



**NAPA-VALLEJO WASTE  
MANAGEMENT AUTHORITY**

**MINUTES OF THE THURSDAY, NOVEMBER 8, 2012  
9:00 A.M. SPECIAL MEETING OF THE BOARD OF DIRECTORS**

**1. CALL TO ORDER**

The Napa-Vallejo Waste Management Authority met Thursday, November 8, 2012 at the City of American Canyon City Council Meeting Chambers. Chair Garcia called the meeting to order at 9:10 a.m.

**2. ROLL CALL**

The following Members were present: Chair Garcia, Vice Chair Hannigan, and Member Luce. Member Mott was excused.

**3. PLEDGE OF ALLEGIANCE**

**4. PUBLIC COMMENT**

**Jim Dunbar, representing Potrero Hills Landfill, updated the Board on AB845 and noted Governor Brown had signed the bill.**

**5. PRESENTATIONS AND COMMENDATIONS**

None

**6. CONSENT CALENDAR**

**A. BOARD MINUTES**

REQUESTED ACTION: Approval of the Board Minutes for the September 13, 2012 Regular Meeting.

**B. CONFLICT OF INTEREST CODE**

REQUESTED ACTION: Adoption of Resolution 2012-11 amending the Conflict of Interest Code for the Napa Vallejo Waste Management Authority.

**C. PERFORMANCE BOND**

REQUESTED ACTION: Approval and authorization for Authority staff to accept a performance bond in lieu of letter of credit for Northern Recycling Operations and Waste Services, LLC provided that provisions of the performance bond are acceptable to the Executive Director and Authority Counsel.

**D. CANCEL MEETING**

REQUESTED ACTION: Approval and authorization to cancel the December 6, 2012 Regular Meeting.

**Approval of Consent Calendar Items A, B, C and D: ML-EH-LG-PM(X)**

**7. ADMINISTRATIVE ITEMS**

**A. ANNUAL FINANCIAL AUDIT**

REQUESTED ACTION: Accept the Authority's annual audit and agreed-upon procedures report from Gallina, LLP for the fiscal year ended June 30, 2012.

**B. DRTS QUARTERLY FINANCIAL AUDIT**

REQUESTED ACTION: Accept Accountants' Report on Applying Agreed-Upon Procedures for the Quarter ending June 30, 2012.

**C. DEBT SERVICE**

REQUESTED ACTION: Approval of the following actions related to the Debt Service Bond payments:

1. Authorization to call the remaining \$2.22 Million Dollars in bonds on February 15, 2013; and
2. Authorization for staff to execute the necessary documents and instructions to U.S. Bank to redeem the Bonds; and
3. Budget Transfer NVWM 001 in the amount of \$741,000, increasing Appropriations in the Debt Service Operating Budget in order to fully fund the redemption.

**D. FINANCIAL REPORT**

DISCUSSION ITEM: Staff to present and discuss the July, August and September 2012 financial statement for the Authority.

**Administrative Items A and B; Reports Accepted: LG-EH-ML-PM(X)**

**Administrative Item C1-3 Approved: ML-EH-LG-PM(X)**

**Administrative Item D No Action taken – Report only**

**8. FACILITIES BUSINESS ITEMS**

**A. EXECUTIVE DIRECTOR'S REPORT**

DISCUSSION ITEM: Authority Executive Director, Rich Luthy, reported on recent activities related to the Authority

**No Action Taken – Report only**

**9. OTHER BUSINESS ITEMS**

**A. Reports from Jurisdictions**

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

- i. Vallejo: None – Derek Crutchfield reported for the City of Vallejo
- ii. Napa City: Kevin Miller reported for the City of Napa
- iii. Napa County: No Report for the County of Napa
- iv. American Canyon: No Report for the City of American Canyon

**B. Future Agenda Items**

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

**None**

**10. CLOSED SESSION**  
CONFERENCE WITH LEGAL COUNSEL  
Initiation of litigation pursuant to subdivision (c) of Government Code Section 54956.9 (1 potential case)

**The Board adjourned to Closed Session at 9:45 A.M.**  
**Closed Session concluded at 9:52 A.M.**  
**There was No Reportable Action on the Closed Session item.**

**11. ADJOURNMENT**

The Meeting adjourned at 9:53 A.M. with the notation that the December meeting has been cancelled and the next scheduled meeting of the Authority Board of Directors will be held Thursday, January 10, 2013 at 9:00 a.m.

AYES: \_\_\_\_\_  
NOES: \_\_\_\_\_  
ABSTAIN: \_\_\_\_\_  
ABSENT: \_\_\_\_\_

By: \_\_\_\_\_

ATTEST: Secretary of the Napa-Vallejo Waste Management Authority

KEY

Vote: LG = Leon Garcia; EH = Erin Hannigan; ML = Mark Luce; PM = Peter Mott  
The maker of the motion and second are reflected respectively in the order of the recorded vote.  
Notations next to vote: N = No; X = Excused; A = Abstain; B = Absent