



**Metro Finance Committee**  
(Finance Advisory Committee to Metro JPA)

Physical Location: 9192 Topaz Way, San Diego, MOC II Conference Room 2B

**TO:** Finance Committee Members and Metro JPA

**DATE:** Wednesday, May 24, 2023

**TIME:** 10:00 a.m.

**Note:** Any member of the public may attend this meeting and provide comments to the Metro Finance Committee on any agenda item, or on a matter not appearing on the agenda, but within the jurisdiction of the Committee. Public comments must be submitted in either of the following manners:

1. Written Comments. Written public comments must be submitted prior to the start of the meeting to [lpeoples@chulavistaca.gov](mailto:lpeoples@chulavistaca.gov). Please indicate whether your comment is on a specific agenda item or a non-agenda item. Comments are limited to four hundred (400) words. It is requested that comments and other information be provided at least two (2) hours before the start of the meeting. All comments received by such time will be provided to the Committee members in writing. In the discretion of the Chair, the first five (5) comments received on each agenda item, or on non-agenda matters, may be read into the record at the meeting. Comments received after the two (2) hour limit will be collected, sent to the Finance Committee members in writing, and be part of the public record.
2. Providing Oral Comments During the Meeting. For those attending in person, please complete a speaker slip and submit it to the Board Secretary prior to the start of the meeting, if possible, or in advance of the specific item being called. To provide comments remotely during the meeting, join the Teams meeting by computer, or mobile phone and use the "Raise Hand" feature. This will notify the Chair that you wish to provide public comment in real time during a specific item on the agenda or during the general Public Comment portion of the meeting. Comments will be limited to three (3) minutes. When providing comments to the Finance Committee, it is requested that you provide your name and city of residence for the record. Those commenting are requested to address their comments to the Finance Committee members through the Chair. If you have anything that you wish to be distributed to the JPA/Commission, please provide it to the Secretary via [lpeoples@chulavistaca.gov](mailto:lpeoples@chulavistaca.gov), who will distribute the information to the members.

The public may choose to participate in person or remotely by virtual means.  
For video use the Teams link below.

Microsoft Teams Meeting

**Join on your computer, mobile app or room device**

[Click here to join the meeting](#)

Meeting ID: 276 359 330 880  
Passcode: 3PmHdg

**THIS NOTICE HAS BEEN DISTRIBUTED TO THE METRO FINANCE COMMITTEE MEMBERS  
and METRO DIRECTORS**

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1. **Roll Call**
2. **Public Comments**  
*Persons speaking during Public Comment may address the Metro Finance Committee on any subject matter within the jurisdiction of the Metro Finance Committee that is not listed as an agenda item. Comments are limited to three (3) minutes.*
3. **ACTION**: Approval of Board Member Request for Remote Appearance (Kevin Davis)
4. **ACTION**: Approval of Agenda (Baber)
5. **ACTION**: Consideration and Possible Action to Approve Minutes from the April 26, 2023 Finance Committee Regular Meeting (**Attachment**)
6. **DISCUSSION/ACTION**: Discussion and Possible Action to Recommend Approval to the Metro JPA of Resolution No. 2023-01 Establishing a Reserve Fund Policy (Kevin Davis/Karyn Keze) (**Attachment**)
7. **DISCUSSION/ACTION**: Discussion and Possible Action to Recommend Approval to the Metro JPA of the Metro JPA Amended Bylaws (Kevin Davis/Karyn Keze)
  - a. Staff Report (**Attachment**)
  - b. Metro JPA Amended Bylaws (**Attachment**)
8. **DISCUSSION/ACTION**: Discussion and Possible Action to Recommend Approval to the Metro JPA of Resolution No. 2023 Establishing Compensation of the Directors (Kevin Davis) (**Attachment**)
9. Review of Items to be Brought Forward to the Metro Commission/Metro JPA
10. Other Business of the Finance Committee
11. Adjournment

The Metro Finance Committee may take action on any item listed on the agenda whether or not it is listed "for action."

Materials provided to the Metro Finance Committee related to any open-session item on this agenda are available for public review by contacting Karyn Keze (619) 733-8876 during normal business hours.

# ATTACHMENT 5

## ACTION MINUTES OF APRIL 26, 2023



Metro Wastewater JPA Finance Committee  
April 26, 2023  
Minutes

Meeting called to order: 10:12 a.m. by Committee Chairman Baber

**1. ROLL CALL**

**Committee Attendees:**

Bill Baber, La Mesa  
Jerry Jones, Lemon Grove Sanitation District  
Karen Jassoy, Padre Dam (attended remotely)  
Ditas Yamane, National City  
Peter De Hoff, Poway (Alternate)

**Committee Members Absent:**

Mark Robak, Otay Water District

**Support Staff:**

Karyn Keze, The Keze Group, LLC  
Adriana Ochoa, Procopio  
Lee Ann Jones-Santos, Metro JPA Treasurer, El Cajon  
Beth Gentry, MetroTAC Chair  
Lori Anne Peoples, Metro Secretary

**General Public:**

There were no general public members.

**2. PUBLIC COMMENT**

There was no public comment.

**3. ACTION: APPROVAL OF BOARD MEMBER REQUEST FOR REMOTE APPEARANCE**

General Counsel Ochoa explained the procedure for remote attendance. She stated that Director Jassoy had provided her form for a "Just Cause" remote appearance which would require a vote of the committee to approve.

