

Performance Review Material
John Roberts, Executive Director
The Natomas Basin Conservancy
March 15, 2022

Packet Section	page
Memo to Board President and Compensation and Governance Committee Chair	1
Board-requested self-evaluation	2
Job description	7
Functions of the Executive Director	9
Employment Agreement Key Points History	11
“Just and Reasonable” worksheet documents	13
Consumer Price Index (from Economic & Planning Systems)	18

March 15, 2022

MEMO

TO:

John Shirey, Board Chair
Chandra Chilmakuri, Chair, Compensation and Governance Committee

FROM: John Roberts

RE: Update on CEO's 2021 performance evaluation and employment agreement

Background. In the Employment Agreement ("Agreement") between me and the Conservancy, I am required to notify the Board Chair and the Compensation and Governance Committee Chair on or about the anniversary of my employment with the Conservancy that it is time to review the CEO's performance and compensation. This typically sets in motion the consideration of the employment agreement between me and the Conservancy as well as any adjustments to compensation. This process also provides the Board an opportunity to conduct a performance evaluation of my work as Executive Director of the Conservancy.

At the April Board meeting, the Conservancy's Board typically considers the Agreement that exists between the Conservancy and me as its Executive Director.

Request for renewal of Employment Agreement. I would like to renew the Agreement between the Conservancy and me. Since the beginning of my employment with the Conservancy (last year was an exception), the usual term of the Agreement has been for three (3) years.

Compensation. I am willing to waive my right under the Agreement for consideration of a merit increase in pay. In exchange, I would like to have the Board's action to cap my annual leave accrual at 750 hours rescinded. At a minimum, at least increase the accrual cap so that I will not have lost accrual gained.

Conclusion.

Thanks for giving me the opportunity to help the Conservancy serve its mission. Please call on me if more information is needed.

March 15, 2022

MEMORANDUM

TO: Board of Directors

FROM: John Roberts

RE: Requested self-evaluation

CONTENTS:

Introduction, p. 1
Self-evaluation, p. 1
 --Job knowledge
 --Quality of work
 --Productivity
 --Planning and organization
 --Reliability/dependability/work habits
 --Attitude
 --Judgment
 --Human relations (internal/external)
 --Initiative
Conclusion of self-evaluation, p. 2
Challenges ahead, p. 4
Conclusion, p. 5

Introduction. This memo addresses the Board's request for an annual self-evaluation by its Executive Director. The period covered is the year ended December 31, 2021.

Self-evaluation. The evaluation follows a format recommended by the American Society of Association Executives (ASAE). An original of this form can be provided if desired.

--Job knowledge. I am confident I have a very good handle on the job. There are two components of this: one is how to manage a private, non-profit organization. The other is knowledge of subjects specific to the Conservancy. This requires knowledge and competence in the following areas (just 10 are shown below):

1. NBHCP, MAPHCP
2. Implementation Agreements
3. the biological support documents that come with the incidental take permits issued to the Conservancy
4. the federal and state law suits over the HCPs
5. risk management
6. the NBHCP Finance Model and Conservancy budget
7. the know-how to close complex real estate acquisitions (including the people necessary to facilitate it, e.g., brokers, attorneys, surveyors, escrow agents, title officers, appraisers, environmental/geotechnical consultants, restoration ecologists, etc.)
8. biological monitoring applications
9. property management
10. farming (commodity prices, irrigation, crop protection materials, etc.).

I feel I have an excellent level of knowledge of these and other aspects of managing the Conservancy, and performed them well in 2021.

I would like to improve in these areas:

1. more detailed, granular examination of the NBHCP Finance Model to try to unearth flaws or assumptions that have changed since its development a quarter century ago,
2. the risks, security and accounting integrity of the Conservancy's recent move to cloud computing.

--Quality of work. I believe my performance in 2021 was excellent. Especially given certain constraints the Board has placed on farming and land maintenance, which I have adhered to with care, and given the extraordinary amount of works by the Board-directed aggressive land acquisition activity of late, and doing all this under the constraints brought about by employee health issues (including COVID-19), I am pleased with the work.

--Productivity. Especially given the very busy year for real estate matters and managing the corporation in a national crisis (COVID-19) with a small staff, I believe I was able to keep the Conservancy on sound footing, in compliance and doing its job.

