

RESOLUTION NO. 2024- (FC)

**A RESOLUTION OF THE BOARD OF DIRECTORS OF
THE NAPA COUNTY FLOOD CONTROL AND WATER
CONSERVATION DISTRICT AMENDING BOARD BYLAWS**

WHEREAS, pursuant to the Section XIX of Bylaws of the Napa County Flood Control and Water Conservation District (“District”), the Bylaws may only be amended by the Board of Directors of the District (“Board of Directors”); and

WHEREAS, on September 10, 2024, the Napa County Board of Supervisors amended the Napa County Policy Manual, Section 8 “Policies for Conducting Business,” replacing the parliamentary procedure from Sturgis Standard Code (also known as the American Institute of Parliamentarians Standard Code of Parliamentary Procedure) to Roberts Rules of Order; and

WHEREAS, to increase administrative efficiency and consistency, the Board of Directors wish to utilize the same parliamentary procedure that is used by the Napa County Board of Supervisors; and

WHEREAS, the Engineering Manager for Water Resources is assigned to oversee the Department of Water Resources State Water Project (SWP) contract, activities, and municipal/industrial water supply interests, working closely with water utility managers from the municipalities that contract for water from the SWP; and

WHEREAS, to increase administrative efficiency and provide the Engineering Manager with appropriate authorities to manage the District’s SWP representation, the Board of Directors wishes to amend the Engineering Manager’s authorities in the District Purchasing Policy to include Water Exchange Term Sheets pre-approved by Department of Water Resources; and

WHEREAS, a copy of the amended Bylaws and Purchasing Policy of the District is attached to this resolution as Exhibit “A” and is incorporated by reference herein.

NOW, THEREFORE, BE IT RESOLVED by the Board of Directors of the Napa County Flood Control and Water Conservation District as follows:

1. The revision of the District’s Bylaws in section V, subd. B, amending the parliamentary procedure is approved; and
2. The revision of the District’s Purchasing Policy in section 17, adding authority regarding the State Water Project is approved; and
3. The Bylaws and Purchasing Policy as amended and attached as Exhibit “A” are adopted in the form submitted; and
4. This resolution shall be effective immediately upon adoption.

THE FOREGOING RESOLUTION WAS DULY AND REGULARLY ADOPTED
 by the Board of the Napa County Flood Control and Water Conservation District at a regular meeting of the Board held on the ___ day of _____, 2024, by the following vote, with the number following the name of each voting Director indicating the number of votes cast by the Director:

AYES: DIRECTORS _____
 NOES: DIRECTORS _____
 ABSTAIN: DIRECTORS _____
 ABSENT: DIRECTORS _____

NAPA COUNTY FLOOD CONTROL AND
 WATER CONSERVATION DISTRICT, a special
 district of the State of California

By: _____
 SCOTT SEDGLEY, Chair of the
 Board of Directors

<p>APPROVED AS TO FORM Office of District Counsel</p> <p>By: <u>Shana A. Bagley</u> Deputy District Counsel</p> <p>Date: October 9, 2024 [PL No. 120989]</p>	<p>APPROVED BY THE BOARD OF DIRECTORS OF THE NAPA COUNTY FLOOD CONTROL AND WATER CONSERVATION DISTRICT</p> <p>Date:</p> <p>Processed by: _____ Deputy Secretary of the District Board</p>	<p>ATTEST: NEHA HOSKINS Secretary of the District Board</p> <p>By: _____</p>
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EXHIBIT “A”

**BYLAWS OF THE BOARD OF THE
NAPA COUNTY FLOOD CONTROL AND
WATER CONSERVATION DISTRICT**

(as amended October 22, 2024)

Preamble

Effective January 1, 1997, the Napa County Flood Control and Water Conservation District Act (“the Act”) was amended by Sections 3 through 6 of Chapter 308 of the Statutes of 1996 to reorganize and expand the governing board of the District from a five-member board of directors comprised of the Napa County Board of Supervisors serving ex-officio to an eleven-member board of directors composed as follows: five directors who are members of the Napa County Board of Supervisors, serving ex-officio and having two votes each; one director who is the mayor of the City of Napa, serving ex-officio and having two votes; four directors who are the mayors of the Cities of Calistoga, St. Helena, and American Canyon, and the Town of Yountville, serving ex-officio and having one vote each; and one director who is a member of the Napa City Council, appointed annually by the Napa City Council and having one vote. Effective January 1, 2003, the Act was further amended by Chapter 283 of the Statutes of 2002 to provide for alternate members for each mayor and for two floating alternates for the members of the board of supervisors, as well as to increase the flexibility of the District Board in regard to certain administrative matters. These amended Bylaws are adopted to govern the conduct of the District Board as reorganized and expanded by these statutes.

