

ANNUAL MEETING OF THE BOARD
OF THE
MARIN PUBLIC FINANCING AUTHORITY
COUNTY OF MARIN, STATE OF CALIFORNIA

Las Gallinas Valley Sanitary District
District Conference Room
300 Smith Ranch Road
San Rafael, California, 94903

Director Kingston and Interim Director Bondanza
will attend the meeting by phone

At the following location:
Sausalito-Marin City Sanitary District
1 East Road
Sausalito, California, 94965

Thursday, January 11, 2018
2:00 P.M.

AGENDA

**ANNUAL MEETING OF THE BOARD
OF THE MARIN PUBLIC FINANCING AUTHORITY
COUNTY OF MARIN, STATE OF CALIFORNIA**

**LAS GALLINAS VALLEY SANITARY DISTRICT
300 SMITH RANCH ROAD
SAN RAFAEL, CALIFORNIA 94903**

**DIRECTOR KINGSTON AND INTERIM DIRECTOR BONDANZA
WILL ATTEND THE MEETING BY PHONE
AT THE FOLLOWING LOCATION:
SAUSALITO-MARIN CITY SANITARY DISTRICT
1 EAST ROAD
SAUSALITO, CALIFORNIA 94965**

**THURSDAY, JANUARY 11, 2018
2:00 P.M.**

In compliance with the Americans with Disabilities Act of 1990, if you need special assistance to participate in an Authority meeting, or you need a copy of the agenda, or the agenda packet, in an appropriate alternative format, please contact the Secretary at (415) 332-0244. Notification of at least 48 hours prior to the meeting or time when services are needed will assist the District staff in assuring that reasonable arrangements can be made to provide accessibility to the meeting and service.

In conformance with California Government Code Section 54957.5, any writing or document that is a public record, relates to an open session agenda item, and its distribution less than 72 hours prior to a regular meeting will be made available for public inspection at the District Office. If, however, the document or writing is not distributed until the regular meeting to which it relates, then the document or writing will be made available to the public at the location of the meeting, as listed on this agenda.

To get the full Marin Public Financing Authority Meeting Packet, please visit: www.smcsd.net or www.lgvsd.org

- I. MEETING ROLL CALL:** MURRAY, MCGUIRE, KINGSTON, BONDANZA
- II. PUBLIC COMMENT**

(Members of the public are invited to address the Board concerning topics which are not listed on the Agenda. [If an item is agenzized, interested persons may address the Board during the Board's consideration of that item.] Speakers should understand that except in very limited situations, state law precludes the Board from taking action on or engaging in extended deliberations concerning items of business, which are not on the Agenda. Consequently, if further consideration is required, the Board may refer the matter to its staff or direct that the subject be agenzized for a future meeting. The Board reserves the right to limit the time devoted to this portion of the Agenda and to limit the duration of speakers' presentations.)

- III. CONSENT CALENDAR**

- MOTION:**
- A. APPROVAL OF MINUTES OF THE REGULAR BOARD MEETING OF NOVEMBER 9, 2017.
 - B. APPROVAL OF GENERAL COUNSEL LEGAL EXPENSE OF \$800.
(The Board is requested to adopt Consent Calendar – Item A and B.)

- IV. NEW BUSINESS**

- MOTION:**
- A. SELECTION OF OFFICERS FOR 2018
(The Board is requested to select and approve the officers for 2018)

- V. BOARD OF DIRECTORS**

- A. Next Board Meeting Agenda Item Request – Verbal
- B. Next Board Meeting Date – Verbal

VI. ADJOURNMENT

The Board of Directors may, at its discretion, consider agenda items out of the order in which they appear.

**MINUTES OF THE REGULAR MEETING OF THE BOARD
OF DIRECTORS OF THE MARIN PUBLIC FINANCING AUTHORITY**

November 9, 2017

The Regular Meeting of the Board of Directors of the Marin Public Financing Authority was held on Thursday, November 9, 2017 at Las Gallinas Valley Sanitary District, 300 Smith Ranch Road, San Rafael, California 94903, and was called to order at 2:00 p.m. by Vice President Kingston.

I. MEETING ROLL CALL:

Director Present: Susan McGuire, Treasurer

Directors attended the Meeting by Phone at Sausalito-Marin City Sanitary District at 1 East Road, Sausalito, CA 94965:

Jeffrey Kingston, Vice President
Helen Lei, Secretary attended the meeting via phone

Director Absent: Mark Williams, President

General Counsel: Dave Byers, Byers/Richardson

Members of the Public: None

II. PUBLIC COMMENT:

None

III. CONSENT CALENDAR

A. APPROVAL OF MINUTES OF THE REGULAR BOARD MEETING OF MARCH 23, 2017

B. APPROVAL OF GENERAL COUNSEL LEGAL EXPENSE OF \$2,300.

MOTION: DIRECTOR MCGUIRE MOVED TO ACCEPT THE CONSENT CALENDAR; DIRECTOR LEI SECONDED THE MOTION.