**ACTION:** Motion by Director Yamane, seconded by Director DeHoff, to approve the request. General Counsel Ochoa stated that the request form would be included as an attachment to the Minutes from this meeting (Attached as Exhibit A) Motion carried as follows:

**AYES:** Baber, Jones, Yamane, DeHoff

**NAYS:** None

**ABSTAIN:** None

**ABSENT:** Jassoy, Robak

**4. ACTION: APPROVAL OF THE AGENDA**

**ACTION:** Motion by Chair Baber, seconded by Director Jassoy, to approve the agenda. Motion carried as follows:

**AYES:** Baber, Jones, Jassoy, Yamane, DeHoff

**NAYS:** None

**ABSTAIN:** None

**ABSENT:** Robak

**5. ACTION: CONSIDERATION AND POSSIBLE ACTION TO APPROVE MINUTES FROM THE FEBRUARY 22, 2023 FINANCE COMMITTEE MEETING**

**ACTION:** Motion by Director Jassoy, seconded by Director DeHoff, to approve the Minutes. Motion carried as follows:

**AYES:** Baber, Jones, Jassoy, Yamane, DeHoff

**NAYS:** None

**ABSTAIN:** None

**ABSENT:** Robak

**6. ACTION: ESTABLISHMENT OF A METRO WASTEWATER JPA RESERVE POLICY**

Karyn Keze provided a brief verbal introduction and verbal overview of her PowerPoint presentation (included in the agenda package). She stated that due to scheduling conflicts she had not had the opportunity to meet with Director Jassoy or Treasurer Jones-Santos and had prepared a memo for the Committee regarding establishing reserves for the JPA. She requested input from the committee and stated she would bring back a formal policy at the 5/24 Finance Committee meeting for review.

Vice Chair Jones stated he was more comfortable with a 7-month reserve. Treasurer Jones-Santos explained that this would be 7 months of the operating budget split between two reserves – one for cash-flow and one for contingencies. Additionally, she requested that satisfying the guidelines for the cash flow reserve does not need Board approval. Any contingency would need a description and staff explanation and report to the Board would be required but on an emergency basis could be approved by the JPA Chair.

Director De Hoff suggested taking a percentage of the fund as the amounts may change.

Karyn Keze thanked the Committee for their input and she and the General Counsel would put the policy in draft form to be reviewed again at the next meeting on May 24, 2023, at 10:00 am.

**7. ACTION: CONSIDERATION AND POSSIBLE ACTION TO RECOMMEND TO THE METRO JPA APPROVAL OF THE FY 2024 METRO WASTEWATER JPA BUDGET**

Karyn Keze provided a brief introduction of the item noting that Item 8, the consultant contract amendments for FY 2023 were a part of this presentation as well as Item 9, consultant contract with Paul Redvers Brown for FY 2024. Treasurer Jones-Santos provided a brief overview of the PowerPoint presentation included in the agenda packet.

Vice Chair Jones suggested that since Items 8 and 9 could potentially effect Item 7, they should be heard first and put in that order at the JPA meeting in May as well.

**Item 7 was continued until after Items 8 and 9**

**Items 8 and 9 were heard here**

**8. ACTION: Consideration and Possible Action to Recommend to the Metro Commission/Metro Wastewater JPA Approval of the Following Budget Adjustments for FY 2023 and Corresponding Contract Amendments:**

General Counsel Ochoa provided an overview of item 8a and noted that all amendments to agreements a through c were basically the same. They needed budget increases due to unforeseen work which required an increase in the contract ceiling for FY2023. In addition, the level of effort anticipated for the duration of the contracts is anticipated to be higher and that contingencies should be included in the contract amounts for unforeseen occurrences such as additional Metro sewage spills, implementation issues regarding the 2<sup>nd</sup> ARA, and planning for Phase 2.

MetroTAC Chair Gentry spoke regarding one of the changes in Karyn Keze's contract and explained it was formalizing a position of administration which she performs in providing oversight of the various TAC tasks and committees. The position is to be known as "Administrative Coordinator" and is descriptive of its responsibilities.

- a. Budget Increase of \$58,400 for Engineering Services; and corresponding Amendment to the Professional Services Agreement between Metro Wastewater Joint Powers Authority and Dexter Wilson Engineering

**ACTION:** Motion by Director DeHoff, seconded by Director Yamane to recommend approval to the JPA. Motion carried as follows:

**AYES:** Baber, Jones, Jassoy, Yamane, DeHoff

**NAYS:** None

**ABSTAIN:** None

**ABSENT:** Robak

- b. Budget Increase of \$50,000 for Technical, Financial, and Administrative Coordination Services; and Amendment to the Professional Services Agreement between Metro Wastewater Joint Powers Authority and The Keze Group, LLC

**ACTION:** Motion by Vice Chair Jones, seconded by Director DeHoff to recommend approval to the JPA. Motion carried as follows:

**AYES:** Baber, Jones, Jassoy, Yamane, DeHoff

**NAYS:** None

**ABSTAIN:** None

**ABSENT:** Robak

- c. Budget Increase of \$10,000 for Engineering Technical Support; and Amendment to the Professional Services Agreement between Metro Wastewater Joint Powers Authority and NV5, Inc.

**ACTION:** Motion by Vice Chair Jones, seconded by Director DeHoff to recommend approval to the JPA. Motion carried as follows:

**AYES:** Baber, Jones, Jassoy, Yamane, DeHoff

**NAYS:** None

**ABSTAIN:** None

**ABSENT:** Robak

**9. ACTION: Consideration and Possible Action to Recommend to the Metro Wastewater JPA Approval of the Following Budget/Contract Items Relating to FY 2024:**

General Counsel Ochoa stated that the contract with Paul Redvers Brown is for his role as facilitator for the 2<sup>nd</sup> Amended Restated Agreement. He assists in negotiations and guides the process between the JPA and the City of San Diego. His current contract is for one year only and therefore he needs a new contract for FY 2024. There is no change to the terms of the contract or his hourly rate.

Ms. Ochoa then stated that item 9b went hand in hand with 9a in that it is a reimbursement agreement for his services with the City of San Diego who pays 70% of his contract fee with a not to exceed amount of \$17,400.

- a. Professional Services Agreement with Paul Redvers Brown, Inc. for Facilitator Services for FY 2024
- b. Reimbursement Agreement with the City of San Diego for Facilitator Services with Paul Redvers Brown, Inc. for FY 2024

**ACTION:** Motion by Vice Chair Jones, seconded by Director DeHoff to recommend approval of Items 9a and 9b to the JPA. Motion carried as follows:

**AYES:** Baber, Jones, Jassoy, Yamane, DeHoff

**NAYS:** None

**ABSTAIN:** None

**ABSENT:** Robak

**Item 7 continuation was heard here**

Karyn Keze responded to a question explaining that the JPA takes the annual San Diego Metro O&M and Capital percentage and use this same allocation for the PA's which is linked to flow and strength. Once the San Diego finishes its audit, if there is a percentage change, the JPA reallocates based on the same change for each JPA member.

