

RESOLUTION NO. 2015-_____

**RESOLUTION OF THE BOARD OF SUPERVISORS OF NAPA COUNTY,
STATE OF CALIFORNIA, ADOPTING BYLAWS FOR THE
AGRICULTURAL PROTECTION ADVISORY COMMITTEE**

WHEREAS, on March 10, 2015, the Board declared its intent to form an ad hoc committee to review the development and expansion of wineries, appropriate winery operations and activities, setbacks and other standards applicable to wineries and related matters;

WHEREAS, on March 17, 2015, the Board adopted Resolution No. 2015-31 creating the Agricultural Protection Advisory Committee (APAC); and

WHEREAS, rules and regulations to govern the conduct of business of the APAC in the form of bylaws have been prepared for adoption by the Board of Supervisors.

NOW, THEREFORE, BE IT RESOLVED that the Napa County Board of Supervisors hereby adopts the Agricultural Protection Advisory Committee Bylaws attached hereto as Exhibit "A".

BE IT FURTHER RESOLVED that the County Executive Officer is hereby directed to place a copy of this Resolution, or appropriate summary thereof, in Part II of the County Policy Manual, in Section 38.

The foregoing resolution was duly and regularly adopted by said Board of Supervisors of Napa County, State of California, at a regular meeting of said Board held on the ____th day of March, 2015, by the following vote:

AYES: SUPERVISORS _____

NOES: SUPERVISORS _____

ABSENT: SUPERVISORS _____

DIANE DILLON, Chair of the Board of Supervisors

ATTEST: GLADYS I. COIL
Clerk of the Board of Supervisors

By: _____

Attachment: Exhibit "A" - Bylaws

APPROVED AS TO FORM Office of County Counsel By: <u>Laura J. Anderson (e-signature)</u> Date: <u>March 24, 2015</u>

APPROVED BY THE NAPA COUNTY BOARD OF SUPERVISORS
Date: _____
Processed by: _____
Deputy Clerk of the Board

Exhibit A

Bylaws of the Agricultural Protection Advisory Committee

(March 27, 2015)

Article I – Name

The Committee shall be designated the Agricultural Protection Advisory Committee, referred to hereafter as the “Committee.”

Article II – Authority

On March 17, 2015, the Board of Supervisors (“Board”) adopted Resolution No. 2015-31 establishing the Committee.

Article III – Purpose

Napa County has long been a leader, both for California and the nation, in setting standards and policies for the protection of agriculture. Over the past year there has been increasing concern among the public and members of the Napa County Planning Commission (Planning Commission) regarding the rate, intensity and location of winery development projects in the unincorporated area. As a result of these changes, there is broad consensus that efforts need to be made to protect the cultural landscape that has defined the Napa Valley.

The purpose of the Committee is to evaluate and make recommendations on the following: the minimum parcel size for new wineries; the minimum percentage of grapes used in the winery to be grown on-site (“estate grapes”); requiring that new or expanded wineries result in no net loss of vineyards; requiring that a majority of employees be directly engaged in vineyard or production operations; limiting the amount of variance allowed for setbacks on new wineries; requiring that wineries include the number of temporary events in their use permit approval as part of marketing and tasting room visitation; and, requiring different development standards for wineries located in the Agricultural Preserve (AP) and Agricultural Watershed (AW) zoning districts. The Committee shall at a minimum make its recommendations on these items and time permitting may make recommendations on other matters that it deems appropriate.

The Committee will serve as an advisory body to the Planning Commission on these issues.

Article IV – Function

To fulfill its responsibilities, the Committee shall comply with the following provisions:

- A. Hold its first organizational meeting no later than April 15, 2015.

B. Meet at least twice a month in a public forum and evaluate and make recommendations consistent with the purpose of the Committee as set forth in Article III.

C. Prepare a report of the Committee's recommendations and forward those recommendations to the Planning Commission no later than September 2, 2015.

