Board Finance & Audit Committee Meeting and Special SMUD Board of Directors Meeting

Date: Tuesday, July 13, 2021
Time: 5:30 p.m.
Location: Virtual Meeting (online)
AGENDA
BOARD FINANCE & AUDIT COMMITTEE MEETING
AND SPECIAL SMUD BOARD OF DIRECTORS MEETING

Tuesday, July 13, 2021
Scheduled to begin at 5:30 p.m.

Zoom Webinar Link: Join SMUD Finance & Audit Committee Meeting Here
Webinar ID: 161 189 4795
Password: 520761
Phone Dial-in Number: 1-669-254-5252

In accordance with the Governor’s Executive Order N-29-20 and the Emergency Board Meeting Procedures adopted by the SMUD Board of Directors, the regular Board meeting and other public meetings are closed to the public to align with state, local, and federal guidelines and social distancing recommendations for the containment of the coronavirus.

Live video streams and indexed archives of meetings are available at: http://smud.granicus.com/ViewPublisher.php?view_id=16

Members of the public may register to provide verbal comments at an upcoming Board or Committee meeting by emailing a request to PublicComment@smud.org. Please include the date of the meeting, name, and topic or agenda item the requestor wishes to speak on. The request may also be submitted while the meeting is in progress during the standard time for the agenda item or topic. Pre-registration is strongly encouraged by no later than 3:00 p.m. on the day of the meeting.

Members of the public may provide written public comments on a specific agenda item or on items not on the agenda (general public comment) by submitting comments via e-mail. Comments may be submitted to PublicComment@smud.org and will be placed into the record of the meeting.

Members of the public that are listening to or watching the live stream of a Committee meeting and wish to submit written comments on a specific agenda item as it is being heard may submit their comments, limited to 250 words or less, to PublicComment@smud.org, noting the agenda item number in the subject line. The Committee Chair may read comments for items on the agenda into the record, in her discretion, based upon such factors as the length of the agenda or the number of e-mail comments received. General public comment for items not on the agenda will not be read into the record but will be provided to the Board and placed into the record of the Board meeting if it is received within two hours after the meeting ends.

This Committee meeting is noticed as a joint meeting with the Board of Directors for the purpose of compliance with the Brown Act. In order to preserve the function of the Committee as advisory to the Board, members of the Board may attend and participate in the discussions, but no Board action will be taken. The Energy Resources and Customer Services Committee will review, discuss and provide the Committee's recommendation on the following:
DISCUSSION ITEMS

1. **Casey Fallon**
   
   Authorize the Chief Executive Officer and General Manager to award a contract to **Anixter Inc.** for pole line hardware and electrical supplies for a five-year term from July 20, 2021, to July 19, 2026, for an amount not-to-exceed $25 million.
   
   Presentation: 7 minutes
   Discussion: 5 minutes

2. **Casey Fallon**
   
   Approve Contract Change No. 6 to Contract No. 4500096911 with **Securitas Critical Infrastructure Services, Inc.** for Rancho Seco security services to extend the contract expiration date by five years from August 1, 2021, to August 1, 2026, and increase the contract amount by $15 million, from $10.9 million to $25.9 million.
   
   Presentation: 7 minutes
   Discussion: 5 minutes

3. **Ross Gould**
   
   Approve an increase to the aggregate contract not-to-exceed amount for gas pipeline professional engineering services by $3 million, from $2 million to $5 million, for Contract No. 4500113214 with **Alisto Engineering Group** and Contract No. 4500113213 with **Gas Transmission Systems, Inc.**
   
   Presentation: 7 minutes
   Discussion: 5 minutes

INFORMATIONAL ITEMS

4. **Lisa Limcaco**
   
   Provide the Board with the financial results from the five-month period ended May 31, 2021.
   
   Discussion: 5 minutes
   Presentation: 2 minutes

5. **Claire Rogers**
   
   
   Discussion: 1 minute

6. **Jennifer Davidson**
   
   Provide the Board with the summary of SMUD’s current Power Supply Costs.
   
