

Napa County

1195 THIRD STREET
SUITE 310
NAPA, CA 94559



Agenda

Tuesday, January 21, 2025

9:00 AM

**Board of Supervisors Chambers
1195 Third Street, Third Floor**

City Selection Committee

Mayor Scott Sedgley - Napa
Mayor Pierre Washington - American Canyon
Mayor Marjorie Mohler - Yountville
Mayor Paul Dohring - St. Helena
Vice Mayor Irais Lopez-Ortega - Calistoga

Neha Hoskins - Secretary

GENERAL INFORMATION

The Napa County City Selection Committee meets in regular session at 1195 Third Street, Suite 305, Napa, California 94559. The meeting room is wheelchair accessible. Assistive listening devices and interpreters are available through the Clerk of the Board of the Napa County Board of Supervisors. Requests for disability related modifications or accommodations, aids or services may be made to the Clerk of the Board's office no less than 72 hours prior to the meeting date by contacting (707) 253-4580.

All materials relating to an agenda item for an open session of a regular meeting of the Napa County City Selection Committee which are provided to a majority or all of the members of the Committee by Committee members, staff or the public within 72 hours of but prior to the meeting will be available for public inspection, on and after at the time of such distribution, in the office of the Clerk of the Napa County City Selection Committee, 1195 Third Street, Suite 305, Napa, California 94559. Monday through Friday, between the hours of 8:00 a.m. and 5:00 p.m., except for County holidays. Materials distributed to a majority or all of the members of the Committee at the meeting will be available for public inspection at the public meeting if prepared by the members of the Committee or County staff and after the public meeting if prepared by some other person. Availability of materials related to agenda items for public inspection does not include materials which are exempt from public disclosure under Government Code sections 6253.5, 6254, 6254.3, 6254.7, 6254.15, 6254.16, or 6254.22.

ANY MEMBER OF THE AUDIENCE DESIRING TO ADDRESS THE BOARD ON A MATTER ON THE AGENDA please proceed to the rostrum and, after receiving recognition from the Chair, give your name 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 Chair or Committee.

1. CALL TO ORDER; ROLL CALL

- A. Election of a new Chairperson and Vice Chairperson pursuant to the Committee's Rules and Regulations and rotation schedule. **[25-11](#)**

Attachments: [History of Chairpersons](#)

2. APPROVAL OF MINUTES

- A. Approval of minutes for the special meeting of June 18, 2024. **[25-12](#)**

Attachments: [June 18, 2024](#)

3. ADMINISTRATIVE ITEMS

- A. Adopt a Resolution to amend the Napa County City Selection Committee Rules and Regulations to revise the regular meeting time of 10:00 AM to 9:00 AM or as soon thereafter immediately following the January, April, and June meetings of the Napa County Flood Control and Water Conservation District to clarify the meeting start time. **[25-13](#)**

Attachments: [Resolution](#)

- B.** Appoint City of American Canyon Mayor Pierre Washington as the Representative, and discuss the appointment of one Alternate, to the Executive Board of the Association of Bay Area Governments (ABAG) with terms commencing immediately and expiring on June 30, 2026. [25-14](#)
- Attachments:** [ABAG Bylaws](#)
[History of ABAG Appointments](#)
- C.** Appoint City of American Canyon Mayor Pierre Washington to finish the term as Alternate to the South Valley Seat on the Napa County Local Agency Formation Commission (LAFCO) to commence immediately and expire on May 1, 2027. [25-17](#)
- Attachments:** [Policy 2014-1 \(NCCSC\)](#)
[History of LAFCO Appointments](#)
- D.** Submit three (3) nominees to the Napa County Board of Supervisors for appointment of a representative to finish serving the term on the Metropolitan Transportation Commission (MTC) to commence immediately and expire on February 9, 2027. [25-18](#)
- Attachments:** [City of Napa Nominations](#)
[City of Calistoga Nominations](#)
[City of American Canyon Nomination](#)
[History of MTC Appointments](#)

4. PUBLIC COMMENT

In this time period, anyone may address the City Selection Committee regarding any subject over which the Committee 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 Chair. As required by Government Code, no action or discussion will be undertaken on any item raised during this Public Comment period.

5. REPORTS AND ANNOUNCEMENTS

6. FUTURE AGENDA ITEMS

7. ADJOURN

I HEREBY CERTIFY THAT THE AGENDA FOR THE ABOVE STATED MEETING WAS POSTED AT A LOCATION FREELY ACCESSIBLE TO MEMBERS OF THE PUBLIC AT THE NAPA COUNTY ADMINISTRATIVE BUILDING, 1195 THIRD STREET, NAPA, CALIFORNIA ON FRIDAY, JANUARY 17, 2025 BY 5:00 P.M. A HARDCOPY SIGNED VERSION OF THE CERTIFICATE IS ON FILE WITH THE CLERK OF THE COMMITTEE AND AVAILABLE FOR PUBLIC INSPECTION.

NEHA HOSKINS (By e-signature)

Neha Hoskins, Secretary of the Committee



Napa County

Board Agenda Letter

1195 THIRD STREET
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City Selection Committee

Agenda Date: 1/21/2025

File ID #: 25-11

TO: Napa County City Selection Committee
FROM: Neha Hoskins - Clerk of the Board/Secretary of the City Selection Committee
REPORT BY: Neha Hoskins - Clerk of the Board/Secretary of the City Selection Committee
SUBJECT: Election of Chairperson and Vice Chairperson

RECOMMENDATION

Election of a new Chairperson and Vice Chairperson pursuant to the Committee's Rules and Regulations and rotation schedule.

BACKGROUND AND DISCUSSION

Per the Committee's Rules and Regulations initially adopted under Resolution No. 98-1, Section 106: The officers of the City Selection Committee are Chairperson, Vice Chairperson, and Secretary. The Chairperson and Vice Chairperson shall be selected by the Committee from among its members for a term of one year. The Napa County Clerk of the Board of Supervisors shall act as the permanent Committee Secretary and recording officer of the Committee.

The annual rotation schedule for Chairperson and Vice Chairperson, as adopted by the Committee at their meeting of June 28, 1993, is as follows:

City of Calistoga
City of American Canyon
City of St. Helena
Town of Yountville
City of Napa

At the Committee's special meeting of May 14, 2024, Town of Yountville Mayor Marjorie Mohler was elected as Chairperson, and City of Napa Mayor Scott Sedgley was elected as Vice Chairperson.

Recommended Action:

Elect City of Napa Mayor Scott Sedgley as the new Chairperson and City of Calistoga Vice Mayor Irais Lopez-

Ortega as the new Vice Chairperson per the rotation schedule.

ENVIRONMENTAL IMPACT

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

NAPA COUNTY CITY SELECTION COMMITTEE

HISTORY OF CHAIRS

1973-1979	Ralph Bolin	(City of Napa)
1980-1982	Lowell Smith	(City of St. Helena)
1982-1983	Phyllis Moore	(City of Napa)
1984-1986	Lowell Smith	(City of St. Helena)
1986-1987	Robert Pelusi	(City of Napa)
1987-1989	Charles Wharff	(Town of Yountville)
1989-1993	Edward Solomon	(City of Napa)
1993-1994	La Verne Oyarzo	(City of Calistoga)
1994-1995	Richard Mahanay	(City of American Canyon)
1995-1996	John Brown	(City of St. Helena)
1996-1998	Mary Lou Holt	(Town of Yountville)
1998-1999	Ed Henderson	(City of Napa)
1999	Mario Callegari	(City of Calistoga)
1999-2000	Ben Anderson	(City of American Canyon)
2000-2001	Lori Maples	(City of American Canyon)
2001-2002	Ken Slavens	(City of St. Helena)
2002-2003	Mary Lou Holt	(Town of Yountville)
2002-2003	Ed Henderson	(City of Napa)
2003-2004	Andrew Alexander	(City of Calistoga)
2004-2005	Ken Slavens	(City of St. Helena)
2005-2006	Todd Carlson	(Town of Yountville)

2006-2007	Jill Techel	(City of Napa)
2007-2008	Cynthia Saucerman	(Town of Yountville)
2008-2009	Jack Gingles	(City of Calistoga)
2009-2010	Leon Garcia	(City of American Canyon)
2010-2011	Del Britton	(City of St. Helena)
2011-2012	John Dunbar	(Town of Yountville)
2012-2013	Jill Techel	(City of Napa)
2013-2014	Leon Garcia	(City of American Canyon)
2014-2015	Michael Dunsford	(City of Calistoga)
2015-2016	Alan Galbraith	(City of St. Helena)
2016-2017	John Dunbar	(Town of Yountville)
2017-2018	Jill Techel	(City of Napa)
2018-2019	Michael Dunsford	(City of Calistoga)
2019-2020	No meetings held due to COVID-19 pandemic	
2021-2022	Leon Garcia	(City of American Canyon)
2022	Geoff Ellsworth	(City of St. Helena)
2023	Paul Dohring	(City of St. Helena)
2024	Marjorie Mohler	(Town of Yountville)



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City Selection Committee

Agenda Date: 1/21/2025

File ID #: 25-12

TO: Napa County City Selection Committee
FROM: Neha Hoskins - Clerk of the Board/Secretary of the City Selection Committee
REPORT BY: Neha Hoskins - Clerk of the Board/Secretary of the City Selection Committee
SUBJECT: Approval of Minutes

RECOMMENDATION

Approval of minutes for the special meeting of June 18, 2024.