Vice Chair Jones spoke to the increases in the per diem and Item 4 that requires changes be brought to the JPA for approval. General Counsel Ochoa stated that she recommends the per diem paragraphs be removed from the Bylaws and placed in a resolution. She will prepare both and bring it back to the next Finance Committee for their review and possible conceptual approval.

**ACTION:** Motion by Vice Chair Jones, seconded by Director DeHoff to recommend to the Metro JPA Approval of The FY 2024 Metro Wastewater JPA Budget. Motion carried as follows:

**AYES:** Baber, Jones, Jassoy, Yamane, DeHoff

**NAYS:** None

**ABSTAIN:** None

**ABSENT:** Robak

**10. REVIEW OF ITEMS TO BE BROUGHT FORWARD TO THE METRO JPA/COMMISSION**

Chair Baber stated that all should be brought forward with exception of the new reserve policy which will be reviewed again at the May 24 Finance Committee Meeting.

**11. OTHER BUSINESS OF THE FINANCE COMMITTEE**

Karyn Keze reminded everyone to mark their calendars that the next meeting will be IN PERSON, Wednesday, May 24<sup>th</sup> at 10:00 am in the same place. If they cannot make it, they need to provide the required form for placement on the agenda which goes out the week prior unless they are requesting an EMERGENCY request for remote appearance. These forms need to be submitted in advance of the Finance Committee Meeting to the Board Secretary. If a Committee member needs assistance in filling out the required forms, they should contact General Counsel Ochoa. Ms. Keze then recommended they all read and become familiar with Section 16 of the New Director's Manual on the JPA website pertaining to Hybrid meeting requirements.

**12. ADJOURNMENT:** There being no further business, Finance Committee Chair Baber declared the meeting adjourned at 11:55 am.



# EXHIBIT A

Finance Committee  
Meeting of April 26, 2023

Request for Remote  
Appearance by  
Director Karen Jassoy



## METRO WASTEWATER JPA BOARD MEETING REMOTE APPEARANCE FORM

**Board Member Name** \_\_\_\_\_

**Member Agency** \_\_\_\_\_

**Date of Requested Remote Participation** \_\_\_\_\_ **Date Request Submitted** \_\_\_\_\_

### Basis for Remote Appearance (select one)

☐ Emergency Circumstances (*i.e.*, a physical or family medical emergency that prevents in-person participation) \*Subject to Board Approval

☐ Just Cause (select applicable reason below)

- ☐ A childcare or caregiving need of a child, parent, grandparent, grandchild, sibling, spouse, or domestic partner that requires remote participation
- ☐ A contagious illness that prevents in-person participation
- ☐ A need related to a physical or mental disability
- ☐ Travel while on official business of this legislative body or another state or local agency

**General Description of Need to Appear Remotely** – *Approximately 20 words. No need to disclose any medical diagnosis, disability or personal medical information.*

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### Important Reminders

- Notify the agency of your need to appear remotely at the earliest opportunity.
- You must participate remotely by both audio and video.
- At the meeting before any action is taken, you must publicly disclose whether there are any individuals 18 years of age or older in the room with you, and the general nature of your relationship with the individual(s).
- You must submit a request for each meeting in which you seek to appear remotely.
- You may not participate remotely for more than three consecutive months or for 20% of regular meetings within the calendar year. If the board meets 10 or fewer times per year, you may only participate remotely for two meetings per calendar year.
- You may only participate remotely for “just cause” for two meetings per calendar year.
- Requests to appear remotely under emergency circumstances require a Board action to approve the request.

# ATTACHMENT 6

## Resolution No. 2023-01 Establishing a Reserve Fund Policy

## **RESOLUTION NO. 2023-1**

### **RESOLUTION OF THE METRO WASTEWATER JOINT POWERS AUTHORITY BOARD OF DIRECTORS ESTABLISHING A RESERVE FUND POLICY**

**WHEREAS**, a key element of prudent financial planning is to ensure that sufficient funding is available for current and future operating, capital, and/or debt service needs;

**WHEREAS**, the Metro Wastewater Joint Powers Authority (“Metro”) Board of Directors endeavors at all times to have sufficient funds available to meet its financial obligations; and

**WHEREAS**, fiscal responsibility requires anticipating the likelihood of and preparing for unforeseen events; therefore, this Reserve Fund Policy outlines specific accounts to meet these planned and unforeseen obligations;

**NOW, THEREFORE, BE IT RESOLVED:**

#### **1. General Provisions**

The Metro Board of Directors (Board) desires to designate specific fund accounts and maintain minimum fund balances consistent with amounts determined to be in the best interest of Metro and intended to ensure Metro has sufficient funds to meet current and future financial needs.

Metro hereby establishes and will maintain the following reserve components:

- a) Operating Reserves Fund
- b) Contingency Reserves Fund

Fund balances will be reviewed on an annual basis by both the Metro Finance Committee for recommendation to the Board, and the Metro Board of Directors, in order to evaluate reconciliation of the fund balances and assess the financial capacity to accomplish identified activities and objectives.

The target balance established for each reserve component represents the baseline financial condition that is acceptable to Metro from a risk management and financial planning perspective. Maintaining funds at appropriate levels is an ongoing business process that consists of a periodic assessment of revenues and expenditure levels.

#### **2. Reserve Components**

a) **Operating Reserve Fund:** The Operating Reserve Fund is designated by the Board to maintain working capital for current operations to ensure continuity of operations during short-term fluctuations in cash flow due to slow or delayed payment by Metro Participating Agencies, demand volatility, unanticipated costs, or other factors. Metro’s Administrative Coordinator and Treasurer are hereby authorized to use funds from the Operating Reserve Fund for expenditures that are Designated Expenses/Uses as set forth below.

