

A G E N D A
SPECIAL MEETING
SAN RAFAEL SANITATION DISTRICT
BOARD OF DIRECTORS
TUESDAY – AUGUST 29, 2017 - 9:00 A.M.
CITY OF SAN RAFAEL
PUBLIC WORKS DEPARTMENT
111 MORPHEW STREET – CONFERENCE ROOM 201
SAN RAFAEL, CALIFORNIA 94901

Members of the public may speak on Agenda items.

1. OPEN PERIOD

Opportunity for the public to address the Board on items not on the agenda.
(Presentations are generally limited to 2 minutes.)

2. MINUTES OF THE MEETING

Request approval as submitted – April 28, 2017, May 26, 2017 (Regular Meeting), May 26, 2017 (Special Meeting), and July 28, 2017.

3. PAYMENTS

None.

4. OLD BUSINESS

a. Discussion on updating the CMSA Joint Exercise of Powers Agreement.

5. NEW BUSINESS

None.

6. INFORMATIONAL ITEMS

7. DIRECTOR REPORTS/REQUESTS FOR FUTURE AGENDA ITEMS

8. CLOSED SESSION

a. Conference with Legal Counsel

California Government Code Section 54956.9(d)(2)

Number of Potential Cases: One (1)

9. ADJOURNMENT

The next scheduled meeting is September 22, 2017.

SAN RAFAEL SANITATION DISTRICT
Minutes of the Meeting
April 28, 2017

Regular Meeting

City of San Rafael
Conference Room 201
1400 Fifth Avenue
San Rafael, CA 94901

The meeting was called to order at 9:07 A.M. by Chairman Phillips.

Attendance Board: Gary O. Phillips, Chairman
Maribeth Bushey, Secretary/Director
Damon Connolly, Alternate Director

Attendance Staff: Doris Toy, District Manager/District Engineer
Karen Chew, Senior Civil Engineer
Cynthia Hernandez, District Secretary

Attendance Others: Dean DiGiovanni, Alternate CMSA Commissioner for SRSD
Jason Dow, General Manager of CMSA

1. OPEN PERIOD - No persons were present to address the Board. Chairman Phillips welcomed new Board member, Supervisor Damon Connolly.

2. MINUTES OF MARCH 28, 2017

MOTION by Director Bushey, seconded By Chairman Phillips, to approve the minutes of the March 28, 2017, meeting as presented.

AYES: Director Bushey, Chairman Phillips
NOES: None
ABSENT: Director Rice
ABSTAIN: Director Connolly *Motion Carried*

3. PAYMENTS

MOTION by Director Bushey, seconded by Director Connolly, to approve the payments for March 2017 in the amount of \$293,682.99 for maintenance and operation of the District and for capital improvements.

AYES: Director Bushey, Director Connolly, Chairman Phillips
NOES: None
ABSENT: Director Rice *Motion Carried*

Chairman Phillips then requested a brief intermission so that each person could introduce themselves to Supervisor Connolly. The Chairman and the District Manager also gave the Supervisor a brief description of the District's affiliation with CMSA.

4. OLD BUSINESS

- a. **Update on the North Francisco Sewer Force Main Relocation Project at Rice Drive.**
- **Adopt resolution authorizing the District Manager/District Engineer to sign an agreement with Nute Engineering for design and construction related services for the North Francisco Sewer Force Main Relocation Project at Rice Drive.**

District Manager Toy reported that she had brought a proposal from Nute Engineering to the March 2017 meeting for design and construction related services for the North Francisco Force Main Relocation Project at Rice Drive. She reported that the North Francisco Force Main at Rice Drive needed to be relocated due to the extension of the SMART train service to Larkspur Landing. She also reported that the cost of the relocation would be approximately \$800,000 for design and construction. Manager Toy reported that due to the cost to relocate the sewer main, the Board had several questions and had requested her get additional information from the other agencies that would also be required to relocate their utilities. She reported that AT&T, PG&E, and MMWD will all need to relocate their utilities. She also reported that MMWD had completed its design work and was waiting for an easement, and AT&T and PG&E were still in discussions with SMART regarding the details of the relocation of their facilities. Chairman Phillips then reported that he had requested the District's legal counsel, Jack Govi, to provide the District with some options in regard to the payment for this project, since the District does not have a franchise agreement with the City. Next, Chairman Phillips requested the Board to meet with Counsel Govi on this matter, since he would need to recuse himself from this due to the fact that he is a member of the SMART Board. Chairman Phillips then requested Manager Toy to arrange a special meeting in the next 2-3 weeks that would include Counsel Govi and to coordinate this meeting with the other Board members.

MOTION by Director Connolly, seconded by Director Bushey, to accept the report and to table the resolution until the next meeting.

AYES: Director Bushey, Director Connolly, Chairman Phillips

NOES: None

ABSENT: Director Rice

Motion Carried

5. NEW BUSINESS

- a. Accept appointment of County Supervisor Damon Connolly to serve as an Alternate Director on the San Rafael Sanitation District Board.**

The Board decided that Supervisor Connolly should contact the County before proceeding with this item since there was some confusion in regard to whether he had been appointed to the SRSD Board to serve as a Director (to replace Supervisor Rice) or as an Alternate Director (to fill in for Supervisor Rice as needed).

At 9:14 A.M., Supervisor Connolly excused himself from the meeting to call the County.

- b. Call for applications to fill the position of Alternate Commissioner to represent the San Rafael Sanitation District on the CMSA Board of Commissioners.**

Director Bushey reported that the District had previously appointed Mr. Dean DiGiovanni, a resident of the District, to fill the position of Alternate Commissioner to represent the San Rafael Sanitation District on the CMSA Board on a temporary basis until the District could advertise for this position and select a permanent candidate.

MOTION by Director Bushey, seconded by Chairman Phillips, to call for applications to fill the position of Alternate Commissioner to represent the San Rafael Sanitation District on the CMSA Board of Commissioners.

AYES: Director Bushey, Chairman Phillips

NOES: None

ABSENT: Director Connolly, Director Rice

Motion Carried

- c. Report on bid opening for the San Pedro Pump Station Improvements Project and adopt resolution to award contract.**

District Manager Toy reported that this project will involve replacing the entirety of the existing San Pedro Pump Station, located at the intersection of Point San Pedro Road and Loma Linda Road, and replacing approximately 900 feet of gravity sewer line. She reported that there was a bid opening for this project on April 25, 2017, and that there were two bidders: JMB Construction, Inc., with a bid of \$2.4 million and Maggiora & Ghilotti, Inc., with a bid of \$2.5 million. She also reported that the Engineer's Estimate was \$1.7 million and that the bid of \$2.4 million was approximately \$624,000, or 35%, over the Estimate. Manager Toy reported that four prime contractors had attended the mandatory pre-bid meeting held last week, but only two of the contractors submitted bids. She also reported that the lack of bidders and the high bid amounts could be attributed to the fact that there are a lot of pump station projects out there right now, and this is causing the bids to be inflated. Manager Toy then recommended that the bids be

rejected and that the project be rebid in the winter when there may be more bidders. She also suggested that because the project had already been designed, the portion of the project involving the replacement of the gravity sewer line could be bid separately within the next month or two, since she felt that those types of contractors should still be available.