Meeting Minutes

Napa County City Selection Committee

Mayor Scott Sedgley - Napa
Mayor Leon Garcia - American Canyon
Mayor Marjorie Mohler - Yountville
Mayor Paul Dohring - St. Helena
Vice Mayor Irais Lopez-Ortega - Calistoga

Neha Hoskins - Secretary

Tuesday, June 18, 2024

10:00 AM

**Board of Supervisors Chambers
1195 Third Street, Third Floor**

****SPECIAL MEETING****

1. CALL TO ORDER; ROLL CALL

The Napa County City Selection Committee met in special session on Tuesday, June 18, 2024 at 10:00 AM with the following members present: Vice Chair Mayor Scott Sedgley (City of Napa), Mayor Leon Garcia (City of American Canyon), Chair Mayor Marjorie Mohler (Town of Yountville), Mayor Paul Dohring (City of St. Helena), and Vice Mayor Irais Lopez-Ortega (City of Calistoga).

2. APPROVAL OF MINUTES

A. Clerk of the Board/Secretary of the Napa County City Selection Committee requests approval of minutes for the special meeting of May 14, 2024.

[24-1085](#)

**Motion moved by Paul Dohring, seconded by Leon Garcia, to approve the minutes.
Motion passed 5 - 0, with Paul Dohring, Leon Garcia, Irais Lopez-Ortega, Scott Sedgley, and Marjorie Mohler voting yes.**

3. ADMINISTRATIVE ITEMS

A. Adoption of a Resolution to amend the Napa County City Selection Committee Rules and Regulations to add a provision to remove, or recommend the removal of, a city/town representative from an assigned board, commission, or agency appointment due to three or more unexcused meeting absences.

[24-1086](#)

**Clerk of the Board/Secretary of the Napa County Selection Committee
Neha Hoskins made presentation.**

Discussion held.

Item 3.A...Continued

Motion moved by Leon Garcia, seconded by Irais Lopez-Ortega, to adopt the Resolution. Motion passed 5 - 0, with Paul Dohring, Leon Garcia, Irais Lopez-Ortega, Scott Sedgley, and Marjorie Mohler voting yes.

Enactment No.: R-2024-02 (NCCSC)

4. PUBLIC COMMENT

None

5. REPORTS AND ANNOUNCEMENTS

None

6. FUTURE AGENDA ITEMS

None

7. ADJOURN

NEHA HOSKINS (By e-signature)

Neha Hoskins, Secretary of the Committee



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City Selection Committee

Agenda Date: 1/21/2025

File ID #: 25-13

TO: Napa County City Selection Committee
FROM: Neha Hoskins - Clerk of the Board/Secretary of the City Selection Committee
REPORT BY: Neha Hoskins - Clerk of the Board/Secretary of the City Selection Committee
SUBJECT: Adoption of Resolution Amending Committee Rules and Regulations

RECOMMENDATION

Adopt a Resolution to amend the Napa County City Selection Committee Rules and Regulations to revise the regular meeting time of 10:00 AM to 9:00 AM or as soon thereafter immediately following the January, April, and June meetings of the Napa County Flood Control and Water Conservation District to clarify the meeting start time.

BACKGROUND AND DISCUSSION

The Committee has regularly met in January, April, and June concurrently with scheduled meetings of the Napa County Flood Control and Water Conservation District during those months or other months on an as needed basis.

On May 14, 2024, the Committee amended its Rules and Regulations to be more consistent with the District's new meeting time, moving from an afternoon meeting time to 10:00 AM. However, upon further review, it was determined that if a District meeting ended before 10:00 AM, it could be interpreted that the Committee would not meet prior to 10:00 AM. Changing the Committee's meeting time to 9:00 AM or as soon thereafter immediately following a District meeting would clarify the meeting start time.

Procedural Requirements:

1. Staff report.
2. Public comment.
3. Motion, second, discussion and vote on the item.

ENVIRONMENTAL IMPACT

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

RESOLUTION NO. 2025-01 (NCCSC)

**RESOLUTION OF THE CITY SELECTION COMMITTEE
OF NAPA COUNTY, AMENDING THE COMMITTEE'S RULES AND REGULATIONS
TO REFLECT A CHANGE IN THE COMMITTEE'S REGULAR MEETING TIME**

WHEREAS, California Government Code Section 50275 requires this Committee to formulate and adopt rules and regulations to govern the conduct of the City Selection Committee's meetings; and

WHEREAS, on January 26, 1998, the City Selection Committee adopted Resolution No. 98-01, setting forth the Committee's Rules and Regulations; and

WHEREAS, on June 7, 2016, the Committee adopted Resolution No. 2016-01 (NCCSC), amending the Rules and Regulations to change the regular meeting date from the third Tuesday to the first Tuesday of January, April and June of each year; and

WHEREAS, on July 20, 2021, the Committee adopted Resolution No. 2021-01 (NCCSC), amending the Rules and Regulations to change its regular meeting time from 1:00 PM. to 1:15 PM; and

WHEREAS, on May 14, 2024, the Committee adopted Resolution No. 2024-01 (NCCSC), changing its regular meeting time from 1:15 PM to 10:00 AM or immediately following the regularly scheduled January, April, and June meetings of the Napa County Flood Control and Water Conservation District, and changing the election of officers from the Committee's June meeting to its January meeting; and

WHEREAS, on June 18, 2024, the Committee adopted Resolution No. 2024-02 (NCCSC), adding a provision to remove, or recommend the removal of, a committee member from an assigned Board, Commission, or Agency appointment due to three or more unexcused meeting absences; and

WHEREAS, the Committee intends to begin its meetings immediately following the regularly scheduled January, April, and June meetings of the Napa County Flood Control and Water Conservation District which currently begin at 9:00 AM.

NOW, THEREFORE, BE IT RESOLVED that the City Selection Committee hereby adopts the amended Rules and Regulations attached hereto as Exhibit "A" and incorporated herein by reference.

[Continued on Next Page]

THE FOREGOING RESOLUTION WAS DULY AND REGULARLY ADOPTED by the Napa County City Selection Committee, at a special meeting of said Committee held on the 21st day of January, 2025, by the following vote:

AYES: MEMBERS _____

NOES: MEMBERS _____

ABSTAIN: MEMBERS _____

ABSENT: MEMBERS _____

NAPA COUNTY CITY SELECTION COMMITTEE

By: _____
SCOTT SEDGLEY, Chairperson of the Committee

<p>APPROVED AS TO FORM Office of County Counsel</p> <p>By: S. Darbinian Deputy County Counsel</p> <p>Date: January 8, 2025</p>	<p>APPROVED BY THE NAPA COUNTY CITY SELECTION COMMITTEE</p> <p>Date: _____</p> <p>Processed By: _____ Deputy Secretary of the Committee</p>	<p>ATTEST: NEHA HOSKINS Secretary of the Committee</p> <p>By: _____</p>
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EXHIBIT “A”

(Attached next page)

NAPA COUNTY CITY SELECTION COMMITTEE
RULES AND REGULATIONS
(Amended January 21, 2025)

SECTION 100. STATUTORY AUTHORITY:

These rules and regulations are adopted pursuant to the provisions of Section 50275 of the Government Code, and include the mandates of the other Sections of Title 5, Division I, Part I, Chapter I, Article II of the Government Code.

SECTION 101. REGULAR MEETINGS:

Regular meetings of the City Selection Committee shall be held at 9:00 AM or immediately following the regularly scheduled January, April, and June meetings of the Napa County Flood Control and Water Conservation District, at the Napa County Board of Supervisors Conference Room, 1195 3rd Street, Suite 305, Napa, California.

SECTION 102. SPECIAL MEETINGS:

The Chairperson may call a special meeting of the committee at any time and shall call a special meeting upon written request of fifty percent (50%) of the members of the Committee to be held no more than sixty (60) days after such request. The Chairperson shall notify the Committee Secretary of the date, time, and place of any special meeting at least three (3) weeks prior to the date fixed for the meeting.

SECTION 103. NOTICE OF MEETINGS:

The Committee Secretary shall give notice of any regular or special meeting to each Committee member at least two (2) weeks prior to the date of the meeting. The Secretary shall also give reasonable notice to each Committee member of the time, date, and place to which any meeting of the Committee is continued.

SECTION 104. DUTIES OF THE COMMITTEE: Nomination and Election of City Representatives to Boards, Commissions and Agencies

Whenever the City Selection Committee is required by law to appoint a city representative or representatives to any board, commission or agency, the Chairperson shall call for nominations from the floor at the meeting at which the appointment or appointments are to be considered. After nominations are closed, the election shall be conducted by a roll call vote. The nominee receiving the highest number of votes for each position shall be deemed appointed to the position.

