SOUTH PLACER WASTEWATER AUTHORITY

In accordance with the requirements of California Government Code section 54950 *et seq.*, notice is hereby given of the regular meeting of the Board of Directors of the South Placer Wastewater Authority at the following time and location:

Wednesday, March 09, 2011 – 9:30 a.m. 2005 Hilltop Circle, Meeting Room #3 Roseville, CA 95747

AGENDA

ROLL CALL

Directors:

Jack Duran

Jerry Mitchell Pauline Roccucci Susan Rohan Robert Weygandt

PLEDGE OF ALLEGIANCE

INTRODUCTIONS

APPROVAL OF MINUTES, March 4, 2011

OLD BUSINESS ITEMS

NEW BUSINESS ITEMS

- Resolution: Approval of the following agreements, certificates, and disclosure documents, relating to the refunding of the Authority's Variable Rate Demand Refunding Wastewater Revenue Bonds Series 2008A and 2008B, and the issuance of the Authority's Wastewater Revenue Refunding Bonds Series 2011A, 2011B, 2011C and 2011D in the maximum aggregate principal amount of \$180,000,000 (collectively, the "Series 2011 Bonds"):
 - a. Wastewater Revenue Bond Indenture, and First, Second, Third and Fourth Supplemental Wastewater Revenue Bond Indentures, by and between the Authority and the Bank of New York Mellon Trust Company, N.A.;
 - b. Contract(s) of Purchase by and between the Authority and Morgan Stanley & Co. Incorporated ("Underwriter");
 - Official Statement for the Series 2011A and Series 2011B Wastewater Revenue Refunding Bonds, and Official Statement for the Series 2011C and Series 2011D Wastewater Revenue Refunding Bonds;

- d. Remarketing Agreement(s), by and between the Authority and the Underwriter;
- e. Letter(s) of Credit and Reimbursement Agreement(s) by and among the Authority, and any or all of the following credit providers: State Street Bank and Trust Company, U.S. Bank, N.A. and Bank of America, N.A.; and
- f. Amendment to Swap Agreement by and between the Authority and Morgan Stanley Capital Services, Inc., as counterparty.

PUBLIC COMMENTS

REPORTS/COMMENTS – BOARD MEMBERS/STAFF

ADJOURNMENT

Note: The Board may take action on any matter, however listed on this Agenda, and whether or not listed on this Agenda, to the extent permitted by applicable law. Staff Reports are subject to change without prior notice.

SPWA\agenda\11-3-09

SOUTH PLACER WASTEWATER AUTHORITY

Jerry Mitchell, SPMUD, Chair Pauline Roccucci, Roseville, Vice Chair – Susan Rohan, Roseville Jack Duran, Placer County – Robert Weygandt, Placer County

MINUTES OF BOARD OF DIRECTORS' MEETING March 4, 2011

The special meeting of the South Placer Wastewater Authority Board of Directors was called to order at 1:30 p.m. at the Roseville Corporation Yard, 2005 Hilltop Circle, Roseville, CA.

Directors Present:

Staff Present:

Jerry Mitchell

Derrick Whitehead, Executive Director

Pauline Roccucci

Karen Sainsbury, Secretary

Susan Rohan

Roll Call

All directors were present with the exception of Duran and Weygandt.

Introductions

The following were in attendance: Ken Glotzbach from the City of Roseville; Charles Clark from SPMUD; and Jim Durfee from Placer County.

Approval of Minutes, January 27, 2011

Motion by Director Roccucci seconded by Director Mitchell to approve the January 27, 2011 minutes.

Vote:

Ayes:

Mitchell, Roccucci,

Nos:

Absent:

Duran, Weygandt

Abstain:

Rohan

Approval of Minutes, February 24, 2011

Motion by Director Roccucci seconded by Director Rohan to approve the February 24, 2011 minutes.

