

**SPECIAL BOARD OF DIRECTORS MEETING
East Palo Alto City Council Chambers
February 27, 2020 at 2:30 p.m.**

AGENDA

1. ROLL CALL
2. APPROVAL OF AGENDA
3. APPROVAL OF MEETING MINUTES: January 23, 2020 Regular Board meeting
4. PUBLIC COMMENT: *Individuals may speak on any topic for up to three minutes; during any other Agenda item, individuals may speak for up to three minutes on the subject of that item.*
5. REGULAR BUSINESS: Executive Director's Report
 - a. Board organization:
 - elect officers for 2020
 - discuss and approve the number, structure, and purview of standing and *ad hoc* Board committees
 - appoint Board members to standing and *ad hoc* Board committees for 2020
 - b. Consider approval of the draft Amended and Restated Joint Powers Agreement that created the SFCJPA
 - c. Brief informational report on Biennial Review of the Conflict of Interest Code and Notice to FPPC
 - d. Consider approving Resolution 20.2.27 of the Board of Directors adopting the 2019 Update to the Bay Area Integrated Regional Water Management (IRWM) Plan
6. CLOSED SESSION: Conference with Legal Counsel — Initiation of Litigation
Government Code Section 54956.9(c), One Case
7. CLOSED SESSION: Pursuant to Government Code Section 54957 regarding public employee performance evaluation - title: Executive Director
8. ADJOURNMENT

Agenda Item 3:

APPROVAL OF BOARD MEETING MINUTES

January 23, 2020 Regular Board meeting

Agenda Item 4:

PUBLIC COMMENT

Individuals may speak on any topic for up to three minutes; during any other Agenda item, individuals may speak for up to three minutes on the subject of that item.

Agenda Item 5:

REGULAR BUSINESS – EXECUTIVE DIRECTOR’S REPORT

a. Board organization:

- elect officers for 2020
- discuss and approve the number, structure, and purview of standing and *ad hoc* Board committees
- appoint Board members to standing and *ad hoc* Board committees for 2020

Proposed Board action: Appoint a Chair and Vice Chair-Secretary; approve the number, structure, and purview of standing and *ad hoc* Board committees for 2020; and appoint members to those committees and representatives to the ACWA/JPIA.



Board Organization

2019 Board positions

Chair: Kremen

Vice Chair: Abrica

Committees:

Finance: Pine & Kniss

Personnel: Abrica & Combs

Emergency Preparedness: Abrica & Kremen

Purposes, Roles and Responsibilities: Full Board

ACWA JPIA: Abrica (alternate Miyko Harris-Parker)

In 2020, add *ad hoc* committee on Exec. Dir. recruitment?

Agenda Item 5:

REGULAR BUSINESS – EXECUTIVE DIRECTOR’S REPORT

- b. Consider approval of the draft Amended and Restated Joint Powers Agreement that created the SFCJPA**

Proposed Board action: Approve the enclosed draft Amended and Restated Joint Powers Agreement effective January 1, 2020 that created the SFCJPA and recommend sending it to the governing boards of all member agencies for approval.



Two-phased approach to update the Joint Powers Agreement

- 1. Attorneys from SFCJPA and member agencies met and agreed on amendments that did not involve policy questions. This Amended and Restated Joint Powers Agreement was included in the Board packet for today's meeting. Following today's meeting, it is planned that in March each member agency governing board will consider this revised Agreement.**
- 2. Policy-related updates to the Agreement will be addressed in a second update brought to governing boards by the end of this fiscal year (June 30, 2020). Those updates may include changes to the sections describing SFCJPA purposes, powers, budget process, and indemnity.**



Phase 1 (Feb. 2020) revisions: the low-hanging fruit

- **Change to recitals explaining history of SFCJPA and need for amending this Agreement.**
- **Designate the Member Entity whose restrictions on the exercise of its powers apply to the SFCJPA.**
- **Delete unnecessary text.**
- **Allow for new members of the SFCJPA.**
- **State that the SFCJPA Board cannot include two members from the same member agency governing body.**
- **Specify: Board majorities and terms; operating budget income sources and approval milestone; insurance and controller requirements; process to amend Agreement; and indemnification of Board members, employees and agents.**



Phase 2: have the Agreement reflect what we do & want to do

- **Update “Purposes” section to reflect what we do now, and what Board and the community want us to do:**
 - 1) **protect against SF Creek and Bay flooding**
 - 2) **enhance the environment, create recreational opportunities**
 - 3) **provide emergency response info**
 - 4) **secure resources to implement 1, 2, and 3**
- **Update “Recitals” and “Powers” sections to reflect CA JPA law and standard language in JPA agreements, and make explicit JPA powers to fulfill “Purposes” section – including financing projects, issuing bonds, acquiring property by means other than donation, and hiring staff and legal counsel.**

Agenda Item 5:

REGULAR BUSINESS – EXECUTIVE DIRECTOR’S REPORT

- c. Brief informational report on Biennial Review of the Conflict of Interest Code and Notice to FPPC**

Agenda Item 6: CLOSED SESSION

**Conference with Legal Counsel — Initiation of Litigation
Government Code Section 54956.9(c), One Case**

Agenda Item 7: CLOSED SESSION

**Pursuant to Government Code Section 54957 regarding public
employee performance evaluation - Title: Executive Director**



NEXT BOARD MEETING

Thursday, March 26, 2020

3:30 p.m.

