

Eel-Russian Project Authority

c/o Sonoma County Water Agency
404 Aviation Blvd, Santa Rosa, CA 95403
<https://www.eelrussianauthority.org>

Board of Directors

<u>County of Sonoma</u> James Gore	<u>Mendocino County Inland Water and Power Commission</u> Glenn McGourty Janet Pauli
<u>Round Valley Indian Tribes</u> James Russ	<u>Sonoma County Water Agency</u> David Rabbitt

Board Meeting
January 31, 2024 3:00pm

County of Sonoma Board of Supervisors Chambers
575 Administration Drive, Room 102A
Santa Rosa, CA 95403

This meeting will be held in person in the County of Sonoma Board of Supervisors chambers. The Eel-Russian Project Authority (ERPA or Authority) will broadcast most meetings via Zoom. Please note that ERPA cannot guarantee that the Zoom system will be available for the entirety of every meeting. To watch or listen by Zoom:

Join from a PC, Mac, iPad, iPhone or Android device:

Please click this URL to join.

<https://scwa-ca-gov.zoom.us/j/85062468959?pwd=rMZbMUajlkrR0s9OMaUcgCgbZt3W8Y.1>

Passcode: 355454

Description: For more information, visit the Eel-Russian Project Authority website at:

<https://www.eelrussianauthority.org>

Or One tap mobile:

8335480282,,85062468959# US Toll-free

8778535247,,85062468959# US Toll-free

Or join by phone:

Dial(for higher quality, dial a number based on your current location):

US: 833 548 0282 (Toll Free) or 877 853 5247 (Toll Free) or 888 788 0099 (Toll Free) or 833 548 0276 (Toll Free)

Webinar ID: 850 6246 8959

International numbers available: <https://scwa-ca-gov.zoom.us/j/ketkt8VpuZ>

Public Comment may only be made live, in person, in the Board Chambers.

COMMITMENT TO CIVILITY: To assure civility in its public meetings, the public is encouraged to engage in respectful dialog that supports freedom of speech and values diversity of opinion. Board Members, presenters and members of the public are expected to establish and maintain a cordial and respectful atmosphere during discussions; and foster meaningful dialogue free of personal attacks. Members of the public must also adhere to the speaking time limit.

AGENDA

1. Call to Order (by the Clerk or Counsel)
2. Selection/Appointment of Officers
 - a. Selection of Chair (facilitated by the Clerk or Counsel)
 - b. Selection of Vice-Chair
 - c. Appointment of Secretary
3. Approval of the Agenda
4. Introductory Remarks by Board of Directors
5. Consent Calendar
 - a. Adopt a resolution to authorize the Chair and Counsel to take all necessary administrative actions in support of the establishment and operation of the Eel-Russian Project Authority.
 - b. Adopt a resolution to deposit funds of the Authority to the County of Sonoma acting as the Treasurer for the Authority and Authorize the Chair to manage accounts and make payments on the behalf of the Authority.
 - c. Adopt a resolution (i) providing public notice of a draft Conflict of Interest Code and seeking public comments after a 45-day comment period; (ii) directing Co-Counsel to accept and consider any comments received and to forward the draft Conflict of Interest Code to the Fair Political Practices Commission after any needed revisions; and (iii) directing Board

Members and Co-Counsel to file Statements of Economic Interest with the Clerk who should retain them.

- d. Adopt a resolution (i) designating negotiators for purpose of the negotiation over the acquisition of portions of the Potter Valley Project from PG&E; and (ii) designating the staff of the County of Sonoma, Mendocino County Inland Water And Power Commission, and Sonoma County Water Agency as Authority staff for purposes of representing the Authority and preserving the Attorney Client Privilege; and (iii) adopting a policy to support member agencies by allowing them to discuss ERPA closed session items in their own agencies' closed sessions pursuant to California Government Code section 54956.96(b).

6. Informational Briefings

- a. Status of Pacific Gas and Electric's Potter Valley Project Decommissioning (Pam Jeane, Sonoma Water)
- b. Facilities Assessment Process (David Manning, Sonoma Water)
- c. Status of Grant Application to United States Bureau of Reclamation (Brad Sherwood, Sonoma Water)

7. New Business Action Items

- a. Establishing a Meeting Schedule: Consider adoption of a resolution setting the 2024 meeting dates.
- b. Items for Next Meeting Agenda: Discussion of potential items for next Board meeting.