   Presentation: 2 minutes
   Discussion: 1 minute

7. **Public Comment**
8. Rosanna Herber Summary of Committee Direction.
Discussion: 1 minute

Pursuant to Resolution No. 20-06-08 adopted on June 18, 2020, Emergency Board Meeting Procedures are in effect:

Members of the public may make either a general public comment or comment on a specific agenda item by submitting comments via email. Comments may be submitted to PublicComment@smud.org. Comments will be provided to the Board and placed into the record of the Committee meeting if it is received within two hours after the meeting ends.

Members of the public that are listening or watching the live stream of a Board meeting and wish to comment on a specific agenda item as it is being heard, may submit their comments, limited to 250 words or less, to PublicComment@smud.org. The Board Chair may read the comments into the record, in her discretion, based upon such factors as the length of the agenda or the number of email comments received. Comments will be provided to the Board and placed into the record of the Committee meeting if it is received within two hours after the meeting ends.

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ADA Accessibility Procedures: Upon request, SMUD will generally provide appropriate aids and services leading to effective communication for qualified persons with disabilities so that they can participate equally in this virtual meeting. If you need a reasonable auxiliary aid or service for effective communication to participate, please email Toni.Stelling@smud.org, or contact by phone at (916) 732-7143, no later than 48 hours before this virtual meeting.
### BOARD AGENDA ITEM

**STAFFING SUMMARY SHEET**

**Committee Meeting & Date**
Finance & Audit
July 13, 2021

**Board Meeting Date**
July 15, 2021

<table>
<thead>
<tr>
<th>TO</th>
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<tbody>
<tr>
<td>1. Alan Sparks</td>
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<td>2. Roberts Adams</td>
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<td>4. Gary King</td>
<td>9. Legal</td>
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<tr>
<td>5. Jennifer Davidson</td>
<td>10. CEO &amp; General Manager</td>
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**Consent Calendar**

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<tr>
<th>X</th>
<th>Yes</th>
<th>No (If no, schedule a dry run presentation.)</th>
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<tbody>
<tr>
<td>Budgeted</td>
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<td>Yes</td>
</tr>
</tbody>
</table>

**FROM (IPR)**
Andrew Littlefield

**DEPARTMENT**
Warehouse Operations

**MAIL STOP**
EA404

**EXT.**
7278

**DATE SENT**
7/2/21

**NARRATIVE:**

**Requested Action:** Authorize the Chief Executive Officer and General Manager to award a contract to Anixter Inc. for pole line hardware and electrical supplies for a five-year term from July 20, 2021, to July 19, 2026, for an amount not-to-exceed $25,000,000.

**Summary:** Request for Proposal No. Doc2833034689 was issued in March 2021 to solicit qualified firms to supply SMUD with pole line hardware and other electrical supplies over the next five (5) years. When implemented, this multi-year strategic alliance agreement is expected to support SMUD’s ongoing requirements for critical pole line hardware inventory materials. Additionally, benefits of this strategic alliance agreement include, but are not limited to:

- Unit price reduction
- Consistent product quality
- Implementation of Quarterly Business Reviews for performance
- Focus on environmental sustainability
- Joint process improvement effort with supplier

Total cost savings based on the supplier negotiation and recommended award is $1,025,388 over the 5-year contract period or 4%.

**Board Policy:**

BL-8, Delegation to the CEO & GM with respect to Procurement
SD-7, Environmental Leadership

**Recommendation:** Award to Highest Evaluated Responsive Proposer.

- Award to:
  - Anixter Inc.
  - 6350 Goodyear Road
  - Benicia, CA 94510

- Proposers Notified by Procurement: 34
- Proposers Downloaded: 6
- Pre-Proposal Conference Attendance: 6
- Proposals Received: 4
### Responsive Proposals Received