Vote:

Ayes:

Mitchell, Roccucci, Rohan

Nos:

Absent: Duran, Weygandt

Abstain: None

New Business Items

Resolution: Approval of updated Authority Schedule of Regular Meeting Dates

Derrick Whitehead reported on a recently passed JPA law requiring approval of bonds be adopted by an authority only during a regular meeting and thus requested the Board approve Resolution 2011-02 adopting regular meetings be the third Tuesday of every January and June and the second Wednesday of every March at 9:30 a.m.

Motion by Director Roccucci seconded by Director Rohan to adopt Resolution 2011-02.

Vote:

Aves:

Mitchell, Roccucci, Rohan

Nos:

None

Absent:

Duran, Weygandt

Reports/Comments - Board Members/Staff

Derrick Whitehead reminded the Board of the March 9, 2011 meeting and reported a meeting with the rating agencies is scheduled for Friday, March 11, 2011.

Public Comment

None

Adjournment

The meeting was adjourned at 1:40 p.m.

Jerry Mitchell Chairperson

Karen Sainsbury Secretary to the Board

Approved: March 4, 2011

SOUTH PLACER WASTEWATER AUTHORITY

Jerry Mitchell, Chairperson Jack Duran, Placer County - Pauline Roccucci, Roseville Susan Rohan, Roseville - Robert Weygandt, Placer County

MINUTES OF BOARD OF DIRECTORS' MEETING January 27, 2011

The regular meeting of the South Placer Wastewater Authority Board of Directors was called to order at 9:30 a.m. at the Roseville Corporation Yard, 2005 Hilltop Circle, Roseville, CA.

Directors Present:

Staff Present:

Jack Duran

Kirk Trost, JPA Counsel

Jerry Mitchell

Derrick Whitehead, Executive Director

Pauline Roccucci

Russ Branson, Treasurer Karen Sainsbury, Secretary

Robert Weygandt

Roll Call

All Directors were present with the exception of Director Rohan.

Introductions

The following were in attendance: Janet Vargas, Ken Glotzbach, Kelye McKinney, Bob Schmitt, Russ Branson, Sandra Ikeda, Monty Hanks, and Vanessa Lieberman for the City of Roseville; Charles Clark, Richard Stein and Sam Rose from SPMUD; Adam Brown from Brown and Associates; Jim Durfee and Will Dickinson from Placer County; John Allard, City of Roseville Council Member, and Art O'Brien with RBI.

Election of Chair and Vice Chair

A vote was taken as follows:

Motion by Director Roccucci, seconded by Director Weygandt, to elect Director Mitchell as Chair.

Vote:

Aves:

Duran, Mitchell, Roccucci, Weygandt

Nos:

None

Absent:

Rohan

Motion by Director Mitchell, seconded by Director Weygandt, to elect Director Roccucci as Vice-Chair.

Vote:

Ayes:

Duran, Mitchell, Roccucci, Weygandt

Nos:

None

Absent: Rohan

Approval of Minutes, June 24, 2010

Motion by Director Roccucci seconded by Director Weygandt to approve the June 24, 2010 minutes.

Vote:

Ayes:

Mitchell, Roccucci, Weygandt

Nos:

None

Absent:

Rohan

Abstain:

Duran

New Business Items

1. Resolution: Commendation and Appreciation for Art O'Brien

Chairman Mitchell thanked Art O'Brien for his many years of service and contributions to the South Placer Wastewater Authority.

2. Information: Debt and Investment Review

Monty Hanks provided an overview of the Authority's debt and investments through 12/31/10. Monty reminded the Board of the April 10, 2011 expiration date of the current Letter of Credit and that a special board meeting will be necessary in March to authorize replacement of the letter of credit or another refunding alternative.

Director Weygandt requested additional information on the perception of the market relating to the Authority's debt service be presented at the next meeting.

3. Resolution: Approval of CIP Mid-Year Adjustments & Project Status

Ken Glotzbach provided an overview of the CIP projects and requested approval of a mid-year budget adjustment to reallocate budgeted amounts to project #40, NPDES Permit Renewal.

Motion by Director Weygandt seconded by Director Duran to adopt Resolution No. 2011-01 approving adjustments to the Capital Improvement Projects budget for 2010-11. The vote was unanimous.