8. Counsel Report (if any)

9. Public Comment on items not listed on the agenda but within the subject matter jurisdiction of the Board

Comments are restricted to matters within the Board's jurisdiction. The time for comment is at the discretion of the Chair. While members of the public are welcome to address the Board, under the Brown Act, Board members may not deliberate or take action on items not on the agenda.

10. Board Member Announcements/Reports (if any)

11. Adjournment

SUPPLEMENTAL MATERIALS: Materials related to an item on this agenda submitted to the Board after distribution of the agenda packet are available for public inspection at 404 Administration Drive, Santa Rosa, CA, during normal business hours. Materials will also be posted online at <https://www.eelrussianauthority.org/>

APPROVAL OF THE CONSENT CALENDAR: The Consent Calendar includes routine actions that are usually approved by a single majority vote. There will be no discussion on these items prior to voting on the motion unless Board Members request specific items be discussed and/or removed from the Consent Calendar. There will be an opportunity for the public to comment on the consent calendar prior to it being voted upon.

ACCOMMODATION REQUEST: If you need an accommodation, an alternative format, or require another person to assist you while attending this meeting, please contact the Clerk of the Board at (707) 526-5370 within 72 hours of the meeting to ensure arrangements for accommodation.

Meeting Date: January 31, 2024

Eel-Russian Project Authority
Adoption Item

TO: Board of Directors
FROM: Scott Shapiro, Mendocino County Inland Water and Power Commission, Special Counsel
SUBJECT: Selection of Chair, Vice-Chair, and Secretary

Summary: The Joint Exercise of Powers Agreement for the Eel-Russian Project Authority (Authority or ERPA) provides that the Board of Directors shall select a Chair, Vice-Chair, and Secretary.

Background

The Joint Exercise of Powers Agreement forming the Authority requires the selection of a Chair, Vice-Chair, and Secretary. The responsibilities of each office are as follows:

- CHAIRPERSON AND VICE-CHAIRPERSON. "The Board shall select from among its members a Chairperson and a Vice-Chairperson who shall cease to serve in that role upon ending service on the Board or upon the expiration of their terms as Chairperson and vice-Chairperson." Joint Exercise of Powers Agreement Section 4.08. Under common rules of order for meetings, the Chair is responsible for making sure that each meeting is planned effectively, conducted according to the controlling authorities, and that matters are dealt with in an orderly, efficient manner. The Vice-Chair leads the meeting in the absence of the Chair.
- SECRETARY. "The Board shall appoint a Secretary who may also be a Director but need not be; the Secretary shall be responsible for keeping the minutes of all meetings of the Board and all other official records of the Authority." "The Secretary shall keep minutes of Board meetings, and provide them to each Director, Alternate, and Member Agency or, alternatively, maintain them on the Authority's website." Joint Exercise of Powers Agreement section 4.08 and 4.05.

Because there is no Chair at the beginning of the first meeting, the Clerk will run the election for Chair and following that election the Chair will run the meeting.

Type of Vote Required

1

Per the Joint Exercise of Powers Agreement, this item requires a majority vote of the Board including affirmative votes of at least one representative from each of the following: (a) the Mendocino County

Inland Water and Power Commission; and (b) either Sonoma County Water Agency or the County of Sonoma.

Fiscal Information

No fiscal impact.

Staff Recommendation

1. The Board of Directors should elect a Chair and Vice-Chair who must be members of the Board of Directors and should appoint a Secretary who may be a member of the Board of Directors or may be otherwise.

List of Attachments

1. None

Contact

Scott Shapiro, Mendocino County Inland Water and Power Commission, Special Counsel, (916) 520-5234, sshapiro@downeybrand.com.

Meeting Date: January 31, 2024

Eel-Russian Project Authority
Adoption Item

TO: Board of Directors
FROM: Scott Shapiro, Mendocino County Inland Water and Power Commission, Special Counsel
SUBJECT: Adopt a resolution to authorize the Chair and Counsel to take all necessary administrative actions in support of the establishment and operation of the Eel-Russian Project Authority.