<table>
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<tr>
<th>Proposal</th>
<th>P/F</th>
<th>10 Points SEED</th>
<th>45 Points Technical</th>
<th>45 Points Pricing</th>
<th>Total Score</th>
<th>Overall Rank</th>
<th>Proposal Amount</th>
<th>Evaluated Proposal Amount</th>
<th>Proposed Award Amount</th>
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<tbody>
<tr>
<td>Anixter Inc.</td>
<td>P</td>
<td>0</td>
<td>39.17</td>
<td>43.24</td>
<td>82.41</td>
<td>1</td>
<td>$16,605,331.53</td>
<td>$16,605,331.53</td>
<td>$25,000,000</td>
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<td>One Source Distributors</td>
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<td>23.50</td>
<td>45.00</td>
<td>68.50</td>
<td>2</td>
<td>$15,955,687.01</td>
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<tr>
<td>Graybar Electric Company</td>
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<td>32.21</td>
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<td>$22,288,407.90</td>
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</table>

### Non-Responsive Proposals Received

- **Lekson Inc.**
  - **Proposal Amount**: $0

**Comments:** Lekson Inc. only submitted pricing for a small portion of the optional materials and did not submit pricing for the primary bid schedule, which was a requirement.

**Supplier Diversity Program:** No certified SEED suppliers participated in this RFP. Anixter is self-performing this work.

**Benefits:** SMUD will create savings of $1,025,388 over the five-year contract term. SMUD will establish a strategic partnership with this key supplier.

**Cost/Budgeted:** $25,000,000; Budgeted for 2021-2026 by Warehouse Operations (expenses are allocated to Business Units based on usage).

**Alternatives:**
1. Extend the contract end dates to our existing pole line hardware and electrical supplies contracts. This approach would not produce the most competitive unit prices for SMUD.
2. Use the Bid Request solicitation type instead of the RFP type. The approach would not allow SMUD to negotiate pricing and evaluate other factors that bring value to SMUD including environmental impact, product quality, and customer service.

**Affected Parties:** Warehouse Operations, Supply Chain Services, Anixter Inc.

**Coordination:** Warehouse Operations and Joshua Williams, and Supply Chain Services.

**Presenter:** Casey Fallon, Director, Procurement, Warehouse & Fleet

### Additional Links:

### SUBJECT

FIVE YEAR INVENTORY REQUIREMENTS AWARD FOR POLE LINE HARDWARE

ITEM NO. (FOR LEGAL USE ONLY)

ITEMS SUBMITTED AFTER DEADLINE WILL BE POSTPONED UNTIL NEXT MEETING.
TO
1. Tasha Crawford
2. Robert Adams
3. Casey Fallon
4. Brad Gacke
5. Ross Gould
6. Frankie McDermott
7. Gary King
8. Jennifer Davidson
9. Legal
10. CEO & General Manager

NARRATIVE:
Requested Action: Approve Contract Change No. 06 to Contract No. 4500096911 with Securitas Critical Infrastructure Services, Inc. (Securitas) for Rancho Seco security services to extend the contract expiration date by five years from August 1, 2021, to August 1, 2026, and increase the contract amount by $15,000,000, from $10,900,000 to $25,900,000.

Summary: This contract was awarded on a competitive basis to Securitas Critical Infrastructure Services, Inc. in August 2016 under Board Resolution 16-06-03 to provide security services and operations support for SMUD’s Rancho Seco facility. The original contract was awarded for the period from August 1, 2016 to August 1, 2021, for an amount not-to-exceed $10,000,000. Contract Change No. 1 exercised the escalation provision based on the U.S. Bureau of Labor Statistics, Employee Cost Index. Contract Change No. 2 exercised the Board contingency to increase the contract by $900,000 to provide additional staffing resources in accordance with the updated Security Procedure. Contract Change No. 3, No. 4, and No. 5 exercised the escalation provision based on the U.S. Bureau of Labor Statistics. Contract Change No. 6 is requested to extend the expiration date from August 1, 2021 to August 1, 2026 and increase the contract from $10,900,000 to $25,900,000.