Article V – Membership

A. Composition. The Committee shall be comprised of a maximum of 17 members, appointed by the County Board of Supervisors, as follows:

- Four (4) members representing each of the wine/agriculture organizations (Napa County Farm Bureau, Napa Valley Grape Growers, Napa Valley Vintners, and Winegrowers of Napa County);
- Two (2) members from the general business community (e.g., Chambers of Commerce, Hotel Association, Visit Napa Valley);
- Two (2) members from the five municipalities;
- Two (2) members from environmental groups (e.g., Sierra Club, Audubon Society, Living Rivers Council, Mt. Veeder Stewardship Council, Friends of the Napa River, Land Trust of Napa County, Sustainable Napa County, etc.);
- Two (2) members from neighborhood/community groups (e.g., Save Yountville Hill, Save Rural Angwin, Watersheds Alliance of Atlas Peak, Defenders of East Napa Watersheds, Soda Canyon Road, Protect Rural Napa, Vision 2050); and
- Five (5) at-large members, one from each Supervisorial District.
- Twelve (12) alternate members with one member from each of the groups identified above except no alternates shall be appointed for the at-large Supervisorial District members.

B. Term. The term of office for appointed members shall be eight (8) months, beginning on April 7, 2015 and ending on December 31, 2015. The term of the Committee may be extended by the Board of Supervisors. A member whose appointment has expired may continue to serve in that capacity until a new appointment is made or until the Board of Supervisors declares that position vacant.

C. Resignation. Any appointed member may resign by giving written notice to the Committee.

D. Vacancies. Whenever an unscheduled vacancy occurs the Board of Supervisors will appoint a new member to fill the vacancy. The term for the incoming member will be for the remainder of the original term.

E. Attendance. Committee members are expected to attend all regular meetings. Members shall notify the Chair or Secretary of any expected absence by 5:00 p.m. of the day

prior to the meeting. Alternate members are strongly encouraged to attend all meetings so as to stay apprised of matters under consideration and discussion by the Committee.

Any member of the Committee who has two (2) or more unexcused absences shall have his/her appointment reviewed by the Committee, with possible recommendation to the Board of Supervisors for continuation or removal from the Committee. Excused absences will be determined by the Chair.

F. Participation by Alternates. It is expected that if a Committee member cannot attend a meeting, the member's appointed alternate shall attend the meeting and participate in the proceedings. Alternates are strongly encouraged to attend Committee meetings but may not participate as a Committee member or vote on a matter unless they are attending the meeting in place of a regular member. Alternate members who are not participating in place of a regular member but who wish to speak on a matter may do so during public comment on the matter.

G. Authority to Bind. No member of the Committee shall have any power or authority to bind the Committee by any contract, to pledge its credit, or to render it liable for any purpose in any amount.

Article VI – Structure

A. Officers. Officers will be elected at the first regular meeting of the Committee. Officers elected by the Committee shall be the Chair and Vice Chair.

The Vice Chair shall become the Chair for the remainder of the term if the Chair becomes vacant.

If the Vice Chair becomes vacant, a new Vice Chair shall be elected to serve in that capacity for the same period.

The Director of the Planning, Building and Environmental Services Department shall designate a staff member to serve as Secretary to the Committee.

B. Meetings. Meetings shall be convened at least twice a month on the second and fourth Mondays of each month starting at 10:00 a.m. beginning on April 13, 2105 until the work of the Committee and the report required by Article IV(C) has been submitted to the Planning Commission. Meetings shall be held in Conference Rooms B and C at the South County Campus for the April meetings, and the Napa County Board of Supervisors Chambers at the Napa County Administration Building beginning on May 11, 2015. Notice of meetings shall be sent to members prior to the meeting date. Public notice shall be made available through local media and posted at the Napa County Administrative Offices, on the Napa County website (www.countyofnapa.org) and at designated meeting spaces in accordance with the Ralph M. Brown Act (Government Code Sec 54950, 54950(b), et seq.).

Special meetings may be called by the Committee Chair at any time. Each member of the Committee shall be given adequate notice of such meetings. Absence with notification from a

special meeting does not count towards attendance requirements outlined in Article V(E) of these bylaws.