Summary: The Joint Exercise of Powers Agreement for the Eel-Russian Project Authority (Authority or ERPA) names Counsel for Sonoma County Water Agency and counsel for Mendocino County Inland Water and Power Commission (MCIWPC) as the Co-Counsel for the Authority. Earlier in the Agenda the Board of Directors elected a Chair. Because the Authority does not yet have staff, it is necessary for the Board of Directors to delegate authority to appropriate persons who can act to take needed administrative actions in support of the establishment and operation of the Eel-Russian Project Authority. The attached resolution gives this authorization to the Chair and Co-Counsel.

Background

Earlier in the Agenda the Board of Directors elected a Chair. The Joint Exercise of Powers Agreement for the Authority names Counsel for Sonoma County Water Agency and counsel for MCIWPC as the Co-Counsel for the Authority. Because the Authority does not yet have staff, it is necessary for the Board of Directors to delegate authority to appropriate persons who can act to take needed actions in support of the establishment and operation of the Eel-Russian Project Authority.

For example, after the creation of a joint powers agency (JPA), the JPA must submit documentation to various agencies, including a Notice of Agreement and a Roster of Public Agencies. In addition, various other administrative tasks must be performed before and after a meeting such as developing and approving an agenda, reviewing minutes, and ensuring

documents are appropriately posted on the web. While staff of the various member agencies have agreed to assist with the preparation of filing of such documents and taking needed actions, someone needs to be authorized to ensure the actions are taken. The attached resolution gives this authorization to the Chair and Co-Counsel.

Type of Vote Required

Per the Joint Exercise of Powers Agreement, this item requires a majority vote of the Board including affirmative votes of at least one representative from each of the following: (a) the Mendocino County Inland Water and Power Commission; and (b) either Sonoma County Water Agency or the County of Sonoma.

Fiscal Information

This action does not have any fiscal implications as the delegated authority, by itself, does not allow the Chair or Co-Counsel to expend funds.

Staff Recommendation

1. Staff recommend that the Board adopt the resolution authorizing the Chair and Co-Counsel to act on behalf of the Authority for needed administrative tasks.

List of Attachments

1. Resolution No. _____

Contact

Scott Shapiro, MCIWPC Special Counsel, (916) 520-5234, sshapiro@downeybrand.com.

Eel-Russian Project Authority
Resolution No. _____

Resolution of the Governing Board of the EEL-RUSSIAN PROJECT AUTHORITY (Authority), State of California, authorizing the Chair and Counsel to take all necessary administrative actions in support of the establishment and operation of the Eel-Russian Project Authority.

RESOLVED by Governing Board of the EEL-RUSSIAN PROJECT AUTHORITY, that:

WHEREAS, The Board of Directors of the EEL-RUSSIAN PROJECT AUTHORITY has elected a Chair, and

WHEREAS, the Joint Exercise of Powers Agreement forming the EEL-RUSSIAN PROJECT AUTHORITY names the SONOMA COUNTY WATER AGENCY COUNSEL and the MENDOCINO COUNTY INLAND WATER AND POWER COMMISSION SPECIAL COUNSEL as the Co-Counsel for the EEL-RUSSIAN PROJECT AUTHORITY, and

WHEREAS, The EEL-RUSSIAN PROJECT AUTHORITY does not have any staff and needs to rely on the Chair and its Co-Counsel to take necessary administrative actions;

NOW, THEREFORE, BE IT RESOLVED that the Governing Board of the EEL-RUSSIAN PROJECT AUTHORITY hereby:

1. Determines that all recitals are true and correct.
2. Authorizes the Chair and Counsel to take all necessary administrative actions in support of the establishment and operation of the Eel-Russian Project Authority.

PASSED, APPROVED AND ADOPTED this day, January 31, 2024, by the following vote:

DIRECTORS:

Gore: _____ McGourty: _____ Pauli: _____ Rabbitt: _____ Russ: _____

VOTES:

Ayes: ____ Noes: ____ Absent: ____ Abstain: ____

By:

	Date:

Meeting Date: January 31, 2024

Eel-Russian Project Authority
Adoption Item

TO: Board of Directors
FROM: Cory Wurtzel O'Donnell, Sonoma County Counsels' Office
SUBJECT: Adopt a resolution to Deposit Funds of the Authority to the County of Sonoma acting as the Treasurer for the Authority and Authorize the Chair to manage accounts and make payments on the behalf of the Authority.

