



**MINUTES OF THE NOVEMBER 21, 2016
REGULAR MEETING OF THE BOARD OF DIRECTORS**

1. CALL TO ORDER

The Upper Valley Waste Management Agency met in regular session on Monday, November 21, 2016 at 1:30 p.m. at the Yountville Town Council Chambers. Vice Chair Mohler called the meeting to order at 1:35 p.m.

2. ROLL CALL

The following members were present: Vice Chair Mohler, Member Dillon, Member Crull, Member Canning and Alternate Member Wagenknecht.

3. PLEDGE OF ALLEGIANCE

Member Crull led the Pledge of Allegiance.

4. PUBLIC COMMENT

None.

5. CONSENT CALENDAR ITEMS

A. Approval of Minutes

Staff requested approval of the September 19, 2016 special meeting minutes.

B. Meeting Dates - 2017

Staff requested approval of the proposed meeting schedule for calendar year 2017.

C. Annual Financial Audit

Staff requested approval and acceptance of the Authority's annual audit.

Approved Consent Calendar items 5A, 5B, 5C: SC-CC-MM-DD-BW

6. ADMINISTRATIVE ITEMS

A. California Integrated Waste Management Act

No action taken. Amanda Griffis summarized report provided with agenda.

B. Strategic Planning/CFL Contract Amendment

Manager Steve Lederer summarized the discussions regarding the Clover Flat contract and the landfill that had been occurring for the past several months. At the last meeting the Board made the determination that they wanted to move forward with contract negotiations to extend the contract. The Board assigned an ad hoc committee of Member Canning and Member Dillon to work with staff and the company to negotiate the terms of a potential contract extension and modification. The Staff report contains a summation of the deal points that were worked out. The goal of this agenda item is to obtain Board direction on these deal points prior to returning with the actual contract in December for approval. Key elements are (as listed in the staff report):

1. The move of the C&D line from its current location must happen in the next few years in order to avoid impacting landfill operations. Based on the current agreement, the Agency is responsible for funding 75% of this move (roughly \$1.5M), and the company would be responsible for the remaining 25%. Any increase in costs (depending specifically on what caused the increase), would likely be split in the same percentage. The parties now agree to amend the contract so that the full responsibility of the Agency for the move of the C&D line and other front gate improvements will be \$300,000, and the remaining \$1.7M will be the responsibility of the company. The parties also agree that the risk of cost overruns (and the benefit of cost savings), shall be shifted to the company.
2. The contract shall be extended from its current expiration date in 2025, to the year 2047.
3. The company will provide a written scope of work for Agency approval defining the goals to be accomplished by the move, as well as a milestone schedule for completion. If reasonable delays are

encountered during the project, the company will provide written explanation of said delays, The agency will review and will not unduly withhold approval of these delays (particularly delays associated with permitting, as these are notoriously difficult to control and predict). However, if delays result in impact to the operation of the landfill, and therefore meeting the company's commitments under the UVDS and CFL contracts, the agency will have the right to revert our approval to the original contract expiration date (2025). (Failure to perform clause)

4. The contract will be modified to allow the company to exceed the 5% out of county cap on imported waste in situations where the company can demonstrate that such hauling provides a benefit, and doesn't significantly impact traffic into and through the county. Examples include (but are not limited to) handling waste in an emergency (such as the Valley Fire), or the ability to pick up waste in trucks that might otherwise be returning empty from an out of town delivery (backhauling).
5. The current contract caps the CPI increase at 8% per year. The contract will be revised to maintain that cap on an annual basis, but provide for a make up provision the following year if the actual CPI exceeds that annual cap. For instance, if CPI is 10% in year one, and 2 % in year two, the CPI would be applied as 8% in year one and 4% in year two. If a rollover is not used in the next operating period then it is considered to be waived and relinquished by the Contractor and Agency. No rollovers will be allowed in the final two years of the contract.
6. The current contract requires that the landfill tip fee not be any higher than 15% above the price at the Devlin Road Transfer Station (DRTS). The contract will be revised to ensure the price also will not fall more than 5% below the DRTS price.

Public Comment: Steve Rogers (Yountville Town Manager) asked how the length of the extension (to 2047) was chosen?

Manager Steve Lederer responded it was compromise between something too short that didn't allow for long term planning or an "evergreen" contract that could tie both parties' hands too far into an unpredictable future. 2047 (the current end of permit life at CFL) balanced both needs.

Move to accept the ad Hoc committees' recommendation: SC-CC-DD-BW-MM(N)

7. FRANCHISES' BUSINESS ITEMS

A. Franchises' Status

Christy reports Holiday changes to the schedule will be mentioned in the upcoming holiday newsletter. Recycle center will be closed that Saturday. Last week there was a nice article in the Inside Napa Valley magazine about company's renewable energy program at Clover Flat. Great picture of the equipment. Site Manager and Chris Canning were quoted in the magazine.

Christmas trees can be recycled in the green bin; however, they do need to be cut down into 3 foot pieces. Will add this information in the Christmas flyer. Also, free whole tree drop off at Clover Flat the whole month of January. Christy will also include this in the newsletter.

B. Waste Management Companies' Issues

None.

8. OTHER BUSINESS ITEMS

A. Manager's Report

Steve Lederer, Manager commended Steve Rogers for the Town of Yountville being so vigilant when non-franchise waste haulers attempt to do work inside the Franchise area.

Jamison Crosby is the Countywide Storm Water czar working with all six of the jurisdictions on storm water compliance. She is finishing up a storm water comprehensive analysis of where trash comes from. Trash comes from many areas, including loose debris in the back of pickup trucks, illegal dumping, and other trash hot spots. If the Board is interested, would like to invite her to come in and report and educate the Board when the analysis is ready.

B. Reports from Jurisdictions

- i. Napa County: Devlin Road transfer station has completed a couple of projects. Rebuilt their tipping floor. They are on to Phase 3, which is essentially a large storm water control project. Working on a better way to manage their C&D line. Paid off their bonds about three years ago and taking all that money and investing in capital projects.
- ii. Calistoga: Parade on December 3rd. Fielding a few concerns regarding garbage trucks traveling on the streets early in the morning.
- iii. St. Helena: Safeway appears to still be offering plastic bags. St. Helena will investigate. Member Crull thanked and was thanked for the eight fantastic years on the Board.
- iv. Yountville: Thank-you's to Member Sharon Crull and Chair Mark Luce. Luce was the longest serving member in the history of the board.

C. Board of Directors Comments

None

D. Future Agenda Items

December 19, 2016 regular meeting is set as scheduled.

9. ADJOURNMENT

Meeting was adjourned at 2:23 p.m. The next regularly scheduled meeting of the Agency Board of Directors will be held on Monday, December 19, 2016 at 1:30 p.m. in the Yountville Town Council Meeting Chambers.

AYES: _____
 NOES: _____
 ABSTAIN (A): _____
 ABSENT(B): _____
 EXCUSED(X): _____

By: _____
 ATTEST: Steven Lederer, Manager of the Upper Valley Waste Management Agency

KEY

Vote: CC = Chris Canning; DD = Diane Dillon; ML = Mark Luce; MM = Margie Mohler; SC = Sharon Crull
 BW = Brad Wagenknecht; GK = Gary Kraus; JD; Jeffrey Durham; PD = Paul Dohring
 The maker of the motion and second are reflected respectively in the order of the recorded vote.
 Notations next to vote: Y = Ayes; N = No; A = Abstain; B = Absent; X = Excused