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August 11, 2021

VIA E-MAIL ONLY

Mira Hashmall
MILLER BARONDESS, LLP
1999 Avenue of the Stars, Suite 1000
Los Angeles, California 90067

**Re: Special Meeting of Operations, Personnel & Technology Committee
Meeting and Comments about Linda Waade**

Dear Mira:

On July 27, 2021, the Metropolitan Water District of Southern California (MWD) held its Operations, Personnel & Technology (OP&T) committee meeting. Much to our surprise and concern Linda Waade, former Deputy General Manager for External Affairs, MWD was discussed at this meeting in a fashion that violated the confidentiality of the Ethics Office investigation guidelines.¹ and the principles of confidentiality that the Shaw Group was also to follow. Indeed, it was ironic that this discussion occurred right after a discussion about the importance of maintaining the confidentiality of witnesses.

I am sure you have access to the audio tape of this meeting. Ms. Waade's name was first introduced by MWD Board Member Tim Smith (from the SDWA).² The Chair asked if this matter should be heard in executive session. Instead of saying yes, or following the direction of Abel Salinas who indicated any discussion of the contents of an ethics investigation should not be discussed, a ping pong conversation occurred between the Board member, Ms. Scully and Brooke Kozak, a representative of the Shaw Group as to the scope of Ms. Waade's conversations with both the MWD Ethics Office and the Shaw Group. In addition to the impropriety of that discussion the information relayed was also inaccurate.

¹ See *Office of Ethics Guidelines for Investigations*
http://www.mwdh2o.com/PDF_Who_We_Are/Ethics%20Office%20Investigation%20Guidelines.pdf

² The relevant testimony begins at 2:22:46, though just before then the topic of the need for confidentiality in such matters was stressed.

We are troubled as it is difficult to put the genie back in the bottle once these comments were made. That said, we are demanding that any and all references, at MWD's public board and committee meetings, to confidential information regarding Ms. Waade's experience at MWD, including her communication with MWD staff and/or their representatives cease from this time forward. We further demand that MWD publicly acknowledge, in open session at the August 17, 2021 board meeting, the breach in confidentiality that occurred and correct, for the record, the inaccurate information conveyed at that meeting. Specifically:

- In response to a question at the July 27, 2021 committee meeting, Ms. Scully referred to an interview with Ms. Waade conducted by and at the request of the then-Ethics Officer and staff in 2016. During the discussion, Ms. Scully stated multiple times that "...this was an ethics matter which had nothing at all to do with...was irrelevant to the investigation undertaken by the Shaw Law Group and its subsequent report presented at the July 27 committee meeting..."
- In addition to the breaches of confidentiality, it was not accurate to state that the "Waade ethics matter" is unrelated to the Shaw Law Group's investigation and report. When Ms. Waade was contacted and interviewed by the Ethics Office in 2015/2016, she was asked about her experience at MWD including specific questions pertaining to Equal Employment Opportunity (EEO) matters. In response, Ms. Waade conveyed to Ethics Office staff the experiences she had and the concerns she raised at the time she resigned, including EEO issues. These conversations occurred before, during and after Ms. Waade's interview in September 2016. Also, earlier this year, Ms. Waade discussed these matters, including EEO-related issues, with Abel Salinas, Ethics Officer, and his staff. This information was conveyed both orally and in writing.
- At the July 27 committee meeting, Brooke Kozak, Shaw Law Group, disclosed not only confidential but inaccurate information about Ms. Waade including: "...she (Waade) had reached out to the Ethics Officer (Abel Salinas) and requested an interview with us (Shaw Law Group)." Kozak added, "Ms. Waade, in the end, elected that she not follow through and interview with us so we did not interview her and the information we received from the Ethics Office about her issues were not EEO related."
- Any references to Ms. Waade and any contact she may have had with the Ethics Office and/or the Shaw Law Group is a clear breach of confidentiality, a point which Mr. Salinas attempted to make during the committee meeting. Nonetheless, Ms. Kozak went on to say that the information SLG received from the Ethics Office regarding Ms. Waade was not EEO-related. It may or may not be accurate for Kozak to state that what the Ethics Office provided was not EEO-related; however, Ms. Waade provided, in writing and directly to the SLG, specific examples of her experience while employed by MWD, some of which were EEO-related, including copies of relevant documents.

- While Ms. Waade was not interviewed by the Shaw Law Group, she did provide documentation for the purpose of their investigation. In her written communication to Ms. Kozak, Ms. Waade stated, "If you have any questions about the attached documents or anything related to my case, please let me know and we can schedule a time to talk." Ms. Kozak failed to follow up.

We propose the best way to cure the MWD's misconduct is for the Board Chair to read this letter out loud at the board meeting so it is formally included in the MWD board meeting minutes (written and recorded) in the same way the 7/27/21 committee meeting discussion is.

We also request that the MWD acknowledge, at the August 17 board meeting, that MWD and/or its representatives (Shaw) disclosed confidential and, in some instances, inaccurate information at the committee meeting on July 27. Ms. Waade is not seeking an apology or other remedy at this time, but she feels that failure to correct the record, both leaves inaccurate information in the public arena and can serve to chill others from coming forward for fear their name and concerns will be recited in open session.

Also, since Brooke Kozak stated that the information about the Waade matter was not EEO-related, we seek a letter from the SLG stating how they made that determination. As you well know Ms. Waade reached out to the Ethics Office who referred her to the Shaw Law Group after EEO concerns were made public. Her goal was to share what she knew to the extent it could be helpful. The remarks at the Committee meeting undermine and turn on its head her very goal.

We hope you take the time to listen to the meeting and ensure the MWD takes all steps described above to ensure the confidentiality of all conversations with the Ethics Office and the Shaw Law Group and Ms. Waade's rights and that inaccuracies are corrected.

As you know Ms. Waade and our office have cooperated with the MWD in good faith. The conduct at this Committee meeting undermines those efforts. We hope to hear from you by the close of business August 13, 2021. If we do not hear from you we will take all steps to ensure this letter and any necessary comments are put on the record on the 17th.

Sincerely,

SCHWARTZ, STEINSAPIR, DOHRMANN
& SOMMERS LLP

Margo A. Feinberg
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MAF:lz

cc: Ms. Linda Waade (*via e-mail only*)