

**Memorandum of Understanding for
Equitable Involvement: Reimagining a Community Climate Advisory Committee**

This is a Memorandum of Understanding (“MOU”), dated _____ (“Effective Date”), between Watsonville, CA (“Lead Community”), and the Urban Sustainability Directors Network (“USDN”), an Illinois nonprofit corporation, to implement the **Equitable Involvement: Reimagining a Community Climate Advisory Committee** project (“Project”).

This Memorandum of Understanding simply describes partnership roles.

1. Purpose and Scope

This reinvigorates a currently minimally active climate advisory committee by applying an equity lens to capacity-building with the intent to deliver:

- increased transparency,
- recognition and application of community wisdom, and
- the governance framework necessary to transition the committee’s engagement from level 2 (consult) to level 3 (involve) on the spectrum from engagement to empowerment¹.

The work is described in greater detail in the Final Project Proposal, Appendix 1.

2. Project Term

USDN and the Lead Community agree to a Project Term of 6-months from award notification (March 2023-November 30, 2023). If more time is required, the Lead Community indicates this to fund management as soon as that is known, so an extension can be documented. Please reference the [USDN Award Guidelines and Policies](#) for more information about this process.

3. Responsibilities

- a. **USDN.** USDN, as a project investor, is responsible for:
- i. **Funding.** USDN provides funding for the project in an amount not to exceed \$20,000. Payment(s) are made according to the Payment Schedule described in Table 1.
 - ii. **Technical Assistance.** USDN contracts with [Sutherland & Associates](#) to manage its competitive member funds. Fund management assists with any decision-making that impacts this MOU or any associated agreements/ payments. They receive, confirm, and process all deliverables, quarterly reports, and invoices. They monitor progress and capture the impacts of the investment. Additionally, USDN assigns 1 staff member to each project to ensure the work is integrated into network efforts to advance the field. This person does not make decisions, project manage, or deal with any agreement shifts or

¹ As developed by Rosa González in [Facilitating Power](#)

modifications. The initial USDN contact is [Baja](#), who may assign another USDN team member from there – depending on how the work unfolds.

iii. **Payment Processing.** USDN processes Lead Community approved invoices upon receipt via the Lead Community, within 30 days.

- Invoices are submitted by any party receiving payment, including local governments. Invoices paid by USDN to any party follow the payment schedule outlined in Table 1 of this agreement, which are also reflected in any associated independent contractor agreement(s). All invoices are addressed to:

Urban Sustainability Directors Network (USDN)

Reference: E15- Watsonville, CA

Attn: Terri Norton

Accounting Manager

500 Westover Drive #14973

Sanford, NC 27330

- Project funds are expended per the proposed budget, in accordance with the terms in this MOU and to fulfill the scope of the final and awarded proposal.
- To keep the Lead Community as the visible lead of the work, invoices are approved by the Lead Community and then submitted to USDN fund management for review against the project budget. USDN fund management initiate processing of approved invoices with USDN.²

b. **Lead Community.** The City of Watsonville as the Lead Community, is responsible for:

- Project Management and Coordination.** Providing the project management and coordination necessary to complete the project.
- Communications Briefing.** Awardees keep USDN staff person assigned cc'd on all quarterly reports and deliverables.
- Quarterly Updates.** Submitting a 1-2 paragraph update describing progress on outputs, timeline, budget, and metrics is due at the end of each quarter, until project completion.
- Final Products and Reporting.** By November 30, 2023, submitting:
 - **Project Products / Outputs.** All substantial products and outputs produced as high-quality deliverables, for posting to the USDN website.
 - **Final Project Report.** A final project report, form [here](#)
 - **High Resolution Photos.** High resolution .jpg photographs of project work, to potentially be used in USDN communications.
 - **Project Budget and Expenditures.** A detailed record of project expenditures, including a comparison of original budget to award expenditures. Please use the Budget Template [here](#) or simply modify and return your proposal budget to show proposed to actuals.
- USDN Presentation.** At project completion, awardees are asked to present project

² To prevent any payment delays, the Lead Community lets Fund Management staff know of any schedule or staffing changes with as much advance notice as possible so that schedules can be adjusted.

outcomes during a USDN virtual or in person meeting, if requested.³

- vi. **1-Year Impact Report.** Submitting a 1-page report 1 year after the project term, noting any additional impacts that have developed since the project ended.