Summary: The Joint Exercise of Powers Agreement for the Eel-Russian Project Authority (Authority or ERPA) names the Sonoma County Auditor-Controller-Treasurer-Tax Collector (County Treasurer) as the Treasurer for the Authority. In order to deposit funds in the treasury and utilize other services of the County Treasurer, the Authority must adopt a resolution authorizing the deposit of funds and designating who may act on behalf of the Authority. The attached resolution gives this authorization and authorizes the Chair to act on its behalf.

Background

The Joint Exercise of Powers Agreement forming the Authority names the County Treasurer as the Treasurer for the Authority. In such a role, the Treasurer will receive deposits, hold Authority funds, honor warrants, and perform other duties as specified in Government Code 6505.5.

In order to deposit funds with the County Treasurer, a resolution of the Authority's Board of Directors is needed. This resolution also names the position(s) or person(s) authorized to act on behalf of the Authority (for example, to make deposits or authorize payments). Staff recommend that the Chair be authorized to perform these tasks. Should a separate fiscal agent be desired in the future, they could be named in lieu or in addition to the Chair.

While the Joint Exercise of Powers Agreement names the initial treasurer, the Board of Directors may name a new treasurer to any person or entity as provided by relevant law, including Government Code section 6505.5.

Type of Vote Required

Per the Joint Exercise of Powers Agreement, this item requires a majority vote of the Board including affirmative votes of at least one representative from each of the following: (a) the Mendocino County Inland Water and Power Commission; and (b) either Sonoma County Water Agency or the County of Sonoma.

Fiscal Information

Funds deposited with the Treasury will accrue interest at the pooled rate. Cost of managing the funds in the Treasury are paid as a share of interest accrued. In FY 23-24 the pooled rate, after Treasury costs are deducted, is 3.114%.

Accounting charges will be charged based on the number of transactions conducted by the Authority during the fiscal year.

Staff Recommendation

1. Staff recommend that the Board adopt the resolution authorizing deposits into the Treasury.
2. Authorize the Chair to act on behalf of the Authority for transactions with the Treasury.

List of Attachments

1. Resolution No. _____

Contact

Cory Wurtzel O'Donnell, Sonoma County Counsels' Office, (707) 565-32896, cory.odonnell@sonoma-county.org.

Eel-Russian Project Authority
Resolution No. _____

Resolution of the Governing Board of the EEL-RUSSIAN PROJECT AUTHORITY (Authority), State of California, authorizing the deposit of funds to the County of Sonoma as the Treasurer for the Authority and authorizing the Chair to manage accounts and make payments on the behalf of the Authority.

RESOLVED by Governing Board of the EEL-RUSSIAN PROJECT AUTHORITY, that:

WHEREAS, The Joint Exercise of Powers Agreement forming the EEL-RUSSIAN PROJECT AUTHORITY names the SONOMA COUNTY AUDITOR-CONTROLLER-TREASURER-TAX COLLECTOR as the Treasurer for the EEL-RUSSIAN PROJECT AUTHORITY,
and

WHEREAS, The SONOMA COUNTY AUDITOR-CONTROLLER-TREASURER-TAX COLLECTOR requires a resolution of the governing board of any local agency seeking to deposit funds in the Treasury, and to designate who may act on behalf of the Authority with regards to funds deposited in the Treasury;

NOW, THEREFORE, BE IT RESOLVED that the Governing Board of the EEL-RUSSIAN PROJECT AUTHORITY hereby:

1. Determines all recitals are true and correct.
2. Authorizes deposit of funds into the County Treasury and authorizes the Auditor-Controller-Treasurer-Tax Collector to invest these funds consistent with applicable laws.
3. Authorizes the Chair of the EEL-RUSSIAN PROJECT AUTHORITY to act as a representative of the EEL-RUSSIAN PROJECT AUTHORITY for the purpose of conducting business with the Treasury, including but not limited to making deposits and withdrawals, authorizing payment of funds, and submission of and modification of budgets as approved by the Board of Directors.