Any request by staff to use funds from the Operating Reserve that shall bring the reserve below the minimum fund balance set forth below must be approved by the Board of Directors and accompanied by a staff report explaining the need for the expenditure(s).

Source of Funds:

- Prior year ending balance carried forward
- Allocation of funds by Board action
- Net operating income

Designation of Expenses/Uses:

- Funding requirements due to short term revenue and expenditure imbalance (for example, increases in consultant costs)
- Intra-fiscal year cash flow timing without Board approval, so long as the fund balance is not impaired by fiscal year-end

Target Balance:

- The Operating Reserve target balance shall be in the amount of four (4) months average expenditures based on the current fiscal year's operating budget; with a minimum fund balance of one (1) month of average expenditures.

***b) Contingency Reserve Fund:*** The Board of Directors endeavors to budget for all anticipated expenditures, but emergencies and unforeseen circumstances can occur during the course of the year. The Emergency Fund is intended to provide funding for expenditures that must be undertaken to address emergencies or unforeseen circumstances (such as technical review of a Metro wastewater spill event).

Any request by staff to use Contingency Reserve Funds is subject to prior approval by the Board of Directors at the next regular meeting, and accompanied by a staff report explaining the need for the expenditure(s). In instances where funds must be transferred immediately, the Board hereby delegates to the Board Chair authority to evaluate and approve expenditures from the Contingency Reserve Fund, subject to a report and ratification at the following regular Board meeting.

Source of Funds:

- Prior year ending balance carried forward
- Allocation of funds by Board action
- Net operating income

Designation of Expenses/Uses:

- Emergencies/Unforeseen events

Target Balance:

- The Contingency Reserve target balance shall be in the amount of three (3) months average expenditures based on the current fiscal year's operating budget.

3. **Delegation of Authority**

The Metro Board of Directors has sole authority to amend or revise this Reserve Policy. Management responsibility for the Reserve Policy is hereby delegated to the Board Chair, who through approval of this Policy has established written procedures for the management of Metro's reserves.

**PASSED, APPROVED AND ADOPTED** by the Board of Directors of the Metro Wastewater Joint Powers Authority at a meeting thereof held on the \_\_\_\_ day of \_\_\_\_\_, 2023.

\_\_\_\_\_  
Chairperson

ATTEST:

\_\_\_\_\_  
Board Secretary

# ATTACHMENT 7

## Metro JPA Amended Bylaws

- a. Staff Report
- b. Metro JPA Amended Bylaws

# ATTACHMENT 7a

Staff report



## **METRO WASTEWATER JOINT POWERS AUTHORITY**

### **FINANCE COMMITTEE**

Item : Item 7

Date : May 24, 2023

To : Finance Committee

From : Adriana Ochoa, General Counsel

**Issue : BOARD OF DIRECTORS COMPENSATION**

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#### **COUNSEL RECOMMENDS THE FINANCE COMMITTEE:**

1. Recommend to the Board of Directors adoption of the revised Bylaws.
2. Recommend to the Board of Directors adoption of Resolution 2023-2 establishing Board of Directors compensation.
3. Discuss and take other action as appropriate.

#### **BACKGROUND**

Records indicate that the Metro Wastewater Joint Powers Authority Governing Board of Directors compensation has not been changed since at least 2008. This report and the proposed Resolution 2023-02 (Attachment 1) are being brought to the Finance Committee ahead of discussion with the Board of Directors of Metro Wastewater JPA. Counsel recommends removing the compensation provisions from the Bylaws and establishing compensation through resolution as discussed below. Other minor modifications are also proposed to the Bylaws in order to ensure consistency with the change in TAC Chair Offices and the Joint Powers Agreement, as amended.

#### **DISCUSSION**

The proposed Resolution 2023-02 establishes Per Diem compensation for the Directors over a five-year period covering Fiscal Years 2023-2024 through 2027-2028. The Board would agree to review and establish compensation every five fiscal years by resolution. The proposed Resolution would establish Per Diem at \$155.00 beginning July 1, 2023, which is five dollars more than the current amount provided by the bylaws and an increase of 3%. The Per Diem amount would thereafter increase by 2.5% annually over the next four fiscal years. With an annual national inflation rate of 5% in March 2023 and a rate of 8.3% overall in 2022,<sup>1</sup> a 3% increase and a proposed annual increase of 2.5% is reasonable and warranted, particularly given

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<sup>1</sup> Source: <https://www.statista.com/statistics/273418/unadjusted-monthly-inflation-rate-in-the-us/>.

that the per diem amount has not changed for at least the past 15 years, if not longer. The Board may always revise amounts in the schedule below at any time if warranted.

The following table illustrates the Per Diem amounts according to the proposed Resolution:

Fiscal Year Ended	2023	2024	2025	2026	2027	2028
Stipend (\$)	\$150.00	\$155.00	\$159.00	\$163.00	\$167.00	\$171.00
Increase (%)	0.00%	3.00%	2.5%	2.5%	2.5%	2.5%

The proposed Resolution also increases the number of available board meetings for which Directors may be paid Per Diem. Under the current bylaws, Directors may only be paid up to three (3) Per Diems per month, and only six (6) for the Chair. Under the proposed revised bylaws and Resolution, Directors may now be paid up to five (5) Per Diems per month, and up to ten (10) for the Chair.

Additionally, the proposed Resolution clarifies that a Director who attends multiple but distinct Metro meetings (including advisory body meetings) in the same day may be compensated for each meeting attended, so long as each meeting's duration lasts at least fifteen (15) minutes or longer.

Lastly, the Resolution permits an alternate member of the Finance Committee who attends a Finance Committee meeting in a non-voting capacity to nevertheless receive Per Diem for that meeting, in order to encourage alternates to attend Finance Committee meetings, remain informed, and be able to step in if or when s/he is required to attend in a voting capacity.

## **FISCAL IMPACT**

The fiscal impact of the proposed Resolution will vary depending on the number of meetings held by the Board of Directors and its committees and attendance at those meetings. Appropriations to fund the initial year adjustment will be available in the Recommended Fiscal Year 2024 Operating Budget.

