



**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



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

Harold Kelly—Vice President
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Tony Norris
Director Ward Two

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Myrna Abramowicz
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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.

[OPTION TWO] At the last regular meeting of each calendar year, the Board President shall appoint 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.

[OPTION THREE] At the first regular meeting of each calendar year the Vice-President shall assume the office of President, and the Board shall elect from among its members a new Vice-President.

CB. Term. The President and Vice-President shall begin their terms of office immediately upon election and serve until their successors are elected.

DC. Duties of the President and Vice-President. The President shall act as the presiding officer of the Board of Directors and in that capacity shall preserve order and decorum, decide questions of order subject to being overruled by a four-fifths vote and perform such other duties as are required by these Bylaws or by vote of the Board of Directors. The President shall sign all contracts and conveyances on behalf of the District after they have been approved by the Board. The presiding officer shall have all the rights and duties enjoyed by any other member of the Board of Directors, including the right to make and second motions. In the absence of the President, or in the event of his/her inability to act, the Vice-President shall perform all of the powers and duties of the President. If both the President and Vice-President are absent or unable to act, the Board of Directors may select a President Pro Tempore, who shall perform all the powers and duties of the President. [PRC 5535, 5547, 5548]

III. ADMINISTRATIVE OFFICERS. The administrative officers of the Napa County Regional Park and Open Space District shall be as follows. Where such services are provided by employees of County by contract between County and District, District and County hereby expressly waive any conflict of interest or incompatibility of employment created thereby.

A. General Manager. The Board of Directors shall appoint a General Manager, who shall be the chief administrative officer of the District. The General Manager may be an employee of or a contractor to the District. The General Manager shall hold office at the pleasure of the Board. [PRC 5538]

The General Manager has the following administrative and executive functions, powers, and duties, and shall do all of the following:

(1) Enforce all ordinances and regulations of the district, and the applicable provisions of Article 3 of Chapter 3 of Division 5 of the Public Resources Code.

(2) Appoint subordinates, clerks, and other employees, and exercise supervision and control over all departments and offices of the district. Those appointees shall hold employment at the pleasure of the general manager.

(3) Attend all meetings of the board unless excused by the board.

(4) Submit to the board for adoption any measures, ordinances, and regulations he or she deems necessary or expedient.

(5) Enforce all terms and conditions imposed in favor of the district or its inhabitants in any contract and report any violations to the board or the appropriate law enforcement agency, as appropriate.

(6) Prepare and submit the annual budget to the board, and perform all other duties imposed by this article or by the board.

(7) Sign vendor claims, contract face sheets, purchase orders, checks and warrants, and/or otherwise bind the district, in accordance with board policy and the adopted District budget, and without advertising, for the payment for supplies, materials, labor, or other valuable consideration for any purpose other than new construction of any building, structure, or improvement in amounts not exceeding ten thousand dollars (\$10,000), and for the payment for supplies, materials, or labor for new construction of any building, structure, or improvement in amounts not exceeding twenty-five thousand dollars (\$25,000). All expenditures shall be reported to the board of directors at its next regular meeting. [PRC 5549 and Resolution 07-03]

(8) Apply for grants and accept gifts, without prior Board approval, subject to reporting of such grants and gifts at the next regularly scheduled meeting of the Board [motion of Board on September 10, 2007].

(9) Apply for, sign and/or otherwise authorize and implement permits, memorandums of understanding, letters, actions authorized by the Local Procedures for Implementing the California Environmental Quality Act adopted by the Board on January 8, 2007, actions related to the National Environmental Policy Act, and other similar administrative actions related to implementing projects, programs and policies approved by the Board of Directors. Any such actions which are covered by paragraphs seven and eight above, or which otherwise financially bind the district, that have not been previously and specifically approved by the Board, shall be reported to the Board at its next regular meeting.