--Planning and organization. The HCPs require extensive planning, most of which has been accomplished each year. The site-specific management plans, the HCPs themselves, the biological effectiveness monitoring program and its built-in planning components, the NBHCP Finance Model (which details income and use of funds for a 50-year period), all require operational performance, and this was accomplished in 2021.

--Reliability/dependability/work habits. I hope the Board believes this is my strongest attribute: that I am reliable and dependable, even under difficult conditions.

--Attitude. My attitude for the implementation of the HCPs and in managing employees and contracts is more positive than it's been in many years..

--Judgment. I believe that over the 23-year life of the Conservancy, I have made—and continue to make—good calls on issues requiring Executive Director attention.

--Human relations (internal/external). The Conservancy's Executive Director must have as an essential trait the ability to work with diverse interests. From staff to developers to environmental activists, from public sector officials (elected and staff) to the media and to field workers, there is an essentiality to external relations if the Conservancy's program is to be effectively carried out. Whether it is me or my successor, I can attest to the critical nature of working effectively with those who can have an impact on the Conservancy, including positive and negative. This past year, I believe I have excelled at this, even under extenuating conditions and circumstances.

--Initiative. The Conservancy would fail without a large dose of initiative being exercised by its Executive Director.

Conclusion of self-evaluation. The above-referenced ASAE evaluation form does not provide a section on annual achievements, and the Conservancy's Compensation and Governance Committee and Board requested that I note in this evaluation the key achievements in the past year. Several stand out and are included here:

1. Audit, budget and NBHCP Finance Model. Once again, we've drilled down into the most detailed level of costs in an attempt to contain management and administrative expense. The result is that the annual expenditures of the Conservancy have remained virtually unchanged in well over 10 years (not including land acquisition expense). I am most proud of the Conservancy's annual audit, which must be considered an industry leaders in its clarity and thoroughness.
2. Land matters. As in 2020, Conservancy staff experienced another big year in the acquisition of new mitigation land. The Board has seen the often-used illustration that illustrates the many steps required in Conservancy land acquisitions. This includes confirming property tax accuracy, confirming property boundaries via surveys given the many new Record of Survey filings (which enabled more accurate acreage counts so that mitigation acres are appropriately accounted for), securing water rights and diversion authority on certain tracts, getting acquisition approval from the federal and State government, securing pre-acquisition biological assessments on acquired properties among many others. Land management matters also included evaluations of certain easements and filing of farm evaluation plans, nitrogen management plans and general work with the PNSSNS (for ag water discharge).
3. Board of Director agendas, policies and related. Again in 2021, we were able to facilitate Conservancy Board of Directors meetings, including public participation, remotely via Zoom. We've done this on a limited budget but with what we believe is high quality.
4. Site-specific management plans (SSMPs). This is a very large project for the Conservancy. By the end of 2021, the project was complete. Already, due to SAFCA's acquisition of certain Conservancy land, as well as the numerous land acquisitions the Conservancy has engaged in, the SSMPs are in the process of being updated and amended.
5. External relationships. The Conservancy has excellent working relationships with the Sacramento Area Flood Control Agency, Reclamation District 1000, the Natomas Central Mutual Water Company and the Sacramento County Airport Systems. Since these organizations work in the Natomas Basin every day and in a very substantial way, it is gratifying that all these organizations are working together in such a cooperative manner. I believe that my outreach and constructive approach has been responsible for much of this accomplishment.

Based on that plus the other evaluation points noted above, I believe I have done a good job in 2021 as the Conservancy's executive officer.

Challenges ahead.