MOTION by Director Bushey, seconded by Chairman Phillips, to reject all bids and adopt the resolution rejecting bids for the San Pedro Pump Station Improvements Project.

AYES: Director Bushey, Chairman Phillips
NOES: None
ABSENT: Director Connolly, Director Rice *Motion Carried*

d. Adopt resolution to accept Mt. Tam Property Capital Investments, LLC, Grant of Lien to the District.

District Manager Toy reported that the property at 355 Margarita Drive is currently on a septic system. She also reported that it has been annexed to the District and is now ready to be connected to the sewer. She then reported that the sewer lateral for this property will be connected to a sewer main extension that was installed by the owners of 365 and 366 Margarita Drive.

At 9:18 A.M., Supervisor Connolly returned to the meeting.

Next, Manager Toy reported that the Repayment Agreement for this sewer main extension requires the owners of 355 Margarita Drive to pay a reimbursement fee of \$42,144.00 in addition to the \$9,290.94 sewer connection fee. She reported that because of the high cost of the reimbursement fee and because the owners plan to flip this house, they requested to grant the District a lien against the property in lieu of payment of the reimbursement fee. She also reported that the lien would require the property owners to pay the District the \$42,144.00 reimbursement fee within 180 days of the recordation of the lien. Manager Toy then reported that the Grant of Lien and the Agreement had both been reviewed and by the District's legal counsel and recommended that the Board accept the Grant of Lien.

MOTION by Director Bushey, seconded by Director Connolly, to adopt the resolution to accept Mt. Tam Property Capital Investments, I.I.C, Grant of Lien to the District.

AYES: Director Bushey, Director Connolly, Chairman Phillips
NOES: None
ABSENT: Director Rice *Motion Carried*

e. Review Budget Status Reports for the period 7-1-16 through 9-30-16 and through 12-31-16.

District Manager Toy reviewed the first quarter Budget Status Report for the period 7-1-16 through 9-30-16 and reported the following. Under Revenue, the fees for Sewer Assessments and Charges (Account No. 400000) had not yet been received because the sewer service charges are collected on the property tax bills, which are not due until December and April. Under Expenditures for Supplies and Services, Consulting Services (Account No. 2325) was at 74% of budget because the District had contracted with Cal-CAD Solutions to automate the sewer service charges, which was not included in the budget. (Because Manager Toy is authorized to move money between line items within the same fund, she can cover any shortfall this may cause.) Manager Toy then reviewed the second quarter Budget Status Report for the period 7-1-16 through 12-31-16 and reported the following. This report was just revised this morning. Under Revenue, the fees for Sewer Assessments and Charges (Account No. 400000) now reflected that \$8,883,344 in sewer service charges had been collected through the property tax bills that were paid in December (instead of the \$154,746 that was initially shown). Under Expenditures for Capital Improvements, Rehab of Gravity Sewer (Account No. 4302) was at 217% of budget because the 2016 Pipe Bursting Sewer Rehabilitation Project had been added to this account, with a cost of approximately \$700,000. Manager Toy reported that she would do a revised Budget Status Report for the next meeting. She also reported that some of the capital improvement projects had been postponed, such as Second Street, Ida to E Street (Account No.4316); Rehab of Beach Sewers-Bayside (Account No. 4320); #22 El Cerrito to Forbes (Account No. 4311); and Woodland Place/Avenue & Octavia (Account No. 4323) due to existing project schedules and additional unplanned projects. Manger Toy then reported that the 2017 Sewer Pipe Repair and Replacement Project was another project that had been added and that this project and the 2016 Pipe Bursting Sewer Rehabilitation Project had been added because of the City's Street Repaving Project.

MOTION by Director Bushey, seconded by Director Connolly, to accept the Budget Status Reports for the period 7-1-16 through 9-30-16 and through 12-31-16.

AYES: Director Bushey, Director Connolly, Chairman Phillips

NOES: None

ABSENT: Director Rice

Motion Carried

6. INFORMATIONAL ITEMS.

None.

The Board returned to Item 5.a.

5. NEW BUSINESS

- a. Accept appointment of County Supervisor Damon Connolly to serve as an Alternate Director on the San Rafael Sanitation District Board.**

Supervisor Connolly reported that the County had confirmed that he had been appointed to serve as an Alternate Director on the San Rafael Sanitation District Board.

MOTION by Director Bushey, seconded by Director Connolly, to accept the appointment of County Supervisor Damon Connolly to serve as an Alternate Director on the San Rafael Sanitation District Board.

AYES: Director Bushey, Director Connolly, Chairman Phillips

NOES: None

ABSENT: Director Rice

Motion Carried

7. DISTRICT MANAGER'S REPORT

- a. Update on CMSA JPA update process.**

District Manager Toy reported that all of the JPA members had agreed that the JPA Agreement should be revised. She also reported that Doug Kelly from Ross Valley Sanitary District, Diane Furst from Sanitary District No. 2 (Corte Madera), Director Bushey from SRSD, and Dan Hillmer from the City of Larkspur, are the representatives that will serve on the JPA committee. She then reported that they are planning to schedule a kick-off meeting in May.

8. DIRECTOR REPORTS/REQUESTS FOR FUTURE AGENDA ITEMS.

None.

9. ADJOURNMENT

There being no further business to come before the Board, the meeting of April 28, 2017, was adjourned at 9:31 A.M. The next meeting of the San Rafael Sanitation District was scheduled for Friday, May 26, 2017, at 9:00 A.M. at San Rafael City Hall.

Respectfully submitted,

Maribeth Bushey, Recording Secretary

ATTEST THIS 29th DAY OF AUGUST 2017

Gary O. Phillips, Chairman

SAN RAFAEL SANITATION DISTRICT
Minutes of the Meeting
May 26, 2017

Regular Meeting

City of San Rafael
Conference Room 201
1400 Fifth Avenue
San Rafael, CA 94901

The meeting was called to order at 9:03 A.M. by Acting Chairman Rice.

