

BOARD OF DIRECTORS

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Vice Chair

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General Manager

GUY PETRABORG, P.E., G.E.  
Director of Engineering & Compliance

TIM BROWNELL  
Director of Operations

ROBERT WELLINGTON  
Legal Counsel

# MONTEREY REGIONAL WASTE MANAGEMENT DISTRICT

*Home of the Last Chance Mercantile*

## REGULAR MEETING NOTICE & AGENDA

### MONTEREY REGIONAL WASTE MANAGEMENT AUTHORITY

Friday, October 22, 2021

9:00 a.m.

**Please Note:** The meeting will be held virtually via Zoom and is compliant with Governor Newsom's executive Order N-29-20 which allows local legislative bodies to hold public meetings electronically or via teleconference and to make public meetings accessible telephonically or otherwise electronically to all members of the public seeking to observe and address the local legislative body to avoid public gatherings, and which suspended all contrary provisions of the Brown Act.

To join the zoom webinar, click on this link: <https://us02web.zoom.us/j/83439881416> /paste the link into your browser, or type the link into your browser. If your computer does not have audio, you will also need to join the meeting via phone. To participate via phone, please call: 1-669-900-9128; Meeting ID: 834 3988 1416 Public Comments: if you are unable to participate virtually or via telephone, you may also submit your comments by e-mailing them to [igonzales@mrmwd.org](mailto:igonzales@mrmwd.org) with one of the following subject lines "Public Comment Item #" (insert the item number relevant to your comment) or "Public Comment - Non Agenda Item". Comments must be received by 4:00 p.m. on Thursday, October 21, 2021. All submitted comments will be provided to the Board and may be read into the record or compiled as part of the record.

### CALL TO ORDER AT 9:00 AM

### ROLL CALL AND ESTABLISHMENT OF QUORUM

### PLEDGE OF ALLEGIANCE

### PUBLIC COMMUNICATIONS

Anyone wishing to address the Board on matters *not* appearing on the Agenda may do so now. *Please limit comments to a maximum of three (3) minutes.* The public may comment on any other matter listed on the agenda at the time the matter is being considered by the Board.

### CONSENT AGENDA

These matters include routine financial and administrative actions, which are usually approved by a single majority vote. Individual items may be removed from Consent for discussion and action.

- 1) Approve Minutes September 17, 2021 Meeting.

### OTHER ITEMS FOR BOARD CONSIDERATION, DISCUSSION AND ACTION

- 2) Adopt Resolution (2021 -3A) Resolution Of The Monterey Regional Waste Management Authority Authorizing the Issuance Of Not To Exceed \$25,500,000 Aggregate Principal Amount of Integrated Waste Management System Revenue Refunding Bonds; Approving the Forms of and Authorizing the Execution and Delivery Of a Second Supplemental Trust Agreement, a Second Amendment to 2015 Integrated Waste Management System Improvement Agreement, a Bond Purchase Agreement, a Preliminary Official Statement, an Official Statement, and Escrow Agreements; and Approving Certain Other Matters In Connection Therewith.

## **BOARD COMMUNICATIONS**

### **ADJOURNMENT**

**NEXT MEETING DATE: January 21, 2022 at 9 a.m.**

This agenda was posted at the District offices at 14201 Del Monte Blvd, Monterey County, CA. Staff reports and additional information regarding these agenda items are available on the District website ([www.mrwmd.org](http://www.mrwmd.org)) and at the District offices during regular business hours (additional fee for copying). All meetings are open to the public. The District does not discriminate against persons with disabilities and the Boardroom is wheelchair accessible. Recordings of meetings can be provided upon request. To request assistive listening devices, sign language interpreters, readers, large print agendas or other accommodations, please call Ida Gonzales at (831) 384-5313 or e-mail: [igonzales@mrwmd.org](mailto:igonzales@mrwmd.org). Requests must be made at least 48 hours in advance of the meeting.