## **THEREFORE, COUNSEL RECOMMENDS THE FINANCE COMMITTEE:**

4. Recommend to the Board of Directors adoption of the revised Bylaws.
5. Recommend to the Board of Directors adoption of Resolution 2023-2 establishing Board of Directors compensation.
6. Discuss and take other action as appropriate.

**Attachment 1:** Resolution 2023-02 Establishing Compensation of Directors

# ATTACHMENT 7b

## Metro JPA Amended Bylaws

**BYLAWS  
OF  
METRO WASTEWATER JOINT POWERS AUTHORITY**

**PREAMBLE**

The Metro Wastewater Joint Powers Authority (“Metro JPA” or “JPA”) was established in October of 2000 pursuant to the Joint Exercise of Powers Act, Government Code section 6500 *et seq.*, for the purpose of creating a public agency with the authority to take action pertaining to the Participating Agencies’ responsibilities and obligations to provide for the financing of public capital improvements for the Metro Sewerage System which are constructed pursuant to the Metro Agreement and to take such other actions as are necessary for the Participating Agencies to fulfill the obligations and responsibilities and obtain rights and benefits set forth in the Metro Agreement.

**ARTICLE I  
Definitions**

In addition to the other terms defined herein, the following terms, whether in the singular or in the plural, when used herein and initially capitalized, shall have the meanings specified:

**Agreement** shall mean the Joint Exercise of Powers Agreement creating Metro Wastewater Joint Powers Authority, dated as of October 25, 2000, among the parties thereto, as amended from time to time.

**Act, Participating Agencies, Board, Member, and Directors** shall have the respective meanings set forth in the Agreement.

**Metro TAC** shall mean the Metro Technical Advisory Committee, a committee composed of public works directors and engineers from the Participating Agencies. Metro TAC predates the existence of Metro JPA and is not established or governed by the JPA.

**State** shall mean the State of California.

**ARTICLE II  
Offices**

**Section 1.**     **Principal Office.** The principal office of the JPA shall be located at ~~P.O. Box 719003, Santee, California 92072-276 Fourth Avenue Chula Vista, CA 91910~~P.O. Box 1072, National City, California 91951; with a principal telephone number of: (619) 548-2934.

**Section 2.**     **Additional Offices.** The JPA may also have offices at such other places both within and outside the State, as the Board may from time to time determine or the business of the JPA may require.

## **ARTICLE III**

### **Board**

- Section 1. Power and Duties of the Board.** The Board shall have the responsibility for the general management of the affairs, property and business of the JPA and may, from time to time, adopt and modify these Bylaws and other rules and regulations for that purpose and for the conduct of its meetings as it may deem proper. The Board may exercise and shall be vested with all powers of the JPA insofar as not inconsistent with law, the Agreement or these Bylaws.
- Section 2. Directors and Advisory Directors.**
- (a) **Directors.** ~~Directors of the Board are appointed to serve as Directors~~The JPA is administered by a Board of Directors of the JPA in accordance with the provisions of Section 2.03 of the Agreement. The Board is composed of one appointee from each of the Participating Agencies. In addition to appointing its primary Director to the Board, each Participating Agency also appoints one alternate (or secondary) Director to attend, participate in and vote at any meeting of the Board when the primary Board Director is absent.
- (b) **Advisory Directors.** The Board may, from time to time, appoint representatives from non-Participating Agencies to serve as Advisory Directors. Advisory Directors shall participate in meetings as a Director, but shall not be counted toward establishing a quorum, shall not attend closed session, and shall not vote. Advisory Directors shall not receive a per diem as set forth in Article IV, Section 4.
- Section 3. Adjournments and Adjourned Meetings.** The Board may adjourn any regular, adjourned regular, special or adjourned special meeting to a time and place specified by the Board in accordance with law. If less than a majority is present at a meeting, a majority of those members of the Board present may adjourn the meeting from time to time.
- Section 4. Method of Voting.** Votes on all questions shall be viva voce.
- Section 5. Organization.** Each meeting of the Board shall be presided over by the Chair or, in his or her absence, by the Vice Chair, or in the absence of both the Chair and Vice Chair, by any member of the Board selected to preside by vote of a majority of the members of the Board present. The Secretary, or in his or her absence any person designated by the individual presiding over the meeting, shall act as secretary of the meeting.

## **ARTICLE IV**

### **Officers**

**Section 1. Appointment of Officers.** The Chair, the Vice Chair, Treasurer, and Secretary of the JPA shall be the persons as set forth in Article III of the Agreement.

- (a) Ad Hoc Nominating Committee for Chair and Vice Chair. At the January regular Board meeting in odd numbered years, or at any other time deemed appropriate by the Board, the Board, in its sole reasonable discretion, may appoint an ad hoc Chair and Vice Chair Nominating Committee (“Nominating Committee”) consisting of three (3) members of the Board.
  - i. If the Board appoints a Nominating Committee, the Nominating Committee shall nominate one Director for the position of Chair and one Director for the position of Vice Chair. No member of the Nominating Committee may be nominated for the position of Chair or Vice Chair.
  - ii. The Nominating Committee shall present its nominations for Board consideration and action at the next scheduled regular Board meeting. The Board shall consider the Nominating Committee’s nominations and elect a Chair and Vice Chair.
  - iii. The members of the Nominating Committee shall be compensated for attendance at meetings of the Nominating Committee in accordance with Section 4 of this Article, which allows Per Diem compensation for attendance at meetings of an advisory body of the JPA.
  - iv. Nothing in this section requires that a Nominating Committee be appointed.

**Section 2. Term of Office and Qualification.** Each officer elected or appointed pursuant to Section 1 of this Article IV shall hold office:

- (a) until such time as such officer (1) ceases (in the case of the Chair or Vice Chair) to be a member of the Board, (2) resigns from such office in accordance with the provisions of Article V of these Bylaws, or (3) is unable to perform the duties of such office; or
- (b) for a term of two years or until a successor is elected or appointed.