Attendance Board: Katie Rice, Acting Chairman
Maribeth Bushey, Secretary/Director

Attendance Staff: Doris Toy, District Manager/District Engineer
Karen Chew, Senior Civil Engineer
Cynthia Hernandez, District Secretary

Attendance Others: Andy Bachich, Owner of Andy's Local Market
Jack F. Govi, Assistant County Counsel
Dean DiGiovanni, Alternate CMSA Commissioner for SRSD
Jason Dow, General Manager of CMSA

1. OPEN PERIOD

Andy Bachich of Andy's Local Market was present to address the Board. He reported that the store is being moved to a smaller location due to the new homes being built at the Loch Lomond Marina. He also reported that because he had added additional floor drains to the design of the new store and the Health Department requires more condensate drains for the refrigeration cases, the developer had requested him to pay a large sum of money for the sewer fees and some additional costs for the new building, which he could not afford to do. He then reported that he had stopped construction on the new store for 10 days because of this matter. Director Bushey reported that the City has had a long-standing commitment to having Andy's Local Market as a part of the Loch Lomond community and requested District Manager Toy to take the lead in organizing the City's response to this issue. She also requested Manager Toy to involve Paul Jensen, the Community Development Director, and Rob Epstein, the City Attorney, in this matter and to let Jim Schutz, the City Manager, know about it.

2. MINUTES OF APRIL 28, 2017

The Board was unable to approve the Minutes of April 28, 2017, because the Board members needed to approve them were absent.

3. PAYMENTS

MOTION by Director Bushey, seconded by Acting Chairman Rice, to approve the payments for April 2017 in the amount of \$86,939.95 for maintenance and operation of the District and for capital improvements.

AYES: Director Bushey, Acting Chairman Rice

NOES: None

ABSENT: Chairman Phillips

Motion Carried

4. CLOSED SESSION

- a. **Conference with Legal Counsel – Anticipated Litigation
California Government Code Section 54956.9(d)(2)
Number of Potential Cases: One (1)**

Closed Session – Opened at 9:10 A.M.

Closed Session – Ended at 9:27 A.M.

Acting Chairman Rice reported that Legal Counsel Govi had given direction to staff and that there was no reportable action.

5. OLD BUSINESS

None.

6. NEW BUSINESS

- a. **Discussion on LAFCO's Central Marin Wastewater Study, April 2017 Draft Report.**

District Manager Toy reported that the most important parts of this report are the Executive Summary and the Agency Profile. She then referred to Page 2 of her staff report where she had outlined the recommendations that are applicable to the District. She also reported that she wanted to find out whether the Board wanted to respond to these recommendations and if so, how they wanted to respond. Manager Toy then reviewed the following recommendations. Recommendation #5: The County Supervisor on the SRSD Board should represent District 1 since they feel that most of the SRSD ratepayers are from District 1. Recommendation #6: Cleanup the District boundaries since they overlap with Ross Valley in some locations. Recommendation #8: Consideration of a consolidation study that would be performed by LAFCO. Recommendation #9: Identify properties on septic systems due to concerns about a public safety threat to health and the environment. Recommendation #11: Address the effects of climate change on wastewater services. Manager Toy reported that the District is currently looking into this through BayWAVE and the City's Management Mitigation Plan. Next, Manager Toy reported on the Agency Profile for SRSD. She reported that there was a section on Wastewater Flow that contained information on flows in relation to population. She then reported that she had some comments regarding the

study's use of wastewater flow as a unit of measure. Manager Toy reported that she did not feel that this was a good unit of measure for comparison with the other agencies in regard to the amount of flow generated per resident, occupied housing unit, or service connection because it also includes flow from commercial and industrial use as well as inflow and infiltration. She also reported that SRSD has more restaurants than the other agencies in Central Marin and that the amount of rain varies throughout the City and the County as well as from year to year. Manager Toy then reported on the section regarding Pension Obligations. She reported that the study referred to the City's unfunded liability rather than the District's. She also reported that the District's share of the City's unfunded liability is only about 3.3% and that this is the number that should be used in the study. Director Bushey then reported on the comments made by the CMSA Board on the following recommendations. Recommendation #5 regarding the District 1 Supervisor: She did not feel that the CMSA Board understood this issue. Director Rice then reported that it was her understanding that the County Board of Supervisors could appoint a representative from any District that meets the requirements to serve on the SRSD Board. Recommendations #2 and #10 regarding development: The CMSA Board felt that this issue was better left to the land use development agencies. Recommendation #4 regarding governance: The CMSA Board felt that this matter was beyond the scope of the LAFCO study and not something they wanted to pursue. Recommendations #7 and #8 regarding consolidation: The CMSA Board felt that Recommendation #8 on consolidation was inadequate, but everyone agreed with Recommendation #7 to dissolve MPSMD and SQVSMD and place their service areas in RVSD. CMSA Manager Dow reported that LAFCO is willing to receive comments on this report from the affected agencies and will be making revisions to it. He also reported that LAFCO will later be doing a consolidation study and will hire a consultant to review the various options. The Board then requested Manager Toy to prepare a draft response to this report for review at the next meeting. They requested that the response include the items that were discussed at this meeting as well as Recommendation #2 regarding development and Recommendation #4 regarding CMSA governance. They also requested Manager Toy to brief Chairman Phillips on the LAFCO report.

b. Discussion on 2016-17 Marin County Civil Grand Jury Report, Overcoming Barriers to Housing Affordability.

District Manager Toy reported that the District had previously received a short survey from the Civil Grand Jury back in December regarding the District's sewer connection fees. She then reported that the Civil Grand Jury had issued a report titled "Overcoming Barriers to Housing Affordability" in April and that the District needed to respond to the recommendation that each utility district should adopt waivers for hook-up fees for low income housing projects and accessory dwelling units. Manager Toy reported that the District does not currently charge a connection fee for accessory dwelling units if they do not require a separate connection to the sewer main and only charges an administrative/inspection fee if a separate connection is required. She also reported that she had requested Legal Counsel Govi to look into whether the District could legally waive the sewer connection fee for these types of housing. Manager Toy then reported that Legal

Counsel Govi had previously advised the District that a reduction in the annual sewer service charge for seniors would be considered a gift of public funds (during the last increase in the sewer service charge), so a waiver of the sewer connection fee for low income housing or accessory dwelling units might also be considered a gift of public funds. She also reported that the only way the District could legally waive or reduce rates would be to collect a special tax for this purpose through a ballot measure. In response to the Board's inquiries, Manager Toy reported that there have only been one or two connections for an accessory dwelling unit over the past 5 years. She also reported that the sewer connection fees make up only a small portion of the District's budget. The Board then referred to the possibility of having deed restrictions for low income properties and discussed how subsidized fees might impact other ratepayers as well as the District. There was also concern about the impact of subsidized connection fees on sewer service charges. The Board then directed Manager Toy to prepare a response to the Civil Grand Jury stating that the District would like to consider the waiver of connection fees for low income housing projects and accessory dwelling units but would need to have a better understanding of the impact this might have. They also requested Manager Toy to advise the Grand Jury on the District's current policy on connection fees for accessory dwelling units.