4. Information: Financial Audit

Sandra Ikeda reported on the Audited Financial Statement and Memorandum of Internal Control for period of July 1, 2009 to June 30, 2010.

5. Information: Agreed Upon Procedures & Connection Fee Programs

Janet Vargas provided an update on the number of connection fees and equivalent dwelling units for each member agency.

6. Information: Rate Stabilization Fund Balances

Sandra Ikeda provided an update on the Rate Stabilization Fund Balances as of November 30, 2010.

7. Information: Rate Stabilization Fund Summary/Available Resources

Sandra Ikeda presented the Rate Stabilization Fund Summary and Available Resources as of June 30, 2010 as well as the fiscal year 2010-11 estimates.

Old Business Items

1. Information: Status of Discussions on County Fund Balances

Kirk Trost provided an update on the status of discussions on the County's fund balance. Kirk reported the group is close to reaching an arrangement and will present a proposal on how to address the problem to the Board in March.

Director Mitchell requested a summary of the areas changing without going into too much detail prior to the next board meeting.

Kirk Trost responded staff is working on a memo which describes the problem and potential solutions to use for briefing purposes with each board member prior to a special SPWA Board meeting requesting any action on the matter.

Derrick Whitehead reported that meetings will be scheduled with each board member in the coming weeks to review all the facts and details and for the board members to be as flexible with their schedules as possible.

Director Roccucci commended everyone for their work on the issue and asked about the timing of resolving the fund balance issue and the letter of credit.

Derrick Whitehead reported that PFM and Morgan Stanley are working on parallel tracks regarding the letter of credit, one with and one without a resolution to the fund balance issue.

Reports/Comments - Board Members/Staff

Derrick Whitehead reiterated to the Board that a special meeting will be needed in the very near future to address the Letter of Credit and requested flexibility with calendars in scheduling the meeting.

Public Comment

None

Adjournment

The meeting was adjourned at 10:40 a.m.

Jerry Mitchell Chairperson

Karen Sainsbury Secretary to the Board

Approved: March 4, 2011

SOUTH PLACER WASTEWATER AUTHORITY

Jerry Mitchell, SPMUD, Chair Pauline Roccucci, Roseville, Vice Chair – Susan Rohan, Roseville Jack Duran, Placer County – Robert Weygandt, Placer County

MINUTES OF BOARD OF DIRECTORS' MEETING February 24, 2011

The special meeting of the South Placer Wastewater Authority Board of Directors was called to order at 9:00 a.m. at the Roseville Corporation Yard, 2005 Hilltop Circle, Roseville, CA.

Directors Present:

Jack Duran Jerry Mitchell Pauline Roccucci Susan Rohan Robert Weygandt Staff Present:

Paul Chrisman, JPA Counsel Derrick Whitehead, Executive Director Karen Sainsbury, Secretary

Roll Call

All Directors were present.

Introductions

The following were in attendance: Ken Glotzbach, Carol Margetich, Brita Bayless and Bob Schmitt from the City of Roseville; Charles Clark, Richard Stein Sam Rose and Jody Allen from SPMUD; Adam Brown from Brown and Associates; Jim Durfee from Placer County; Jeff Small from Capital PFG, John Bonow from PFM, and via teleconference John Sheldon from Morgan Stanley and Duncan Brown from PFM.

Old Business Items

There was no Old Business.

New Business Items

1. Board Direction: Financing Letter of Credit

John Bonow of Public Financial Management provided a summary of debt outstanding and three restructuring alternatives.

Supervisor Weygandt requested additional detail on each alternative specifically the data behind the fixed rate analysis.

Derrick Whitehead commented that the Board will need to make a final decision at the March 9th meeting authorizing the team to produce bond documents prior to April 11.

Chairperson Mitchell requested a consensus from the Board to proceed as proposed with the alternatives including the fixed rate approach. All were in favor.

Reports/Comments - Board Members/Staff

Director Mitchell thanked the conference phone attendees for their participation.

Public Comment

None

Adjournment

The meeting was adjourned at 10:22 a.m.

Jerry Mitchell Chairperson

Karen Sainsbury Secretary to the Board