The big challenges facing the Conservancy in the next year(s) are:

1. Further testing of the NBHCP Finance Model's accuracy; prudent revenue management. Year 2021 revenues greatly exceeded expenses. Moreover, investment returns have been stellar, especially over the last six years. By any method of assessment, the Conservancy's conservative asset allocation and holdings in its endowment funds have exceeded the returns even of CalPERS, a highly-respected and enormous pension fund based in Sacramento. And, the Conservancy has engaged in creative financing vehicles to facilitate an aggressive land acquisition campaign (requested by the Board). It is critical not to squander the successes, so managing budget matters to support future operations is critical, and do so while minimizing risk to the Conservancy and the viability of Conservancy operations. This means diligent cash management and investment and managing prudently.
2. Managing the many external events and activities that could impact the Conservancy's ability to effectively implement the NBHCP. These include a likely Natomas Central Mutual Water Company ground water exchange program for 2021, which is a challenge to manage, but which is rewarding revenue-wise. We also will need to manage prudently in light of the expected worst drought year in modern history. Very large reductions in planted acres are forecast for the year.
3. Integration of new land acquisitions into the system of preserves. With the numerous 2020 and 2021 land acquisitions, the Conservancy begins the process of integrating them into the system of preserves the Conservancy owns that support compliance with the HCPs. Getting prudent procedures and systems in place early saves money over the long term. This includes the planning, design and development of additional managed marsh acreage, one of the most expensive undertakings in the Conservancy's program of work.
4. On-boarding of new staff. The Conservancy needs to fill one position and another new position. These are largely to assist in the substantial growth that has taken place in the Conservancy's purview in recent years. This comes at a time when there are historic labor shortages, rapidly-rising wages and wage demands and a very busy existing-staff workload (a concern on training new staff).

Conclusion of self-evaluation.

I feel I have helped implement the HCPs effectively and in full compliance with the requirements demanded. The Conservancy manages an organization that has assets that exceed \$200 million by the end of 20212 when "fair value" accounting is used (financial market ups and downs play a substantial role in asset amounts). It is possible the Conservancy could be a \$250 million corporation by the end of 2022 (again, assets measured on a "fair value accounting" basis).

The Conservancy maintains in excess of 250 contracts with others, mostly contractors working to help implement the HCPs. It spends roughly \$3 million each year to advance implementation of the HCPs. The Conservancy has done all this in an environment that has seen virtually no disputes in the face of many contracts and high dollar amounts, has made substantial traction in terms of advancing the implementation of the HCPs, has weathered

the COVID crisis and sustained full operations despite numerous mitigation land acquisitions. As to risk management, the Conservancy continues its two-decade long string of no insurance claims.

I am available to members of the Board for further discussion in these matters upon request.

<p style="text-align: center;">JOB DESCRIPTION Executive Director The Natomas Basin Conservancy</p>
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General: Serves as the chief executive officer. Recommends and participates in the formulation of new policies and makes decisions within existing policies as they have been approved by the Board of Directors. Plans, organizes, directs and coordinates the staff, programs and activities of the organization to assure that objectives are attained and plans fulfilled. Maintains effective internal and external relationships on behalf of the organization. Through management and leadership, achieves economical, productive performance, forward-looking programs and constructive management of the organization.

Specific: Within the limits of the bylaws and policies of the organization, the executive director is responsible for and has commensurate authority to accomplish the duties set forth below:

- Sees that the Board of Directors are kept informed on the conditions and operations of the organization.
- Attends all meetings of the Board of Directors.
- Plans, formulates and recommends for the approval of the Board of Directors, basic policies and programs which further the objectives of the organization.
- Executes the decisions of the Board of Directors.
- Develops, for purposes of day-to-day administration, specific policies, procedures and programs to implement the general policies established by the Board of Directors.
- Establishes a sound organization structure for the headquarters office and recruits, hires, trains and motivates organization staff. Responsible for all hiring and terminations. Directs and coordinates all approved programs, projects and major activities of the headquarters staff.
- Maintains effective relationships with other organizations, both public and private.
- In cooperation with the Board of Directors develops and recommends, and upon approval, operates within, an annual budget. Insures that all funds, assets and property of the organization are safeguarded and appropriately administered. Assists with audits that the Board of Directors orders.
- Oversees the collection of fees and other income, properly accounts for their receipt, and reports on this activity to the Board of Directors on a timely basis.
- Performs a secretarial function for the Board of Directors, maintains official minutes and keeps them and all other important organizational papers and documents in an appropriate and safe place.
- Works with legal counsel, accountants and the Board of Directors to make sure the organization is in compliance with all laws, and that financial and accounting rules, standards and regulations are adhered to.

- Is responsible for the planning, promotion and administration of all official meetings of the organization.
- Carries out such other general responsibilities as may be delegated by the Board of Directors.

