



**Napa County Regional Park
and Open Space District**

Harold Kelly—Vice President
Director Ward One

Tony Norris
Director Ward Two

Guy Kay—President
Director Ward Three

Dave Finigan
Director Ward Four

Myrna Abramowicz
Director Ward Five

AGENDA

BOARD OF DIRECTORS REGULAR MEETING

Monday November 5, 2007 2:00 P.M.
1195 Third Street, Third Floor, Napa, CA

GENERAL INFORMATION

Agenda items will generally be considered in the order indicated below, except for Set Matters, which will be considered at the time indicated. Agenda items may from time to time be taken out of order at the discretion of the President.

The meeting room is wheelchair accessible. Assistive listening devices and interpreters are available through the District Secretary. Requests for disability related modifications or accommodations, aids, or services may be made to the Secretary's office no less than 48 hours prior to the meeting date by contacting (707) 259-8603.

Any member of the audience desiring to address the District on a matter on the Agenda, please proceed to the rostrum and, after receiving recognition from the President, give your name, address, and your comments or questions. In order that all interested parties have an opportunity to speak, please be brief and limit your comments to the specific subject under discussion. Time limitations shall be at the discretion of the President.

State law requires agency officers (Directors and Officers) to disclose, and then be disqualified from participation in, any proceeding involving a license, permit, or other entitlement for use, if the officer has received from any participant in the proceeding an amount exceeding \$250 within the prior 12 month period. State law also requires any participant in a proceeding to disclose on the record any such contributions to an agency officer.

1. Call to Order

2. Public Comment

In this time period, anyone may address the Board of Directors regarding any subject over which the Board has jurisdiction but which is not on today's posted agenda. In order to provide all interested parties an opportunity to speak, time limitations shall be at the discretion of the President. As required by Government Code, no action or discussion will be undertaken on any item raised during this Public Comment period.

3. Set Matters

None

4. Administrative Items

- A. Consideration of and potential approval of Minutes of Board of Directors meeting of October 8, 2007.

- B. Consideration and potential approval of amendments to the By-Laws of the District regarding the process for the election of Board President and Vice-President and the powers and duties of Board and Administrative Officers.
- C. Receipt of report on contracts approved by the General Manager.
- D. Consideration of and potential approval of a support position on AB 697 (Ruskin).
- E. Review of Projects Status Report.

5. Announcements by Board and Staff

In this time period, members of the Board of Directors and staff will announce meetings, events and other matters of interest. No action will be taken by the Board on any announcements.

6. Agenda Planning

In this time period, members of the Board of Directors and staff will discuss matters for possible consideration at future meetings. No action will be taken by the Board other than whether and when to agendize such matters.

7. Adjournment



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MINUTES

BOARD OF DIRECTORS REGULAR MEETING

Monday October 8, 2007 2:00 P.M.
1195 Third Street, Third Floor, Napa, CA

1. Call to Order

Meeting called to order at 2:02 p.m. by President Kay. All present.

2. Public Comment

None.

3. Set Matters

None.

4. Administrative Items

A. Consideration of and potential approval of Minutes of Board of Directors meeting of September 10, 2007.

Minutes approved as revised.

MA-DF-GK-HK-TN

B. Consideration and potential approval of Resolution and other actions related to a District application for grant funds from the California River Parkway Grant Program for the Napa to American Canyon River and Bay Trail.

John Woodbury presented the report and informed the Directors that the deadline to submit for grant funding is a week from Friday. River Parkway Grant Program is the largest source of grant funding for the San Francisco Bay Trail. Barry Christian spoke in support of the project and reminded the board that the City of American Canyon has already voted to pledge \$140,000 in initial funding towards the project. The board moved to approve the resolution and all other recommendations regarding the application of grant funds associated with the River and Bay Trail..

