topics specifically stated in the noticed meeting agenda.²²

11.01 Application of the Sturgis Standard Code of Parliamentary Procedure

The Board follows the Sturgis Standard Code of Parliamentary Procedure (Sturgis) for all aspects of the conduct of Board meetings not otherwise required by law, to the extent reasonably practicable.²³

Deviation from Sturgis in the conduct of Board meetings shall not be grounds for the invalidation of any lawful action taken by the Board.

²² **Reference:** Government Code § 54950 *et seq.*

²³ **Reference:** EBMUD Board Resolution No. 32457.

11.02 Types and Purpose of Meetings

There are several types of Board meetings allowed under the Brown Act. Their purpose is described here. The time and place of each meeting described below is stated in subsection 11.04.

(a) Regular Meetings

The principal type of meeting at which EBMUD business is conducted is a regular Board meeting.

(b) Closed Session Meetings

The Brown Act requires all Board meetings to be held publicly, unless one of the specific, narrow exceptions defined in the Act applies, in which case the topic may be discussed in a noticed “closed session meeting.”²⁴ The most commonly cited exceptions for closed session at EBMUD relate to discussion of litigation, real estate negotiations, labor negotiations and the security of EBMUD infrastructure. Only individuals having an official role in the closed session subject matter may attend the closed session.

The Brown Act explicitly prohibits the unauthorized disclosure of confidential information acquired in a closed session by any person present, including Board members.²⁵ Some actions taken in closed session must be publicly reported during the regular Board meeting, and the votes for or against the actions must be provided. The Board President generally makes these reports following closed session.

(c) Special Meetings

Occasionally, special Board meetings are held to discuss a particular topic, conduct a workshop or study session or, if necessary, hold a meeting at a time or date and place other than a regularly scheduled Board meeting. Special Board meetings generally must be convened within EBMUD’s service area. State law requires that agendas for special Board meetings be provided to each local newspaper of general circulation and each radio and television station that has requested such notice in writing and be posted in a public place and on EBMUD’s website at least 24 hours prior to the meeting. These meetings are open to the public.

11.03 Role of Standing Committees

(a) Roles and Responsibilities for Standing Committees

- With the exception of the Retirement Board, each committee consists of three Board members assigned in accordance with subsection 12.01.
- The committee will receive staff updates on topics within the purview of the committee, as stated in subsection 11.03(b).

²⁴ **Reference:** Government Code §§ 54953(a) & 54962.

²⁵ **Reference:** Government Code § 54963.

- For any action to be taken by the Board that was first presented to a committee for consideration, the committee Chair will inform the Board on its discussions regarding the action, including any relevant policy alternatives, and make a recommendation to the Board on the action to take.
- Though committees may recommend a preferred action or policy decision to the full Board, committees do not have the authority to direct staff to exclude any reasonable action or policy alternative from consideration by the full Board.
- Committees may not speak for or act on behalf of the full Board except when expressly authorized by the Board for a specific and time-limited purpose.
- The committee Chair or, in the absence of the Chair, a representative on the committee, will report on the discussions of the standing committee at the Board meeting following the committee meeting.

(b) Roles and Responsibilities for Each Standing Committee

- Finance/Administration Committee. Reviews EBMUD investments, debt service, and related policies, fees and charges, audits, contracts and grants, and policies for acquisition of equipment or services.
- Legislative/Human Resources Committee. Discusses legislative goals and programs, human resources related issues, personnel policies, EBMUD training and development, and EBMUD Diversity, Equity, and Inclusion activities.
- Planning Committee. Reviews planning of facilities, capital projects, operational standards, and the acquisition, development and disposition of real property.
- Sustainability Committee. Discusses matters related to sustainability, natural resources, and the environment.

11.04 Time and Place of Meetings

(a) Regular Board Meetings

- Regular Board meetings are held on the second and fourth Tuesday of each month.
- The regular meeting is divided into two segments: closed session at 11:00 a.m. and the regular business meeting at 1:15 p.m.
- The Board took action in 2021 to cancel the 2nd meeting in July going forward, and traditionally takes action each year to cancel the 2nd meeting in December to allow for vacation/break.

(b) Planning Committee

Meetings of the Planning Committee will be held at 9:00 a.m. on the second Tuesday of each month.

(c) Legislative/Human Resources Committee

Meetings of the Legislative/Human Resources Committee will be held at 10:00 a.m. on the second Tuesday of each month.

(d) Finance/Administration Committee

Meetings of the Finance/Administration Committee will be held at 10:00 a.m. on the fourth Tuesday of each month.

(e) Sustainability Committee

Meetings of the Sustainability Committee will be held at a time to be determined on the fourth Tuesday, on a quarterly basis.

(f) Board Workshops

Board Workshops are special meetings under the Brown Act that will be held at a time and place to be determined by the General Manager in consultation with the Board President.

(g) Retirement Board

The EBMUD Retirement Board meets bi-monthly at 9:00 a.m. on the third Thursday of January, March, May, July, September, and November, respectively. The Retirement Board may change the meeting date from a third Thursday to either a second or fourth Thursday if the third Thursday in the month is in the same week as a regular Board meeting.

(h) Date, Time, and Place Considerations for All Meetings

- All Board meetings will be held in the Boardroom of EBMUD's Administration Building located at 375 11th Street, Second Floor, Oakland, California.
- The meeting dates above are subject to cancellation.
- The start times of Board committee meetings stated above may be adjusted to accommodate the agenda for a committee meeting.

11.05 Attendance at Meetings

Board members are expected to attend all assigned meetings. Failure to attend meetings, or excessive tardiness, may result in the loss of compensation for the month in question. See subsection 13.01 for more details.

11.06 Quorum and Majority

Under the MUD Act, four Board members constitutes a quorum of the EBMUD Board and no Board action is valid unless approved by four Board members.²⁶ If fewer than four Board members are present at a meeting, the meeting may not proceed and may be cancelled or adjourned to a future date and time.

Note that the MUD Act or other statutes may require that some actions of the Board be taken by supermajority vote, that is, five Board members.

²⁶ **Reference:** Public Utilities Code § 11909.

In committee meetings, committee members may take the actions of receiving a report or voting to recommend the full Board take a certain action. For the purposes of such a vote, a quorum of a committee is two of three committee members. If fewer than two committee members are present at a committee meeting, the meeting may not proceed and may be cancelled or adjourned to a future date and time. If the meeting is cancelled or adjourned, staff may present reports on agenda items to the sole committee member present (and the public) for informational purposes only.

11.07 Setting Meeting and Committee Agendas

(a) Regular Board Meeting Agendas

- The Secretary's Office, in coordination with the General Manager, will prepare a draft of the regular Board meeting agenda. The General Manager will review the agenda with the Board President.
- The Board President may add or delete items for consideration from the regular meeting agenda as the President feels appropriate.
- The Board President shall not remove items for consideration from the regular meeting agenda that are required by law or necessary for EBMUD to conduct its business.

(b) Committee Meeting Agendas

- The Secretary's Office, in coordination with the General Manager, will prepare a draft of all committee meeting agendas. The General Manager will review committee meeting agendas with committee Chairs.
- Committee Chairs may add or delete items to committee meeting agendas.
- The Committee Chairs shall not remove items for consideration from the committee meeting agenda that are necessary for EBMUD to conduct its business.

(c) Workshop or other Special Meeting Agendas

- The Secretary's Office in coordination with the General Manager will prepare drafts of workshop or other special meeting agendas. The General Manager will review these agendas with the Board President.
- The Board President may add or delete items for consideration from the workshop or special meeting agendas as the President feels appropriate.
- The Board President shall not remove items for consideration from the special meeting or workshop agendas that are required by law or for EBMUD to conduct its business.

(d) Agenda Items Originating from a Board Member

Board members may request that an item be placed on a future Board agenda by making a request to the General Manager or the Board President. Board members may also ask that an item be placed on a future Board agenda during a Board or committee meeting, either as a follow-up to an item on the meeting's agenda or under the "Other

Items for Future Consideration” item on the meeting agenda prior to the close of a Board meeting.

(e) The Public’s Role in Setting Meeting Agendas

Members of the public may request that items of concern be placed on a future regular or committee meeting agenda during a meeting’s public comment period. The Board President and General Manager will consider the request. The Board President shall have the sole discretion to approve any requested item for consideration on an agenda.

(f) Urgency Agenda Items

In rare cases, a legitimate urgent need may arise that must be acted upon by the Board even though the item was not on the posted agenda. The Board may discuss and take action on an urgency item under the following circumstances:

- A majority of the Board determines that an emergency, as defined by Government Code section 54956.5, exists; or
- Pursuant to a two-thirds vote of the Board members present at a meeting (or all Board members if less than five are present), the Board determines that there is an immediate need to take action, and the need arose after the agenda posting deadline.

The General Counsel should be consulted on the addition of any urgency item to a meeting agenda.

11.08 Posting Meeting Agendas

All Board meeting agendas will be posted in accordance with the Brown Act in the front window of the lobby of EBMUD’s Main Administration Building and on EBMUD’s website.²⁷

11.09 Public Comment at Board Meetings

(a) Opportunity for Public Comment

Members of the public may address the Board at all regular meetings, committee meetings and special meetings on matters within the jurisdiction of the Board.²⁸

- Comments on non-agenda items are heard during the general public comment period at the beginning of the meeting. At special meetings, public comment is limited to agenda items.
- Comments on agenda items are heard when the item is up for consideration.
- Members of the public are encouraged but shall not be required to identify themselves by name in order to make a public comment.

²⁷ **Reference:** Government Code § 54954.2.

²⁸ **Reference:** Government Code § 54954.3.

The Board is limited by the Brown Act to providing a brief response, asking questions for clarification, or referring a matter to staff when responding to public comment on items that are not listed on the meeting agenda.

(b) Management of Public Comment²⁹

- Each member of the public who wishes to address the Board will be given three minutes to speak. This time will be doubled if the speaker requires a translator.
- The Board President has the discretion to amend this time for any or all speakers, taking into consideration such factors as the number of speakers or whether a single speaker is representing a group of interested persons.
- The Secretary of the District will call each speaker in the order in which a speaker card was received or, in the case of remote appearances, a hand was raised.
- The Secretary of the District will track time and inform each speaker when the allotted time has concluded.

(c) Manner of Public Comment

Specific procedures for participating in Board meetings in person or via an online platform and for submitting written comments and documents to the Board is detailed on EBMUD's website.³⁰ This process may be updated by the Secretary of the District from time to time.

(d) Disruption of Board Meetings³¹

- Any person who engages in behavior that disrupts, disturbs, impedes, or renders infeasible the orderly conduct of a Board meeting, including, but not limited to, failing to comply with the procedures of this Governance Policy, may be warned by the presiding officer and, if the behavior continues following the warning, removed from the meeting at the direction of the presiding officer.
- Any person who engages in behavior that constitutes use of force or a true threat of force may be removed from a Board meeting at the direction of the presiding officer without warning.
- The presiding officer may suspend a Board meeting and order the clearing of the Board room in order to stop disruption of the meeting and/or facilitate removal of disruptive persons.

²⁹ **Reference:** Government Code § 54954.3(b)(1).

³⁰ **Resource:** See <https://www.ebmud.com/about-us/board-directors/board-meetings>

³¹ **Reference:** Government Code § 54957.9 & 54957.95.

Section 12. Committee, Liaison, Retirement Board, JPA Assignments

12.01 Committee Assignments

The President recommends Board members to serve on standing Board committees, the Retirement Board, and the boards of JPAs (each a “committee”).

- Board members submit their request for committee assignments to the Secretary of the District by the close of business on the Friday following the first Board meeting in January of each year.
- The President of the Board, in coordination with the Secretary of the District, will prepare a proposed list of assignments, including the chair of each EBMUD committee, to be considered by the Board at the second Board meeting in January of each year.
- The Board votes to approve the proposed assignment list by a majority vote of the Board (four of seven Board members) at its second Board meeting in January.
- New EBMUD Board committee assignments become effective starting the next meeting following the approval of the assignments. JPA assignments become effective the day of the appointment.

12.02 Creation and Role of Ad Hoc Committees

The Board may appoint ad hoc committees to serve for a limited duration to address a specific topic of interest to the Board.

- Ad hoc committees may consist of two or three Board members but must consist of less than a quorum of the Board or a quorum of a standing committee.
- The President may recommend members of an ad hoc committee or members may self-nominate for committee membership. The Board shall vote to approve the membership of an ad hoc committee by a majority vote of the Board (four of seven Board members).
- Ad hoc committees may set their own meeting schedule. Meetings of an ad hoc committee are not required to be publicly noticed or made open to the public under the Brown Act.
- Each ad hoc committee shall report its activities to the full Board at a publicly noticed regularly scheduled Board meeting, as necessary, with the exception of an ad hoc committee appointed to negotiate contracts or contract amendments with the General Manager and General Counsel, in which case the ad hoc committee may receive direction from the Board in closed session.
- An ad hoc committees will be considered to have dissolved once its purpose has been fulfilled.

12.03 Board Member Service on Joint Powers and Other Authorities

From time to time, the Board may appoint one or more Board members or EBMUD staff to serve as an EBMUD representative on a Joint Powers Authority (JPA), trade association, or liaison committee.

- Board members are expected to follow the principles of conduct in this manual and shall follow Policy 6.04, Ethics of the EBMUD Board of Directors.
- At the next regularly scheduled Board meeting following a meeting of a JPA, trade association or liaison committee, the Board member representative shall report on activities of the JPA, trade association or committee.

12.04 Board Member Service on the Retirement Board

The Retirement Board is a separate governing body from the EBMUD Board of Directors. It is publicly charged with responsibility to administer the Retirement System and the Retirement Fund for the benefit of its members, and to secure the payment of retirement allowances and other post-retirement benefits authorized by the Retirement Ordinance. It consists of three members (two (2) EBMUD Board members and the General Manager) appointed by the EBMUD Board of Directors, two members elected by and from the membership of the Retirement System (current employees), and one non-voting Retired Member elected by retired members.

Section 13. Board of Directors Compensation and Benefits

13.01 Determination of Compensation

Board members receive monthly compensation in an amount set at a public meeting of the Board of Directors.

- To receive compensation for service in any given month, Board members must attend a minimum of 50 percent of their assigned meetings.³² Meetings include regular Board meetings, standing committee meetings, special meetings, joint powers authority meetings, Retirement Board meetings, and closed session meetings.
- Compensation will not be paid to a Board member for any month in which he or she has not attended at least 50 percent of their assigned meetings unless the Board President or committee chair excuses the absence(s) for good cause. Good cause includes, but is not limited to, a Board member's illness, family emergency, or schedule conflict directly related to the business of EBMUD.
- A Board member may not have excused absences for more than three meeting days per calendar year for personal reasons (i.e., vacations) or for attending conferences (even if the conference is directly related to the business of EBMUD). Each meeting day on which a Board member receives an excused absence for either a regular Board meeting, a standing committee meeting, a

³² **Reference:** EBMUD Board Resolution No. 35000-16.

special meeting, or a combination of these meetings, will be counted as a day for the purposes of this subsection.

- Any Board member arriving 15 or more minutes after roll call for a regular Board meeting, closed session, committee meeting, or special meeting will be considered absent from that meeting for the purposes of determining eligibility for compensation. The Secretary of the District will call roll no later than five minutes after the noticed start time of a meeting unless special circumstances require a later start for the meeting.
- Committee chairs or presiding officers may excuse late arrivals, at their discretion, due to unforeseen circumstances.
- Board members receive compensation based only on attendance at assigned meetings as described above, and do not receive compensation for attendance at non-EBMUD activities.

13.02 Annual Review of Compensation

Any adjustment to Board member compensation will be set annually by the Board at a public Board meeting in compliance with the MUD Act and California Constitution.³³

- The Board may adjust its compensation by providing an increase or a decrease in compensation.
- The Board may increase its compensation by not more than five percent annually.
- If the Board has elected not to increase its compensation in any calendar year, the next time the Board considers an adjustment it may vote to increase its compensation by up to five percent for each calendar year following the operative date of the last compensation increase. In the event the Board votes to increase its compensation in this manner, it should explicitly state the increase for each year following the year of the last compensation increase (i.e., 2.5 percent in year one, two percent in year two, etc.).
- The Board may not apply any increase in compensation retroactively nor award itself retroactive pay in any circumstance.
- Any Board motion to adjust its compensation shall state the effective date of the compensation adjustment.
- No Board action adjusting its compensation shall provide for an automatic increase to that compensation.
- The calculation of Board member compensation will be rounded down to the nearest cent.

13.03 Board Member Benefits

Board members are entitled to the following benefits from EBMUD:

- EBMUD will provide health care benefits to Board members under the same terms and conditions as benefits are provided to EBMUD employees.

³³ **Reference:** Public Utilities Code § 11908.1.

- Board members may participate in EBMUD's Employee Retirement System as provided in EBMUD's Retirement Ordinance.
- Board members may participate in EBMUD's deferred compensation plans under the same rules as eligible EBMUD employees.
- Board members may participate in the Utility District Employee Association and the Utility District Credit Union under the same rules as eligible EBMUD employees.

Section 14. Reimbursement of Director Expenses

Board members are entitled to reimbursement of expenses they incur in conducting EBMUD business, as detailed in Policy 4.14, Reimbursement of Director Expenses.

Section 15. Board Members' Role in Emergency Situations; Succession Planning

In general, the Board President and Board members have a minimal role in emergency operations. During an emergency, Board members should be available to support the General Manager.