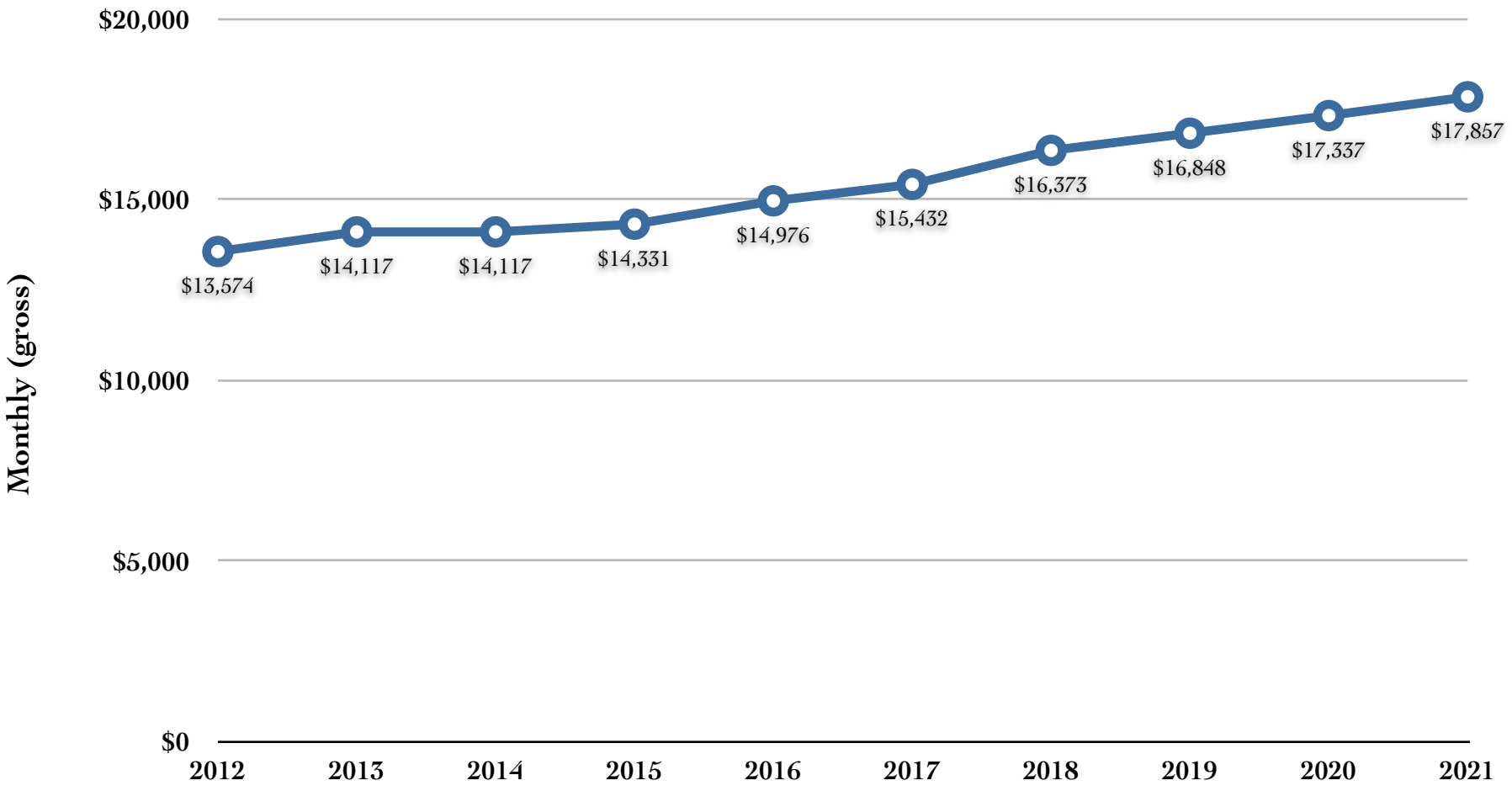
Relationships: Is responsible to the Chairman/President for the administration of the headquarters office and for the proper interpretation and fulfillment of all of the Executive Director functions, responsibilities and authority. Also, serves as ex-officio to the Board of Directors, without right to vote.