4. **Project Participants and Primary Contacts**

a. **Lead Community and Primary Contact:**

- i. **Lead Community:** Watsonville, CA
- ii. **Project Lead:** Toto Vu-Duc, Senior Environmental Projects Analyst, Public Works & Utilities, toto.vuduc@cityofwatsonville.org | office: 818-768-3160 | work cell: 818-212-3419
- iii. **Project Manager:** Toto Vu-Duc, Senior Environmental Projects Analyst

b. **Project Participants.**

- i. **Primary Participating Local Governments:** City of Watsonville
- ii. **Observing Participating local governments:**
 - Regional Climate Project Working Group agencies
 - City of Santa Cruz
 - County of Santa Cruz
 - City of Monterey
 - County of Monterey
- iii. **Cross-departmental Participants:**
 - Leonardo Cruz, Community Outreach Team (Project Communications Manager)
- iv. **External Primary Partners:**
 - 1-2 Equity & Governance Consultant(s) (private specialist -OR- local community-based organization) to be confirmed following procurement process
 - 15-member Community Advisory Committee, historically selected based on interest, availability, and ability to represent underserved community groups

5. **Project Scope: Deliverables, Timeline, Reporting and Payment Schedule**

Project requests from the Selection Committee:

- Please provide status on funding from the Ecology Action & Regeneration's Monterey Bay Climate Justice Collaborative. Was this money received?
 - *No, unfortunately this funding proposal was not successful. I have attached the notice we received from Regeneration advising us of the decision.*
- If so, is it duplicative in any way of the actions described in this proposal? Or, is it pure leverage to do more of this kind of work?
 - *If it had been received, it would have been leveraged, not duplication. The exact amount that would have come to the Watsonville committee specifically was not confirmed because it depended on*

³ This request is subject to USDN's communications schedule and is not guaranteed to be made.

other factors like which community partners were to be involved in the wider regional collaborative and in what capacity. At most, it could have compensated committee members in their capacities as representatives of local CBOs; this type of role was scoped out of the USDN committee member proposal to begin with as CBO rates differ from individual community representation.

- Can any portion of this request be reduced? USDN's cap is \$20,000, and it would be ideal from a USDN budgetary standpoint to reduce the ask by ~\$3,000.
 - The proposal has been amended to omit committee member compensation (a \$4,290 reduction) but keep costs associated with other barriers to participation (childcare and food). The requested amount now is estimated at \$15,717.

Project activities, deliverables, and due dates are scheduled below in Table 1.⁴

Table 1. Schedule of Project Deliverables and Payments

#	Activity	Deliverables	Due Date	Payment / Recipient
		Agreements: Signed MOU and other project agreements	Not later than 30 days after MOU is delivered	Payment upon fully executed MOU and associated invoice: \$15,717 to City of Watsonville
		Communications Briefing	USDN Staff Person assigned, Baja . Please cc on quarterly reports and deliverables.	
1	Activity 1. Socialize refresh opportunity and scope with existing committee	Deliverable 1: Agenda/notes and participant list	Date: April 1, 2023	
	Progress Update 1	250-word update	Q1: May 15, 2023	
2 - 4	Activity 2-4. Procure equity & governance consultant	Deliverable 2-4: Requests for proposals, Evaluation worksheets/notes, Signed MOU or consultant contract	Date: July 29, 2023	
	Progress Update 2	250-word update	Q2: August 15, 2023	
5	Activity 5. Facilitate equity & governance workshops	Deliverable 5: Agendas/notes and participant lists	Date: September 29, 2023	
	Progress Update 3	250-update	Q3: October 19, 2023	
6 - 7	Activity 6-7.	Deliverable 6-7: Adopted Committee Charter, MOU or Terms of Reference, Agenda/notes confirming agreed governance	Date: November 18, 2023	
8	Activity 8. Finalize project costs	Deliverable 8: Invoices and receipts for childcare & food	Date: November 30, 2023	