7. INFORMATIONAL ITEMS.

a. New Associate Civil Engineer.

District Manager Toy reported that a new Associate Civil Engineer had just come on board with the District yesterday and that this position had been vacant since last August. She also reported that Senior Civil Engineer Chew was happy to have some help. The Board then suggested introducing him at the next meeting.

8. DISTRICT MANAGER'S REPORT

a. Update on CMSA JPA update process.

District Manager Toy reported that the committee had a kickoff meeting on May 9th. She reported that it was just a quick meeting to discuss how they wanted to revise the JPA Agreement. She also reported that the committee plans to break the Agreement down into five conceptual areas and will revise one area at a time. Manager Toy reported that after each area is revised, each committee member will take the revised document back to their respective Board for review and comments. She reported that once all five areas of the Agreement have been revised, there will be one draft of the revised Agreement to be considered for adoption. She also reported that at the next meeting, the committee plans to list and group the revisions into five sections. Manager Toy then reported that the committee will be meeting on the fourth Thursday of each month at 8:00 A.M.

9. DIRECTOR REPORTS/REQUESTS FOR FUTURE AGENDA ITEMS

None.

10. ADJOURNMENT

There being no further business to come before the Board, the meeting of May 26, 2017, was adjourned at 9:53 A.M. The next meeting of the San Rafael Sanitation District was scheduled for Friday, June 23, 2017, at 9:00 A.M. at San Rafael City Hall. This meeting was later rescheduled for Thursday, June 22, 2017, at 11:00 A.M. at San Rafael City Hall.

Respectfully submitted,

Maribeth Bushey, Recording Secretary

ATTEST THIS 29th DAY OF AUGUST 2017

Katie Rice, Acting Chairman

SAN RAFAEL SANITATION DISTRICT

Minutes of the Meeting

May 26, 2017



Special Meeting

City of San Rafael
Conference Room 201
1400 Fifth Avenue
San Rafael, CA 94901

The meeting was called to order at 9:53 A.M. by Acting Chairman Rice.

Attendance Board: Katie Rice, Acting Chairman
Maribeth Bushey, Secretary/Director

Attendance Staff: Doris Toy, District Manager/District Engineer
Karen Chew, Senior Civil Engineer
Cynthia Hernandez, District Secretary

Attendance Others: Andy Bachich, Owner of Andy's Local Market
Dean DiGiovanni, Alternate CMSA Commissioner for SRSD
Jason Dow, General Manager of CMSA

1. Interviews of Applicants and Consideration of Appointments to Fill the Position of Alternate Commissioner to Represent the San Rafael Sanitation District on the CMSA Board of Commissioners.

The SRSD Board interviewed the following applicant: Dean DiGiovanni

MOTION by Director Bushey, seconded by Acting Chairman Rice, to appoint Dean DiGiovanni as an Alternate Commissioner to represent the San Rafael Sanitation District on the CMSA Board of Commissioners.

AYES: Director Bushey, Acting Chairman Rice
NOES: None
ABSENT: Chairman Phillips *Motion Carried*

ADJOURNMENT: 9:55 A.M.

Respectfully submitted,

Maribeth Bushey, Recording Secretary

ATTEST THIS 29th DAY OF AUGUST 2017

Katie Rice, Acting Chairman

SAN RAFAEL SANITATION DISTRICT
Minutes of the Meeting
July 28, 2017

Regular Meeting

City of San Rafael
Conference Room 201
1400 Fifth Avenue
San Rafael, CA 94901

The meeting was called to order at 9:35 A.M. by Chairman Phillips.

Attendance Board: Gary O. Phillips, Chairman
Katie Rice, Acting Secretary/Director

Attendance Staff: Doris Toy, District Manager/District Engineer
Karen Chew, Senior Civil Engineer
Cynthia Hernandez, District Secretary

Attendance Others: Dean DiGiovanni, Alternate CMSA Commissioner for SRSD
Jason Dow, General Manager of CMSA

- 1. **OPEN PERIOD** - No persons were present to address the Board.
- 2. **MINUTES OF JUNE 22, 2017**

MOTION by Director Rice, seconded by Chairman Phillips, to approve the minutes of the June 22, 2017, meeting as presented.

AYES: Director Rice, Chairman Phillips
NOES: None
ABSENT: Director Bushey

Motion Carried

3. PAYMENTS

MOTION by Director Rice, seconded by Chairman Phillips, to approve the payments for June 2017 in the amount of \$402,180.45 and for July 2017 in the amount of \$2,821,034.20 for maintenance and operation of the District and for capital improvements.

AYES: Director Rice, Chairman Phillips
NOES: None
ABSENT: Director Bushey

Motion Carried

4. OLD BUSINESS

a. Discussion on waiving connection fees for low income housing projects.

District Manager Toy reported that this is a continuation of the District's response to the Civil Grand Jury report titled "Waiver of Connection Fees for Affordable Housing." She reported that the District's response stated that further analysis would be required and that the District would discuss this matter with its legal counsel and would consider some type of connection fee waiver for low income housing projects within the next six (6) months. She then reported that she had discussed this matter with the District's legal counsel, Jack Govi, and that his legal opinion was attached to her staff report. The Board then reported that they understood the reasons for this opinion.

MOTION by Director Rice, seconded by Chairman Phillips, to accept the opinion of the District's legal counsel that a reduction and/or waiver of sewer connection fees may be in violation of Proposition 218 since the District has no mechanism to recoup the loss of funds.

AYES: Director Rice, Chairman Phillips

NOES: None

ABSENT: Director Bushey

Motion Carried

5. NEW BUSINESS

a. Adopt resolution to amend the District Budget for Fiscal Year 2016-17.

District Manager Toy reported that during the review of the third quarter Budget Status Report at last month's Board meeting, it was noted that the FY 2016-17 Budget for the Pump Station and Force Main Capital Improvement Fund had been exceeded, and the Board was advised that this portion of the budget would be amended at the July meeting. She then reported that this fund had been exceeded by approximately \$225,000 because the Glenwood Pump Station Improvements Project had been budgeted for construction in Fiscal Year 2015-16, but the project was not completed until Fiscal Year 2016-17 due to the fact that it began later than anticipated. Next, Manager Toy recommended that the Board adopt the resolution authorizing a retroactive budget increase for the Pump Station Capital Improvement Fund for Fiscal Year 2016-17.

