



**Regular Meeting of the
Metro Wastewater JPA/Metro Commission**

AGENDA

Thursday, February 1, 2024 - 12:00 p.m.

9192 Topaz Way (PUD MOC II) Auditorium, San Diego, CA

"The Metro JPA's mission is to create an equitable partnership with the San Diego City Council and Mayor on regional wastewater issues. Through stakeholder collaboration, open dialogue, and data analysis, the partnership seeks to ensure fair rates for participating agencies, concern for the environment, and regionally balanced decisions."

NOTE: ANY MEMBER OF THE PUBLIC MAY ADDRESS THE METRO WASTEWATER JPA/COMMISSION ON ANY AGENDA ITEM. 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. COMMENTS ARE LIMITED TO THREE (3) MINUTES PER INDIVIDUAL

**Documentation
Included**

1. **ROLL CALL**
2. **PLEDGE OF ALLEGIANCE TO THE FLAG**
3. **PUBLIC COMMENT:**
Persons speaking during Public Comment may address the Metro Wastewater JPA/Metro Commission on any subject matter within the jurisdiction of the Metro Wastewater JPA/Metro Commission that is not listed as an agenda item. Comments are limited to three (3) minutes.
4. **ACTION: APPROVAL OF AGENDA** (Chair Jones)
- X 5. **ACTION: CONSIDERATION AND POSSIBLE ACTION TO APPROVE THE THE MINUTES OF THE REGULAR MEETING OF NOVEMBER 2, 2023** (Attachment)
- X 6. **ACTION: CONSIDERATION AND POSSIBLE ACTION TO APPROVE THE MEETING SCHEDULE FOR 2024** (Attachment)
7. **ACTION: CONSIDERATION AND POSSIBLE ACTION TO APPROVE THE APPOINTMENT OF BOARD CHAIR AND VICE CHAIR ROLES (2 YEAR TERMS)** (Adriana Ochoa) (Attachment)

Documentation
Included

8. **DISCUSSION AND POSSIBLE ACTION TO APPOINT NEW FINANCE COMMITTEE CHAIR, VICE-CHAIR AND FINANCE COMMITTEE MEMBERS**
(Chair Jones)
- X 9. **ACTION: CONSIDERATION AND POSSIBLE ACTION TO AUTHORIZE A FIRST AMENDMENT TO THE CONTRACT WITH CALIFORNIA WATER TECHNOLOGIES, LLC TO PURCHASE FERROUS CHLORIDE FOR WASTEWATER TREATMENT PLANTS, (David Bryant) (Attachment)**
- X 10. **ACTION: CONSIDERATION AND POSSIBLE ACTION TO APPROVE THE PHASE 2 PROGRAM MANAGEMENT CONTRACT (Andrea Demich) (Attachment)**
 - a. Authorization to execute the agreement with Stantec, Inc., for As-Needed Engineering Technical Services for 10 years in an amount not-to exceed \$100,000,000; and
 - b. Authorization to expend an amount not-to-exceed \$100,000,000.00 in total over the term of this Agreement from Fund 700011, Water Utility Operating, Fund 700010, Water Utility CIP, Fund 700001, Metro Sewer Utility, and Fund 700009, Metro Sewer CIP, for the purpose of funding the As-Needed Engineering Technical Services Agreement with Stantec Consulting Services, Inc.; and
 - c. Authorization to expend an amount not-to-exceed \$1,000 from Fund 700011, Water Utility Operating, for the purpose of executing this agreement and meeting minimum contract requirements
- X 11. **ACTION: METRO REORGANIZATION AD HOC COMMITTEE PRESENTATION OF UNANIMOUS RECOMMENDATIONS TO METRO BOARD OF DIRECTORS REGARDING (Chair Jones) (Attachments)**
 - a. Discussion and Approval of Proposed Organization Chart, Organization Structure and Job Descriptions (Attachments 1&2) (Adriana Ochoa)
 - b. Discussion and Approval of Amended Bylaws (Attachment 3) (Adriana Ochoa)
 - c. Discussion and Approval of Fourth Amendment to Joint Powers Agreement (Attachment 4) (Adriana Ochoa)
 - d. Discussion and Approval of Revised Invoice Processing and Payment Policy (Attachment 5) (Adriana Ochoa)
 - e. Discussion and Action Regarding how to Fill Executive Director Role, Potential Action to Appoint Interim Executive Director or Executive Director (Chair Jones)
12. **UPDATE: METRO WASTEWATER (General) (Lisa Celaya)**
13. **UPDATE: PURE WATER PROGRAM (Doug Owen/Amy Dorman)**
14. **REPORT: IROC CHAIR (Chair Jones)**
15. **REPORT: FINANCE COMMITTEE (Chair Jones)**

**Documentation
Included**

16. **REPORT: GENERAL COUNSEL** (Adriana Ochoa)
17. **PROPOSED AGENDA ITEMS FOR THE NEXT METRO JPA/COMMISSION MEETING **March 7, 2024****
18. **METRO COMMISSIONERS AND JPA DIRECTORS COMMENTS**
19. **CLOSED SESSION: CONFERENCE WITH LEGAL COUNSEL - SIGNIFICANT EXPOSURE TO LITIGATION PURSUANT TO GOVERNMENT CODE SECTION 54956.9(d)(2)** (Adriana Ochoa)
 - **Two potential cases**
20. **ADJOURNMENT**

NOTE: The Metro Wastewater JPA and/or Commission may take action on any item listed in this Agenda whether or not it is listed "For Action."

Materials provided to the Metro Wastewater JPA/Metro Commission related to any open-session item on this agenda are available for public review at our website: <https://www.metrojpa.org>

In compliance with the AMERICANS WITH DISABILITIES ACT

Persons with disabilities that require modifications or accommodations, please *contact General Counsel Adriana Ochoa at adriana.ochoa@procopio.com* by no later than two hours prior to the meeting to request reasonable modifications or accommodations consistent with the Americans with Disabilities Act and Metro Commission/Metro Wastewater JPA shall promptly work with you to resolve the matter in favor of accessibility.

Metro JPA 2024 Meeting Schedule

January 4, 2024	February 1, 2024	March 7, 2024
April 4, 2024	May 2, 2024	June 6, 2024
July 4, 2024	August 1, 2024	September 5, 2024
October 3, 2024	November 7, 2024	December 5, 2024

ATTACHMENT 5

Minutes of the Regular Meeting of November 2, 2023



**Minutes of the Regular Meeting
of the Metro Wastewater JPA
and Metro Commission**

9192 Topaz Way (PUD MOC II) Auditorium, San Diego, CA

November 2, 2023

Minutes

Chair Jones called the meeting to order at 12:03 p.m. A quorum of the Metro JP/Commission was declared, and the following representatives were present:

1. ROLL CALL

<u>Agencies</u>	<u>Representatives</u>	<u>Alternate</u>
City of Chula Vista	Jose Preciado	
City of Coronado	John Duncan	
City of Del Mar	Dwight Worden	
City of El Cajon	Gary Kendrick	
City of Imperial Beach	Mitch McKay (absent)	
City of La Mesa	Bill Baber (absent)	
Lemon Grove San District	Jerry Jones	
City of National City	Ditas Yamane	
City of Poway	Peter De Hoff	
County of San Diego	Joel Anderson	Greg Kazmer
Otay Water District	Mark Robak	
Padre Dam MWD	Karen Jassoy	

Others present: Metro JPA General Counsel Adriana Ochoa - Procopio; Metro JPA/Commission Board Secretary Lori Anne Peoples; Beth Gentry – City of Chula Vista, MetroTAC Chair; None – City of Coronado; None - City of El Cajon; Eric Minicilli – City of Imperial Beach; None – City of La Mesa; Izzy Murguia – Lemon Grove Sanitation District; Carmen Kasner – City of National City; Bob Kennedy – Otay Water District; Peejay Tubongbauna – Padre Dam Municipal Water District; Alisa Nichols – City of Poway; Lisa Celaya, Amy Dorman, Reyhaneh Martin - City of San Diego Staff; None – County of San Diego; Metro JPA Staff: Scott Tulloch – NV5; Dexter Wilson, Wilson Engineering

2. PLEDGE OF ALLEGIANCE TO THE FLAG

Alternate Director Kazmer, County of San Diego, led the pledge.