- B. Controller.** The Board of Directors shall appoint a Controller, who may be an employee of or a contractor to the District. The Controller shall hold office at the pleasure of the Board. [PRC 5538]

The controller is the custodian of the funds of the district and shall make payments by check or by warrant drawn upon the district's depositories for obligations that have been first approved by a majority of the board of directors at a meeting of the board of directors. ~~The board of directors also may, by resolution and under any terms and conditions which it may prescribe in the resolution, authorize t~~The controller is further authorized to pay demands against the district, approved by the General Manager, without the prior, specific approval of the board, that are for any purpose for which an expenditure has been previously authorized in the district's adopted budget and which do not exceed the amount of expenditure so authorized. Demands so paid shall be presented to the board of directors at the next regular meeting for its review and approval. If the funds of the district are maintained solely in the county treasury, the county auditor shall exercise the powers otherwise conferred by this section on the controller. [PRC 5552 and Resolution 07-03]

The board of directors shall by ordinance or resolution authorize signatories for checks or warrants drawn in payment of obligations and demands against the district. Authorized signatories shall be selected from members of the board of directors of the district, the general manager of the district, the administrative secretary, or any other officers and employees which may be designated by the board. [PRC 5552]

The controller shall keep an account of all receipts and disbursements, and shall deposit all money received by him or her in a depository or depositories selected by the board of directors. [PRC 5552]

The controller shall install and maintain a system of auditing and accounting, which will at all times show the financial condition of the district, and shall perform such other duties as may be imposed upon him/her by Article 3 of Chapter 3 of Division 5 of the Public Resources Code, the Board of Directors, or the General Manager. Payment of employee salaries and benefits and other recurring claims may be authorized annually by the Board of Directors. [PRC 5553]

- C. Secretary.** The Board of Directors shall designate a Secretary who shall countersign and affix the seal to all contracts and conveyances on behalf of the District, shall act as secretary to the Board of Directors and keep a record of its proceedings, shall perform budgetary transfers, journal entries, and correcting journal entries, to implement Board policies, or actions approved by the General Manager and shall perform such other duties as may be imposed by the Board of Directors and/or Article 3 of Chapter 3 of Division 5 of the Public Resources Code. In the event the regularly-designated Secretary is absent from a meeting of the Board of Directors, the Board of Directors may appoint another person to serve in that

capacity on an interim basis. The Secretary shall be an employee of or contractor to the District. [PRC 5535 and 5551 and Resolution 07-03]

- D. Treasurer.** The Board of Directors shall designate a Treasurer who shall perform such duties as may be imposed by the Board of Directors and/or Article 3 of Chapter 3 of Division 5 of the Public Resources Code. The Treasurer shall be an employee of or contractor to the District. [PRC 5535][PRC 5568]
- E. E.—District Counsel.** The County Counsel of the County of Napa shall be the legal counsel of the District. [PRC 5556]
- F. Relationship Between Board of Directors and District Officers, Staff and Contractors.** The Board of Directors as a whole or through a Board-authorized subcommittee may consult with, seek information from and/or provide assistance to any Administrative Officer. The Board of Directors as a whole may through motion, resolution or ordinance provide direction to any Administrator Officer. Individual members of the Board may consult with, seek information from and/or provide assistance to any Administrative Officer to the extent that any such consultation, inquiry or assistance does not, in the judgment of the Administrative Officer, require an undue expenditure of time and/or expense. The Board of Directors as a whole, through a Board-authorized subcommittee, or individually shall only consult with, seek information from and/or provide assistance to any other District staff, and/or contractors with the express permission of the Administrative Officer to whom said staff, contractors and/or consultants report.

IV. MEETINGS

- A. Date of Regular Meetings.** Regular meetings of the Board of Directors shall be held the second Monday of each month, unless this date coincides with an official holiday, in which case an alternate time is adopted as part of the calendar described herein. The District shall annually, at its last meeting in December, adopt a schedule for its regular meetings for the subsequent Calendar year. Notwithstanding the foregoing, any regularly scheduled meeting of the Board of Directors may be canceled by majority vote of the Board of Directors or, for lack of business or a quorum, by the President or Secretary.
- B. Time of Regular Meetings.** Regular meetings of the Board of Directors shall commence at 2:00 p.m. and end not later than 5:00 p.m. .
- C. Location of Regular Meetings.** Unless otherwise stated on the posted meeting agenda as authorized by prior motion of the Board of Directors, regular meetings of the Board of Directors shall be held in the Board of

Supervisors Chambers on the third floor of the County Administration Building, 1195 Third Street, in the City of Napa, California.

