

July 20, 2016
NVTA-TA Agenda Item 6.2

Continued From: New
Action Requested: APPROVE



NAPA VALLEY TRANSPORTATION AUTHORITY-TAX Agency Board Agenda Letter

TO: NVTA-TA Board of Directors
FROM: Kate Miller, Executive Director
REPORT BY: Karrie Sanderlin, Program Manager – Administration & Human Resources
(707) 259-8633 / Email: ksanderlin@nvta.ca.gov
SUBJECT: Resolution No. 16-02-TA Amending the Bylaws of the Napa Valley Transportation Authority-Tax Agency (NVTA-TA)

RECOMMENDATION

That the Napa Valley Transportation Authority-Tax Agency (NVTA-TA) Board approve Resolution No. 16-02-TA (Attachment 1) amending the bylaws of the Napa Valley Transportation Authority-Tax Agency.

COMMITTEE RECOMMENDATION

None

EXECUTIVE SUMMARY

With the approval of Resolution No. 16-01 (Attachment 2) authorizing the name change of the authority to the Napa Valley Transportation Authority-Tax Agency, it is now necessary to amend the Bylaws of the authority to reflect the new name.

PROCEDURAL REQUIREMENTS

1. Staff Report
2. Public Comments
3. Motion, Second, Discussion and Vote

FISCAL IMPACT

Is there a Fiscal Impact? No

CEQA REQUIREMENTS

ENVIRONMENTAL DETERMINATION: The proposed action is not a project as defined by 14 California Code of Regulations 15378 (California Environmental Quality Act (CEQA) Guidelines) and therefore CEQA is not applicable.

BACKGROUND AND DISCUSSION

The proposed bylaw changes (Attachment 1) include:

- 1) The change to the Agency name – “Napa Valley Transportation Authority-Tax Agency”
- 2) Minor administrative updates (address).

SUPPORTING DOCUMENTS

Attachments: (1) Resolution No. 16-02-TA
(2) Resolution No. 16-02-TA (Tracked Version)
(3) Resolution No. 16-01

RESOLUTION NO. 16-02-TA

**RESOLUTION OF THE
NAPA VALLEY TRANSPORTATION AUTHORITY-TAX AGENCY (NVTA-TA)
AMENDING THE BYLAWS OF THE
NAPA VALLEY TRANSPORTATION AUTHORITY-TAX AGENCY**

WHEREAS, pursuant to Article V, Section 5.1 of bylaws of the Napa Valley Transportation Authority-Tax Agency ("Bylaws") the governing board of the NVTA-TA ("NVTA-TA Board") may from time to time adopt bylaws for the conduct of the affairs of NVTA-TA and the NVTA-TA Board; and

WHEREAS, the NVTA-TA Board now desires to amend the bylaws to bring them into conformance with changes made to NVTA-TA by Resolution No. 16-01 reflecting the new name of the NVTA-TA Board.

NOW, THEREFORE, BE IT RESOLVED by the NVTA-TA Board that the Bylaws of the NVTA-TA shall be those Bylaws set forth in Exhibit "A", attached hereto and incorporated as if set forth herein.

THE FOREGOING RESOLUTION WAS DULY AND REGULARLY INTRODUCED, PASSED AND ADOPTED by the Board of the Napa Valley Transportation Authority-Tax Agency at a regular meeting of the Board held on the 20th day of July, 2016, by the following vote:

AYES: DIRECTORS

NAYS: DIRECTORS

ABSENT: DIRECTORS

Peter White, NVTA-TA Chair

ATTEST:

Karalyn E. Sanderlin, NVTA-TA Board Secretary

APPROVED:

Jeffrey M. Richard (e-signature)

Jeffrey M. Richard, NVTA Legal Counsel

Date: **July 12, 2016**

CERTIFICATE OF SECRETARY

I, the undersigned, certify that I am the presently designated and acting Secretary of the Napa Valley Transportation Authority-Tax Agency, created pursuant to Division 19 of the Public utilities Code and that the above Bylaws are the Bylaws of this Authority and the governing Board thereof as adopted at a meeting of the Board held on July 20, 2016. Executed on July 20, 2016, at Napa, California.