Ayes: McGuire, Kingston, Lei
Nays: None
Absent: Williams
Abstain: None

IV. NEW BUSINESS

A. DISCUSS THE FINANCIAL REPORTING COMPLIANCE REQUIREMENTS FOR THE MARIN PUBLIC FINANCING AUTHORITY

General Counsel Dave Byers reviewed Government Code Section 6505(a) and provide his opinion that given that the JPA does not conduct its own separate financial transactions or maintains its own accounts, if each member references the JPA in their own audit reports, it would suffice.

Director McGuire discussed the reporting procedure. SMCSO will provide bond issuance information to her and she will prepare and report the bond issuance activities for each of the MPFA member agencies in the 2016-17 Special Districts Financial Transactions Report with the California State Controller's office.

MOTION:

A. DIRECTOR KINGSTON MOVED TO APPROVE THE TWO MEMBER AGENCIES OF THE MPFA WILL RETAIN THEIR AUDIT REPORT SPECIFIES MPFA ACTIVITIES. DIRECTOR MCGUIRE SECONDED THE MOTION.

B. DIRECTOR KINGSTON MOVED TO DIRECT THE TREASURE TO REPORT THE BOND ISSUANCE ACTIVITIES FOR EACH OF THE MPFA MEMBER AGENCIES IN THE 2016-17 SPECIAL DISTRICTS FINANCIAL TRANSACTIONS REPORT WITH THE CALIFORNIA STATE CONTROLLER'S OFFICE. DIRECTOR LEI SECONDED THE MOTION.

Ayes: McGuire, Kingston, Lei
Nays: None
Absent: Williams
Abstain: None

B. APPROVE SPECIAL LIABILITY INSURANCE PROGRAM FROM THE CALIFORNIA SANITATION RISK MANAGEMENT AUTHORITY FOR THE MARIN PUBLIC FINANCING AUTHORITY

General Counsel Dave Byers reported that after reviewing both member agencies' Errors and Omissions insurance policies, government code, and JPA Agreement Section 22 Indemnity, he thought that it is not necessary to buy the Special Liability Insurance from CSRMA.

Considering Dave's report, the Board concurred that the insurance is not necessary. No motion action is taken.

V. BOARD OF DIRECTORS

- A. Next Board Meeting Agenda Item Request – None.
- B. Next Board Meeting Agenda Item Request – January 11, 2018 at 2:00 pm at Las Gallinas Valley Sanitary District.

Director Kingston notified the Board that Director Lei will start maternity leave on January 2, 2018. Cathy Bondanza will fill in for her.

VIII. ADJOURNMENT

MOTION: DIRECTOR MCGUIRE MOVED TO ADJOURN THE MEETING; DIRECTOR LEI SECONDED THE MOTION.

Ayes: McGuire, Kingston, Lei
Nays: None
Absent: Williams

Abstain: None

Board approved the adjournment of the meeting at 2:23 p.m.

RESPECTFULLY SUBMITTED,

A handwritten signature in black ink, appearing to read 'Helen Lei', written over a horizontal line.

Helen Lei, Secretary

APPROVED:

Board President

THE BYERS LAW OFFICE
 260 WEST MACARTHUR STREET
 SONOMA, CA 95476-7426
 PHONE: (650) 759-3375
 FACSIMILE: (707) 721-1469

LAS GALLINAS VALLEY SANITARY DISTRICT
 VIA EMAIL ONLY
 ATTENTION: SUSAN M. MCGUIRE, CPA
 MARK WILLIAMS, DISTRICT MANAGER

DECEMBER 2, 2017
 EIN: 27-3765575
 INVOICE # 14279

RE: LGVSD/SMCSD JPA
 OUR FILE: 2011DB02.2

STATEMENT OF ACCOUNT FOR SERVICES RENDERED THROUGH DECEMBER 2, 2017

BALANCE CARRIED FORWARD \$ 250.00

ATTORNEY FEES

<u>DATE</u>	<u>EMP</u>	<u>DESCRIPTION</u>	<u>HOURS</u>	<u>RATE</u>	<u>AMOUNT</u>
11/03/17	DJB	Telephone Conference: Client; Document Review: Staff reports	0.40	250	100.00
11/04/17	DJB	Legal Research: JPA/Audit issues, Insurance issues	0.70	250	175.00
11/06/17	DJB	Telephone Conference: Client re insurance, audit; Document Review: JPA law	0.80	250	200.00
11/08/17	DJB	Document Review: Insurance policies	0.80	250	200.00
11/09/17	DJB	Administrative Hearing: Board hearing	0.50	250	125.00

SUMMARY OF SERVICES RENDERED

DJB	David J. Byers	3.20 hr @ 250.00	\$	800.00	
<u>TOTAL PROFESSIONAL SERVICES</u>				3.20	\$ 800.00
<u>TOTAL NEW CHARGES</u>					\$ 800.00

SELECTION OF OFFICERS FOR 2018

BACKGROUND: The By-Laws of the Marin Public Financing Authority (attached) call for the confirmation or selection of Board Officers at the annual meeting of the Authority, held in each calendar year.