The City Selection Committee may be able to remove, or recommend the removal of, the appointed city representative from the board, commission, or agency if that representative has three or more unexcused absences from the board, commission, or agency. Any member of the City Selection Committee may raise a specific removal request at a scheduled City Selection Committee meeting for staff to bring back the item at a future meeting for consideration and action. Staff will then review the applicable statutes and bylaws pertaining to the board, commission, or agency at issue and determine whether the City Selection Committee may remove the city representative it has appointed, or whether removal rests with the underlying

board, commission, or agency to take action to remove the appointee. If removal rests with another board, commission, or agency, the City Selection Committee may authorize the Chair to send a letter notifying the other board, commission, or agency of the absences and any recommended course of action.

SECTION 105. QUORUM:

Representatives of a majority of the cities within Napa County shall constitute a quorum of the Committee.

SECTION 106. OFFICERS:

The officers of the City Selection Committee are a Chairperson, Vice Chairperson, and Secretary. The Chairperson and Vice Chairperson shall be selected by the Committee from among its members for a term of one year. Election of officers shall be made annually at the January meeting. The Napa County Clerk of the Board of Supervisors shall act as the permanent Committee Secretary and recording officer of the Committee.



Napa County

Board Agenda Letter

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City Selection Committee

Agenda Date: 1/21/2025

File ID #: 25-14

TO: Napa County City Selection Committee
FROM: Neha Hoskins - Clerk of the Board/Secretary of the City Selection Committee
REPORT BY: Neha Hoskins - Clerk of the Board/Secretary of the City Selection Committee
SUBJECT: Association of Bay Area Governments Executive Board Appointments

RECOMMENDATION

Appoint City of American Canyon Mayor Pierre Washington as the Representative, and discuss the appointment of one Alternate, to the Executive Board of the Association of Bay Area Governments (ABAG) with terms commencing immediately and expiring on June 30, 2026.

BACKGROUND AND DISCUSSION

The Association of Bay Area Governments (ABAG) was established in 1961 and is the oldest Council of Governments in California. ABAG is the designated regional planning agency for the San Francisco Bay Area and its members include all nine counties and 101 cities in the region. Representatives and Alternates from member cities within each county are appointed by that county's conference of mayors. City of American Mayor Leon Garcia was appointed as the Representative, and City of St. Helena Council Member Anna Chouteau was appointed as the Alternate, with terms commencing July 1, 2024 and ending June 30, 2026. However, Mayor Garcia did not seek re-election to his mayoral term, which ended on December 3, 2024, and Council Member Chouteau resigned from her City Council seat effective December 15, 2024, leaving the Executive Board Representative and Alternate positions vacant.

The Executive Board terms are contingent upon continuous service of the appointed Representative and Alternate in their respective local elected offices. Newly elected Mayor Pierre Washington was appointed as the ABAG Representative by the City of American Canyon City Council at their meeting of December 3, 2024. The appointment of the Alternate position will be further discussed at today's meeting.

The ABAG Executive Board regularly meets six times a year, bi-monthly, on the third Thursday of the month at 5:10 p.m. Meetings are held in person at the Bay Area Metro Center, 375 Beale Street, Suite 700, San Francisco. (A teleconference option is also available.) Representatives and Alternates substituting for Representatives receive a per diem of \$150 for each meeting attended.

The ABAG Bylaws and history of ABAG appointments are attached for reference.

Procedural Requirements:

1. Staff report.
2. Public comment.
3. Motion, second, discussion and vote on the item.

ENVIRONMENTAL IMPACT

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

BYLAWS OF THE ASSOCIATION OF BAY AREA GOVERNMENTS

As Amended June 11, 2020

ARTICLE I. PURPOSE

The Association of Bay Area Governments (hereinafter "Association") is hereby created as a separate entity established by agreement among its members pursuant to the Joint Exercise of Powers Act, California Government Code Sections 6500, et seq. (hereinafter "Act"). The Association is organized for the purposes of establishing a permanent forum for discussion and study of regional and subregional problems of interest and concern to the counties and cities of the San Francisco Bay Area, developing policies and actions, and providing services and undertaking actions addressing such problems.

ARTICLE II. DEFINITIONS

A. "Agreement" means the Agreement with the Association of Bay Area Governments entered into under the Act by the Association Members.

B. "Association" means the Association of Bay Area Governments as established by the Agreement and these Bylaws.

C. "Executive Board" means the Association's President, Vice President and Immediate Past President and the body of representatives which meet from time to time as provided in these Bylaws to govern the affairs of the Association between meetings of the General Assembly.

D. "General Assembly" means the body of the delegates of the Members of the Association as set forth in these Bylaws.

E. City, county, or city and county members of the Association may be referred to as "Members."

F. "Delegate" means a delegate of a Member of the Association to the General Assembly, or the alternate acting in the delegate's absence.

G. "Representative" means a representative to the Executive Board, or the alternate acting in the representative's absence.

H. "Regional Plan" means the comprehensive plan for the San Francisco Bay Region adopted and amended from time to time by the Association.

I. "Regional Problem" means an issue concerning the public health, safety or welfare of substantially all of the Association's Members, a solution to which may require intergovernmental cooperation or assistance of the Association.

BYLAWS OF THE ASSOCIATION OF BAY AREA GOVERNMENTS

J. "Subregional Problem" means an issue concerning the public health, safety or welfare of one or more of the Association's Members, a solution to which may require intergovernmental cooperation or assistance of the Association.

ARTICLE III. MEMBERSHIP

A. MEMBERS

(1) The counties of Alameda, Contra Costa, Marin, Napa, San Mateo, Santa Clara, Solano, and Sonoma, the City and County of San Francisco, and within the area of such counties all cities and incorporated towns (hereinafter referred to as "cities") now existing or formed in the future are eligible for membership in the Association.

(2) All eligible cities and counties become Members of the Association upon execution of the Agreement and payment of the annual assessment and annual membership fee.

B. COOPERATING MEMBERS

(1) Subject to the approval of the Executive Board or the Executive Director as set forth in Article III.B(4), any governmental entity, public agency, or non-profit organization not eligible for membership under Article III.A of these Bylaws may elect to join the Association as a Cooperating Member.

(2) Cooperating Members shall be entitled to attend all meetings of the General Assembly and of the Executive Board, but shall not be entitled to vote or participate in debate. No Cooperating Member shall be considered a "contracting party" as that term is used in the Act.

(3) Cooperating Members shall be entitled to receive data, studies, planning documents, special services, and other written materials and services of the Association subject to policies adopted by the Executive Board.

(a) The Executive Director of the Association may approve the admission of any governmental entity or public agency electing to join the Association as a Cooperating Member pursuant to this Article III.B.

(b) The Executive Board of the Association may approve the admission of any non-profit organization electing to join the Association as a Cooperating Member pursuant to this Article III.B.

ARTICLE IV. POWERS

A. GENERAL

The Association may exercise in its own name the following powers when the exercise of these powers is necessary to, in furtherance of, or in support of the Association, the exercise of any other powers provided for in these Bylaws or the Agreement, or any other authorized activity

BYLAWS OF THE ASSOCIATION OF BAY AREA GOVERNMENTS

undertaken by the Association: make and enter into contracts, memoranda of understanding, and other agreements; employ and appoint employees and agents; acquire, hold, protect, dispose of, construct, operate, and maintain real and personal property; incur debts, liabilities, obligations, and encumber or hypothecate real or personal property; sue and be sued; and, accept grants, gifts, donations, and other monies.

B. INFORMATION GATHERING

The Association may request, collect, store, correlate, transfer, and otherwise manage information and data in any manner necessary to, in furtherance of, or in support of the exercise of any other power under this Article or any other authorized activity undertaken by the Association.

C. STUDIES

The Association may perform studies to identify and/or analyze regional or subregional problems, the purpose and subject matter of such studies to be determined as provided in these Bylaws.

D. REGIONAL PLANNING

The Association shall have the power to perform regional or subregional planning without limitation as to subject matter:

- (1) that it is eligible or authorized to do; or,
- (2) that it is required to do under State or Federal authority; or,
- (3) that is authorized under other provisions of these Bylaws or as a result of the Association's studies of regional or subregional problems.

E. POLICIES AND ACTIONS

- (1) The Association may develop and adopt policies and/or actions.
- (2) The Association may advocate and otherwise act to advance its positions, studies, plans, and policies both within and outside the region and may accept delegations of authority from Federal, State, regional, or local bodies to this end.

F. INTERAGENCY COOPERATION

- (1) The Association may appoint representatives, in its own name, to other agencies, Boards, commissions, or official bodies to which it is required or eligible to make appointments.
- (2) The Association may perform and participate in governmental coordination and respond to efforts at such coordination.

BYLAWS OF THE ASSOCIATION OF BAY AREA GOVERNMENTS

(3) In the exercise of its powers under Article IV.F(1) and (2), the Association may request or transmit information or studies; exercise any voting or veto power given to it; participate in grant applications, administration, and disbursements; and, do any other acts necessary to or in support of the exercise of such powers.

