



**NAPA-VALLEJO WASTE
MANAGEMENT AUTHORITY**

**MINUTES OF THE THURSDAY SEPTEMBER 21, 2017
9:00 A.M. SPECIAL MEETING OF THE BOARD OF DIRECTORS**

1. CALL TO ORDER

The Napa-Vallejo Waste Management Authority met Thursday, August 21, 2017 at the City of American Canyon City Hall. - Chair McConnell called the meeting to order at 9:00 a.m.

2. ROLL CALL

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

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 August 3, 2017 Regular Meeting.

Item 6A: Receiving no request(s) for changes, Chair McConnell approved the August 3, 2017 Minutes as submitted.

7. CONSENT CALENDAR – NO ITEMS

8. ADMINISTRATIVE ITEMS

A. AMEND PURCHASE AND SALE AGREEMENT 2018-03

REQUESTED ACTION: The Executive Director of the Authority requests approval of, and authorization for the Executive Director to execute, an amendment to Purchase and Sale Agreement 2018-03 ("Agreement") with NAPA AIRPORT CORPORATE CENTER I, LLC, ("Seller"), regarding purchase a 15.5 acre parcel identified as a portion of Napa County Assessor's Parcel No. 057-090-079, located in the City of American Canyon that is adjacent to the Devlin Road Transfer Station ("DRTS"), with the amendment to include terms and provisions covering one or more of the following issues:

- Extend the period of time for the Authority to review a preliminary title report on the Property and to give notice of exceptions that the Authority disapproves up to and including September 29, 2017;
- Extend the Authority's due diligence investigation period to October 6, 2017;
- Clarify the right of either the Seller or the Authority to opt to cancel escrow, and for the Authority to recover its escrow deposit in that event, if the City of American Canyon's processing of a lot line adjustment (which is a condition to close of escrow) is delayed past the currently scheduled close of escrow date, or if the City disapproves the lot line adjustment; and
- Reduce the purchase price to be paid by the Authority from \$5.9 million to \$5,638,640.00 to reflect the actual,

correct size of the Property being acquired in fee by the Authority of 15.5 acres, rather than the previously specified 17 acres, which erroneously included an area occupied by a portion of Devlin Road.

At the request of Authority Counsel, Item 8A was amended to read:

Staff would recommend and request the Board Chair to entertain a motion as follows:

For the Board to give the Executive Director the authority to execute an amendment to Purchase and Sale Agreement 2018-03 to do the following, and to agree to any minor reasonable revisions that are necessary to achieve the following:

1. Extend the period of time for the Authority to review a preliminary title report on the Property and to give notice of exceptions that the Authority disapproves up to and including September 29, 2017;
2. Extend the Authority's due diligence investigation period to October 6, 2017, but to specify the escrow closing date as October 28, 2017;
3. Clarify the right of either the Seller or the Authority to opt to cancel escrow, and for the Authority to recover its escrow deposit in that event, if the City of American Canyon's processing of a lot line adjustment (which is a condition to close of escrow) is delayed past the currently scheduled close of escrow date, or if the City disapproves the lot line adjustment; and
4. Reduce the purchase price to be paid by the Authority from \$5.9 million to \$5,638,640 to reflect the actual, correct size of the Property being acquired in fee by the Authority of 15.5 acres.

Item 8A: Approved as amended

LG-AP-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 Schup reported for the City
- iii. Napa County: - No Report
- iv. American Canyon: - Leon 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, NVWMA

Parties with Whom to Negotiate: NAPA AIRPORT CORPORATE CENTER I, LLC, a Delaware limited liability company

Closed session topics: Price and terms of payment for proposed acquisition

Item 11A Adjourned at 9:03 AM

Reconvened at 9:21 AM

No Reportable Action

B. CLOSED SESSION

Conference with Legal Counsel – Anticipated Litigation

Significant exposure to litigation pursuant to paragraph (2) of subdivision (d) of Government Code Section 54956.9: one case

Item 11B: Adjourned at 9:29 AM

Reconvened at 9:39

No Reportable Action

12. ADJOURNMENT

The Meeting adjourned at 9:41 A.M. with the notation that the next meeting of the Authority Board may be held Thursday, September 28, 2017 at a time to be determined.

ATTEST: _____

Martha Burdick, NVWMA Secretary

KEY

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