3. PUBLIC COMMENT

None.

4. ACTION: APPROVAL OF AGENDA

Chair Jones requested approval of the agenda.

ACTION: Motion by Director McKay, seconded by Director Baber to approve the agenda as submitted. Motion carried as follows:

AYES: Preciado, Duncan, Worden, Kendrick, McKay, Baber, Jones, Yamane,
Robak, Jassoy, De Hoff, Kazmer
NAYS: None
ABSTAIN: None
ABSENT: None

5. ACTION: CONSIDERATION AND POSSIBLE ACTION TO APPROVE THE MINUTES OF THE REGULAR MEETING OF October 5, 2023

ACTION: Motion by Director Jassoy, seconded by Alternate Director Kazmer to approve the Minutes as submitted. Motion carried as follows:

AYES: Preciado, Duncan, Worden, Kendrick, McKay, Baber, Jones, Yamane,
Robak, Jassoy, De Hoff, Kazmer
NAYS: None
ABSTAIN: None
ABSENT: None

6. ACTION: CONSIDERATION AND POSSIBLE ACTION TO APPROVE A FIRST AMENDMENT WITH ANON RISK INSURANCE SERVICES WEST FOR THE OWNER CONTROLLED INSURANCE PROGRAM

Amy Dorman, City of San Diego supplied an introduction of the item. Rehana Martin, SS Civil Engineer, City of San Diego supplied a brief verbal overview of the PowerPoint presentation included in the agenda package.

ACTION: Motion by Director Baber, seconded by Alternate Director Kazmer to approve the first amendment. Motion carried as follows:

AYES: Preciado, Duncan, Worden, Kendrick, McKay, Baber, Jones, Yamane,
Robak, Jassoy, De Hoff, Kazmer
NAYS: None
ABSTAIN: None
ABSENT: None

7. PRESENTATION: FUNCTIONAL DESIGN BASED COST ALLOCATION

Dexter Wilson supplied a brief verbal overview of his PowerPoint presentation included in the agenda package. He supplied an explanation of what Functional Design Based Cost Allocation (FDBCA) was, followed by the Second Amended Restated Agreement (SARA) definition meaning and the Functional-Design Methodology meaning. He then reviewed the Water Environment Federation Manual of Practice 27 on the functional design cost allocation approaches: the design basis cost allocation methodology; the functional cost allocation methodology and what it is. Next, he outlined the current functional-design allocations: when they were prepared (1991); who approved; that they were based on planning numbers for the Clean Water Program facilities which changed during their final design and construction; and that the planning numbers had not been modified or updated since inception (1991); Metro rates based only on flow and strengths as set in the 1991 review program with fixed cost added in the first (existing) ARA for Pure Water Phase 1 Capital Costs. Next, he overviewed the historical perspective with a flow chart followed by a chart of Where/How they are used now. Next, he reviewed the Functional-Design Allocations in the Current Rate Study Process (Stantec is doing the study. Stantec has split past CIP costs by facility; worked with SD operations & engineering staff to review functional basis specific to each plant and other CIP and lastly, reviewed and affirmed their allocations based on process and asset changes, and projected staffing and operating costs. Mr. Wilson then went into the Proposed Stantec Functional Design Allocations using the 2019 audit cost for this example. In FY 2027 and FY 2035 the allocations will change when the Phase 1 and 2

projects come online. With the transition to the North City and Central Area Pure Water Plants Pt. Loma and Pump Station 2 will transition to mainly process brine and peak flows from wet weather events. These facilities will need to “stand by” for peak weather events and each PA and the City of San Diego will be assigned fixed incremental peak capacity rights to pay some of these costs related to peak weather events even in dry years. The Functional Allocation Based (FAB) cost structure incentivizes potable reuse in the system and tracts the infrastructure treating brine that is discharged by upstream AWT plants. Metro members benefit financially through Repurified Water Revenue if water produced is cheaper than CWA water. He noted that the capacity rights now have a cost if capacity is not used, and I&I has a bigger impact to waste discharger’s cost. Mr. Wilson then reviewed the following Spread sheets in his presentation: the Proposed O&M (Functional) Allocations including North City Allocations and Pt. Loma Allocations, followed by flow charts on the North City WRP – FY19 O&M Comparison Current vs Proposed; Pt. Loma – FY 19 O&M Comparison Current vs. Proposed; Proposed MBC Allocations – O&M (Functional) Allocations spread sheet; 2027 = Phase 1 Pure Water goes online and the amount of secondary solids increases; 2035 = Phase 2 Pure Water goes online and the amount of secondary solids increases again. Lastly, Mr. Wilson supplied the FY O&M Comparison Summary spreadsheet.

Prior to advancing the agenda to Item 8, Chair Jones called Bob Kennedy from Otay Water District to come up to the podium, noting that he was officially retiring, and this would be the last meeting he was attending. He then recognized Bob for his many years of service on the MetroTAC and to the JPA, and then spoke of how they had met. Bob noted that he had been with Otay since 2008 and in the private sector prior. He thanked the Directors for their recognition, and noted that Beth Gentry, current MetroTAC Chair from the City of Chula Vista would be replacing him at Otay.

8. UPDATE: METRO WASTEWATER

- a. April 2020 Spill Update**
- b. January 2023 Spill Update**

Lisa Celaya said that she had no other information on items a or b other than next Wednesday morning they will be presenting a presentation to the Regional Water Quality Board on San Diego’s Asset Management Program and Funding Structures and how staff is transitioning the old system management to the new. This will be an opportunity to educate the Regional Board on how the City of San Diego Public Utilities Department works and how this relates to significant storm events. Ms. Celaya also noted that they are developing a wet weather operations strategy that they will send out for review to the JPA regularly.

Chair Jones inquired as to whether there would be changes to how asset management is done, and Lisa responded they were doing more risk-based management, consequence of failure prioritization, and are still working on a comprehensive maintenance plan.

Chair Jones encouraged her to consider Metro and Muni as separate systems in prioritization as they are different in that one has partners and the other has none.

9. UPDATE: PURE WATER PROGRAM

Amy Dorman, City of San Diego, said that all 10 construction contracts were in progress for over 1 year and are approaching 40% Phase 1. \$430 million has been spent. \$42 million of \$150 million is in the pool contingency. They have been seeing relief on getting supplies since COVID. Electrical equipment is still a concern. The Morina dewatering contract had a change in condition and a pause on construction. The seawall is almost done, there was a 1-year delay back on the contract excavation.

10. UPDATE: METRO TAC REPORT

MetroTAC Chair Gentry said that all items on today's agenda had been seen previously by MetroTAC.

She then noted that the MetroTAC had voted to appoint Alisa Nichols of Poway as the new MetroTAC Chair and Blake Behringer of El Cajon as the Vice Chair.

Ms. Gentry then said that she was leaving the City of Chula Vista effective November 7th to go to Otay Water District, and noted she may be returning in another form. Karen Jassoy inquired as to whether she meant carbon based. Ms. Gentry then thanked all the members of the Metro JPA and staff for all their support and help during her tenure.

11. REPORT: AD HOC COMMITTEE ON SECOND AMENDED AND RESTATED METRO AGREEMENT (SARA)

Chair Jones requested Dexter Wilson supply a brief update.

Mr. Wilson said that there had been two meetings since the last JPA meeting. The first was on October 17th where Karyn Keze presented on the SARA financial sections and Dexter presented the Functional Based Design presentation that was seen at today's meeting. The second meeting was held on November 1st and covered industrial pre-treatment. This is especially important as major changes have been made to how pre-treatment is managed in the SARA. Industrial Pretreatment is a "parking lot" item left over from the first ARA.