Karalyn E. Sanderlin
Secretary of the NVTA-TA Board

EXHIBIT "A"

**BY-LAWS OF THE
NAPA VALLEY TRANSPORTATION AUTHORITY-TAX AGENCY**

ARTICLE 1 - THE AUTHORITY

Section 1.1. Name. The official name of the authority shall be the "Napa Valley Transportation Authority-Tax Agency" (Authority). The Authority has been created and shall operate pursuant to Division 19 of the Public Utilities Code.

Section 1.2. Authority Board Members. The Authority shall be administered by a governing board (the "Board") whose members shall be elected officials of a local governmental entity within or partly within the County of Napa and who shall consist of the following:

- Two members of the Napa County Board of Supervisors as appointed by that Board, consistent with the Board appointments to the Napa Valley Transportation Authority (NVTa).
- Two members of the City Council of the City of American Canyon as appointed by that council, consistent with the City's appointment to the NVTa.
- Two members of the City Council of the City of Calistoga as appointed by that council, consistent with the City's appointment to the NVTa.
- Two members of the City Council of the City of Napa as appointed by that council, consistent with the City's appointment to the NVTa.
- Two members of the City Council of the City of St. Helena as appointed by that council, consistent with the City's appointment to the NVTa.
- Two members of the Town Council of the Town of Yountville as appointed by that council, consistent with the Town's appointment to the NVTa.

Each appointing local governmental agency may designate an alternate to vote or otherwise officially participate for its member at meetings of the Authority when the member is not present. Each alternate shall be an elected official of the appointing local governmental agency, whose term shall be coterminous with that of the member. The alternate acting for the member shall have all of the rights, privileges and responsibilities of the member.

Section 1.3. Business Office. The business office of the Authority shall be at 625 Burnell Street, Napa, California 94559, or at such other place as may be designated by the Board.

Section 1.4. Compensation. Board members may receive their actual and necessary expenses, including traveling expenses incurred in the discharge of their duties, but only when authorized by the Authority and if there are unencumbered funds available for such purpose.

ARTICLE II – OFFICERS

Section 2.1. Officers. The Officers of the Authority shall be the Chair, Vice-Chair, Executive Director, Treasurer, and Auditor.

Section 2.2. Chair. The Chair shall preside at all meetings of the Authority Board. Except as otherwise authorized by resolution of the Authority Board, the Chair shall sign all contracts and other instruments made by the Authority.

Section 2.3. Vice-Chair. The Vice-Chair shall perform the duties of the Chair in the absence or incapacity of the Chair. In case of the resignation or death of the Chair, the Vice-Chair shall perform such duties as are imposed on the Chair.

Section 2.4. Executive Director. The Executive Director shall be appointed by the Authority Board. The Executive Director shall, subject to the control of the Board, have general supervision, direction and control of the affairs of the Authority.

Section 2.5. Secretary. The Secretary shall be appointed by the Executive Director and keep the records of the Authority and recall all votes, and shall keep a record of the proceedings of the Authority in a journal of proceedings to be kept for such purpose, and shall perform all duties incident to the office.

Section 2.6. Treasurer. The Treasurer shall be the person who is the Treasurer of the County of Napa, or such other person as may be appointed by the Board, and shall perform such duties as may be determined by the Board.

Section 2.7. Auditor. The Auditor shall be the person who is the Auditor of the County of Napa, or such other person as may be appointed by the Board, and shall perform such duties as may be determined by the Board.

Section 2.8. Election of Officers. The Chair and Vice-Chair shall be elected at the first annual meeting of the Authority Board from among the members of the Authority Board and shall hold office for one year or until their successors are elected and qualified.

Section 2.9. Removal of Officers. The Chair, Vice-Chair, Executive Director, Secretary, Treasurer, and Auditor may be removed at any time, with or without cause, by vote of the Board. Any officer may resign at any time by giving written notice to the Board, with such resignation to take effect as of the date the notice is received or at any later time specified in the notice.

Section 2.10. Vacancy in Office of Chair or Vice-Chair. If the offices of Chair or Vice-Chair become vacant during their terms, the Board shall elect a successor from its membership at the next regular meeting, and election shall be for the unexpired term of

the office. If both offices are vacant simultaneously, the Board Secretary shall preside over the meeting for the sole purpose of electing a new Chair and Vice-Chair.