Functions of Executive Director
 The Natomas Basin Conservancy
A partial list

Area of engagement to fulfill job requirements	Examples
1. economic analysis	NBHCP Finance Model, MAP alternative fee proposal analysis, Greenbriar HCP fee analysis, etc.
2. implement habitat conservation plans	Natomas Basin Habitat Conservation Plan, Metro Air Park Habitat Conservation Plan; proposed Greenbriar Habitat Conservation Plan.
3. asset accounting and management	\$100 million-plus assets, book value, \$200 million-plus fair value basis; accounting for audit, federal and state agencies; useful life; long-range planning for replacement, etc.
4. web site content management	design and content provision
5. weed control and management	weed management is independently evaluated and graded each year by biological monitoring contractor; HCP requirements for same, both terrestrial and aquatic.
6. security	property, personnel, contractor, data, archives, etc.
7. interagency and governmental relations	SAFCA, RD1000, NCMWC, CalTrans, U.S. Bureau of Reclamation, Central Valley Regional Water Quality Control Board, U.S. Army Corps of Engineers, Air Resources Board, City of Sacramento, County of Sutter, etc.
8. monitor and manage investment advisors	T. Rowe Price, City of Sacramento, Wells Fargo Advisors, staff
9. crop protection materials management	understand and guide all authorized use of pesticide on Conservancy property
10. general property management	5,100 acres
11. employee and personnel management	hire, motivate and retain staff

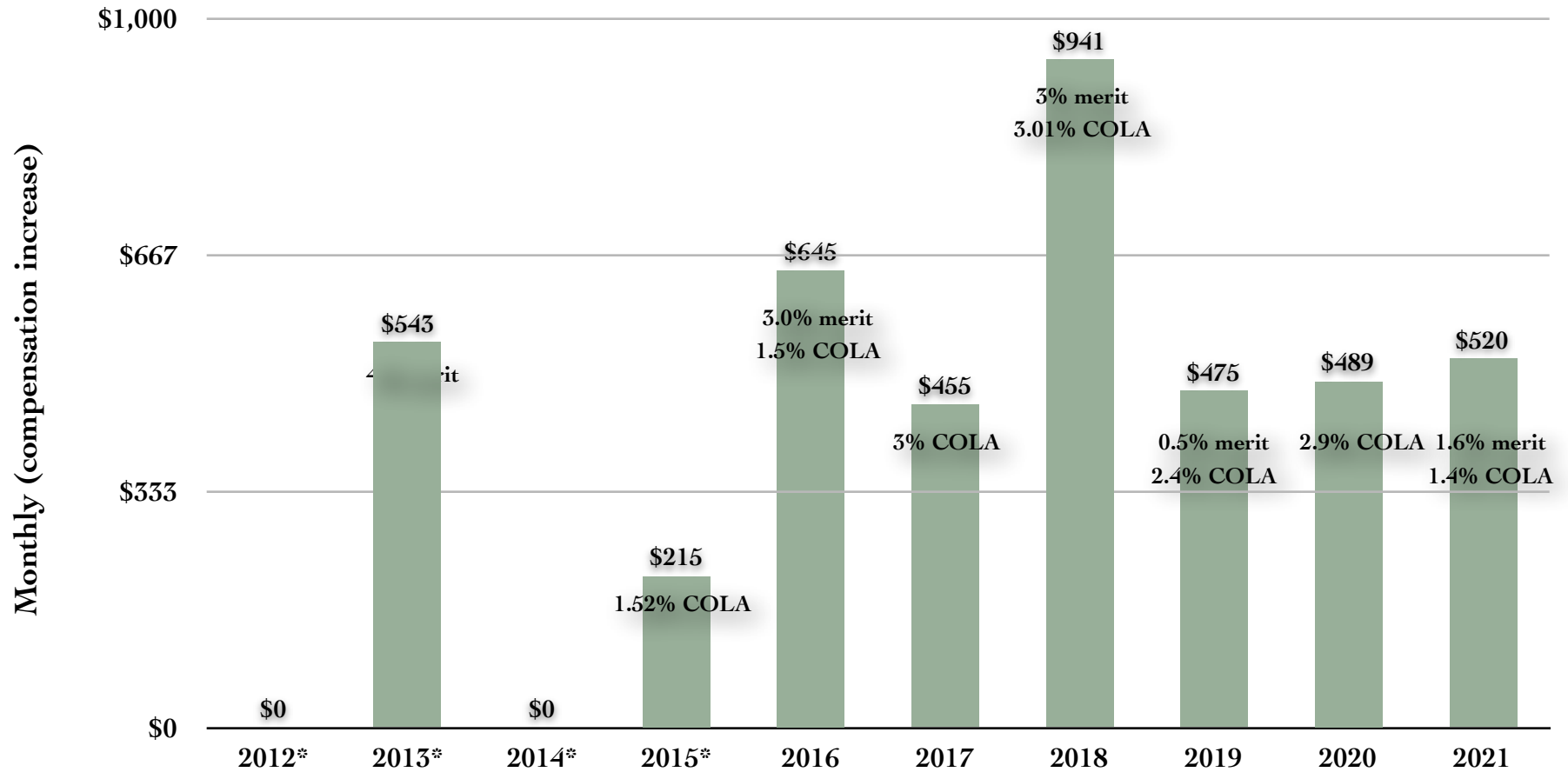
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|-------------------------------------|---|
| 12. insurance | property, liability, directors and officers, machinery and boiler, workers compensation, etc. |
| 13. irrigation and water | with farm tenants, on marsh complexes, manage Conservancy's 11 percent interest in the Natomas Central Water Company, Bureau of Reclamation allocations and certifications, State Water Resources Control Board, etc. |
| 14. agronomy | farming on 2,900-plus acres, milling and marketing affiliations, federal farm program participation, livestock, etc. |
| 15. contractor relationships | manage farmer contractors, land maintenance contractors, biological monitoring contractors, fencing contractors, well drilling and maintenance contractors, legal counsel, accounting, etc. |
| 16. archive and document management | HCP requires Conservancy serve as repository and archivist for all documents related to the HCP, IAs and Plan Operator; formats, retrieval, off-site storage, public access, etc. |
| 17. Board relations | work with the Board of Directors on matters ranging from inquiries to meeting organization and serving committees of the Board. |
| 18. "customer" relations | regular and reliable communication with those the Conservancy serves as Plan Operator for. |