12. REPORT: IROC

Chair Jones said that IROC had not met.

13. FINANCE COMMITTEE:

Director and Finance Chair Baber said they had not met.

14. GENERAL COUNSEL:

General Counsel Ochoa said that she would be chairing her last California Association of Sanitation Agencies meeting tomorrow. She also thanked Ms. Gentry for her work as TAC Chair.

15. PROPOSED AGENDA ITEMS FOR THE NEXT METRO JPA/COMMISSION MEETING December 7, 2023

None.

16. METRO JPA DIRECTORS' COMMENTS

Director Robak said he had met with the General Manager of Otay prior to this meeting and was told they had found a person to replace Bob Kennedy. He was surprised to hear at this meeting it was Ms. Gentry from Chula Vista.

17. ADJOURNMENT

Chair Jones declared the meeting adjourned at 1:38 pm.

ATTACHMENT 6

Meeting Schedule For 2024

2024 Metro JPA/Comm and Metro TAC Meeting Schedule

METRO JPA/COMMISSION

January 4, 2024 CANCELLED

February 1, 2024

March 7, 2024

April 4, 2024

May 2, 2024

June 6, 2024 & SANDIST (follows JPA)

July 4, 2024

August 1, 2024

September 5, 2024

October 3, 2024

November 7, 2024

December 5, 2024

METROTAC

January 17, 2024

February 21, 2024

March 20, 2024

April 17, 2024

May 15, 2024

June 19, 2024

July 17, 2024

August 21, 2024

September 18, 2024

October 16, 2024

November 20, 2024

December 18, 2024

ATTACHMENT 9

First Amendment to Contract with California Water Technologies, LLC Purchase Ferrous Chloride for Wastewater Treatment Plants

Public Utilities Department

**Authorization for a First Amendment to the contract
with California Water Technologies, LLC to purchase
Ferrous Chloride for Wastewater Treatment Plants**

Metro TAC
January 17, 2024

Background

- Ferrous chloride (FeCl_2) is a chemical used for hydrogen sulfide (H_2S) control in wastewater treatment plants. H_2S is a corrosive chemical which causes odor and is hazardous to human health.
- In May 2021, the City issued an Invitation to Bid (ITB) for Ferrous Chloride and executed a contract with California Water Technologies (CWT) in January 2022. Due to significant increases in raw material costs from the COVID-19 pandemic, the vendor requested an increase in the chemical price. The Public Utilities determined it was in the best interest of the City to rebid the contract to allow for open and fair competition based on the current market conditions.
- The contract was terminated, and an interim sole source contract with CWT was approved to avoid disruption of services to allow time to rebid the contract.



- Additional time is being requested to complete the new ITB process for ferrous chloride.

Expenditures

- The total not to exceed amount for this amendment is \$1,716,855 of which the estimated expense to the Metro JPA is \$566,562 (33%).



Recommended Action

- Approve the Metro expenditure and forward to the Metro JPA.



Questions?

ATTACHMENT 10

**Phase 2 Program
Management Contract for
As-Needed Engineering
Services for 10 years with
Stantec, Inc.**

METRO JPA/TAC
Staff Report
Date: 1/8/2024

Project Title:

Award of the As-Needed Engineering Technical Services Agreement with Stantec Consulting Services, Inc for Phase 2 of the Pure Water Program (H2226024)

Presenter(s) Name: Andrea Demich

Presenter(s) Title:
 Assistant Deputy Director

Requested Action:

1. Authorization to execute the agreement with Stantec, Inc., for As-Needed Engineering Technical Services for 10 years in an amount not-to exceed \$100,000,000; and
2. Authorization to expend an amount not-to-exceed \$100,000,000.00 in total over the term of this Agreement from Fund 700011, Water Utility Operating, Fund 700010, Water Utility CIP, Fund 700001, Metro Sewer Utility, and Fund 700009, Metro Sewer CIP, for the purpose of funding the As-Needed Engineering Technical Services Agreement with Stantec Consulting Services, Inc.; and
3. Authorization to expend an amount not-to-exceed \$1,000 from Fund 700011, Water Utility Operating, for the purpose of executing this agreement and meeting minimum contract requirements.

Recommendations:

Approve actions

Metro TAC:	Approve the subject item and forward to Metro JPA/ Metro Commission for approval
IROC:	N/A
Prior Actions: (Committee/Commission, Date, Result)	N/A

Fiscal Impact:

Is this projected budgeted?	Yes <input checked="" type="checkbox"/> No <input type="checkbox"/>
Cost breakdown between Metro & Muni:	Cost breakdown will be assessed as tasks are opened. General tasks will be split 62% Water, 38% Metro, 0% Muni.
Fiscal impact to the Metro JPA:	Pure Water Phase 2: 33.5% of Metro cost

Capital Improvement Program:

New Project?	Yes <input checked="" type="checkbox"/> No <input type="checkbox"/> N/A <input type="checkbox"/>
Existing Project?	Yes <input type="checkbox"/> No <input checked="" type="checkbox"/> Upgrade/addition <input type="checkbox"/> Change <input type="checkbox"/>

Previous TAC/JPA Action: None

Additional/Future Action:

Present item to Metro JPA/ Metro Commission in February 2024

City Council Action:

Environment Committee 1/18/2024, City Council approval expected in February 2024

Background: *Provide background information on the need for the project*

Pure Water San Diego is the City of San Diego's (City) Program to provide a safe, drought-resistant, locally-controlled drinking water supply for San Diego; it has the added benefit of reducing Metro Wastewater System flows and ocean discharges from the Point Loma Wastewater Treatment Plant.

Non-potable recycled water will be turned into drinking water through the use of a five-step water purification process. Pure Water is integral to both the application to renew Point Loma's permit and the proposed legislation for secondary equivalency. The Program will make San Diego more water independent and resolves regional wastewater issues.

The Pure Water Program will provide 83 million gallons per day of Pure Water at completion and will supply nearly one half of the City's drinking water. The program is being built in two phases. The Phase 1 system is currently in construction and as shown on the map below, will be located in the northern part of the City. Phase 1 will produce 30 million gallon per day of Pure Water, which will be conveyed to the Miramar Reservoir. Construction is more than 40% complete; the total estimated cost for Phase 1 is \$1.5 billion.

Phase 2 will produce the remaining 53 of 83 million gallons per day of Pure Water through an entirely separate system of facilities from the Phase 1 system. The Phase 2 facilities will be located in the central part of the City. There are two reservoir options under consideration for the delivery of the Phase 2 Pure Water: Lake Murray or San Vicente. Under both options the water will be treated at the Alvarado Water Treatment Plant. Detailed analyses of the challenges and benefits of each reservoir must be performed before a final selection can be made. Such analyses will be performed under this proposed contract.

Aside from the Phase 2 reservoir analyses, Phase 2 implementation will encompass design and construction of new treatment and conveyance facilities, financial and economic evaluations, public outreach and education, securing regulatory approvals from the California Division of Drinking Water, Regional Water Quality Control Board, and the United States Environmental Protection Agency (USEPA). To support these efforts and decisions at both the project and program level, the City has a need for professional engineering and technical services on an as-needed basis. Such support for Phase 1 implementation has been obtained through a similar contract (also with Stantec) and has been instrumental in reaching several milestones. Two of the most noteworthy of these milestones are:

- Securing the first-ever permit under the State's Surface Water Augmentation Regulations, for the North City Pure Water Project
- Preparing the Water Infrastructure Financing Innovation Act loan application through which the City obtained over \$700 million in low-interest financing from the USEPA.

