



**NAPA-VALLEJO WASTE  
MANAGEMENT AUTHORITY**

**MINUTES OF THE THURSDAY JUNE 8, 2017  
9:00 A.M. REGULAR MEETING OF THE BOARD OF DIRECTORS**

**1. CALL TO ORDER**

The Napa-Vallejo Waste Management Authority met Thursday, June 8, 2017 at the City of American Canyon City Hall. Chair McConnell called the meeting to order at 9:02 a.m.

**2. ROLL CALL**

The following Members were present: Chair McConnell, Vice Chair Pedroza, Member Sedgley and Member Garcia.

**3. PLEDGE OF ALLEGIANCE**

**4. PUBLIC COMMENT**

None

**5. PRESENTATIONS AND COMMENDATIONS**

None

**6. APPROVAL OF MINUTES**

**A. APPROVAL OF MINUTES**

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

**Item 6A: Receiving no request(s) for changes, Chair McConnell approved the Minutes from May 4, 2017.**

**7. CONSENT CALENDAR**

**A. UNCOLLECTIBLES.**

REQUESTED ACTION: Approval to excuse accounts totaling \$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.

**Items 7A-7C: Approved as recommended**

**AP-SS-RM-LG**

**Item 7D: Pulled for discussion.**

**Staff requested approval to amend Budget Adjustment NVW 003 increasing the Transfer Station and Disposal Operation amounts each by \$400,000 respectively due to additional unanticipated tonnage increases.**

**Discussion held and request to amend was approved:**

**LG-RM-SS-AP**

**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. Approve 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

**Item 8A: Approved as requested**

**AP-SS-LG-RM**

**Item 8B: Approved as requested**

**AP-LG-SS-RM**

**9. FACILITIES BUSINESS ITEMS**

**A. EXECUTIVE DIRECTOR'S REPORT**

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

**No Action Taken - Report only**

**10. OTHER BUSINESS ITEMS**

**A. REPORTS FROM JURISDICTIONS**

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

- i. Vallejo: - No Report
- ii. Napa City: - Chris Shoop reported for the City
- iii. Napa County: - No Report
- iv. American Canyon: - Member Garcia reported for the City

**No Action Taken – Reports Only**

**B. FUTURE AGENDA ITEMS**

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

**None**

**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

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.

**Closed Session held with no reportable action.**

**12. ADJOURNMENT**

The Meeting adjourned at 9:44 A.M. with the notation that the next meeting of the Authority Board will be held Thursday, July 13, 2017 at 9:00 a.m.

ATTEST: \_\_\_\_\_  
Martha Burdick, NVWMA Secretary

KEY

Vote: RM=Robert McConnell, LG = Leon Garcia, AP = Alfredo Pedroza, SS = Scott Sedgley  
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