The Board of Directors adopted an Emergency Succession Plan to ensure continuous coverage of the Board of Directors' duties, critical to the ongoing operations and sustainability of EBMUD,³⁴ in the event one or more Board members is unavailable following a state of war emergency or in the event of a state of emergency or a local emergency.

15.01 Selection and Appointment of Standby Officers

Each Board member shall designate a minimum of two and no more than three Standby Officers to serve in their place in the event of the Board member's unavailability in an emergency, as defined by the California Emergency Services Act (CESA). One of the standby officers must reside within the member's ward, and the other must reside outside the member's ward and may reside outside the District's service area. A Board member may choose, and the Board has the option to appoint, a third Standby Officer. That Standby Officer may reside inside or outside the same ward as the Board member, or outside the District's service area.

The list of Standby Officers shall be approved by Board Resolution and reviewed on an annual basis. The General Manager will determine the availability of the Board members in an emergency. The Board will endeavor to fill vacancies in accordance with the MUD Act and CESA within 60 days of the effective date of the vacancy. Upon appointment by the Board through a Board Resolution, the Standby Officer shall take

³⁴ **Reference:** EBMUD Board Resolution No. 35038-17. **Resource:** A copy of the Emergency Succession Plan is available in the Dashboard.

the oath of office, remain informed of the duties, EBMUD business, and be prepared to immediately report for duty during an emergency. Details of this process will be documented in the General Manager's Business Continuity Plan.³⁵

³⁵ **Reference:** EBMUD Policy 7.03, Emergency Preparedness/Business Continuity.

Appendix 1: How EBMUD is Organized

EBMUD is organized under the following offices and departments:

- Office of the General Manager
- Office of the General Counsel
- Administration
- Customer & Community Services
- Human Resources
- Engineering & Construction
- Finance
- Operations and Maintenance
- Wastewater
- Water and Natural Resources

Office of the General Manager (OGM)

EBMUD has approximately 1,950 full-time employees under the administrative direction of the General Manager and the Senior Management Team (SMT). The General Manager's Office is supported by an Assistant to the General Manager and an Office Assistant. EBMUD is comprised of seven departments under the General Manager's oversight along with three departments within the Office of the General Manager.

- **Intergovernmental Affairs**
The Office of Intergovernmental Affairs is staffed by lobbyists registered with the State of California and work to further EBMUD's mission by advancing EBMUD's legislative and administrative priorities in Sacramento and Washington, DC.
- **Office of Diversity, Equity, and Culture (ODEC)**
The Office of Diversity, Equity, and Culture exists to ensure fair and equitable treatment for all EBMUD employees, contractors, and vendors and to the best of our ability create positive outcomes for all we serve. ODEC is comprised of three organizations: the Contract Equity Office, the Diversity and Inclusion Office, and Employee and Organizational Development.
- **Public Affairs**
The Public Affairs Office's purpose is to engage with our community and share EBMUD's story to build trust and understanding. It uses a variety of methods to execute communications strategies, engage the public and share information on behalf of EBMUD.

- **Office of the Secretary** (*reports to the Board via the General Manager*)

The Office of the Secretary provides administrative support for the Board and performs duties prescribed in the Municipal Utility District Act, the Ralph M. Brown Act, Board resolutions, and state/federal laws.

Office of General Counsel (OGC)

The Office of General Counsel provides the legal advice and assistance necessary to implement EBMUD's mission, policies, and programs in a manner consistent with the law and to lead litigation and other legal matters in which EBMUD is a party or in which it is legally interested.

Administration

- **Customer & Community Services (CCS)**

The Customer & Community Services Department provides high-quality, responsive customer service with efficient business practices, technology, and value-added programs/services to EBMUD's customers and stakeholders, guided by the principles of fairness, consistency, efficiency, and high standards of professionalism and fiscal responsibility. CCS also includes the Contact Center, Customer Services Support, Field Services, New Business, Real Estate Services, and Water Conservation.

- **Human Resources (HR)**

The Human Resources Department provides EBMUD employees, departments, retirees, and members of the public with strategic human resource services that are professional, reliable, and enabling of employee excellence in support of EBMUD's mission. The HR Department works to ensure EBMUD has a skilled, diverse workforce to meet its mission.

Engineering & Construction

The Engineering & Construction Department plans and implements programs and projects to ensure the integrity of EBMUD's infrastructure now and in the future. The department also provides engineering expertise and technical support to all EBMUD departments.

Finance

The Finance Department is responsible for providing proactive and strategic management of District finances and ensuring EBMUD's long-term financial stability.

- **Information Systems Department (ISD)**

The Information Systems Department is the centralized support organization for information technology and services at EBMUD. ISD maintains distributed and centralized computing services at EBMUD, supports staff in the effective and efficient use of these technologies, provides a broad range of computing support services, and is also responsible for EBMUD's telecommunications infrastructure.

Operations and Maintenance Department

The Operations and Maintenance Department's is responsible for the operations, maintenance, management, and improvement of the water system infrastructure, processes, and the assets to provide safe and reliable high quality water services.

- **Maintenance and Construction**

The Maintenance and Construction Department is responsible for maintaining the local water distribution system infrastructure, performing preventative and corrective maintenance, replacing and rehabilitating EBMUD's infrastructure, reading and maintaining the nearly 400,000 customer water meters, providing support services, and maintaining all vehicles and heavy equipment.

- **Water Operations**

The Water Operations Department is responsible for operating and maintaining water supply, water treatment, and water distribution facilities spanning six counties, including facilities of the Freeport Regional Water Authority.

Wastewater

The Wastewater Department ensures public health and safety by meeting or surpassing federal, state, and local regulations regarding air, biosolids, and water quality. The department strives to protect the environment by reducing or eliminating the discharge of pollutants into the air, land, and San Francisco Bay and recovering water, energy, and nutrients from wastes. The Wastewater service area is comprised of Alameda, Albany, Berkeley, Emeryville, Oakland, Piedmont, and the Stege Sanitary District, which is comprised of El Cerrito, Kensington, and a portion of Richmond known as the Richmond Annex.

Water and Natural Resources

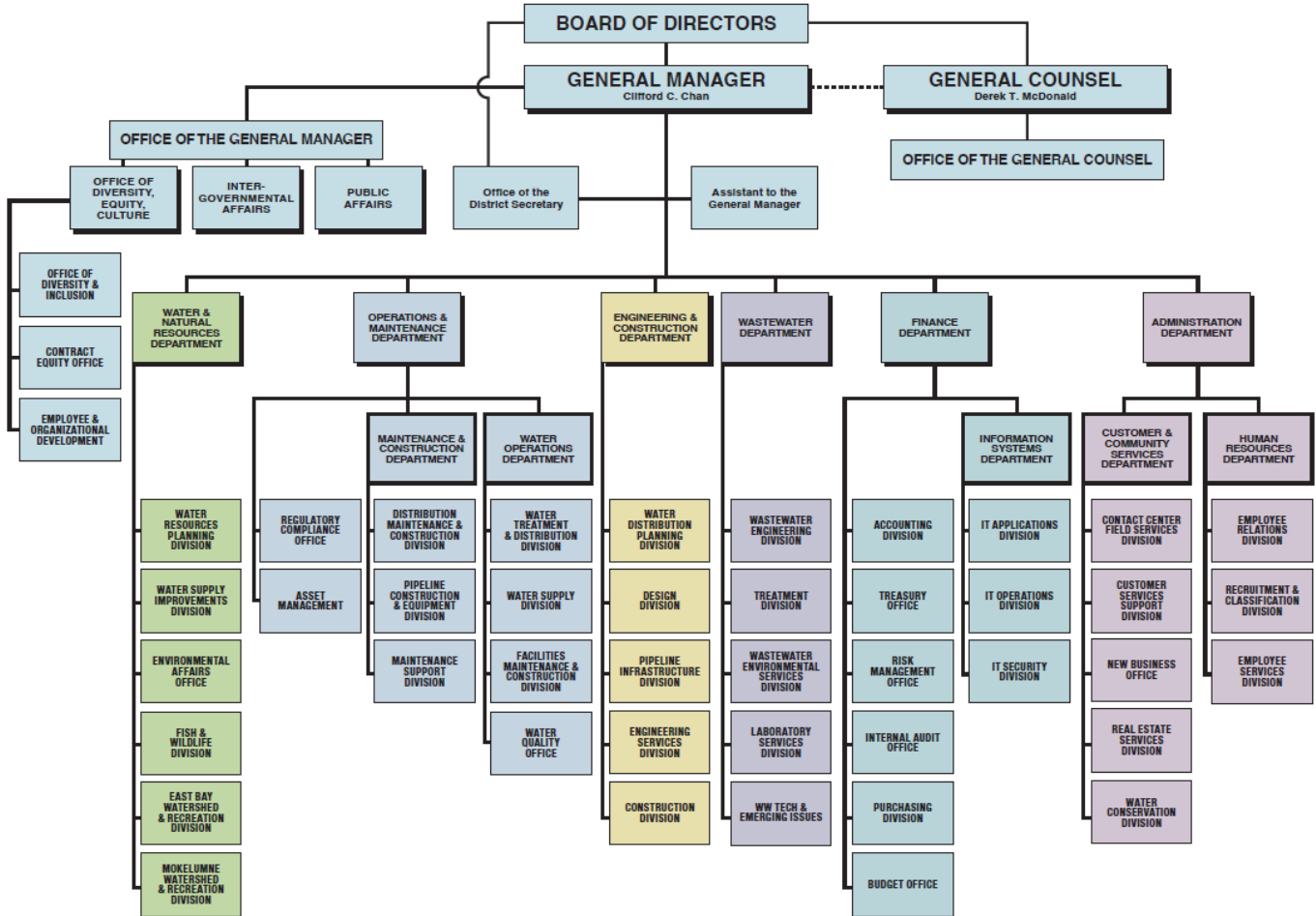
The Water and Natural Resources Department develops plans, policies, and programs to protect EBMUD's water resources, maintain and ensure a high-quality water supply to meet future water needs, oversee the management of watershed and recreation lands and facilities, and provide good stewardship of the natural resources with which EBMUD is entrusted.

EBMUD Organization Chart



EAST BAY MUNICIPAL UTILITY DISTRICT

ORGANIZATION CHART
January 2024



Appendix 2: Governing Laws and Regulations

Major laws and regulations governing and affecting EBMUD include the Municipal Utility District Act, the Ralph M. Brown Act, the Public Records Act, the Political Reform Act and the California Constitution, as well as federal laws, and local ordinances. Judicial decisions that interpret and frequently resolve conflicts related to these laws and regulations may also affect EBMUD.

General descriptions of some of the primary laws related to the governance of EBMUD are provided below. Links to helpful documents explaining the laws are provided as footnoted references.

Laws Related to the Board's Governance of EBMUD

Municipal Utility District (MUD) Act

EBMUD is a publicly-owned utility formed under the MUD Act, which is codified at California Public Utilities Code Section 11501 *et seq.* The MUD Act sets forth the powers and functions of EBMUD (and other municipal utility districts), as well as the Board and EBMUD's executive officers. Relevant to EBMUD's practices, under Chapter 3, Article 4, the Board's powers and duties include:

- Choosing one member to act as President and one as Vice President;
- Determining all questions of district policy;
- Providing for all matters and things necessary for the proper administration of the affairs of the district not otherwise specified in the MUD Act;
- Supervising and regulating the utility services provided by the district;
- Setting rates and charges for district services;
- Making and enforcing district rules and regulations;
- Making contracts, including contracting for professional services for work that cannot be satisfactorily performed by district forces;
- Creating and abolishing civil service positions and setting salaries;
- Appointing employees to positions requiring "exceptional qualifications";
- Employing an auditor to annually report on the district's system of accounts; and
- Paying claims against the district.

Under Chapter 3, Article 6 of the MUD Act, the Board must appoint a general manager and may appoint an accountant, a secretary, a treasurer and an attorney.

Ralph M. Brown Act

The Ralph M. Brown Act is California's "sunshine" law for local governments. It is found in the California Government Code beginning at Section 54950. In a nutshell, it requires that Board deliberations be conducted openly and that Board actions be taken openly, at open and public meetings, except in certain limited situations. It was enacted in 1953 and has been extensively updated since. It contains a myriad of detailed and technical requirements governing the conduct of meetings of local agencies, as well as the conduct of the governing officials of those

agencies. Board members are encouraged to become familiar with the Brown Act to effectively execute their duties.

Public Records Act

The California Public Records Act (PRA) was enacted in 1968 and is codified at Government Code Section 7920 *et seq.* It is intended to give the public access to information that enables them to monitor the functioning of their government. Under the PRA, all tangible and electronic documents created in furtherance of the business of EBMUD are public records and must be produced to the public upon request unless there is a specified legal basis for withholding them. The Secretary of the District's office processes all PRA requests received on behalf of EBMUD.

Government Code Section 1090

Government Code Sections 1090 through 1099 are statutes that prohibit "self-dealing," that is, they prohibit Board members and EBMUD officers and employees from having a financial interest in contracts and other matters to which EBMUD is a party. These laws extend beyond contracting and, for example, also prohibit Board members from holding incompatible offices with other agencies. Conflict of interest laws are very complicated and could implicate non-obvious "financial interests" such as property ownership or a spouse's salary.

Political Reform Act

The California Political Reform Act, Government Code Sections 81000-91014 is a series of conflict of interest laws that are broader than the restrictions of Government Code Section 1090. The Political Reform Act prohibits public officials from making, participating in making, or in any way attempting to use their position to influence a governmental decision the official knows or has reason to know that they have a financial interest in the decision. It requires specified officials to file annual financial disclosures. The Political Reform Act also includes ethics laws related to campaign finance and restrictions on gifts and honoraria. The California Fair Political Practices Commission (FPPC) is responsible for oversight of these laws. Board members must periodically report all economic interests within EBMUD's jurisdiction on forms furnished by the FPPC.

Note: Ethics laws, including Section 1090 and the PRA, are complex. Violations of these laws can result in civil and criminal penalties. Board members are encouraged to consult with the General Counsel regarding any questions regarding these laws.

Assembly Bill 1234 (Ethics)

Sections 53234-53235.2 of the Government Code incorporate the provisions of Assembly Bill 1234, which became effective January 1, 2006. Among other things, this law requires that Board members receive two hours of ethics training within one year of taking office and every two years thereafter, and mandates certain reporting requirements.

Assembly Bill 1661 (Sexual Harassment Prevention)

Section 53237.1 of the Government Code incorporates the provisions of Assembly Bill 1661 which became effective January 1, 2017. The law requires that Board members receive two hours of sexual harassment prevention training within six months of taking office and every two

years thereafter. Senate Bill 396, which became effective January 1, 2018, added a new element to the training regarding gender identity, gender expression, and sexual orientation.

Other Major Laws Affecting EBMUD

Proposition 218

Proposition 218 was passed by California voters in 1996 and amended the California Constitution to specify both procedural and substantive limits on a local government's ability to levy fees. Under Proposition 218, a government agency has the burden of proving that any fees or charges it assesses:

- (1) Do not exceed the funds required to provide the property related service;
- (2) Are not used for any purpose other than that for which the fee or charge is imposed;
- (3) If imposed on any parcel or person as an incident of property ownership, do not exceed the proportional cost of the service attributable to the parcel;
- (4) Are not imposed for a service unless that service is actually used by, or immediately available to, the owner of the property in question; and
- (5) Are not imposed for general governmental services including, but not limited to, police, fire, ambulance or library services, where the service is available to the public at large in substantially the same manner as it is to property owners.³⁶

EBMUD's rates and charges for water service are subject to Proposition 218.

California Environmental Quality Act (CEQA)

The California Environmental Quality Act is codified at Public Resources Code Section 21000 *et seq.* It requires government agencies to consider any potential, significant environmental impacts of a project and take reasonable steps to mitigate those impacts, unless the project is exempt from CEQA by law.

A "project" for the purposes of CEQA is a governmental action that may result in a direct physical change to the environment. An obvious project would be a construction project, but CEQA also applies to such actions as leasing governmental property to private parties that will use that property in a manner that may cause an environmental impact.

Before a governmental entity approves a project, CEQA requires the entity to analyze the potential environmental impacts of the project and, depending on their significance, engage in a public process and prepare a report describing the potential environmental impacts of the project and the manner in which they will be mitigated. The governing body of an agency must make findings under CEQA prior to approving the project. CEQA also allows members of the public to sue to stop a project under the theory that the CEQA analysis of its impacts was insufficient.

Meyers Milias Brown Act (MMBA)

³⁶ **Reference:** Cal Const, Art. XIII D § 6(b).

The Meyers Milius Brown Act was adopted in 1968 and is codified at Government Code Section 3500 *et seq.* It established collective bargaining for local government employees, and governs relations between represented employees and management.

The MMBA requires local government agencies to meet and confer in good faith with union representatives regarding wages, hours and other terms and conditions of employment for represented individuals. It also requires the agency to allow union representation of employees in disciplinary matters and any meeting that may lead to discipline.

Enforcement and adjudication of matters under the MMBA has been under the jurisdiction of the Public Employees Relations Board (PERB) since 2001.

The Board's Authority to Pass Laws

Under the MUD Act, actions of the Board are expressed through motion, resolution or ordinance.