MA-TN-GK-DF-HK

- C. Consideration and potential approval of professional services contract with CJ Yip and Associates for developing a District volunteer program and stewarding District parks and trails.
The board moved to approve the contract with CJ Yip and Associated for volunteer services.
DF-TN-GK-MA-HK
- D. Consideration and potential approval of a Memorandum of Understanding with the Bureau of Reclamation for the planning of Camp Berryessa.
John Woodbury presented the report and is looking into possible sources of funding for the project, including the State Coastal Conservancy. The board moved to approve the Memorandum of Understanding with the Bureau of Reclamation.
TN-HK-MA-GK-DF
- E. Consideration of and potential authorization for District to negotiate for and acquire fee title ownership to 224 acres of open space (APN #019-220-009, 019-220-026 and 019-220-018) owned by the Land Trust of Napa County and generally known as Berryessa Vista.
John Woodbury presented the report and explained that there is \$127,000 of Prop. 12 money available due to savings on other projects. The board moved to approve authorization for the District to negotiate for and acquire ownership to parcels known as Berryessa Vista.
DF-MA-HK-TN-GK
- F. Review of Projects Status Report.
John Woodbury presented the report and stated that there is one other project, the "South Wetlands Opportunity Area" that consists of 645 acres that needs to be added to the report. Dave Finigan inquired if the Lake Hennessey North Shore Trails draft trail plan would be prepared by staff. John Woodbury answered yes. He also inquired on the status of the Stags Leap Ridge Trail project. John Woodbury replied the District would soon be formally requesting permission from the Department of Veterans Affairs to use their property. Myrna Abramowicz wondered when the 30 day period is up for the Governor to sign the legislation regarding the Skyline Park acquisition. John Woodbury indicated the deadline for action was the middle of October.

5. Announcements by Board and Staff

In this time period, members of the Board of Directors and staff will announce meetings, events and other matters of interest. No action will be taken by the Board on any announcements.

John Woodbury announced that the Board of Supervisors will be considering the Napa to American Canyon Bay trail project tomorrow; he also informed the board of a tentative opportunity to visit the South Wetlands Opportunity area on October 20th and asked members of the board to let him know if they were interested in attending.

6. Agenda Planning

In this time period, members of the Board of Directors and staff will discuss matters for possible consideration at future meetings. No action will be taken by the Board other than whether and when to agendize such matters.

Guy Kay expressed the idea that the position of president is rotated every term and asked that it be put on as an agenda item. He also asked if we need to have a liaison from the Board involved in the more complex activities taken on by staff.

Harold Kelly discussed the outreach program and asked for a letter that would be available to send out to different groups. John Woodbury informed the board that this would be a role that Chino Yip would be undertaking as part of the volunteer program.

Myrna Abramowicz asked for an agenda item on the progress of the nonprofit foundation concept being undertaken by Directors Kelly and Kay.

7. Adjournment

Board voted to adjourn at 3:17 p.m.

GK-DF-TN-MA-HK

GUY KAY, Board President

ATTEST:

BARB RUFFINO,
Acting District Secretary

Key

Vote: HK = Harold Kelly; TN = Tony Norris; GK = Guy Kay; DF = David Finigan; MA = Myrna Abramowicz

The maker of the motion and second are reflected respectively in the order of the recorded vote.

Notations under vote: N = No; A = Abstain; X = Excused



Napa County Regional Park
and Open Space District

STAFF REPORT

Date: November 5, 2007

Agenda Item: 4.B

Subject: Consideration and potential approval of amendments to the By-Laws of the District regarding the process for the election of Board President and Vice-President and the powers and duties of Board and Administrative Officers

Recommendation

Discuss, select among options and/or otherwise modify and the approve amendments to District By-Laws

Background

The attached recommended amendments and options for amendment to the District By-Laws (1) incorporate changes and/or clarifications to District procedures adopted by the Board since the By-Laws were adopted, (2) clarification of the administrative powers of the General Manager, and (3) address questions raised by the Board regarding the selection process for Board Officers and the respective roles of the Board of Directors as a whole, as a subcommittee or individually vis-à-vis Administrative Officers, staff and contractors.