The City will utilize Stantec to obtain program management and preliminary design, as well as other services that extend beyond common technical support for Phase 2. The unique services needed to implement Pure Water Phase 2 primarily relate to its extensive regulatory requirements, and that it is a large and complex water recovery and delivery system. These services include:

- 1) Treatment demonstration testing and operations. The source wastewater for Phase 2 is from a different area than for Phase 1; therefore, demonstration testing must be performed specifically for Phase 2. The Phase 2 demonstration facility is currently under construction; when complete, Stantec will execute the formal test plan to demonstrate that the treatment process removes all regulated contaminants and contaminants of emerging concern to required levels.
- 2) Conducting necessary studies to support Phase 2 regulatory approval by both the Division of Drinking Water and Regional Water Quality Control Board. Examples of these activities include performing extensive reservoir modeling and tracer studies to demonstrate required dilutions, assessing the impact of purified water on existing drinking water infrastructure, assessing the

impact of treatment residuals on wastewater processing facilities, and preparing Phase 2 system operations plans. There is minimal precedence for many of these and will require close coordination with regulators. Furthermore, the determination on whether Phase 2 is a direct or indirect potable reuse project will also need to occur. Regulations for direct potable reuse are expected to be finalized this winter.

- 3) Supporting the City's Industrial Waste Control Program's implementation of an enhanced wastewater source control program that meets the specific and rigorous needs for potable (drinking water) reuse. The focus of such enhancements will apply to the sewer shed influent to the Phase 2 system.
- 4) Facilitating the City's preparation of operations and maintenance readiness plans and conducting operator training.
- 5) Supporting development and implementation of system-wide control strategies.
- 6) Developing and implementing a system-wide commissioning strategy for the constructed facilities.
- 7) Establishing, monitoring, and providing technical support for an Owner Controlled Insurance Program applied to the Phase 2 facility construction.

In October 2022, the Public Utilities Department (PUD) advertised for an As-Needed Technical Services for Phase 2 of Pure Water with proposals due in December 2022. The Request for Proposals resulted in one proposal. The one proposer was interviewed in January 2023 and Stantec, Inc. was selected as a qualified firm. Several meetings with Stantec were held in the Spring and Summer of 2023 to clarify how they proposed to conduct the work and to negotiate their hourly rates. The proposed contract with Stantec will last 10 years with a not-to-exceed amount of \$100,000,000.

The Phase 1 as-needed program management contract was used as a benchmark in gauging the amount and duration needed for this contract. The Phase 1 contract was initially entered into for \$30 million and five years and has since been increased to \$94 million for a duration of 10 years. The Phase 2 Pure Water system will be larger and more complex related to system operations, interagency coordination, and regulatory compliance. Thus, the City is proposing this \$100 million, 10-year contract.

Discussion: *Provide information on decisions made to advance the project*

Bid Results: *If bidding was done provide bidding format and results N/A*

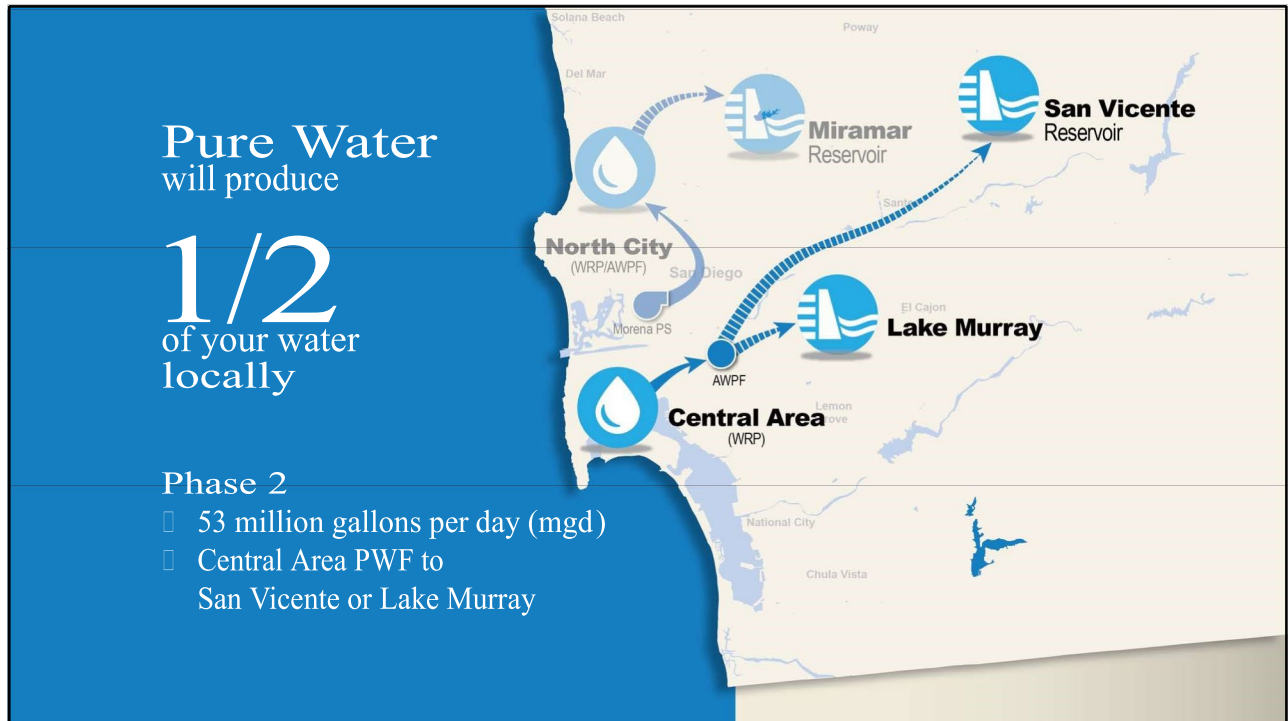
Public Utilities Department

Award of the As-Needed Engineering Technical Services Agreement with Stantec Consulting Services, Inc for Phase 2 of the Pure Water Program (H2226024)

Metro TAC
January 17, 2024



1



2



Comparing the Phases

Phase 1

- ▢ Produces 30 mgd of Pure Water
- ▢ Regulatory framework: Indirect Potable Reuse
- ▢ North of Interstate 8, within City boundaries
- ▢ Leverages surplus treatment capacity at North City

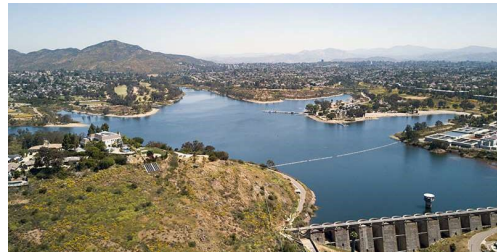
Phase 2

- ▢ Produces 53 million mgd of Pure Water
- ▢ Regulatory framework options: Indirect Potable **OR** Direct Potable Reuse
- ▢ Facility locations: central City, potentially County of San Diego and City of Santee
- ▢ Requires all-new infrastructure



Phase 2 Implementation

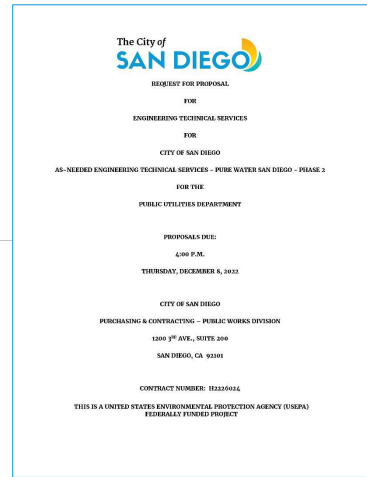
- ▢ Reservoir analyses
- ▢ Engineering studies
- ▢ Design and construction
- ▢ Financial / economic evaluations
- ▢ Regulatory approvals
- ▢ Public outreach





Pure Water Phase 2 As-Needed Engineering Technical Services Contract

- Supports Phase 2 implementation
- Supports decisions at program and project level
- During Phase 1, enabled significant achievements
 - Secured first-ever permit under State’s Surface Water Augmentation Regulations
 - Prepared WIFIA loan application, securing over \$700M in low-interest financing



Scope of Work

- Program Administration and Controls
- Planning and Engineering Support (including preliminary design)
- Design Support
- Environmental Consultant Coordination
- Permitting and Regulatory Support
- Public Education and Stakeholder Engagement