G. INFORMATION, SERVICES, AND ASSISTANCE

(1) The Association may provide information, assistance, services, studies, plans, recommendations, and reports or such other information, assistance, and services requested by specific Members or nonmembers. Information, services, and assistance may include, without limitation, preparing or making of grant applications on behalf of or in conjunction with Members, training programs for local government staff, technical assistance on particular projects, or review of particular projects. The Association may provide information, assistance and services in conjunction with other entities and may organize and/or participate in committees, task forces, and subsidiary entities necessary to or in support of this or its other powers.

(2) The Association may charge reasonable fees for information, services, and assistance that it provides.

H. POWER TO FINANCE PROPERTY FOR MEMBERS

The Association shall have the power to finance and acquire, by lease purchase, installment sale or other financing agreements, both real and personal property necessary or convenient for the operation of the Members and Cooperating Members, and to sell or lease such property to such members pursuant to installment sale or lease purchase agreements between the Association and the members acquiring such property.

I. SELF-INSURANCE POOLS

Pursuant to Government Code Sections 989-991.2 and Labor Code Section 3700, as may be amended from time to time, ABAG shall have the power to provide insurance for some or all of its Members through self-insurance or the purchase of insurance, excess insurance or reinsurance against public liability, errors and omissions, inverse condemnation or workers' compensation; and, further, shall have such other reasonable and necessary powers, which are necessary or convenient to further, support or implement the self-insurance program, including without limitation, financing self-insurance reserve funds through the issuance of certificates of participation, or other instruments of indebtedness.

J. OTHER POWERS

The Association may exercise other reasonable and necessary powers in furtherance or support of any purpose of the Association or power granted by the Act, the Agreement, or the General Assembly or the Executive Board as provided for in these Bylaws.

ARTICLE V. RESTRICTIONS ON POWERS

BYLAWS OF THE ASSOCIATION OF BAY AREA GOVERNMENTS

Pursuant to Articles 1 and 5 of the Agreement and to the extent required by Government Code Section 6509, the Association shall be restricted in the exercise of its powers in the same manner as the City and County of San Francisco is restricted in its exercise of similar powers; provided that, if the City and County of San Francisco shall cease to be a Member of the Association, then the Association shall be restricted in the exercise of its powers in the same manner as the County of Alameda.

ARTICLE VI. GENERAL ASSEMBLY

A. MEMBERSHIP

(1) Each Member city and Member county shall have one seat in the General Assembly. San Francisco shall be counted as both a city and a county for purposes of membership in the General Assembly.

(2) The mayor or member of the governing body of each Member city and the chairperson of the board of supervisors or member of the governing body of each Member county, or their respective alternates, shall be delegates to the General Assembly.

(3) Each city council and board of supervisors may designate an alternate who shall be either a member of such body or the chief executive officer of the Member; provided that, the mayor of the City and County of San Francisco may designate as an alternate (a) any officer of the City and County of San Francisco who may be either an elected or principal appointed official of the City and County of San Francisco or (b) the chief executive officer of the City County of San Francisco.

(4) An alternate appointed pursuant to Article VI.A(3) may act in the absence of the delegate.

B. MEETINGS

(1) The time, date, and location of the annual meeting of the General Assembly shall be determined by the Executive Board, provided it is no later than June 30.

(2) Notice of the annual meeting of the General Assembly shall be given to the delegates of each Member city and Member county at least thirty (30) days prior to the meeting. An agenda for the meeting shall accompany the notice.

(3) Special meetings of the General Assembly may be called by the Executive Board upon its own motion. A special meeting shall be called by the Executive Board upon written request of fifteen (15) Member cities and three (3) Member counties.

(4) Ten-day written notice of special meetings shall be given to the delegates of each Member city and Member county. An agenda specifying the subject of a special meeting shall accompany the notice.

BYLAWS OF THE ASSOCIATION OF BAY AREA GOVERNMENTS

C. POWERS AND FUNCTIONS

The powers and functions of the General Assembly shall include:

- (1) Exercising as appropriate all of the powers of the Association as set forth in these Bylaws or the Agreement. The General Assembly shall have the power to limit the Executive Board's exercise of any power or authority set aside to the Executive Board under these Bylaws.
- (2) Any delegate may at any meeting of the General Assembly propose a subject or subjects for study by the Association. The General Assembly may take action upon such proposals and, if requested by any delegate, determine whether a study will be made of the subject or subjects so proposed or may refer such subject or subjects to the Executive Board.
- (3) Any delegate may at any meeting of the General Assembly request review by the General Assembly of any action of the Executive Board which has been taken between meetings of the General Assembly.
- (4) The budgetary duties and responsibilities set forth in Article XI.

ARTICLE VII. EXECUTIVE BOARD

A. EXECUTIVE BOARD

There shall be an Executive Board of the Association which shall be organized and shall be responsible for functions as hereinafter set forth:

- (1) Voting Membership. The voting membership of the Executive Board shall consist of a maximum of 38 voting members (representatives and ex officio members). The representative shall be either a councilmember of a Member city or a supervisor of a Member county of the Association, or be eligible to be Executive Board representative or alternate representative from the City and County of San Francisco under Article VII.A(1)(e), if that jurisdiction is an Association member. Representatives to the Executive Board shall be selected as follows:
 - (a) Alameda County. Two representatives of the county to be appointed by the Board of Supervisors; two representatives of Member cities within the county to be appointed by the mayors of Member cities meeting in conference, and three representatives to be appointed by the City Council of the City of Oakland.
 - (b) Contra Costa County. Two representatives of the county to be appointed by the Board of Supervisors; two representatives of Member cities within the county to be appointed by the mayors of Member cities meeting in conference.
 - (c) Marin County. One representative of the county to be appointed by the Board of Supervisors; and one representative of Member cities within the county to be appointed by the mayors of Member cities meeting in conference.

BYLAWS OF THE ASSOCIATION OF BAY AREA GOVERNMENTS

(d) Napa County. One representative of the county to be appointed by the Board of Supervisors; and one representative of Member cities within the county to be appointed by the mayors of Member cities meeting in conference.

(e) San Francisco City and County. The Mayor and one other elective officer or member of the Mayor's staff of the City and County appointed by the Mayor; two representatives of the City and County appointed by the Board of Supervisors, and a fifth representative to be appointed alternately by the Mayor and the Board of Supervisors, with two-year appointments beginning in years evenly divisible by four to be made by the Mayor and with two-year appointments made in even-numbered years not evenly divisible by four to be made by the Board of Supervisors. When such fifth representative is selected by the Mayor, the representative may be an elective or appointive officer or member of the Mayor's staff of the City and County.

(f) San Mateo County. Two representatives of the county to be appointed by the Board of Supervisors; two representatives of Member cities within the county to be appointed by the mayors of Member cities meeting in conference.

(g) Santa Clara County. Two representatives of the county to be appointed by the Board of Supervisors; two representatives of Member cities within the county to be appointed by the mayors of Member cities meeting in conference, and three representatives to be appointed by the City Council of the City of San Jose.

(h) Solano County. One representative of the county to be appointed by the Board of Supervisors; and one representative of Member cities within the county to be appointed by the mayors of Member cities meeting in conference.

(i) Sonoma County. One representative of the county to be appointed by the Board of Supervisors; and one representative of Member cities within the county to be appointed by the mayors of Member cities meeting in conference.

(j) Alternates. Each of the appointing bodies named in Article VII.A(1)(a)-(i) may designate an alternate for each of their representatives to act in the representative's absence. Appointments of alternates shall be made in the same manner, with the same qualifications and for the same term as representatives.

(2) Advisory Membership. The Association shall maintain effective communication and coordination with agencies of the State of California and the United States of America. To that end, the Executive Board shall invite, following nomination by the Association's President, such representatives of state and federal governments as it deems appropriate and desirable as advisory, non-voting members of the Executive Board. Such members shall serve at the pleasure of the Executive Board. No advisory member shall be considered a "contracting party" as that term is used in the Act.

(3) Terms of Office. Representatives shall serve for terms of two years. Appointments

BYLAWS OF THE ASSOCIATION OF BAY AREA GOVERNMENTS

of representatives to the Executive Board shall become effective biennially on July 1.

(4) Staggered Terms. The terms of the representatives to the Executive Board shall be staggered so that the terms of approximately one-half of the representatives expire each year. The terms of the representatives of the cities in the counties of Alameda, Marin, Napa, San Francisco (mayor and representative), and Santa Clara, and the representatives of the counties of Contra Costa, San Mateo, Solano, and Sonoma shall expire in the even-numbered years; the terms of the representatives of the cities in the counties of Contra Costa, San Mateo, Solano, and Sonoma, and the representatives of the counties of Alameda, Marin, Napa, San Francisco (representatives of the Board of Supervisors), and Santa Clara shall expire in the odd-numbered years.

(5) Officers. The President and the Vice President of the Association shall be Chairperson and Vice Chairperson, respectively, of the Executive Board.

(6) Duties.

(a) The Executive Board shall have the budgetary duties and responsibilities set forth in Article XI.

(b) The Executive Board shall submit a full report of its activities at the General Assembly's annual meeting.

