



**MINUTES OF THE APRIL 20, 2020
REGULAR MEETING OF THE BOARD OF DIRECTORS**

1. CALL TO ORDER

The Upper Valley Waste Management Agency met in regular session on Monday, April 20, 2020 at 1:30 p.m. via Zoom Teleconferencing Only. Chair Mohler called the meeting to order at 1:31 p.m.

Chair Mohler introduced new Legal Counsel Gary Bell with Colantuano Highsmith Whatley, PC

2. ROLL CALL

The following members were present: Chair Mohler, Vice Chair Pedroza, Member Koberstein, Alternate Member Kraus, Alternate Member Wagenknecht.

3. PLEDGE OF ALLEGIANCE

New Legal Counsel Gary Bell with Colantuano Highsmith Whatley, PC led the 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.

None

5. CONSENT CALENDAR ITEMS

A. Approval of Minutes

Staff requested approval of the December 16, 2019 regular meeting minutes, the February 10, 2020 regular meeting minutes and the April 8, 2020 special meeting minutes.

Approved Consent Calendar item 5A: (roll call vote) AP, MK, MM, GK, BW

6. ADMINISTRATIVE ITEMS

A. California Integrated Waste Management Act

No action taken. Amanda Griffis summarized staff report and highlighted some sections on the agenda report.

B. UVDS/CFL Contract Revisions: Status of Company Operations During COVID 19 Emergency; Potential Modified Rate Process for the Coming Year

1. Company mentioned loss of revenue due to this pandemic. Discussion from the board followed. Chair Mohler would like to know who, if anyone from Yountville (due to having mandatory service), has stopped service so they can follow-up. Chair Mohler emphasized this is a critical infrastructure and would like Company and Board to discuss in the future and consider mandatory service for commercial businesses with a minimum range.

2. Agency Manager Steve Lederer asked if there is anything that is doable and urgent enough to do before July 1st, separate from the rate setting process. Previous County staff (Karen Dotson) who worked on the rate process is no longer with the County. Board will need to consider new staff working with Agency Manager or hire an outside firm to do the rates for this year. Alternatively, Board can consider CPI level adjustment without going through the full rate process. There are pluses and minuses to both sides.

Member Pedroza motions: In support of hiring an outside firm to review this year's rate package and then to come back for separate vote as to whether that firm will also help with the contract negotiations. . No other changes to the current rate model as per the current contract.

Gary Kraus seconds the motion.

Approved Administrative item 6B-2: (Roll call vote:) MM (yes), GK (yes), MK (yes), AP (yes), BW (yes)

3. The Ad Hoc committee (Chair Mohler and Member Koberstein) met with UVDS/Clover Flat subcommittee (Christy Abreu & Bryce Howard) and Agency Manager. Chair Mohler suggests we determine if both sides are currently in agreement about moving forward and put together a term sheet and submit that to the Company. This will allow for more time to negotiate the major and some minor terms of the contract. Chair also asks board attorney with the current franchise agreement in place, what latitude do we have or not have to stay with what our current contracts or can we consider making a change without a change to the contract?

Company's Bryce Howard is happy there has been progress and an understanding. Company can certainly get a term sheet together but feels until the rate process is clear he does not see how discussions can continue. Also mentioned the change in the actual term of the agreement was a surprise to the Company.

Chair Mohler states that her goal is that on May 18 the major points of the contract be complete by both Company and the JPA.

C. PUBLIC HEARING: Fifth Amendment to Clover Flat Landfill (CFL) Franchise Agreement

Manager Steve Lederer summarized agenda item.

Member Koberstein motioned to approve the Fifth Amendment , as originally drafted by the agency attorney and the changes requested by the Company with respect to the change in law definition and to section 1812, the mishandling of waste be noted.

Chair Mohler clarifies: Approval is only for the acceptance of the change in law

Member Koberstein restates: Does the change in law handle 1812 by having it be noticed to the Agency Manager, as opposed to going and getting the approval?

Agency Manager Steve also adds: If company agrees with Mr. Bell's recommendation and with this modification by the board, the Board approves the Fifth Amendment.

Approved Admin item 6C: Motion and second as clarified above: (roll call vote) MK (yes), AP (yes), MM (yes), GK (yes), BW (yes)

7. FRANCHISES' BUSINESS ITEMS

A. Franchises' Status

Company's Christy Abreu reported as noted in the agenda item.

Chair Mohler asked Agency Manager Steve to return to the Board in June to clarify if the new Angwin area will be a new customer under the JPA or not, and if not why.

B. Waste Management Companies' Issues

Company mentioned loss of revenue due to this pandemic. Discussion from the board followed. Chair Mohler would like to know whom, if anyone from Yountville (due to having mandatory service), has stopped service so they can follow-up. Critical infrastructure that in the future Company and Board can consider mandatory service for commercial businesses with a minimum range.

8. OTHER BUSINESS ITEMS

A. Manager's Report

Agency Manager Steve summarized staff report. The Franchisee has taken a big hit with the virus situation and the Agency was able to write a letter to the Governor to keep the industry in mind in terms of possibilities of support. This letter was signed by the chair and is included in this packet.

B. Reports from Jurisdictions

- i. Napa County: City of Napa is proposing a significant increase in the cost of bringing recyclable material into their materials recovery facility/MDF. In the past, they have paid people to bring them recycled materials and they could turn around and sell those recycled materials. The market is flipped upside down today and now they're going to charge a gate fee to take in recyclables. This

is going to end up impacting the City of Napa. It is going to impact the unincorporated county's, Zone 1 area, which is the area south of Yountville and it will also impact UVDS taking recyclables to Napa as well.

- ii. Calistoga: None
- iii. St. Helena: None
- iv. Yountville: None

C. Future Agenda Items

Chair Mohler would like to hear a resolution on Angwin joining the JPA. Also hopes to have an update on contract negotiations with the company.

Agency Manager suggests pencil in May 18, 2020 as the next Board date and may need it or not.

9. ADJOURNMENT

Meeting was adjourned at 3:23pm. The next regularly scheduled meeting of the Agency Board of Directors is scheduled for Monday, June 29, 2020 at 1:30 p.m., via Zoom Teleconferencing Only.

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

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

KEY

Vote: AP = Alfredo Pedroza; CC = Chris Canning; DD = Diane Dillon; MK = Mary Koberstein; MM = Margie Mohler
 BW = Brad Wagenknecht; GE = Geoff Ellsworth; GK = Gary Kraus; KD = Kerri Dorman
 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