

**GOVERNING BOARD
SAN JOSE - SANTA CLARA
CLEAN WATER FINANCING AUTHORITY**

Kathy Watanabe, Chair (Santa Clara)
David Cohen, Vice-Chair (San José)
Rosemary Kamei (San José)

Kevin Park, Board Member (Santa Clara),
Sergio Jimenez, Board Member (San José),

ANNUAL MEETING AMENDED AGENDA

September 14, 2023, at 3:30 p.m.

San José City Hall
200 E. Santa Clara Street, Room 1352
San José, CA 95113

AMENDED AGENDA

How to join the virtual CWFA Meeting: *Members of the public and Chair Watanabe, appearing remotely for good cause.*

By Phone (by location): +1 213 338 8477 US (Los Angeles)
 +1 408 638 0968 US (San Jose)
 877 853 5257 US Toll-Free
 888 475 4499 US Toll-Free

Webinar ID: 959 6047 1310

Passcode: 667802

<https://sanjoseca.zoom.us/j/95960471310>

1. Roll Call

2. Approval of Minutes

A. From November 10, 2022 Meeting

3. Election of Chair and Vice-Chair

4. Other Items

A. Meeting schedule - FY 2024-25 –

- Informational Memo San José-Santa Clara Clean Water Financing Authority Meeting schedule.
- Next Annual meeting is scheduled for September 12, 2024, at 3:30 p.m.
Location: San José City Hall
200 E. Santa Clara Street, Room 1352
San José, CA 95113

5. Public Comment/Oral Petitions

6. Adjournment

The Code of Conduct

(<https://www.sanjoseca.gov/home/showpublisheddocument/12901/636670004966630000>) is intended to promote open meetings that welcome debate of public policy issues being discussed by the City Council, their Committees, and City Boards and Commissions in an atmosphere of

fairness, courtesy, and respect for differing points of view. The City of San José is committed to open and honest government and strives to consistently meet the community's expectations by providing excellent services, in a positive and timely manner, and in the full view of the public. The City Code of Ethics may be viewed online.

**GOVERNING BOARD
SAN JOSE - SANTA CLARA
CLEAN WATER FINANCING AUTHORITY**

**Special Meeting Minutes
November 10, 2022**

1. Roll Call

Members of the San José-Santa Clara Clean Water Financing Authority (CWFA) Board convened on this date at 3:45 p.m. in a virtual Zoom webinar.

Present:

Board Members: Kathy Watanabe, Chair (Santa Clara)
David Cohen, Vice-Chair (San José)
Sergio Jimenez, Board Member (San José)
Charles “Chappie” Jones, Board Member (San José)
Kevin Park, Board Member (Santa Clara)

All Others: Julia H. Cooper, Treasurer, CWFA and Director of Finance, San José
Colleen Winchester, Senior Deputy City Attorney, San José
Qianyu Sun, Deputy Director of Finance Debt & Treasury Management, San José
Napp Fukuda, Assistant Director of Environmental Services Department, San José
Laura Burke, San José Fiscal Officer of Environmental Services Department
Soumya Panday, Financial Analyst, San José
Gary Welling, Director of Water and Sewer Utilities, City of Santa Clara

Absent: None

A quorum was present.

2. Approval of Minutes

Documents Filed: September 28, 2022, Meeting Minutes

Action: Upon motion by Board Member Jimenez, seconded by Board Member Cohen and carried unanimously, the September 28, 2022, Meeting Minutes as were accepted.
(5-0. Absent:0)

SAN JOSE-SANTA CLARA
CLEAN WATER FINANCING AUTHORITY
Special Meeting Minutes of November 10, 2022

3. Resolution on Conflicts of Interest Code:

Authority Treasurer, Julia H. Cooper, noted that the Board approved the Conflict-of-Interest Code on September 28, 2022 and the resolution was submitted to Santa Clara County. However, the County needed a correction to change the due date of material from February 1 of each year to December 15. The amendment was reflected in Section 6 of the Resolution. Chair Watanabe confirmed that the amendment was acceptable to the City of Santa Clara.

Documents Filed: Amended Resolution no. 22-03A

Action: Upon motion by Board Member Jones, seconded by Board Member Park and carried unanimously, the Board adopted Amended Resolution 22-03A.
(5-0. Absent:0)

4. Other Items

Quarterly meetings will only be held if noticed under the Brown Act.
Next annual meeting is scheduled for September 14, 2023, at 3:30 pm.

5. Public Comment

None.

6. Adjournment

The meeting was adjourned at 3:49 p.m.

SAN JOSE-SANTA CLARA
CLEAN WATER FINANCING AUTHORITY
Special Meeting Minutes of November 10, 2022

Acceptance of November 10, 2022, Minutes:

Charles “Chappie” Jones, Board Member


Sergio Jimenez, Board Member

Kevin Park

Kevin Park, Board Member

Signature:



Kevin Park (Feb 1, 2023 10:07 PST)

Email: kpark@santaclaraca.gov

David Cohen

David Cohen, Board Member



Kathy Watanabe (Jan 31, 2023 14:34 PST)

Kathy Watanabe, Board Member

Signature:



Email: david.cohen@sanjoseca.gov

Memorandum

TO: HONORABLE CHAIR AND
BOARD MEMBERS

FROM: Nora V. Frimann
City Attorney

**SUBJECT: SAN JOSE-SANTA CLARA
CLEAN WATER FINANCING
AUTHORITY MEETING
SCHEDULE**

DATE: September 14, 2023

INFORMATIONAL MEMORANDUM

This Memorandum summarizes that San José-Santa Clara Clean Water Financing Authority's (Authority) meeting schedule. This is an informational item, and no Authority Board action is necessary.