MOTION by Director Rice, seconded by Chairman Phillips, to adopt the resolution authorizing a retroactive budget increase for the Pump Station and Force Main Capital Improvement Fund for Fiscal Year 2016-17 in the amount of \$225,000.

AYES: Director Rice, Chairman Phillips

NOES: None

ABSENT: Director Bushey

Motion Carried

- b. **Adopt resolution authorizing the District Manager/District Engineer to sign an agreement with Nute Engineering for design and construction related services for the La Crescenta Way, Loma Linda Road, and Marina Blvd. Sewer Improvement Project.**

District Manager Toy reported that this is part of the San Pedro Pump Station Improvement Project. She also reported that the bids were opened in April, and the lowest bid came in 35% higher than the Engineer's Estimate. She then reported that because this was due to the pump station portion of the project, the gravity pipeline portion was removed and bid separately as the La Crescenta Way, Loma Linda Road, and Marina Blvd. Sewer Improvement Project. Next, Manager Toy reported that because Nute Engineering had designed the San Pedro Pump Station Improvement Project, which included the gravity pipeline that connects to the pump station, staff had requested Nute to prepare the plans and specs for the La Crescenta Way, Loma Linda Road, and Marina Blvd. Sewer Improvement Project. She also reported that the pump station portion of the project would be bid later this year in an effort to obtain lower bids.

MOTION by Director Rice, seconded by Chairman Phillips, to adopt the resolution authorizing the District Manager/District Engineer to execute a Professional Services Agreement with Nute Engineering for design and construction related services for the La Crescenta Way, Loma Linda Road, and Marina Blvd. Sewer Improvement Project for an amount not to exceed \$28,416.

AYES: Director Rice, Chairman Phillips
NOES: None
ABSENT: Director Bushey

Motion Carried

6. INFORMATIONAL ITEMS.

- a. **LAFCO's response to SRSD's comments on the Central Marin Wastewater Study.**

District Manager Toy reported that she had received LAFCO's final report on the Central Marin Wastewater Study and that she had attached LAFCO's response to SRSD's comments on this study. The Board then reviewed and discussed the comments by SRSD and LAFCO's responses. **Comment 4-1** - CMSA Manager Dow reported that both SRSD and CMSA disagree with LAFCO's recommendation for CMSA to develop a plan to allocate treatment capacity among its member agencies. SRSD's response to the study stated that the wastewater agencies are not land-use authorities and already effectively coordinate the delivery of new wastewater services as needed. **Comment 4-9 on Pension Obligations** - The Board and staff discussed the fact that SRSD's portion of the City's unfunded liability is only about 3.3%. The Board then suggested expanding on the District's comments on this matter. **Comment 4-8 on Wastewater Flow as a Unit of Measurement** - SRSD disagrees with the way the report compares daily-average flows, dry-weather flows, and peak-day flows and breaks them down into an amount of flow per resident, occupied housing unit, or service connection. It was felt that this information could be misleading and misrepresented due to the

fact that the amount of rain varies throughout the City and the County, as well as from year to year and because SRSD has more restaurants than the other agencies in Central Marin. CMSA Manager Dow also discussed the impact of peak flows on CMSA. The Board then requested Manager Toy and CMSA Manager Dow to discuss this matter in order to be sure that they are in agreement.

MOTION by Director Rice, seconded by Chairman Phillips, to accept LAFCO's final report on the Central Marin Wastewater Study with the direction provided to staff.

AYES: Director Rice, Chairman Phillips

NOES: None

ABSENT: Director Bushey

Motion Carried

7. DIRECTOR REPORTS/REQUESTS FOR FUTURE AGENDA ITEMS.

None.

8. ADJOURNMENT

There being no further business to come before the Board, the meeting of July 28, 2017, was adjourned at 10:00 A.M. The next meeting of the San Rafael Sanitation District scheduled for Friday, August 25, 2017, at 9:00 A.M. at San Rafael City Hall was later rescheduled for Tuesday, August 29, 2017, at 9:00 A.M. at the San Rafael Sanitation District Office.


Respectfully submitted,

Katie Rice, Acting Recording Secretary

ATTEST THIS 29th DAY OF AUGUST 2017

Gary O. Phillips, Chairman

SAN RAFAEL SANITATION DISTRICT
Agenda Item No. 4.a.

DATE: August 29, 2017
TO: Board of Directors, San Rafael Sanitation District
FROM: Doris Toy, District Manager/District Engineer 
SUBJECT: **Discussion on Updating the CMSA Joint Exercise of Powers Agreement**

SUMMARY:

In early 2015, the JPA Managers began discussions regarding a review of and proposed revisions to the CMSA Joint Exercise of Powers Agreement, which came into effect in October 1979, that would reflect the current and future delivery of wastewater services in Central Marin. This collaborative work took place at the monthly JPA Managers' meetings; and at the December 2016 meeting, the Managers completed their review. At the January 2017 CMSA Board meeting, the Managers' review results were presented to the CMSA Board, and the CMSA Board agreed that the Agreement was outdated and should be amended. The CMSA Board then requested each JPA member agency to confirm that the Agreement needed to be revised and to assign a representative to serve on a multi-Board working committee. This representative would also work with each of their respective agency's Board members.

At the February 24, 2017, SRSD Board meeting, the SRSD Board agreed that the CMSA Joint Exercise of Powers Agreement was outdated and should be revised. The SRSD Board then assigned Director Bushey to serve on an Ad-Hoc Committee to review and update the Agreement. The committee was comprised of a member from each of the JPA member agencies, i.e. Doug Kelly from Ross Valley Sanitary District, Diane Furst from Sanitary District No. 2, and Dan Hillmer from the City of Larkspur.

After each of the JPA member agencies agreed to revise the Agreement, the JPA Managers began working to facilitate the Committee meetings. On May 9, 2017, the Ad-Hoc Committee had its kick-off meeting and developed a procedure for updating the Agreement. The Agreement was separated into five group topics, and each group topic consists of five to six sections, as shown in Attachment 1. The goal is to review, discuss, and make recommended changes to one group topic at each of the Committee meetings. The Committee plans to meet on the fourth Thursday of each month. The recommended changes will then be presented to each of the JPA member agencies for their review and comment and taken back to the Committee for its consideration. After all five group

topics are completed, an updated JPA Agreement will be presented to each of the member agencies for consideration and approval.

On July 27th, the Committee reviewed the first group topic, which consisted of the following sections: Recitals, Definitions, Creation of Agency, Construction and Land Acquisition Fund, and Amendments. The committee's recommended changes are presented in Attachment 2 with redlines and strikeouts to the original Agreement and in Attachment 3 as a "clean" version for the Board to review and comment.