Bylaws

I. OFFICERS

A. Chairperson and Vice-Chairperson.

- 1. Election.** At its first meeting each calendar year, the Board shall elect a Chairperson and Vice-Chairperson from among the directors. Beginning in January 2002, the Vice-Chairperson for the previous year shall be elected as Chairperson unless they are no longer on the Board or decline to serve. In any given term, if the Chairperson is also a member of the Napa County Board of Supervisors, the Vice-Chairperson shall be selected from among the directors who are mayors or the director appointed to the District Board by the Napa City Council. If the Chairperson is also a mayor or the director appointed by the Napa City Council, then the Vice-Chairperson shall be selected from among the members of the Napa County Board of Supervisors. If both the Chairperson and Vice-Chairperson are absent, but the alternate for the Chairperson is present and serving on the Board, the alternate shall serve as Chairperson. If the alternate for the Chairperson is also absent, but the alternate for the Vice-

Chairperson is present and serving on the Board, that alternate shall serve as the Chairperson. If both officers and their respective alternates are absent, the Secretary shall call for the election of a temporary Chairperson by the members or their alternates who are serving and present.

2. **Term.** The term of the Chairperson and Vice-Chairperson shall not exceed one year except that they shall continue to serve thereafter until their successors are elected and assume office. The Chairperson and Vice-Chairperson shall not serve consecutive terms in the same office.
3. **Duties of the Chairperson and Vice-Chairperson.** The Chairperson of the Board or, in their absence, the Vice-Chairperson, shall act as the presiding officer of the Board and in that capacity shall preserve order and decorum, decide questions of order subject to being overruled by a four-fifths vote (14 votes) of the Board, and perform such other duties as are required by law. The Chairperson shall in addition have all the rights and duties enjoyed by any other director.
4. **Participation of the Chairperson.** The Chairperson of the Board, or in their absence the Vice-Chairperson, may make or second any motion and present and discuss any matter on the agenda in the same manner as any other director without having to step down from the Chair.

B. Ex-Officio Officers. The following officers and their assistants, deputies, clerks, and employees of the County of Napa shall serve ex-officio as officers, assistants, deputies, clerks, and employees of the District:

1. **Legal Counsel.** The Legal Counsel for the District shall be the County Counsel for the County of Napa.
2. **Assessor.** The Assessor for the District shall be the Napa County Assessor.
3. **Treasurer/Tax Collector.** The Treasurer/Tax Collector for the District shall be the Napa County Treasurer-Tax Collector.
4. **Auditor-Controller.** The Auditor-Controller for the District shall be the Napa County Auditor-Controller.
5. **District Engineer.** The District Engineer for the District shall be the Napa County Public Works Director, their deputy, or any other qualifying county officer appointed by the Napa County Board of Supervisors.
6. **District Manager.** The District Manager for the District shall be the Napa County Deputy Director of Public Works for Flood and Water

Resources. The District Manager and District Engineer may be the same individual, when qualified.

7. **Secretary.** Unless otherwise approved by amendment of these Bylaws, the Secretary of the District Board shall be the Clerk of the Napa County Board of Supervisors. All references in the governing act of the District to the secretary or the clerk of the District shall mean the Secretary of the District Board.
8. **District Executive Officer.** Unless otherwise approved by amendment of these Bylaws, the District Executive Officer (also known as District Administrator) of the District shall be the Napa County Executive Officer.
9. **District Engineering Manager-Water Resources.** The District Engineering Manager – Water Resources, District Manager, and/or District Engineer may be the same individual, when qualified.

II. MEETINGS OF THE BOARD

- A. **Date of Regular Meetings.** Regular meetings of the Board shall be held once a month. All dates of regular meetings of the Board shall be shown on a calendar, which the Board shall adopt on or before its last meeting each calendar year to conform, in part, to the calendar of regular meetings adopted for the next year by the Napa County Board of Supervisors. Notwithstanding the foregoing, any regular meeting of the Board may be canceled by majority vote of the Board or, at any time, by the Chairperson (or in their absence the Vice-Chairperson) or the Secretary for lack of business or by the Secretary for lack of a quorum.
- B. **Time of Regular Meetings.** Regular meetings shall follow the adopted calendar, and continue until all agenda business is concluded unless adjourned earlier on motion of the Board for any reason or by the Secretary for lack of a quorum.
- C. **Location of Regular Meetings.** Unless specially noticed otherwise, regular meetings shall be held in the Meeting Room of the Napa County Board of Supervisors, Room 305, Third Floor, County Administration Building, 1195 Third Street, Napa, California.
- D. **Emergency and Special Meetings.** Emergency or special meetings shall be called in conformance with the provisions of the Brown Act (Government Code section 54950 and following) and may be canceled in the same manner as provided in these Bylaws for cancellation of regular meetings.

