

RESOLUTION NO. 04-05

**RESOLUTION OF THE BOARD OF DIRECTORS OF THE UPPER
VALLEY WASTE MANAGEMENT AGENCY ADOPTING AN AMENDED
CONFLICT OF INTEREST CODE**

WHEREAS, in 1993, the Napa County Board of Supervisors, acting as the code reviewing body, approved the adoption of a Conflict of Interest Code required by the Political Reform Act of 1974 (Government code sections 81000 et seq., hereinafter referred to as "Act") for the Upper Valley Waste Management Agency ("Agency"), a joint powers agency organized under the laws of the State of California pursuant to Government Code sections 6500 et seq.; and

WHEREAS, the adopted Conflict of Interest Code in its Exhibit "B" listed certain employees, Board Members and alternates, and Napa County employees performing certain ex officio discretionary duties for the Agency, as the designated positions required to file Statements of Economic Interest and in its Exhibit "C" defined the applicable disclosure categories; and

WHEREAS, it is now desirable to amend the Agency's Conflict of Interest Code to conform to recent changes made in the model conflict of interest code ("model code") promulgated by the Fair Political Practices Commission ("FPPC") which is adopted by reference into the Agency's Conflict of Interest Code and to reflect the current operations of the Agency in providing economical coordination of regional waste management services to its members; and

WHEREAS, the adoption of the proposed amended Conflict of Interest Code is authorized and being carried out under the provisions of Government Code sections 87300 through 87302; and

WHEREAS, a copy of the adopted 1993 Conflict of Interest Code, is attached hereto as Exhibit "C". The primary changes are to incorporate the current provisions of Section 18730 of Title 2 of the California Code of Regulations, as such may be amended from time to time by the FPPC, and provide uniformity in the disclosure requirements of all designated employees of the Agency.

NOW, THEREFORE, BE IT RESOLVED by the Board of Directors of the Agency as follows:

1. The Board hereby adopts the amended Conflict of Interest Code as set forth herein at its regularly scheduled meeting on December 13, 2004.

2. The Agency Secretary is directed to serve on the Napa County Board of Supervisors, all affected Agency Board members and alternates, officers, employees and consultants of the Agency the proposed amended Conflict of Interest Code contained herein.

3. That the amended Conflict of Interest Code shall read in full as follows:

**CONFLICT OF INTEREST CODE OF THE UPPER VALLEY
WASTE MANAGEMENT AGENCY**
(Amended December 2004)

1. Incorporation of Standard Terms. The terms of the model code set forth in Section 18730 of Title 2 of the California Code of Regulations, as such may be amended from time to time by the FPPC, are adopted and incorporated by reference as if set forth fully herein.
2. List of Designated Employees. For purposes of the requirements of the Act and the provisions of the model code, the Designated Employees of the Agency shall be the persons holding those offices and/or positions set forth in the amended Appendix "A", attached hereto and incorporated by reference herein.
3. List of Disclosure Categories. For purposes of the requirements of the Act and the provisions of the model code, the disclosure categories for the Designated Employees of the Agency shall be those categories set forth in the amended Appendix "B", attached hereto and incorporated by reference herein.
4. Documents Comprising Conflict of Interest Code. For purposes of the Act, the provisions of this Resolution, the model code, and Appendices "A" and "B" shall together constitute the Conflict of Interest Code of the Agency on and after the date of confirmation of the amendments by the Napa County Board of Supervisors.
5. Effective Date of Amended Code. The effective date of the Conflict of Interest Code as amended shall be the date of confirmation by the Napa County Board of Supervisors acting as code reviewing body for the Agency.
6. Documents to be filed with the Board of Supervisors. The Agency Secretary is hereby directed to file three certified copies of the amended Conflict of Interest Code approved by the Agency Board with the Napa County Board of Supervisors, the code reviewing body for the Agency, along with a brief description of the duties and terms of all consultants working for the Agency who have been determined by the Agency's Manager as of the effective date of the Conflict of Interest Code to be exempt from the Designated Employee "contract consultant" category, and the reasons for such exemption. The Agency's Manager shall prepare and the Agency Secretary shall send to the Elections Division of the Napa County Clerk-Recorder's Office (or its successor in interest) an updated list whenever such exempt positions are added, dropped, or a change in the nature of the contracted duties makes them subject to broad or limited disclosure as Designated Employees.
7. Time of Filing Statements of Economic Interests. All persons who are required, either by this Conflict of Interest Code or by virtue of their listing in Government Code section 87200 as public officials who manage public investments, to file Statements of Economic Interests ("Statements") shall file their initial Statements with the Agency Secretary within ten days after the original effective date of this Conflict of Interest Code, unless such Statements are already on file. When taking office after that time, such persons shall file assuming office Statements within 10