ARTICLE III - EMPLOYEES AND AGENTS

Section 3.1. Appointment of Employees and Agents. The Authority may from time to time employ the services of such personnel, counsel or agents, permanent or temporary, as may be necessary to carry out the business and affairs of the Authority. The Board may in addition employ temporary professional and technical personnel on such terms and at such rates of compensation as the Board may determine, for the performance of Authority's business and affairs, provided that adequate sources of funds are identified for the payment of such temporary professional and technical services.

ARTICLE IV – MEETINGS

Section 4.1. Regular Meetings. Regular meetings of the Authority shall be conducted at 625 Burnell Street, Napa, California 94559, or at such other place as the Chair may designate in an emergency, on dates and at a time as may be established by the Board of the Authority. If at any time any regular meeting falls on a legal holiday, such regular meeting shall be held on the Thursday immediately following the legal holiday at the same time and place. At least 72 hours before a regular meeting, an agenda containing a brief general description of each item of business to be transacted or discussed shall be posted at a location freely accessible to members of the public. The agenda shall specify the time and location of the regular meeting. No action shall be taken on any item not appearing on the posted agenda except as permitted by law.

Section 4.2. Special Meetings. A special meeting may be called at any time by the Chair or upon the request of two of the members of the Board by delivering written notice to each member and to each person or entity entitled by law to receive such notices. Notices to the Board shall be sufficient if delivered to the Secretary. The notice shall specify the time and place of the special meeting and the business to be transacted and shall be posted at least 24 hours prior to the special meeting in a location that is freely accessible to members of the public. No other business shall be considered at such meetings by the Board.

Section 4.3. Closed Sessions. Nothing contained in these bylaws shall be construed to prevent the Board from holding closed sessions during a regular or special meeting concerning any matter permitted by law to be considered in a closed session.

Section 4.4. Public Hearings. All public hearings held by the Board shall be held during regular or special meetings of the Board.

Section 4.5. Adjourning Meetings and Continuing Public Hearings to Other Times or Places. The Chair, or Board by majority vote, may adjourn any meeting. Less than a

quorum may so adjourn from time to time. If all Board members are absent from any regular meeting or adjourned regular meeting the Executive Director of the Authority may declare the meeting adjourned to a stated time and place and shall cause a written notice of the adjournment to be given in the same manner as provided for special meetings unless such notice is waived as provided for special meetings. A copy of the order or notice of adjournment shall be conspicuously posted on or near the door of the place where the meeting was held within 24 hours after the time of the adjournment. When an order of adjournment of any meeting fails to state the hour at which the adjourned meeting is to be held, it shall be held at the hour specified for regular meetings.

Any public hearing being held, or any hearing noticed or ordered to be held at any meeting, may by order or notice of continuance be continued or re-continued to any subsequent meeting in the same manner and to the same extent set forth herein for the adjournment of the meetings; provided, that if the hearing is continued to a time less than 24 hours after the time specified in the order or notice of hearing a copy of the order or notice of continuance shall be posted immediately following the meeting at which the order or declaration of continuance was adopted or made.

Section 4.5. Cancellation of Regular Meetings of Authority. Notwithstanding any other provision contained in these by-laws, any regular meeting of the Authority may be cancelled by a majority vote of the Board, or at any time by the Chair of the Authority, or in the absence of the Chair by the Vice-Chair, or by the Secretary of the Authority; provided, however, the Secretary is authorized to cancel a regular meeting only if there is a lack of business to conduct at said regular meeting. The fact that minutes of a previous meeting could be scheduled for approval at the regular meeting, if that is the only item of business, shall not be considered sufficient business to require the holding of a regular meeting. If a regular meeting is cancelled by the Secretary due to a lack of business the Secretary shall post a notice of the cancellation of the meeting in the manner set forth in Section 4.1 of these by-laws and shall notify each Director of the cancellation.

Section 4.6. Meetings to be Open and Public. All meetings of the Board to take action or to deliberate concerning Authority business and its conduct shall be open and public. All persons shall be permitted to attend any such meetings except as otherwise provided or permitted by law and Section 4.3 of these bylaws.