10-Year Compensation History 2012-2021 Conservancy Executive Director



10-Year Compensation Increase History 2012-2021

Conservancy Executive Director



* Executive Director requested no increase to compensation in this year.

“Just and reasonable” Worksheet

This purpose of this document is to assist in determining that the Conservancy’s Executive Director compensation meets “just and reasonable” standards.

March 15, 2022

The Board or an authorized committee of the Board is required to determine that changes to a chief executive officer’s compensation are “just and reasonable.” See excerpt from California Government Code, Section 12586(g):

The board of directors of a charitable corporation or unincorporated association, or an authorized committee of the board, and the trustee or trustees of a charitable trust shall review and approve the compensation, including benefits, of the president or chief executive officer and the treasurer or chief financial officer to assure that it is just and reasonable. This review and approval shall occur initially upon the hiring of the officer, whenever the term of employment, if any, of the officer is renewed or extended, and whenever the officer’s compensation is modified. Separate review and approval shall not be required if a modification of compensation extends to substantially all employees.

There are four sources used to help determine if the CEO’s compensation meets a “just and reasonable” standard in this worksheet:

- Excerpts from *Association Compensation & Benefits Study, 2020-2021 Edition*, American Society of Association Executives. This is the most current study available from ASAE. It is the primary resource for non-profit organization compensation administration.
- City and County of Sacramento (based on prior Board requests).
- Levels of compensation for previous jobs held by the Executive Director in Sacramento (this was requested by a previous Conservancy Board) and helps meet “community standards” test.
- Levels of compensation for California Department of Food and Agriculture Marketing Branch compensation survey for 2021. This is the most current survey we can locate with CDFFA. It is used because the duties of CDFFA Marketing Branch organization chief executive officers are often similar to the Conservancy’s.

1. Association Compensation & Benefits Study, 2020-2021 Edition¹

The most prevalent of the non-profit organization compensation studies comes from the American Society of Association Executives in Washington, D.C. Its extensive surveys are commonly used in compensation administration by non-profit organizations throughout the United States. In the table below, please find excerpts from the Study that may be helpful. (Many, if not most of the organizations surveyed for this study are national in scope.)