PASSED, APPROVED AND ADOPTED this day, January 31, 2024, by the following vote:

DIRECTORS:

Gore: _____ McGourty: _____ Pauli: _____ Rabbitt: _____ Russ: _____

VOTES:

Ayes: _____ Noes: _____ Absent: _____ Abstain: _____

By:

	Date:

Meeting Date: January 31, 2024

Eel-Russian Project Authority
Adoption Item

TO: Board of Directors
FROM: Scott Shapiro, Mendocino County Inland Water and Power Commission, Special Counsel
SUBJECT: Adopt a resolution (i) providing public notice of a draft Conflict of Interest Code and seeking public comments after a 45-day comment period; (ii) directing Co-Counsel to accept and consider any comments received and to forward the draft Conflict of Interest Code to the Fair Political Practices Commission after any needed revisions; and (iii) directing Board Members and Co-Counsel to file Statements of Economic Interest with the Clerk who should retain them.

Summary: The law requires that every multi-county agency have a conflict of interest code which identifies all agency officials and employees who make or participate in making governmental decisions. Conflict of interest codes are a fundamental tool in ensuring the public's trust in government officials. It is essential and legally-required that an agency's conflict of interest code reflect the current structure of its organization and properly identify officials who should be filing Statements of Economic Interests (Form 700). This action will put in place the needed steps for adoption of the Code and also directs members of the Board of Directors and Co-Counsel to file statements.

Background

The law requires that every multi-county agency have a conflict of interest code which identifies all agency officials and employees who make or participate in making governmental decisions. Conflict of interest codes are a fundamental tool in ensuring the public's trust in government officials.

The Eel-Russian Project Authority (ERPA), by the terms of the Joint Exercise of Powers Agreement that created it, is effective upon its first meeting, which is January 31, 2024. Because ERPA now legally exists, it must have a Conflict of Interest Code. A Conflict of interest Code must

- Provide reasonable assurance that all financial interests that pose a foreseeable conflict of interest will be disclosed;
- Provide to each affected person a clear and specific statement of his or her disclosure requirements; and

- Adequately differentiate between designated employees with different powers and responsibilities.

A Code consists of three parts: (1) The Incorporation Page which references FPPC Regulation 18730 which provides, among other things, the rules of disqualification procedures, reporting financial interests, and lists the current gift limit; (2) The list of designated positions; and (3) The detailed disclosure categories. Adoption of the Code requires that the Agency provides a public comment period of at least 45 days and send the Code to the FPPC for review. Once the Code is approved by the FPPC it becomes effective. In the interim, this action also directs the Directors and Co-Counsel to file Statements with the Clerk, within 30 days, who will retain them.

Type of Vote Required

Per the Joint Exercise of Powers Agreement, this item requires a majority vote of the Board including affirmative votes of at least one representative from each of the following: (a) the Mendocino County Inland Water and Power Commission; and (b) either Sonoma County Water Agency or the County of Sonoma.

Fiscal Information

This action does not have any fiscal implications.

Staff Recommendation

1. Staff recommend that the Board adopt the resolution (i) providing public notice of a draft Conflict of Interest Code and seeking public comments after a 45-day comment period; (ii) directing Co-Counsel to accept and consider any comments received and to forward the draft Conflict of Interest Code to the Fair Political Practices Commission after any needed revisions; and (iii) directing Board Members and Co-Counsel to file Statements of Economic Interest with the Clerk who should retain them.

List of Attachments

1. Resolution No. _____
2. Conflict of Interest Code

Contact

Scott Shapiro, MCIWPC Special Counsel, (916) 520-5234, sshapiro@downeybrand.com.

Eel-Russian Project Authority
Resolution No. _____

Resolution of the Governing Board of the EEL-RUSSIAN PROJECT AUTHORITY (Authority), State of California, (i) providing public notice of a draft Conflict of Interest Code and seeking public comments after a 45-day comment period; (ii) directing Co-Counsel to accept and consider any comments received and to forward the draft Conflict of Interest Code to the Fair Political Practices Commission after any needed revisions; and (iii) directing Board Members and Co-Counsel to file Statements of Economic Interest with the Clerk who should retain them.

RESOLVED by Governing Board of the EEL-RUSSIAN PROJECT AUTHORITY, that:

WHEREAS, The Board of Directors of the EEL-RUSSIAN PROJECT AUTHORITY is considered to officially exist as of the date it holds its first meeting, and

WHEREAS, The Board of Directors of the EEL-RUSSIAN PROJECT AUTHORITY has held its first meeting on January 31, 2024, and

WHEREAS, now that the EEL-RUSSIAN PROJECT AUTHORITY exists it must adopt a Conflict of Interest Code and ensure compliance by its Board, staff, and consultants with that code;

NOW, THEREFORE, BE IT RESOLVED that the Governing Board of the EEL-RUSSIAN PROJECT AUTHORITY hereby:

1. Provides public notice of the attached draft Conflict of Interest Code and seeks public comments after a 45-day comment period.
2. Directs Co-Counsel to accept and consider any comments received and to forward the draft Conflict of Interest Code to the Fair Political Practices Commission after any needed revisions.
3. Directs Board Members and Co-Counsel to file Statements of Economic Interest with the Clerk who should retain them.