(c) Subject to any constraint or limitation imposed by the General Assembly, the Executive Board shall exercise all powers of the Association between meetings of the General Assembly; provided that, the Executive Board shall not amend these Bylaws, nor shall it exercise the budgetary powers reserved to the General Assembly under Article XI of these Bylaws except as provided in Article XI B (5).

(d) The Executive Board shall be responsible for carrying out policy decisions made by the General Assembly.

(e) Recommendations from committees for policy actions shall be made to the Executive Board. Unless otherwise directed by the General Assembly, the Executive Board may take action on such recommendations.

(7) Per Diem. Each voting member of the Executive Board, or of a standing and/or joint committee, and where expressly designated by the Executive Board, individuals participating in special committees, task forces or other meetings, shall receive a per diem of \$150 for each meeting attended. The per diem shall be paid for a maximum of forty-eight (48) meetings per year. Per diem may also be received by a Board or committee member representing the Association before an agency or body of the State or Federal government.

B. MEETINGS

The Executive Board shall meet at least four times each year. Additional meetings shall be held upon the call of the Chairperson or upon the call of five voting members of the Executive

BYLAWS OF THE ASSOCIATION OF BAY AREA GOVERNMENTS

Board.

C. ADMINISTRATIVE COMMITTEE

There shall be an Administrative Committee of the Executive Board of the Association whose composition shall be determined by the Executive Board and which shall, subject to any constraint or limitation imposed by the Executive Board or the General Assembly, exercise all powers of the Executive Board between meetings of the Executive Board; provided that, the Administrative committee shall not:

- (1) Amend the Agreement or Bylaws;
- (2) Exercise the budgetary duties of the Executive Board set forth in Article XII;
- (3) Exercise the powers of appointment of officers as set forth in Article IX.

The Administrative Committee shall meet upon the call of the President or Vice President and in compliance with the Ralph M. Brown Act. Further, the Administrative Committee shall submit a full report of its activities to the Executive Board at the first meeting immediately following the Administrative Committee meeting.

ARTICLE VIII. VOTING

A. Voting in the General Assembly shall be conducted in the following manner:

- (1) A quorum of the General Assembly shall consist of a majority of the city delegates and a majority of the county delegates.
- (2) Each county delegate and each city delegate shall have one vote. Votes shall be tabulated separately for county delegates and for city delegates. The affirmative votes of a majority of a quorum of county delegates and of a majority of a quorum of city delegates are required for action by the General Assembly, except as provided for in Article XIV.

B. Voting in General Assembly meetings may be either by voice or roll call vote. A roll call vote shall be conducted upon the demand of five delegates present, or at the discretion of the presiding officer.

C. Voting in the Executive Board shall be conducted in the following manner:

- (1) A majority of the voting members of the Executive Board shall constitute a quorum.
- (2) The affirmative votes of a majority of the members present provided that there is a quorum are required for action by the Executive Board.

D. Except as the Executive Board may otherwise provide, all other committees of the Association may act upon the affirmative vote of a majority of the committee members present.

BYLAWS OF THE ASSOCIATION OF BAY AREA GOVERNMENTS

ARTICLE IX. OFFICERS, ELECTIONS AND VACANCIES

A. Officers of the Association shall be:

(1) The President, who shall serve as Chairperson of the Executive Board and General Assembly.

(2) The Vice President, who shall serve as Vice Chairperson of the Executive Board and General Assembly.

(3) The Immediate Past President.

(4) An Executive Director and a Legal Counsel to be appointed by and serve at the pleasure of the Executive Board. Section 2.1 of the Contract for Services, dated May 30, 2017, between ABAG and the Metropolitan Transportation Commission (MTC) (the CS) provides that MTC's Executive Director shall perform the functions and duties with respect to ABAG and the local collaboration programs that were formerly performed by ABAG's Executive Director. For purposes of these Bylaws, so long as the CS is in effect, references to the "Executive Director" shall be deemed to refer to the MTC Executive Director. Section 3.4 of the CS provides that legal services shall be performed by MTC's Office of General Counsel. Subject to the terms of the CS pertaining to potential conflicts of interest, obtaining outside specialized legal services, and the discretion of ABAG or the local collaboration programs to directly retain outside counsel, references in these Bylaws to the legal counsel shall be deemed to refer to the MTC Office of General Counsel.

B. The President and Vice President of the Association shall be elected biennially by secret ballot of supervisors, mayors and city councilmembers of member jurisdictions. Nominations for the offices of the President and Vice President shall be by petition of at least fifteen (15) mayors, councilmembers or supervisors. A plurality vote shall be required for election to any office. All other election procedures shall be determined by the Executive Board, provided that these procedures shall be disseminated to all member jurisdictions at least thirty (30) days prior to the date determined and designated for counting of secret ballots. If, at the close of nominations, only one candidate is nominated for President or for Vice President, the election procedures may waive the ballot requirement and provide, instead, that the nominee be declared elected to that office.

C. The President and Vice President shall be either a councilmember of a Member city or a supervisor of a Member county of the Association, or a General Assembly delegate or alternate or Executive Board representative or alternate representative from the City and County of San Francisco if that jurisdiction is an Association member.

D. The terms of office of the President and Vice President shall be determined as follows:

(1) Except as otherwise provided in this section, the term of office of the President,

BYLAWS OF THE ASSOCIATION OF BAY AREA GOVERNMENTS

Vice President and Immediate Past President is two (2) years.

(2) If the President vacates his/her office as required by Article IX.C. or any other reason, the Vice President shall assume the office of President for the balance of the original term. If the balance of the original term is less than five hundred forty-eight (548) calendar days, then the new President may choose to run for an additional one (1) year term as President. The new President shall notify the Executive Board no later than September 1 of the year in which the original term ends whether he/she shall run for an additional one (1) year term. The President's election to run for an additional one (1) year term shall also modify the term of office of the Vice President to conform to that of the office of the President.

(3) Article IX.B. shall govern the special elections for one (1) year terms in all other respects.

(4) In the event that the President is disabled or for any other reason temporarily unable to act, the Vice President shall act in place and perform the duties of President until return or recovery from disability.

(5) In the event of a vacancy in the office of Vice President due to the Vice President's permanently serving as President, vacating the office as required by Article IX.C., or for any other reason, the Executive Board shall fill the office of Vice President by appointment for the unexpired portion of the Vice President's term. In the event of a simultaneous vacancy in the offices of President and Vice President due to their vacating the respective offices as required by Article IX.C., or any other reason, the Executive Board shall fill both offices by appointment for the unexpired portion of the respective terms. In either event, the procedures of Article IX.I shall govern the process of filling said vacant office.

E. A newly elected President and Vice President shall take office on January 1 of the year following certification of the election results.

F. The President, subject to the advice and consent of the Executive Board, shall appoint committees and determine the committees' structure, charge, size and membership. Committees may be established to consider any matter within the jurisdiction of the Association. Committees shall operate according to the policies adopted by the Executive Board, and shall submit their reports and recommendations to the Executive Board. Committees shall meet on the call of their chairpersons, who shall be (1) an elected official or the elective or appointive officer of the City and County of San Francisco appointed by the Mayor of the City and County of San Francisco to the Executive Board or General Assembly, and (2) a member of such committee; and who shall be elected by the members of each committee. At the initial meeting of each committee, and annually thereafter at the first committee meeting following January 1 of each year, the committees shall elect their chairpersons and such other officers as may be specified. Committee chairpersons shall be subject to confirmation by the Executive Board. Unless otherwise authorized by the Executive Board, committees of the Association shall be advisory.

G. Each delegate or alternate to the General Assembly and each representative or alternate to the Executive Board shall cease to be such immediately upon ceasing to hold the

BYLAWS OF THE ASSOCIATION OF BAY AREA GOVERNMENTS

elective or appointive office which is required of a delegate or representative or their alternates under VI.A or VII.A(1).

H. In the event that any delegate or alternate to the General Assembly or any representative or alternate to the Executive Board shall for any reason cease to hold the elective or appointive office which is required of a delegate or representative or their alternates under Article VI.A or VII.A(1), the vacancy created thereby shall be filled for the unexpired term, in the same manner and with the same qualifications as the original appointment.

I. The Executive Board shall fill the office of Vice President or President pursuant to Article IX.D., at the first meeting of the Executive Board held after the occurrence of the event which causes the office(s) to be vacated. The meeting shall be chaired by the President, or if said office is vacant, by the Immediate Past President. Nominations for the vacant office(s) may be made from the floor. All nominations require a second. The office(s) may be filled only if a nominee receives a majority vote of the members of the Executive Board constituting the quorum for that meeting. If no nominee receives a majority vote on the first ballot, the two nominees receiving the highest number of votes shall be voted upon again until one of them receives a majority vote. If the selection process results in a tie, or no nominee receives a majority vote after three rounds of balloting, the acting Chairperson of the Executive Board may, at his or her discretion, decide the matter by lot between the two nominees then remaining.