The current officers are:

- President: Craig Murray, Director of Las Gallinas Valley Sanitary District
- Vice President: Jeffrey Kingston, General Manager of Sausalito-Marín City Sanitary District
- Treasurer: Susan McGuire, Administrative Services Manager of Las Gallinas Valley Sanitary District
- Secretary: Cathy Bondanza, Interim Office Manager/District Secretary of Sausalito-Marín City Sanitary District

RECOMMENDATIONS: Approve the selection of the Officers for 2018.

ATTACHMENT: By-Laws of the Marin Public Financing Authority – Adopted January 24, 2017.



Prepared By:

Helen Lei, Secretary

BY-LAWS

OF THE

MARIN PUBLIC FINANCING AUTHORITY

Adopted January 24, 2017

ARTICLE I

THE AUTHORITY

Section 1.1. Name. The official name of the Authority shall be the “Marin Public Financing Authority” and shall be referred to herein as the “Authority.” The Authority was created pursuant to the Joint Exercise of Powers Agreement, dated as of January 24, 2017 (the “Agreement”), between Las Gallinas Valley Sanitary District (“LGVSD”) and Sausalito- Marin City Sanitary District (“SMCSD”).

Section 1.2. Authority Board Members. The Authority shall be administered by a governing board of directors (the “Board”) as set forth in the Agreement. The General Manager and senior finance officer (or the senior officer handling financial matters) of each Member shall be the initial members of the Board. Each Member shall have two directors of the Board and may select those directors from elected directors, officers or employees of their agency. Each member agency may from time to time select and appoint new directors to the Authority by notifying the Authority in writing of such an action. The term of office as a member of the Board shall terminate when a Member informs the Authority of a new appointment or when the director ceases to hold such position and the Member has appointed a replacement.

Section 1.3. Office. The business office of the Authority shall be the business office of LGVSD or at such other place as may be designated by the Board.

ARTICLE II

OFFICERS

Section 2.1. Officers. The Officers of the Authority shall be the President, Vice President, Treasurer and Secretary and shall initially be the holders of the positions of the Members provided below. The officers of the Authority shall be determined by the Board at the annual meeting. There shall be no term limits for officers so long as they are a member of the Board.

Section 2.2. President. The initial President of the Authority shall be the person who is the General Manager of LGVSD. The President shall preside at all meetings of the Authority, and shall submit such information and recommendations to the Board as he or she may consider proper concerning the business, policies and affairs of the Authority. The President shall be responsible for execution and supervision of the affairs of the Authority.

Section 2.3. Vice President. The initial Vice President of the Authority shall be the person who is the General Manager of SMCSD. If the President is not then available to carry out his or her duties, then the Vice President shall be responsible for such duties.

Section 2.4. Treasurer. The initial Treasurer of the Authority shall be the person who serves as the senior finance officer of LGVSD. Subject to the applicable provisions of any trust agreement, indenture or resolution providing for a trustee or other fiscal agent, the Treasurer is designated as the depository of the Authority to have custody of all the money of the Authority,

from whatever source, and, as such, shall have the powers, duties and responsibilities specified in Section 6505.5 of the Act.

Section 2.5. Secretary. The initial Secretary of the Authority shall be the person who serves as the senior finance officer of SMCSO. The Secretary shall keep the records of the Authority, shall act as Secretary at the meetings of the Authority and record all votes, shall keep a record of the proceedings of the Authority in a journal of proceedings to be kept for such purpose, shall produce minutes of Board meetings, and shall perform all other duties incident to the office.

Section 2.6. Confirmation of Officers. Confirmation or selection of new officers shall be the first order of business at the annual meeting of the Authority, held in each calendar year.

Section 2.7. Legal Advisor. Initially, the person serving in the position of District Counsel to LGVSD shall act as the legal advisor of the Authority and shall perform such duties as may be prescribed by the Board; *provided, however*, that if the Authority's legal advisor determines that a conflict exists in connection with his or her representation of the Authority as to any specific matter, he or she shall so advise the Board and the Board shall select such other attorney or firm of attorneys to act as the legal advisor to the Authority with respect to such matter. The confirmation of or selection of legal counsel shall occur at the annual meeting to the extent practical.