Ordinances

An ordinance is a law adopted by a local agency, and it may be amended or repealed. Once adopted or amended, the ordinance or its amendments are published in a local newspaper, though a summary may be published if the ordinance or amendments are lengthy. After the required publication period has been met, the ordinance becomes effective. EBMUD's Board has adopted multiple ordinances over the years. Listed below are some key ordinances:

- Consolidated Regional Private Sewer Lateral Ordinance
- Declaring Any Violation of Rules and Regulations Adopted Pursuant to Section 4465 or 4471 of the Health and Safety Code to Be An Infraction³⁷
- East Bay Municipal Utility District Campaign Finance Reform Ordinance
- East Bay Municipal Utility District Employees' Retirement System Ordinance
- East Bay Municipal Utility District Ordinance Establishing Drug-Free Zones
- Excessive Water Use Penalty Ordinance for Drought Stages 2, 3 and 4
- Ordinance Establishing Procedures for Presenting Claim for Money or Damages Against the East Bay Municipal Utility District
- Wastewater Control Ordinance

Resolutions

Resolutions memorialize formal action taken by the Board and are retained as part of EBMUD's records. They also may be a vehicle through which the Board expresses its opinion or policy on a matter. Unlike ordinances, resolutions have no publishing requirement and are usually effective immediately upon adoption, unless otherwise stated.

³⁷ These are the Watershed Rules and Regulations adopted by the Board.

Relevant to governance, the Board has adopted resolutions which consolidates and clarifies the Board's delegation of authority to the General Manager to help ensure the efficient operation of EBMUD.

Appendix 3: Community Outreach

EBMUD is an active member of the communities it serves, and its comprehensive Community Outreach program employs a variety of methods to communicate with and provide information to the public.

Means of Community Outreach

Community Water Academy

In 2022, EBMUD piloted its Community Water Academy. The Academy is held every other year. The goal of the Academy is to increase public understanding of EBMUD's water and wastewater systems; provide educational opportunity for local officials/agency staff and key community leaders; and build support for long-term goals, including infrastructure investment, environmental protection, and innovation efforts. The Academy benefits civic leaders, non-profit officials, educators, local government staff, and elected officials as they learn about the core services provided by EBMUD. Participants gain knowledge to share with their communities about EBMUD's role in the East Bay over the last century and its efforts to build a sustainable water and wastewater system of the future. Participants receive a certificate of completion at the conclusion of the Academy. Board members are invited to attend every session.

Community Events

EBMUD staff and Board members may participate in multiple community events throughout the service area to provide information and materials about EBMUD. Most events are listed in a Speakers' Bureau document that is provided to Board members at each Board meeting.

Speaking Engagements

EBMUD staff and Board members communicate EBMUD messages and other relevant information to hundreds of people by speaking to groups such as:

- Boy and Girl Scouts
- Rotary Clubs
- Kiwanis Clubs
- Garden Clubs
- City Council meetings
- Community/Project meetings
- Chambers of Commerce
- Community Liaison meetings
- Senior groups
- Educational institutions and
- Realtors' groups
- Municipal Advisory Councils

Wastewater Treatment Plant Tours

EBMUD staff conducts free wastewater treatment plant tours showing hundreds of employees, students (age 11 and above), and members of the public the process and essential role the treatment plant plays in protecting waterways and the San Francisco Bay.

Virtual Treatment Plant Tours & Speaking Engagements

These tours allow EBMUD to share the processes and essential role our wastewater treatment plant plays in protecting waterways with the general public.

<https://www.ebmud.com/wastewater/collection-treatment/wastewater-treatment-plant-tours>.

Internet Communications/Social Media

EBMUD's website, ebmud.com, provides user-friendly information about services, programs, and job openings. EBMUD also shares news, events, and other timely announcements of interest to the community and customers via our social media channels:

- Facebook.com/EBMUD
- Instagram.com/EBMUD
- LinkedIn.com/company/EBMUD
- NextDoor
- X.com/EBMUD (formerly Twitter)
- YouTube.com/EBMUD

Customer Pipeline Newsletter

Each year, EBMUD publishes and mails six issues of the Customer Pipeline customer newsletter to all residential and business customers within its service area. Electronic copies are available to customers that pay their bills online and are provided to employees). The newsletter conveys important information to customers about EBMUD. Past issues may be viewed online at <https://www.ebmud.com/about-us/publications>

Employee/Retiree Outreach (Splashes)

EBMUD educates its employees and retirees about EBMUD and other outreach messages so they can share this knowledge with family, friends, and the public. The primary method for doing this is the Splashes employee newsletter, which is provided to all employees and retirees each month. Splashes also serves to keep employees informed and engaged with news from across the agency.

Board Members' Role in Community Outreach

Board members may act as liaisons for each city and town within the service area and as representatives to various other organizations and agencies. Board members also choose whether to attend functions, in addition to staff, as appropriate within their liaison areas and may choose to make presentations to city councils.

Handling Inquiries/Complaints from Customers

If a Board member receives a complaint or concern from the public, it is generally recommended that the Board member refers the customer to the General Manager or the Secretary of the District for appropriate handling.

Handling Inquiries from Media and Outside Organizations

If a Board member receives an inquiry from a member of the media, the call should be referred to the Special Assistant to the General Manager responsible for Public Affairs. This person acts as EBMUD's Public Information Officer to assure any response is consistent with other EBMUD messaging. EBMUD has identified the following trained spokespersons who are equipped to respond to inquiries from the media, outside organizations and members of the community:

Kelly Zito – Special Assistant to the General Manager
Phone: (510) 287-0111 (office); (510) 510-407-2784 (cell)
Email: Kelly.Zito@ebmud.com

Andrea Pook – Senior Public Information Representative
Phone: (510) 287-0145 (office); (510) 508-6782 (cell)
Email: Andrea.pook@ebmud.com

Appendix 4: Board Members' Role in Emergency Situations

Periodically, staff provides the Board with presentations regarding EBMUD's preparations for responding to an emergency, such as a natural disaster, to provide the Board members with updates to the program and to go over the protocols and practices to follow during a real emergency.

In general, the Board President and Board members have a minimal role in emergency operations. During an emergency, Board members should be available to support the General Manager.

The list below, excerpted from EBMUD's Emergency Operations Plan, provides examples of support the Board members may be called to provide in an emergency:

- Establish a legal authority and policy from which EBMUD may operate in times of an emergency.
- Ratify any EBMUD emergency declaration, pass emergency resolutions, and assist as appropriate in the response and recover from a disaster.
- Receive briefings on damage, employee injuries, response objectives, response status, mutual aid requests, and public information.
- Meet with community organizations, individual customers and businesses as needed to provide information on EBMUD's response.
- Notify the General Manager or Public Information Officer when contacted by the media.
- Work with the General Manager to activate succession plan and alternative work location plan, as necessary.

Appendix 5: Orientating New Board Members

Informed decision-making and ethical conduct are central tenets of excellent governance. Newly elected or appointed Board members will undertake a comprehensive onboarding and training process so that they may engage in informed and effective decision-making. Board members will comply with all ongoing EBMUD and statutory training requirements as described in Appendix 2.

Adherence to Brown Act Begins upon Election

Newly elected Board members are subject to the Brown Act immediately upon election, even though the swearing in does not occur prior to the first Board meeting in January.

Assuming Office Form 700

New Board members must file an FPPC Form 700 – Statement of Economic Interest – assuming office statement within 30 days of taking office. Board members will also be required to file the Form 700 for any JPA to which they are assigned. These filings must be done electronically through the FPPC website. The Secretary of the District will provide information on filings; information may also be obtained from the FPPC website at www.fppc.ca.gov.

Board Member Bios

Brief biographical highlights for every Board member are posted on EBMUD's website and provided to outside entities as requested. They are accessible when clicking on the Board members' picture on the "Board of Directors" web page. The Secretary of the District will work with new Board members to develop a suitable bio for the website.

Board Member Photos

EBMUD's website portrays an individual portrait of each Board member. These individual portraits are also mounted in a display case in the 2nd floor lobby of EBMUD's Administration Building in downtown Oakland and are provided to outside entities as requested. The Secretary of the District, in conjunction with Public Affairs staff will coordinate with Board members to have portraits taken.

Building Security/Access Control Cards

Board members are issued an Access Control Card which allows general access to various District facilities, areas, and the Administration Building parking garage in downtown Oakland.

Business Cards

The Secretary of the District will work with Board members on their EBMUD business cards. The business cards are printed in-house and include a Board member's name, title (e.g. "Board Member") and phone/email information. Board members typically use the cards at conferences and other events they attend on behalf of EBMUD.

EBMUD Gear

Board members will receive safety gear (vest, hard hat, safety glasses, boots (as needed)), a personalized jacket or vest as well as a baseball-style cap for use at EBMUD-related functions. The Secretary of the District will work with Board members to obtain these items.

Calendaring and Scheduling

While regular Board meetings are calendared well in advance, from time to time it becomes necessary to arrange a special meeting or workshop on relatively short notice. To assist with this process, Board members should notify the Secretary of the District and the General Manager when they expect to be out of town or otherwise unavailable during the calendar year so the dates may be added to their EBMUD Outlook Calendar.

If a Board member's schedule will cause them to be absent from a Board meeting, the Board member should email the Board President to request an excused absence. Please copy the Secretary of the District on these emails.

EBMUD Email Accounts

An EBMUD email account will be created for all new Board members (e.g. John.Doe@ebmud.com). Because EBMUD-related communications to or from Board members may be public records, the General Counsel's Office strongly encourages Board members to use their EBMUD email account for all EBMUD-related business and communications.

Electronic Device Support

To facilitate electronic delivery of Board meeting materials and access to EBMUD email and other related information, Board members may request District-issued electronic devices (e.g., laptop, iPhone). Each device will be equipped with a cellular data plan at no cost to the Board member for conducting EBMUD business. Use of these devices is governed by EBMUD Policy 4.20 – Use of District Technology Resources and District Procedure 453 – Information Technology Use and Privacy. Board members may also elect to use their personal devices and receive a stipend from EBMUD.

The Secretary of the District will serve as the liaison for acquiring devices and will also arrange for any desired training. Ongoing support is available from the Secretary's Office and the Information Systems Department.

Event Attendance and Reporting Requirements

The Secretary of the District will make reservations for Board members to attend local events. EBMUD also regularly sponsors events and activities hosted by a range of organizations that support the mission, goals, and values of EBMUD. If a Board member wishes to attend an event on behalf of EBMUD, they should contact the Secretary of the District.

If EBMUD pays the expenses for attendance at an event, including a conference, the Board member must report out their attendance and activities at the event at the next regularly

scheduled Board meeting to comply with Board member reporting requirements under AB 1234 and EBMUD Policy 4.14.

Human Resources Documents

The Human Resources Department will provide enrollment forms and any other paperwork necessary to enroll Board members in EBMUD's benefit programs. The Secretary of the District will coordinate the initial completion of paperwork with the Board member and HR staff. Questions about benefits may be directed to the Manager of Employee Services .

Lisa Sorani – Manager of Employee Services
(510) 287-0713 (office)
Email: lisa.sorani@ebmud.com

Lapel Badges

The Secretary of the District will provide Board members with personalized magnetic lapel badges. Board members typically wear them to events, meetings and receptions when acting in an official capacity for EBMUD.

Mail

The Secretary of the District will collect any mail directed to Board members during the week and will distribute it to Board members in the closed session meeting room on Board meeting days. Mail received on weeks where no Board meeting is scheduled will be held until the next meeting date. If deemed time-sensitive, items will be mailed to Board members on Fridays.

Oath of Office/Swearing In

The Oath of Office is administered by an EBMUD Notary prior to the first Board meeting in January or if appointed during an off-election time, no later than 15 days of taking office. New Board members may invite family and close friends to witness this event and may also request a ceremonial swearing-in during the first part of the first Board meeting in January. The Secretary of the District will coordinate swearing-in events.

Paychecks

Board members are paid once per month. Paychecks will be direct-deposited directly to a Board member's bank account unless a Board member requests an alternative form of delivery. Board members will need to provide a copy of their Social Security card and a voided check to implement direct-deposit. Board members should contact Payroll staff at ext. 0222 if they have changes to their bank account or check delivery information.

Plant/Facilities Tours

Shortly after being elected to the Board, the Secretary of the District in coordination with the General Manager and senior staff usually will coordinate onboarding meetings as well as tours of various EBMUD facilities with new Board members.

Reception for Newly-Elected Board Members

The Secretary of the District typically coordinates a reception immediately following the first Board meeting in January to welcome newly-elected Board members. The reception is usually held in the Administration Building Large TRC. Board members often invite family and close friends to the reception and will be given an opportunity to say a few words to the attendees.

Training

Newly elected Board members must participate in Ethics Training and Harassment Training soon after taking office. Board members will be enrolled in online Harassment Training by District staff. The FPPC currently offers free, online Ethics Training on its website. Board members may either participate in the trainings offered by EBMUD or they may obtain the required training at a conference or other online course. The California Special Districts Association (CSDA) also offers all these trainings via webinar, workshops or at their conferences. The CSDA also offers a plethora of other training opportunities on topics of interest to new and existing Board members. Board members are encouraged to visit csda.org for a current list of training opportunities. The Secretary of the District will coordinate reimbursement for any relevant trainings.

Questions?

Questions about the orientation process or any other topic may be directed to the Secretary of the District and/or General Manager:

Rischa S. Cole – Secretary of the District

Phone: (510) 287-0440 (office)

Email: rischa.cole@ebmud.com

Clifford C. Chan – General Manager

Phone: (510) 287-0101 (office)

Email: clifford.chan@ebmud.com

Any questions regarding a Board members legal obligations or other legal matters may be directed to the General Counsel:

Derek McDonald – General Counsel

Phone: (510) 287-0168

Email: derek.mcdonald@ebmud.com

Supporting Documents

Supporting documents listed in the Appendix may be found in The Dashboard, a limited-access OneDrive folder available to all Board members.



RESOLUTION NO. _____

ADOPTING THE EAST BAY MUNICIPAL UTILITY DISTRICT
BOARD OF DIRECTORS GOVERNANCE MANUAL AND RESCINDING
RESOLUTION NO. 33131-98 AND PRIOR BOARD DIRECTIVES

Introduced by Director _____ ; Seconded by Director _____

WHEREAS, the East Bay Municipal Utility District (“District”) was established in 1923 and has been governed by a Board of Directors (“Board”) since its establishment; and

WHEREAS, the manner of the Board’s governance of the District has been historically set forth in various Board resolutions and motions, and written directives of the Board President; and

WHEREAS, it is the desire and intention of the Board to consolidate and update prior Board governance directives and existing practices in a single Governance Manual; and

WHEREAS, a Governance Manual will also serve to introduce new Board members to the mission, values and structure of the District; provide guidance to Board members on their powers and duties and the powers and duties of Board-appointed officers; and set forth principles of governance and conduct for Board members; and

WHEREAS, a Governance Manual will provide transparency to the public regarding Board governance practices and procedures and will inform the public of the time and place of Board meetings and the manner in which meetings are conducted; and

WHEREAS, at the Board’s direction, the General Manager, the Secretary of the District, and the General Counsel (“staff”) prepared a draft Governance Manual for the Board’s consideration; and

WHEREAS, members of the Board reviewed and discussed the draft Governance Manual at the September 24, 2024 Finance/Administration Committee meeting; the October 22, 2024 Finance/Administration Committee and Regular Board meetings and the November 12, 2024 Regular Board meeting, and provided oral and written direction to staff on its development; and

WHEREAS, all direction provided by the Board to staff has been incorporated into the Governance Manual, attached hereto; and

WHEREAS, the Governance Manual describes the District and its governing laws; explains the role of the Board and its appointed officers; sets forth principles of conduct for Board members; incorporates District Policies for Board member ethics, the protection of whistleblowers, and reimbursement of Director expenses; states the processes for electing Board officers, filling Director vacancies and assigning Board members to serve on Board committees; specifies the onboarding and training requirements for Board members; states the time and place of regular and committee meetings and describes the processes by which meetings are conducted; describes Board member compensation and benefits; and states the role of Board members in responding to District emergencies and the process for selecting emergency Standby Officers; and

WHEREAS, the Governance Manual includes appendices containing factual information for the Board describing how the District is organized; the primary laws governing the District; the District’s community outreach efforts and the Board’s role in community outreach; the Board’s role in emergency situations; and the administrative aspects of Board member onboarding;

NOW, THEREFORE, BE IT RESOLVED that the Board of Directors of the East Bay Municipal Utility District hereby adopts the Board of Directors Governance Manual, attached hereto.

BE IT FURTHER RESOLVED that the Governance Manual may be revised only through formal action taken by the Board at a regular Board meeting.

BE IT FURTHER RESOLVED that because the appendices of the Governance Manual contain factual information that may be subject to change, the Secretary of the District may update and revise the appendices of the Governance Manual without Board action.

BE IT FURTHER RESOLVED that the Governance Manual and this adopting Resolution shall serve as the resolution providing the time and place of regular meetings for the purposes of Government Code section 54954, and Resolution No. 33131-98 is hereby rescinded.

BE IT FURTHER RESOLVED that to the extent any prior Board motion or any directive of a Board President addresses a topic covered by the provisions of this Governance Manual as the Board may amend it from time to time, such motion or directive is superseded by this Governance Manual.