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MONTEREY REGIONAL  
WASTE MANAGEMENT DISTRICT  
*Home of the Last Chance Mercantile*  
MONTEREY REGIONAL WASTE MANAGEMENT AUTHORITY  
SPECIAL MEETING MINUTES

Friday, 9:00 a.m.  
September 17, 2021

MRWMD Boardroom  
14201 Del Monte Blvd., Marina CA

**MEMBERS PRESENT:** Jason Campbell, (Chair) City of Seaside Councilmember  
Jerry Blackwelder, (Vice Chair) City of Sand City Vice Mayor  
Leo Laska, Pebble Beach Community Services District Director  
Carrie Theis, City of Carmel-by-the-Sea Councilmember  
Kim Shirley, City of Del Rey Oaks Councilmember  
Wendy Root Askew, (Unincorporated) Monterey County Board of Supervisors Chair (District4)  
Luke Coletti, City of Pacific Grove Councilmember (Attended Virtually)

**MEMBERS ABSENT:** Dan Albert, City of Monterey Councilmember  
Bruce Delgado, City of Marina Mayor

**STAFF PRESENT:** Tim Flanagan, General Manager  
Rob Wellington, Legal Counsel  
Guy Petrabor, Director of Engineering & Compliance  
Peter Skinner, Director of Finance & Administration  
Tim Brownell, Director of Operations  
Zoe Shoats, Director of Communications  
Berta Torres, Human Resources Manager  
David Ramirez, Senior Engineer  
Garth Gregson, Accounting Manager  
Giselle Koptapeh, Assistant Accounting Manager  
Gilbert Najero, Power Systems Supervisor  
Rosemary Perez, Accounting Technician  
Erica Espinoza, Accounting Assistant  
Jessica Dakis, Human Resources Coordinator  
Kimberle Herring, Consultant

**OTHERS PRESENT:** Ida Gonzales, Executive Assistant/Board Clerk  
Mike Niccum, Pebble Beach Community Services District  
Cesar Zuniga, Salinas Valley Solid Waste Authority  
Liz Hall, Waste Management Inc.  
Erica Espinoza, Accounting Technician

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**ROLL CALL AND ESTABLISHMENT OF QUORUM**

Notice duly given and presence of a quorum established, the September 17, 2021 Regular Meeting of the Monterey Regional Waste Management Authority Board of Directors was called to order by Director Theis (Acting Chair) at 9:00 a.m. Chair Campbell attended the meeting remotely.

**PUBLIC COMMUNICATIONS**

There were no public communications.

**CONSENT AGENDA**

*Following a motion by Director Campbell, seconded by Director Shirley, the Board unanimously approved the Consent Agenda.*

- 1) **Approve Minutes July 23,2021 Meeting.**
- 2) **Update on Status of Bond Process**
- 3) **Schedule a Regular Meeting of the Authority Board for Final Action on Bond Issuance**

The Board scheduled a Regular meeting of the Monterey Regional Waste Management District Authority on October 22, 2021.

**BOARD COMMUNICATIONS**

There were no Board communications.

**ADJOURNMENT**

There being no further business to come before the Board at this time, the September 17, 2021 Regular Meeting of the Monterey Regional Waste Management Authority was adjourned by Chair Theis at 9:06 a.m.