Securitas has provided a proposal for all previous solicitations for Rancho Seco Security Services and has been highest evaluated proposer each time. The initial award was in 2009, and, since then, they have established themselves as a valued strategic partner to SMUD. They have fine-tuned their base monthly staffing and support services, helped SMUD maintain regulatory compliance for the Nuclear Regulatory Commission (NRC) sites with zero incidents, and provided operational support above and beyond the typical security services framework. All in support of providing the most cost effective and efficient service offering to SMUD. This change is requested to continue to leverage the strategic partnership between SMUD and Securitas to continue to work collaboratively over the life of the contract. Market research indicates rates for this service are expected to vastly increase over the next five years. To ensure SMUD continues to receive the highest level of service, it is in SMUD’s best interest to extend and increase this contract to secure competitive pricing and continue the strategic partnership with Securitas.

Currently, the contract balance is approximately $613,000.

<table>
<thead>
<tr>
<th>Contract Actions</th>
<th>Amount</th>
<th>Cumulative Total</th>
<th>Description</th>
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<tr>
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<tr>
<td>Change No. 01</td>
<td>$0.00</td>
<td>$10,000,000</td>
<td>Exercised U.S.BLS provision</td>
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<td>Change No. 02</td>
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<td>$10,900,000</td>
<td>Added contingency</td>
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<td>Change No. 03</td>
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<td>Change No. 04</td>
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<tr>
<td>Change No. 05</td>
<td>$0.00</td>
<td>$10,900,000</td>
<td>Exercised U.S.BLS provision</td>
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</table>
Board Policy: BL-8; Delegation to the CEO & GM with respect to Procurement; SD-17 Enterprise Risk Management;
This Agreement reduces the risk associated with SMUD’s obligation to maintain compliance with increasingly complex NRC Regulations and provides active state-of-the-art security oversight, training, and equipment for the Rancho Seco facility.

Comments: Price negotiations have resulted in a 9% ($780,000) reduction in cost to SMUD as a result of this contract change.

Benefits: To continue to provide SMUD with the means to maintain a high level of support for meeting the operational security requirements of the Rancho Seco facility based on federally mandated security support for Independent Spent Fuel Storage Installation (ISFSI).

Cost/Budgeted: $15,000,000; Budgeted for 2021-2026 by Rancho Seco.

Alternatives: Issue a solicitation which could result in significant price increases and potentially lose the historical knowledge and partnership Securitas has provided for over a decade.

Affected Parties: Power Generation, Supply Chain Services, and Contractor.


Presenter: Casey Fallon, Director, Procurement, Warehouse & Fleet

Additional Links:

SUBJECT Approve Contract Increase and Extend Term for Rancho Seco Security Services
ITEM NO. (FOR LEGAL USE ONLY) ITEM NO. (FOR LEGAL USE ONLY)
ITEMS SUBMITTED AFTER DEADLINE WILL BE POSTPONED UNTIL NEXT MEETING.
**NARRATIVE:**

Requested Action: Approve increase to the aggregate contract not-to-exceed amount for gas pipeline professional engineering services by $3 million, from $2 million to $5 million, for Contract No. 4500113214 with Alisto Engineering Group (Alisto) and Contract No. 4500113213 with Gas Transmission Systems, Inc. (GTS).

Summary: The original contracts were awarded on a competitive basis for the period January 1, 2019, to December 31, 2022, with two optional one-year extensions, for a not-to-exceed aggregate amount of $1,500,000. Contract Change 1 to 4500113213 (GTS) added a subcontractor and new labor classifications. Contract Change 1 to 4500113214 (Alisto) and Contract Change 2 to 4500113213 (GTS) increased the total contract aggregate amount by $500,000 to $2,000,000. This Board action item will authorize the CEO & General Manager to approve the requested total aggregate contract amount increase from $2,000,000 to $5,000,000.

The gas pipeline professional engineering services contractors are nearing the funding limit due to efforts supporting the design and installation of two 2020 interconnections to convey natural gas supply on behalf of another utility (Resolution No. 20-01-05). In addition, The Pipeline and Hazardous Materials Safety Administration (PHMSA) operated under the Department of Transportation introduced the “Mega Rule” effective July 1, 2020, which is one of the most significant regulatory changes in the pipeline regulatory body, promulgating SMUD’s proactive response to implement a Material Verification program, which is currently underway. In addition, SMUD’s 2030 Zero Carbon Plan will require the engineering analysis and evaluation of numerous pipeline segment material properties to verify blending and possible conversion to biofuels, hydrogen mixtures or all-hydrogen solutions to meet the plan’s goals.