Section 4.7. Quorum. A majority of the members of the Board shall constitute a quorum for the purpose of conducting its business, except that less than a quorum may adjourn from time to time until a quorum is obtained. All official acts of the Authority shall require the affirmative vote of a majority of the members of the Authority, unless a different requirement is imposed by any Authority Ordinance.

Section 4.8. Roll call vote. A roll call vote may be required in voting upon any motion before the Board, in the discretion of the Chair. Any voting member present and not barred from voting by a declared conflict of interest who does not vote in an audible voice or other method simultaneously perceptible to the other members shall be recorded as voting "aye". Abstentions shall be allowed only when a voting member has a declared conflict of interest.

Section 4.9. Tie-votes. In the case of a tie-vote or other deadlock, the item of business shall automatically be placed on the next agenda for reconsideration vote. No motion shall be required to take such action. If all the voting members who have not voted on the matter have not participated due to a conflict of interest and will, for that reason, be unable to vote even if the matter is continued to the next agenda, then the tie vote or deadlock shall constitute a final action of denial of the motion and the matter shall not be continued to the next agenda for reconsideration and vote.

Section 4.10. Parliamentary Procedure. The rules of parliamentary procedure set forth in the Sturgis' Standard Code of Parliamentary Procedure, 4th Edition, shall govern all meetings of the Authority, except as otherwise herein provided.

ARTICLE V – AMENDMENTS

Section 5.1. Amendments to By-Laws. These by-laws may be amended by the Board at any regular or special meeting by majority vote of the members of the Authority, provided that a description of the proposed amendment to any particular section is included in the notice of such meeting.

RESOLUTION NO. 16-02-TA

**RESOLUTION OF THE
NAPA VALLEY TRANSPORTATION AUTHORITY-TAX AGENCY (NVTA-TA)
AMENDING THE BYLAWS OF THE
NAPA VALLEY TRANSPORTATION AUTHORITY-TAX AGENCY**

WHEREAS, pursuant to Article V, Section 5.1 of bylaws of the Napa Valley Transportation Authority-Tax Agency ("Bylaws") the governing board of the NVTA-TA ("NVTA-TA Board") may from time to time adopt bylaws for the conduct of the affairs of NVTA-TA and the NVTA-TA Board; and

WHEREAS, the NVTA-TA Board now desires to amend the by-laws to bring them into conformance with changes made to NVTA-TA by Resolution No. 16-01 reflecting the new name of the NVTA-TA Board.

NOW, THEREFORE, BE IT RESOLVED by the NVTA-TA Board that the Bylaws of the NVTA-TA shall be those Bylaws set forth in Exhibit "A", attached hereto and incorporated as if set forth herein.

THE FOREGOING RESOLUTION WAS DULY AND REGULARLY INTRODUCED, PASSED AND ADOPTED by the Board of the Napa Valley Transportation Authority-Tax Agency at a regular meeting of the Board held on the 20th day of July, 2016, by the following vote:-

AYES: DIRECTORS

NOES: DIRECTORS

ABSENT: DIRECTORS

Peter White, NVTA-TA Chair

ATTEST:

Karalyn E. Sanderlin, NVTA-TA Board Secretary

APPROVED:

Jeffrey M. Richard, NVTA Legal Counsel Date: July 12, 2016

Ayes:

Peter White, NVTA-TA Chair

Nays:

Absent:

ATTEST:

Karalyn E. Sanderlin, NVTA-TA Board Secretary

APPROVED:

Jeffrey M. Richard, NVTA-TA Legal Counsel _____ Date

CERTIFICATE OF SECRETARY

I, the undersigned, certify that I am the presently designated and acting Secretary of the Napa Valley Transportation Authority-Tax Agency, created pursuant to Division 19 of the Public utilities Code and that the above Bylaws are the Bylaws of this Authority and the governing Board thereof as adopted at a meeting of the Board held on July 20, 2016. Executed on July 20, 2016, at Napa, California.

Karalyn E. Sanderlin
Secretary of the NVTA-TA Board

EXHIBIT "A"

**BY-LAWS OF THE
NAPA VALLEY TRANSPORTATION AUTHORITY-TAX AGENCY**

ARTICLE 1 - THE AUTHORITY

Section 1.1. Name. The official name of the authority shall be the "Napa Valley Transportation Authority-Tax Agency" (Authority). The Authority has been created and shall operate pursuant to Division 19 of the Public Utilities Code.