¹ From: *Association Compensation & Benefits Study, 2018-2019 Edition*. American Society of Association Executives. Washington, D.C.

Relevant Excerpts from
Association Compensation & Benefits Study, 2020 - 2021 Edition*
Membership, professional and other organizations
 Base salary only

Non-profit organization comparators by type	Median (\$)	Average (\$)	Source
CEO Base Salary by Total Budget (\$5,000,000 to \$9,999,999) for <i>trade associations</i>	328,000	\$346,828	Table 1.1
CEO Base Salary and Other Compensation by Organization Type and Total Annual Budget (\$5,000,000 to \$9,999,999) for <i>trade associations</i> (base salary cited here) <i>in percentile</i>	25% 262,000	75% 417,000	Table 1.1
CEO Base Salary and Other Compensation by Organization Type and Total Annual Budget (\$5,000,000 to \$9,999,999) for <i>professional associations</i> (base salary cited here)	250,129	264,060	Table 1.1
CEO Base Salary and Other Compensation by Organization Type and Total Annual Budget (\$5,000,000 to \$9,999,999) for professional associations (base salary cited here) <i>in percentile</i>	25% 225,000	75% 300,765	Table 1.1

*Compensation includes only base compensation. The Conservancy does not provide other cash compensation or deferred compensation benefits.

Non-tabled data includes the following:

- A median merit increases was 3.0 percent in the current year. (page 27)
- Most organizations (71.6%) have an employment agreement with their CEO and the median contract length is three years. (Page 28)

2. Job Description & Salary Schedule, City of Sacramento, County of Sacramento

Prior Conservancy Board of Director discussions noted that the Conservancy Executive Director position would likely fit into the City of Sacramento’s Deputy City Manager compensation classification. The City no longer lists a Deputy City Manager job position, so the Assistant City Manager classifications have been used as substitutes, even though they are considered at a rank below a Deputy City Manager.

Also added is information about the County of Sacramento since it is presumed to be in the same labor market. These are updated below. Source: “Government Compensation in California,” Controller’s Office, State of California, June 29, 2021. (*Important note:* these listings are for positions that include a CalPERS or similar benefit package. The Conservancy does not participate in CalPERS or any other defined benefit pension plan.

Classification	2020 Wages*
Assistant City Manager, City	\$231,666
	\$228,524
	\$220,186
	\$215,627
Deputy County Executive, County	\$267,006
	\$264,452
	\$239,142

*does not include CalPERS or other pension benefits or health care costs, etc.

3. Levels of compensation for previous jobs held in Sacramento.

In a prior Board discussion on appropriate compensation for the Executive Director, Board members asked that in trying to meet the “community standard” test, one comparator should be the CEO’s previous positions and the level of pay set by those employers for his successor(s). The following represents the CEO’s previous employers and what each pays its CEO/Executive Director. The information provided is for the most recent compensation report available.

Previous employer	Position	Source	Annual reported Compensation
Sacramento Area Commerce and Trade Organization (renamed Greater Sacramento Area Economic Council)	Executive Director and CEO	IRS Form 990 (fiscal year ends June 30)	2019: \$649,400 2018: \$628,040 2017: \$635,280 2016: \$625,720 (updated 3/10/2022)
Sacramento Metro Chamber of Commerce	Executive Director and CEO	IRS Form 990	2019: 184,500 2018: \$125,435 2017: \$225,464 2016: \$221,089 (updated 3.10.2022)
California Rice Commission	Executive Director Note: average reported by CDFFA, averaged for <u>all</u> marketing order	Department of Food and Agriculture (CDFFA), State of California, (2021)	\$251,089 (updated 3.10.2022)

(from generalized survey; not actual)	and commission organizations by size.		
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4. Levels of compensation for similar type positions in Sacramento.

There are numerous jobs in Sacramento for farming-related non-profit organizations. However, none are responsible for large land holdings as large as the Conservancy’s as well as operating complex habitat conservation plans as does the Conservancy.

There is excellent published data for these farming-related non-profit organizations through the California Department of Food and Agriculture’s (CDFA) Marketing Branch. In the department’s 2021 “Salary Summary,” the range of base pay for organizations in the \$2,500,00 to \$7,500,000 range is \$162,225 to \$288,100. However, this is for a median that shows a smaller budget than the Conservancy’s for the subject year.