Currently, the aggregate balance is approximately $150,000.

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<th>Contract Actions</th>
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<tr>
<td>Original Aggregate Amount</td>
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<td>New Awards</td>
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<td>Contract Change 1 to 4500113213 (GTS)</td>
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<td>Add subcontractor and new labor classifications</td>
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<tr>
<td>Contract Change 1 to 4500113214 (Alisto) / Contract Change 2 to 4500113213 (GTS)</td>
<td>$500,000</td>
<td>$2,000,000</td>
<td>Increase Total Aggregate Amount</td>
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<tr>
<td>Pending Board approval</td>
<td>$3,000,000</td>
<td>$5,000,000</td>
<td>Increase Total Aggregate Amount</td>
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**Board Policy:** BL-8, Delegation to the CEO & GM with respect to Procurement; SD-4, Reliability; SD-6, Safety; SD-13, Economic Development Policy
Benefits: This administrative change will provide SMUD with 2 qualified Contractors to support SMUD's 2030 Zero Carbon Plan. The current contract billing rates are fixed throughout the 3-year term plus option years. SMUD considers these rates to be fair and reasonable.

Cost/Budgeted: $5,000,000; Budgeted for 2021 through 2025 by Power Generation.

Alternatives: SMUD crews could hire internal engineering staff to perform the services; however, the onboarding time would delay projects and jeopardize meeting the 2030 goals.

Affected Parties: Power Generation, Supply Chain Services, and Contractor.

Coordination: Power Generation, Kevin Hudson, and Supply Chain Services.

Presenter: Ross Gould, Director, Power Generation

Additional Links:

SUBJECT
Approve Aggregate Contract Increase for
Gas Pipeline Professional Engineering Services

ITEM NO. (FOR LEGAL USE ONLY)

ITEMS SUBMITTED AFTER DEADLINE WILL BE POSTPONED UNTIL NEXT MEETING.
**Board Agenda Item**  
**Staffing Summary Sheet**

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<th>Consent Calendar</th>
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<th>No</th>
<th>If no, schedule a dry run presentation.</th>
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<th>Yes</th>
<th>No</th>
<th>(If no, explain in Cost/Budgeted section.)</th>
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<td></td>
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<td>Lisa Limcaco</td>
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**NARRATIVE:**

**Requested Action:** Provide SMUD’s financial results for the year-to-date period in 2021.

**Summary:** Staff will present SMUD’s financial results for the year-to-date period in 2021 to the Board of Directors.

**Board Policy:** GP-3, Board Job Description

**Benefits:** Provides Board members with information regarding SMUD’s financial condition.

**Cost/Budgeted:** n/a

**Alternatives:** None

**Affected Parties:** Accounting

**Coordination:** Accounting

**Presenter:** Lisa Limcaco

**Additional Links:**

**Subject:** Year-to-date Financial Results for SMUD  
**Item No. (For Legal Use Only):**

*Items submitted after deadline will be postponed until next meeting.*
BOARD AGENDA ITEM

STAFFING SUMMARY SHEET

TO

1. Gary King
2. Jennifer Davidson
3.
4.
5.
6.
7.
8.
9. Legal
10. CEO & General Manager

Consent Calendar | Yes | No (If no, schedule a dry run presentation.) | Budgeted | Yes | No (If no, explain in Cost/Budgeted section.)
---|---|---|---|---|---
FROM (IPR) | Claire Rogers | DEPARTMENT | Audit & Quality Services | MAIL STOP | EXT. | DATE SENT
| | | | ME-2 | 7122 | 7/6/21

NARRATIVE:

Requested Action: Informational agenda item to provide Board Members with the opportunity to ask questions and/or discuss recent reports issued by Audit and Quality Services.