Section 1.2. Authority Board Members. The Authority shall be administered by a governing board (the "Board") whose members shall be elected officials of a local governmental entity within or partly within the County of Napa and who shall consist of the following:

- Two members of the Napa County Board of Supervisors as appointed by that Board, consistent with the Board appointments to the Napa Valley Transportation Authority (NVTa).
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- Two members of the City Council of the City of Calistoga as appointed by that council, consistent with the City's appointment to the NVTa.
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Each appointing local governmental agency may designate an alternate to vote or otherwise officially participate for its member at meetings of the Authority when the member is not present. Each alternate shall be an elected official of the appointing local governmental agency, whose term shall be coterminous with that of the member. The alternate acting for the member shall have all of the rights, privileges and responsibilities of the member.

Section 1.3. Business Office. The business office of the Authority shall be at 625 Burnell Street, Napa, California 94559, or at such other place as may be designated by the Board.

Section 1.4. Compensation. Board members may receive their actual and necessary expenses, including traveling expenses incurred in the discharge of their duties, but only when authorized by the Authority and if there are unencumbered funds available for such purpose.

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Section 2.5. Secretary. The Secretary shall be appointed by the Executive Director and keep the records of the Authority and recall all votes, and shall keep a record of the proceedings of the Authority in a journal of proceedings to be kept for such purpose, and shall perform all duties incident to the office.

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Section 2.8. Election of Officers. The Chair and Vice-Chair shall be elected at the first annual meeting of the Authority Board from among the members of the Authority Board and shall hold office for one year or until their successors are elected and qualified.

Section 2.9. Removal of Officers. The Chair, Vice-Chair, Executive Director, Secretary, Treasurer, and Auditor may be removed at any time, with or without cause, by vote of the Board. Any officer may resign at any time by giving written notice to the Board, with such resignation to take effect as of the date the notice is received or at any later time specified in the notice.

Section 2.10. Vacancy in Office of Chair or Vice-Chair. If the offices of Chair or Vice-Chair become vacant during their terms, the Board shall elect a successor from its

membership at the next regular meeting, and election shall be for the unexpired term of the office. If both offices are vacant simultaneously, the Board Secretary shall preside over the meeting for the sole purpose of electing a new Chair and Vice-Chair.

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ARTICLE IV – MEETINGS

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Section 4.2. Special Meetings. A special meeting may be called at any time by the Chair or upon the request of two of the members of the Board by delivering written notice to each member and to each person or entity entitled by law to receive such notices. Notices to the Board shall be sufficient if delivered to the Secretary. The notice shall specify the time and place of the special meeting and the business to be transacted and shall be posted at least 24 hours prior to the special meeting in a location that is freely accessible to members of the public. No other business shall be considered at such meetings by the Board.

Section 4.3. Closed Sessions. Nothing contained in these bylaws shall be construed to prevent the Board from holding closed sessions during a regular or special meeting concerning any matter permitted by law to be considered in a closed session.

Section 4.4. Public Hearings. All public hearings held by the Board shall be held during regular or special meetings of the Board.

Section 4.5. Adjourning Meetings and Continuing Public Hearings to Other Times or Places. The Chair, or Board by majority vote, may adjourn any meeting. Less than a quorum may so adjourn from time to time. If all Board members are absent from any regular meeting or adjourned regular meeting the Executive Director of the Authority may declare the meeting adjourned to a stated time and place and shall cause a written notice of the adjournment to be given in the same manner as provided for special meetings unless such notice is waived as provided for special meetings. A copy of the order or notice of adjournment shall be conspicuously posted on or near the door of the place where the meeting was held within 24 hours after the time of the adjournment. When an order of adjournment of any meeting fails to state the hour at which the adjourned meeting is to be held, it shall be held at the hour specified for regular meetings.

Any public hearing being held, or any hearing noticed or ordered to be held at any meeting, may by order or notice of continuance be continued or re-continued to any subsequent meeting in the same manner and to the same extent set forth herein for the adjournment of the meetings; provided, that if the hearing is continued to a time less than 24 hours after the time specified in the order or notice of hearing a copy of the order or notice of continuance shall be posted immediately following the meeting at which the order or declaration of continuance was adopted or made.