D. Emergency Meetings. Emergency meetings of the Board of Directors shall be called in conformance with the provisions of the Brown Act [GOV 54950 and following].

E.G. Special Meetings. A special meeting may be called at any time by the President 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, who shall deliver all other required notices. 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.

F.H. 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.

G.I. Adjourning Meetings and Continuing Public Hearings to Other Times or Places. The Board by majority vote, may adjourn any meeting. Less than a quorum may adjourn from time to time. If all Board members are absent from any regular meeting or adjourned regular meeting the General Manager of the District 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.

H. Agendas. 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. If not so included, questions or comments regarding the item shall be limited to the scope permitted for "public comment" under the Brown Act. Supplemental agendas will be prepared and considered by the Board of Directors only under the following conditions:

1. **Emergencies.** Upon a determination by the Board of Directors that an emergency situation exists, as defined in Section 54956.5 of the Government Code.
2. **Need Arising after Posting.** Upon a determination by a two-thirds vote of the Board of Directors (4 votes) or, if less than two-thirds of the potential votes are present, a unanimous vote of the Board of Directors present (3 votes required), that there is a need to take immediate action and the need to take action came to the attention of the Board of Directors or the Administrative Officers of the District subsequent to the regular agenda being posted.
3. **Recently Continued Item.** The item was properly posted for a prior meeting of the Board of Directors occurring not more than five calendar days prior to the date action is taken on the item, and at the prior meeting the item was continued to the meeting at which action is being taken.

V. CONDUCT OF MEETINGS

- A. **Order of Business.** The regular order of business of the Board of Directors shall be:
 1. Call to order.
 2. Approval of the minutes of the previous meeting.
 3. Public comment on unagendized items.
 4. Consideration and action on Agenda Items.
 5. Adjournment.
- B. **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.
- C. **Recording of Meetings.** Any meeting of the Board of Directors, other than a closed session permitted under the Brown Act, may be recorded by

any person, unless the Board of Directors determines that such recording could constitute a disruption of the proceedings.

- D. Presentations to the Board of Directors.** Any person desiring to address the Board of Directors shall be requested, when recognized by the President, to give their name and address to facilitate preparation of the minutes. No persons shall be denied recognition or denied the opportunity to speak solely because they decline to state their names and addresses. The President may, in the interest of facilitating the business of the District, set reasonable time limits in advance of oral presentations of public input. Persons may be required to submit written testimony in lieu of oral testimony if the President determines that a reasonable opportunity for oral presentations has been provided, and in such a case, the matter may be continued to a later date to allow a reasonable time for such submittals to occur.
- E. Recordation of Board of Directors Actions.** All official actions or decisions by the Board of Directors shall be entered in the minute book of the Board of Directors kept by the Secretary. The vote or votes of each member of the Board of Directors on every question shall be recorded. Only written action minutes will be maintained, however, electronic recordings will be made by the Secretary of each meeting of the Board of Directors which shall be available to the public for inspection by request made at the Napa County Department of Conservation, Development and Planning, Room 210, 1195 Third Street, Napa, California 94559.

VI. VOTING AND QUORUM

- A. Roll Call Vote.** A roll call vote may be required for voting upon any motion of the Board of Directors, at the discretion of the President.
- B. Inaudible Votes.** Any member present who does not vote in an audible voice shall be recorded as voting "aye". A member may abstain from voting only if the member has recused himself or herself from participating due to a conflict of interest under Government Code section 87100 and following, in which case the member shall not be present in the meeting room during the discussion and action on the item.
- C. Quorum.** A majority of the members of the Board shall constitute a quorum for the purpose of conducting its business. [PRC 5535]
- D. Voting Affected by Conflict of Interest.** As a general rule, no member shall participate as a member in any discussion or voting if to do so would constitute a conflict of interest. However, if a quorum cannot be achieved or the required number of affirmative votes for action obtained because conflicts of interest exist that prevent members having such conflicts from

discussing or voting on the matter, and the conflicts are such that an insufficient number of non-conflicted members will be available to vote at a later date even if the matter is continued, then the matter shall not be continued and a sufficient number of members having conflicts of interest, selected by lot, shall be allowed to participate to provide enough votes for the Board of Directors to form a quorum and take affirmative action.