⁴ Please add these dates to calendars(s) and proactively notify USDN Fund Management if it is anticipated that any deliverable due dates will shift after this award agreement is executed. Schedules will be adjusted accordingly. Table 1 becomes the project's Deliverables Report. Each time a deliverable is received, it is returned to the Lead Community from Fund Management with notes/links as a receipt. This method keeps each party clear and aligned on the status of the work.

		expenditures, Participant attendance spreadsheet (supported by Deliverable 5)		
9	Activity 9. Provide lessons learned and planned projects impacted	Deliverable 9. Project closure report, including lessons learned and future projects to benefit from renewed committee	Date: November 30, 2023	
	Final Project Report, Photos, and Budget Reconciliation	Final project report describing lessons / impacts, high resolution photos (.jpg format) and the final reconciled budget	Date: November 30, 2023	
	USDN Presentation	Possible scheduling of a presentation to the network: dependent on the outcomes, audience, and USDN network communications schedule		

6. Lobbying. USDN project funds cannot be used for lobbying.

Please complete the attached acceptance form, and email back to the Fund Management team and Terri Norton (terrinnorton@usdn.org). Then, USDN will sign and return a fully executed copy to the Lead Community.

Urban Sustainability Directors Network

Signature: _____

Name: Jamal Brown

Title: Chief Financial Officer

Date: _____

Acceptance of Memorandum of Understanding

The City of Watsonville accepts the terms of this MOU.

Name: Rene Mendez

Title: City Manager

Signature: _____

Instructions for Check Issuance: Invoices will be submitted for each payment by the organization receiving funds with a completed [ACH Authorization Form](#) and [W-9 Form](#)

City/County Tax ID Number: 94-6000451

Project Lead Contact Information:

Name: Toto Vu-Duc

Address: 500 Clearwater Lane, Watsonville, CA 95076

Phone: (831) 212-3419

Email: toto.vuduc@cityofwatsonville.org

Appendix 1
Full Project Proposal

Emergent Learning Fund Proposal Form 1
Funding Track 1: Relationship Building, Planning or Development Work

1. **Project type:** member-to-community
2. **Project focus:** capacity building
3. **Project title:** Equitable Involvement: Reimagining a Community Climate Advisory Committee
4. **Project purpose:** This project reinvigorates a currently minimally active climate advisory committee by applying an equity lens to capacity-building with the intent to deliver:
 - increased transparency,
 - recognition and application of community wisdom, and
 - the governance framework necessary to transition the committee’s engagement from level 2 (consult) to level 3 (involve) on the spectrum from engagement to empowerment⁵.
5. **Amount requested:** \$15,717
6. **Project timeline:** High-level phases are listed below. All months refer to 2023:
 - a. Mar-Jul: Procure an equity consultant
 - b. Aug-Oct: Consultant-Committee Equity & Governance Workshops
 - c. Nov: Governance Adoption
 - d. Dec: Project Close

7. **Visualization of impact summary.**

The community advisory committee is Watsonville’s primary lever to ensure our Climate Action & Adaptation Plan (CAAP) prioritizes frontline community needs. This committee creates a forum for people who – for many reasons, but mostly those due to systemic inequities – can’t access existing City institutions with influence. The vision for what this committee can accomplish is inspired by [Multnomah County’s Climate Justice by Design](#) and [Auckland Council’s Mana Whenua Forum](#).

This proposal is scoped to gather community advice and buy-in on the CAAP’s implementation, shifting the level of engagement from tokenization to voice. Our approach builds on lessons learned from other City initiatives like the Policing & Social Equity Commission while also addressing targeted improvements to the original climate committee voiced by members and City staff (for specifics, please see question 11). The result seeks to impact not only how the CAAP is delivered, but also provide the building blocks for greater

⁵ As developed by Rosa González in [Facilitating Power](#)

community capacity to undertake effective climate action together beyond the CAAP's 2030 goals.