**RECORDED BY:**



\_\_\_\_\_  
Ida Gonzales  
Executive Assistant/Board Clerk

**AUTHENTICATED BY:**



\_\_\_\_\_  
Timothy S. Flanagan  
General Manager/Secretary

RESOLUTION NO. 2021-3A

RESOLUTION OF THE MONTEREY REGIONAL WASTE MANAGEMENT AUTHORITY AUTHORIZING THE ISSUANCE OF NOT TO EXCEED \$25,500,000 AGGREGATE PRINCIPAL AMOUNT OF INTEGRATED WASTE MANAGEMENT SYSTEM REVENUE REFUNDING BONDS; APPROVING THE FORMS OF AND AUTHORIZING THE EXECUTION AND DELIVERY OF A SECOND SUPPLEMENTAL TRUST AGREEMENT, A SECOND AMENDMENT TO 2015 INTEGRATED WASTE MANAGEMENT SYSTEM IMPROVEMENT AGREEMENT, A BOND PURCHASE AGREEMENT, A PRELIMINARY OFFICIAL STATEMENT, AN OFFICIAL STATEMENT, AND ESCROW AGREEMENTS; AND APPROVING CERTAIN OTHER MATTERS IN CONNECTION THEREWITH.

WHEREAS, the City of Carmel-by-the-Sea, the City of Del Rey Oaks, the City of Marina, the City of Monterey, the City of Pacific Grove, the City of Sand City, the City of Seaside, the Pebble Beach Community Services District and the County of Monterey (the "Members") have heretofore executed a Joint Exercise of Powers Agreement for the Monterey Regional Waste Management Authority, dated April 1, 1993, as amended (the "Joint Powers Agreement"), among the Members, which Joint Powers Agreement creates and establishes the Monterey Regional Waste Management Authority (the "Authority"); and

WHEREAS, pursuant to Article 4 of Chapter 5 of Division 7 of Title 1 of the Government Code of the State of California (the "Marks-Roos Local Bond Pooling Act of 1985") and the Joint Powers Agreement, the Authority is, among other things, authorized to issue bonds for financing and re-financing public capital improvements, working capital, liability and other insurance needs, or projects whenever there are significant public benefits, as determined by the Monterey Regional Waste Management District (the "District"); and

WHEREAS, the Authority is empowered pursuant to the aforementioned Article 4 and a Second Amendment to 2015 Integrated Waste Management System Improvement Agreement (the "Amendment to Improvement Agreement"), by and between the District and the Authority, to cause the re-financing of the design, acquisition and construction of certain improvements to the District's solid waste disposal and recycling system and related facilities (the "Series 2015 Projects") through the issuance of bonds; and

WHEREAS, the Authority previously issued its Integrated Waste Management System Revenue Bonds, Series 2015A and Series 2015B (the "Series 2015 Bonds") for the purposes of financing the design, acquisition and construction of the Series 2015 Projects; and

WHEREAS, the Authority has determined that it is desirable and furthers the public purpose to assist in the re-financing of the Series 2015 Projects in that the District and the Members will benefit from demonstrable savings to the District from the issuance and sale of such bonds, such as savings in effective interest rate, significant reductions in effective user charges levied by

the District and more efficient delivery of local agency services to residential and commercial development, and

WHEREAS, in order to achieve such public purpose, the Authority desires to authorize the issuance of not to exceed \$25,500,000 in aggregate principal amount of its Integrated Waste Management System Revenue Refunding Bonds, Series 2021 (Federally Taxable—Green Bonds) (the “Bonds”) for the purpose of refunding the Series 2015 Bonds; and

WHEREAS, Loop Capital Markets LLC (the “Underwriter”) has expressed its intention to purchase the Bonds authorized hereby pursuant to a Bond Purchase Agreement (the “Bond Purchase Agreement”), and this Board of Directors (the “Board”) finds that the public interest and necessity require that the Authority at this time make arrangements for the sale of the Bonds, and for such purpose to approve the form and authorize the distribution of a preliminary official statement (the “Preliminary Official Statement”) for the Bonds and an official statement (the “Official Statement”) for the Bonds by the Underwriter; and

WHEREAS, the Authority desires to enter into a Second Supplemental Trust Agreement (the “Second Supplemental Trust Agreement”) with the District and The Bank of New York Mellon Trust Company, N.A., as trustee (the “Trustee”), a banking institution legally authorized to accept the trust described in the Second Supplemental Trust Agreement for the purpose of securing the Bonds; and