In the same CDFA salary survey, the range of base pay for organizations in the \$7,500,000 range and up is \$189,651 to \$317,605.

The Conservancy’s unique position. The Conservancy’s corporate structure lies between the public and private worlds. Unlike private companies, it doesn’t have equity compensation programs such as restricted stock awards and profit sharing programs, and unlike public employers, doesn’t have such benefits as those offered by CalPERS (e.g., defined benefit pension plans and lifetime health care).

In order to stay flexible and keep fixed costs at a minimum, the Conservancy has contracted out much of what other organizations would add staff for. This addresses “span of control” issues; whereas it would be easy to “staff up” to show a larger span of control, this would likely not be in the best interest of the Conservancy. And unlike the very largest non-profits in the region, many employee benefit programs used by such organizations are impractical for small non-profits like the Conservancy due to relative high costs, administrative burden and compliance liabilities.

I look forward to continued service with the Conservancy, and am quite willing to respond to any questions that may arise.

(See CDFA salary survey attached below.)

2021 SALARY SUMMARY FOR CHIEF EXECUTIVES OF CALIFORNIA MARKETING PROGRAMS

Facts about This Summary

- This summary is based on current salary information collected by the CDFA Marketing Branch for full-time chief executives of California's boards, councils, and commissions. Part-time contractual management arrangements are not included.
- In categorizing the programs by budget size, the Marketing Branch does not intend to imply that the size of a program's budget is the only or most important criteria that should be considered in establishing a chief executive's salary. Other criteria such as experience of the manager, diversity of program activities, complexity and size of the industry, and the number of program employees should also be considered in chief executive salary deliberations.
- If a chief executive administers both a state and a federal program, the budgets of both programs have been added and treated as one program.
- Performance-based incentives have been incorporated into the salaries. However, very few programs routinely provide this type of compensation each year.
- Benefits have not been included in this salary summary since there does not appear to be a significant correlation between budget size and benefit packages. A typical benefits package includes vacation/sick leave, a retirement program, medical insurance, dental insurance, and vision insurance. Many programs also provide disability insurance, life insurance, and some form of auto arrangement (use of a company car or a monthly car allowance). In addition, some programs provide some level of funding toward health insurance coverage for the chief executive's family.
- For instances in which the chief executive position is currently vacant, the program's target salary for the incoming chief executive is used.

Results of This Year's Summary

- The average salary adjustment this past year for continuing chief executives was **+ 2.8%**.
- The median salary adjustment this past year for continuing chief executives was **+ 3.0%**.

Additional Information: Average salary and median salary information is presented below. One should exercise caution in referencing these figures because they can vary significantly from year to year depending upon such factors as program start-ups, program terminations, retirements of chief executives, and programs shifting from full-time employees to contracted management services. Percentage salary adjustment figures for continuing chief executives, as presented above, tend to provide a more stable and more accurate reflection of general salary trends.

- The current average chief executive salary is **\$236,530**. This reflects a 3.0% increase from last year's average salary of \$229,629.
- The current median chief executive salary is **\$227,685**. This reflects a 3.0% increase from last year's median salary of \$221,000.

Range of Each Program's Budgeted Expenditures	Number of Programs Within Range	Average Budgeted Expenditures Within Range	Chief Executive Salary Spectrum Within Range	Average Chief Executive Salary Within Range
up to \$2,500,000	7	\$1,613,262	\$82,400 to \$166,216	\$133,474
\$2,500,001 to \$7,500,000	5	\$5,104,421	\$162,225 to \$288,100	\$251,089
\$7,500,001 and over	8	\$21,413,845	\$189,651 to \$526,072	\$317,605

Last Updated: 4-1-2021

Table 1
The Natomas Basin Conservancy
CPI Change from December 2020 through December 2021

Item	CPI-U West Area [1]
December 2020	276.593
December 2021	296.102
Change	19.509
Percentage Change	7.05%

cpi

Source: US Dept. of Labor, Bureau of Labor Statistics

[1] CPI for all urban consumers, all Items, West Area,
not seasonally adjusted