ADOPTED this 26th day of November, 2024 by the following vote:

AYES:

NOES:

ABSENT:

ABSTAIN:

President

ATTEST:

Secretary

APPROVED AS TO FORM AND PROCEDURE:

General Counsel

Board of Directors Governance Manual

Thank you for your commitment to the East Bay Municipal Utility District (EBMUD). Your role as an EBMUD Board member is critical in supporting the vibrant East Bay community and protecting the environment we all cherish.

You are not alone in this incredible endeavor. Your fellow Board members and skilled and dedicated staff are here to assist you. The General Manager, General Counsel, and Secretary of the District will be your primary points of contact during your tenure on the EBMUD Board.

This manual contains information to help you understand your role as an EBMUD Board member. All documents referenced in this manual are available electronically; the Secretary of the District will assist you in accessing these files.

We trust you will find your time on the EBMUD Board rewarding and an opportunity to make a significant impact on the communities we serve.

With sincere appreciation,

Lesa R. McIntosh,
2024 President

William B. Patterson
2024 Vice President

April B. Chan

Luz M. Gómez

Andy Katz

Doug A. Linney

Marguerite Young

Rischa S. Cole
Secretary of the District

Clifford C. Chan
General Manager

Derek T. McDonald
General Counsel

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Section 1. Introduction

This handbook provides guidance on the practices the Board employs in exercising its authority, complying with various legal requirements, working with the public and EBMUD staff, and otherwise conducting EBMUD business.

Throughout this manual, the terms “EBMUD” and the “District” will be used interchangeably. References throughout are provided in The Dashboard on OneDrive.¹

1.01 What is a Special District?

State law defines a special district as “any agency of the state for the local performance of governmental or proprietary functions within limited boundaries.” In plain language, a special district is a separate local government that delivers specific public services to a geographically limited area, such as water and wastewater service. Special districts have four distinguishing characteristics – they are a form of government; have governing boards; provide services and facilities; and have defined boundaries.²

1.02 EBMUD Mission Statement

EBMUD’s mission is “to manage the natural resources with which the District is entrusted; to provide reliable, high-quality water and wastewater services at fair and reasonable rates for the people of the East Bay; and to preserve and protect the environment for future generations.”

1.03 Principles of Governance

The principles used in accomplishing EBMUD’s mission are:

- Exercise responsible financial management
- Ensure fair and reasonable rates and charges
- Provide responsive quality customer service
- Promote ethical behavior in the conduct of EBMUD business
- Ensure fair and open processes involving the public
- Provide a healthy work environment
- Promote diversity and equity in personnel matters and contracting
- Promote environmental, economic, and social sustainability

1.04 EBMUD Values

EBMUD has adopted the following values in support of our Board members and employees as they work to achieve EBMUD’s mission:

¹ **Resource:** The Dashboard is an electronic library of reference documents and materials in a limited-access OneDrive folder provided to the Board and maintained by the Secretary’s Office.

² **Reference:** *Institute for Local Governments What’s So Special About Special Districts?*
<https://www.ca-ilg.org/post/about-special-districts>

- Stewardship: I am a steward of our resources and committed to public service
- Integrity: I act with integrity
- Respect: I treat others with respect
- Teamwork: We are EBMUD and we are one team³

Section 2. Municipal Utility District Act

The Municipal Utility District (MUD) Act of California, enacted in 1921, provides the legal framework for the formation and operation of municipal utility districts within the state.⁴ These districts are public agencies that provide essential services such as water, wastewater, electricity, and waste collection to their communities. Unlike private utility companies such as Pacific Gas & Electric, which are regulated by the California Public Utilities Commission, municipal utility districts operate independently and derive their powers directly from the MUD Act. The government of every municipal utility district is vested in a board of directors, one from each ward, together with the other officers mentioned in Chapter 3, Article 6 of the MUD Act.⁵ The MUD Act enables districts to levy taxes, issue bonds, and acquire, construct, or operate infrastructure necessary to delivery these services with the goal of ensuring reliable and cost-effective public utilities while maintaining local control over resource management.⁶

Section 3. Role of the Board of Directors

The Board of Directors is the legislative body of EBMUD. The Board sets policy for EBMUD and operates in accordance with and as outlined in MUD Act Chapter 3, Article 4, Powers and Duties of Directors and all other applicable laws. As discussed in subsection 3.03, the Board exercises legislative and ministerial powers in providing direction to EBMUD.

3.01 Purpose of the Board

The Purpose of the Board is to:

- Develop policies that implement the mission and values of EBMUD.
- Establish performance standards and outcomes that reflect the policies set by the Board.
- Provide oversight of EBMUD's performance against the standards established by the Board.
- Make decisions necessary to carry out the mission of EBMUD.

³ **Resource:** EBMUD Values Splashpad Page, <https://splashpad.ebmud.com/district/values>

⁴ **Reference:** Public Utilities Code § 11501 *et seq.*

⁵ **Reference:** Public Utilities Code §§ 11801 & 11850.

⁶ **Reference:** A hard copy of the MUD Act is provided to every new Board member.

3.02 Authority of the Board and Individual Board Members

The Board of Directors is the unit of authority for EBMUD. It is the legislative body of EBMUD and determines all questions of policy.⁷ Under the MUD Act, it is empowered to supervise and regulate the utility services provided by EBMUD, including setting rates and fees, and making and enforcing rules, regulations, contracts and practices in connection with any service, product, or commodity owned or controlled by EBMUD.⁸ The specific duties of the Board, as authorized by the MUD Act, are detailed in subsection 3.03.

The authority above must be exercised by a quorum of the Board, meaning four out of seven Board members. Individual Board members may not commit EBMUD to any policy, act, or expenditure unless authorized by a quorum of the Board.⁹

Individual Board members should respect the decisions made by the Board, regardless of their personal position. Individual Board members may voice their opinion about the decisions of the Board, but in doing so, should make it clear that it is their own opinion and not the opinion of the Board or other Board members. Individual Board members are encouraged to notify the General Manager in advance when they plan to speak publicly in opposition to EBMUD's decisions, policies or actions.

3.03 Board Duties

The key duties of Board members are to:

- Adopt and regularly update a Strategic Plan for EBMUD that reflects its mission, values and vision.
- Adopt written policies that further the Strategic Plan and mission of EBMUD, while ensuring a high-quality of governance and clear roles in decision-making between the Board and EBMUD staff.
- Adopt rates, rules and regulations for the services provided by EBMUD.
- Approve budgets, rates and long-range capital plans to ensure the long-term ability of EBMUD to fulfill its mission.
- Hire, regularly evaluate and, when necessary, discharge the General Manager and General Counsel.
- Identify and track the performance metrics that reflect the policies set by the Board.
- Provide oversight and track compliance with all relevant laws, regulations, permits and the performance of EBMUD.
- Ensure the organization operates effectively and efficiently to fulfil its mission.
- Comply with the open governance requirements of the Ralph M. Brown Act and the California Public Records Act.

⁷ **Reference:** Public Utilities Code § 11883.

⁸ **Reference:** Public Utilities Code § 11885. Additional details of the powers and duties of the Board as enumerated in the MUD Act may be found in Appendix 2, Governing Laws and Regulations.

⁹ **Reference:** Public Utilities Code § 11909.

- Communicate with EBMUD customers and community stakeholders to understand their concerns, values and viewpoints.
- Serve as ambassadors for EBMUD and build relationships throughout EBMUD's service area and in those areas of the state impacted by EBMUD's policies and activities.
- Maintain open lines of communication with employee unions and approve collective bargaining agreements in alignment with EBMUD's vision and goals.
- Strive to equitably address the needs of all communities served by EBMUD, with a special emphasis on addressing the needs of impacted communities.
- Set Ward boundaries following each decennial census and in accordance with the Fair Maps Act so that each ward accurately reflects population changes and racial diversity.
- Take such actions as are required by law.

3.04 Role of Board Officers

The Board Officers are the President and Vice President.¹⁰ While not considered Board officers, this subsection also describes the role of the President Pro Tem, the chairs of standing committees, and the representatives on the governing bodies of Joint Powers Authorities to which EBMUD is a party.

(a) Role of the Board President

The role of the President is to:

- Serve as presiding officer at all Board meetings.
- Develop and approve the regular Board meeting agenda in consultation with the General Manager.
- Administer regular Board meetings under appropriate parliamentary procedure and in accordance with this manual, by:
 - Managing the meeting time;
 - Ensuring appropriate opportunities for public participation;
 - Keeping the Board focused on the discussion at hand; and
 - Avoiding diversions from the agenda or disruptions in the conduct of EBMUD business.
- Sign resolutions, ordinances, and other Board-approved documents on behalf of the Board.
- Make appointments to Standing Board Committees, Ad Hoc Committees, Joint Powers Authorities (JPAs), and as representatives to outside agencies.
- Act as a mentor for newly elected or appointed Board members while avoiding violations of the Brown Act.¹¹
- Act as an official representative of EBMUD for ceremonial purposes.

¹⁰ **Reference:** Public Utilities Code § 11882.

¹¹ Any Board member who serves as a mentor to other Board members should first consult with the General Counsel for advice on providing mentorship in a manner that does not violate the Brown Act.

- Promote and exemplify EBMUD's Values of Stewardship, Integrity, Respect and Teamwork.
- Ensure Board members abide by Policy 6.04, Ethics of the Board of Directors, and the principles of conduct stated in this manual; in a prompt and timely fashion, investigate reported perceived violations of the Ethics Policy by a Board member, and consider any appropriate action warranted.

(b) Role of the Board Vice President

The Role of the Vice President is to:

- Perform the duties of the President in the President's absence or due to any conflict of interest the President may have under the law or EBMUD policies and procedures.
- Act as a mentor for newly elected or appointed Board members while avoiding violations of the Brown Act.

(c) Role of the President Pro Tem

If both the President and Vice President are absent, the Board member with seniority among the Board members present will: serve as president pro tem until such time as the President or Vice President is present.

(d) Role of Committee Chairs

The role of a Committee Chair is to:

- Serve as the presiding officer at committee meetings.
- Develop and approve the committee meeting agenda in consultation with the General Manager.
- Administer committee meetings under appropriate parliamentary procedure and in accordance with this manual.
 - Managing the meeting time;
 - Ensuring appropriate opportunities for public participation;
 - Keeping the committee focused on the discussion at hand; and
 - Avoiding diversions from the agenda or disruptions in the conduct of EBMUD business.
- Report to the Board at the next regular Board meeting following a committee meeting any discussions held at the committee meeting and any recommendations by the committee on actions to be taken by the Board.

3.05 Appointees of the Board of Directors

The Board directly appoints the General Manager, the General Counsel, and the Secretary of the District.¹²

¹² **Reference:** Public Utilities Code §§ 11926 & 11931.

(a) Role of the General Manager

The General Manager serves at the pleasure of the Board pursuant to the terms and conditions set forth in an employment agreement with EBMUD. The General Manager is responsible for the management of EBMUD and its employees in accordance with the policies approved by the Board.

The General Manager is responsible for:

- Administering the business affairs of EBMUD.
- Enforcing all EBMUD ordinances, rules and regulations.
- Executing Board directives and reporting back to the Board on progress.
- Administering the EBMUD civil service system.
- Hiring, managing and removing EBMUD employees necessary for the administration of the affairs of EBMUD, in accordance with the provisions of the civil service system.
- Managing communications and requests between the Board and staff.
- Attending all regular, special and committee meetings of the Board unless excused.
- Bringing to the attention of the Board matters requiring or deserving its consideration.
- Preparing an annual budget for approval by the Board reflecting the Board's policy and strategic directives.
- Preparing general and specific reports updating the Board on the affairs of EBMUD, including keeping the Board informed on the progress of programs and specific matters.
- Preparing draft agendas and all documents necessary for the Board's governance of EBMUD at regular Board meetings and committee meetings.
- Ensuring that EBMUD effectively interacts with the public it serves and other governmental agencies to inform them of matters of concern and to promote EBMUD policies and programs.
- The full charge and control of the construction of the works of EBMUD and of their maintenance and operations.
- Performing additional duties as the Board may require.¹³

The General Manager performs these duties either directly or through EBMUD staff or contractors, as necessary and appropriate, in accordance with Board policies, EBMUD procedures, and the EBMUD civil service system.

(b) Role of the General Counsel

The General Counsel is licensed to practice law in the State of California and shall have been actively engaged in the practice of their profession for not less than three years next preceding their appointment.¹⁴ The General Counsel is the chief legal officer of

¹³ **Reference:** Public Utilities Code §§ 11926, 11937 & 12501 *et seq.*

¹⁴ **Reference:** Public Utilities Code § 11932.

EBMUD and serves at the pleasure of the Board pursuant to the terms and conditions set forth in an employment agreement with EBMUD. .¹⁵

The General Counsel is responsible for:

- Overseeing and directing EBMUD's strategy in all lawsuits and other legal proceedings in which EBMUD is a party or in which it is legally interested.
- Advising the Board on compliance with the Brown Act, conflict of interest laws, and other laws related to the Board's governance of EBMUD.
- Providing legal advice to the General Manager and members of the Senior Management Team.
- Providing legal advice in support of the work of EBMUD staff or whenever required by the Board.
- Reporting to the Board situations that present a legal risk to EBMUD that come to the General Counsel's attention.
- Approving as to form all EBMUD ordinances, resolutions, contracts, bonds, and other legal documents connected with the business of EBMUD.
- Attending all regular, special and committee meetings of the Board unless excused.
- Exercising fiscal responsibility in the management of special counsel contracts while making such expenditures as necessary to meet EBMUD's legal needs.
- Performing additional duties as the Board may require.

The General Counsel performs these duties either directly or through the attorneys and staff of the Office of General Counsel or in conjunction with special counsel retained by the Office of General Counsel, as necessary and appropriate, in accordance with Board policies and EBMUD procedures.

(c) Role of the Secretary of the District

The Secretary of the District acts on behalf of the Board members in a variety of executive, administrative, legal and record-keeping functions, and is part of the EBMUD Senior Management Team. These functions include preparation and distribution of Board and Committee agendas, notices, meeting materials, and minutes; compliance with applicable regulations, including the MUD Act, Public Health and Safety Code, Brown Act, Political Reform Act, and Public Records Act; records management; administration of elections; adherence to Fair Political Practices Commission requirements; compliance with ethics laws; maintenance of Board policies and related administrative procedures; and special projects.

The Secretary of the District:

- Makes independent decisions as necessary to implement Board requests, decisions and official actions.
- Provides administrative support to Board members.

¹⁵ **Reference:** Public Utilities Code § 11939.

- Performs all duties in compliance with applicable regulations.
- Serves as custodian of the EBMUD seal and the official records of EBMUD.
- Attends all regular, special and committee meetings of the Board unless excused.
- Produces, as appropriate, the minutes and official records of Board and Committee actions.
- Serves as the Filing Official under EBMUD's Conflict of Interest Code and serves as EBMUD's Election Officer to oversee EBMUD election procedures with the Counties of Alameda and Contra Costa.
- May perform any other duties from time to time as may be prescribed by the Board of Directors.

Section 4. Principles of Conduct

The Board is committed to acting in the best interests of its ratepayers and the public, providing excellence in leadership and prioritizing EBMUD's mission over personal or other interests. This section presents general principles of Board member conduct.

4.01 General Principles of Conduct

The following are the general principles of conduct to be observed by the Board.

- Board members must always demonstrate loyalty to EBMUD by acting in the best interest of EBMUD, its ratepayers and the public, not allowing their actions to be dictated by personal, financial or political interests.
- Board members should make decisions that prioritize the long-term sustainability, financial health, and operational efficiency of EBMUD, while ensuring reliable service to the public.
- Board members should be prepared for Board meeting deliberations in which they are required to or wish to take part.
- Board members should demonstrate EBMUD's values of Stewardship, Integrity, Respect, and Teamwork.
- Board members should endeavor to conduct themselves with civility, respect, and professionalism with each other, EBMUD staff, and the public.
- Each Board member should respect the decision-making authority of the Board and abide by Board-adopted policies and EBMUD-adopted procedures.
- Board members should familiarize themselves with and comply with all applicable laws, regulations and Board-adopted policies regarding governance of EBMUD, about which Board members may seek advice from the General Manager or Secretary of the District, or legal advice from the General Counsel, when necessary.

Board members are encouraged to:

- Stay informed about the issues facing the water and wastewater industry.

- Ask the General Manager questions about Board meeting agenda items ahead of Board and committee meetings to allow time for staff to prepare helpful responses to support the Board's discussion and decision-making.
- Manage conflict carefully and with civility.
- Be respectful of their fellow Board members, staff, guests, and the public.
- Be timely in their attendance at all Board, committee, and special meetings.

4.02 Conduct Between Board Members

The following principles apply to all conduct between Board members when interacting with each other.

- Each Board member should respect the dignity, values and opinions of other Board members, focusing on policy issues and not personalities.
- The Board is encouraged to work as a team, striving to reach consensus on policy decisions to the extent possible, recognizing that each Board member may have a unique perspective on a policy issue.
- No Board member should put the personal interests of any other Board member above the interests of EBMUD.
- Board members shall not communicate with each other outside of publicly noticed meetings in a manner that violates the Brown Act.

4.03 Conduct When Representing EBMUD in Public

The following principles apply to the conduct by Board members when interacting with constituents or representing EBMUD in public settings.