III. AGENDAS

- A. **Posting.** The Secretary shall prepare, post, and otherwise give notice of the agenda for each meeting of the Board in accordance with the requirements of the Brown Act.
- B. **Inclusion on Agenda Required for Discussion or Action.** No matter may be considered or acted upon unless it is included on the posted agenda or a supplemental agenda.
- C. **Supplemental Agenda.** A supplemental agenda will be prepared and considered by the Board only under the following conditions:
 - 1. **Emergencies.** Upon a determination by the Board 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 (12 votes), or, if less than two-thirds of the potential votes are present, a unanimous vote of those directors present, that there is a need to take immediate action and the need to take action came to the attention of the local agency subsequent to the regular agenda being posted.
 - 3. **Recently Continued Item.** The item was properly posted for a prior meeting of the Board 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.

IV. PLACING MATTERS BEFORE THE BOARD

- A. **Compliance with Board Forms and Policies.** Any matter to be considered by the Board shall first be properly filed in compliance with the policies, standards and procedures established by the Board. The Secretary shall not accept any matter for inclusion on the agenda and presentation to the Board unless the matter is set forth on the prescribed forms, if any, properly filled out with all required data attached.
- B. **Late Submission of Information.** Late submission (i.e., at a Board meeting or immediately prior to a Board meeting) of lengthy written reports or technical material by any person may be considered by the Chairperson as grounds for an automatic continuation to the Board's next regular meeting of the item to which the reports or materials relate.
- C. **Inclusion on Future Agenda.** Any matter that comes before the Board orally that is not shown on the agenda shall not be acted upon by the Board at that meeting unless included on a supplemental agenda in conformance with paragraph III. (C), above, and any questions or comments at that meeting

regarding the item shall be limited to the scope permitted by the second paragraph of Government Code section 54954.2(a).

- D. Withdrawal of Item.** A person who has requested that an item be placed before the Board, or their appointed representative, may withdraw the item at any time prior to the Board acting on such matter. If the request is oral, written confirmation of the request will be required.

V. CONDUCT OF MEETINGS

- A. Order of Business.** The regular order of business of the Board shall be:
 - 1. Call to order and Pledge of Allegiance.
 - 2. Approval of the minutes of the previous meeting.
 - 3. Agenda of the Board.
 - 4. Adjournment.
- B. Parliamentary Procedure.** Unless otherwise provided by these Bylaws, all proceedings before the Board shall be conducted in accordance with and pursuant to the parliamentary procedure set forth in the published edition of "Robert's Rules of Order" that is most current at the time of the proceedings.
- C. Preservation of Order.** The Chairperson shall preserve order at all public hearings and shall decide business questions of order subject to being overruled by a four-fifths vote (14 votes) of the Board. Persons who become disruptive or abusive may be ejected from the hearing.
- D. Recording of Meetings.** Any meeting of the Board, other than a closed session permitted under the Brown Act, may be recorded by any person, unless the Board determines that such recording could constitute a disruption of the proceedings.

VI. RESOLUTIONS AND ORDINANCES

Except as specifically provided otherwise by these Bylaws or any law of the State of California, all ordinances and resolutions of the Board shall be adopted by the Board and certified, recorded and published in the same manner as ordinances or resolutions of the County of Napa.

VII. ORDER OF TESTIMONY

- A. Matters not involving a noticed public hearing.** Testimony and argument relative to any agenda item not requiring a noticed public hearing shall, unless otherwise ordered by the Chairperson, be presented in the following order:

1. The Chairperson shall identify the matter and, if the matter is a public hearing, declare the public hearing open.
2. The staff report shall be presented.
3. Persons wishing to speak in favor of the matter.
4. Persons wishing to speak in opposition to the matter.
5. Rebuttal in the same order (if there is opposition).
6. Questions by the Board.
7. Board discussion.
8. Voting.