Palo Alto City Council Chambers

~~determined by its Board of Directors from entities with which it enters into agreements.~~ For purposes of, and to the extent required by, Government Code section 6509, in exercising its powers, the Authority shall be subject to the restrictions upon the manner of exercising the powers of the City of Menlo Park, ~~city or county Member Entity specified in this Agreement~~ except as otherwise authorized or permitted by the JPA Law.

2. PURPOSES. This Agreement is entered into by Member Entities under the JPA Law for the following purposes:

a. Protect communities and agencies from losses resulting from storms, tides and projected sea level rise in and around the San Francisquito Creek watershed and floodplain and nearby areas of the San Francisco Bay shoreline. ~~To facilitate and perform bank stabilization, channel clearing and other Creek maintenance.~~

b. Within these areas, create recreational opportunities and utilize a watershed approach to maintain, restore, and enhance the environment. ~~To plan flood control measures for the San Francisquito Creek watershed.~~

c. Provide emergency response agencies, other agencies, and the general public with regional information that enhances their ability to communicate about and respond to threats. ~~To take actions necessary to preserve and enhance environmental values and instream uses of San Francisquito Creek.~~

d. Secure and administer financial and staff resources in a transparent manner to implement these purposes. ~~To coordinate emergency mitigation and response activities relating to San Francisquito Creek.~~

e. ~~To make recommendations to Member Entities for funding and alternatives for long term flood control for Member Entity consideration.~~

5. POWERS OF THE AUTHORITY. The Authority shall have all powers common to the Member Entities and such additional powers granted to it by law. The Authority through its Board of Directors is authorized ~~in its own name and subject to the limitations set forth below~~, to do all acts necessary to fulfill the purposes of this Agreement referred to in Paragraph 2 including, but not limited to, each of the following:

- a. Make and enter into contracts;
- b. Incur debts, liabilities, and obligations, provided that no debt, liability, or obligation of the Authority shall be a debt, liability, or obligation of a Member Entity except as separately agreed to by a Member Entity;
- c. Receive contributions and donations of property, funds, services, and other forms of assistance from any source;
- d. Sue and be sued in its own name;
- e. Contract with independent consultants and/or contractors;
- f. Receive, collect, and disburse monies;
- g. Establish financing districts and issue bonds and issue other forms and evidence of indebtedness and grant security interests, as provided by law;~~Carry out other duties as required to accomplish other responsibilities as set forth in this Agreement;~~
- h. Acquire, real and personal property (including partial interests therein), including a public capital improvement, by purchase, gift, leases or eminent domain and to hold, own, manage, maintain and dispose of such property;
 - i. Hire staff, and aAssign, delegate, or contract with a Member Entity or third party to perform any of the duties of the Board including, but not limited to, acting as administrator for the Authority; and
 - i. Exercise all other powers and carry out other duties as necessary and proper to carry out the provisions of this Agreement.

These powers shall be exercised in the manner provided by applicable law and as expressly set forth in this Agreement.

Dec. 2013 Retreat: **Red Dots** for each SFCJPA Responsibility

- Long-term financing (16)
- Project financial planning (14)
- Grant writing and contracting (14)
- Grant administration and reporting (13)
- Project and funding agreements (13)
- Enviro. documentation/CEQA process (13)
- Early Warning System Upgrades (9)
- Resource conservation (7)
- Regional efforts (IRWMP, Stanford, etc) (6)
- Creek maintenance and resident coord. (5)
- Restoration and recreation planning (5)
- Corps of Engineers interactions (5)
- Federal engagement (5)
- Water quality monitoring (5)
- Land use coordination in watershed (5)
- Regional regulatory forum (3)
- Permitting (3)
- Channel inspection and maintenance (3)
- Debris removal – winter prep or emergency (2)
- Caltrans coordination (2)
- Consultant contracting and invoicing (1)
- Civil design contracting and review (0)
- Real estate acquisition (0)
- Utilities planning and contracting (0)
- Trash removal (0)
- Homeless encampments (0)
- Invasive plant control (0)
- Bank stabilization homeowner assistance (0)