**Section 3. Official Bond.** The Treasurer to the extent such officer’s duties and responsibilities pursuant to the Joint Powers Law may require, is designated as the public officer or person who has charge of, handles, or has access to any property of the JPA, and such officer shall file an official bond as required by Section 6505.1 of the Joint Powers Law in the amount of \$25,000.

**Section 4. Compensation and Reimbursement.** ~~The compensation of, and reimbursement for, all Directors of the JPA, excluding Advisory Directors, shall be fixed from time to time by resolution of the Board of Directors.:~~

~~(a) —~~

a) The compensation of, and reimbursement for, all Directors of the JPA, excluding Advisory Directors, shall be fixed from time to time by resolution of the Board of Directors.

~~fixed from time to time by the Board, or pursuant to authority of (general or specific) resolutions of the Board;~~

~~(b) — as follows:~~

~~i. — Per Diem. JPA Directors (or duly appointed alternates that attend meetings in a primary Director's absence) shall be paid cCompensation in the amount of \$150.00 per day ("Per Diem") for attendance at meetings of the JPA, including attendance at meetings of an advisory body of the JPA, such as standing or ad hoc subcommittees, or for each day's service rendered as a Director of the JPA by request of the Chair/Board. Where a Board Director attends multiple but distinct meetings of the JPA or an advisory body of the JPA in the same day, the Board Director shall be compensated \$150.00 for each meeting attended, so long as each meeting's duration lasts at least fifteen (15) minutes or longer.;~~

~~Finance Committee Alternate. If the JPA Board's Board's duly appointed alternate member of the Finance Committee alternate member attends a Finance Committee meeting in a non voting capacity (because meaning all primary Finance Committee members are present), the alternate may nonetheless receive a Per Diem for his or her attendance at that meeting, in order to encourage the alternate's attendance at Finance Committee meetings. It is a benefit to both the Finance Committee and the JPA that the Finance Committee's alternate receive the benefit of the observe and keep track of the discussions held at Finance Committee meetings so they that he or she can step in as an informed members of the Finance Committee when if or when they are required to attend in a voting capacity.~~

~~Limit on Per Diems. with No Board Director or alternate shall be compensated paid more than a maximum of three five (53) Per Diems per month for all Directors of the JPA, except for the Board Chair, who may be compensated paid for no more than and a total of six ten (106) Per Diems per month for the Chair. All Per Diem requests must be submitted to the JPA Treasurer within sixty (60) days of the day for which a Per Diem is requested.~~

~~Directors, to whom the JPA would pay a Per Diem pursuant to this Section (b)(i), shall not receive a Per Diem if they are otherwise eligible to receive compensation, including per diem, from their respective agencies for attendance at meetings of the JPA or for service rendered as a Director of the JPA by request of the Board.~~

b) ~~ii.~~ Reimbursement of actual and necessary expenses incurred in the performance of official duties in the course of serving as a Director of the JPA as approved by a motion of the Board, such as but not limited to travel, car rental, if appropriate, lodging, registration, meals (excluding alcoholic beverages), and incidental expenses as follows:

1. Reimbursement for each mile actually traveled when utilizing their vehicles to attend conferences or other meetings when acting by request of the Board, provided such mileage compensation does not exceed Coach Class airfare plus normal cost for transportation to and from the airport at the point of departure and the airport at the destination. Reimbursement per mile to be equal to the standard rate in effect for business miles deduction by the United States Internal Revenue Service, as such rate is established from time to time. If a Director chooses to travel in his or her private automobile, rather than by scheduled airlines, and the distance traveled requires more than 8 hours driving, overnight lodging and three (3) meals will be reimbursed to the Director, provided that such reimbursement does not exceed the cost of Coach Class airfare plus normal cost for transportation to and from the airport at the point of departure and the airport at the destination.
2. Reimbursement for lodging, if the lodging is in connection with a conference or organized, educational activity. Lodging costs shall not exceed the maximum group rate published by the conference or activity sponsor, provided that lodging at the group rate is available to the Director at the time of booking. If the group rate is not available, the Director shall use comparable lodging, consistent with this Section.
3. Directors shall use government and/or group rates offered by a provider of transportation or lodging services or travel and lodging, when available.
4. All expenses that do not fall within this subsection (b) or the rates provided herein, shall be approved by the Board in a public meeting before the expense is incurred.
5. If a Director chooses to incur additional costs that are above the rates established under this subsection (b)(ii), then the Director may do so at his or her own expense.
6. Expenses shall not be reimbursed unless an expense form is submitted to the JPA within sixty (60) days after the



expenditure. Expense forms shall be accompanied by receipts documenting each expense. If no receipt is available, a written explanation of the expenditure is required. Furthermore, Directors will be required to provide a brief report on the conference or meeting attended at the next regular meeting of the JPA.

## **ARTICLE V**

### **Resignations**

**Section 1.** **Voluntary Resignation; Notice of Effectiveness.** Any member of the Board or officer of the JPA may, subject to contrary provisions in any applicable contract, resign at any time by giving written notice to the Board or to the Chair or to the Secretary of the JPA. Any such resignation shall take effect at the time specified therein or, if the time be not specified, upon receipt thereof; and unless otherwise specified therein, acceptance of such resignation shall not be necessary to make it effective.

**Section 2.** **Involuntary Resignation; Request.** The Board, in the exercise of its discretion, may request the resignation of any officer elected or appointed pursuant to Article IV of these Bylaws. Pursuant to such request, subject to contrary provisions in any applicable contracts, such officer shall resign by giving written notice to the Board. Any such resignation shall take effect at the time specified in such request. Notwithstanding the above, this section shall not be interpreted to prohibit the Board from removing any elected or appointed officer or electing or appointing a successor.

## **ARTICLE VI**

### **Vacancies Among Officers**

If the office of any officer elected or appointed pursuant to Article IV of these Bylaws becomes vacant at any time by reason of death, resignation, retirement, disqualification, removal from office, or otherwise, such vacancy may be filled at any time by the Board.

## **ARTICLE VII**

### **Meetings**

**Section 1.** **Regular Meetings.** Regular meetings of the JPA shall be held on the first Thursday of each month at 12:00 p.m., or as otherwise scheduled by a resolution of the Board.