B. Matters Involving a Noticed Public Hearing. Proceedings that involve public hearings and can be heard only after notice of the public hearing has been given shall, unless otherwise ordered by the Chairperson, be conducted as follows:

1. The Chairperson shall identify the matter and declare the public hearing open.
2. If the Chairperson deems it necessary, all persons wishing to testify shall be sworn by the Secretary of the Board.
3. The staff report shall be presented.
4. A reasonable opportunity to present evidence and/or argument shall be afforded those persons entitled to notice or who may be affected or aggrieved by the decision.
5. A reasonable opportunity to cross-examine witnesses, including staff, shall be afforded those persons entitled to notice of the hearing or aggrieved by the decision, provided that right is asserted at the first reasonable opportunity. Staff similarly shall be entitled to reasonable cross-examination of witnesses. All cross-examination shall be conducted through the Chairperson and not directly, unless otherwise directed by the Chairperson.
6. A reasonable opportunity for rebuttal of new material shall be afforded those persons entitled to notice of hearing or who may be affected or aggrieved by the decision.
7. Questions by the Board.

8. The Chairperson shall declare the public hearing closed.
9. Board discussion.
10. Voting.

VIII. PRESENTATIONS TO THE BOARD

- A. Identification of Speaker.** Any person desiring to address the Board shall, when recognized by the Chairperson, give their name and address.
- B. Limitations on Time.** The Chairperson may, in the interest of facilitating the business of the Board, set in advance of the presentation of testimony reasonable time limits for oral presentations. Persons may be required to submit written testimony in lieu of oral testimony if the Chairperson determines that a reasonable opportunity for oral presentations has been provided, and in such a case, the hearing will be continued to a later date to allow a reasonable time for such submittals to occur.
- C. No Testimony after Close of Hearing.** No testimony shall be accepted after the close of the public hearing, except that Legal Counsel and District staff may be consulted on legal issues or matters of clarification without reopening the public hearing. Objections alleging that counsel or staff are discussing or testifying as to factual matters shall be heard. If such objections are sustained, the Chairperson may reopen the hearing to permit such matters to be heard.

IX. EVIDENCE

- A. Admission of Evidence.** Evidence shall be admissible if it is of a type commonly relied upon by reasonable and prudent persons in the conduct of serious affairs. The Chairperson may determine not to receive cumulative, repetitious, immaterial, irrelevant, derogatory, or abusive testimony or other evidence, subject to the limitations in Government Code section 54954.3 (c). Evidence may be received subject to a later ruling regarding its admissibility. Erroneous admission of evidence shall not invalidate any action taken unless it is shown to have prejudiced the substantial rights of a party.
- B. Exhibits.** All exhibits shall be marked upon submission to provide identification in the event the matter is litigated. All exhibits shall be retained by the Secretary until the expiration of the applicable statute of limitations, at which time they will be returned to the applicant. Unclaimed exhibits will be disposed of by the Secretary if not reclaimed by the applicant within ten days after the expiration of the applicable statute of limitations.

C. Consideration of Documentary Evidence.

- 1. Writings filed with the Secretary.** Letters, petitions or other documentary evidence (hereafter “writings”) filed with the Secretary shall be presented to the Board on or before the time of the public hearing. The Board shall consider such material in deciding any issue before it. All documentary evidence shall become part of the Board’s file on the agenda item.
- 2. Distribution to the Public.** Writings distributed to the Board prior to commencement of a public meeting shall be made available for public inspection upon request prior to commencement of the meeting and shall be made available immediately at the commencement of and during their discussion at the meeting; except that this requirement shall not apply to writings distributed to the Board solely for use in connection with a closed session permitted by the Brown Act.

X. BURDEN OF PROOF

Except as otherwise provided by law, the applicant shall bear the burden of proof that the proposal is in compliance with applicable laws, standards, ordinances and policies, except that if the public hearing concerns an appeal, the appellant shall bear the burden of proving that the decision appealed was erroneous.

XI. EFFECT OF FAILURE TO COMPLY WITH BYLAWS

Failure to comply with any of these Bylaws shall invalidate an action only if it prejudices the substantial rights of the person alleging the error or if invalidation is required by statute. Persons alleging procedural error shall have the burden of proof as to whether the error occurred and whether the error has prejudiced the person’s substantial rights.

XII. RECORDATION OF BOARD ACTIONS

All official actions or decisions by the Board shall be entered in the minute book of the Board. The vote or votes of each director on every question shall be recorded.

XIII. VOTING AND QUORUM

- A. Roll Call Vote.** A roll call vote may be required in voting upon any motion of the Board at the discretion of the Chairperson.
- B. Inaudible Votes.** Any director present who does not vote in an audible voice shall be recorded as voting “aye.”
- C. Quorum.** A quorum for the transaction of business shall exist only as long as a majority (6) of the eleven directors and a majority (9) of the seventeen total votes are present.