Section 2.8. Authority to Bind Authority. Any member of the Board of the Authority may be authorized to execute agreements or other documents on behalf of the Authority; *provided that* no member, officer, agent or employee of the Authority, without prior specific or general authority by a vote of the Board, shall have any power or authority to bind the Authority by any contract, to pledge its credit, or to render it liable for any purpose in any amount.

ARTICLE III

EMPLOYEES AND AGENTS

Section 3.1. Appointment of Employees and Agents. The Authority may from time to time request from the Members the services of such personnel, counsel or agents, permanent or temporary, as may be necessary to carry out the business and affairs of the Authority. The Board may in addition employ temporary professional and technical personnel on such terms and at such rates of compensation as the Board may determine, for the performance of Authority business and affairs, provided that adequate sources of funds are identified for the payment of such temporary professional and technical services.

ARTICLE IV

MEETINGS

Section 4.1. Regular Meetings. The Board shall conduct a regular meeting on January 24, 2017, at 10:00 a.m., at the offices of LGVSD located at 300 Smith Ranch Road, San Rafael, California 94903. Thereafter, unless otherwise provided by a resolution of the Authority, regular meetings shall be held at the offices of LGVSD at 2:00 p.m. on the same date as regular meetings

of the Board of Directors of LGVSD. If the Secretary does not post an agenda for a regular meeting pursuant to Government Code Section 54954.21, then such failure to post shall be deemed to be a determination by the President that no items required discussion and, therefore, that the regular meeting should be cancelled, except as otherwise provided in Section 54954.2. The Authority shall hold an annual meeting, which shall typically be the first regular meeting of each calendar year, however, the time and place for the annual meeting may be modified by a Board resolution when matters to be considered at the annual meeting are prepared and ready for Board action.

Section 4.2. Special Meetings. A special meeting may be called at any time by the President or the Vice President by delivering written notice to each Board member and providing public notice. Such written notice to a Board member may be dispensed with as to any Board member who at or prior to the time the meeting convenes files with the Secretary of the Authority a written waiver of notice. Such waiver may be given by electronic mail or telecopy. Such written notice may also be dispensed with as to any Board member who is actually present at the meeting.

Section 4.3. Closed Sessions. Nothing contained in these by-laws shall be construed to prevent the Board from holding closed sessions during a regular or special meeting concerning any matter permitted by law to be considered in a closed session.

Section 4.4. Public Hearings. All public hearings held by the Board shall be held during regular or special meetings of the Board.

Section 4.5. Adjourning Meetings and Continuing Public Hearings to Other Times or Places. The Board may adjourn any meeting to a time and place specified in the order of adjournment. Less than a quorum may so adjourn from time to time. If all Board members are absent from any regular meeting or adjourned regular meeting the Secretary or Acting Secretary of the Authority may declare the meeting adjourned to a stated time and place and shall cause a written notice of the adjournment to be given in the same manner as provided for special meetings unless such notice is waived as provided for special meetings. A copy of the order or notice of adjournment shall be conspicuously posted on or near the door of the place where the meeting was held within 24 hours after the time of the adjournment. When a regular or adjourned regular meeting is adjourned as provided in this section, the resulting adjourned regular meeting is a regular meeting for all purposes. When an order of adjournment of any meeting fails to state the hour at which the adjourned meeting is to be held, it shall be held at the hour specified for regular meetings.

Any public hearing being held, or any hearing noticed or ordered to be held at any meeting may by order or notice of continuance be continued or recontinued to any subsequent meeting in the same manner and to the same extent set forth herein for the adjournment of the meetings; provided, that if the hearing is continued to a time less than 24 hours after the time specified in the order or notice of hearing a copy of the order or notice of continuance shall be posted immediately following the meeting at which the order or declaration of continuance was adopted or made.

Section 4.6. Ralph M. Brown Act. The Ralph M. Brown Act applies to all meetings of the Board.

Section 4.7. Order of Business. The President or Vice President shall prepare or approve the agenda of all meetings. Business will be conducted according to the agenda, except when determined by the Board as permitted by law.

Section 4.8. Parliamentary Procedure. The presiding officer at the meeting shall determine the rules of conduct. The presiding officer may be guided by the rules of parliamentary procedure set forth in Rosenberg's Rules of Order, but failure to follow Rosenberg's Rules of Order shall not affect the validity of any action or motion duly taken or adopted by the Board at any lawfully held meeting.

ARTICLE V

AMENDMENTS

Section 5.1. Amendments to By-Laws. These by-laws may be amended by the Board of the Authority at any regular or special meeting by majority vote, provided that a description of the proposed amendment to any particular section is included in the notice of such meeting.