Specialized Services


- Treatment demonstration testing and operations
- Vendor and product pre-qualification
- Significant studies to support regulatory approval
- Industrial Waste Control Program support
- System-wide commissioning strategies
- Owner-Controlled Insurance Program assistance




Year 1 -Facility Plan Validation and Project Definition

- Current Plan Developed in 2011
- Emergence of Additional Drivers
 - Regional Potable Reuse
 - Effects of Water Conservation
 - Regional Water Supply Initiatives
 - Sea Level Rise
- Alternative Project Delivery Methods
- Updated Phase 2 Program Schedule and Budget



 Public Utilities Department





Selected Consultant

- ▢ Stantec Consulting Services, Inc.
 - ▢ Proven experience successfully supporting Phase 1
 - ▢ Teamed with numerous specialized and local firms
 - ▢ Depth and breadth of resources needed for Phase 2
 - ▢ Demonstrated commitment to E/SLBE and DBE participation

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 Public Utilities Department



Proposed Contract

- ▢ Phase 1 leveraged as benchmark to gauge the contract amount / duration
- ▢ Phase 2 is larger and more complex
 - ▢ System operations, interagency coordination, and regulatory compliance
- ▢ Proposed Contract: 10 years, \$100M

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Stantec Contract: Target Approval Schedule

Activity	Date
Environment Committee Consideration	January 2024
First City Council Approval Consideration	February 2024
Second City Council Approval Consideration	February 2024
Notice to Proceed	March 2024



Requested Actions:

- 1. Authorization to execute the agreement with Stantec, Inc., for As-Needed Engineering Technical Services for 10 years in an amount not-to-exceed \$100,000,000
- 2. Authorization to expend an amount not-to-exceed \$100,000,000 in total over the term of this agreement from Fund 700011 – Water Utility Operating, Fund 700010 – Water Utility CIP, Fund 700001 – Metro Sewer Utility, and Fund 700009 – Metro Sewer CIP
- 3. Authorization to expend an amount not-to-exceed \$1,000 from Fund 700011 – Water Utility Operating, for the purpose of executing this agreement and meeting minimum contract requirements

SD Questions

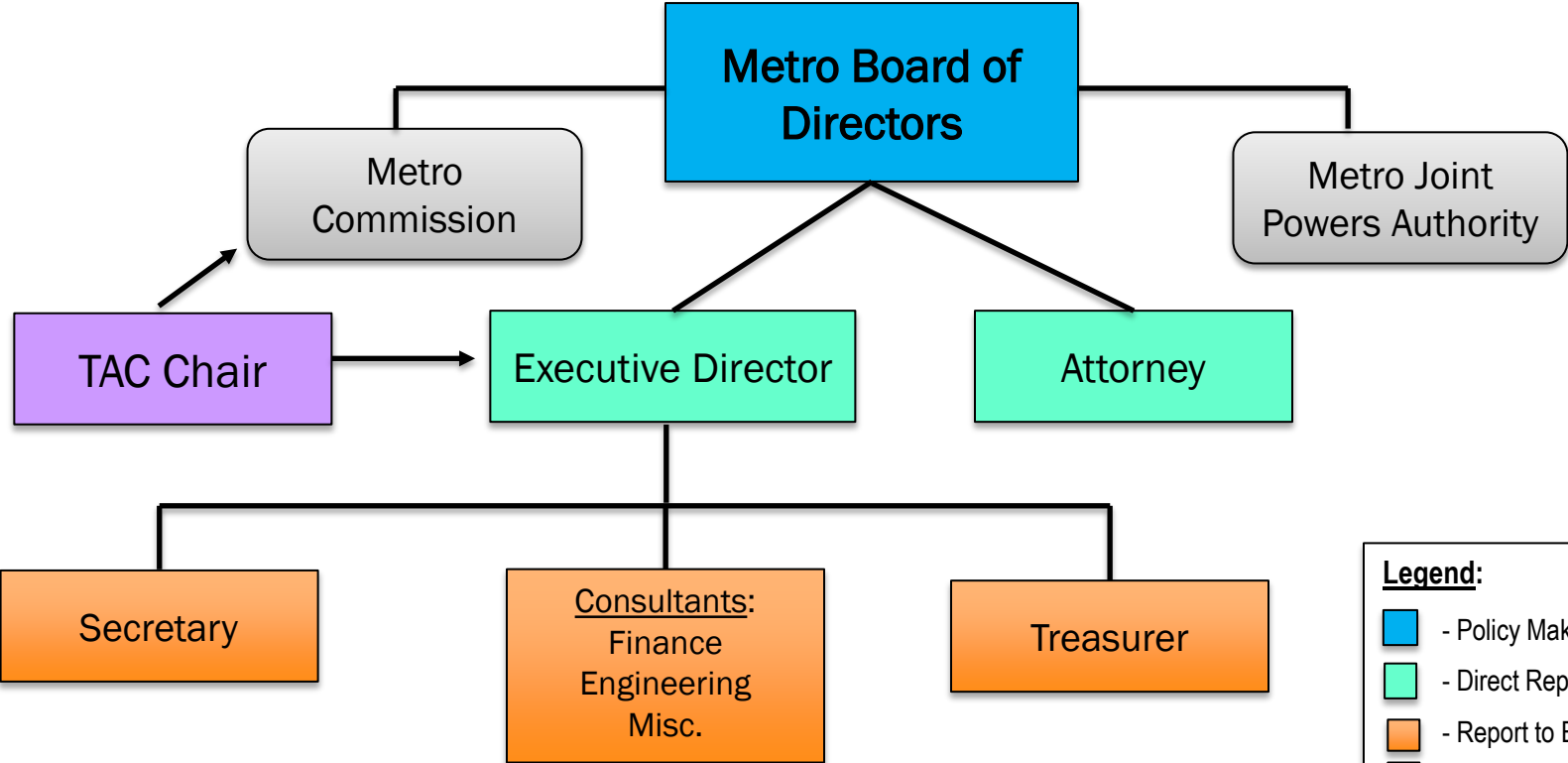


ATTACHMENT 11a

(Attachment 1&2)

Proposed Organization Chart, Organization Structure and Job Descriptions

Metro Proposed Organizational Chart 2024



Legend:

- - Policy Makers
- - Direct Report to Board of Directors
- - Report to Executive Director
- - Advisory Only

Invoice Processing and Payment Policy Flow Chart

Option 1

1

Vendor sends invoice to Treasurer.

2

Treasurer reviews, prepares summary and supporting documentation, sends to Finance Consultant.

3

Finance Consultant reviews summary invoice, compares against budget, delivers approved signed summary via email to Executive Director.

4

Executive Director reviews summary invoice, delivers approved signed summary via email to Treasurer for First Wet Signature.

5

Treasurer prepares check summary, addressed and stamped envelopes, and checks to second signatory: Metro JPA Chair, Finance Committee Chair, or Metro JPA Vice-Chair. Checks go out.

Option 2

1

Vendor sends invoice to Treasurer.

2

Treasurer reviews, prepares summary and supporting documentation, sends to Finance Consultant/Executive Director.

3

Finance Consultant/Executive Director Reviews summary invoice, compares against budget, delivers approved signed summary via email to Treasurer for First Wet Signature.

4

Treasurer prepares check summary, addressed and stamped envelopes, and checks to second signatory: Metro JPA Chair, Finance Committee Chair, or Metro JPA Vice-Chair. Checks go out.

5

Treasurer maintains signed check summary for audit records.

6

1

Current Metro Wastewater JPA/Commission Organization and Operations

The Metropolitan Wastewater Commission was formed in 1998 pursuant to the terms of the 1998 Regional Wastewater Disposal Agreement (the “Metro Agreement”) between the City of San Diego and the following municipalities collectively referred to as the Participating Agencies: Cities of Chula Vista, Coronado, Del Mar, El Cajon, Imperial Beach, La Mesa, Lemon Grove, National City, Poway, the Otay Water District, Padre Dam Municipal Water District, East Otay Mesa, Lakeside/Alpine, Spring Valley, and Winter Gardens Sanitation District. The Metropolitan Wastewater Commission is an advisory body to the City of San Diego, advising the city on matters affecting the Metro System, owned by the City of San Diego.