- D. Number of Votes Required for Action.** No action or recommendation of the Board shall be valid and binding unless at least nine (9) affirmative votes concur therein, except that matters relating to adoption or modification of the budget shall require at least 14 affirmative votes.
- E. Continuance Where Insufficient Votes Present.** In any case where, due to the absence of one or more directors, the number of affirmative votes required by 13 (D) cannot be obtained on a question before the Board, the Secretary of the Board shall automatically cause the matter to be placed on the next agenda for further consideration and vote. No motion shall be required to take such action.
- F. Voting Affected by Conflict of Interest.** As a general rule, no director shall participate as a director 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 exists that prevents directors with conflicts from discussing or voting on the matter, and the conflicts are such that the directors with conflicts will be unable to vote at a later date even if the matter is continued, the matter shall not be continued and the following rules shall apply.
- 1. Appeals.** If the matter involves an appeal, action shall be deemed taken by the Board to ensure that the circumstances as they existed prior to the decision of the approving officer or body will not be changed. Normally, if the decision being appealed was an approval, the appeal shall be deemed granted and the decision being appealed overturned; and if the decision being appealed was a denial, the appeal shall be deemed denied and the decision being appealed ratified. In unusual circumstances, where these actions would not preserve the *status quo*, the decision on the appeal shall be whatever action is necessary to maintain the *status quo*.
 - 2. Rule of Necessity (Appeal not Involved).** If the action does not involve an appeal, a sufficient number of the directors having conflicts of interest, selected by lot, shall be allowed to participate to provide enough votes for the Board to form a quorum and take affirmative action.
- G. Disclosure of Prior Information.** Any director who has received evidentiary information outside of a Board meeting or has viewed the property or site of a matter pending before the Board or is familiar with the property or site should publicly disclose the fact of such information, viewing, or familiarity with the site prior to the Board's final vote on the matter.

XIV. MOTION TO RECONSIDER

A. At the Same Meeting.

- 1. Noticed Matters.** A final vote on any matter which required specific statutory notice in addition to the notice required by the Brown Act may be reconsidered during the meeting at which the vote was taken, provided all persons who were present when the matter was discussed, whether or not they spoke, are still present, and provided further that the motion to reconsider is made by a director who voted with the prevailing side.
- 2. All Other Matters.** In all other cases, the Board may reconsider a matter during the meeting at which the vote was taken, provided all directors 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 director who voted with the prevailing side.
- 3. Precedence of Motion.** A motion for reconsideration made at the same meeting shall have precedence over every motion except a motion to adjourn.

B. At a Later Meeting. A final vote on any matter may be placed on the agenda for reconsideration by the Board upon motion of any director at any time or, up to ten calendar days after the action of the Board, upon a petition for reconsideration filed with the Secretary by any interested person. In either case, any director may make the motion to reconsider.

C. Time of Reconsideration. If the Board approves the motion for reconsideration, the Board may, in its discretion, reconsider the matter immediately or at a later date; except, if the matter required notice under any statute other than the Brown Act, notice shall be given and the matter shall be reconsidered on the date set forth in the notice.

XV. BUDGET

Unless otherwise provided by these Bylaws or by separate resolution of the Board, the budget for the District shall be prepared, presented, and approved by the Board in accordance with the procedures applicable to the budget of the County of Napa. Notwithstanding the foregoing, the Board shall commence the public hearing on the District's budgets on or before September 18 of each year and conclude such hearing within fourteen calendar days. After conclusion of the hearing, the Board shall by resolution adopt the proposed budget after any revisions of, deductions from, or increases or additions to the budget have been made. The Board shall adopt such resolution no later than October 2 of that fiscal year. In years in which the state budget is enacted after July 1, the Board may adopt the District budget by resolution no later than October 2 of

that year or a period not to exceed 60 days from the date of the enactment of the state budget, whichever is later.

XVI. PURCHASING POLICY

The District Executive Officer, the District Engineer, District Manager, Engineering Manager – Water Resources, or their respective written designees may act as Purchasing Agent for the District within the scope and in accordance with the procedures prescribed in the Purchasing Policy attached hereto as Attachment “A” (amended February 20, 2024) and incorporated by reference herein. Additional Board policies relating to purchase and disposition of property are also described in the Purchasing Policy in Attachment “A.”