The Board's comments will be presented to the Committee at its next meeting.

ACTION REQUIRED:

Staff requests that the SRSD Board review and provide comments to the Ad-Hoc Committee's recommended changes to the Agreement on the Group 1 topic, which will be reported back to the Committee, and to provide direction to staff if required.

- Attachments:
1. JPA Review Plan
 2. JPA Review Memo #1 – Group Revisions (Redline/Strikeout)
 3. JPA Review Memo #1 – Group Revisions (clean version)



JPA Review Plan

June 12, 2017

JPA Review Group	Tentative Review Date	JPA Sections (#)
1	June/July	<ul style="list-style-type: none"> - Recitals: <i>update</i> - Definitions: <i>update</i> - Creation of Agency (2): <i>minor edits</i> - Construction and Land Acquisition Fund (15): <i>delete</i> - Amendments (20): <i>minor edits</i>
2	Aug/Sept	<ul style="list-style-type: none"> - Purpose (3): <i>explain why CMSA exists</i> - Term (4): <i>revise, automatic renewal?</i> - Bonds (13): <i>bond counsel to review and revise</i> - Operating Fund (14): <i>revise and update with current charge practice</i> - Miscellaneous (23): <i>minor revisions</i>
3	Oct/Nov	<ul style="list-style-type: none"> - Powers (5): <i>describe current services and activities, and define authorities, limitations</i> - Governing Board (6): <i>update role of Board</i> - Accountability of Funds, Reports, Audits (11): <i>revise by Agency Auditor</i> - Ownership (16): <i>revise and align with MoUs</i> - Records and Accounts (19): <i>update</i>
4	Dec/Jan	<ul style="list-style-type: none"> - Commission Membership (7): <i>update</i> - Commission Voting (8): <i>no change</i> - Duties of Commission (9): <i>revise</i> - Meeting of Commission (10): <i>revise</i> - Dispute Resolution (21): <i>legal to revise with multi-step process</i>
5	Feb/Mar	<ul style="list-style-type: none"> - Functional Responsibilities (17): <i>update</i> - Indemnification (18): <i>review and revise by CSRMA</i> - Withdrawal or Dissolution (22): <i>better define what are assets/liabilities</i> - Partial Invalidation (24): <i>potential legal editing</i> - Successors (25): <i>potential legal editing</i> - Personnel (26): <i>update and refer to Personnel Policies</i>

CENTRAL MARIN SANITATION AGENCY

JPA Review Memo #1 – Group 1 Revisions (Redline/Strikeout)

July 27, 2017; **Committee Reviewed**

Revision Concept/Rationale:

- Prepare new Whereas statements to reflect the JPA history and current service delivery
- Revise and update the JPA definitions
- Remove outdated provisions

RECITALS

~~WHEREAS, the wastewater treatment facilities of agencies discharging sewage wastes into the San Pablo/San Francisco Bays are in need of substantial modification and improvement requiring an expenditure of public funds; and~~

~~WHEREAS, an extensive study has been made of the Central Marin area sewage treatment needs; said study has recommended the construction of a new regional plant at the site known as CM-5; and~~

~~WHEREAS, the signators to this Agreement are the public agencies having the responsibility for sewage treatment in the Central Marin area; and~~

~~WHEREAS, each of the parties hereto has power to acquire, construct and operate sewage collection, interceptor and outfall lines and plants and facilities for the treatment and disposal of sewage, and the agencies propose by this Agreement to exercise said power jointly for the purpose of providing for the more efficient treatment and disposal of the sewage produced in each agency, all to the economic and financial advantage of each agency and otherwise for the benefit of each agency and each of the agencies is willing to plan with the other agencies for future sewage treatment and disposal facilities which will protect all of the agencies; and~~

~~WHEREAS, the Agency is to be formed for the purpose of planning, administering, and coordinating sewage treatment and disposal services throughout the Agency area; and~~

~~WHEREAS, SANITARY DISTRICT NO. 1 of MARIN COUNTY by Resolution No. 676 of the SANITARY DISTRICT NO. 1 governing board has voluntarily joined the Agency; and~~

~~WHEREAS, SAN RAFAEL SANITATION DISTRICT by Resolution No. 487 of the SAN RAFAEL SANITATION DISTRICT governing board has voluntarily joined the Agency; and~~

~~WHEREAS, SANITARY DISTRICT NO. 2 of MARIN COUNTY by Resolution No. 6-79 of the SANITARY DISTRICT NO. 2 governing board has voluntarily joined the Agency; and~~

~~WHEREAS, CITY OF LARKSPUR by Resolution No. 57/79 of the CITY OF LARKSPUR governing board has voluntarily joined the Agency; and~~

~~WHEREAS, SANITARY DISTRICT NO. 1 of MARIN COUNTY, SAN RAFAEL SANITATION DISTRICT, SANITARY DISTRICT NO. 2 of MARIN COUNTY and CITY OF LARKSPUR own and operate certain sewerage works, part of which may be used in an integrated system works throughout the Agency; and~~

~~WHEREAS, the Agency will be responsible for compliance with established standards of the State and/or Federal government for wastewater discharge requirements; and~~

~~WHEREAS, the discharge of this responsibility requires the centralization of authority to fix standards and to plan, administer and coordinate operation of an integrated sewerage system, either directly or through contractual relationships with other government entities; and~~

~~WHEREAS, it is in the interest of the Members to enter into this Agreement relating to the construction, ownership, maintenance and operation of sewerage facilities and other matters relating thereto:~~

Whereas, on October 15, 1979, the San Rafael Sanitation District (SRSD), Sanitary District #1 of Marin County (SD1), Sanitary District #2 of Marin County (SD2), and the City of Larkspur entered into a joint powers agreement (JPA) to jointly exercise their powers and form the Central Marin Sanitation Agency (CMSA or Agency) to plan, administer, and coordinate wastewater treatment and disposal services throughout their combined service area; and

Whereas, CMSA is a regional wastewater treatment agency that began operation in 1985 and provides wastewater and biosolids treatment, resource recovery, and other environmental services to the residents and businesses in Larkspur, Corte Madera, Ross, Fairfax, San Anselmo, a portion of San Rafael, and unincorporated areas in the Central Marin County, including San Quentin State Prison; and

Whereas, the 1979 CMSA JPA was amended six times between 1979 and 2006, and that amended 1979 JPA is attached as Exhibit A (TBD), and the original 1979 JPA and its six amendments are on file in the Agency's administrative office; and provisions in that 1993 annexation agreement and its 1995 amendment state that the City of Larkspur will retain a seat on the CMSA Board of Commissioners; and