Section 4.5. Cancellation of Regular Meetings of Authority. Notwithstanding any other provision contained in these by-laws, any regular meeting of the Authority may be cancelled by a majority vote of the Board, or at any time by the Chair of the Authority, or in the absence of the Chair by the Vice-Chair, or by the Secretary of the Authority; provided, however, the Secretary is authorized to cancel a regular meeting only if there is a lack of business to conduct at said regular meeting. The fact that minutes of a previous meeting could be scheduled for approval at the regular meeting, if that is the only item of business, shall not be considered sufficient business to require the holding of a regular meeting. If a regular meeting is cancelled by the Secretary due to a lack of business the Secretary shall post a notice of the cancellation of the meeting in the manner set forth in Section 4.1 of these by-laws and shall notify each Director of the cancellation.

Section 4.6. Meetings to be Open and Public. All meetings of the Board to take action or to deliberate concerning Authority business and its conduct shall be open and public. All persons shall be permitted to attend any such meetings except as otherwise provided or permitted by law and Section 4.3 of these bylaws.

Section 4.7. Quorum. A majority of the members of the Board shall constitute a quorum for the purpose of conducting its business, except that less than a quorum may adjourn from time to time until a quorum is obtained. All official acts of the Authority shall require the affirmative vote of a majority of the members of the Authority, unless a different requirement is imposed by any Authority Ordinance.

Section 4.8. Roll call vote. A roll call vote may be required in voting upon any motion before the Board, in the discretion of the Chair. Any voting member present and not barred from voting by a declared conflict of interest who does not vote in an audible

voice or other method simultaneously perceptible to the other members shall be recorded as voting "aye". Abstentions shall be allowed only when a voting member has a declared conflict of interest.

Section 4.9. Tie-votes. In the case of a tie-vote or other deadlock, the item of business shall automatically be placed on the next agenda for reconsideration vote. No motion shall be required to take such action. If all the voting members who have not voted on the matter have not participated due to a conflict of interest and will, for that reason, be unable to vote even if the matter is continued to the next agenda, then the tie vote or deadlock shall constitute a final action of denial of the motion and the matter shall not be continued to the next agenda for reconsideration and vote.

Section 4.10. Parliamentary Procedure. The rules of parliamentary procedure set forth in the Sturgis' Standard Code of Parliamentary Procedure, 4th Edition, shall govern all meetings of the Authority, except as otherwise herein provided.

ARTICLE V – AMENDMENTS

Section 5.1. Amendments to By-Laws. These by-laws may be amended by the Board at any regular or special meeting by majority vote of the members of the Authority, provided that a description of the proposed amendment to any particular section is included in the notice of such meeting.



RESOLUTION No. 16-01

**A RESOLUTION OF THE
NAPA VALLEY TRANSPORTATION AUTHORITY (NVTA)
APPROVING CHANGING THE NAME OF THE EXISTING
NAPA VALLEY TRANSPORTATION AUTHORITY TO THE
NAPA VALLEY TRANSPORTATION AUTHORITY-TAX AGENCY (NVTA-TA)**

WHEREAS, the Napa Valley Transportation Authority (the "NVTA") was created by the Napa County Board of Supervisors, Resolution No. 05-211, on November 15, 2005; and

WHEREAS, the Napa County Board of Supervisors, at their February 9, 2016 meeting, approved changing the name of the existing Napa Valley Transportation Authority to the Napa Valley Transportation Authority-Tax Agency (the "NVTA-TA"); and

NOW THEREFORE BE IT RESOLVED the NVTA Board of Directors approves changing the name of existing Napa Valley Transportation Authority to Napa Valley Transportation Authority-Tax Agency (NVTA-TA)

The foregoing resolution was introduced and adopted at a regular meeting of the NVTA Board Directors held on February 17, 2015, by the following vote:


John F. Dunbar, NVTA-TA Chair

Ayes: Garcia(2), Ramos(2),
Barnes(1), Canning(1),
Luros(5), Caldwell(2),
Luce(2), Galbraith(1),
White(1), Hall(1),
Dunbar(1)

Nays: None

Absent: Techel(5)

ATTEST:


Karalyn E. Sanderlin, NVTA-TA Board Secretary

APPROVED:


Janice Killian, NVTA-TA Legal Counsel