WHEREAS, the Authority desires to enter into two separate escrow agreements (the “Escrow Agreements”), each by and among the Authority, the District and The Bank of New York Mellon Trust Company, N.A., as escrow agent (the “Escrow Agent”), for the purpose of refunding the Series 2015 Bonds; and

WHEREAS, there has been presented to this meeting proposed forms of the Amendment to Improvement Agreement, the Second Supplemental Trust Agreement, the Bond Purchase Agreement, the Preliminary Official Statement and the Escrow Agreements; and

WHEREAS, California Government Code Section 5852.1 requires that the Board obtain from an underwriter, financial advisor or private lender and disclose, prior to authorization of the issuance of bonds with a term of greater than 13 months, good faith estimates of the following information in a meeting open to the public: (a) the true interest cost of the bonds, (b) the sum of all fees and charges paid to third parties with respect to the bonds, (c) the amount of proceeds of the bonds expected to be received net of the fees and charges paid to third parties and any reserves or capitalized interest paid or funded with proceeds of the bonds, and (d) the sum total of all debt service payments on the bonds calculated to the final maturity of the bonds plus the fees and charges paid to third parties not paid with the proceeds of the bonds; and

WHEREAS, in compliance with Government Code Section 5852.1, the Board has obtained from the Underwriter the required good faith estimates and such estimates are disclosed and set forth on Exhibit A attached hereto;

NOW, THEREFORE, BE IT RESOLVED by the Board of Directors of the Monterey Regional Waste Management Authority, as follows:

Section 1. The Authority hereby approves the issuance of the Bonds in an aggregate principal amount not to exceed \$25,500,000 to refund the Series 2015 Bonds and to pay costs of issuance of the Bonds. The Bonds shall have a final maturity not later than April 1, 2034. The Bonds shall be executed by the manual or facsimile signature of the Chair and attested by the manual or facsimile signature of the Secretary in the form set forth in and otherwise in accordance with the Second Supplemental Trust Agreement. The Bonds may be issued in one or more series on a federally taxable or tax-exempt basis.

Section 2. The proposed form of Second Supplemental Trust Agreement between the Authority and the Trustee in substantially the form on file with the Secretary of the Authority is hereby approved. The Chair, Vice-Chair or General Manager of the Authority is hereby authorized to evidence the approval by the Authority of the Second Supplemental Trust Agreement in substantially said form, with such changes therein as shall be approved by Counsel to the Authority, Stradling Yocca Carlson & Rauth, a Professional Corporation ("Bond Counsel") and the officer executing such agreement (provided that such additions or changes shall not authorize an aggregate principal amount of Bonds in excess of the amount stated above, bear interest at a coupon rate in excess of 5.0% per annum, or result in net present value savings less than 5% of the par amount of the refunded Series 2015 Bonds), with such execution to constitute conclusive evidence of such officer's approval and the Authority's approval of any changes or revisions therein from the form of Second Supplemental Trust Agreement on file with the Secretary of the Authority. The date, maturity dates, interest rate or rates, interest payment dates, denominations, form, registration privileges, manner of execution, place of payment, terms of redemption and other terms of the Bonds shall be as provided in the Second Supplemental Trust Agreement as finally executed.

Section 3. The proposed form of Amendment to Improvement Agreement between the Authority and the District in substantially the form on file with the Secretary of the Authority is hereby approved. The Chair, Vice-Chair or General Manager of the Authority is hereby authorized to evidence the approval by the Authority of the Amendment to Improvement Agreement in substantially said form, with such changes therein as shall be approved by Counsel to the Authority, Bond Counsel and the officer executing such agreement, with such execution to constitute conclusive evidence of such officer's approval and the Authority's approval of any changes or revisions therein from the form of Amendment to Improvement Agreement on file with the Secretary of the Authority.