Whereas, SD1 annexed the City of Larkspur's wastewater service area and assets in 1993, transferring ownership of and operations and maintenance responsibility for Larkspur's wastewater assets, including those referenced in the 1979 CMSA JPA, to RVSD; and

Whereas, the amended 1979 JPA identifies sole and joint use wastewater conveyance facilities in the CMSA service area with their JPA member ownership and maintenance responsibilities, and these responsibilities were further clarified in two Memoranda of Understanding between CMSA and the JPA owners, which have been incorporated into this 2018 JPA; and

Whereas, SRSD, SD1, and SD2 have separately contracted with CMSA for other wastewater related services, such as source control and/or operation of collection system assets, and CMSA has contracted with the County of Marin, California Department of Corrections, and several local public agencies for provision of wastewater services; and

Whereas, CMSA, SRSD, SD1, SD2, and Larkspur have prepared this 2018 JPA to update the 1979 JPA, and reflect the state of wastewater service delivery in Central Marin County; and

NOW, THEREFORE, THE PARTIES HEREBY AGREE AS FOLLOWS:

Section 1. Definition of Terms

Wherever the following terms are used in this Agreement they shall have the following meaning unless otherwise specifically indicated by the context in which they appear:

1. "ACT" means the provisions of Chapter 5 of Division 7 of Title 1 of the Government Code (commencing with Section 6500) pertaining to joint powers agreements.
2. "AGENCY" means the Central Marin Sanitation Agency.
3. "~~DISTRICT NO. 1SD1~~" means SANITARY DISTRICT NO. 1 of MARIN COUNTY, a ~~municipal or public corporation~~ special district, a party to this Agreement. SD1 is also known as Ross Valley Sanitary District (RVSD).
4. "~~SAN RAFAELSRSD~~" means SAN RAFAEL SANITATION DISTRICT, a ~~municipal or public corporation~~ special district, a party to this Agreement.
5. "~~DISTRICT NO. 2SD2~~" means SANITARY DISTRICT NO. 2 of MARIN COUNTY, a ~~municipal or public corporation~~ special district, a party to this Agreement.

6. "LARKSPUR" means CITY OF LARKSPUR, a municipal or public corporation, a party to this Agreement.
- ~~7. "CM 5" means ALTERNATIVE CM 5 for CENTRAL MARIN SANITATION AGENCIES as described in the EASTERN MARIN/SOUTHERN SONOMA WASTEWATER FACILITIES PLAN ADDENDUM, July 1979.~~
- ~~8. "STEP 2" means, as described in Federal and State guidelines, the design phase of the regional facilities.~~
- ~~9. "STEP 3" means, as described in Federal and State guidelines, the construction phase of the regional facilities.~~
10. "COMMISSION" means the governing board of Central Marin Sanitation Agency.
11. ~~"JOINT FACILITIES" means those sewerage facilities used or capable of being used by two or more Members. (consider deleting this term, as MoUs define asset responsibilities)~~
12. "LAW" means the Joint Exercise of Powers Law, Section 6500 et seq. of the Government Code of the State of California.
13. "MEMBER" means any party to this Agreement.
14. "OPERATION AND MAINTENANCE" means the regular performance of work required to assure continuous functioning of the sewerage wastewater system and corrective measures taken to repair facilities to keep them in operating condition.
15. "ORDER" means the duly adopted Resolutions and Orders Ordinances of the Agency.
- ~~12. "PARTIES: means the signatories to this joint powers agreement.~~
16. "REGIONAL CHARGE" means a charge by the Agency to the Members based on sewage wastewater flow and strength. The revenue from such charges to be used by the Agency to pay for the cost associated with the wastewater treatment and disposal of sewage services, including but not limited to acquisition of facilities, construction expenses, and operational, and administrative costs operational, capital, and administrative expenses.
17. "SEWER SERVICE CHARGE" means a charge to a property owner or occupant of designated premises for the use of the sanitary sewerage-sewer system.

18. "CONNECTION CAPACITY CHARGE" means a one-time charge to a property owner for when connection-connecting to the sanitary sewerage system for the first time or for construction of additional improvements which will add to the quantity flow and/or strength of sewage-wastewaterflow. Members charge a connection fee in addition to the Agency's capacity charge, and collect both from the property owner at the time of connection and remit the capacity charge to the Agency.
19. "DWELLING UNIT" means one unit as measured or estimated by the amount of sewage wastewater generated by a single-family residence or equivalent, relating to the flow and strength as determined by the AgencyMember.
- ~~20. "SOLE USE FACILITIES" means those wastewater facilities owned, used, operated and/or maintained by a single Member. (consider deleting this term, as MoUs define asset responsibilities)~~
21. "STANDARDS" means the terms and conditions of use of the Agency facilities as specified by the Agency.

Section 2. ~~Creation of Agency~~Formation of Central Marin Sanitation Agency

~~There is In 1979, the Members entered into the original JPA hereby created, a public agency to be known as the "Central Marin Sanitation Agency", herein called Agency. The to form CMSA Agency is formed by this Agreement~~ pursuant to the provisions of Article 1, Chapter 5, Division 7, Title 1 of the Government Code of the State of California relating to the joint exercise of powers common to public agencies. For the purposes of this Agreement, the AgencyCMSA is a public agency separate from the Members parties hereto.

Section 15. ~~Construction and Land Acquisition Fund~~

- ~~A. A construction fund shall be established and maintained which shall be used to pay costs associated with design and construction and administrative expenses resulting from the construction of sewerage works by the Agency for the Members. Revenues for the construction fund shall be derived from payments by the members in accordance with the Members' shares of the total capital costs associated with project Alternative CM-5. The estimated cost share assignments to the Members are as shown in Exhibit "A", Tables 1 through 8. By signature to this contract Members are committed to pay their local shares of the cost of the project CM-5.~~
- ~~B. At the time of submittal of a Final Revenue Program to the State Water Resources Control Board (80% construction completion) of a revised cost of construction, final contributions from Members shall reflect these actual capital cost allocations.~~

~~C. Agency shall reimburse District No. 1 for any and all expenses incurred by District No. 1 beyond its proportionate share pertaining to the acquisition of the North Point Site. These expenses shall include all direct costs of this acquisition and development of CM-5 for the regional plant and shall include, but not be limited to, legal fees, engineering fees and appraisal fees.~~

Section 20. Amendments

This Agreement may be amended only by ~~Agreement~~ agreement approved and executed by all of the ~~Members~~ parties thereto.