ARTICLE X. EXECUTIVE DIRECTOR

The Executive Director shall be the Chief Administrative Officer of the Association. The powers and duties of the Executive Director are:

- A. To appoint and remove all employees of the Association.
- B. To perform the budgetary duties and responsibilities of the Executive Director as set forth in Article XI.
- C. To serve as the Secretary-Treasurer of the Association and of the Executive Board.
- D. To perform such other and additional duties as the Executive Board may require.

In the event the CS is terminated or is no longer in effect:

(1) The Executive Board shall have the authority to appoint, fix the salary of, and remove an Executive Director of the Association and shall have the authority to create and discontinue positions in the office of the Executive Director and fix salaries; provided however the Administrative Committee of the Executive Board shall not have the power to appoint, fix the salary of, or remove an Executive Director of the Association.

(2) In order to appoint or remove the Executive Director, the affirmative vote of not less than a majority of the voting members of the Executive Board present at the meeting of the Executive Board where the matter is considered, is required.

BYLAWS OF THE ASSOCIATION OF BAY AREA GOVERNMENTS

ARTICLE XI. FINANCES

A. FISCAL YEAR

The fiscal year of the Association shall commence on July 1.

B. BUDGET

(1) At least forty-five (45) days prior to the annual meeting of the General Assembly the Executive Director shall submit to the Executive Board, for the next fiscal year of the Association, a proposed general budget and summary work program. The proposed general budget shall include annual membership fee and assessment schedules and a summary of revenue and expenditures, actual or projected, for the preceding, current, and next fiscal years.

(2) The Executive Board shall review the proposed general budget and summary work program, amend them as necessary, and submit them to the General Assembly for review and adoption at the annual meeting of the Assembly.

(3) The General Assembly shall adopt a summary work plan and general budget, including yearly membership assessment and annual membership fee.

(4) The Executive Board shall adopt a detailed budget and work program on or before July 1 of each year, and thereafter monitor their execution and amend them as necessary. The work program shall give effect to any priorities set forth in the general budget and summary work program, unless financially infeasible.

(5) The Executive Director shall manage all expenditures, subject to control of the Executive Board. The Executive Board shall have power to transfer funds within the total detailed budget to meet unanticipated needs or changed situations and to amend the detail budget as necessary to accommodate new or additional grant or other revenue sources received after the July 1 adoption of the detail budget. Such action shall be reported to the General Assembly by an electronic communication within thirty (30) days of such amendment.

C. YEARLY MEMBERSHIP ASSESSMENT

The amount of each Member's assessment shall be determined in accordance with the formula set out in Paragraph D following. Any Member city or county whose annual assessment and annual membership fee has not been paid by the time of the annual meeting of the General Assembly shall not be entitled to vote at such meeting.

D. METHOD OF ASSESSMENT

The annual assessment for members of the Association shall be based upon population as determined by the State Controller in making the most recent allocations to counties and cities pursuant to California Revenue and Taxation Code Section 11005, except that, beginning in

BYLAWS OF THE ASSOCIATION OF BAY AREA GOVERNMENTS

1987-88, in the case of newly incorporated cities, until such time as an official census is conducted and population is established therewith, the population as estimated by the Executive Director shall be used for assessment purposes.

- (1) The General Assembly shall adopt a per capita rate or rates of assessment for each fiscal year.
- (2) For purposes of assessment San Francisco shall be considered as both a city and a county.

E. ANNUAL AUDIT

The Executive Board shall cause an annual audit of the financial affairs of the Association to be made by a certified public accountant at the end of each fiscal year. The Executive Board shall employ a certified public accountant of its choosing. The audit report shall be made available to Association member counties and cities.

F. ANNUAL MEMBERSHIP FEE

The membership fee shall be uniform for all members of the Association and shall not be less than \$10.00 per month or \$120.00 per year.

G. DATE OF PAYMENT

Unless a Member has withdrawn as provided in Article XIII of these Bylaws, the Member's annual assessment and annual membership fee shall be due and payable to the Association on July 1 of the fiscal year for which it is levied.

ARTICLE XII. STATUTORY AUTHORITY

The Association is an agency established by a joint powers agreement among the Members pursuant to Title 1, Division 7, Chapter 5, of the Government Code of the State of California. The Association is an entity separate and apart from its Members. The debts, liabilities and obligations of the Association shall not be debts, liabilities or obligations of the Association's Members.

ARTICLE XIII. WITHDRAWAL

Any member county or city may, at any time up to 30 days prior to the beginning of the Association's fiscal year, withdraw from the Association effective the next fiscal year; provided that the intent to withdraw must be stated in the form of a resolution executed by the legislative body of the jurisdiction wishing to withdraw. The resolution must be given to the Executive Director at least 30 days prior to the effective date of the withdrawal.

ARTICLE XIV. AMENDMENTS

Amendments to these Bylaws may be proposed by a delegate or by the Executive Board.

BYLAWS OF THE ASSOCIATION OF BAY AREA GOVERNMENTS

If proposed by a delegate, the amendment shall be submitted to the Executive Board at least 45 days prior to an annual meeting of the General Assembly. Each proposed amendment shall be considered by the Executive Board and a copy thereof, with the recommendations of the Executive Board and its reasons therefor, forwarded to the delegate of each Member jurisdiction at least 30 days prior to the meeting at which such proposed amendment will be voted upon.

A majority vote of the county delegates present and a majority vote of the city delegates present are required to adopt an amendment to these Bylaws.

ARTICLE XV. EFFECTIVE DATE

These Bylaws shall go into effect immediately upon the effective date of the Agreement.

ASSOCIATION OF BAY AREA GOVERNMENTS
HISTORY OF APPOINTMENTS BY THE
NAPA COUNTY CITY SELECTION COMMITTEE

1973-1974	Mayor Ralph Bolin (Napa) Mayor John Aquila, Alternate (St. Helena)
1974-1977	Mayor Ralph Bolin (Napa) Councilman Lowell Smith, Alternate (St. Helena)
1977-1979	Councilwoman Dorothy Searcy (Napa) Mayor Ralph Bolin, Alternate (Napa)
1980-1983	Mayor Lowell Smith (St. Helena) Mayor Phyllis Moore, Alternate (Napa)
1984-1986	Mayor Lowell Smith (St. Helena) Councilman Mike Joell, Alternate (Napa)
1986-1988	Mayor Lowell Smith (St. Helena) Councilman Brad Wagenknecht, Alternate (Napa)
1988-1992	Mayor Edward Solomon (Napa) Councilman Robert Maxfield, Alternate (Calistoga)
1992-1994	Mayor Edward Solomon (Napa) Mayor Tom Orlando, Alternate (American Canyon)
1994-1997	Mayor Edward Solomon (Napa) Mayor Mary Lou Holt, Alternate (Yountville)
1997-1998	Mayor Mary Lou Holt (Yountville) Mayor Ben Anderson, Alternate (American Canyon)
1998-2000	Mayor Mary Lou Holt (Yountville) Mayor Ken Slavens, Alternate (St. Helena)
2000-2004	Mayor Ken Slavens (St. Helena) VACANT (Partial Term Served by Mayor Mary Lou Holt (Yountville))
2004-2005	Mayor Ken Slavens, (St. Helena) Mayor Todd Carlson (Yountville)
2005-2006	Mayor Todd Carlson (Yountville) Mayor Andrew Alexander, Alternate (Calistoga)
2005-2006	VACANT Mayor Andrew Alexander, Alternate (Calistoga)

2006-2007	Mayor Cecil Shaver (American Canyon) Mayor Jill Techel, Alternate (Napa)
2007-2008	Mayor Jack Gingles (City of Calistoga) Mayor Leon Garcia, Alternate (City of American Canyon)
2008-2010	Mayor Jack Gingles (City of Calistoga) Mayor Leon Garcia, Alternate (City of American Canyon)
2010-2012	Mayor Jack Gingles (City of Calistoga) Mayor Leon Garcia, Alternate (City of American Canyon)
2012-2014	Mayor Jack Gingles (City of Calistoga) Mayor Leon Garcia, Alternate (City of American Canyon)
2013-2014	Mayor Leon Garcia (City of American Canyon) (6-30-14) Mayor Ann Nevero, Alternate (City of St. Helena)
2014-2016	Mayor Leon Garcia (City of American Canyon) (6-30-16) Mayor Ann Nevero, Alternate (City of St. Helena)
2014-2016	Mayor Leon Garcia (City of American Canyon) (6-30-16) Mayor Alan Galbraith, Alternate 4-21-15 (City of St. Helena)
2016-2018	Mayor Leon Garcia, member (City of American Canyon) (Exp. 6-30-18) Mayor John Dunbar, Alternate (Town of Yountville) (Exp. 6-30-18)
2018-2020	Mayor Leon Garcia, member (City of American Canyon) (Exp. 6-30-20) Mayor John Dunbar, Alternate (Town of Yountville) (Exp. 6-30-20)
2020-2022	Mayor Leon Garcia, member (City of American Canyon) (Exp. 6-30-22) Council Member Anna Chouteau, Alternate (City of St. Helena) (Exp. 6-30-22)
2022-2024	Mayor Leon Garcia, member (City of American Canyon) (Exp. 6-30-24) Council Member Anna Chouteau, Alternate (City of St. Helena) (Exp. 6-30-24)
2024-2026	Mayor Leon Garcia, member (City of American Canyon) (Exp. 6-30-26) Council Member Anna Chouteau, Alternate (City of St. Helena) (Exp. 6-30-26)



Napa County

Board Agenda Letter

1195 THIRD STREET
SUITE 310
NAPA, CA 94559
www.countyofnapa.org
Main: (707) 253-4580

City Selection Committee

Agenda Date: 1/21/2025

File ID #: 25-17

TO: Napa County City Selection Committee
FROM: Neha Hoskins - Clerk of the Board/Secretary of the City Selection Committee
REPORT BY: Neha Hoskins - Clerk of the Board/Secretary of the City Selection Committee
SUBJECT: Appoint Alternate to the Napa County Local Agency Formation Commission (LAFCO) South Valley Seat

RECOMMENDATION

Appoint City of American Canyon Mayor Pierre Washington to finish the term as Alternate to the South Valley Seat on the Napa County Local Agency Formation Commission (LAFCO) to commence immediately and expire on May 1, 2027.

