

## MINUTES

**Tuesday, October 22, 2024  
East Bay Municipal Utility District  
Board of Directors  
375 Eleventh Street  
Oakland, California**

### Regular Closed Session Meeting

President Lesa R. McIntosh called to order the Regular Closed Session Meeting of the Board of Directors at 11:13 a.m. in the Administration Building Boardroom.

### ROLL CALL

Directors April Chan, Luz Gómez, Andy Katz, Doug A. Linney, William B. Patterson, Marguerite Young and President Lesa R. McIntosh were present at roll call.

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

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

### Regular Business Meeting

President Lesa R. McIntosh called to order the Regular Business Meeting of the Board of Directors at 1:21 p.m. in the Administration Building Boardroom.

### ROLL CALL

Directors April Chan, Luz Gómez, Andy Katz, Doug A. Linney, William B. Patterson, Marguerite Young, and President Lesa R. McIntosh were present at roll call.

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

### BOARD OF DIRECTORS

President McIntosh led the Pledge of Allegiance.

### EBMUD Service Award Recipients – July through September 2024

Senior Human Resource Analyst Siobhan M. Tuvo highlighted the employees that reached service award milestones ranging from five to 40 years of service. These employees were also recognized by their

organizational leadership through the Employee Recognition and Service Award Program and received a service award on behalf of the District. Ms. Tuvo read the names of the recipients including the following in attendance: Senior Software Engineer Milagros Landicho; Plant Maintenance Mechanic Chun Shum; Senior Construction Inspector Jack Alexan; Public Information Representative III Tracie Morales; Senior Software Engineer Danny Pham; Grounds Maintenance Specialist II Emmett Cadigan; and Associate Civil Engineer Kevin Jim.

### **PRESENTATION**

General Manager Clifford C. Chan announced Water Conservation Representative Kristin C. Bowman received Sustainable Contra Costa's 2024 Leadership in Sustainability Award. He highlighted Kristin's work with EBMUD's Landscape Advisory Committee, in the community, and with many of the District's large-landscape customers. Director Andy Katz presented the award and congratulated Kristin on her achievements.

Next, General Manager Clifford C. Chan announced the District received the American Society of Civil Engineers San Francisco Section's 2024 Outstanding Water Project of the Year and Outstanding Environmental Engineering Project of the Year awards for the San Pablo Reservoir Hypolimnetic Oxygenation System Project. Director Marguerite Young presented the awards to the following staff representatives from several departments: Senior Construction Inspector Jack Alexan; Senior Construction Inspector Falentine Bell; Assistant Engineer Joe Kacyra; Associate Civil Engineer Mario Martinez; Senior Civil Engineer Javier Prospero; Associate Civil Engineer Chloe Cheok; Senior Civil Engineer Michael Hartlaub; Assistant Engineer Elaine Horng; and Associate Electrical Engineer Justin Young.

### **ANNOUNCEMENTS FROM CLOSED SESSION**

There were no announcements required from closed session.

### **PUBLIC COMMENT**

There was no public comment.

### **CONSENT CALENDAR**

- Motion by Director Young, seconded by Director Patterson, to approve the recommended actions for Items 1-10 on the Consent Calendar carried (7-0) by the following voice vote: (Chan, Gómez, Katz, Linney, Patterson, Young, and McIntosh); NOES (None); ABSTAIN (None); ABSENT (None).
1. **Motion No. 191-24** – Approved the Regular Meeting Minutes of October 8, 2024.
  2. The following correspondence was filed with the Board: 1) Presentation entitled, "Board Governance Documents," dated October 22, 2024; 2) Speakers' Bureau and Outreach Record CY24, dated October 22, 2024; and 3) Email dated October 21, 2024 from Ivette Rivera to [SecOffice@ebmud.com](mailto:SecOffice@ebmud.com) et. al regarding Please provide the two emails below to the EBMUD Board of Directors for Open Board meeting held on October 22, 2024: Due Process in Employment Context/Impact v. Intent.