- When responding to constituent requests and concerns, Board members are expected to be courteous and respond to individuals promptly and in a positive manner. The General Manager and the Community Affairs Representative for the Board member's ward are available to provide information or assistance to a Board member in responding to members of the public.
- In communicating with the governing bodies of other agencies, the press, or other members of the public:
 - Board members may speak on behalf of EBMUD or the Board when discussing adopted EBMUD policies or stated Board decisions.
 - In all other circumstances, Board members should make it clear that their opinions and representations are their own and do not reflect the opinions or policies of EBMUD or the Board as a whole.
 - Board members are encouraged to notify the General Manager in advance if they plan to speak publicly in opposition to an EBMUD decision or policy.
- Board members should endeavor to express their individual opinions in a responsible manner that is not detrimental to EBMUD or other Board members and staff.

4.04 Working with Staff

The MUD Act charges the General Manager with the day-to-day management of EBMUD staff.¹⁶ This subsection describes how the Board works with those EBMUD officers appointed by the Board, as well as with EBMUD staff.

(a) Working with the General Manager

The Board provides policy direction and instructions to the General Manager on matters within the authority of the Board. The General Manager is responsible for execution of the Board's policy direction and instructions. Members of the Board should deal with matters within the authority of the General Manager through the General Manager.

(b) Working with the General Counsel

The General Counsel provides the legal support for the policies adopted by the Board and the procedures approved by the General Manager to implement those policies.

- Board members should consult directly with the General Counsel on any questions regarding compliance with the Brown Act, ethics laws or other laws related to Board governance.
- The General Counsel provides advice to Board members in their official capacity and cannot advise Board members in their individual capacity.
- The General Counsel cannot advise Board members in their capacities as campaign candidates except insofar as their positions as Board members may impose certain legal obligations on them under campaign finance laws.

(c) Working with the Secretary of the District

The Secretary of the District and staff provides administrative support to the Board and performs additional duties as the Board may require. Board members should consult with the Secretary of the District on questions regarding but not limited to EBMUD-related travel, attending conferences, expenses and reimbursement, training requirements, schedule coordination, Board meeting material distribution, Board meeting attendance, elections, FPPC filings (e.g. Form 700), general information (outside of information requested from the General Manager or General Counsel), and other regulatory requirements that may govern their role.

(d) Working with EBMUD Staff

When working with or interacting with EBMUD staff, each Board member should:

- Consult directly with the General Manager for information or clarification regarding EBMUD policies, procedures or operations, especially those involving personnel decisions, operations and finances.
- Not exercise individual authority over staff and direct inquiries regarding the actions of any EBMUD staff member to the General Manager.

¹⁶ **Reference:** See Public Utilities Code §§ 11926 & 11937.

- Respect the role and authority of the General Manager and EBMUD's Senior Management Team and employees in the day-to-day management and operations of EBMUD.
- Share concerns about or criticism of the actions of EBMUD staff with the General Manager, in order to respect the privacy or due process rights afforded to all staff.
- Be mindful of requests (e.g., preparing memoranda, reports, or plans) and the impact on the use of staff time and resources, as follows:
 - Board members may work directly with the Community Affairs Representative for their ward in responding to constituent concerns, preparing for meetings with constituents, or on such other matters in which a Board member may interact with a constituent.
 - Board members are encouraged to keep the General Manager and Secretary of the District apprised of any need to work with a Community Affairs Representative.
 - Other than as set forth above, Board members should direct all individual requests for information, memoranda, plans, documents or other materials to the General Manager or the Secretary of the District.
 - Board members should recognize that they are the highest authority at EBMUD and, in order to avoid disruption to the work of EBMUD employees and allow for the free exchange of information, should avoid attending staff meetings or staff events or entering into staff offices or cubicles unless their presence is requested or by making an appointment through the General Manager, the Secretary of the District or, for legal matters, the General Counsel.

4.05 Relationship with Union Representatives

Board members are encouraged to maintain open lines of communication with union leaders to understand concerns associated with pending Board matters, contracts, and employee relations concerns, but should not disclose confidential information to union representatives. Board members should inform the General Manager of discussions with union representatives, as appropriate. Board members should not represent their individual opinions as being the policy or position of EBMUD and should clearly distinguish between personal opinion and the position of EBMUD in such communications. In speaking with union members, Board members should recognize that the comments and opinions of individual union members may not represent the official position of the union and should avoid reporting such conversations as the position of the union.

Section 5. Ethics of the Board of Directors

5.01 Principles of Ethics

Board members should avoid impropriety or the appearance of impropriety in their activities. Board members will uphold the highest standards of integrity, honesty, and ethical behavior in all EBMUD-related activities and in accordance with Policy 6.04,

Ethics of the EBMUD Board of Directors. Board members are encouraged to review Policy 6.04 and to direct any questions regarding the Policy to the General Counsel.

5.02 Failure to Abide by Principles of Ethics and Conduct

The Board President is responsible for ensuring Board members abide by the Ethics Policy and principles of conduct stated in this manual. Violations of Policy 6.04 – Ethics of the Board of Directors, will be addressed in accordance with the procedures set forth in the Policy. Should any Board member have a concern about a violation of the principles of conduct, the Board member is encouraged to raise the concern in private with the Board member in question, or with the Board President, prior to raising the concern in public. Any Board member may call for censure or other actions to be taken against the Board member who has violated the principles of conduct.

Section 6. Protection of Whistleblowers

The Board promotes and oversees EBMUD's efforts to maintain a healthy and transparent work environment, free from discrimination, harassment or retaliation based on the reporting of improper activities in the workplace. The Board's role in the protection of whistleblowers at EBMUD is described in Policy 6.16.

Section 7. Election of Board Officers

7.01 Process for Election

(a) Time of Election

Board Officers shall be elected as the first order of business during the first regular Board meeting of the calendar year.

(b) Nomination of Officers

- Each Board member has the right to nominate a Board member, including themselves, for the role of President or Vice President.¹⁷
- Each nomination must be seconded by a Board member.
- If more than one Board member is nominated to an Officer position, each nominee must be put to vote in the order the nomination was made.

(c) Vote for Board Officers

The positions of President and Vice President shall be elected by a majority vote of the Board (four of seven Board members).

¹⁷ Traditionally, the immediate past Vice President has been nominated for the role of President.

7.02 Qualifications of Board Officers

It is important that any Board member being considered for election to an Officer position have the qualifications and experience necessary for effective governance. This includes the following:

- Service on the Board for at least one year prior to the date of the Officer election
- Completion of all required Orientation and Training described in this manual

Traditionally, a Board member shall have served as Vice President prior to serving as President.

In circumstances where none of the Board members meet the qualifications stated above, the Board may vote to elect any Board member to serve as President or Vice President.

7.03 Term of Board Officers

The term of each Board Officer shall be for one year, shall begin immediately following the vote by the Board and shall continue until a new Board Officer is elected.

A Board member may not serve more than two consecutive one-year terms in each Board Officer position, unless a situation arises in which the majority of the Board votes to allow an Officer to hold three or more consecutive terms.

7.04 Removal of Board Officers

A vote to remove a Board Officer may be initiated following a motion by any Board member and seconded by another Board member. A Board Officer may be removed by a majority vote of the Board (four of seven Board members).

Upon removal of a Board Officer, the Board shall calendar the appointment of a new Officer for the next regular Board meeting. New Officers shall be nominated and approved as set forth in subsection 7.01. The Officer appointed to fill the position shall serve for the remainder of the term for the position.

Section 8. Filling Director Vacancies

When a vacancy occurs in a ward before the next general election that is scheduled 90 or more days after the effective date of the vacancy, the Board must vote to either hold a special election in that ward or to appoint a person to fill the vacancy until the next general election.¹⁸

If the Board chooses to appoint a person to fill the vacancy, the following process may be used.

¹⁸ **Reference:** See Public Utilities Code § 11865.

- At a regularly scheduled or special Board meeting, the Board will appoint an ad hoc committee to facilitate the appointment process.
- A Notice of Vacancy in the ward will be posted in three conspicuous places (EBMUD's Administration Building in Oakland and two places in the ward); on EBMUD's website and social media platforms; published in newspapers; and distributed for posting with cities, towns, chambers of commerce, regional agencies, and elected officials in the ward.
- All interested candidates will receive an information packet that will include a description of the application process and a link to a page on EBMUD's website with information about EBMUD.
- Candidates will be required to mail, email, or hand deliver the following application materials by close of business on a date to be determined by EBMUD:
 - A letter expressing their interest and qualifications (no more than 2 pages);
 - A resume; and
 - A minimum of three (3) letters of reference. Additional letters of reference will not be accepted after the submission deadline.
- The Office of the Secretary will conduct the initial screening of all application materials for completeness and confirm with the county that the applicant is a resident of and registered voter in the ward.
- The ad hoc committee will screen applications to develop a shortlist of candidates, if necessary, for final interviews with the full Board.
- Candidate interviews will be conducted as follows:
 - The Board will conduct interviews with each candidate recommended by the ad hoc committee at its next regularly scheduled meeting or at a special meeting, in EBMUD's Administration Building Boardroom or at the Board's discretion, a location within the ward with the vacancy.
 - The interviews will be conducted in person, and if conducted in EBMUD's Administration Building Boardroom, viewable online, and livestreamed on EBMUD's website.
 - The Board will deliberate and, if time permits, vote for the recommended candidate at the conclusion of the interviews.
- If the Board does not vote for the recommended candidate at the conclusion of the interviews, the Board may adjourn the meeting to a future meeting to vote for the recommended candidate.
- The appointee will be sworn in and will serve as the Director for the ward exactly as if elected to office, until the next general election for EBMUD.

This process may be started before the effective date of the Board member's vacancy but must be completed within 60 days of the effective date of the vacancy.¹⁹

¹⁹ **Reference:** See Public Utilities Code § 11865(a).

Section 9. Board Member Orientation and Training

9.01 Onboarding and Training of Newly Elected or Appointed Board Members

In order to effectively govern, new Board members should become familiar with the policies, procedures, and operations of EBMUD. During the first four months following election or appointment, the Board member will participate in the following onboarding presentations (2-4 hours) and tours (2 hours - all day):

- Organization Overview, Public Affairs, Administrative Support (Secretary's Office) and Legislative Programs, and Function of Internal Audit Office
- Water Quality and Environmental Protection
- Long-Term Water Supply and East Bay Watershed Master Plan
- Long-Term Infrastructure Investment
- Long-Term Financial Stability and Cybersecurity/Information Systems
- Customer and Community Services
- Workforce Planning and Development, including the Diversity, Equity and Inclusion Strategic Plan
- Personal Benefits Orientation and Selection

The following tours will be offered to Board members as part of the orientation and training. Attendance is optional.

- Local Water Distribution System
- East Bay Watershed
- Upcountry Facilities
- Wastewater Facilities

New Board members are also encouraged to complete the California Special Districts Association training for new Board members. The Secretary of the District will assist Board members with enrolling in this training.

The Board President and General Manager, in coordination with the Secretary of the District will develop the training and orientation schedule for new Board members. The Board President, with assistance from the Secretary of the District, is responsible for monitoring the progress of new Board members in the timely completion of their orientation and training.

All onboarding presentations and tours will be led by the General Manager and the Senior Management Team. General Board governance training will be conducted from time-to-time by an outside facilitator.

9.02 Office of General Counsel Presentation on Governance Laws and Litigation

In the first month following election or appointment, each Board member will receive a presentation from the Office of General Counsel on:

- The Municipal Utility District Act
- Open meeting requirements under the Ralph M. Brown Act
- Board governance and Ethics of the EBMUD Board of Directors
- California Conflict of Interest Laws
- The Public Records Act

The presentation will also include information regarding any major litigation in which EBMUD is involved.

9.03 Required Ongoing Training

All Board members, as public officials, shall complete the following trainings, as required by law:

- In accordance with Assembly Bill (AB) 1661, at least two hours of preventing harassment training within six months of assuming office and every two years following the initial training.²⁰
- In accordance with AB 1234, at least two hours of ethics training no later than one year from the date the Board member assumes office and every two years thereafter.²¹

The Secretary of the District will assist Board members with enrolling in this training and will maintain records of compliance. Board members' ethics and preventing harassment training certificates will be posted on EBMUD's website.

9.04 Failure to Complete Required Onboarding and Ongoing Training

Board members who fail to complete the onboarding process, including the Office of General Counsel's presentation, within the first 6 months of assuming office, and required ongoing training by the prescribed deadlines may:

- Be ineligible to serve as a Board Officer (President or Vice President), chair a standing Board committee, serve on an ad hoc committee, serve on the Retirement Board or serve on the boards of Joint Powers Authorities.
- Be ineligible for approval of travel on behalf of EBMUD or reimbursement of travel expenses.
- Have information posted on the EBMUD website identifying any incomplete training required by law until such time as the required training has been completed.

²⁰ **Reference:** Government Code § 53237 *et seq.*

²¹ **Reference:** Government Code § 53234 *et seq.*

Section 10. Training, Educational Programs, Conferences, and Professional Meetings

Board members are encouraged to attend training, educational programs, conferences and professional meetings when the purpose is to support EBMUD or their role as Directors. Attendance at these events must be approved by the Board President in advance. The Secretary of the District manages the budget for these activities and will track requests to attend training, educational programs, conferences, and professional meetings to assist the Board President with reviewing and approving requests. Attendance at these events should not conflict with the Board member's in-person attendance at meetings of the Board of Directors (see Section 11), unless approved in advance by the Board President.

Upon return from any conference attended on behalf of EBMUD, a Director shall file with the Secretary of the District a written report on the Director's activities at the conference (e.g., and what was learned at the conference that may be helpful to the Board or EBMUD and what meetings or sessions the Board member attended).

- The Secretary of the District shall send a copy of the report to the Board President.
- A Director shall not be eligible for reimbursement until they have filed the report with the Secretary of the District.

Section 11. Meetings of the Board of Directors

A Board "meeting," as defined by the Brown Act, is any gathering of a quorum of the Board, or of a Board committee, at the same time and place (including electronically) to discuss the business of EBMUD and/or to take action. To comply with the Brown Act, all meetings must be publicly noticed, and the Board's discussions and actions are limited to the topics specifically stated in the noticed meeting agenda.²²

11.01 Application of the Sturgis Standard Code of Parliamentary Procedure

The Board follows the Sturgis Standard Code of Parliamentary Procedure (Sturgis) for all aspects of the conduct of Board meetings not otherwise required by law, to the extent reasonably practicable.²³

Deviation from Sturgis in the conduct of Board meetings shall not be grounds for the invalidation of any lawful action taken by the Board.

²² **Reference:** Government Code § 54950 *et seq.*

²³ **Reference:** EBMUD Board Resolution No. 32457.

11.02 Types and Purpose of Meetings

There are several types of Board meetings allowed under the Brown Act. Their purpose is described here. The time and place of each meeting described below is stated in subsection 11.04.

(a) Regular Meetings

The principal type of meeting at which EBMUD business is conducted is a regular Board meeting.

(b) Closed Session Meetings

The Brown Act requires all Board meetings to be held publicly, unless one of the specific, narrow exceptions defined in the Act applies, in which case the topic may be discussed in a noticed “closed session meeting.”²⁴ The most commonly cited exceptions for closed session at EBMUD relate to discussion of litigation, real estate negotiations, labor negotiations and the security of EBMUD infrastructure. Only individuals having an official role in the closed session subject matter may attend the closed session.

The Brown Act explicitly prohibits the unauthorized disclosure of confidential information acquired in a closed session by any person present, including Board members.²⁵ Some actions taken in closed session must be publicly reported during the regular Board meeting, and the votes for or against the actions must be provided. The Board President generally makes these reports following closed session.

(c) Special Meetings

Occasionally, special Board meetings are held to discuss a particular topic, conduct a workshop or study session or, if necessary, hold a meeting at a time or date and place other than a regularly scheduled Board meeting. Special Board meetings generally must be convened within EBMUD’s service area. State law requires that agendas for special Board meetings be provided to each local newspaper of general circulation and each radio and television station that has requested such notice in writing and be posted in a public place and on EBMUD’s website at least 24 hours prior to the meeting. These meetings are open to the public.

11.03 Role of Standing Committees

(a) Roles and Responsibilities for Standing Committees

- With the exception of the Retirement Board, each committee consists of three Board members assigned in accordance with subsection 12.01.
- The committee will receive staff updates on topics within the purview of the committee, as stated in subsection 11.03(b).

²⁴ **Reference:** Government Code §§ 54953(a) & 54962.

²⁵ **Reference:** Government Code § 54963.

- For any action to be taken by the Board that was first presented to a committee for consideration, the committee Chair will inform the Board on its discussions regarding the action, including any relevant policy alternatives, and make a recommendation to the Board on the action to take.
- Though committees may recommend a preferred action or policy decision to the full Board, committees do not have the authority to direct staff to exclude any reasonable action or policy alternative from consideration by the full Board.
- Committees may not speak for or act on behalf of the full Board except when expressly authorized by the Board for a specific and time-limited purpose.
- The committee Chair or, in the absence of the Chair, a representative on the committee, will report on the discussions of the standing committee at the Board meeting following the committee meeting.

(b) Roles and Responsibilities for Each Standing Committee

- Finance/Administration Committee. Reviews EBMUD investments, debt service, and related policies, fees and charges, audits, contracts and grants, and policies for acquisition of equipment or services.
- Legislative/Human Resources Committee. Discusses legislative goals and programs, human resources related issues, personnel policies, EBMUD training and development, and EBMUD Diversity, Equity, and Inclusion activities.
- Planning Committee. Reviews planning of facilities, capital projects, operational standards, and the acquisition, development and disposition of real property.
- Sustainability Committee. Discusses matters related to sustainability, natural resources, and the environment.

