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# AGENCY RESOLUTION #\_\_\_\_\_

**A RESOLUTION OF THE BOARD OF DIRECTORS OF THE**

**UPPER VALLEY WASTE MANAGEMENT AGENCY**

**WITHDRAWING ITS NOTICE OF BREACH OF CONTRACT**

**ISSUED TO CLOVER FLAT LANDFILL, INC. ON APRIL 9, 2019**

**WHEREAS,** on September 25, 1995, the Upper Valley Waste Management Agency ("Agency") entered into Agreement #95-06 (“Contract”) with Clover Flat Landfill, Inc. (“CFL”) for disposal at the Clover Flat Landfill (“Landfill”) of all garbage and rubbish collected within the Agency’s Service Area, which Contract was amended on multiple occasions; and

**WHEREAS,** on or about April 5, 2019, the Agency Board found CFL to be in breach of the Contract due to notices of violations and/or orders issued by regulatory agencies, including the Local Enforcement Agency (“LEA”) and Napa County Fire Department (“Napa Fire”), due to regulatory violations and unacceptable conditions at the Landfill; and

**WHEREAS,** based on the Board’s finding, the Agency Manager on April 9, 2019, issued a Notice of Breach of Contract to CFL, describing in detail the actions and omissions of CFL that constituted breaches of the Contract, but giving CFL six months in which to cure the breaches; and

**WHEREAS,** the Agency has received reports and information from the LEA and Napa Fire that demonstrate that CFL has completed the overwhelming majority of all required steps necessary to come into compliance with the regulatory requirements that were the basis for the earlier notices of violation; and

**WHEREAS,** the Agency has found that CFL has substantially cured the breaches of Contract declared by the Agency, and neither the LEA nor Napa Fire has expressed any objection to the Agency’s proposed withdrawal of the April 2019 declaration of CFL’s breaches of Contract.

**NOW, THEREFORE, BE IT RESOLVED** that the Board of Directors of the Upper Valley Waste Management Agency hereby withdraws the April 9, 2019 Notice of Breach of

Contract. This action is taken without waiving the Agency’s right to issue a new notice of breach if justified.

The foregoing resolution was duly adopted at a special meeting of the Board of Directors of the Upper Valley Waste Management Agency in the County of Napa, State of California, held on the 29th day of October 2019, by the following vote:

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| AYES: |  |
| NOES: |  |
| ABSTAIN: |  |
| ABSENT: |  |

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| By |  |
|  | Margie Mohler, Chair, Upper Valley Waste Management Agency |

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| By: |  | By: | *Jeffrey M. Richard* (e-signature) |
|  | ATTEST: Steve Lederer, Manager of the Upper Valley Waste Management Agency |  | APPROVED AS TO FORM:  Jeffrey M. Richard, Chief Deputy County Counsel, as Agency Counsel |

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