Section 4. The proposed form of Bond Purchase Agreement among the Authority, the District and the Underwriter, in substantially the form on file with the Secretary of the Authority, is hereby approved. The Chair, Vice-Chair or General Manager of the Authority is hereby authorized and directed to execute and deliver the Bond Purchase Agreement in substantially said form, with such changes therein as shall be approved by Counsel to the Authority and the officers executing such agreement, with such execution to constitute conclusive evidence of such officer's approval of any changes or revisions therein from the form of Bond Purchase Agreement on file with the Secretary of the Authority. The Underwriter's discount shall not exceed 0.575% of the aggregate principal amount of the Bonds.

Section 5. The Preliminary Official Statement of the Authority relating to the Bonds, in substantially the form on file with the Secretary of the Authority, to be used in connection with the offer and sale of the Bonds, is hereby approved and the Board hereby approves distribution of the Preliminary Official Statement to prospective purchasers of the Bonds. The Chair, Vice-Chair or General Manager of the Authority is hereby authorized and directed to approve any changes, additions and deletions to the Preliminary Official Statement from the form on file with the Secretary of the Authority as such officer may determine necessary or appropriate, such approval to be conclusively evidenced by the execution and delivery by the Chair, Vice-Chair or General Manager of a certificate deeming the Preliminary Official Statement to be final within the meaning of Rule 15c2-12 of the Securities and Exchange Commission. The Chair, Vice-Chair or General Manager of the Authority is hereby authorized and directed, for and in the name and on behalf of the Board and the Authority, to execute and deliver, at the time of sale of the Bonds, said form of Preliminary Official Statement as the final Official Statement, with such additions thereto or changes therein as such officer may recommend or approve upon consultation with counsel to the Authority, the approval of such additions or changes to be conclusively evidenced by the execution and delivery of the Official Statement. Such changes may include, without limitation, such changes as to the principal amount, maturity schedule, interest rates and redemption features of the Bonds as to effectuate the purposes of this resolution, provided, however, that no change may be made which results in an aggregate principal amount of Bonds in excess of the limit prescribed by this resolution.

Section 6. The Secretary of the Authority is hereby authorized and directed to attest the signature of the Chair or Vice-Chair and to affix and attest the seal of the Authority, if any, as may be required in connection with the execution and delivery of the Bonds and said Amendment to Improvement Agreement and Second Supplemental Trust Agreement in accordance with this resolution.

Section 7. The proposed forms of the Escrow Agreements among the Authority, the District and the Escrow Agent, in substantially the form on file with the Secretary of the Authority, are hereby approved. The Chair, Vice-Chair or General Manager of the Authority is hereby authorized and directed to execute and deliver the Escrow Agreements in substantially said forms, with such changes therein as shall be approved by Counsel to the Authority and the officers executing such agreements, with such execution to constitute conclusive evidence of such officer's approval of any changes or revisions therein from the forms of the Escrow Agreements on file with the Secretary of the Authority.

Section 8. The Chair, Vice-Chair, General Manager and all other members, officer, agents and employees of the Authority are hereby authorized and directed, in the name and on behalf of the Authority, to take such actions, execute and deliver such documents and certificates, including a continuing disclosure certificate and certificates relating to the Official Statement, to obtain a municipal bond insurance policy guaranteeing payment of principal and interest with respect to some or all of the Bonds, and to pay the premium or fee therefor from the proceeds of the sale of the Bonds, the retention of a verification agent and a municipal advisor/pricing agent and do any and all things which they, or any of them, deem necessary or desirable to accomplish the lawful issuance, sale and delivery of the Bonds and the refunding of the Series 2015 Bonds in accordance with the Second Supplemental Trust Agreement, the Official Statement, the Escrow Agreements,



this resolution and all related documents. All of the acts and doings of the Chair, Vice-Chair, General Manager and such members, officers, agents and employees of the Authority which are in conformity with the intent and purposes of this resolution, whether heretofore or hereafter taken or done, shall be and are hereby ratified, confirmed and approved.

Section 9. This resolution shall take effect immediately upon its adoption.

