

AMENDMENT NO. 1 TO
JOINT EXERCISE OF POWERS AGREEMENT
OF THE WEST COUNTY AGENCY
BY AND AMONG WEST CONTRA COSTA SANITARY DISTRICT
AND THE CITY OF RICHMOND AND
RICHMOND MUNICIPAL SEWER DISTRICT

The parties to this Amendment No. 1 to the Joint Exercise of Powers Agreement do mutually agree and promise as follows:

1. Parties. The parties to this Amendment No. 1 to the Joint Exercise of Powers Agreement of the West County Agency, Contra Costa County, California, a joint exercise of powers agency (Agency) are:

City of Richmond
Richmond Municipal Sewer District
West Contra Costa Sanitary District

2. Purpose. This Amendment No. 1 is being entered into to amend the amended and restated Joint Exercise of Powers Agreement which was entered into by and among the West Contra Costa Sanitary District and the City of Richmond and the Richmond Municipal Sewer District on June 15, 1984. Said agreement shall hereinafter be referred to as the "Original Agreement" and is incorporated herein by reference.

3. Original Agreement Provisions. The parties hereto agree to continue to abide by those terms and conditions of the Original Agreement, and any amendments thereto, which are unaffected by this Amendment No. 1.

4. Amendment Provisions. This Amendment No. 1 is subject to the Amendment Provisions which are attached hereto as Exhibit 1 and which are incorporated herein by this reference. Said Amendment Provisions supersede any conflicting provisions of the Original Agreement or any amendment thereto.

5. Signatures. The signatures attached hereto as Exhibit 2 and incorporated herein by this reference attest the parties' agreement to the provisions of this Amendment No. 1 to the Joint Exercise of Powers Agreement.

Exhibit 1 of Amendment No. 1 to
the Joint Exercise of Powers
Agreement of the West County
Agency

AMENDMENT PROVISIONS

1. Section 8.2 of the June 15, 1984, Joint Exercise of Powers Agreement of the West County Agency is hereby amended to increase the number of directors on the Agency Board. Section 8.2 of the Agreement is amended to read as follows:

"8.2 Directors.

(i) The Board shall consist of four directors, two from WCCSD and two from Richmond and RMSD. WCCSD, singly, and Richmond and RMSD, jointly, shall respectively appoint two elected officials from their governing bodies to act as their representatives on the Board and one elected official as alternate director to serve in the case of absence or conflict of either of the appointed directors. Each director and alternate shall hold office from the first meeting of the Board after appointment by the Member until his/her successor is selected. Each director and alternate shall serve at the pleasure of the governing body of the Member until his/her successor is selected. Each director and alternate shall serve at the pleasure of the Member he/she represents and may be removed at any time, without cause, in the sole discretion of that Member's governing body. Each director and alternate shall be an elective official of the governing body of the Member which he/she represents.

(ii) WCCSD shall be entitled to two votes through its designated directors, or alternate; Richmond and RMSD, jointly, shall be entitled to two votes through their designated directors or alternate.

(iii) Directors shall be entitled to receive compensation as provided by law for directors of a sanitary district under the Sanitary District Act of 1923."

2. Section 9.5 of the June 15, 1984 Joint Exercise of Powers Agreement of the West County Agency is hereby amended to reflect the increase in the number of directors on the Agency Board. Section 9.5 of the Agreement is amended to read as follows:

"9.5 Quorum. Three of the directors of the Board shall constitute a quorum for the transaction of business, except that less than a quorum may adjourn from time to time."

Exhibit 2 of Amendment No. 1 to
the Joint Exercise of Powers
Agreement of the West County
Agency

Executed on April 2, 1990, at
Richmond, California.

CITY OF RICHMOND,
a municipal corporation

Attest:

Eula M. Barnes
City Clerk

By P. J. [Signature]
Mayor

Approved as to form:

[Signature]
City Attorney

Executed on April 2, 1990, at
Richmond, California.

RICHMOND MUNICIPAL SEWER
DISTRICT

By [Signature]
Title _____

By [Signature]
Title City Clerk

Approved as to form:

[Signature]
District Counsel

Executed on _____ March 20, _____, 1990, at

_____ Richmond _____, California.

WEST CONTRA COSTA SANITARY
DISTRICT

By *William M. Bunde*
Title President

By *William A. Davis*
Title Acting Secretary

Approved as to form:

W. P. Hill
District Counsel