PASSED, APPROVED AND ADOPTED this day, January 31, 2024, by the following vote:

DIRECTORS:

Gore: _____ McGourty: _____ Pauli: _____ Rabbitt: _____ Russ: _____

VOTES:

Ayes: _____ Noes: _____ Absent: _____ Abstain: _____

By:

	Date:

EEL-RUSSIAN PROJECT AUTHORITY

CONFLICT OF INTEREST CODE

The Political Reform Act (Cal. Gov. Code, Sections 81000, et seq.) requires state and local government agencies to adopt and promulgate conflict-of-interest codes. The Fair Political Practices Commission has adopted a regulation (2 Cal. Code of Regs., Section 18730) that contains the terms of a standard conflict-of-interest code, which can be incorporated by reference in an agency’s code. After public notice and hearing, the standard code may be amended by the Fair Political Practices Commission to conform to amendments in the Political Reform Act. Therefore, the terms of 2 California Code of Regulations section 18730 and any amendments to it duly adopted by the Fair Political Practices Commission are hereby incorporated by reference. This regulation and the attached Appendices designating positions and establishing disclosure categories shall constitute the Conflict of Interest Code of the Eel-Russian Project Authority (ERPA).

Those holding designated positions are designated employees or officials of ERPA and shall file their statements of economic interest with ERPA, which shall make the statements available for public inspection and reproduction. (Cal. Gov. Code, Section 81008). All statements shall be filed with ERPA and will be retained by ERPA.

**APPENDIX A
Designated Positions**

<u>DESIGNATED POSITIONS</u>	<u>DISCLOSURE CATEGORIES</u>
Members of the Board of Directors	1, 2, 3
Legal Counsel.....	1, 2, 3
Consultants*.....	1, 2, 3

*Consultants shall be included in the list of designated employees and shall disclose pursuant to the broadest disclosure category in the Code subject to the following limitation: The Board of Directors may determine in writing that a particular consultant, although a “designated position,” is hired to perform a range of duties that is limited in scope and thus is not required to fully comply with the disclosure requirements in this section. Such written determination shall include a description of the consultant's duties and, based upon that description, a statement of the extent of disclosure requirements. The Board of Directors’ determination is a public record and shall be retained for public inspection in the same manner and location as this conflict of interest code.

**APPENDIX B
Disclosure Categories**

Individuals holding designated positions shall disclose interests pursuant to their assignment to the corresponding disclosure categories:

Category 1

Investments and business positions in business entities, and income, including receipt of loans, gifts, and travel payments, from sources that provide services, supplies, materials, machinery, or equipment of the type utilized by ERPA. The types of sources include, but are not limited to the following:

Engineering services

Construction contractors

Hardware tools and supplies

Freight and hauling

Motor vehicles

Petroleum products

Photographic services, supplies and equipment

Water quality testing

Communications equipment and services

Well drilling

Electrical equipment

Computer hardware and software

Water treatment equipment, supplies and services

Appraisal services

Printing, reproduction, record keeping, etc.

Office equipment

Accounting services

Real estate agent/brokers and investment firms

Title companies

Public utilities

Banks and savings and loan institutions

Financial audit services

Consulting services, such as legal, energy and power, engineering, data processing, computers, labor relations, public relations, planning, economics, environmental, and appraisal

Agricultural production

Category 2

Interests in real property located within two miles of the boundaries of the Potter Valley Project, including its reservoirs, buildings, tunnel, penstocks, and related facilities.

Category 3

Investments and business positions in business entities, and income, including receipt of loans, gifts, and travel payments, from sources that have a claim pending or have filed a claim against ERPA within the last two years.