Years of climate work have shown that highly functional and diverse community advisory committees can positively alter the agency of the represented communities and change a city's approach to community input. Over time, these shifts scale up, increasing community ownership of climate work beyond simple one-off project participation. The compound benefits associated with increased community agency are significant, like local job creation and career pathways emerging in the long-term delivery of CAAP projects.

These benefits can be leveraged for further funding opportunities and regional capacity building. While equitable community advisory boards are becoming best practice across the country, in Watsonville this initiative will be a first. The model proposed incorporates learnings from past efforts at community panels and previous USDN equity training investment to serve as a proof of concept integrating equity principles and act as a lever for broader cultural change. The inclusion of an equity consultant is also a capped, exploratory exercise to discover local specialists who may not be known to the City. The ripple effect goes beyond the city as long-term skills, relationships, and trust grow between local governments, frontline communities, equity professionals, and regional climate networks.

8. **Lead USDN member.** Toto Vu-Duc, Senior Environmental Projects Analyst, Public Works & Utilities

toto.vuduc@cityofwatsonville.org | office: 818-768-3160 | work cell: 818-212-3419

9. **Other participants:**

- Leonardo Cruz, Community Outreach Team (Project Communications Manager)
- 1-2 Equity & Governance Consultant(s) (private specialist -OR- local community-based organization) to be confirmed following request for proposal

- 15-member Community Advisory Committee, historically selected based on interest, availability, and ability to represent underserved community groups

10. **Root cause design.** Our root cause analysis uses a simplified [5 Whys Funnel Diagram](#) (image: right).

Our proposal for an equitable climate committee will directly impact symptoms at levels:

- 5) amplifying frontline perspectives to increase the proportion of representation and ownership
- 4) increasing representation pathways for low-income, indigenous, people of color, and women
- 3) designing a space to consult these communities specifically.

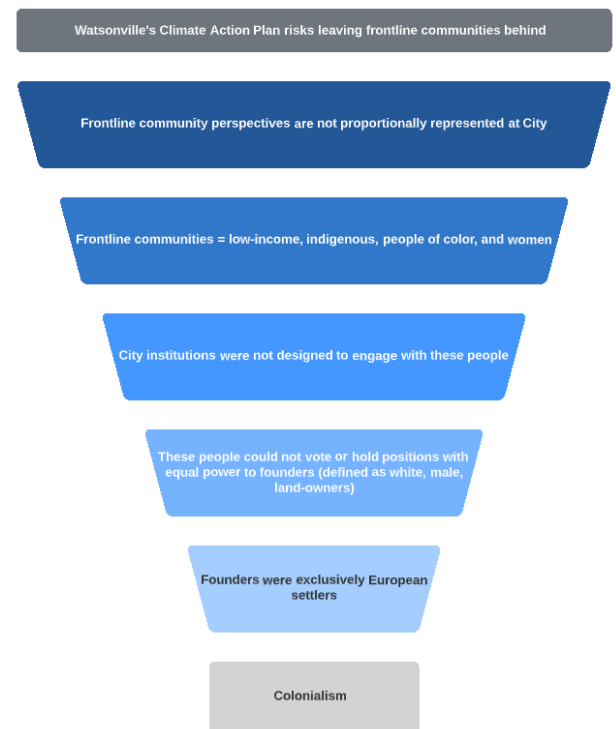
This proposal impacts symptoms three levels deep into the problem by creating a space designed for communities that were intentionally excluded from institutions rooted in colonialism. Addressing this deep root cause requires generations of change. Over time – and with capacity built by this seed funding – future iterations of this committee can make strides towards decolonial social change through climate justice work.

11. **Influencing change.** Watsonville’s Community Advisory Committee (Committee) was created in 2019 for input on the city’s CAAP. There were shortcomings in the Committee’s original scope, which did not include:

- on-going community engagement or empowerment for duration of the CAAP’s implementation (through 2030)
- full-spectrum prioritization for frontline community benefits (except for select programs like energy justice and food justice)
- diversity and inclusion strategy criteria to ensure frontline demographics were prioritized
- explicit equity and climate justice principles or agreement on a clear governance model

Unfortunately, because of a California law restricting public utilities expenditures (Prop 218), the City’s team responsible for implementing the CAAP cannot legally fund committee investment using the team budget. The City’s team now seeks external grant funding as a creative workaround to finance the investment needed to address these barriers to effective and equitable community climate engagement.

