



Napa Valley Tourism Improvement District

Governing Committee Policy

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Unincorporated Napa County NVTID Local Governing Committee Policy
Amended August 2016

ARTICLE I
PURPOSE

The Unincorporated Napa Valley Tourism Improvement District Government Committee shall be governed by the following Operational Policies:

1.1 Establishment. On June 15, 2010, the Napa County Board of Supervisors adopted Resolution #2010-72 (the "Resolution") forming the Napa Valley Tourism Improvement District ("NVTID") for the purpose of funding tourism promotion in Napa County. The Resolution provided for formation of local governing committees to oversee the expenditure of NVTID funds for the benefit of lodging businesses in each jurisdiction. By Resolution No. 2010-73, the Board of Supervisors established the Napa County NVTID Local Governing Committee ("Committee") to manage those funds attributable to Napa County. This Governing Committee Policy will guide the operation of the Committee.

1.2 Functions of the Governing Committee. The Governing Committee shall oversee the expenditure of the County's locally designated NVTID funds in accordance with the requirements of Resolution No. 2010-72, the NVTID Management District Plan ("Management Plan"), and the Property and Business Improvement District Act of 1994 ("94 Law").

- A. Develop and Approve an Annual Budget: The Committee shall approve an annual budget for the expenditure of the County's local NVTID funds.
 - i. The approved budget shall include a designation of funds for the creation of a reserve fund balance. The yearly contribution shall be equal to or greater than \$50,000, until the reserve fund balance has reached at least \$500,000. Additional contributions to the reserve fund balance can be made by recommendation of the governing committee.
 - a) **Use of Reserve Funds:** Funds in the reserve shall be restricted and made available with the approval of the majority of governing committee, and only in the event of a recession, or downfall in revenue. The committee may recommend use of reserve funds during non-recession or revenue downfall time only if the funding is to be used for a committee approved work plan that is expected to yield effective marketing results, and revenue is expected to remain healthy. However, the reserve fund balance shall at no time, during a non-recession season, decrease under \$300,000.
 - ii. Preparation of six and nine-month budget estimates will be provided by the County Executive Officer or his/her designee.

- B. Develop and Approve an Annual Work Plan. The annual plan shall include tourism related activities, including but not limited to following:
- i. Locally specific market niche advertising and marketing efforts.
 - ii. Tourism marketing and promotional information: including web-site, print and other collateral material and technology applications.
 - iii. Local special event programming, underwriting and promotion.
 - iv. Operation of local visitor information center.
 - v. Community and cultural arts programming activities, such as music on the plaza, movie nights, sculpture walks, film festivals, etc.
 - vi. Tourism related streetscape enhancement and maintenance or visitor-serving improvements.
 - vii. Seasonal and other tourism and visitor related programs.
 - viii. Local tourism shuttle or other visitor transportation programs.
 - ix. Seed funding for community based programs which support or enhance tourism.
 - x. Trails, pedestrian paths, signage, bike paths, etc. which enhance and improve upon the visitor experience and access to lodging properties.
 - xi. Enhanced maintenance and custodial municipal services to tourism-related areas.
 - xii. Administrative costs associated with these activities.

ARTICLE II

GOVERNING COMMITTEE COMPOSITION

2.1 Committee Members. The committee shall be composed of the following members, as required by Resolution No. 2010-73.

- A. Three representatives of the top five revenue-generating lodging businesses;
- B. One representative of the minority revenue generating lodging businesses;
- C. One representative of the Napa Valley Vintners;
- D. One member from the Board of Supervisors;
- E. One member who is the County Executive Officer or that Officer's designee.

2.2 Officers of the Committee. The committee shall elect, on an annually at the first regular meeting of the fiscal year the following officers:

- A. Chairman. The Chairman shall preside at all meeting and have such other powers and duties as the committee may require.
- B. Vice Chairman. The Vice Chairman shall, in the Chairman's absence, assume the duties of Chairman.
- C. Secretary. The County Executive Officer or that Officer's designee shall serve as the Secretary/Treasurer. The Secretary/Treasurer shall be responsible for noticing and taking minutes of all meetings, maintaining committee records, submitting committee reports,

maintaining financial records, depositing money, and other duties typically associated with the position that may be required by the committee.