In 2001, the Participating Agencies determined that it was in the best interests of the communities which they served that a Joint Exercise of Powers Agency be formed with the authority and responsibility to take actions and make decisions pertaining to the Metro Agreement in their mutual interests. Thereafter, the Metro Wastewater Joint Powers Authority (the Metro JPA) was formed to provide the Participating Agencies with the authority to take action pertaining to the Participating Agencies’ responsibilities and obligations and to provide for financing of public capital improvements for the Metro sewerage system which are constructed pursuant to the Metro Agreement, for which they collectively pay approximately 35% of the operation and capital costs, and to take such other actions as are necessary for the Participating Agencies to fulfill the obligations and responsibilities and obtain rights and benefits as set forth in the Metro Agreement. As of October 2007, all Participating Agencies of the Metropolitan Wastewater Commission are members of the Metro JPA.

The Metro JPA, along with the Metropolitan Wastewater Commission acts as partners with the City of San Diego and the City’s Public Utilities Department (PUD) in planning and budget development, and through its Participating Agencies’ participation in the Metro Technical Advisory Committee (Metro TAC), monitors the implementation of the City of San Diego Metropolitan Wastewater Plan and the City’s Metropolitan Wastewater Department’s engineering and financial Practices and programs. The Metro JPA does not currently have any part- or full-time employees. The Metro JPA has a Chair, Vice Chair, Secretary and a Treasurer, that are appointed by the Metro JPA Board of Directors, as provided for in Article III of the Metro JPA’s Joint Exercise of Powers Agreement.

Technical services, as required by the Board of Directors, are provided through professional services agreements with outside consultants based on the skill sets required by the Board at any given time. These outside consultants are part of the Metro JPA’s Executive Team supporting the Board of Directors in their decision-making process.

The proposed Executive Director position would supersede and replace the management role of the Administrative Coordinator position in light of various redundant responsibilities, returning the Administrative Coordinator to its former, separate and ongoing Financial Manager role. Like the former Administrative Coordinator role, the proposed Executive Director duties may also be combined with consultant duties (such as those of the Financial Manager or an Engineer), or the Executive Director be a separate position.

The Metro TAC serves as a technical and advisory body of the Participating Agencies to the JPA. The Metro TAC Chair and Vice Chair are appointed by the TAC members every two years and are volunteer positions provided by the Metro TAC Participating Agencies. The Metro TAC is not a committee formed by the Metro JPA nor does the JPA have any ability to direct or control the Metro TAC.

The Metro Wastewater JPA's mission is to proactively address regional wastewater issues for the public benefit in partnership with the City of San Diego Public Utilities Department (PUD) staff. The Metro JPA's Executive Team shall consist of the Executive Director, Finance Consultant, and its Engineering Consultant(s).

Job Descriptions

Executive Director: The Executive Director is responsible for the oversight, management and monitoring of Metro's strategic goals, policies and budgets. The Executive Director leads the Executive Team and supervises all consultants to ensure contractual obligations, including those under the Metro Agreement, are diligently met and on budget. The Executive Director is responsible for shaping the work environment, setting strategy, allocating resources, developing and building the organization, overseeing City of San Diego operations of the Metro system, and direct communications with the Board of Directors of the Metro JPA. Additional responsibilities include planning events, handling expenses, overseeing the Metro JPA's budget process, and providing strategic direction of the organization. The Executive Director coordinates Metro JPA, TAC, and Ad Hoc meetings, in conjunction with the Board Secretary, s/he prepares agendas for meetings, updates the Metro JPA website as needed, and attends meetings as required. The Executive Director is authorized to exercise his or her discretion prudently in making management and contractual decisions on behalf of the Metro JPA in amounts that impact Metro JPA's budget by ten thousand dollars (\$10,000) or less, subject to consultation with the JPA Board Chair. The Executive Director position is contemplated to be a part-time position with a maximum obligation of 30 hours per month dedicated to Metro JPA Executive Director responsibilities, and is paid pursuant to written agreement on an hourly basis.

Finance Consultant: Metro JPA's Finance Consultant is the organization's chief financial consultant, and is responsible for acting as financial negotiator and contributor to the Metro Agreement, as may be amended from time to time; reviewing and monitoring of the annual San Diego PUD O&M & CIP Budgets and Five-Year projections; providing annual audit services for the City of San Diego Audit process; and supporting the engineering consultants by reviewing PUD CIP cost allocations and the creation/implementation of the Metro Billing System set of charges. The Finance Consultant prepares the annual Metro JPA budget and provides monthly financial due diligence and monitoring in support of the Metro JPA's Treasurer by reviewing and approving vendor invoices, bank reconciliations, and financial statements, and supports the Metro JPA audit process, and provides any as-needed financial consulting services in support of the JPA's current mission. The Finance Consultant is part of the JPA's Executive Team and is expected to work as-needed for the Metro JPA and is paid pursuant to written agreement on an hourly basis.

Engineering Consultants: The engineering consultant(s) provide technical engineering and financial support to the Participating Agencies. This includes but is not limited to: attendance at Metro TAC, Metro JPA, and other related meetings; review of Pure Water reports, plans, and specifications; assistance with the preparation and implementation of the Metro Agreement, as may be amended from time to time; and review and preparations of other technical materials as directed by the Metro JPA. One or more Engineering Consultant(s) may serve as lead negotiator for both the Metro Agreement and any other agreement with City of San Diego, such as Joint Defense Agreements when spills occur. They are the engineering and technical lead of the Executive Team. The engineering consultant(s) also assists the City of San Diego with the preparation and review of technical information on the Metro System as needed for joint projects between the Participating Agencies and the City of San Diego. This includes Metro system mapping and Metro system average and peak flow evaluation and projections. Engineering Consultants are part of the JPA's Executive Team and are expected to work as-needed for the Metro JPA and are paid pursuant to written agreement on an hourly basis.

Board Secretary: The Board Secretary performs the duties normal to this office, including countersigning all contracts signed by the Chair or Vice Chair on behalf of the JPA, and perform such other duties as may be imposed by the Board either contractually or otherwise, and as set forth more fully in the Metro JPA Joint Powers Agreement or Bylaws, as they may be revised from time to time. The Board Secretary provides clerical support and related services to facilitate monthly Metro JPA, Metro JPA Committee, Metro JPA, the Metro Commission, and Metro TAC meetings, and any special meetings that may be called, including: preparation of agendas and attachments; posting of agendas and notices in compliance with State laws; distribution via email and mailing of agenda packages; attending meetings and taking action and summary minutes; distribution via email of minutes; preparation of and emailing and mailing of all necessary correspondence; interfacing with the Chair and Directors by phone, email and fax; facilitating and submitting monthly per diem summaries for Metro JPA Directors; maintaining Metro JPA rosters; maintaining Metro JPA files; preparation and tracking of all contracts and agreements entered into by the Metro JPA; providing informational updates and acting as liaison to the Webmaster; serving as a contact person for the Metro JPA and the Metro Commission, Metro JPA Committees, and Metro TAC. The Board Secretary position is contemplated to be a part-time position position, and is paid pursuant to written agreement on an hourly basis.

Treasurer: The Metro JPA's Treasurer is appointed by the Metro JPA Board of Directors and oversees all financial transactions of the Metro JPA. The Treasurer is the depository, with custody of all of the accounts, funds, and money of the Metro JPA from whatever source, and has the duties and obligations set forth in Government Code sections 6505 and 6505.5, as may be amended from time to time, and assures that there is strict accountability of all funds and reporting of all receipts and disbursements of the JPA. Their primary duties include budget preparation, financial reporting, record-keeping, and managing incoming and outgoing funds. The Treasurer reviews all incoming invoices from Metro JPA's consultants and other vendors including per diems for the Board of Directors. They prepare a summary of invoices to be reviewed and approved by the Executive Director and once approved prepare checks for signature by members of the Board. They support the Executive Director in preparation of the annual Metro JPA budget and sending out invoices to members. They manage and participate in the bi-annual Metro JPA audit and prepare the quarterly and year-end Metro JPA Financial Statements. The Treasurer is expected to work as-needed on an hourly basis for the Metro JPA. Currently, the Treasurer is paid by

his or her Participating Agency, and the Metro JPA reimburses the Participating Agency for the Treasurer's services on an hourly basis as set forth in a written agreement. However, the Treasurer may be any of the individuals specified in Gov. Code 6505.5 or 6505.6.