3. **Motion No. 192-24** – Authorized an agreement beginning on or after October 22, 2024 with Comprehensive Construction Services, Inc. in an amount not to exceed \$930,507 for the replacement of two potable water tanks at Camanche North Shore Recreation Area and Pardee Center.
4. **Motion No. 193-24** – Authorized an agreement beginning on or after October 22, 2024 with D&M Utility Services of CA in an amount not to exceed \$104,500 for utility locating and mapping services at the Camanche North Shore Recreation Area.
5. **Motion No. 194-24** – Authorized an agreement beginning on or after October 22, 2024, with Hazen and Sawyer, Inc. in an amount not to exceed \$2,490,016 for engineering design services for infrastructure and process improvements and engineering services during construction for wastewater Pump Stations B, C, G, J, and R.
6. **Motion No. 195-24** – Authorized agreements beginning on or after October 22, 2024, with Jacobs Engineering Group, Inc. in an amount not to exceed \$2,428,230 for engineering design services for the rehabilitation of the Alameda Interceptor at Mariner Square Drive (between maintenance holes A47-A48) and South Interceptor at Second Street (between maintenance holes S51-S55).
7. **Motion No. 196-24** – Authorized an amendment to the agreement previously authorized under the General Manager’s authority with Inspection Services, Inc. to increase the agreement amount by \$200,000 to a total amount not to exceed \$280,000 for special inspection services during construction for the Main Wastewater Treatment Plant Digester Upgrade, Phase 3 Project under SD-356.
8. **Motion No. 197-24** – Authorized an amendment to the Interim Agreement Related to the Supply and Sale of Recycled Water between the Dublin San Ramon Services District (DSRSD)/East Bay Municipal Utility District (EBMUD) Recycled Water Authority (DERWA), DSRSD, and EBMUD to allow EBMUD and DSRSD to connect and serve specific customers via DERWA’s recycled water system while preserving the existing moratorium on new customer connections to DERWA’s system.
9. **Motion No. 198-24** – Approved the September 2024 Monthly Investment Transactions Report.
10. **Motion No. 199-24** – Authorized the Office of General Counsel to continue the employment of the Law Offices of Curtis T. White for specialized legal services in Federal Communications Commission licensing related matters in an additional amount not to exceed \$40,000.

#### **DETERMINATION AND DISCUSSION**

11. **Authorize an amendment to the Agreement for Employment of General Manager Clifford C. Chan, to add an indemnification provision effective October 22, 2024.**
  - Motion by Director Patterson, seconded by Director Gómez, to approve the recommended actions for Item 11 carried (7-0) by the following voice vote: (Chan, Gómez, Katz, Linney, Young, Patterson and McIntosh); NOES (None); ABSTAIN (None); ABSENT (None).

**Resolution No. 35424-24** – Authorizing Third Amendment To General Manager Employment

Agreement.

12. **Appoint an ad hoc committee comprised of members of the Board of Directors to advise staff on selecting a facilitator and developing an agenda for a Board retreat in 2025.**

General Manager Clifford C. Chan said as briefly mentioned at the October 8, 2024 Board meeting, there will be at least three new members joining the Board next year. To support Board members, it will be helpful to have a retreat in early 2025 to be led by an outside facilitator. If appointed, the ad hoc committee would advise staff on selecting the facilitator and assist with developing the retreat agenda. Directors April Chan, Luz Gómez, and Marguerite Young volunteered to serve on the ad hoc committee.

- Motion by Director Patterson, seconded by Director Chan, to approve the recommended actions for Item 12 carried (7-0) by the following voice vote: (Chan, Gómez, Katz, Linney, Young, Patterson, and McIntosh); NOES (None); ABSTAIN (None); ABSENT (None).

**Motion No. 200-24** – Appointed Directors April Chan, Luz Gómez, and Marguerite Young to serve as the ad hoc committee to advise staff on selecting a facilitator and developing an agenda for a Board retreat in 2025.

13. **Review Board of Directors (Board) comments on a draft Board Governance Manual and policies and provide direction to staff on further revisions and a timeline for the Board to adopt the documents.**

General Manager Clifford C. Chan reported staff reviewed the draft Board Governance Manual and policies at the Finance/Administration Committee meeting earlier and that the Committee discussed and agreed with the proposed revisions regarding three key comments in the manual. There were no additional comments on the policies. He noted that Director Chan had additional comments on the manual which she briefly highlighted during the Finance/Administration Committee meeting for consideration by the Board. General Counsel Derek T. McDonald presented an overview of 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). At the September 24, 2024 Finance/Administration Committee meeting, staff presented a proposed timeline for Board members to review and provide comments on the draft manual and policies by October 8. Staff received feedback from Board members on the manual which were addressed in the version included in the agenda materials; no additional comments were received on the policies. He reviewed key comments in the manual that are policy considerations for the Board regarding reporting communications with elected officials or their staff about EBMUD matters; onboarding and training for new Board members; and consequences for a new Board member's failure to complete onboarding and ongoing training. Staff is seeking Board direction on these topics. Director Young provided clarification on her comments on manual section 4.05 – Relationship with Union Representatives – to ensure the language reflects that Board members should not take individual perspectives or opinions offered by union members as a position or policy of the union. There was considerable Board discussion on reporting communications with elected officials or their staff about EBMUD matters. The Board directed staff to maintain the existing language in Policy 6.04 under the Fair and Open Processes Involving the Public Section regarding disclosure of communications. Next, the Board discussed at length the language related

