



**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 SPECIAL MEETING
Thursday September 21, 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 August 3, 2017 Regular Meeting.

7. CONSENT ITEMS**8. ADMINISTRATIVE ITEMS****A. AMEND PURCHASE AND SALE AGREEMENT 2018-03**

REQUESTED ACTION: The Executive Director of the Authority requests approval of, and authorization for the Executive Director to execute, an amendment to Purchase and Sale Agreement 2018-03 ("Agreement") with NAPA AIRPORT CORPORATE CENTER I, LLC, ("Seller"), regarding purchase a 15.5 acre parcel identified as a portion of Napa County Assessor's Parcel No. 057-090-079, located in the City of American Canyon that is adjacent to the Devlin Road Transfer Station ("DRTS"), with the amendment to include terms and provisions covering one or more of the following issues:

- Extend the period of time for the Authority to review a preliminary title report on the Property and to give notice of exceptions that the Authority disapproves up to and including September 29, 2017;
- Extend the Authority's due diligence investigation period to October 6, 2017;
- Clarify the right of either the Seller or the Authority to opt to cancel escrow, and for the Authority to recover its escrow deposit in that event, if the City of American Canyon's processing of a lot line adjustment (which is a condition to close of escrow) is delayed past the currently scheduled close of escrow date, or if the City disapproves the lot line adjustment; and
- Reduce the purchase price to be paid by the Authority from \$5.9 million to \$5,638,640.00 to reflect the actual, correct size of the Property being acquired in fee by the Authority of 15.5 acres, rather than the previously specified 17 acres, which erroneously included an area occupied by a portion of Devlin Road.

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: Price and terms of payment for proposed acquisition

B. CLOSED SESSION

Conference with Legal Counsel – Anticipated Litigation

Significant exposure to litigation pursuant to paragraph (2) of subdivision (d) of Government Code Section 54956.9: one case

12. ADJOURNMENT

The next regularly scheduled meeting of the Authority Board of Directors will be held THURSDAY, OCTOBER 05, 2017 at 9:00 a.m.