This proposal is the result of the project team reflecting honestly on past community input efforts and applying shared learnings to shape the support for the Committee going forward.



We have also taken the time to learn and base this proposal on current equity approaches that enable community empowerment. These learnings include:

- Applying best practice takeaways from the USDN Equity in Practice Series:
 - power mapping and persona activity to inform approach to diversity & inclusion
 - wraparound support to budget food and childcare costs for committee members
- Watsonville takeaways from participating in a 2022 USDN Emergent Learning-funded Centering Justice: Monterey Bay Climate Response
- Building in interviews with individual committee members to provide honest feedback and a baseline for this work

In November 2022, the City reconvened the Committee for the first time since the CAAP was adopted at the end of 2021. With the learnings above, City staff led a structured but open discussion to gauge interest of remaining members and provide an update on this new, equity-centered vision for the Committee. These members voiced concern for the gap in activity and also wanted to see more accountability around how Committee input will be used. Once the refresh project was presented including its focus to center justice, equity, diversity and inclusion into a more formalized operating model that will provide this accountability, the members were supportive of the proposal and agreed on a regular meeting every two months from February 2023, despite uncertainty of compensation.

By investing in this Committee's equitable development, USDN ensures that a space is created for compound social changes that will influence climate practice. This proposal will provide a framework and tools for the Committee to advance Watsonville's CAAP goals. These strategies will be shared to enhance collective local government understanding on how to reimagine their own committees.

12. Focus on partnership. The proposal team is committed to collaborative efforts to implement the CAAP. In addition to the regional and local partners delivering projects under the CAAP, the team is also engaged in partnership development for further funding and participation specific to the Committee. These relationships are at varying levels of maturity, but include:

- a. Partnerships through the [Regional Climate Collaborative Grant](#) proposal process
 - i. with 27 agencies as part of Ecology Action & Regeneración's Monterey Bay Climate Justice Collaborative⁶
 - ii. with the Healing & Reconciliation Institute as a letter of support for their Indigenous Climate Action Circle

⁶ This regional grant proposal includes potential future funding for Watsonville local committee compensation. Successful applicants will be notified in December 2022.

- b. Agreement in principle as part of a UC Berkeley study for equitable electric vehicle charging deployment
- c. Leveraging additional USDN resources and networking it provides, such as:
 - i. POC SI Network - supporting the proposing team with greater resilience for people of color working in the climate space
 - ii. Equity in Practice Series - applying the tools provided by this training and additional coaching sessions
 - iii. Equity Foundations Series - piloting Watsonville use to determine its feasibility for wider staff distribution
 - iv. Emergent Learning-funded Centering Justice: Monterey Bay Climate Response experience

13. Multi-pronged approach: This proposal plants the seed for long-term, meaningful engagement through to 2030 Climate Action Plan goals. This approach will provide a sustainable governance model co-developed between committee members and City staff leading climate projects. The project team has also identified the need for governance review cycles, so that the committee's operating model can grow and adapt to changing needs.

These changes will include how the committee functions as an engagement forum. It will also include an evaluation of membership diversity, commitment, and term. By co-developing these expectations with the current committee, our approach builds on the community leadership we have now while providing the framework for it to change.

The first six months of this committee transformation will require the most resourcing. During this phase, we will work to implement more equitable engagement practices, and provide a key transition from [tokenization to voice](#) on the engagement spectrum. This seed funding will provide a springboard for future grants to provide on-going member compensation and further staff training to foster wider cultural change. These activities beyond this proposal have already been identified as eligible for the following federal funding opportunities this year, and align well with this proposal's timeline:

- Community Economic Resilience Fund [Economic Development Pilot](#)
- Environmental Protection Agency's 2023 Environmental Justice [Government-to-Government Program](#)

Opportunities for further external funding beyond this initial period through 2030 will be greatly improved by the foundational work proposed here to re-establish a more equitable and transparent committee operating model.