to meeting attendance requirements and compensation and whether some of the proposed requirements are policy or past practice. Staff clarified the language in sub-section 13.01 – Determination of Compensation is stated in Policy 6.04 and codified in Board Resolution No. 35000-16. Board members commented the language in the third bullet of sub-section 13.01 codifies existing Board practices. The Board agreed to requiring onboarding and training for new Board members and the updated language to sub-section 9.04 – Failure to Complete Required Onboarding and Ongoing Training. There was additional discussion regarding Director Chan's comments and proposed revisions to the manual which included incorporating additional language from the Municipal Utility District Act regarding the powers and duties of the Board. Following additional discussion, General Manager Chan said staff will incorporate today's feedback and Director Chan's comments into a redline copy of the manual and send it to the Board by Thursday, October 24 for review. The final manual and policies will be presented for adoption by the Board at its meeting on November 12 unless additional issues are raised by Board members. The Board agreed with this approach.

- Director Linney left the meeting at 1:45 p.m.
- Director Patterson left the meeting at 1:45 p.m. and returned at 1:50 p.m.

**14. General Manager's Report.**

General Manager Clifford C. Chan announced the Speakers' Bureau and Outreach Record CY24 had been provided at Board places.

**REPORTS AND DIRECTOR COMMENTS**

**15. Committee Reports.**

- Filed with the Board were the Minutes for the October 8, 2024 Planning Committee.
- Chair Andy Katz reported the Finance/Administration Committee met earlier and received updates on the Monthly Investment Transactions Report; Quarterly Financial Reports; Fiscal Year 2024 Annual Power Revenue Report; Fiscal Year 2024 Total Annual Budget and Performance Report; Annual Internal Audit Report; Camanche Mobilehome Park Rent – Stabilization Bank Proposal; and the Draft Board Governance Manual and Policies.
- Chair Doug A. Linney reported the Sustainability Committee met earlier and received an update on the Calendar Year 2023 Greenhouse Gas Inventory.

**16. Other Items for Future Consideration.**

None.

**17. Director Comments.**

- Director Patterson reported attending several community meetings and highlighted some of the discussions and concerns expressed. He also reported attending the Pardee Home Museum celebration of the 100<sup>th</sup> Anniversary of George Pardee assuming leadership of EBMUD in Oakland on October 19 and commended General Manager Clifford C. Chan on

providing a historical account of George Pardee during the event.

- Director Young reported attending the Ward 3 briefing at San Pablo Reservoir on October 10. She thanked staff including General Manager Clifford C. Chan, Director of Water and Natural Resources Michael T. Tognolini, Director of Operations and Maintenance David A. Briggs, Director of Engineering Serge V. Terentieff, Senior Community Affairs Representative Mona L. Favorite Hill, Manager of Fisheries and Wildlife Michelle L. Workman, Community Affairs Representative Joseph J. Voelker, and Special Assistant to the General Manager Kelly A. Zito and her team for their support.
- President McIntosh announced that due to provisions in the Municipal Utility District Act, Director Luz Gómez's current term on the Board will end on November 5. If re-elected as Director for Ward 2 on November 5, Director Gómez will take office again immediately after the election results are certified by the Secretary of the District in December.
- Directors Chan, Gómez, Katz, and Linney had no reports.

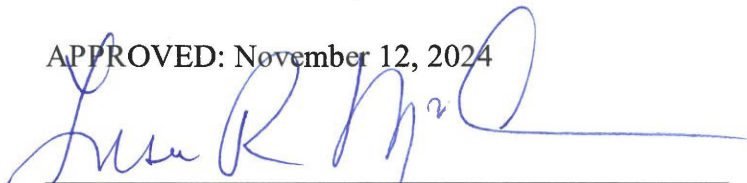
### **ADJOURNMENT**

President McIntosh adjourned the meeting at 2:33 p.m.

SUBMITTED BY:

  
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Rischa S. Cole Secretary of the District

APPROVED: November 12, 2024

  
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Lesa R. McIntosh, President of the Board