BACKGROUND AND DISCUSSION

LAFCO is charged with encouraging the orderly formation and development of local agencies in a manner that preserves agricultural and open-space lands, promotes the efficient extension of municipal services, and prevents urban sprawl. Napa County LAFCO consists of two Members and one Alternate representing the County appointed by the Board of Supervisors from its own membership; two Members and Alternates representing the Cities and Town via the North Valley and South Valley Seats in the County, each of whom must be a City/Town elected official appointed by the Committee; and one member representing the general public appointed by the other four members on LAFCO.

California Government Code Section 56335 requires the Committee to make appointments to expiring LAFCO positions. The Committee's own Policy No. 2014-1 (NCCSC) provides a rotation schedule for the appointment of the Member and Alternate positions to the North Valley and South Valley Seats. For the South Valley Seat, the rotation is between the Cities of Napa and American Canyon.

On January 30, 2023, the City Selection Committee appointed City of Napa Vice Mayor Beth Painter as the Member and City of American Canyon Vice Mayor Mariam Aboudamous as the Alternate with terms commencing on May 2, 2023 and expiring on May 1, 2027. However, since Vice Mayor Aboudamous did not seek re-election for her Vice Mayor/Council Member seat, which expired on December 3, 2024, the Alternate

position became vacant.

On December 3, 2024, the City of American Canyon City Council recommended newly-elected Mayor Pierre Washington to fill the unexpired term of the Alternate position.

It is requested the City Selection Committee appoint City of American Canyon Mayor Pierre Washington to finish the term as Alternate to the South Valley Seat to commence immediately and expire on May 1, 2027.

PROCEDURAL REQUIREMENTS

1. Staff reports.
2. Public comments.
3. Motion, second, discussion and vote on the item.

ENVIRONMENTAL IMPACT

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

POLICY NUMBER 2014-1
(NCCSC)

A POLICY OF THE CITY SELECTION COMMITTEE
OF NAPA COUNTY, STATE OF CALIFORNIA, REGARDING
THE APPOINTMENT OF MEMBERS TO THE LOCAL
AGENCY FORMATION COMMISSION OF NAPA COUNTY

The following is a policy of the City Selection Committee of Napa County, State of California, regarding the appointment of City members and alternate City members to the Local Agency Formation Commission of Napa County (“LAFCO”).

The purpose of the policy is to provide a rotation of appointments to LAFCO. This policy should not be construed so as to conflict with any of the provisions of the California Government Code regarding either the general powers of this Committee or the appointment powers and procedures of this Committee contained within the Cortese-Knox-Hertzberg Local Government Reorganization Act of 2000 (Government Code Section 56000 *et seq.*) Instead this policy should be construed as supplementing those provisions of state law. Further, this policy is intended to provide a fair and equitable exercise of the discretion vested in future Committees with respect to appointments to LAFCO. This policy is as follows:

PART I.
REGULAR MEMBERS

- A. Of the two (2) city members appointed to LAFCO, one shall always be chosen from either the City of Napa or the City of American Canyon (“the South Valley Seat”). The other shall always be chosen from among the Town of Yountville, City of St. Helena, or the City of Calistoga (“the North Valley Seat”).
- B. Anytime the term for the South Valley Seat ends, this Committee shall appoint a member from the city not previously represented on LAFCO. Similarly with respect to the North Valley Seat, anytime the term for that Seat ends, this Committee shall appoint members in a rotation of the North Valley cities as follows:
 - (1) City of St. Helena
 - (2) City of Calistoga
 - (3) Town of Yountville
- C. The term of each Seat is four (4) years, as provided in Government Code Section 56334. The term of each Seat resides with the jurisdiction rather than the particular individual assigned to take the Seat. If an individual assigned to the Seat cannot complete the assigned term, the jurisdiction having the current Seat shall select another individual to complete the term. Once the term is completed, the rotation described in Section B of this policy shall apply.

PART II.
ALTERNATIVE MEMBER

Anytime the term of the South Valley Seat ends, this Committee shall change the jurisdiction serving as the alternate city member to that South Valley city not currently serving as the regular South Valley city member. In other words, if a City of Napa representative is currently serving as the regular South Valley city member, a representative of the City of American Canyon shall be the alternate city member and vice versa, so that the City of Napa has representation on LAFCO either as a regular member or an alternate member at all times and the City of American Canyon has representation on LAFCO either as a regular member or an alternate member at all times.

PART III.
RECOMMENDATIONS FROM JURISDICTIONS

At least fourteen (14) days prior to a Committee meeting, jurisdictions next in line for appointment to a Seat on LAFCO should forward a letter to the City Selection Committee Clerk of the Board that identifies and recommends the individual chosen by the jurisdiction to take its Seat on LAFCO, for consideration by the Committee.

LOCAL AGENCY FORMATION COMMISSION (LAFCO)

HISTORY OF APPOINTMENTS BY THE
NAPA COUNTY CITY SELECTION COMMITTEE

1972-1979	Paul Gore (Napa)
1973-1976	Mayor John Aquila, Alternate (St. Helena)
1973-1977	Mayor Thurman Gates (Yountville)
1977-1979	Robert Mahorney (St. Helena)
1977-1979	Mayor Lowell Smith, Alternate (St. Helena)
1979-1980	Mayor Lowell Smith (St. Helena)
1979-1980	Mayor Joseph Chavoen, Alternate (Yountville)
1980-1984	Floyd Stone (Napa)
1980-1981	Warren Nelson, Alternate (Yountville)
1981-1982	Mayor Lowell Smith (St. Helena)
1981-1982	Warren Nelson, Alternate (Yountville)
1982-1986	Warren Nelson (Yountville)
1982-1986	Gregory Hunter, Alternate (St. Helena)
1984-1988	Councilwoman Sue Dee Shenk (Napa)
1984-1988	Mike Joell, Alternate (Napa)
1986-1988	Thomas Redmond (Calistoga)
1986-1988	Gregory Hunter, Alternate (St. Helena)
1988-1990	Gregory Hunter (St. Helena)
1988-1990	Jack Gingles, Alternate (Calistoga)
1988-1992	David Paulson (City of Napa)
1990-1993	Mayor Carlee Leftwich (Yountville)
1990-1993	Lester Hardy, Alternate (St. Helena)
1990-1997	Mayor Tom Orlando, Alternate (American Canyon) Member and Alternate, pursuant to Napa County City Selection Committee (NCCSC) policy
1992-1994	Mark Luce (City of Napa)
1993-1994	Mayor Carlee Leftwich (Yountville)

LOCAL AGENCY FORMATION COMMISSION (LAFCO)

HISTORY OF APPOINTMENTS BY THE NAPA COUNTY CITY SELECTION COMMITTEE

1994-1997	Mayor John Brown (St. Helena)
1994-2001	Councilwoman JoAnn Busenbark (Napa) Member and Alternate, pursuant to NCCSC policy
1997-2001	Paul Dohring (Calistoga)
1997	Mayor Ed Henderson/Councilwoman Lori Maples Member and Alternate, pursuant to NCCSC policy
2001-2003	Mayor Mary Lou Holt (Yountville), Member
2000-2004	Harry Martin, (City of Napa), Member
2001-2005	Mayor Lori Maples (City of American Canyon), Alternate Member
2004-2007	Mayor Lori Luporini (City of American Canyon), Member
2003-2005	Mayor Ken Slavens (City of St. Helena), Member
2004-2005	Harry Martin (City of Napa), Alternate Member
2005	Kevin Block (City of Napa), Alternate Member
2005-2009	Mayor Dr. Andrew Alexander (City of Calistoga), Member
2006-2007	Kevin Block (City of Napa), Member
2006-2009	Cindy Coffey (City of American Canyon), Alternate
2007-2007	Mayor Jack Gingles (City of Calistoga), Member
2007-2007	Cindy Coffey (City of American Canyon), Member
2007-2008	Juliana Inman (City of Napa), Alternate
2007-2009	Mayor Jack Gingles (City of Calistoga), Member
2007-2011	Juliana Inman (City of Napa), Member
2007-2009	Cindy Coffey (City of American Canyon), Alternate
2009-2013	Lewis Chilton (Town of Yountville), North Valley Member
2009-2013	Joan Bennett (City of American Canyon), South Valley Alternate
2011-2015	Joan Bennett (City of American Canyon), South Valley Member
2011-2013	Juliana Inman (City of Napa), South Valley Alternate
2013-2017	Greg Pitts (City of St. Helena), North Valley Member
2017-2017	Paul Dohring (City of St. Helena) North Valley Member
2013-2017	Juliana Inman (City of Napa), South Valley Alternate