CENTRAL MARIN SANITATION AGENCY

JPA Review Memo #1 - Group 1 Revisions

July 27, 2017 – **Committee Reviewed**

RECITALS

Whereas, on October 15, 1979, the San Rafael Sanitation District (SRSD), Sanitary District #1 of Marin County (SD1), Sanitary District #2 of Marin County (SD2), and the City of Larkspur entered into a joint powers agreement (JPA) to jointly exercise their powers and form the Central Marin Sanitation Agency (CMSA or Agency) to plan, administer, and coordinate wastewater treatment and disposal services throughout their combined service area; and

Whereas, CMSA is a regional wastewater treatment agency that began operation in 1985 and provides wastewater and biosolids treatment, resource recovery, and other environmental services to the residents and businesses in Larkspur, Corte Madera, Ross, Fairfax, San Anselmo, a portion of San Rafael, and unincorporated areas in the Central Marin County, including San Quentin State Prison; and

Whereas, the 1979 CMSA JPA was amended six times between 1979 and 2006, **and that amended 1979 JPA is attached as Exhibit A (TBD)**, and the original 1979 JPA and its six amendments are on file in the Agency's administrative office; and

Whereas, SD1 annexed the City of Larkspur's wastewater service area and assets in 1993, transferring ownership of and operations and maintenance responsibility for Larkspur's wastewater assets, including those referenced in the 1979 CMSA JPA, to SD1; and provisions in that 1993 annexation agreement and its 1995 amendment state that the City of Larkspur will retain a seat on the CMSA Board of Commissioners; and

Whereas, the amended 1979 JPA identifies sole and joint use wastewater conveyance facilities in the CMSA service area with their JPA member ownership and maintenance responsibilities, and these responsibilities were further clarified in two Memoranda of Understanding between CMSA and the JPA owners, which have been incorporated into this 2018 JPA; and

Whereas, SRSD, SD1, and SD2 have separately contracted with CMSA for other wastewater related services, such as source control and/or operation of collection system assets, and CMSA

has contracted with the County of Marin, California Department of Corrections, and several local public agencies for provision of wastewater services; and

Whereas, CMSA, SRSD, SD1, SD2, and Larkspur have prepared this 2018 JPA to update the 1979 JPA, and reflect the state of wastewater service delivery in Central Marin County; and

NOW, THEREFORE, THE PARTIES HEREBY AGREE AS FOLLOWS:

Section 1. Definition of Terms

Wherever the following terms are used in this Agreement they shall have the following meaning unless otherwise specifically indicated by the context in which they appear:

1. "ACT" means the provisions of Chapter 5 of Division 7 of Title 1 of the Government Code (commencing with Section 6500) pertaining to joint powers agreements.
2. "AGENCY" means the Central Marin Sanitation Agency.
3. "SD1" means SANITARY DISTRICT NO. 1 of MARIN COUNTY, a special district, a party to this Agreement. SD1 is also known as Ross Valley Sanitary District (RVSD).
4. "SRSD" means SAN RAFAEL SANITATION DISTRICT, a special district, a party to this Agreement.
5. "SD2" means SANITARY DISTRICT NO. 2 of MARIN COUNTY, a special district, a party to this Agreement. **(SD2 attorney to advise on type of legal entity)**
6. "LARKSPUR" means CITY OF LARKSPUR, a municipal or public corporation, a party to this Agreement.
7. "COMMISSION" means the governing board of Central Marin Sanitation Agency.
8. "LAW" means the Joint Exercise of Powers Law, Section 6500 et seq. of the Government Code of the State of California.
9. "MEMBER" means any party to this Agreement.
10. "OPERATION AND MAINTENANCE" means the regular performance of work required to assure continuous functioning of the wastewater system and corrective measures taken to repair facilities to keep them in operating condition.
11. "ORDER" means the duly adopted Resolutions and Ordinances of the Agency.

12. "REGIONAL CHARGE" means a charge by the Agency to the Members based on wastewater flow and strength. The revenue from such charges are be used by the Agency to pay for the cost associated with its wastewater services, including but not limited to operational, capital, and administrative expenses.
13. "SEWER SERVICE CHARGE" means a charge to a property owner or occupant of designated premises for the use of the sanitary sewer system.
14. "CAPACITY CHARGE" means a one-time charge to a property owner when connecting to the sanitary sewer system for the first time or for construction of additional improvements which will add to the quantity and/or strength of wastewater flow. Members charge a connection fee in addition to the Agency's capacity charge, and collect both from the property owner at the time of connection and remit the capacity charge to the Agency.
15. "DWELLING UNIT" means one unit as measured or estimated by the amount of wastewater generated by a single-family residence or equivalent, relating to the flow and strength of the wastewater as determined by the member. **(May be edited in future, if Members adopt a uniform measure of Dwelling Units in their respective service areas)**
16. "STANDARDS" means the terms and conditions of use of the Agency facilities as specified by the Agency.

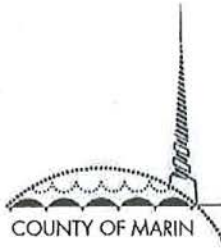
Section 2. Formation of Central Marin Sanitation Agency

In 1979, the Members entered into the original JPA to form **CMSA** pursuant to the provisions of Article 1, Chapter 5, Division 7, Title 1 of the Government Code of the State of California relating to the joint exercise of powers common to public agencies. For the purposes of this Agreement, **CMSA** is a public agency separate from the **Members**.

Section 20. Amendments

This Agreement may be amended only by **agreement** approved and executed by all of the **Members**.

8.a.



OFFICE OF THE
COUNTY COUNSEL

August 23, 2017

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COUNTY COUNSEL

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Board of Directors
San Rafael Sanitation District
P.O. Box 151560
San Rafael, CA 94915-1560

Re: Closed Session – Anticipated Litigation

Dear Directors,

I request that you conduct a closed session during your special meeting on **August 29th, 2017**, to discuss the following matters: (1) significant exposure to litigation pursuant to California Government Code §54956.9(d)(2). In my opinion, public discussion of this matter would prejudice your position.

The specific reasons and the legal authority for the closed session are:

Government Code Section 54956.9(d)(2). A legislative body of a local agency may hold closed sessions with the local agency's designated representatives when a point has been reached where, in the opinion of the legislative body of the local agency on the advice of its legal counsel, based on existing facts and circumstances, there is a significant exposure to litigation against the local agency.

It should be noted that Government Code Section 54954.5 requires the Board to post a Closed Session item on the Board Agenda. With respect to the above referenced matters, you should include the number of potential cases (estimated at one at this juncture) and the fact that the Board will be meeting with counsel regarding the anticipated litigation.

I suggest that the Agenda read:

CONFERENCE WITH LEGAL COUNSEL
California Government Code
Section 54956.9(d)(2)
Number of Potential Cases: One (1)

Should you have any further questions, please do not hesitate to contact me.

Very truly yours,



Jack F. Govi
Assistant County Counsel