**Section 2.** **Special and Emergency Meetings.** Special and emergency meetings of the Board may be called in accordance with the provisions of Government Code sections 54956 and 54956.5.

**Section 3.** **Open Meetings.** All meetings of the Board shall be conducted in accordance with the provisions of the Ralph M. Brown Act (California Government Code § 54950

*et seq.*). Directors may participate in meetings telephonically, with full voting rights, only to the extent permitted by law.

**Section 4.** **Preparation of Agendas.** The Metro TAC Chair or a designee shall prepare the agenda for each Board meeting. Agenda items will be generated by the need to conduct JPA business in a timely manner. The Metro TAC Chair shall review with the Board Chair, or the Vice-Chair in the absence of the Chair, the agenda for regular meetings of the Board.

**Section 5.** **Addition of Agenda Items Before a Meeting.** Board Members may add a “Board Member Initiated Agenda Item” to a future meeting agenda. Board Member Initiated Agenda Items are prepared by the requesting Board Member and require no staff or consultant time. Board Member Initiated Items must be submitted to the Metro TAC Chair at least ten (10) days prior to the next Board meeting.

In addition, items may be added to a future Board meeting agenda in the following ways:

- (a) For items not requiring staff or consultant time, the Chair provides an express oral direction to the Metro TAC Chair during a Board meeting. If a Board Member disagrees with the Chair’s direction, the Board Member may make a motion regarding the addition of the item without discussion of the substance of the item.
- (b) For items requiring staff or consultant time, an item shall be added by motion without discussion of the substance of the item.
- (c) Requests from members of the audience, after being authorized to speak, may be added to a future agenda by a Board Member as a Board Member Initiated Agenda Item, as discussed above. If the item requires staff time, the item may be added only by motion without discussion of the substance of the item.
- (d) The Chair or a majority of the Board may refer items to a committee for further review.

**Section 6.** **Modification of Agenda Order; Addition of Items During a Meeting.** The order of items on the agenda may be modified by the Chair if there is no objection, or by a motion and majority vote of the Board. No action or discussion may be undertaken on any item not appearing on the posted agenda, except as allowed under the Brown Act.

**Section 7.** **Consent Calendar.** The consent calendar shall consist of items which appear to be routine or ministerial in nature on which no Board discussion will be required. Before adopting the consent calendar, the Chair will ask Board Members whether anyone wishes to move a matter from the consent calendar to the regular agenda. The Board will then proceed with consideration of the remaining consent calendar.

The consent calendar will be acted upon in one motion without discussion. Items pulled from the consent calendar will be considered immediately following adoption of the remaining consent calendar, and staff reports will only be given if requested by the Board Member who pulled them.

**Section 8.** **Public Comments.** Agendas of regular meetings shall provide an opportunity for members of the public to address the Board on any item within the jurisdiction of the JPA which are not on the agenda. Generally, speakers shall be limited to three (3) minutes each. Total non-agenda public comment will be limited to, ~~with 15 minutes—being provided for non agenda—public comments.~~ If the number of speakers is estimated to exceed the 15-minute period, the Chair may, in his or her discretion, reduce the time allotted to each speaker, extend the period for non-agenda public comment, or continue the remaining comments to the end of the agenda. For public comments on agenda items, the Chair may reduce the time allotted to each speaker in his or her discretion.

**Section 9.** **Order and Procedure at Meetings.** All meetings of the Board shall be conducted in an orderly manner designed to expedite the business of the Board in accordance with applicable law, the JPA Agreement, and these Bylaws. Except as otherwise provided in these Bylaws, Rosenberg’s Rules of Order (Rev. 2011) will be used as a guide to resolve questions of parliamentary procedures. The General Counsel shall serve as the Parliamentarian.

**Section 10.** **Rules of Debate and Decorum.** Debate upon all matters pending before the Board shall be under the supervision of the Chair and conducted in such a manner as to expedite the business of the Board. Every Board Member desiring to speak shall so indicate by using the “request to speak” button, if available, or otherwise address the Chair. Upon recognition by the Chair, the Board Member shall confine remarks to the item under consideration. A Board Member, once recognized, shall not be interrupted when speaking unless it is to call the Board Member to order. If a Board Member while speaking is called to order, the Board Member shall cease speaking until the question of order is determined.

## **ARTICLE VIII**

### **Quorum and Voting**

**Section 1.** **Quorum.** Directors holding a majority of the votes shall constitute a quorum for the transaction of business, except that less than a quorum may adjourn from time to time. The affirmative votes of at least a majority of the Directors present at any meeting at which a quorum is present shall be required to take any action by the Board.

**Section 2.** **Voting.** Each Director shall have one vote.

## **ARTICLE IX**

### **Policy Regarding Confidential Information Disclosed During Closed Sessions**

Information obtained during closed sessions of the Board shall be confidential. Notwithstanding, under certain circumstances, it may be necessary and appropriate for Directors to divulge certain confidential information obtained in closed sessions to representatives of their Participating Agencies as authorized by law. Therefore, these Bylaws adopt the policy set forth in California Government Code section 54956.96, which authorizes the disclosure of confidential closed session information that has direct financial or liability implications for that Participating Agency as follows:

- (a) A Director who is also a member of the governing body of a Participating Agency may disclose information obtained in a JPA closed session that has direct financial or liability implications for that Participating Agency to the following individuals:
  - i. Legal counsel of that Participating Agency for purposes of obtaining advice on whether the matter has direct financial or liability implications for that Participating Agency; and
  - ii. Other members of the governing body of the Participating Agency present in a closed session of that Participating Agency.
- (b) The governing body of the Participating Agency may, upon the advice of its legal counsel, conduct a closed session in order to receive, discuss, and take action concerning information obtained in a closed session of the JPA pursuant to this Article.

## **ARTICLE X**

### **Board Committees**

**Section 1. Committees.** The Board may establish committees as the Board deems appropriate to assist the Board in carrying out its functions.