2.3 Appointment of Committee Members. Committee members shall be appointed by the Board of Supervisors from written nomination applications received by the Board, selected in accordance with the provisions of Resolution No. 2010-73. Applicants must be lodging business representatives nominated by assessed lodging businesses in unincorporated Napa County. Shall the more than once nomination per vacancy occur, the Governing Committee members not representing the lodging facilities, on a 2/3 majority, make the final nomination to the Board of Supervisors for appointment. The Vintners and Board of Supervisors shall select their respective representatives.

2.4 Term of Committee Members. To avoid more than one concurrent vacancy, the term of all committee members shall remain staggered, for a maximum of four (4) fiscal years. A fiscal year represents the period commencing on July 1 and ending on June 30.

2.5 Resignation and Vacancies. A committee member may resign at any time by giving written notice to the remaining members of the committee. The notice shall be effective upon the date of receipt, or at a later date indicated in the notice. A committee member shall immediately cease to be such in the event they no longer meet the qualification requirements in Section 2.1, and/or upon two or more committee meeting absences, unless these are approved by the Committee. Vacancies shall also occur in case of the death, incapacity, or incarceration of a committee member. Vacancies on the committee shall be filled in accordance with the provisions of paragraph 2.2 of this policy.

2.6 Notice of Vacancies. Except as otherwise provided in this Governing Policy, notice and appointment of all vacancies on the Committee, whether scheduled or unscheduled, shall be made in compliance Government Code section 54970 et seq..

2.7 Holdover. Upon expiration of the term of a Committee member, the member may continue to serve until he/she has been re-appointed, or until a replacement member has been appointed in accordance with this governing policy.

ARTICLE III MEETINGS

2.8 Date of Meetings. The Committee shall meet regularly on the third (3rd) Monday of August, November, March, and May at 1:00pm at the lodging establishments by rotation of the lodging members of the Committee. Meetings of the Committee shall be governed by the Standard Code of Parliamentary Procedure (Sturgis 4th Edition) as modified to allow open participation of the Chair.

2.9 Brown Act. The Committee shall comply with all provisions of the Brown Act (Government Code Sections 54950 et seq.) pertaining to open meetings, notice and agenda, as such may from time to time be amended, which are applicable to advisory commissions of local agencies.

3.0 Quorum. A majority of the committee members shall constitute a quorum for transaction of business. No action may be taken by the Committee except upon the affirmative vote of a majority of the members present. There shall be no voting by proxies or voting by absentia. **3.1 Public Records Act.** All District and committee records and documents shall be kept by the Secretary in accordance with the provisions of the California Public Records Act, Government Code §6250 et seq.

3.2 Compliance with Certain Policies Adopted by the County of Napa. When acting as a member of the Committee or otherwise engaged in activities for the District, each Committee member shall comply with the following policies, except that all references in the policies to "County" and "County of Napa" shall instead mean the District; and to "Personnel" or "Human Resources" shall mean the Secretary and his/her designees:

- A. Waste Source Reduction and Recycled Product Content Procurement Policy adopted by resolution of the Napa County Board of Supervisors on March 26, 1991.
- B. County of Napa "Policy for Maintaining a Harassment and Discrimination Free Work Environment" revised effective August 23, 2005.
- C. County of Napa Drug and Alcohol Policy adopted by resolution of the Napa County Board of Supervisors on June 25, 1991.
- D. Napa County Information Technology Use and Security Policy adopted by resolution of the Napa County Board of Supervisors on April 17, 2001. All persons having access to any portion of the computer network used by Napa County other than access available to the public generally shall sign and have on file with the Napa County ITS Department prior to receiving such access the certification attached to said Policy.
- E. Napa County Workplace Violence Policy, adopted by the Napa County Board of Supervisors effective May 23, 1995 and subsequently revised effective November 2, 2004, which is located in the County of Napa Policy Manual Part I, Section 37U.

ARTICLE IV

BYLAWS

3.3 Bylaws. The Committee may adopt any additional policies or bylaws for the governance of its own affairs that are not inconsistent with this Governing Policy. The Secretary of the Committee shall maintain the most current version of such additional Bylaws in the District Policies Manual.