- E. Motion to Reconsider.** The Board of Directors may reconsider a matter during the meeting at which the vote was taken, provided all members who were present when the matter was discussed and voted upon are still present and provided further that the motion to reconsider is made by a member who voted with the majority. A motion for reconsideration shall have precedence over every motion except a motion to adjourn. A final vote on any matter may also be placed on the agenda for reconsideration by the Board of Directors upon motion of any member at any later meeting. When the Board of Directors approves a motion for reconsideration, the Board of Directors may, in its discretion, reconsider the matter immediately or at a later date, subject to the provisions of the Brown Act.
- F. Actions of the Board.** The Board of Directors shall act only by ordinance, resolution, or a motion duly recorded in the minutes of the meeting. The ayes and noes shall be taken upon the passage of all ordinances or resolutions, and entered upon the journal of the proceedings of the board. An ordinance, resolution, or motion shall not be passed or become effective without the affirmative votes of at least a majority of all the members of the board. Each member shall have one vote. No votes may be cast by proxy. The enacting clause of all ordinances passed by the board shall be in these words: "Be it ordained by the Board of Directors of the Napa County Regional Park and Open Space District." All resolutions and ordinances shall be signed by the President and attested by the Secretary, administrative secretary, or clerk, and all ordinances shall be published once within 30 days after adoption, in a newspaper of general circulation printed, published, and circulated in the district. [PRC 5547]

VII. SUBCOMMITTEES.

- A. Ad Hoc Subcommittees.** The Board of Directors hereby authorizes the creation of ad hoc subcommittees on special subjects from time to time so that Board of Directors having the necessary expertise to conduct field, plan or other specialized reviews may investigate, observe, review or otherwise study and report back their observations and conclusions to the full Board of Directors for possible further action. When creating such ad hoc committees, the Board of Directors shall specify the subject to be investigated and time to report, and shall appoint those Directors who will serve on the ad hoc subcommittee. Ad hoc committees shall consist of

two Directors. Upon presentation of its report to the full Board of Directors, each such ad hoc subcommittee shall cease to exist. Ad hoc subcommittees created pursuant to this subsection shall not be subject to the Brown Act.

- B. Standing Subcommittees.** The Board of Directors may create and appoint its members to standing subcommittees to look into specific subjects on an ongoing basis. Each standing subcommittee shall consist of two Directors. All standing subcommittees shall be subject to the Brown Act.

VIII. COMPENSATION AND EXPENSES

- A. Compensation.** Members of the Board of Directors shall not receive compensation of any kind for attendance at meetings or the conduct of District business, except for expenses as provided herein.
- B. Expenses.** Members of the Board of Directors may receive reimbursement for expenses related to their duties as members of the Board of Directors, but only to the extent funds are included and available in the adopted District budget, and subject further to documentation and approval procedures adopted by the Board of Directors. [PRC 5536, 5536.5, GOV 53232.2, 53232.3]

IX. CHANGES TO BYLAWS

The provisions of these Bylaws may be altered, amended, or repealed by the Board of Director sat any time, within limitations imposed by the Brown Act, Article 3 of Chapter 3 of Division 5 of the Public Resources Code, and all other applicable laws and regulations.

Notes:

[PRC ____] refers to the Public Resources Code of the State of California

[GOV ____] refers to the Government Code of the State of California



Napa County Regional Park
and Open Space District

STAFF REPORT

Date: November 5, 2007
 Agenda Item: 4.C
 Subject: Report on actions of the General Manager

Recommendation

Receive this report on contracts approved by the General Manager

Background

Section III.A (7) authorizes the General Manager to bind the district for supplies, materials, labor and other valuable consideration, in accordance with board policy and the adopted District budget, up to \$10,000 for non-construction purposes and up to \$25,000 for construction purposes, provided that all such expenditures are subsequently reported to the Board of Directors.

Pursuant to this authorization, the following information is provided to the Board:

<u>Date</u>	<u>Amount</u>	<u>Action</u>
10/29/07	\$3,500	GM approved Agreement 07-02 between the Napa County Regional Park and Open Space District and Stahr and Associates, Inc, to prepare an appraisal of the fair market value of the 224 acre Berryessa Vista property (APN 019-220-009,018 and 026). The contract will be paid from budget category "SDE-Other: Reserve/contingency/special projects".