The Finance Committee is an existing Standing Committee of the Board. Other committees composed of Board members with continuing subject matter jurisdiction, or having a meeting schedule fixed by charter, ordinance, resolution, or formal action of the Board, shall also be Standing Committees of the Board.

**Section 2. Appointment to Standing Committees.** For Standing Committees, the Chair shall nominate committee members, subject to approval by a majority vote of the Board. If the Board fails to approve the Chair's nomination(s) to a Standing Committee, the Board may entertain a motion for the appointment of committee members.

**Section 3. Committee Voting.** Action by a committee on all matters shall require an affirmative vote of a majority of the members of the committee who are present at the meeting.

**Section 4. Removal of Committee Members.** The Board may remove a committee member from a committee, with or without cause, by a majority vote of the Board. A committee member may also resign from a committee.

**Section 5.** **Ad Hoc Committees.** The Board may establish temporary ad hoc advisory committees that: (a) are composed of less than a quorum of the Board, (b) have no continuing subject matter jurisdiction, and (c) have no meeting schedule fixed by charter, ordinance, resolution, or formal action of the Board. The Chair shall appoint the members of such ad hoc committees.

## **ARTICLE XI**

### **Amendments**

These Bylaws may be modified, amended or repealed or new Bylaws may be adopted by the affirmative vote of the Board at any regular or special meeting of the Board.

## **ARTICLE XII**

### **Severability**

Any adjudication that these Bylaws or any part thereof is invalid shall not affect the validity of the remainder of these Bylaws.

These Bylaws are hereby adopted on this \_\_\_\_\_ day of \_\_\_\_\_ 202~~2~~<sup>3</sup>.

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Jerry Jones  
Chair

## **SECRETARY'S CERTIFICATE**

The undersigned hereby certifies that he/she is the Secretary of the Metro Wastewater Joint Powers Authority, a joint exercise of powers authority; that attached hereto is a true, correct and complete copy of the Bylaws of the Metro Wastewater Joint Powers Authority; and that said Bylaws are in full force and effect as of the date hereof.

Dated: \_\_\_\_\_, 202~~2~~<sup>3</sup>

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Lori Anne Peoples  
Secretary of the Metro Wastewater Joint  
Powers Authority

# ATTACHMENT 8

## Resolution No. 2023-02 Establishing Compensation of the Directors

## RESOLUTION 2023-02

### A RESOLUTION OF THE METRO WASTEWATER JOINT POWERS AUTHORITY BOARD OF DIRECTORS ESTABLISHING COMPENSATION OF DIRECTORS

**WHEREAS**, the Metro Wastewater Joint Powers Authority (“**Metro**”) is a public agency formed pursuant to joint powers agreements pursuant to Government Code sections 6500 *et seq.*, and governed by the Metro Board of Directors; and

**WHEREAS**, the Metro Board of Directors desires to establish reasonable compensation for all Directors of the Metro, excluding Advisory Directors, from time to time by resolution of the Board of Directors; and

**WHEREAS**, compensation for Directors’ attendance at Metro Board meetings has not been changed since at least 2008;

#### **NOW, THEREFORE, BE IT ORDAINED THAT:**

1. General Provisions. The Metro Board of Directors shall establish compensation every five years for all Metro Directors, excluding Advisory Directors, beginning with Fiscal Year 2023-2024 through the end of Fiscal Year 2027-2028 (the “**Period**”). If the Metro Board of Directors does not adopt a new resolution establishing future compensation before the end of the Period, compensation shall remain at the same amount established in the 2027-2028 Fiscal Year until a new resolution establishing compensation is subsequently adopted.

2. Per Diem Established. Beginning Fiscal Year 2023-2024, the Metro Directors (or duly-appointed alternates that attend meetings in a primary Director’s absence) shall be paid compensation in the amount of \$155.00 (“**Per Diem**”) for attendance at Metro meetings, including attendance at meetings of an advisory body of Metro, such as standing or ad hoc subcommittees, or for each day’s service rendered as a Metro Director by request of the Chair or Board. For each subsequent Fiscal Year thereafter during the remainder of the Period, the Per Diem amount shall increase at an annual rate of 2.5%, as established below.

Fiscal Year Ended	2023	2024	2025	2026	2027	2028
Stipend (\$)	\$150.00	\$155.00	\$159.00	\$163.00	\$167.00	\$171.00
Increase (%)	0.00%	3.00%	2.5%	2.5%	2.5%	2.5%

3. Attendance at Multiple Meetings. Where a Director attends multiple but distinct Metro meetings (including advisory body meetings) in the same day, the Director shall be compensated Per Diem for each meeting attended, so long as each meeting’s duration lasts at least fifteen (15) minutes or longer.

4. Finance Committee Alternate. If the Metro Board’s duly appointed alternate member of the Finance Committee attends a Finance Committee meeting in a non-voting capacity (meaning all primary Finance Committee members are present), the alternate may nonetheless receive a Per Diem for his or her attendance at that meeting, in order to encourage the alternate’s

attendance at Finance Committee meetings. It is a benefit to both the Finance Committee and the Metro Board of Directors that the Finance Committee alternate observe and track the discussions held at Finance Committee meetings so that s/he can step in as an informed member of the Finance Committee if or when s/he is required to attend in a voting capacity.

5. Limit on Number of Meetings. No Board Director or alternate shall be paid more than five (5) Per Diems per month, except for the Board Chair, who may be paid for no more than ten (10) Per Diems per month. All Per Diem requests must be submitted to the Metro Treasurer within sixty (60) days of the day for which a Per Diem is requested.

6. No Overlapping Compensation. Directors to whom Metro would pay a Per Diem pursuant to this resolution shall not receive a Per Diem if they are otherwise eligible to receive compensation, including per diem, from their respective agencies for attendance at Metro meetings or for service rendered as a Metro Director by request of the Chair or Board.

**PASSED AND ADOPTED** at a meeting of the Board of Directors of the Metro Wastewater Authority, held \_\_ day of June, 2023.

SIGNED:

ATTEST:

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Jerry Jones, Board Chair  
Metro Wastewater Authority

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Lori Anne Peoples, Board Secretary  
Metro Wastewater Authority