



**NAPA-VALLEJO WASTE
MANAGEMENT AUTHORITY**

BOARD MEMBERS

Scott Sedgley <i>Member</i>	Robert H. McConnell <i>Chair</i>	Alfredo Pedroza <i>Vice Chair</i>	Leon Garcia <i>Member</i>
Peter Mott <i>Alternate Member</i>	Jess Malgapo <i>Alternate Member</i>	Belia Ramos <i>Alternate Member</i>	David Oro <i>Alternate Member</i>

OFFICERS

Richard Luthy <i>Executive Director</i>	Tracy Schulze <i>Auditor</i>	Martha Burdick <i>Secretary/Clerk</i>
Jeff Richard <i>Legal Counsel</i>		Tamie Frasier <i>Treasurer</i>

**BOARD OF DIRECTORS REGULAR MEETING
Thursday June 08, 2017 at 9:00 a.m.**

**City of American Canyon
City Council Meeting Chambers
4381 Broadway Street, Ste 201 - American Canyon, CA 94503**

GENERAL INFORMATION

The Napa-Vallejo Waste Management Authority meets the 1st Thursday of each month at 9:00 A.M. at 4381 Broadway Street, Suite 201, American Canyon, California 94503. The meeting room is wheelchair accessible. Requests for disability related modifications or accommodations, aids or services may be made no less than 72 hours prior to the meeting date by contacting 707 253-4471.

The Agenda is divided into two sections:

CONSENT ITEMS: These matters typically include routine financial or administrative actions, as well as final adoption of ordinances that cannot be both introduced and adopted at the same meeting. Any item on the CONSENT CALENDAR will be discussed separately at the request of any person. CONSENT CALENDAR items are usually approved with a single motion.

ADMINISTRATIVE ITEMS: These items include significant policy and administrative actions, and are classified by program areas. Immediately after approval of the CONSENT CALENDAR, ADMINISTRATIVE ITEMS will be considered.

All materials relating to an agenda item for an open session of a regular meeting of the Napa-Vallejo Waste Management Authority which are provided to a majority or all of the members of the Board by Board members, staff or the public within 72 hours of, but prior to the meeting, will be available for public inspection, at the time of such distribution, in the office of Auditor Controller, 1195 Third Street, Suite B-10, Napa CA 94559, Monday through Friday between the hours of 8:00 a.m. and 5:00 p.m., except for County holidays. Materials distributed to a majority or all of the members of the Board at the meeting will be available for public inspection at the public meeting if prepared by the members of the Board or Napa Vallejo Waste Management staff, and after the public meeting if prepared by some other person. Availability of materials related to agenda items for public inspection does not include materials which are exempt from public disclosure under Government Code sections 6253.5, 6254, 6254.3, 6254.7, 6254.15, 6254.16, or 6254.22.

ANY MEMBER OF THE AUDIENCE DESIRING TO ADDRESS THE BOARD ON A MATTER ON THE AGENDA, please proceed to the rostrum and, after receiving recognition from the Chair, give your name and your comments or questions. In order that all interested parties have an opportunity to speak, please be brief and limit your comments to the specific subject under discussion. Time limitations shall be at the discretion of the Chair or Board.

AGENDA AVAILABLE ONLINE AT www.countyofnapa.org

1. **CALL TO ORDER**
2. **ROLL CALL**
3. **PLEDGE OF ALLEGIANCE**
4. **PUBLIC COMMENT**

In this time period, anyone who wishes to speak to the Authority Board of Directors regarding any subject over which the Board has jurisdiction, that is not on the agenda, or to request consideration to place an item on a future Board agenda, may do so at this time. Individuals will be limited to a three minute presentation. The Board of Directors will take no action as a result of any item presented at this time.

5. **PRESENTATIONS AND COMMENDATIONS**
6. **APPROVAL OF MINUTES**

A. APPROVAL OF MINUTES

REQUESTED ACTION: Approval of Board Minutes for the May 4, 2017 Regular Meeting.

7. **CONSENT ITEMS**

A. UNCOLLECTIBLES.

REQUESTED ACTION: Approval to excuse accounts totalling \$3562.33 for payments owed to the Devlin Road Transfer Station due to the inability to locate or collect the outstanding amounts from a responsible party.