Napa County Regional Park
and Open Space District

STAFF REPORT

Date: November 5, 2007
 Agenda Item: 4.D
 Subject: Consideration of and potential approval of a support position on AB 697 (Ruskin)

Recommendation

Authorize the Board President to sign a letter of support for AB 697 (Ruskin) extending the term for repayment of debt for the Midpeninsula Regional Open Space District

Background

The standard provisions within Section 5500 et seq of the Public Resources Code, under which most park and open space districts are organized, specify that any debt issued by a district must be repaid within 20 years. In 1987, legislation authorized East Bay Regional Park District to take up to 30 years to repay debt. The Midpeninsula Regional Open Space District is now seeking, through Assembly Bill 697 authored by Assemblymember Ruskin, to be allowed the same 30 year repayment provision.

There are several reasons for extending the repayment period:

- land values in the bay area have consistently risen at a much faster rate than the rate of interest on long-term bonds. Thus, it is more cost effective to borrow money to buy essential park and open space lands now, rather than buy such lands only as revenues becomes available. The longer the repayment period, the greater the ability to purchase lands before prices inflate further. Thus, extending the debt term by ten years would save taxpayers money and enable more land to be protected.
- MROSD only issues notes for the purpose of buying open space land. Land is a permanent asset that will remain a public benefit in perpetuity.
- Extending the debt period by 10 years is estimated to produce approximately 20% in purchasing power for the District.
- MROSD has a stable and increasing tax base, and Moody's Investor Service has given the District its highest rating for special districts of A+
- The use of debt has an important role in modern public finance. Debt financing makes it unnecessary for governments to carry the full burden of long-term capital projects within their current budgets. Debt financing also allows the costs of long-term projects to be shared between current and future taxpayers who will benefit from the projects.

AB 697 has no direct impact on the Napa County Regional Park and Open Space District. The reason for the District to support this legislation is to show support for a sister public agency. If history is any guide, there will be occasions in the future when the District will need assistance from other special districts formed under Section 5500 of the Public Resources Code.

Napa County Regional Park and Open Space District

Project Status Report

November 5, 2007

<u>Name of Project</u>	<u>Description</u>	<u>Status</u>
Bay/River Trail -- American Canyon to Napa	An 8+ mile recreational trail between the cities of American Canyon and Napa generally following the Napa River and interior levees of associated wetlands.	Feasibility study completed. The District has submitted a Grant application to River Parkway program for Phase I (between American Canyon and Green Island Road) in partnership with City of American Canyon. The District has issued a Proposed Negative Declaration for Phase I between American Canyon and Green Island Road. The District has initiated the process of obtaining approval from the State Lands Commission and the Napa-Vallejo Waste Management Authority to use a public access easement in the vicinity of the American Canyon landfill. The District has also started the process of obtaining a Use Permit from the County for a public trail.
Berryessa Estates	Bureau of Land Management has declared 160 acres next to Berryessa Estates as surplus, and BLM has expressed willingness to transfer to District under their Recreation and Public Purpose Act procedure. Would serve as a wilderness park for residents of Berryessa Estates, and could eventually be the northern trailhead for a trail between Berryess Estates and Pope Canyon.	Draft trail plan prepared. CDF has indicated its crews will be available to clear brush for a combined firebreak and trail; crews cost \$200/day. Next step is to hold another community meeting in Berryessa Estates to get input from and determine level of support in the community, then submit RPP application to BLM
Camp Berryessa	Redevelopment of former Boy Scout Camp into a group/environmental education camp.	Draft MOU with Bureau of Reclamation has been approved by BOR and by District counsel.
Eticuara Creek Lake	Berryessa Kayak Launch County providing \$30,000 to assist Bureau of Reclamation complete a hand boat launch facility at the north end of Lake Berryessa.	Proposition 12 funds could not be used for this project because the Burerau of Reclamation was unable to meet Land Tenure Agreement requirements. The \$30,000 was reallocated by the Board of Supervisors to assist with the purchase of Berryessa Vista property