14. Defining and measuring success: There are two facets to measuring success this proposal supports:

- 1. The shorter-term definition of success focuses on closure and evaluation of the deliverables outlined in the team's project charter as:

- a. Committee Terms of Reference or Memo of Understanding grounded in ethical space, including defined purpose, diversity in representation, governance structure, schedule, ways of working, and review intervals & scope developed with Committee participants
 - b. Community participants and representatives can be adequately and transparently recognized for their contributions as local subject matter experts on the Committee
 - c. Adequate funding is obtained and distributed to both build capacity for effective Committee engagement⁷ and sustain its operations through the CAAP implementation period (2030)
2. The long-term definition of success builds on this short-term refresh project to integrate system measures that provide the narrative of community advice on Watsonville climate work through 2030 and beyond. These metrics include:
- a. quantitative data of how many implementation projects under the Climate Action & Adaptation Plan obtain a community steer from the Committee
 - b. qualitative data showing accountability on how that community steer was followed (or if not, why) and its impact on project success
 - c. program-scale data chronicling project success/failure rate trends compared to whether the project implemented community advice or not (and if not, why)
 - d. long-term inclusion of additional equity metrics as part of Climate Action Plan reporting and built on advances in equity and inclusion made via committee engagement

The scope of this proposal includes reporting and measurement of the short-term project refresh in item 1 above only, but the bigger picture goals for integrated success help to show how these smaller scale deliverables will build towards climate justice across the city, in its climate plan and beyond.

15. Project plan.⁸

#	Activity	Deliverable	Due Date
1	Socialize refresh opportunity and scope with existing committee	1: Agenda/notes and participant list	April 1, 2023
2 - 4	Procure equity & governance consultant	2: Requests for proposals 3: Evaluation worksheets/notes 4: Signed MOU or consultant contract	July 29, 2023
5	Facilitate equity & governance workshops	5: Agendas/notes and participant lists	October 27, 2023

⁷ “effective engagement” here is defined as being bi-directional, on-going, culturally centered, multi-knowledgeable, and grounded in mutual trust

⁸ The Project Plan table is part of the proposal Word document and is included in the proposal’s page limit.

6 - 7	Formalize & agree governance	6: Adopted Committee Charter, MOU or Terms of Reference 7: Agenda/notes confirming agreed governance	November 18, 2023
8	Finalize project costs	8: Invoices and receipts for childcare & food expenditures, Participant attendance spreadsheet (supported by Deliverable 5)	November 30, 2023
9	Provide lessons learned and planned projects impacted	9: Project closure report, including lessons learned and future projects to benefit from renewed committee	December 30, 2023

Budget.

Itemized Cost List Each Cost Against the Requested Amount Below	Requested Amount	Other Funding Sources*	TOTAL in USD	Notes
Committee Member Childcare**	\$2,925		\$2,925	15 members @ \$15/hr babysitting rate for 13 1-hour meetings
Governance & Equity Specialist Consultants**	\$11,297		\$11,297	1 consultant @ 71.5 total hours @ \$158/hr (see sheet 2 for full Consultant Scope of Work)
Catering/Food**	\$1,495		\$1,495	20 participants @ \$5.75 each for 13 meetings
Virtual Whiteboard Collaboration Tech Subscription		\$324	\$324	1-year subscription enabling virtual meeting collaborative function (e.g. voting)
RFP Advertisement Costs		\$2,000	\$2,000	1 month (4 individual) of listings in the local Pajaronian newspaper
Translation Services**		\$1,690	\$1,690	1 City translator @ \$65/hr for 13 1-hour meetings + 13 hours written translation
City Project Staff		\$18,800	\$18,800	Rates vary, but this item represents total annual cost of City through in-kind project staff hours including consultant RFP process & majority of meeting admin
TOTAL	\$15,717	\$22,814	\$38,531	