11.04 Time and Place of Meetings

(a) Regular Board Meetings

- Regular Board meetings are held on the second and fourth Tuesday of each month.
- The regular meeting is divided into two segments: closed session at 11:00 a.m. and the regular business meeting at 1:15 p.m.
- The Board took action in 2021 to cancel the 2nd meeting in July going forward, and traditionally takes action each year to cancel the 2nd meeting in December to allow for vacation/break.

(b) Planning Committee

Meetings of the Planning Committee will be held at 9:00 a.m. on the second Tuesday of each month.

(c) Legislative/Human Resources Committee

Meetings of the Legislative/Human Resources Committee will be held at 10:00 a.m. on the second Tuesday of each month.

(d) Finance/Administration Committee

Meetings of the Finance/Administration Committee will be held at 10:00 a.m. on the fourth Tuesday of each month.

(e) Sustainability Committee

Meetings of the Sustainability Committee will be held at a time to be determined on the fourth Tuesday, on a quarterly basis.

(f) Board Workshops

Board Workshops are special meetings under the Brown Act that will be held at a time and place to be determined by the General Manager in consultation with the Board President.

(g) Retirement Board

The EBMUD Retirement Board meets bi-monthly at 9:00 a.m. on the third Thursday of January, March, May, July, September, and November, respectively. The Retirement Board may change the meeting date from a third Thursday to either a second or fourth Thursday if the third Thursday in the month is in the same week as a regular Board meeting.

(h) Date, Time, and Place Considerations for All Meetings

- All Board meetings will be held in the Boardroom of EBMUD's Administration Building located at 375 11th Street, Second Floor, Oakland, California.
- The meeting dates above are subject to cancellation.
- The start times of Board committee meetings stated above may be adjusted to accommodate the agenda for a committee meeting.

11.05 Attendance at Meetings

Board members are expected to attend all assigned meetings. Failure to attend meetings, or excessive tardiness, may result in the loss of compensation for the month in question. See subsection 13.01 for more details.

11.06 Quorum and Majority

Under the MUD Act, four Board members constitutes a quorum of the EBMUD Board and no Board action is valid unless approved by four Board members.²⁶ If fewer than four Board members are present at a meeting, the meeting may not proceed and may be cancelled or adjourned to a future date and time.

Note that the MUD Act or other statutes may require that some actions of the Board be taken by supermajority vote, that is, five Board members.

²⁶ **Reference:** Public Utilities Code § 11909.

In committee meetings, committee members may take the actions of receiving a report or voting to recommend the full Board take a certain action. For the purposes of such a vote, a quorum of a committee is two of three committee members. If fewer than two committee members are present at a committee meeting, the meeting may not proceed and may be cancelled or adjourned to a future date and time. If the meeting is cancelled or adjourned, staff may present reports on agenda items to the sole committee member present (and the public) for informational purposes only.

11.07 Setting Meeting and Committee Agendas

(a) Regular Board Meeting Agendas

- The Secretary's Office, in coordination with the General Manager, will prepare a draft of the regular Board meeting agenda. The General Manager will review the agenda with the Board President.
- The Board President may add or delete items for consideration from the regular meeting agenda as the President feels appropriate.
- The Board President shall not remove items for consideration from the regular meeting agenda that are required by law or necessary for EBMUD to conduct its business.

(b) Committee Meeting Agendas

- The Secretary's Office, in coordination with the General Manager, will prepare a draft of all committee meeting agendas. The General Manager will review committee meeting agendas with committee Chairs.
- Committee Chairs may add or delete items to committee meeting agendas.
- The Committee Chairs shall not remove items for consideration from the committee meeting agenda that are necessary for EBMUD to conduct its business.

(c) Workshop or other Special Meeting Agendas

- The Secretary's Office in coordination with the General Manager will prepare drafts of workshop or other special meeting agendas. The General Manager will review these agendas with the Board President.
- The Board President may add or delete items for consideration from the workshop or special meeting agendas as the President feels appropriate.
- The Board President shall not remove items for consideration from the special meeting or workshop agendas that are required by law or for EBMUD to conduct its business.

(d) Agenda Items Originating from a Board Member

Board members may request that an item be placed on a future Board agenda by making a request to the General Manager or the Board President. Board members may also ask that an item be placed on a future Board agenda during a Board or committee meeting, either as a follow-up to an item on the meeting's agenda or under the "Other

Items for Future Consideration” item on the meeting agenda prior to the close of a Board meeting.

(e) The Public’s Role in Setting Meeting Agendas

Members of the public may request that items of concern be placed on a future regular or committee meeting agenda during a meeting’s public comment period. The Board President and General Manager will consider the request. The Board President shall have the sole discretion to approve any requested item for consideration on an agenda.

(f) Urgency Agenda Items

In rare cases, a legitimate urgent need may arise that must be acted upon by the Board even though the item was not on the posted agenda. The Board may discuss and take action on an urgency item under the following circumstances:

- A majority of the Board determines that an emergency, as defined by Government Code section 54956.5, exists; or
- Pursuant to a two-thirds vote of the Board members present at a meeting (or all Board members if less than five are present), the Board determines that there is an immediate need to take action, and the need arose after the agenda posting deadline.

The General Counsel should be consulted on the addition of any urgency item to a meeting agenda.

11.08 Posting Meeting Agendas

All Board meeting agendas will be posted in accordance with the Brown Act in the front window of the lobby of EBMUD’s Main Administration Building and on EBMUD’s website.²⁷

11.09 Public Comment at Board Meetings

(a) Opportunity for Public Comment

Members of the public may address the Board at all regular meetings, committee meetings and special meetings on matters within the jurisdiction of the Board.²⁸

- Comments on non-agenda items are heard during the general public comment period at the beginning of the meeting. At special meetings, public comment is limited to agenda items.
- Comments on agenda items are heard when the item is up for consideration.
- Members of the public are encouraged but shall not be required to identify themselves by name in order to make a public comment.

²⁷ **Reference:** Government Code § 54954.2.

²⁸ **Reference:** Government Code § 54954.3.

The Board is limited by the Brown Act to providing a brief response, asking questions for clarification, or referring a matter to staff when responding to public comment on items that are not listed on the meeting agenda.

(b) Management of Public Comment²⁹

- Each member of the public who wishes to address the Board will be given three minutes to speak. This time will be doubled if the speaker requires a translator.
- The Board President has the discretion to amend this time for any or all speakers, taking into consideration such factors as the number of speakers or whether a single speaker is representing a group of interested persons.
- The Secretary of the District will call each speaker in the order in which a speaker card was received or, in the case of remote appearances, a hand was raised.
- The Secretary of the District will track time and inform each speaker when the allotted time has concluded.

(c) Manner of Public Comment

Specific procedures for participating in Board meetings in person or via an online platform and for submitting written comments and documents to the Board is detailed on EBMUD's website.³⁰ This process may be updated by the Secretary of the District from time to time.

(d) Disruption of Board Meetings³¹

- Any person who engages in behavior that disrupts, disturbs, impedes, or renders infeasible the orderly conduct of a Board meeting, including, but not limited to, failing to comply with the procedures of this Governance Policy, may be warned by the presiding officer and, if the behavior continues following the warning, removed from the meeting at the direction of the presiding officer.
- Any person who engages in behavior that constitutes use of force or a true threat of force may be removed from a Board meeting at the direction of the presiding officer without warning.
- The presiding officer may suspend a Board meeting and order the clearing of the Board room in order to stop disruption of the meeting and/or facilitate removal of disruptive persons.

²⁹ **Reference:** Government Code § 54954.3(b)(1).

³⁰ **Resource:** See <https://www.ebmud.com/about-us/board-directors/board-meetings>

³¹ **Reference:** Government Code § 54957.9 & 54957.95.

Section 12. Committee, Liaison, Retirement Board, JPA Assignments

12.01 Committee Assignments

The President recommends Board members to serve on standing Board committees, the Retirement Board, and the boards of JPAs (each a “committee”).

- Board members submit their request for committee assignments to the Secretary of the District by the close of business on the Friday following the first Board meeting in January of each year.
- The President of the Board, in coordination with the Secretary of the District, will prepare a proposed list of assignments, including the chair of each EBMUD committee, to be considered by the Board at the second Board meeting in January of each year.
- The Board votes to approve the proposed assignment list by a majority vote of the Board (four of seven Board members) at its second Board meeting in January.
- New EBMUD Board committee assignments become effective starting the next meeting following the approval of the assignments. JPA assignments become effective the day of the appointment.

12.02 Creation and Role of Ad Hoc Committees

The Board may appoint ad hoc committees to serve for a limited duration to address a specific topic of interest to the Board.

- Ad hoc committees may consist of two or three Board members but must consist of less than a quorum of the Board or a quorum of a standing committee.
- The President may recommend members of an ad hoc committee or members may self-nominate for committee membership. The Board shall vote to approve the membership of an ad hoc committee by a majority vote of the Board (four of seven Board members).
- Ad hoc committees may set their own meeting schedule. Meetings of an ad hoc committee are not required to be publicly noticed or made open to the public under the Brown Act.
- Each ad hoc committee shall report its activities to the full Board at a publicly noticed regularly scheduled Board meeting, as necessary, with the exception of an ad hoc committee appointed to negotiate contracts or contract amendments with the General Manager and General Counsel, in which case the ad hoc committee may receive direction from the Board in closed session.
- An ad hoc committees will be considered to have dissolved once its purpose has been fulfilled.

12.03 Board Member Service on Joint Powers and Other Authorities

From time to time, the Board may appoint one or more Board members or EBMUD staff to serve as an EBMUD representative on a Joint Powers Authority (JPA), trade association, or liaison committee.

- Board members are expected to follow the principles of conduct in this manual and shall follow Policy 6.04, Ethics of the EBMUD Board of Directors.
- At the next regularly scheduled Board meeting following a meeting of a JPA, trade association or liaison committee, the Board member representative shall report on activities of the JPA, trade association or committee.

12.04 Board Member Service on the Retirement Board

The Retirement Board is a separate governing body from the EBMUD Board of Directors. It is publicly charged with responsibility to administer the Retirement System and the Retirement Fund for the benefit of its members, and to secure the payment of retirement allowances and other post-retirement benefits authorized by the Retirement Ordinance. It consists of three members (two (2) EBMUD Board members and the General Manager) appointed by the EBMUD Board of Directors, two members elected by and from the membership of the Retirement System (current employees), and one non-voting Retired Member elected by retired members.

Section 13. Board of Directors Compensation and Benefits

13.01 Determination of Compensation

Board members receive monthly compensation in an amount set at a public meeting of the Board of Directors.

- To receive compensation for service in any given month, Board members must attend a minimum of 50 percent of their assigned meetings.³² Meetings include regular Board meetings, standing committee meetings, special meetings, joint powers authority meetings, Retirement Board meetings, and closed session meetings.
- Compensation will not be paid to a Board member for any month in which he or she has not attended at least 50 percent of their assigned meetings unless the Board President or committee chair excuses the absence(s) for good cause. Good cause includes, but is not limited to, a Board member's illness, family emergency, or schedule conflict directly related to the business of EBMUD.
- A Board member may not have excused absences for more than three meeting days per calendar year for personal reasons (i.e., vacations) or for attending conferences (even if the conference is directly related to the business of EBMUD). Each meeting day on which a Board member receives an excused absence for either a regular Board meeting, a standing committee meeting, a

³² **Reference:** EBMUD Board Resolution No. 35000-16.

special meeting, or a combination of these meetings, will be counted as a day for the purposes of this subsection.

- Any Board member arriving 15 or more minutes after roll call for a regular Board meeting, closed session, committee meeting, or special meeting will be considered absent from that meeting for the purposes of determining eligibility for compensation. The Secretary of the District will call roll no later than five minutes after the noticed start time of a meeting unless special circumstances require a later start for the meeting.
- Committee chairs or presiding officers may excuse late arrivals, at their discretion, due to unforeseen circumstances.
- Board members receive compensation based only on attendance at assigned meetings as described above, and do not receive compensation for attendance at non-EBMUD activities.

13.02 Annual Review of Compensation

Any adjustment to Board member compensation will be set annually by the Board at a public Board meeting in compliance with the MUD Act and California Constitution.³³

- The Board may adjust its compensation by providing an increase or a decrease in compensation.
- The Board may increase its compensation by not more than five percent annually.
- If the Board has elected not to increase its compensation in any calendar year, the next time the Board considers an adjustment it may vote to increase its compensation by up to five percent for each calendar year following the operative date of the last compensation increase. In the event the Board votes to increase its compensation in this manner, it should explicitly state the increase for each year following the year of the last compensation increase (i.e., 2.5 percent in year one, two percent in year two, etc.).
- The Board may not apply any increase in compensation retroactively nor award itself retroactive pay in any circumstance.
- Any Board motion to adjust its compensation shall state the effective date of the compensation adjustment.
- No Board action adjusting its compensation shall provide for an automatic increase to that compensation.
- The calculation of Board member compensation will be rounded down to the nearest cent.

13.03 Board Member Benefits

Board members are entitled to the following benefits from EBMUD:

- EBMUD will provide health care benefits to Board members under the same terms and conditions as benefits are provided to EBMUD employees.

³³ **Reference:** Public Utilities Code § 11908.1.

- Board members may participate in EBMUD's Employee Retirement System as provided in EBMUD's Retirement Ordinance.
- Board members may participate in EBMUD's deferred compensation plans under the same rules as eligible EBMUD employees.
- Board members may participate in the Utility District Employee Association and the Utility District Credit Union under the same rules as eligible EBMUD employees.

Section 14. Reimbursement of Director Expenses

Board members are entitled to reimbursement of expenses they incur in conducting EBMUD business, as detailed in Policy 4.14, Reimbursement of Director Expenses.

Section 15. Board Members' Role in Emergency Situations; Succession Planning

In general, the Board President and Board members have a minimal role in emergency operations. During an emergency, Board members should be available to support the General Manager.

The Board of Directors adopted an Emergency Succession Plan to ensure continuous coverage of the Board of Directors' duties, critical to the ongoing operations and sustainability of EBMUD,³⁴ in the event one or more Board members is unavailable following a state of war emergency or in the event of a state of emergency or a local emergency.

15.01 Selection and Appointment of Standby Officers

Each Board member shall designate a minimum of two and no more than three Standby Officers to serve in their place in the event of the Board member's unavailability in an emergency, as defined by the California Emergency Services Act (CESA). One of the standby officers must reside within the member's ward, and the other must reside outside the member's ward and may reside outside the District's service area. A Board member may choose, and the Board has the option to appoint, a third Standby Officer. That Standby Officer may reside inside or outside the same ward as the Board member, or outside the District's service area.

The list of Standby Officers shall be approved by Board Resolution and reviewed on an annual basis. The General Manager will determine the availability of the Board members in an emergency. The Board will endeavor to fill vacancies in accordance with the MUD Act and CESA within 60 days of the effective date of the vacancy. Upon appointment by the Board through a Board Resolution, the Standby Officer shall take

³⁴ **Reference:** EBMUD Board Resolution No. 35038-17. **Resource:** A copy of the Emergency Succession Plan is available in the Dashboard.

the oath of office, remain informed of the duties, EBMUD business, and be prepared to immediately report for duty during an emergency. Details of this process will be documented in the General Manager's Business Continuity Plan.³⁵

³⁵ **Reference:** EBMUD Policy 7.03, Emergency Preparedness/Business Continuity.

Appendix 1: How EBMUD is Organized

EBMUD is organized under the following offices and departments:

- Office of the General Manager
- Office of the General Counsel
- Administration
- Customer & Community Services
- Human Resources
- Engineering & Construction
- Finance
- Operations and Maintenance
- Wastewater
- Water and Natural Resources

Office of the General Manager (OGM)

EBMUD has approximately 1,950 full-time employees under the administrative direction of the General Manager and the Senior Management Team (SMT). The General Manager's Office is supported by an Assistant to the General Manager and an Office Assistant. EBMUD is comprised of seven departments under the General Manager's oversight along with three departments within the Office of the General Manager.

- **Intergovernmental Affairs**
The Office of Intergovernmental Affairs is staffed by lobbyists registered with the State of California and work to further EBMUD's mission by advancing EBMUD's legislative and administrative priorities in Sacramento and Washington, DC.
- **Office of Diversity, Equity, and Culture (ODEC)**
The Office of Diversity, Equity, and Culture exists to ensure fair and equitable treatment for all EBMUD employees, contractors, and vendors and to the best of our ability create positive outcomes for all we serve. ODEC is comprised of three organizations: the Contract Equity Office, the Diversity and Inclusion Office, and Employee and Organizational Development.
- **Public Affairs**
The Public Affairs Office's purpose is to engage with our community and share EBMUD's story to build trust and understanding. It uses a variety of methods to execute communications strategies, engage the public and share information on behalf of EBMUD.

- **Office of the Secretary** (*reports to the Board via the General Manager*)

The Office of the Secretary provides administrative support for the Board and performs duties prescribed in the Municipal Utility District Act, the Ralph M. Brown Act, Board resolutions, and state/federal laws.

Office of General Counsel (OGC)

The Office of General Counsel provides the legal advice and assistance necessary to implement EBMUD's mission, policies, and programs in a manner consistent with the law and to lead litigation and other legal matters in which EBMUD is a party or in which it is legally interested.