days after first assuming such positions if they fall under Government Code section 87200 as public officials who manage public investments and within 30 days if considered to be Designated Employees by this Conflict of Interest Code; except, if they are re-elected or re-appointed without a break in service such persons need not file an assuming office Statement at the time of such re-election or re-appointment. Every such person shall thereafter file an annual Statement by April 1 of each year, covering reportable interests for the twelve-month period ending on the preceding December 31. Every such person who leaves office shall file, within 30 days of leaving office, a Statement disclosing reportable interests held or received at any time during the period between the closing date of the last Statement required to be filed and the date of leaving office.

8. Place of Filing. Designated Employees and those public officials of the Agency who are required to file Statements in consequence of Government Code section 87200 shall file the required Statements with the Agency Secretary who shall retain copies of the original Statements and forward the original Statements to the Elections Division of the Napa County Clerk-Recorder (or its successor in interest). The address of the Agency Secretary is 1195 Third Street, Suite 101, Napa, CA 94559-1346.

9. Public Inspection of Conflict of Interest Code and Statements. Commencing on the effective date of this Conflict of Interest Code, a copy of the Conflict of Interest Code shall be maintained in the office of the Agency Secretary who shall make the copy and the copies of all Statements on file with the Agency Secretary available for public inspection and copying during regular business hours. No conditions whatsoever shall be imposed upon persons desiring to inspect the copy of the Conflict of Interest Code, nor shall any information or identification be required from such persons. Copies shall be provided in accordance with and subject to charges imposed generally by the Public Records Act (Government Code sections 6250 et seq.) and applicable Agency fees resolutions for public records of the Agency.

10. Annual Review Statement.

(a) No later than October 1 of each even-numbered year, the Agency shall submit to the Napa County Board of Supervisors, as code reviewing body for the Agency, a written statement signed by the Agency's Manager, that either:

(1) The Agency has reviewed the Conflict of Interest Code, that the Conflict of Interest Code designates accurately all positions which make or participate in the making of governmental decisions for the Agency, that the disclosure assigned those positions accurately require the disclosure of all investments, business positions, interests in real property, and sources of income which may foreseeably be affected materially by the decisions made by those designated positions, and that the amended Conflict of Interest Code contains the provisions required by Government Code section 87302; or

(2) The Agency has reviewed the Conflict of Interest Code and has determined that amendment is necessary to designate all positions which make or participate in the making of governmental decisions for the Agency, or to update the disclosure categories assigned to require the disclosure of all investments, business positions, interests in real property and sources of income which may be affected materially by the designated positions, or to include other provisions required by Government Code section 87302. If the statement contains this report, the Agency shall submit the amendment to the Napa County Board of Supervisors within 90 days of the report.

(b) Changed circumstances which require amendment of the Conflict of Interest Code shall include, but not be limited to:

(1) The creation of positions which involve the making or participation in the making of decisions which may foreseeably have a material effect on any financial interest;

(2) The reclassification, renaming, or deletion of previously-designated positions;

(3) The addition, deletion, or modification of statutorily-required provisions of this Conflict of Interest Code; or

(4) The addition, deletion, or modification of the specific types of investments, business positions, interests in real property, and sources of income which are reportable unless such changes have been automatically incorporated into this Conflict of Interest Code as the result of inclusion of the changes into the model code by the Fair Political Practices Commission.