Related Positions (for Information Purposes Only)

Metro TAC Chair and Vice Chair: The Metro TAC Chair and Vice Chair support the technical functions of the Metro JPA/Metro Commission and the Executive Team. They assist in the preparation of agendas for the Metro TAC and Metro JPA/Commission. They coordinate and lead the monthly TAC meetings. They support the engineering and financial consultants in reviewing their presentations and reports. They may attend ARA negotiations and Ad Hoc meetings in support of the engineering and financial consultants and the Executive Director, if requested. They are paid and directed by their respective Participating Agencies and appointed by the TAC members for two-year periods and are not consultants to the JPA, but serve in an advisory capacity only.

ATTACHMENT 11b

(Attachment 3)

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.

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**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 PO Box 1072, National City, CA 91951.

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.** The JPA is administered by a Board of Directors 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 or as provided by law.

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.~~

iiii. 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

Commented [A1]: TO METRO: We recommend deleting this sentence concerning per diem for the nominating committee since you enacted a separate resolution on the JPA’s per diem policy that addresses this.

(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.

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

b) 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~~ action 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:

i. Reimbursement for each mile actually traveled when utilizing their vehicles to attend regular or special Metro JPA Board meetings or committee meetings, 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.

ii. 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.

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Commented [A2]: TO METRO: In the minutes approving the April 2022 amended bylaws, it was agreed on that this sentence should say "by [an] action" of the board, rather than by "motion". Please confirm or revise as necessary.

Commented [A3]: Request of Director M.Roback

- iii3. Directors shall use government and/or group rates offered by a provider of transportation or lodging services or travel and lodging, when available.
- iv4. 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.
- v5. 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.
- vi6. 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.

Section 5. Executive Director. The JPA may hire an employee or consultant to serve as Executive Director of the JPA. -The Executive Director shall be responsible for the supervision, oversight, management, and monitoring of Metro’s strategic goals, policies, budgets and contracts, and such other responsibilities as may be dictated by the Board from time to time or in a written agreement. The Executive Director is authorized to exercise his or her discretion prudently in making decisions on behalf of the Metro JPA in amounts that impact the JPA’s budget by ten thousand dollars (\$10,000) or less, subject to consultation with the JPA Board Chair.

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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 ~~Executive Director shall Metro TAC Chair or a designee shall~~ prepare the agendas for each Board meeting, ~~in consultation with the Board Chair and the TAC Chair, or the respective Vice Chairs in the Chairs' absence, in consultation with the Metro TAC Chair or his/her designee.~~ ~~Agenda items will be generated by the need to conduct JPA business in a timely manner. The Metro manager or, as applicable, the TAC Chair or Vice Chair~~ ~~Chair, 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 two (2) requesting Board Members and require no staff or consultant time. Board Member Initiated Items must be submitted to the ~~Executive Director or 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 ~~Executive Director or 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 15 minutes. 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

Section 1. 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

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- 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 propose nominees and the Board 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.

Commented [A4]: TO METRO: In the minutes approving the April 2022 amended bylaws, it was agreed on that the Chair should "put nominees up" for the ad hoc committee but that the Board "would make the actual appointments". Please confirm or revise as necessary.

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 XX day of MONTH, 2023.

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Jerry Jones, Chair

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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: **MONTH DAY**, 2023

Lori Anne Peoples
Secretary of the Metro Wastewater Joint
Powers Authority

ATTACHMENT 11c

(Attachment 4)

**Fourth Amendment to the
Joint Powers Agreement**

**FOURTH AMENDMENT TO JOINT EXERCISE OF POWERS AGREEMENT
FOR THE METRO WASTEWATER JOINT POWERS AUTHORITY
TO AMEND SECTION 3.05 OF THE JOINT POWERS AGREEMENT**

This Fourth Amendment to the Joint Exercise of Powers Agreement for the Metro Wastewater Joint Powers Authority; is ~~made and entered into on this 4th day of August, made effective as of [REDACTED], 2024-2022~~, in the County of San Diego, State of California by each of the participating agencies of the Metro Wastewater JPA, a Joint Powers Agency (“JPA”) existing and organized pursuant to the provisions of Government Code section 6500 et seq.

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RECITALS

WHEREAS, on October 25, 2000, the City of Coronado, a municipal corporation; the City of Del Mar, a municipal corporation; the City of El Cajon, a municipal corporation; the City of Imperial Beach, a municipal corporation; the City of La Mesa, a municipal corporation; the Lemon Grove Sanitation District, a political subdivision of the State of California, the City of Poway, a municipal corporation; Padre Dam Municipal Water District, a political subdivision of the State of California; and the County of San Diego (on behalf of: the Winter Gardens Sewer Maintenance District, a maintenance district established pursuant to California Streets & Hwys. Code section 5820 et seq.; the Lakeside/Alpine Sanitation District, a political subdivision of the State of California; and the Spring Valley Sanitation District, a political subdivision of the State of California) (the “**Participating Agencies**”) entered into a Joint Exercise of Powers Agreement (“**Agreement**”), creating the JPA for the purpose of taking responsibility, actions, and decisions pertaining to the Regional Waste Water Disposal Agreement; and

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WHEREAS, on February 12, 2003, the Otay Water District was added as a Participating Agency of the JPA; and

WHEREAS, on June 4, 2003, the City of National City was added as a Participating Agency of the JPA; and

WHEREAS, on October 17, 2007, the City of Chula Vista was added as a Participating Agency of the JPA; and

WHEREAS, Article VIII, Section 8.05 of the Agreement allows for amendments of the Agreement; and

~~WHEREAS, Section 3.05 states that the legal advisor to the JPA shall also be legal counsel to one of the Participating Agencies; and~~

~~WHEREAS, the JPA wishes to amend Section 3.05 of the Agreement pursuant to Article VIII, Section 8.05 to remove this requirement.~~

~~WHEREAS, the Participating Agencies wish to make certain amendments to reflect updates in officers and employees of the organization.~~

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AGREEMENT

NOW, THEREFORE, IT IS AGREED AS FOLLOWS:

A. Pursuant to Article VIII, Section 8.05 of the Agreement, each of the Participating Agencies hereby amend the Joint Exercise of Powers Agreement for the Metro Wastewater JPA, as follows:

1. Article III, Section 3.02 is hereby revised in its entirety to read as follows:

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3.02 Treasurer and Auditor. The Treasurer and Auditor may be any person(s) duly appointed by the Board and permitted to serve as the JPA Treasurer and/or Auditor pursuant to Government Code Sections 6505.5 and 6505.5. The Treasurer shall be the depository, shall have custody of all of the accounts, funds, and money of the JPA from whatever source, and shall have the duties and obligations set forth in Government Code sections 6505, 6505.5 and/or 6505.6 as applicable, and shall assure that there shall be strict accountability of all funds and reporting of all receipts and disbursements of the JPA. The officer performing the duties of Auditor shall have the duties and obligations set forth in Government Code section 6505, 6505.5 and/or 6505.6, as applicable.

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2. Article III, Section 3.05 is hereby revised in its entirety to read as follows:

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3.05 Legal Advisor. The Board shall have the power to appoint the legal advisor of the JPA who shall perform such duties as may be prescribed by the Board.

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C. All other terms and conditions of the Joint Exercise of Powers Agreement for the Metro Wastewater JPA shall remain in full force and effect and shall be binding upon each of the Participating Agencies.