Administration

- **Customer & Community Services (CCS)**

The Customer & Community Services Department provides high-quality, responsive customer service with efficient business practices, technology, and value-added programs/services to EBMUD's customers and stakeholders, guided by the principles of fairness, consistency, efficiency, and high standards of professionalism and fiscal responsibility. CCS also includes the Contact Center, Customer Services Support, Field Services, New Business, Real Estate Services, and Water Conservation.

- **Human Resources (HR)**

The Human Resources Department provides EBMUD employees, departments, retirees, and members of the public with strategic human resource services that are professional, reliable, and enabling of employee excellence in support of EBMUD's mission. The HR Department works to ensure EBMUD has a skilled, diverse workforce to meet its mission.

Engineering & Construction

The Engineering & Construction Department plans and implements programs and projects to ensure the integrity of EBMUD's infrastructure now and in the future. The department also provides engineering expertise and technical support to all EBMUD departments.

Finance

The Finance Department is responsible for providing proactive and strategic management of District finances and ensuring EBMUD's long-term financial stability.

- **Information Systems Department (ISD)**

The Information Systems Department is the centralized support organization for information technology and services at EBMUD. ISD maintains distributed and centralized computing services at EBMUD, supports staff in the effective and efficient use of these technologies, provides a broad range of computing support services, and is also responsible for EBMUD's telecommunications infrastructure.

Operations and Maintenance Department

The Operations and Maintenance Department's is responsible for the operations, maintenance, management, and improvement of the water system infrastructure, processes, and the assets to provide safe and reliable high quality water services.

- **Maintenance and Construction**

The Maintenance and Construction Department is responsible for maintaining the local water distribution system infrastructure, performing preventative and corrective maintenance, replacing and rehabilitating EBMUD's infrastructure, reading and maintaining the nearly 400,000 customer water meters, providing support services, and maintaining all vehicles and heavy equipment.

- **Water Operations**

The Water Operations Department is responsible for operating and maintaining water supply, water treatment, and water distribution facilities spanning six counties, including facilities of the Freeport Regional Water Authority.

Wastewater

The Wastewater Department ensures public health and safety by meeting or surpassing federal, state, and local regulations regarding air, biosolids, and water quality. The department strives to protect the environment by reducing or eliminating the discharge of pollutants into the air, land, and San Francisco Bay and recovering water, energy, and nutrients from wastes. The Wastewater service area is comprised of Alameda, Albany, Berkeley, Emeryville, Oakland, Piedmont, and the Stege Sanitary District, which is comprised of El Cerrito, Kensington, and a portion of Richmond known as the Richmond Annex.

Water and Natural Resources

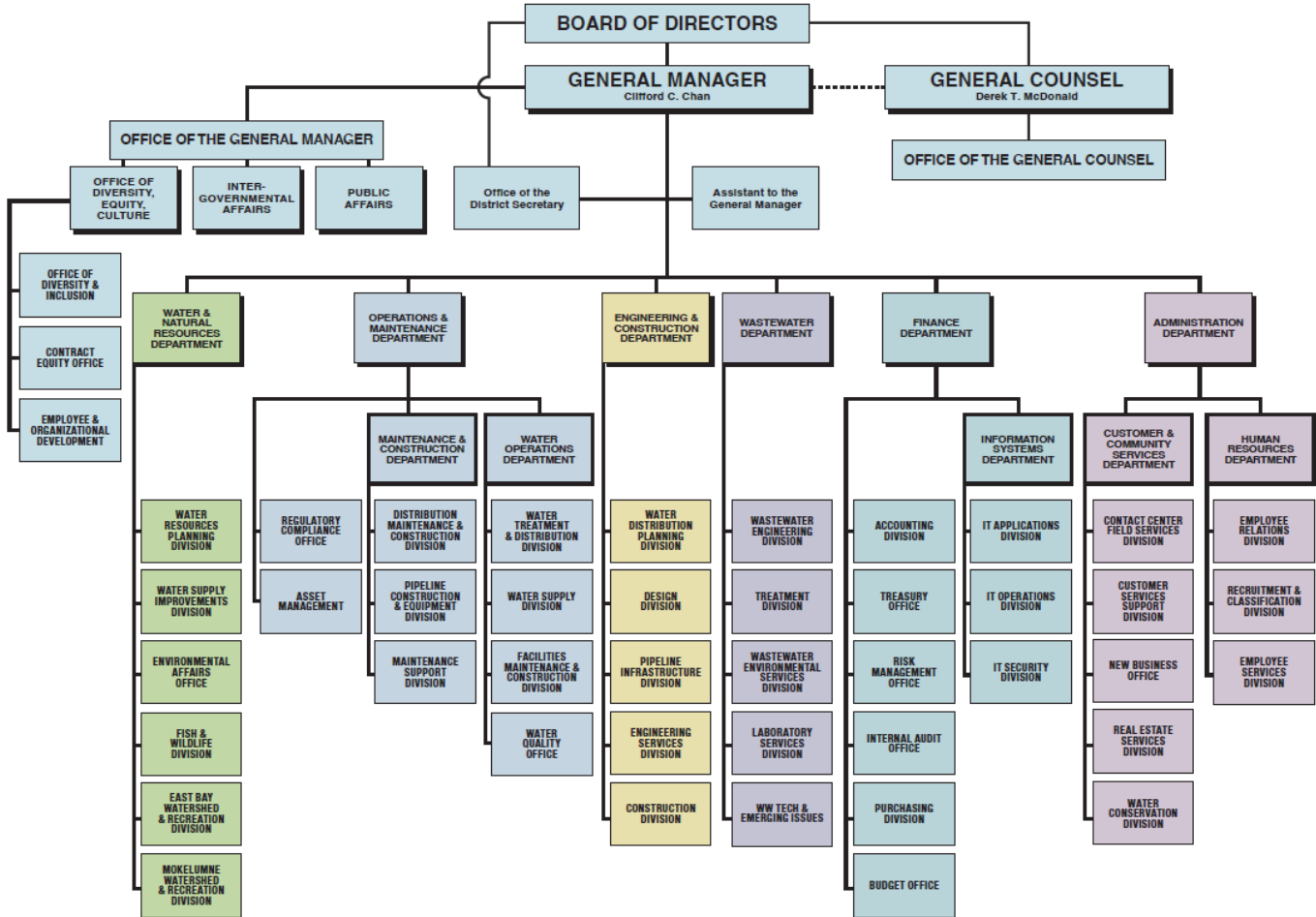
The Water and Natural Resources Department develops plans, policies, and programs to protect EBMUD's water resources, maintain and ensure a high-quality water supply to meet future water needs, oversee the management of watershed and recreation lands and facilities, and provide good stewardship of the natural resources with which EBMUD is entrusted.

EBMUD Organization Chart



EAST BAY MUNICIPAL UTILITY DISTRICT

ORGANIZATION CHART
January 2024



Appendix 2: Governing Laws and Regulations

Major laws and regulations governing and affecting EBMUD include the Municipal Utility District Act, the Ralph M. Brown Act, the Public Records Act, the Political Reform Act and the California Constitution, as well as federal laws, and local ordinances. Judicial decisions that interpret and frequently resolve conflicts related to these laws and regulations may also affect EBMUD.

General descriptions of some of the primary laws related to the governance of EBMUD are provided below. Links to helpful documents explaining the laws are provided as footnoted references.

Laws Related to the Board's Governance of EBMUD

Municipal Utility District (MUD) Act

EBMUD is a publicly-owned utility formed under the MUD Act, which is codified at California Public Utilities Code Section 11501 *et seq.* The MUD Act sets forth the powers and functions of EBMUD (and other municipal utility districts), as well as the Board and EBMUD's executive officers. Relevant to EBMUD's practices, under Chapter 3, Article 4, the Board's powers and duties include:

- Choosing one member to act as President and one as Vice President;
- Determining all questions of district policy;
- Providing for all matters and things necessary for the proper administration of the affairs of the district not otherwise specified in the MUD Act;
- Supervising and regulating the utility services provided by the district;
- Setting rates and charges for district services;
- Making and enforcing district rules and regulations;
- Making contracts, including contracting for professional services for work that cannot be satisfactorily performed by district forces;
- Creating and abolishing civil service positions and setting salaries;
- Appointing employees to positions requiring "exceptional qualifications";
- Employing an auditor to annually report on the district's system of accounts; and
- Paying claims against the district.

Under Chapter 3, Article 6 of the MUD Act, the Board must appoint a general manager and may appoint an accountant, a secretary, a treasurer and an attorney.

Ralph M. Brown Act

The Ralph M. Brown Act is California's "sunshine" law for local governments. It is found in the California Government Code beginning at Section 54950. In a nutshell, it requires that Board deliberations be conducted openly and that Board actions be taken openly, at open and public meetings, except in certain limited situations. It was enacted in 1953 and has been extensively updated since. It contains a myriad of detailed and technical requirements governing the conduct of meetings of local agencies, as well as the conduct of the governing officials of those

agencies. Board members are encouraged to become familiar with the Brown Act to effectively execute their duties.

Public Records Act

The California Public Records Act (PRA) was enacted in 1968 and is codified at Government Code Section 7920 *et seq.* It is intended to give the public access to information that enables them to monitor the functioning of their government. Under the PRA, all tangible and electronic documents created in furtherance of the business of EBMUD are public records and must be produced to the public upon request unless there is a specified legal basis for withholding them. The Secretary of the District's office processes all PRA requests received on behalf of EBMUD.

Government Code Section 1090

Government Code Sections 1090 through 1099 are statutes that prohibit "self-dealing," that is, they prohibit Board members and EBMUD officers and employees from having a financial interest in contracts and other matters to which EBMUD is a party. These laws extend beyond contracting and, for example, also prohibit Board members from holding incompatible offices with other agencies. Conflict of interest laws are very complicated and could implicate non-obvious "financial interests" such as property ownership or a spouse's salary.

Political Reform Act

The California Political Reform Act, Government Code Sections 81000-91014 is a series of conflict of interest laws that are broader than the restrictions of Government Code Section 1090. The Political Reform Act prohibits public officials from making, participating in making, or in any way attempting to use their position to influence a governmental decision the official knows or has reason to know that they have a financial interest in the decision. It requires specified officials to file annual financial disclosures. The Political Reform Act also includes ethics laws related to campaign finance and restrictions on gifts and honoraria. The California Fair Political Practices Commission (FPPC) is responsible for oversight of these laws. Board members must periodically report all economic interests within EBMUD's jurisdiction on forms furnished by the FPPC.

Note: Ethics laws, including Section 1090 and the PRA, are complex. Violations of these laws can result in civil and criminal penalties. Board members are encouraged to consult with the General Counsel regarding any questions regarding these laws.

Assembly Bill 1234 (Ethics)

Sections 53234-53235.2 of the Government Code incorporate the provisions of Assembly Bill 1234, which became effective January 1, 2006. Among other things, this law requires that Board members receive two hours of ethics training within one year of taking office and every two years thereafter, and mandates certain reporting requirements.

Assembly Bill 1661 (Sexual Harassment Prevention)

Section 53237.1 of the Government Code incorporates the provisions of Assembly Bill 1661 which became effective January 1, 2017. The law requires that Board members receive two hours of sexual harassment prevention training within six months of taking office and every two

years thereafter. Senate Bill 396, which became effective January 1, 2018, added a new element to the training regarding gender identity, gender expression, and sexual orientation.

Other Major Laws Affecting EBMUD

Proposition 218

Proposition 218 was passed by California voters in 1996 and amended the California Constitution to specify both procedural and substantive limits on a local government's ability to levy fees. Under Proposition 218, a government agency has the burden of proving that any fees or charges it assesses:

- (1) Do not exceed the funds required to provide the property related service;
- (2) Are not used for any purpose other than that for which the fee or charge is imposed;
- (3) If imposed on any parcel or person as an incident of property ownership, do not exceed the proportional cost of the service attributable to the parcel;
- (4) Are not imposed for a service unless that service is actually used by, or immediately available to, the owner of the property in question; and
- (5) Are not imposed for general governmental services including, but not limited to, police, fire, ambulance or library services, where the service is available to the public at large in substantially the same manner as it is to property owners.³⁶

EBMUD's rates and charges for water service are subject to Proposition 218.

California Environmental Quality Act (CEQA)

The California Environmental Quality Act is codified at Public Resources Code Section 21000 *et seq.* It requires government agencies to consider any potential, significant environmental impacts of a project and take reasonable steps to mitigate those impacts, unless the project is exempt from CEQA by law.

A "project" for the purposes of CEQA is a governmental action that may result in a direct physical change to the environment. An obvious project would be a construction project, but CEQA also applies to such actions as leasing governmental property to private parties that will use that property in a manner that may cause an environmental impact.

Before a governmental entity approves a project, CEQA requires the entity to analyze the potential environmental impacts of the project and, depending on their significance, engage in a public process and prepare a report describing the potential environmental impacts of the project and the manner in which they will be mitigated. The governing body of an agency must make findings under CEQA prior to approving the project. CEQA also allows members of the public to sue to stop a project under the theory that the CEQA analysis of its impacts was insufficient.

Meyers Milias Brown Act (MMBA)

³⁶ **Reference:** Cal Const, Art. XIII D § 6(b).

The Meyers Milius Brown Act was adopted in 1968 and is codified at Government Code Section 3500 *et seq.* It established collective bargaining for local government employees, and governs relations between represented employees and management.

The MMBA requires local government agencies to meet and confer in good faith with union representatives regarding wages, hours and other terms and conditions of employment for represented individuals. It also requires the agency to allow union representation of employees in disciplinary matters and any meeting that may lead to discipline.

Enforcement and adjudication of matters under the MMBA has been under the jurisdiction of the Public Employees Relations Board (PERB) since 2001.

The Board's Authority to Pass Laws

Under the MUD Act, actions of the Board are expressed through motion, resolution or ordinance.

Ordinances

An ordinance is a law adopted by a local agency, and it may be amended or repealed. Once adopted or amended, the ordinance or its amendments are published in a local newspaper, though a summary may be published if the ordinance or amendments are lengthy. After the required publication period has been met, the ordinance becomes effective. EBMUD's Board has adopted multiple ordinances over the years. Listed below are some key ordinances:

- Consolidated Regional Private Sewer Lateral Ordinance
- Declaring Any Violation of Rules and Regulations Adopted Pursuant to Section 4465 or 4471 of the Health and Safety Code to Be An Infraction³⁷
- East Bay Municipal Utility District Campaign Finance Reform Ordinance
- East Bay Municipal Utility District Employees' Retirement System Ordinance
- East Bay Municipal Utility District Ordinance Establishing Drug-Free Zones
- Excessive Water Use Penalty Ordinance for Drought Stages 2, 3 and 4
- Ordinance Establishing Procedures for Presenting Claim for Money or Damages Against the East Bay Municipal Utility District
- Wastewater Control Ordinance

Resolutions

Resolutions memorialize formal action taken by the Board and are retained as part of EBMUD's records. They also may be a vehicle through which the Board expresses its opinion or policy on a matter. Unlike ordinances, resolutions have no publishing requirement and are usually effective immediately upon adoption, unless otherwise stated.

³⁷ These are the Watershed Rules and Regulations adopted by the Board.

Relevant to governance, the Board has adopted resolutions which consolidates and clarifies the Board's delegation of authority to the General Manager to help ensure the efficient operation of EBMUD.

Appendix 3: Community Outreach

EBMUD is an active member of the communities it serves, and its comprehensive Community Outreach program employs a variety of methods to communicate with and provide information to the public.

Means of Community Outreach

Community Water Academy

In 2022, EBMUD piloted its Community Water Academy. The Academy is held every other year. The goal of the Academy is to increase public understanding of EBMUD's water and wastewater systems; provide educational opportunity for local officials/agency staff and key community leaders; and build support for long-term goals, including infrastructure investment, environmental protection, and innovation efforts. The Academy benefits civic leaders, non-profit officials, educators, local government staff, and elected officials as they learn about the core services provided by EBMUD. Participants gain knowledge to share with their communities about EBMUD's role in the East Bay over the last century and its efforts to build a sustainable water and wastewater system of the future. Participants receive a certificate of completion at the conclusion of the Academy. Board members are invited to attend every session.

Community Events

EBMUD staff and Board members may participate in multiple community events throughout the service area to provide information and materials about EBMUD. Most events are listed in a Speakers' Bureau document that is provided to Board members at each Board meeting.

Speaking Engagements

EBMUD staff and Board members communicate EBMUD messages and other relevant information to hundreds of people by speaking to groups such as:

- Boy and Girl Scouts
- Rotary Clubs
- Kiwanis Clubs
- Garden Clubs
- City Council meetings
- Community/Project meetings
- Chambers of Commerce
- Community Liaison meetings
- Senior groups
- Educational institutions and
- Realtors' groups
- Municipal Advisory Councils

Wastewater Treatment Plant Tours

EBMUD staff conducts free wastewater treatment plant tours showing hundreds of employees, students (age 11 and above), and members of the public the process and essential role the treatment plant plays in protecting waterways and the San Francisco Bay.

Virtual Treatment Plant Tours & Speaking Engagements

These tours allow EBMUD to share the processes and essential role our wastewater treatment plant plays in protecting waterways with the general public.

<https://www.ebmud.com/wastewater/collection-treatment/wastewater-treatment-plant-tours>.