XVII. AUTHORIZATION FOR DISTRICT ENGINEER TO EXECUTE RIGHT-OF-ENTRY AGREEMENTS

The District Engineer, District Manager, or their written designee may execute right-of-entry agreements granting the officers, employees, agents, and contractors of the District access to any properties involved or affected by approved District projects or granting other persons, agencies, or entities access to property owned or controlled by District for purposes compatible with such projects.

XVIII. ALTERNATE MEMBERS

- A. City Alternates.** A member of the city or town council of American Canyon, Napa, Yountville, St. Helena, or Calistoga who has been duly designated in writing by the council to serve as vice-mayor or mayor pro tempore (mayor pro tem), and the member of the city council of the City of Napa who has been duly designated in writing by the council to serve as the alternate for the City’s second director on the District Board, may sit, vote, and otherwise fully participate as a director on the District Board in the absence of the mayor, or the second director from the City of Napa, with the right to cast the same number of votes as absent director being temporarily replaced, as long as a certified copy of the council’s action designating the member as vice-mayor, mayor pro tempore, or alternate for the City of Napa’s second director has been filed with the Secretary of the District.
- B. County Floating Alternates.** In the absence from the Board of Directors of up to two members of the Napa County Board of Supervisors, the floating alternates (if up to two have been appointed by the Board of Supervisors pursuant to Section 7(a)(1)(A) of the District Act from among members of the public residing within the District) may sit, vote, and otherwise fully participate as directors on the Board of the District in place of the absent members, serving in order of their priority as specified by the Board of Supervisors.

XIX. CHANGES TO BYLAWS

The provisions of these Bylaws may be altered, amended, or repealed only by resolution of the Board.

ATTACHMENT “A”

PURCHASING POLICY (Amended October 22, 2024)

1. **In General.** Except where otherwise prescribed by the Bylaws of the District Board, the Purchasing Agent for the District shall have the same duties and powers as prescribed by the laws of the State of California for the county purchasing agent in a county with population of 200,000 or less. The Purchasing Agent shall furnish the governing board (“Board”) of the District and the officers and employees thereof with such reports and information as the Board may from time to time require and shall establish methods, procedures, and regulations necessary for the proper functioning of the Purchasing Agent. The Purchasing Agent shall be the District Executive Officer or their designee except where this Attachment specifically authorizes the District Engineer and/or the District Manager or their designees to serve as Purchasing Agent.

2. **Deputies.** The Purchasing Agent may appoint such deputies to perform in their stead, as they deem necessary, except that no such deputy shall be appointed or employed without the approval of the Board unless such deputy is already an officer, deputy of an officer, or an employee of the District.

3. **Specific Duties.** The Purchasing Agent may, within the constraints of the approved District budget:

(a) Purchase for the District and the officers, employees, and, where they deem appropriate, contractors of the District when engaged in District business, all materials, supplies, furnishings, equipment, livestock, and other personal property of whatever kind and nature. Except in cases of emergency as hereinafter provided or in cases where the Board or this Policy has made other specific provision, no purchase of personal property by any person or entity other than the Purchasing Agent or the Board shall be binding upon the District or constitute a lawful charge against District funds. Unless otherwise provided by law or these Bylaws, the Purchasing Agent may make such purchases of personal property without notice, advertising, or the securing of competitive bids or quotations, but if any individual item (as distinct from the total contract) costing more than \$5,000 is purchased without securing competitive bids or quotations or if any item costing more than \$500 is purchased from other than the lowest responsible bidder when competitive bids or quotations have been solicited, then the Purchasing Agent shall report such action to the Board with their reasons therefore.

(b) Rent furnishings, equipment, or livestock for the District.

(c) Sell any personal property belonging to the District and found by the Board not to be required for public use. Notice of sale of surplus personal property shall be posted for not less than five (5) business days preceding the day of sale in the Napa County Courthouse, the office of the Purchasing Agent, or such other public place within the jurisdiction of the District as the Purchasing Agent may deem advisable. In the disposition of surplus personal property, the Purchasing Agent may purchase advertising space and advertise the proposed sale or other disposition of the personal property in such newspapers, magazines, periodicals, or other media

(including electronic media) as the Purchasing Agent judges will best publicize the proposed sale or other disposition to those persons most likely to bid for or purchase the personal property. Subject to any limitation imposed by the Board, the Purchasing Agent shall decide upon the amount, nature, makeup, and content of the advertising. When purchasing property the Purchasing Agent may, without regard to the foregoing procedures, accept advantageous trade-in allowances for District personal property which is not further required for public use.