Summary: Reports Issued by Audit and Quality Services:

<table>
<thead>
<tr>
<th>Title</th>
<th>Report Number</th>
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</thead>
<tbody>
<tr>
<td>Status of Recommendations Report for Q2 2021</td>
<td>n/a</td>
</tr>
</tbody>
</table>

Board Policy: Board-Staff Linkage, Board-Internal Auditor Relationship (BL-3)

Benefits: n/a

Cost/Budgeted: n/a

Alternatives: n/a

Affected Parties: Board, Internal Advisor

Coordination: n/a

Presenter: Claire Rogers

Additional Links:
TO:    Board of Directors
       DATE:  July 6, 2021
FROM:  Claire Rogers

SUBJECT:  QUARTERLY REPORT ON THE STATUS OF RECOMMENDATIONS AS OF JUNE 30, 2021

We are pleased to inform you that all outstanding recommendations have been implemented and there are no outstanding audit recommendations as of June 30, 2021. Four open items were closed during the reporting period and were reviewed to assure implementation in accordance with the management response.

If you need further information or wish to discuss any aspect of the report, please contact me at 732-7122, or Claire.Rogers@smud.org.
TO  | TO
---|---
3.                   | 8.  
4.                   | 9. Legal 
5.                   | 10. CEO & General Manager 

Consent Calendar | Yes | No | If no, schedule a dry run presentation. | Budgeted | Yes | No | (If no, explain in Cost/Budgeted section.)
---|---|---|---|---|---|---|---

FROM (IPR) | DEPARTMENT | MAIL STOP | EXT. | DATE SENT
Jennifer Restivo | Planning, Pricing & Enterprise Performance | B356 | 6343 | 12/30/20

NARRATIVE:

Requested Action: Provide the summary of SMUD’s current Power Supply Costs.

Summary: Staff will present the summary of SMUD’s current Power Supply Costs to the Board of Directors.

Board Policy: GP-3, Board Job Description

Benefits: Provides Board members with current power supply costs information for SMUD.

Cost/Budgeted: n/a

Alternatives: n/a

Affected Parties: Planning, Pricing & Enterprise Performance

Coordination: Planning, Pricing & Enterprise Performance

Presenter: Jennifer Davidson

Additional Links:

SUBJECT: Summary of SMUD’s current Power Supply Costs

ITEM NO. (FOR LEGAL USE ONLY)
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<td>10. CEO &amp; General Manager</td>
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**Consent Calendar**: Yes  x  No (If no, schedule a dry run presentation.)

**Budgeted**: Yes  x  No (If no, explain in Cost/Budgeted section.)

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<th>MAIL STOP</th>
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<tbody>
<tr>
<td>Rosanna Herber / Donna Lofton</td>
<td>Board Office</td>
<td>B307</td>
<td>5079</td>
<td>12/22/20</td>
</tr>
</tbody>
</table>

**NARRATIVE:**

**Requested Action**: Provide a summary of committee direction from the Board to Staff.

**Summary**: During a Board discussion at the January 2017 Policy Committee, the Board requested having an on-going opportunity to do a wrap up period at the end of each committee meeting to summarize various Board member suggestions and requests that were made at the meeting in an effort to make clear the will of the Board. The Committee Chair will summarize Board member requests that come out of the committee presentations for this meeting.

**Board Policy**: GP-4 Agenda Planning states the Board will focus on the results the Board wants the organization to achieve.

**Benefits**: Having an agendized opportunity to summarize the Board’s requests and suggestions that arise during the committee meeting will help clarify what the will of the Board.

**Cost/Budgeted**: N/A

**Alternatives**: Not summarize the Board’s requests at this meeting.

**Affected Parties**: Board of Directors and Executive Staff

**Coordination**: Donna Lofton, Special Assistant to the Board

**Presenter**: Rosanna Herber, Finance & Audit Committee Chair

**Additional Links:**

**SUBJECT**: Summary of Committee Direction

ITEM NO. (FOR LEGAL USE ONLY)

ITEMS SUBMITTED AFTER DEADLINE WILL BE POSTPONED UNTIL NEXT MEETING.