The Board has over the past year adopted policies and procedures which should be reflected in the By-Laws. These include the Local Procedures for Implementing the California Environmental Quality Act (adopted January 8, 2007) and Resolution 07-03.

Staff is also proposing a clarification of the administrative powers of the General Manager (Section III.A.9). The clarification is intended to allow for the efficient implementation of projects and programs while providing for appropriate policy and fiscal control by the Board.

Staff has suggested three options for the Board to consider related to the election of Board Officers. The options address whether a nominating committee should be utilized (and if so, how the nominating committee is selected), whether the Vice-President should automatically become the President, and whether there should be a formal rotation among Board members for serving as Board Officers. These are not the only options available to the Board, but are simply provided to help frame the range of possible approaches. Many different election processes are in use by other public agencies. In deciding which approach to take, the Board should consider various factors, including:

- (a) Board officers should reflect or be able to fairly and impartially represent the majority will of the Board as well as be sensitive to minority opinions.
- (b) Board officers, and particularly the Board President, should be readily available to sign letters and otherwise meet and work with the District's Administrative Officers between meetings of the Board.

- (c) A formalized rotation system for electing Board Officers reduces the potential for interpersonal conflict, but increases the potential that Board Officers do not satisfy the above criteria.
- (d) If a formal rotation system is selected, it should ideally be designed such that the Board President is not someone who has just been elected to the Board to ensure that the President is familiar with District projects, programs and practices. Any specified rotation system, however, could be thrown off if a Director were to resign or otherwise leave office during their term of office. Furthermore, with any specific rotation system, after 8 years there will inevitably be a director who is just starting a term of office who would be in line to be Board President.

Finally, the Board has expressed an interest in discussing and adopting policies on how and under what circumstances Board members interact with Administrative Officers, staff and contractors. Staff is recommending language (Section III.F) which staff believes provides for effective communication and interaction while maintaining appropriate distinctions between policy and administration and ensuring that the Board as a whole retains the authority to direct District staff.

NAPA COUNTY REGIONAL PARK AND OPEN SPACE DISTRICT

BYLAWS

(~~adopted January 8~~ draft amendments for November 5, 2007)

I. NAME, AUTHORITY AND OFFICE.

- A. **Name.** The official name of the district shall be the “Napa County Regional Park and Open Space District” (District).
- B. **Authority.** The District has been created and shall operate pursuant to Public Resources Code section 5500 *et seq*, and County of Napa Resolutions 06-110 and 06-111. References in these By-Laws to the Public Resources Code are indicated by brackets.
- C. **Office.** The District office is located at 1195 Third Street, Room 210, Napa, California, 94559

II. BOARD OFFICERS. The officers of the Napa County Regional Park and Open Space District shall be the President and Vice-President, chosen as follows:

~~A. —~~ **A. — Time of Election.** ~~At the first organizational meeting of the Board, and annually thereafter a~~ At the first regular meeting of each calendar year, the Board shall elect from among its members a President and Vice-President. If for any reason the Board does not elect one or both of these officers at this prescribed time, or in the event one or both of these positions becomes vacant in the middle of a term, the Board may hold an election at any regular meeting of the Board.

B. Process for Election.

[OPTION ONE] At the last regular meeting of each calendar year, the Board shall elect from among its members an ad hoc nominating committee consisting of two members of the Board. At the subsequent first regular meeting of each calendar year the committee shall nominate from among the members of the Board a President and Vice-President, and the Board shall vote on the nominations, either jointly or separately. If either or both of the candidates so nominated are not elected to the position to which they have been nominated by at least three members of the Board of Directors, any Director may nominate any other Director(s) for the affected position(s). Nominations and votes may continue to be made and held until both positions are filled.