(d) Engage independent contractors to perform services for the District (other than the services described in (E) or (F)), with or without the furnishing of material, when the term of services does not exceed three years in length and when the aggregate cost per District fiscal year (July 1 through June 30) does not exceed Sixty-Nine Thousand Nine Hundred Dollars (\$69,900), except that this amount shall be adjusted annually by any increase in the California Consumer Price Index. Service contracts shall be consolidated whenever feasible to avoid incremental contracting and contracts shall not be split, in dollar amount or duration, to avoid Purchasing Agent review, Board of Directors' review, or to bypass bidding requirements.

(e) Engage state-licensed independent contractors to construct, repair, or furnish any building or structure enumerated in Section 20121 of the Public Contract Code of the State of California, when the estimated cost thereof, including the cost of materials, furnishings, and supplies, does not exceed Six Thousand Five Hundred Dollars (\$6,500), except as otherwise provided by law.

(f) Execute agreements with landowners to share the cost of streambank repair completed by or at the request of such landowners, where the cost to the District for each such repair is Thirty Thousand Dollars \$30,000 or less. The District Engineer or District Manager may act as Purchasing Agent for the execution of such agreements.

(g) Accept, on behalf of the District, any gift or donation of personal property. Any such gift or donation of personal property that exceeds \$10,000 in value shall be reported by the Purchasing Agent to the Board no later than the next regular meeting of the Board. The Purchasing Agent is not authorized to accept any gift or donation of real property or an interest in real property, but shall immediately transmit any offer thereof to the Board no later than the next regular meeting of the Board for consideration of acceptance by the Board.

(h) Perform such other services as the Board may from time to time require by resolution or ordinance.

4. **Emergency Purchases.** Emergency purchases of materials or supplies may be made by any District officer or employee authorized by the Purchasing Agent to sign requisitions whenever the Purchasing Agent or their deputies are not immediately available and the items or services so purchased are immediately necessary for the operation of the District function involved or are immediately necessary for the preservation of life or property. Such emergency purchases shall be subsequently approved and confirmed by the Purchasing Agent or, if the Purchasing Agent refuses such confirmation, may be approved and confirmed by a 4/5 vote of the Board. Unless such emergency purchases are so approved and confirmed by either the

Purchasing Agent or the Board, the cost thereof shall not constitute a legal charge against the District.

5. **Revolving Funds.** With the concurrence of the District Auditor, the Purchasing Agent may establish from the unappropriated funds of the District one or more revolving funds in such amounts as the Board may from time to time by resolution establish. The Purchasing Agent may purchase supplies and materials in quantity for the District as needed, and shall make payments therefore out of such revolving fund. As such supplies and materials are issued to the utilizing officer, employee, or contractor, the fund shall be reimbursed from the budgeted funds of the requisitioning officer or employee. The Auditor shall certify the availability of funds in the appropriate budget account before the purchase orders are processed.

6. **Purchasing Procedure.** All requests for purchases, rentals, and contracts shall be made only upon properly written requisitions, the forms of which shall be supplied by the Purchasing Agent to the officers, employees, and contractors of the District. Each District officer is hereby authorized to withdraw requisitions for purchases to be used in connection with the duties of such officer in accordance with current budget accounts. Each such officer may delegate this authority to one or more of the officer's deputies, assistants, or employees by filing a written authorization therefore with the Purchasing Agent and the District Auditor.

7. **Inspection of Procedural Regulations.** A copy of the Policy and of any purchasing regulations developed by the Purchasing Agent under this Policy shall be made available in the office of the Purchasing Agent and open to the public for inspection during regular business hours.

8. **Emergency Contracts to Abate Flood Damage under EWP Cost-Share Grants.** Notwithstanding anything to the contrary in this Attachment "A" or in any other District Bylaw, the District Engineer and District Manager are hereby designated and authorized, pursuant to subsections (4) and (5) of Section 5 and subsections (b) and (c) of Section 9 of the Napa County Flood Control and Water Conservation District Act, to enter into the following types of contracts, acting as Purchasing Agent for the District during a declared flood emergency, to enable the District to act as local sponsor under the U.S.D.A.'s Emergency Watershed Protection (EWP) federally-funded cost-share grant program to abate or mitigate threats to property or the safety of persons, where the local share will be fully funded from sources other than the District:

(a) Contracts with the Natural Resources Conservation Service to obtain the federal share under the EWP Program; and

(b) Contracts with affected public or private property owners or agencies to provide the local share and any required rights of entry; and

(c) Contracts with engineers, contractors, and suppliers to provide the materials and/or services needed for the project, with the District Engineer and District Manager further authorized to enter into such contracts on an emergency basis under Public Contract Code section 21171(b) pursuant to the procedures set forth in Public Contract Code sections 20134 and 22050.