Lake Hennessey North Shore Trails	Would open up several miles of existing dirt access road, and construct approximately 1 mile of new single track trail, into a loop trail system on the north side of Lake Hennessey	Next step is to complete draft trail plan, management plan and CEQA review.
Milliken Reservoir Trails and Picnic Area	Would construct approximately 3 miles of Bay Area Ridge Trail plus additional feeder and loop trails, along with a staging and picnic area	Feasibility study underway, with completion due by end of Dec 2007.
Napa River Ecological Reserve	Improvements to the reserve including paving parking area, controlling vehicle access through placement of rock barriers, replacement of old signage and information panels.	Paving and rock installation complete. Staff is working to complete the paperwork to get reimbursement for costs through Proposition 12. Working with DFG on signage. Grant application for habitat restoration, environmental education and improved signage has received favorable review by State Coastal Conservancy staff, subject to minor modifications. An Eagle Scout candidate has constructed and installed a trash enclosure and refurbished the main refuge sign.
Napa River Flood Control Easement	Conservation easement held by District to facilitate Flood District project and grant funding	Easement completed.
Newell Preserve	Provide on-site water supply for group campground and so cattle can be restricted from access to riparian areas.	City of American Canyon is seeking bids for the drilling of the well. The project will not be ready for the installation of the solar water pump and distribution system in time for us to use Prop 12 funds. However, as part of the arrangement with the land trust on the District's purchase of Berryessa Vista, the land trust will use some of the proceeds from their sale of Berryessa Vista to fund the pump and distribution system.
Oat Hill Mine Trail	Grand opening to the Oat Hill Mine Trail with weekend of signage installation, brush removal and erosion control	As a result of litigation, the volunteer work party weekend has been rescheduled for May 16-18, 2008. A volunteer planning committee has been formed and is continuing to work on planning for the event.
River to Ridge Trail	Lot line adjustment to legalize River to Ridge Trail as constructed (it currently encroaches on private property in two locations)	Lot line adjustment approved by Syar Properties. Awaiting approval by Department of General Services.

Skyline Park Protection

Acquisition of Skyline Park

Legislation by Senator Wiggins to authorize sale to the County was vetoed by the Governor. The County is considering alternatives for assuring the property continues to be available for park use.

Skyline Park Improvements

Erosion control work on Lake Marie Road, and paving of campground loop road.

All work is complete. Final paperwork is in preparation.

Stags Leap Ridge Trail

Construction of staging area and 3+ miles of Ridge Trail climbing east from Silverado Trail near Rector Creek.

Have meet with Veterans Home staff, who are supportive. Property boundaries have been researched, and preliminary staging area design developed. CEQA on this project was completed several years ago--may require minor updating. The project concept has been approved by the District Board, and the next step is a formal request to Department of Veteran's Affairs.

Wild Lake Ranch

Possible joint management of trails, camping and picnic areas through agreement between the Land Trust, the District and State Parks

Continuing discussions with the Land Trust of Napa County and California State Parks regarding development of Master Plan and long-term ownership and management arrangements

Vallejo Lakes

Possible purchase of 1100 acres of surplus Vallejo Water District lands, of which 200 acres are located in Napa County

Staff-level discussions between the District, the Land Trust of Napa County, the County of Solano and the Solano Land Trust indicate a common desire to work together to purchase this property adjacent to Skyline Park.

Berryessa Vista

Purchase of 224 acres from the Land Trust of Napa County for use as a public park.

The County Board of Supervisors has approved use of Prop 12 funds for the purchase. The District Board has approved going forward with the purchase. The land trust project committee and executive committee have approved the sale, and the land trust Board of Directors is scheduled to approved the sale this month. The District has retained an appraiser to verify the value of the property. The District has submitted an application to the Bureau of Reclamation requested approval for the public to access the property using Lake Berryessa. The District is preparing a proposed Negative Declaration and Use Permit application for the project.

South Wetlands Opportunity Area

Transfer to the District those wetlands owned by the Napa County flood control district between the Napa River, Highway 29 and Newport Drive for use as habitat and nature-based recreation.

Transfer approved in concept by the flood control district advisory committee and Board of Directors. Next step is to research flood control documents to understand resources and constraints on the site.