PASSED AND ADOPTED at a regular meeting of the Board of Directors of the Monterey Regional Waste Management Authority duly held on October 22, 2021, by the following vote:

AYES:

NOES:

ABSENT:

\_\_\_\_\_  
Jason Campbell, Chair

ATTEST:

\_\_\_\_\_  
Timothy S. Flanagan, Secretary

APPROVED AS TO FORM:

By: \_\_\_\_\_  
Counsel to the Authority

## EXHIBIT A

### GOOD FAITH ESTIMATES

The good faith estimates set forth herein are provided with respect to the Bonds in compliance with Section 5852.1 of the California Government Code. Such good faith estimates have been provided to the Monterey Regional Waste Management Authority (the "Authority") by Loop Capital Markets LLC, as underwriter (the "Underwriter") to the Authority.

Principal Amount. The Underwriter has informed the Authority that, based on the Authority's financing plan and current market conditions, its good faith estimate of the aggregate principal amount of the Bonds to be sold is \$25,230,000.00 (the "Estimated Principal Amount").

True Interest Cost of the Bonds. The Underwriter has informed the Authority that, assuming that the Estimated Principal Amount of the Bonds is sold, and based on market interest rates prevailing at the time of preparation of such estimate, its good faith estimate of the true interest cost of the Bonds, which means the rate necessary to discount the amounts payable on the respective principal and interest payment dates to the purchase price received for the Bonds, is 2.111%.

Finance Charge of the Bonds. The Underwriter has informed the Authority that, assuming that the Estimated Principal Amount of the Bonds is sold, and based on market interest rates prevailing at the time of preparation of such estimate, its good faith estimate of the finance charge for the Bonds, which means the sum of all fees and charges paid to third parties (or costs associated with the Bonds), is \$292,572.50.

Amount of Proceeds to be Received. The Underwriter has informed the Authority that, assuming that the Estimated Principal Amount of the Bonds is sold, and based on market interest rates prevailing at the time of preparation of such estimate, its good faith estimate of the amount of proceeds expected to be received by the Authority for sale of the Bonds, less the finance charge of the Bonds, as estimated above, and any reserves or capitalized interest paid or funded with proceeds of the Bonds, is \$24,937,427.50.

Total Payment Amount. The Underwriter has informed the Authority that, assuming that the Estimated Principal Amount of the Bonds is sold, and based on market interest rates prevailing at the time of preparation of such estimate, its good faith estimate of the total payment amount, which means the sum total of all payments the Authority will make to pay debt service on the Bonds, plus the finance charge for the Bonds, as described above, not paid with the proceeds of the Bonds, calculated to the final maturity of the Bonds, is \$28,616,487.00.

The foregoing estimates constitute good faith estimates only. The actual principal amount of the Bonds issued and sold, the true interest cost thereof, the finance charges thereof, the amount of proceeds received therefrom and total payment amount with respect thereto may differ from such good faith estimates due to (a) the actual date of the sale of the Bonds being different than the date assumed for purposes of such estimates, (b) the actual principal amount of Bonds sold being different from the Estimated Principal Amount, (c) the actual amortization of the Bonds being different than the amortization assumed for purposes of such estimates, (d) the actual market

interest rates at the time of sale of the Bonds being different than those estimated for purposes of such estimates, (e) other market conditions, or (f) alterations in the Authority's financing plan, or a combination of such factors. The actual date of sale of the Bonds and the actual principal amount of Bonds sold will be determined by the Authority based on the need for project funds and other factors. The actual interest rates borne by the Bonds will depend on market interest rates at the time of sale thereof. The actual amortization of the Bonds will also depend, in part, on market interest rates at the time of sale thereof. Market interest rates are affected by economic and other factors beyond the control of the Authority. The Board of Directors of the Authority has approved the issuance of the Bonds with a minimum net present value savings equal to at least 5% of the outstanding principal amount of the Series 2015 Bonds.