9. **Sale or Disposal of Unneeded Property.** The Board adopts the procedures for the sale and disposition of unneeded/surplus real property pursuant to the laws of the State of California with the following exceptions:

(a) The value limits required for property to be sold at a private sale as set forth in California Government Code section 25363 shall be modified to not exceed \$25,000 for the value of the property and shall not exceed \$1,500 for the monthly rental value; and

(b) Auction sale or lease of unneeded property pursuant to California Government Code section 25363 shall be made by a majority vote of members of the Board rather than by a four-fifths vote of the members of the Board; and

(c) Conveyance or exchange of property pursuant to California Government Code section 25365 shall be made by a majority vote of members of the Board rather than by a four-fifths vote of the members of the Board; and

(d) In the case of properties to be sold by the sealed bid procedure set forth in California Government Code section 25525, et seq., the time set forth for final acceptance of bids in section 25533 shall be modified to allow the Board to either accept at the same session where bids were opened or at the next scheduled Board meeting; and

(e) In the case of properties to be sold by the sealed bid procedure set forth in Government Code section 25525, the resolution declaring the Board's intention to sell or lease real property shall be made by a majority vote of members of the Board rather than by a two-thirds vote of the members of the Board.

10. **Agreements with Experts or Consultants Necessary for Eminent Domain.** County Counsel may, within the constraints of the approved District budget, enter into agreements with any appraisers or consultants needed to conduct eminent litigation.

11. **Contracting with Small and Minority Firms, Women's Business Enterprise and Labor Surplus Area Firms.** As required, whenever a grant of federal funds is utilized, the District shall ensure compliance with the procurement requirements set forth in 44 Code of Federal Regulations (CFR) Section 13.36(e). This includes, but is not limited to, taking all necessary affirmative steps to assure that minority firms, women's business enterprises, and labor surplus area firms are used by the District and any of the District's subcontractors when possible as set forth in 44 CFR 13.36 (e)(1)-(2).

12. **Federal Funding Contract Provisions.** As required, whenever a grant of federal funds is utilized, the District shall ensure its contracts contain the provisions in 44 CFR 13.36(i)(1) through (i)(13).

13. **Contract Monitoring.** Once a contract has been approved and services commenced, contract monitoring will provide periodic review of the basic units of service, costs, and analysis of quality, as well as basic contract compliance. As a regular part of the contract monitoring, evaluations should be conducted on all contracts and will consist of: (a) routine reviews at the

time claims for payment are submitted to assure compliance with the contract; and (b) special reviews caused by changes in program or funding requirements, concerns regarding performance of or requirement for services, or as otherwise deemed necessary.

14. **Change Order Authority.** The Board of Directors grants to the District Engineer authority to approve changes to work in the process of accomplishing public works projects, as follows:

The District Engineer and District Manager are authorized to order individual change orders to public construction contracts up to the maximum amounts permitted under Section 20142 of the Public Contract Code.

This section shall not permit the District Engineer or District Manager to authorize: (a) change orders in excess of the amount budgeted by the Board of Directors (i.e. available funding sources) for a given project or (b) any change order that would result in aggregate changes in excess of 25% of the original contract price. (*See Public Contract Code Section 20145.*)

15. **Notices of Completion.** The District Engineer or their designee is authorized and directed to accept projects and sign and record Notices of Completion for construction projects that are administered by the District.

16. **Award of Contracts under the UPCCAA.** Pursuant to Ordinance No. 2(FC), the District Engineer is authorized to award informal contracts in the amount not to exceed the amount set forth in Section 22032(b) of the Public Contract Code as amended from time to time. The District Engineer is further authorized to award contracts without the necessity of informal bidding pursuant to the amounts and mechanisms set forth under section 22032(a) of the Public Contract Code as may be amended from time to time. The District shall adhere to the procedures set forth in Ordinance No. 2(FC) when awarding the informal contracts.

17. **State Water Project and Solano Water Project.** The District Engineer, District Manager, or District Engineering Manager-Water Resources, or their designee, may within the constraints of the approved District budget and the limits of the County Purchasing Policy, act and sign on behalf of the District as follows:

- (a) Department of Water Resources Tolling and Waiver Agreements; and
- (b) Lower Yuba River Accord Water Purchase Requests and Agreements; and
- (c) Dry Year Transfer Program Requests and Agreements; and
- (d) Water supply contracts for customers receiving water from Lake Berryessa under the Solano Water Project; and
- (e) Water Exchange Term Sheets pre-approved by Department of Water Resources.