IN WITNESS WHEREOF, the parties have executed this ~~Third~~Fourth Amendment as of the date first written above.

1. CITY OF CORONADO ATTEST

By: _____

2. CITY OF DEL MAR ATTEST

By: _____

3. CITY OF EL CAJON ATTEST

By: _____

4. CITY OF IMPERIAL BEACH ATTEST

By: _____

5. CITY OF LA MESA ATTEST

By: _____

6. LEMON GROVE SANITATION DISTRICT ATTEST

By: _____

7. CITY OF POWAY ATTEST

By: _____

8. PADRE DAM MUNICIPAL WATER DISTRICT ATTEST

By: _____

9. COUNTY OF SAN DIEGO on behalf of WINTER GARDENS SEWER MAINTENANCE DISTRICT, LAKESIDE SANITATION DISTRICT, ALPINE SANITATION DISTRICT, AND SPRING VALLEY SANITATION DISTRICT ATTEST

By: _____

10. OTAY WATER DISTRICT ATTEST

By: _____

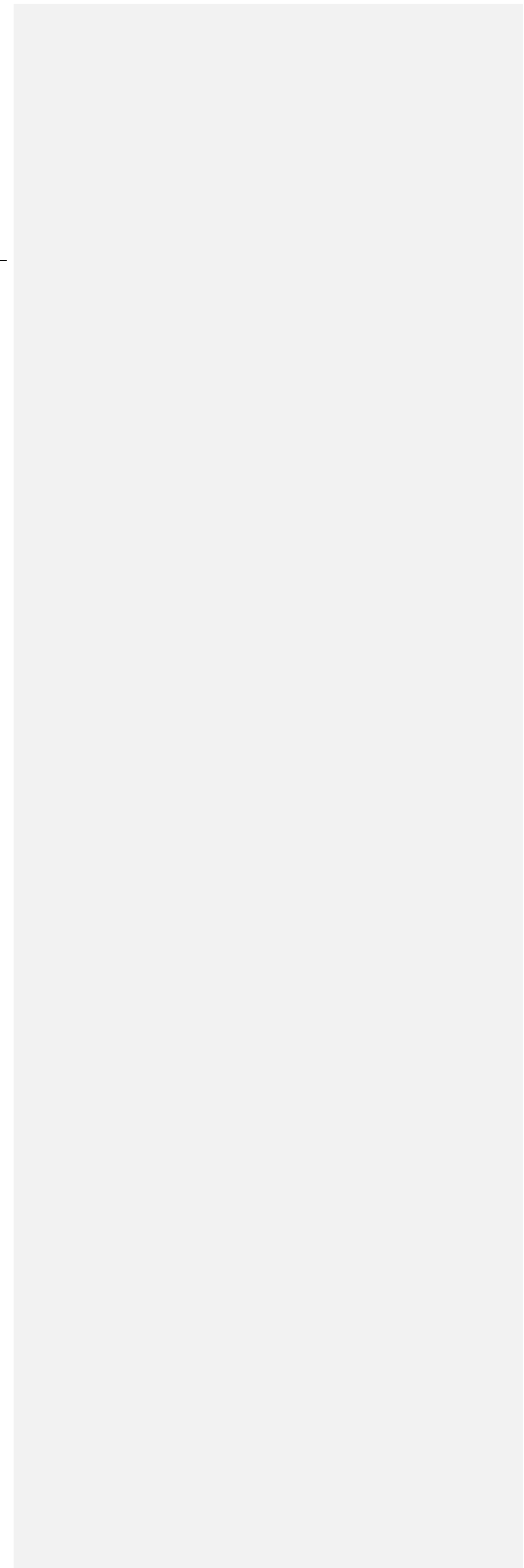
11. NATIONAL CITY ATTEST

By: _____

12. CHULA VISTA

ATTEST

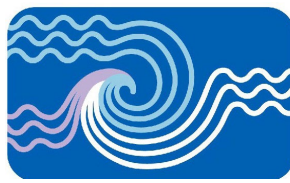
By: _____



ATTACHMENT 11d

(Attachment 5)

Revised Invoice and Payment Processing Policy



POLICY 3: METRO WASTEWATER JPA INVOICE PROCESSING AND PAYMENT POLICY

Adopted December 2, 2021

Revised August 4, 2022

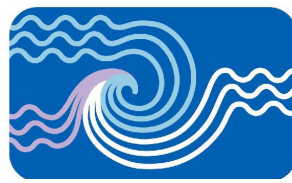
2024 Revised Version 1 – FC/ED Separate Persons

1. The Board Secretary shall email JPA members per diem summaries, and vendors must email invoices, to the Treasurer by 10th of the month.
2. Treasurer's Review:
 - a. Review (unique invoice, current amount due)
 - b. Prepare summary (Vendor, Amount), attach supporting documentation, send to Finance Consultant for review and approval.
3. Finance Consultant Review and Approval:
 - a. Financial Consultant reviews summary invoices and compares against budget, and delivers approved signed summary via e-mail to Executive Director.
4. Executive Director Approval:
 - a. Approves payment, then sends approval to Treasurer who will process checks for payment, including first wet signature by Treasurer.
5. Treasurer prepares check summary and e-mails all secondary signatories regarding check summary and availability to sign.
6. Treasurer takes or sends approved check summary, addressed and stamped envelopes, and checks to secondary signatory for wet signatures. Second signatory may be either the Metro JPA Chair, Finance Committee Chair, or Metro JPA Vice-Chair, based on availability. Secondary signer mails checks to vendors and delivers signed check summary back to Treasurer by month end, or Treasurer mails checks to vendors after secondary signatory signs, and retains signed check summary.
7. Treasurer maintains signed check summary for audit records.

NOTE: Concept is that check summary should have four layers of signed approvals: Treasurer's, Financial Consultant's, Executive Director's, and second signatories, and be maintained for auditor records if needed.

The Joint Powers Authority Proactively Addressing Regional Wastewater Issues

Chula Vista • Coronado • Del Mar • El Cajon • Imperial Beach • La Mesa • Lemon Grove Sanitation District
National City • Otay Water District • Poway • Padre Dam Municipal Water District
County of San Diego, representing East Otay, Lakeside/Alpine, Spring Valley & Winter Gardens Sanitation Districts



POLICY 3: METRO WASTEWATER JPA INVOICE PROCESSING AND PAYMENT POLICY

Adopted December 2, 2021

Revised August 4, 2022

2024 Revised Version 2 – FC/ED Same Person

1. The Board Secretary shall email JPA members per diem summaries, and vendors must email invoices, to the Treasurer by 10th of the month.
2. Treasurer's Review:
 - a. Review (unique invoice, current amount due)
 - b. Prepare summary (Vendor, Amount), attach supporting documentation, send to Finance Consultant for review and approval.
3. Finance Consultant/Executive Director Review and Approval:
 - a. Financial Consultant/Executive Director reviews summary invoices, compares against budget, and delivers approved signed summary via e-mail to Treasurer who will process checks for payment, including first wet signature by Treasurer.
4. Treasurer prepares check summary and e-mails all secondary signatories regarding check summary and availability to sign.
5. Treasurer takes or sends approved check summary, addressed and stamped envelopes, and checks to secondary signatory for wet signatures. Second signatory may be either the Metro JPA Chair, Finance Committee Chair, or Metro JPA Vice-Chair, based on availability. Secondary signer mails checks to vendors and delivers signed check summary back to Treasurer by month end, or Treasurer mails checks to vendors after secondary signatory signs, and retains signed check summary.
6. Treasurer maintains signed check summary for audit records.

NOTE: Concept is that check summary should have three layers of signed approvals on it: Treasurer's, Financial Consultant/Executive Director, and second signatories, and be maintained for auditor records if needed.

The Joint Powers Authority Proactively Addressing Regional Wastewater Issues

Chula Vista • Coronado • Del Mar • El Cajon • Imperial Beach • La Mesa • Lemon Grove Sanitation District
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