APPENDIX "A"

LIST OF DESIGNATED EMPLOYEES

Because of the nature of the powers and duties conferred on the Upper Valley Waste Management Agency by Member Jurisdictions pursuant to the Joint Powers Formation Agreement, the authority granted by the Joint Exercise of Powers Act, the policies adopted by the Board of Directors of the Agency, and the terms of support services and consultant agreements approved by the Board of Directors, the following positions within the Agency may involve the making or participation in the making of decisions of the Agency which may foreseeably have a material effect on financial interests of the holders of the positions. Most of the positions listed are of long-term duration, although some are limited-term positions, but all are listed because their scope of authority or work involves either making final decisions for the Agency which have financial consequences or developing and/or exercising such a level of expertise and ongoing relationship with those who make such decisions that the decision-makers can reasonably be expected to routinely trust and rely upon their advice.

For purposes of filing Statements of Economic Interests as required by this Conflict of Interest Code, the "Designated Employees" of the Agency shall be those persons who actually occupy or carry out the functions of the following positions, whether as elected or appointed officers, compensated employees, or contracted consultants:

DESIGNATED EMPLOYEE POSITIONS

Members and Alternate Members of the Board of Directors

Manager

Members of the Technical Advisory Committee

Agency Legal Counsel (Napa County Counsel, serving ex-officio, including any deputy county counsel when assigned to advise and/or represent the Agency)

Agency Auditor-Controller (Napa County Auditor-Controller, serving ex-officio)

Contract Consultants for the Agency. Contract consultants shall be included in the list of Designated Employees and shall disclose their material financial interests in regard to all of the adopted disclosure categories, subject to the following limitation:

The Manager may determine in writing that a particular contract consultant, although a “designated position”, is hired to perform a range of duties that is limited in scope and thus is not required to comply or fully comply with all of the disclosure requirements described in Appendix “B”. This written determination shall include a description of the contract consultant’s duties and, based upon that description, a statement of the extent of disclosure requirements. This determination is a public record and shall be retained for public inspection and be available for inspection and copying in the same location and manner as the Agency’s copy of the Conflict of Interest Code.

PUBLIC OFFICIALS OF THE AGENCY WHO MANAGE PUBLIC INVESTMENTS

It has been determined that the Agency Treasurer (the Napa County Treasurer-Tax Collector serving ex-officio) manages public investments and therefore shall file a Statement of Economic Interests pursuant to Government Code section 87200.

APPENDIX "B"

DISCLOSURE CATEGORIES

Rationale. The decisions which the Designated Employees may make or participate in making for the Agency may involve exercising or directly influencing the exercise of any of the powers conferred on the Agency by the Member Jurisdictions pursuant to Joint Powers Formation Agreement and the Joint Exercise of Powers Act pertaining to providing economical coordination of regional waste management services to its members, including increases and decreases in rates for franchisees.

Except where otherwise determined for specified contract consultants pursuant to Appendix "A", the decisions by the Designated Employees in the routine course of their work for the Agency may have the potential to impact at a level commonly recognized as "material" by the Political Reform Act of 1974, as amended, and the regulations adopted by the Fair Political Practices Commission ("FPPC") to implement that Act, any or all of those types of financial interests listed in all of the Disclosure Schedules of the Statement of Economic Interests Form approved by the FPPC.

For this reason, all of the Designated Employees under this Conflict of Interest Code, other than specified contract consultants whose disclosure responsibilities are determined in writing on a case-by-case basis as described in Appendix "A", shall comply with the broadest possible Disclosure Category applicable under the then-current Statement Form and Schedules, disclosing all sources of income, interests in real property, and investments and business positions in business entities.

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THE FOREGOING RESOLUTION WAS DULY AND REGULARLY ADOPTED by the Board of Directors of the Upper Valley Waste Management Agency, at a regular meeting of the Board held on the 13th day of December, 2004, by the following vote, with the number following the name of each voting Director indicating the number of votes cast by that Director:

AYES: DIRECTORS

Wagenknecht, Dutton, Luce, Slusser

NOES: DIRECTORS

ABSENT: DIRECTORS

Potter

Attest:

Jill Ball
Secretary

Approved as to form:

Robert Paul
Agency Counsel