LOCAL AGENCY FORMATION COMMISSION (LAFCO)

HISTORY OF APPOINTMENTS BY THE
NAPA COUNTY CITY SELECTION COMMITTEE

2015-2019	Juliana Inman (City of Napa), South Valley Member
2015-2016	Joan Bennett (City of American Canyon), South Valley Alternate
2017-2021	Marjorie Mohler (*Town of Yountville), North Valley Member (*Calistoga deferred position appointment to Yountville)
2017-2019	Kenneth Leary (City of American Canyon), South Valley Alternate
2019-2023	Mariam Aboudamous (City of American Canyon), South Valley Member
2019-2023	Beth Painter (City of Napa), South Valley Alternate
2021-2025	Marjorie Mohler (Town of Yountville), North Valley Member
2023-2027	Beth Painter (City of Napa), South Valley Member
2023-2027	Mariam Aboudamous (City of American Canyon), South Valley Alternate



Napa County

Board Agenda Letter

1195 THIRD STREET
SUITE 310
NAPA, CA 94559
www.countyofnapa.org
Main: (707) 253-4580

City Selection Committee

Agenda Date: 1/21/2025

File ID #: 25-18

TO: Napa County City Selection Committee
FROM: Neha Hoskins - Clerk of the Board/Secretary of the City Selection Committee
REPORT BY: Neha Hoskins - Clerk of the Board/Secretary of the City Selection Committee
SUBJECT: Nominations to the Metropolitan Transportation Commission (MTC)

RECOMMENDATION

Submit three (3) nominees to the Napa County Board of Supervisors for appointment of a representative to finish serving the term on the Metropolitan Transportation Commission (MTC) to commence immediately and expire on February 9, 2027.

BACKGROUND AND DISCUSSION

MTC is the transportation planning, financing, coordination and management agency for the nine-county San Francisco Bay Area. Pursuant to MTC's enabling legislation, the Napa County representative is appointed by the Board of Supervisors from a list of three individuals nominated by the Committee.

Pursuant to the MTC Act of 1970, Government Code sections 66503 and 66504, the Committee is charged with nominating three individuals from which the Board of Supervisors shall appoint a representative to the MTC to serve a four-year term of office. MTC commissioners shall be selected for their special familiarity with the problems and issues in the field of transportation, as well as how it impacts housing and development.

At their special meeting of January 30, 2023, the Committee unanimously nominated submitting the names of Board of Supervisor Alfredo Pedroza, then City of Napa Councilmember Liz Alessio, and Town of Yountville Mayor Marjorie Mohler to the Board of Supervisors for appointment to the MTC.

On February 7, 2023, the Board of Supervisors approved the appointment of Supervisor Alfredo Pedroza as the MTC representative with a four-year term to begin on February 10, 2023 and expire on February 9, 2027. However, Supervisor Pedroza did not seek re-election of his supervisorial term, which ended on December 31, 2024.

Emails were sent to the City/Town Clerks of each jurisdiction on September 19, 2024, requesting that they solicit interest and nominations from each of their jurisdictions. To date, the City of Napa nominated Bernie Narvaez and Liz Alessio, the City of Calistoga nominated Amber Manfree and Liz Alessio, the City of

American Canyon nominated Liz Alessio, and the City of St. Helena nominated Paul Dohring as to serve on MTC. The Town of Yountville confirmed they would not be submitting any recommendations on this matter. The history of MTC appointments is attached as a reference.

Procedural Requirements:

1. Staff reports.
2. Public comments.
3. Motion, second, discussion and vote on the item.

ENVIRONMENTAL IMPACT

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

6.B. 351-2024 Metropolitan Transportation Commission Member Interest

City Clerk Carranza provided a brief report.

Discussion was then was turned over to Council.

Councilmember Luros made a motion to nominate Vice Mayor Narvaez. The motion was seconded by Councilmember Painter.

Before the vote, Councilmember Alessio announced her decision to abstain in order to remain neutral on the item. She indicated that she would be voting on the final appointment at the County level when she joined the Board of Supervisors in 2025.

A motion was made by Councilmember Luros, seconded by Councilmember Painter, to nominate Vice Mayor Narvaez to be considered by the Napa County City Selection Committee as nominee to the Metropolitan Transportation Commission (MTC). The motion carried by the following vote:

Aye: 4 - Luros, Painter, Narvaez, and Sedgley

Abstain: 1- Alessio

Brief discussion ensued. Councilmember Alessio expressed her interest in also serving on MTC.

A motion was made by Mayor Sedgely, seconded by Councilmember Luros, to nominate Councilmember Alessio to be considered by the Napa County City Selection Committee as nominee to the Metropolitan Transportation Commission (MTC). The motion carried by the following vote:

Aye: 4 - Luros, Painter, Narvaez, and Sedgley

Abstain: 1- Alessio

AYES: Councilmember Gift
NOES: Mayor Williams and Councilmember Eisenberg
ABSTAIN: Councilmember Cooper and Vice Mayor Lopez-Ortega
ABSENT: None

Staff was directed to gather more information in general about all possibilities and organize it for comparison at a future Council discussion.

- 7.4. The Napa County Board of Supervisors will be appointing a Napa County representative to the Metropolitan Transportation Commission and has requested to be notified if a Councilmember would like to be considered for nomination to serve on the Commission.

Council discussed this item. There is no interest for nomination by any Councilmember.

There was public comment by Charlotte Williams.

Motion by Mayor Williams and seconded by to submit Amber Manfree and Liz Alessio as nominees to the City Selection Committees **Motion Carried**

AYES: Mayor Williams, Councilmember Cooper, Councilmember Eisenberg, Councilmember Gift, and Vice Mayor Lopez-Ortega
NOES: None
ABSTAIN: None
ABSENT: None

8. COUNCIL REPORTS

Councilmember Eisenberg reported that the Climate Action Committee did not meet, NVTA is moving forward to replace the director and discussed free transit.

Vice Mayor Lopez-Ortega was unable to attend Flood Control Meeting but did attend Casa de la Cultura's Senior Holiday Dinner and thanked all donors. Casa de la Cultura is willing to take over next year's Thanksgiving dinner.

Mayor Williams attended an NVTA meeting where there was a lot of discussion on fare-less riding, no decisions were made. He thanked Lopez-Ortega for participating at the Holiday Dinner. Williams reminded Council that regional appointments are coming up at the next meeting and asked they submit preferences if they wish. We lost Karen Versoza, a valuable member of our community, we will adjourn the meeting in her memory.

9. ADJOURNMENT



Office of the City Clerk

MINUTE ORDER NO. 2024-16

DIRECTING STAFF TO SUBMIT LIZ ALESSIO AS A NOMINEE TO THE NAPA COUNTY CITY SELECTION COMMITTEE FOR THE METROPOLITAN TRANSPORTATION COMMISSION (MTC)

At their meeting on December 17, 2024, the City Council of the City of American Canyon approved this item by the following motion and vote:

Action: Motion to adopt Minute Order 2024-15, approving the final list of commission vacancies and the process for appointing new commission members, made by Vice Mayor Mark Joseph, seconded by Councilmember Melissa Lamattina, and CARRIED by roll call vote.

Ayes: Councilmember Brando Cruz, Councilmember Melissa Lamattina, Councilmember Mark Joseph, Vice Mayor David Oro, Mayor Pierre Washington

Nays: None

Abstain: None

Excused: None

A handwritten signature in blue ink that reads "Nicolle Hall". The signature is written in a cursive style and is positioned above a horizontal line.

Nicolle Hall, Deputy City Clerk

METROPOLITAN TRANSPORTATION COMMISSION (MTC)

**HISTORY OF APPOINTMENTS BY THE BOARD OF SUPERVISORS
(Nominees Submitted by the Napa County City Selection Committee)**

1971-1974	Mayor Ralph Trower (Napa)
1974-1979	Mayor Greta Ericson (St. Helena)
1979-1982	Mayor Ralph Bolin (Napa)
1983-1985	Supervisor Bill Chew
1985-1988	Supervisor Kathleen McCullough
1989-1997	Supervisor Fred Negri
1997-2001	Supervisor Kathryn Winter
2001-2007	Supervisor Bill Dodd
2007-2011	Supervisor Bill Dodd
2011-2014	Supervisor Bill Dodd
2015-2016	Supervisor Mark Luce
2017-2019	Supervisor Alfredo Pedroza
2019-2023	Supervisor Alfredo Pedroza
2023-2024	Supervisor Alfredo Pedroza