On February 10, 2022, the Authority Board approved a Resolution setting the Regular Annual Meeting in September and other Regular Meetings in February, May, and November. These meetings coincide with the Treatment Plant Advisory Commission (TPAC) schedule. A copy of the Memorandum in support of that action is attached.

To summarize, the Authority is governed by the Second Amended and Restated Joint Exercise of Powers Agreement between the City of San José and the City of Santa Clara Creating San José-Santa Clara Clean Water Financing Authority (Agreement). The Agreement requires that the Authority "shall hold at least one regular meeting each year." (Agreement, Section 8(a).)

The Authority continues until the Revenue Bonds and interest are repaid or until January 1, 2031, whichever comes last. (Agreement, Section 4.) The San Jose – Santa Clara Clean Water Financing Authority Series 2009A (Sewer Revenue Refunding Bonds) finally matured on November 15, 2020, no other bonds remain outstanding issued by the Authority. If no additional bonds are issued by the Authority, the Authority shall remain in effect until January 1, 2031.


In the future, it may become necessary or convenient to issue new debt. As a result, to ensure the ongoing existence of the Authority, the September annual meeting should take place even with a very light Agenda. Debt can only be issued at an Authority's regular meetings, as opposed to a special meeting. To ensure that the debt could be issued in a timely manner, the February, May, and November meetings remain scheduled, but will

not occur unless a need arises. In that case, the Authority Clerk will provide notice and an Agenda in compliance with the Brown act.

The September 14, 2023 annual meeting will take place at 3:30 p.m. before the Treatment Plant Advisory Commission.

Respectfully submitted,

NORA FRIMANN
San José City Attorney

By 
Colleen D. Winchester
Sr. Deputy City Attorney

For questions, please contact Rick Bruneau, Director of Finance, San Jose/Treasurer, Clean Water Financing Authority (408) 535-7011

Attachments: February 10, 2022 Memorandum San Jose-Santa Clara Clean Water Financing Authority Meeting Schedule

cc: Jennifer Maguire

Memorandum

TO: HONORABLE CHAIR AND
BOARD MEMBERS

FROM: Nora V. Frimann
City Attorney

SUBJECT: SEE BELOW

DATE: February 10, 2022

**SUBJECT: SAN JOSE-SANTA CLARA CLEAN WATER FINANCING
AUTHORITY MEETING SCHEDULE**

RECOMMENDATION

Staff recommends that the San José-Santa Clara Clean Water Financing Authority adopt a Resolution Amending Resolutions 81-01 and 18-02 and setting the Regular Meeting Schedule to coincide with the Treatment Plant Advisory Committee Meetings in February, May, and November, to occur if noticed under the Brown Act, and the annual regular meeting in September.

BACKGROUND

In 1981, the City of San José and the City of Santa Clara formed the San José-Santa Clara Clean Water Financing Authority (Authority) to finance the acquisition and construction of “additions, improvements, and betterments” to the San José-Santa Clara Water Pollution Control Plant (now known as the Regional Wastewater Facility). The Agreement to form the Authority was amended and restated in 1981 and again in 1995. The Second Amended and Restated Joint Exercise of Powers Agreement between the City of San José and the City of Santa Clara Creating San José-Santa Clara Clean Water Financing Authority approved October 17, 1995 (Agreement) now governs the Authority.

The Agreement contemplates that the Authority continues through “January 1, 2031 or until such time as the Revenue Bonds and the interest thereon shall have been paid in full, or provision for such payment shall have been made, *whichever period is longer.*” (Agreement, Section 4.) Accordingly, when the cities created the Authority, it was anticipated that it could exist beyond the term of any repayment until January 1, 2031. Santa Clara and San José can mutually rescind the Agreement, unless there are outstanding revenue bonds to be paid, which is not the case here. (Agreement, Section 6.)

In 2009, the Authority issued Sewer Revenue Refunding Bonds (2009A) to refinance prior bond debt (2005B). The existing bonds matured in November 2020 and are now paid in full. In addition, at the Authority’s February, 2022, meeting, the Audited Financial Statements and

Compliance letters by Macias, Gini & O'Connell, LLP and Maze & Associates will be presented for approval. Although the debt has been repaid, the continued existence of the Authority may facilitate the issuance of future debt if it becomes necessary.

DISCUSSION

With the payment of the debt and the receipt of the audited financials, it is unlikely the Authority will have regular business in the upcoming months. Administratively, however, the Agreement provides that the Authority "shall hold at least one regular meeting each year, and by resolution, may provide for the holding of regular meetings at more frequent intervals." (Agreement, Section 8(a).)

Retaining the quarterly regular meeting schedule creates available meeting dates throughout the year for the Authority to address financing if necessary. These regular meetings will occur if noticed in compliance with the Brown Act. Retaining one annual meeting in September to coincide with the Treatment Plant Advisory Committee meeting allows the Authority to continue, while limiting administrative burden. Alternatively, San José and Santa Clara can mutually rescind the Agreement and dissolve the Authority. Additionally, the Board could continue with scheduled quarterly meetings.

CONCLUSION


The Authority's existing debt is paid in full. However, it may be necessary or convenient to issue new debt in the future. As a result, it may be beneficial to continue the Authority, but limit the business to an annual meeting.

CEQA

The recommended administrative action in this memorandum has no possibility of having a significant effect on the environment and is exempt from CEQA under Guideline Section 15061(b)(3).

NORA FRIMANN

San José City Attorney

By 

Colleen D. Winchester

Sr. Deputy City Attorney

For questions, please contact JULIA COOPER, Director of Finance, San Jose/Treasurer, Clean Water Financing Authority (408) 535-7011

cc: Jennifer Maguire