C. Public Access. All meetings of the Committee shall be open and accessible to the general public in accordance with the Ralph M. Brown Act (Government Code Sec 54950, 54950(b), et seq.). Opportunity for public comment will be included in each agenda with individual presentation being limited to three minutes. The Chair or Committee, by vote, may close the meeting to the public only if in accordance with the Ralph M. Brown Act.

D. Parliamentary Authority. All proceedings of the Committee shall be conducted according to the rules contained in the most recent edition of the Standard Code of Parliamentary Procedure (Sturgis) when those do not conflict with these bylaws.

E. Administrative. The Committee shall obtain staff support from the Planning, Building and Environmental Services Department. The staff will be responsible for the compilation and distribution of Committee meeting notices, agendas, and minutes. Committee records, meeting minutes, membership and attendance information shall be maintained by the staff.

F. Compensation. Members of the Committee shall serve without compensation and shall not receive reimbursement for any expenses incurred while conducting official business.

Article VII - Conduct of Meetings

A. Recording of Meetings. Any meeting of the Committee, other than a closed session permitted under the Ralph M. Brown Act, may be recorded by any person, unless the Committee determines that such recording could constitute a disruption of the proceedings.

B. Presentations to the Committee. Any person desiring to address the Committee shall be requested, when recognized by the Chair, to give his or her name and address to facilitate preparation of the minutes, although no persons shall be denied recognition or denied the opportunity to speak solely because they decline to state their names and addresses. The Chair may, in the interest of facilitating the business of the Committee, set in advance of the presentation of public input reasonable time limits for oral presentations. Persons may be required to submit written testimony in lieu of oral testimony if the Chair determines that a reasonable opportunity for oral presentations has been provided, and in such a case, the matter may be continued to a later date to allow a reasonable time for such submittals to occur.

C. Recordation of Committee Actions. All official actions or decisions by the Committee shall be entered in the minute book of the Committee kept by the Secretary. Only written action minutes will be maintained; however, electronic recordings will be made by the Secretary of each meeting of the Committee which shall be available to the public for inspection by request made at the Napa County Planning, Building and Environmental Services Department, 1195 Third Street, Suite 210, Napa, California 94559.

Article VIII – Bylaws

A. Adoption. Approval by the Board of Supervisors shall be required to adopt changes to these bylaws.

B. Amendments. These bylaws may be amended or repealed and new bylaws adopted by the vote of two-thirds (2/3) of the Committee at any regular or special meeting, subject to approval by the County Board of Supervisors. Any member of the Committee may propose amendments to the Bylaws. Written notice of any proposed amendments must be sent to Committee members at least fourteen (14) days prior to the meeting at which the proposed amendments will be voted upon.

Article IX – Voting and Quorum

A. Roll Call Vote. A roll call vote may be required for voting upon any motion of the Committee, at the discretion of the Chair.

B. Inaudible Votes. Any member present who does not vote in an audible voice shall be recorded as voting "aye". A member may abstain from voting only if the member has recused himself or herself from participating due to a conflict of interest under Government Code section 87100 and following, in which case the member shall not be present in the meeting room during the discussion and action on the item.

C. Quorum. A quorum for the transaction of business shall exist only as long as a majority of the Committee members are present. For purposes of these Bylaws, "majority of the members" means a majority (9) of the authorized positions, whether or not all of the positions have been filled by the Board of Supervisors.

D. Number of Votes Required for Action. No action or recommendation of the Committee shall be valid and binding unless a quorum is present and the action is approved by a two-thirds vote of the Committee members actually present at the meeting. Each member shall have one vote. No votes may be cast by proxy. Tie votes shall be considered as denial of the motion.

E. Motion to Reconsider. The Committee may reconsider a matter during the meeting at which the vote was taken, provided all members who were present when the matter was discussed and voted upon are still present and provided further that the motion to reconsider is made by a member who voted with the prevailing side. A motion for reconsideration shall have precedence over every motion except a motion to adjourn. A final vote on any matter may also be placed on the agenda for reconsideration by the Committee upon motion of any member at any later meeting. When the Committee approves a motion for reconsideration, the Committee may, in its discretion, reconsider the matter immediately or at a later date.