B. AGREEMENT 2018-02 CB&I, Inc.

REQUESTED ACTION: Approval and authorization for the Chair to sign Agreement 2018-02 with CB&I, Inc. in the amount of \$9,500 effective June 8, 2017 through June 30 2018, with provisions for extension, for Professional Engineering Services related to the design and installation of the fifth storage tank at the American Canyon Sanitary Landfill.

C. SUBSTITUTION TO AGREEMENT 2017-09

REQUESTED ACTION: Approval and authorization to modify Agreement 2017-09, substituting Bailey Law Partners LLP for Flynn Riley Bailey & Pasek (FRBP) as the named "CONTRACTOR", and to execute any related documents necessary to finalize this transition, to be effective June 8, 2017, with all other terms and conditions of the Agreement to remain the same until otherwise amended.

D. FY 2017 BUDGET ADJUSTMENT RELATED TO INCREASED TONNAGE

REQUESTED ACTION: Approval and authorization for the Chair to sign Budget Adjustment No. NVW 003 for FY 2016-17, increasing the Transfer Station and Disposal Operations Professional Services Appropriations by \$350,000 and \$360,000 respectively due to increases in received and transported tonnage, with offsetting Fee for Service Revenues.

8. ADMINISTRATIVE ITEMS

A. 9:00 A.M. PUBLIC HEARING - RECOMMENDED FISCAL YEAR 2017-2018 BUDGET

REQUESTED ACTION: Discussion and Approval of the following actions related to the Final Fiscal Year 2017-2018 Recommended Budget:

1. Approval of Resolution No. 2018-01 adopting the recommended Operations and Capital Improvement Budgets (weighted vote required); and
2. Adopt revisions to the Operating Reserve Policy.

B. PURCHASE AND SALE AGREEMENT

REQUESTED ACTION: The Executive Director of the Authority requests approval and authorization of the following:

1. Approval of, and authorization for the Chair of the Board of Directors to execute Purchase and Sale Agreement 2018-03 ("Agreement") with NAPA AIRPORT CORPORATE CENTER I, LLC, a Delaware limited liability company ("Seller"), to purchase for \$5.9 million a 17-acre portion (the "Property") of an existing 34.05 acre parcel owned by Seller, identified as Napa County Assessor's Parcel No. 057-090-079, located in the City of American Canyon, California that is adjacent to, and to the south of, the Devlin Road Transfer Station ("DRTS"); and
2. Authorization and direction to the Executive Director to: (a) post an earnest money deposit of \$50,000 (to be fully refundable during the Authority's due diligence period) toward purchase of the Property; (b) take such steps (and to engage consultants within the limits of his delegated purchasing authority as necessary to assist him in taking such steps) as are necessary, to conduct the due diligence investigation allowed by the Agreement, and to satisfy any conditions required by the Agreement; (c) report back to the Board with the results of the due diligence investigation and the satisfaction of conditions to the Authority's obligation to close escrow, and (d) seek further direction from the Board at that time as to whether or not to close escrow on the purchase of the Property.

9. FACILITIES BUSINESS ITEMS

A. EXECUTIVE DIRECTOR'S REPORT

DISCUSSION ITEM: Executive Director to report on Authority related activities.

10. OTHER BUSINESS ITEMS

A. REPORTS FROM JURISDICTIONS

DISCUSSION ITEM: Reports of current information relevant to the Authority by the member jurisdictions:

- i. Vallejo: Robert McConnell
- ii. Napa City: Scott Sedgley
- iii. Napa County: Alfredo Pedroza
- iv. American Canyon: Leon Garcia

B. FUTURE AGENDA ITEMS

DISCUSSION ITEM: Discussion of any items Board members may wish to have addressed at a future meeting date.

11. CLOSED SESSION

A. CLOSED SESSION:

CONFERENCE WITH REAL PROPERTY NEGOTIATOR (Government Code Section 54956.8)

Property: A 17 acre portion of Napa County Assessor's Parcel No. 057-090-079 located in the City of American Canyon adjacent and to the south of the Devlin Road Transfer Station

Agency Negotiator: Richard Luthy, Executive Director, NVWMA

Parties with Whom to Negotiate: NAPA AIRPORT CORPORATE CENTER I, LLC, a Delaware limited liability company

Closed session topics: Authority and direction to negotiator as to price and terms of payment of proposed acquisition, including making of earnest money deposit

12. ADJOURNMENT

The next regularly scheduled meeting of the Authority Board of Directors will be held THURSDAY, JULY 13, 2017 at 9:00 a.m.