Meeting Date: January 31, 2024

Eel-Russian Project Authority
Adoption Item

TO: Board of Directors
FROM: Scott Shapiro, Mendocino County Inland Water and Power Commission, Special Counsel
SUBJECT: Adopt a resolution (i) designating negotiators for purpose of the negotiation over the acquisition of portions of the Potter Valley Project from PG&E; and (ii) designating the staff of the County of Sonoma, Mendocino County Inland Water And Power Commission, and Sonoma County Water Agency as Authority staff for purposes of representing the Authority and preserving the Attorney Client Privilege; and (iii) adopting a policy to support member agencies by allowing them to discuss ERPA closed session items in their own agencies' closed sessions pursuant to California Government Code section 54956.96(b).

Summary: The Eel-Russian Project Authority (ERPA) does not have any staff, but needs to have representatives for purposes of negotiations with PG&E and discussions with regulatory agencies. In addition, it is in the public interest for the Boards of the Member Agencies that make up ERPA to be able to have closed sessions to discuss items that ERPA discusses in closed session. This item facilitates both of these interests.

Background

The Eel-Russian Project Authority (ERPA) does not have any staff, but needs to have representatives for purposes of negotiations with PG&E and discussions with regulatory agencies. Until the creation of ERPA, negotiations with PG&E to acquire portions of the Potter Valley Project were handled by the staff and consultants of ERPA's member agencies: the County of Sonoma, Mendocino County Inland Water and Power Commission, and the Sonoma County Water Agency. Moving forward, it is in the interest of ERPA and its member agencies to be able to continue to use the same staff and consultants to continue negotiations with PG&E and for communications with regulatory agencies. This action allows that to happen.

In addition, it is in the public interest for the Boards of the Member Agencies that make up ERPA to be able to have closed sessions to discuss items that ERPA discusses in closed session. Government Code section 54956.96(b) allows a joint powers agencies to adopt a policy stating that all information required by the ERPA Board of Directors in a closed session may be disclosed with the legal counsel

of the member agency and other members of the board of the member agency if it has direct financial or liability implications for that member agency. The acquisition of portions of the Potter Valley Project by ERPA will have direct financial or liability implications for the ERPA member agencies. Therefore, this action adopts the policy permitted by Government Code section 54956.96.

Type of Vote Required

Per the Joint Exercise of Powers Agreement, this item requires a majority vote of the Board including affirmative votes of at least one representative from each of the following: (a) the Mendocino County Inland Water and Power Commission; and (b) either Sonoma County Water Agency or the County of Sonoma.

Fiscal Information

This action does not have any fiscal implications.

Staff Recommendation

1. Adopt a resolution (i) designating negotiators for purpose of the negotiation over the acquisition of portions of the Potter Valley Project from PG&E; and (ii) designating the staff of the County of Sonoma, Mendocino County Inland Water And Power Commission, and Sonoma County Water Agency as Authority staff for purposes of representing the Authority and preserving the Attorney Client Privilege; and (iii) adopting a policy to support member agencies by allowing them to discuss ERPA closed session items in their own agencies' closed sessions pursuant to California Government Code section 54956.96(b).

List of Attachments

1. Resolution No. _____

Contact

Scott Shapiro, MCIWPC Special Counsel, (916) 520-5234, sshapiro@downeybrand.com.

Eel-Russian Project Authority
Resolution No. _____

Resolution of the Governing Board of the EEL-RUSSIAN PROJECT AUTHORITY (Authority), State of California, (i) designating negotiators for purpose of the negotiation over the acquisition of portions of the Potter Valley Project from PG&E; and (ii) designating the staff of the County of Sonoma, Mendocino County Inland Water And Power Commission, and Sonoma County Water Agency as Authority staff for purposes of representing the Authority and preserving the Attorney Client Privilege; and (iii) adopting a policy to support member agencies by allowing them to discuss ERPA closed session items in their own agencies' closed sessions pursuant to California Government Code section 54956.96(b).