Internet Communications/Social Media

EBMUD's website, ebmud.com, provides user-friendly information about services, programs, and job openings. EBMUD also shares news, events, and other timely announcements of interest to the community and customers via our social media channels:

- Facebook.com/EBMUD
- Instagram.com/EBMUD
- LinkedIn.com/company/EBMUD
- NextDoor
- X.com/EBMUD (formerly Twitter)
- YouTube.com/EBMUD

Customer Pipeline Newsletter

Each year, EBMUD publishes and mails six issues of the Customer Pipeline customer newsletter to all residential and business customers within its service area. Electronic copies are available to customers that pay their bills online and are provided to employees). The newsletter conveys important information to customers about EBMUD. Past issues may be viewed online at <https://www.ebmud.com/about-us/publications>

Employee/Retiree Outreach (Splashes)

EBMUD educates its employees and retirees about EBMUD and other outreach messages so they can share this knowledge with family, friends, and the public. The primary method for doing this is the Splashes employee newsletter, which is provided to all employees and retirees each month. Splashes also serves to keep employees informed and engaged with news from across the agency.

Board Members' Role in Community Outreach

Board members may act as liaisons for each city and town within the service area and as representatives to various other organizations and agencies. Board members also choose whether to attend functions, in addition to staff, as appropriate within their liaison areas and may choose to make presentations to city councils.

Handling Inquiries/Complaints from Customers

If a Board member receives a complaint or concern from the public, it is generally recommended that the Board member refers the customer to the General Manager or the Secretary of the District for appropriate handling.

Handling Inquiries from Media and Outside Organizations

If a Board member receives an inquiry from a member of the media, the call should be referred to the Special Assistant to the General Manager responsible for Public Affairs. This person acts as EBMUD's Public Information Officer to assure any response is consistent with other EBMUD messaging. EBMUD has identified the following trained spokespersons who are equipped to respond to inquiries from the media, outside organizations and members of the community:

Kelly Zito – Special Assistant to the General Manager
Phone: (510) 287-0111 (office); (510) 510-407-2784 (cell)
Email: Kelly.Zito@ebmud.com

Andrea Pook – Senior Public Information Representative
Phone: (510) 287-0145 (office); (510) 508-6782 (cell)
Email: Andrea.pook@ebmud.com

Appendix 4: Board Members' Role in Emergency Situations

Periodically, staff provides the Board with presentations regarding EBMUD's preparations for responding to an emergency, such as a natural disaster, to provide the Board members with updates to the program and to go over the protocols and practices to follow during a real emergency.

In general, the Board President and Board members have a minimal role in emergency operations. During an emergency, Board members should be available to support the General Manager.

The list below, excerpted from EBMUD's Emergency Operations Plan, provides examples of support the Board members may be called to provide in an emergency:

- Establish a legal authority and policy from which EBMUD may operate in times of an emergency.
- Ratify any EBMUD emergency declaration, pass emergency resolutions, and assist as appropriate in the response and recover from a disaster.
- Receive briefings on damage, employee injuries, response objectives, response status, mutual aid requests, and public information.
- Meet with community organizations, individual customers and businesses as needed to provide information on EBMUD's response.
- Notify the General Manager or Public Information Officer when contacted by the media.
- Work with the General Manager to activate succession plan and alternative work location plan, as necessary.

Appendix 5: Orientating New Board Members

Informed decision-making and ethical conduct are central tenets of excellent governance. Newly elected or appointed Board members will undertake a comprehensive onboarding and training process so that they may engage in informed and effective decision-making. Board members will comply with all ongoing EBMUD and statutory training requirements as described in Appendix 2.

Adherence to Brown Act Begins upon Election

Newly elected Board members are subject to the Brown Act immediately upon election, even though the swearing in does not occur prior to the first Board meeting in January.

Assuming Office Form 700

New Board members must file an FPPC Form 700 – Statement of Economic Interest – assuming office statement within 30 days of taking office. Board members will also be required to file the Form 700 for any JPA to which they are assigned. These filings must be done electronically through the FPPC website. The Secretary of the District will provide information on filings; information may also be obtained from the FPPC website at www.fppc.ca.gov.

Board Member Bios

Brief biographical highlights for every Board member are posted on EBMUD's website and provided to outside entities as requested. They are accessible when clicking on the Board members' picture on the "Board of Directors" web page. The Secretary of the District will work with new Board members to develop a suitable bio for the website.

Board Member Photos

EBMUD's website portrays an individual portrait of each Board member. These individual portraits are also mounted in a display case in the 2nd floor lobby of EBMUD's Administration Building in downtown Oakland and are provided to outside entities as requested. The Secretary of the District, in conjunction with Public Affairs staff will coordinate with Board members to have portraits taken.

Building Security/Access Control Cards

Board members are issued an Access Control Card which allows general access to various District facilities, areas, and the Administration Building parking garage in downtown Oakland.

Business Cards

The Secretary of the District will work with Board members on their EBMUD business cards. The business cards are printed in-house and include a Board member's name, title (e.g. "Board Member") and phone/email information. Board members typically use the cards at conferences and other events they attend on behalf of EBMUD.

EBMUD Gear

Board members will receive safety gear (vest, hard hat, safety glasses, boots (as needed)), a personalized jacket or vest as well as a baseball-style cap for use at EBMUD-related functions. The Secretary of the District will work with Board members to obtain these items.

Calendaring and Scheduling

While regular Board meetings are calendared well in advance, from time to time it becomes necessary to arrange a special meeting or workshop on relatively short notice. To assist with this process, Board members should notify the Secretary of the District and the General Manager when they expect to be out of town or otherwise unavailable during the calendar year so the dates may be added to their EBMUD Outlook Calendar.

If a Board member's schedule will cause them to be absent from a Board meeting, the Board member should email the Board President to request an excused absence. Please copy the Secretary of the District on these emails.

EBMUD Email Accounts

An EBMUD email account will be created for all new Board members (e.g. John.Doe@ebmud.com). Because EBMUD-related communications to or from Board members may be public records, the General Counsel's Office strongly encourages Board members to use their EBMUD email account for all EBMUD-related business and communications.

Electronic Device Support

To facilitate electronic delivery of Board meeting materials and access to EBMUD email and other related information, Board members may request District-issued electronic devices (e.g., laptop, iPhone). Each device will be equipped with a cellular data plan at no cost to the Board member for conducting EBMUD business. Use of these devices is governed by EBMUD Policy 4.20 – Use of District Technology Resources and District Procedure 453 – Information Technology Use and Privacy. Board members may also elect to use their personal devices and receive a stipend from EBMUD.

The Secretary of the District will serve as the liaison for acquiring devices and will also arrange for any desired training. Ongoing support is available from the Secretary's Office and the Information Systems Department.

Event Attendance and Reporting Requirements

The Secretary of the District will make reservations for Board members to attend local events. EBMUD also regularly sponsors events and activities hosted by a range of organizations that support the mission, goals, and values of EBMUD. If a Board member wishes to attend an event on behalf of EBMUD, they should contact the Secretary of the District.

If EBMUD pays the expenses for attendance at an event, including a conference, the Board member must report out their attendance and activities at the event at the next regularly

scheduled Board meeting to comply with Board member reporting requirements under AB 1234 and EBMUD Policy 4.14.

Human Resources Documents

The Human Resources Department will provide enrollment forms and any other paperwork necessary to enroll Board members in EBMUD's benefit programs. The Secretary of the District will coordinate the initial completion of paperwork with the Board member and HR staff. Questions about benefits may be directed to the Manager of Employee Services .

Lisa Sorani – Manager of Employee Services
(510) 287-0713 (office)
Email: lisa.sorani@ebmud.com

Lapel Badges

The Secretary of the District will provide Board members with personalized magnetic lapel badges. Board members typically wear them to events, meetings and receptions when acting in an official capacity for EBMUD.

Mail

The Secretary of the District will collect any mail directed to Board members during the week and will distribute it to Board members in the closed session meeting room on Board meeting days. Mail received on weeks where no Board meeting is scheduled will be held until the next meeting date. If deemed time-sensitive, items will be mailed to Board members on Fridays.

Oath of Office/Swearing In

The Oath of Office is administered by an EBMUD Notary prior to the first Board meeting in January or if appointed during an off-election time, no later than 15 days of taking office. New Board members may invite family and close friends to witness this event and may also request a ceremonial swearing-in during the first part of the first Board meeting in January. The Secretary of the District will coordinate swearing-in events.

Paychecks

Board members are paid once per month. Paychecks will be direct-deposited directly to a Board member's bank account unless a Board member requests an alternative form of delivery. Board members will need to provide a copy of their Social Security card and a voided check to implement direct-deposit. Board members should contact Payroll staff at ext. 0222 if they have changes to their bank account or check delivery information.

Plant/Facilities Tours

Shortly after being elected to the Board, the Secretary of the District in coordination with the General Manager and senior staff usually will coordinate onboarding meetings as well as tours of various EBMUD facilities with new Board members.

Reception for Newly-Elected Board Members

The Secretary of the District typically coordinates a reception immediately following the first Board meeting in January to welcome newly-elected Board members. The reception is usually held in the Administration Building Large TRC. Board members often invite family and close friends to the reception and will be given an opportunity to say a few words to the attendees.

Training

Newly elected Board members must participate in Ethics Training and Harassment Training soon after taking office. Board members will be enrolled in online Harassment Training by District staff. The FPPC currently offers free, online Ethics Training on its website. Board members may either participate in the trainings offered by EBMUD or they may obtain the required training at a conference or other online course. The California Special Districts Association (CSDA) also offers all these trainings via webinar, workshops or at their conferences. The CSDA also offers a plethora of other training opportunities on topics of interest to new and existing Board members. Board members are encouraged to visit csda.org for a current list of training opportunities. The Secretary of the District will coordinate reimbursement for any relevant trainings.

Questions?

Questions about the orientation process or any other topic may be directed to the Secretary of the District and/or General Manager:

Rischa S. Cole – Secretary of the District

Phone: (510) 287-0440 (office)

Email: rischa.cole@ebmud.com

Clifford C. Chan – General Manager

Phone: (510) 287-0101 (office)

Email: clifford.chan@ebmud.com

Any questions regarding a Board members legal obligations or other legal matters may be directed to the General Counsel:

Derek McDonald – General Counsel

Phone: (510) 287-0168

Email: derek.mcdonald@ebmud.com

Supporting Documents

Supporting documents listed in the Appendix may be found in The Dashboard, a limited-access OneDrive folder available to all Board members.

ITEM 12

GENERAL MANAGER'S
REPORT

WILL BE PROVIDED
AS AN ORAL REPORT

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EAST BAY MUNICIPAL UTILITY DISTRICT

DATE: November 21, 2024

MEMO TO: Board of Directors

THROUGH: Clifford C. Chan, General Manager 

FROM: Rischa S. Cole, Secretary of the District 

SUBJECT: Planning Committee Minutes – November 12, 2024

Chair Marguerite Young called to order the Planning Committee meeting at 9:31 a.m. in the Administration Building Boardroom. Directors April Chan and Doug A. Linney were present at roll call. Staff participants included General Manager Clifford C. Chan, General Counsel Derek T. McDonald, Director of Operations and Maintenance David A. Briggs, Director of Water and Natural Resources Michael T. Tognolini, Emergency Preparedness and Business Continuity Administrator Heidi M. Benenson, Manager of Water Resources Planning Bradley M. Ledesma, Manager of Watershed and Recreation Charles C. Beckman, and Secretary of the District Rischa S. Cole.

Public Comment. None.

Presentations/Documentation. 1) Presentation entitled, “Fiscal Year 2024 (FY 2024) Annual Readiness Report,” dated November 12, 2024; 2) Presentation entitled, “Update on the GreenGen Pumped Storage Project,” dated November 12, 2024; and 3) Presentation entitled, “Proposed Revisions to Watershed Rules and Regulations and Camanche Recreation Area Alcohol Prohibition,” dated November 12, 2024.

Fiscal Year 2024 (FY 2024) Annual Readiness Report. Emergency Preparedness and Business Continuity Administrator Heidi M. Benenson presented the report. The District maintains 21 Business Continuity Plans (BCPs), updated biennially and exercised annually, and 28 Site Security Emergency Action Plans (SSEAPs), updated every five years. In FY 2024, all BCPs were exercised, with 14 updated. Ms. Benenson reviewed updates to the SSEAPs, the Emergency Operations Plan (EOP), and results from the May 16, 2024, Emergency Operations Team exercise and annual emergency drills. She highlighted the District’s mutual aid partnerships with Los Angeles Department of Water and Power, San Francisco Public Utilities Commission, Contra Costa Water District, and Las Vegas Valley Water District; exercises coordinated with Alameda and Contra Costa counties, the Federal Emergency Management Agency and California Governor’s Office of Emergency Services; Federal Energy Regulatory Commission (FERC) safety and emergency preparedness activities completed for Pardee and Camanche Dams; responses to PG&E’s Public Safety Power Shutoffs Program; and collaborating with Contra Costa County to establish a framework for providing potable water using hydrant manifolds at Commodity Points of Distribution. District staff fabricated 80 hydrant manifolds for emergency deployment that are stored at District sites throughout the service area. The District will use flexible hoses to connect distribution system piping if pipelines fracture after a significant seismic event. Staff inventoried the hoses and other deployment equipment and identified components that will be replaced and tested during a functional exercise in FY 2025. Under the America’s Water Infrastructure Act (AWIA), the District is required to conduct a risk and resilience assessment. However, AWIA does not

require wastewater utilities to be assessed. The District's EOP was last certified in 2020 and is scheduled to be recertified in September 2025 in compliance with AWIA and other relevant requirements. Plans for FY 2025 include enhancing mutual aid relationships, conducting BCP and EOT exercises, finalizing AWIA updates, and testing the flexible hoses. Ms. Benenson addressed questions on AWIA wastewater assessments exemptions; lessons learned from mutual aid exercises; and how hydrant manifolds will be managed during emergencies. It was moved by Director Linney, seconded by Director Chan, and carried (3-0) by voice vote to accept the report.

Update on the GreenGen Pumped Storage Project. Manager of Water Resources Planning Bradley M. Ledesma presented the update. Since late 2017, GreenGen has been studying the use of PG&E's Lower Bear and Salt Spring reservoirs (located upstream of the District's Pardee and Camanche reservoirs) as a pumped-storage hydropower project that would move water between the PG&E reservoirs to generate electricity. The District has been monitoring the project and has expressed concerns with potential water supply and temperature impacts. District staff participated in several technical workshops, met with GreenGen, and submitted a comment letter to the Federal Energy Regulatory Commission (FERC) in April 2024 requesting more detailed responses to District questions, particularly related to water quality. In September 2024, GreenGen submitted a Draft License Agreement (DLA) to FERC for a 400 megawatt (MW) pumped-storage hydropower system that is forecasted to generate around \$1.6 billion. The District continues to have concerns about the project's potential impact to water temperatures and the fact that GreenGen has not identified a water right for the project. Staff is reviewing the DLA to understand the implications to the District's operations and will submit a comment letter to FERC before the November 29, 2024 DLA public review deadline outlining District concerns around water rights and proposing new Protection, Mitigation, and Enhancement Measures. Mr. Ledesma and General Manager Clifford C. Chan addressed questions from the Committee regarding project benefits for the District and comments on the project from other entities. Staff was asked to refrain from including other agencies' logos on presentation title slides.

Proposed Revisions to Watershed and Recreation Rules and Regulations (Rules and Regulations) and Camanche Recreation Area Seasonal Alcohol Prohibition. Manager of Watershed and Recreation Charles C. Beckman provided the presentation. The District typically reviews and updates its Rules and Regulations every five years or more frequently if needed. The Rules and Regulations, last updated in 2018, govern the use of watershed areas and are used by District Rangers and law enforcement to protect District resources and promote a safe, positive recreational experience. Staff is seeking the Committee's input on proposed revisions that include the prohibition of motorized personal watercraft (PWC) like jet-skis, wave runners, and hydrofoils on Camanche Reservoir; adding definitions for electric bicycles and electric scooters; and making editorial changes for clarity and consistency in the document. Mr. Beckman discussed reasons for prohibiting PWCs, including visitor complaints and the staff time required for enforcement contact. There are no proposed changes to Rules and Regulations concerning the use of electric scooters or bicycles, but definitions for each will help distinguish these from larger more powerful vehicles like electric motorcycles. These definitions are consistent with East Bay Regional Park District's definitions of electric scooters and bicycles. Staff is also recommending a seasonal alcohol prohibition at Camanche Recreation Area that will be effective every year from May 1 through September 30 beginning in 2025. The prohibition is in response to visitor complaints and the number of incidents and violations associated with the consumption of alcohol. Based on Committee input, staff will finalize the amendments to the Rules and Regulations and present them for Board

consideration at its December 10, 2024 meeting. If adopted, the amended Rules and Regulations will be summarized in local and upcountry newspapers and posted on the District's website. Notices will also be placed at appropriate locations in the recreation areas and in the watershed. The Committee asked about other reservoirs that have banned PWCs and alcohol, whether the District is still monitoring watercraft for invasive species (mussels), comments from the Camanche Recreation Area community and the Camanche Regional Park Advisory Board about the proposed PWC and alcohol prohibitions, and the potential impact on visitor experience and revenue. Mr. Beckman clarified the alcohol prohibition will not apply to residents and that enforcement will be similar to the current system. It was moved by Director Linney, seconded by Director Chan, and carried (3-0) by voice vote to support the staff recommendations.

Adjournment. Chair Young adjourned the meeting at 10:29 a.m.

CCC:RSC

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