RESOLVED by Governing Board of the EEL-RUSSIAN PROJECT AUTHORITY, that:

WHEREAS, Prior to the creation of the EEL-RUSSIAN PROJECT AUTHORITY all negotiations and interaction with PG&E and regulatory agencies was handled by the staff and consultants of the member agencies, and

WHEREAS, It is in the interest of the EEL-RUSSIAN PROJECT AUTHORITY to have that continuity of the staff and consultants of its member agencies continue to speak for it, and

WHEREAS, It is also in the interest of the EEL-RUSSIAN PROJECT AUTHORITY for its member agencies to be permitted to discuss in closed session issues that it discusses in closed session related to the acquisition of portions of the Potter Valley Project;

NOW, THEREFORE, BE IT RESOLVED that the Governing Board of the EEL-RUSSIAN PROJECT AUTHORITY hereby:

1. Designate negotiators for purpose of the negotiation over the acquisition of portions of the Potter Valley Project from PG&E as those negotiators that have assisted its member agencies including Adam Brand, Grant Davis, Pam Jeane, Tom Johnson, David Manning, Cory Wurtzel O'Donnell, Richard Roos-Collins, Don Seymour, Scott Shapiro, and Brad

Sherwood.

2. Designate the staff of the County of Sonoma, Mendocino County Inland Water And Power Commission, and Sonoma County Water Agency as Authority staff for purposes of representing the Authority with PG&E and regulatory agencies and for preserving the Attorney Client Privilege.
3. Adopt a policy to support member agencies by allowing them to discuss ERPA closed session items in their own agencies' closed sessions pursuant to California Government Code section 54956.96(b).

PASSED, APPROVED AND ADOPTED this day, January 31, 2024, by the following vote:

DIRECTORS:

Gore: _____ McGourty: _____ Pauli: _____ Rabbitt: _____ Russ: _____

VOTES:

Ayes: _____ Noes: _____ Absent: _____ Abstain: _____

By:

	Date:

Meeting Date: January 31, 2024

Eel-Russian Project Authority
Adoption Item

TO: Board of Directors
FROM: Scott Shapiro, Mendocino County Inland Water and Power Commission, Special Counsel
SUBJECT: Establishing a Meeting Schedule

Summary: The Eel-Russian Project Authority (ERPA) needs to adopt a meeting schedule for its future meetings.

Background

The Eel-Russian Project Authority (ERPA) will now begin to engage with Pacific Gas & Electric (PG&E) and regulatory agencies as it seeks to acquire portions of the Potter Valley Project. Staff has reviewed the likely actions required this year and recommends that the Board of Directors set regular meetings, every other month, in the months of March, May, July, September, and November. In the event that additional business is required, a special meeting can be scheduled. In the event that there is no business to conduct, a regular meeting can be cancelled.

Staff recommends that the next meeting of the ERPA Board of Directors be scheduled following the meeting of the Technical Advisory Group (TAG) that is evaluating potential alternatives for future water diversion facilities. The TAG is scheduled to meet on March 11. By scheduling its next meeting following the TAG it will be able to consider the recommendations of the TAG in regard to any facility it selects for the purposes of discussions with PG&E.

Type of Vote Required

Per the Joint Exercise of Powers Agreement, this item requires a majority vote of the Board including affirmative votes of at least one representative from each of the following: (a) the Mendocino County Inland Water and Power Commission; and (b) either Sonoma County Water Agency or the County of Sonoma.

Fiscal Information

This action does not have any fiscal implications.

Staff Recommendation

1. Discuss a recurring schedule that works for the Board of Directors and adopt a resolution setting forth the regular meeting schedule for 2024.

List of Attachments

1. Resolution No. _____

Contact

Scott Shapiro, MCIWPC Special Counsel, (916) 520-5234, sshapiro@downeybrand.com.

Eel-Russian Project Authority
Resolution No. _____

Resolution of the Governing Board of the EEL-RUSSIAN PROJECT AUTHORITY (Authority), State of California, adopting a schedule for regular meetings of the Board of Directors.

RESOLVED by Governing Board of the EEL-RUSSIAN PROJECT AUTHORITY, that:

WHEREAS, the Board of Directors needs to schedule regular meetings of the Board to provide advance notice to the Public and for other purposes;

NOW, THEREFORE, BE IT RESOLVED that the Governing Board of the EEL-RUSSIAN PROJECT AUTHORITY hereby adopts the following schedule for regular board meetings:

1. March __, 2024
2. May ____, 2024
3. July ____, 2024
4. September ____, 2024
5. November ____, 2024

PASSED, APPROVED AND ADOPTED this day, January 31, 2024, by the following vote:

DIRECTORS:

Gore: _____ McGourty: _____ Pauli: _____ Rabbitt: _____ Russ: _____

VOTES:

Ayes: _____ Noes: _____ Absent: _____ Abstain: _____

By:

	Date: