



**MINUTES OF THE OCTOBER 17, 2022
SPECIAL MEETING OF THE BOARD OF DIRECTORS**

1. CALL TO ORDER

The Upper Valley Waste Management Agency met in special session on Monday, October 17, 2022 at 1:30 p.m. at the Yountville Town Council Chambers. Vice-Chair Pedroza, acting as Chair, called the meeting to order at 1:31 p.m.

2. ROLL CALL

The following members were present: Vice Chair Pedroza, Member Chouteau, Member Canning, Alternate Member Tagliaboschi and Member Dillon arrived during public comment.

3. PLEDGE OF ALLEGIANCE

Town Manager at Town of Yountville, Steve Rogers led the Pledge of Allegiance.

4. PUBLIC COMMENT

During this period, anyone who wishes to speak to the Authority Board of Directors regarding any subject over which the Board has jurisdiction that is not on the agenda or to request consideration to place an item on a future Board agenda, may do so at this time. Individuals will be limited to a three-minute presentation. THE BOARD OF DIRECTORS WILL TAKE NO ACTION AS A RESULT OF ANY ITEM PRESENTED AT THIS TIME.

Public Comment: Chris Malan, Executive Director of the Institute for Conservation Advocacy Research and Education, says she is conducting long term biological monitoring of the Napa River. Spoke to Clover Flat Landfill's Use Permit (UP) modification and its intended purpose. This use permit will be discussing the erosion control for the 20 year storm event and not considering climate change. Asking the Planning Commission to do more to address climate change and large storm events.

Acting Chair Pedroza added concerns expressed by Chris Malan have been brought to this board before and have been addressed by this Agency at previous meetings.

5. CONSENT ITEMS

A. APPROVAL OF MINUTES

REQUESTED ACTION: Approval of the June 27, 2022, regular meeting minutes.
Staff requested approval of the June 27, 2022 regular meeting minutes.

Approved Consent Calendar item 5A: CC, AC, DD, AP, JT

6. ADMINISTRATIVE ITEMS

A. CALIFORNIA INTERGRATED WASTE MANAGEMENT ACT

DISCUSSION AND POSSIBLE ACTION: Staff to provide an update on the status of activities relevant to the Act.

Agency's staff, Amanda Griffis, summarized staff report and highlighted some sections on the agenda report. No action taken.

Acting Chair appreciates "Oops Cards" having images and being bilingual, this is helpful and helps assist parents to educate their kids on recycling. Amanda confirms she is working on educating schools, as available.

Member Canning adds a recommendation for Calistoga that has been helpful for the City where possibly volunteers from the Family Center can attend the upcoming Farmer's market and set up a table to share ways to improve water conservation. Amanda Griffis confirms this can happen.

Member Chouteau asks about the Action Plan submitted to Cal Recycle. Amanda Griffis confirms the Action Plan has been accepted.

Member Chouteau also asks about the difference in the "Oops tags". Amanda Griffis clarifies cans will be tagged with

Oops Tags if simple error but if error is of larger volume or can cause fire/hazard they will also get a violation tag. Violation tagged cans will not get emptied and will also include the Oops tag.

Member Chouteau also adds she appreciates the Zero Waste effort as it ties into the Climate Action work and goals.

Public Comment: Chris Malan asks if there is any education at schools for kids? Hopeful there is an easier process to teach kids. Amanda Griffis confirmed there is an ongoing effort and if there is any school in particular she can reach out to, she welcomes it. Vice Chair Pedroza agrees getting kids aware at the school level can be beneficial. Member Chouteau adds St. Helena elementary school is doing a fantastic job and can be used as a model. The kids themselves run it.

- B. REQUESTED ACTION:** Adoption of and authorization for the Chair to sign Resolution 22-06 consenting to the Assignment of the Franchise Agreement with Upper Valley Disposal Service to a company owned by Waste Connections US, Inc.

Items 6B & 6C were heard together since both requested actions relate to similar actions with both franchises, and both have identical assignment clauses. However, there must be separate votes for each resolution.

Agency Manager Steve Lederer introduced staff report and reported UVDS and CFL, holders of the Agency Franchises since 1995, have informed the agency that they have come to an agreement to controlling interest in the companies. Waste Connections US, Inc is the potential buyer and current company is requesting the assignment of the franchise agreement to the new company. Both CFL and UVDS Use permits and Cal Recycle permits continue as is. Under the franchise agreement the Board has the right to review and consent or not to an assignment and also to make conditions listed in the staff report. Board's action to consenting will last for 120 days with deal to close within this time, with the company notifying the agency in writing when the deal closes. Just waiting for official start date.

Company's Christy Abreu noted during the past 60 years the Whitehall Corporation and subsidiaries have had the honor of working with you, the team and her and her family have appreciated all the support throughout these years allowing them to serve the board and the people of Napa County. They are pleased to announce the shareholders of the Whitehall Corporation have decided to sell the subsidiaries and have accepted an offer from Waste Connections.

Ron Mittelstaedt Executive Chairman of Waste Connections and original founder of the company gave a brief presentation on the company's 25 years of service and current business practices.

Public Comment #1: Geoff Ellsworth, Mayor of St. Helena, speaking as an individual elected official not on behalf of the City or City Council.

Public Comment #2: Lauren Pesh Whitehall Lane resident.

Public Comment #3: Chris Malan

Public Comment #4: Sandy Thompson Whitehall Lane resident.

Approved Administrative Calendar item 6B: CC, DD, AC, AP, JT

- C. REQUESTED ACTION:** Adoption of and authorization for the Chair to sign Resolution 22-07 consenting to the Assignment of the Franchise Agreement with Clover Flat Land Fill Inc. to a company owned by Waste Connections, Inc.

Approved Administrative Calendar item 6C: DD, CC, AC, AP, JT

7. FRANCHISES' BUSINESS ITEMS

A. Franchises' Status

DISCUSSION AND POSSIBLE ACTION: Manager and Company to provide an update concerning the implementation of franchises' activities.

Christy Pestoni with the Company said Thank you.

B. Waste Management Companies' Issues

DISCUSSION ITEM: This is an opportunity for the franchisee(s) to discuss/raise any items of concern they may wish the UVA to consider.

Nothing to report.

8. OTHER BUSINESS ITEMS

A. Manager's Report

DISCUSSION AND POSSIBLE ACTION: Manager to provide an update on the status of current activities and obtain Board direction on a process for use of available surplus funds.

Manager Steve Lederer summarized staff report including the new insurance coverage for the agency without lapse of coverage but reported a cost increase with impact to our rate payers due to this change. Manager also clarified members of the public incorrectly stated Clover Flat Landfill had lost its insurance. Agency's insurance is entirely different from the landfill's insurance and is paid by the company but both have always had coverage without lapse of coverage.

Public Comment #1: Geoff Ellsworth, Mayor of St. Helena, speaking as an individual elected official not on behalf of the City or City Council.

Public Comment #2: Chris Malan

B. Reports from Jurisdictions

DISCUSSION ITEM: Reports by the member jurisdictions of current information relevant to the Agency:

- i. Napa County: Thank you for the event in Calistoga, as it benefits the entire upper valley unincorporated areas of Napa County.
- ii. Calistoga: Thank you for the upcoming November 5th shredding event. Side comment, responsible for representing the jurisdiction, rate payers and residents are impacted by these frivolous lawsuits that continue to occur. Losing the Agency's insurance is a consequence that results in increased rates.
- iii. St. Helena: Great event for Coastal Clean Up Day. Lots of parent and community involvement.
- iv. Yountville: Nothing to report.

C. Future Agenda Items

DISCUSSION ITEM: Discussion of any items Board members wish to have addressed at a future meeting date.

Vice Chair Pedroza asked Ron Mittelstaedt to return at a later time to discuss the Company's vision for Napa County and what it means to do business here to allow for a more in-depth dialogue, if Chair so chooses.

9. ADJOURNMENT

Meeting was adjourned at 2:55 p.m. The next regularly scheduled meeting of the Agency Board of Directors will be held on Monday, December 19, 2022, at 1:30p.m. in the Yountville Town Chambers or as noted.

AYES: AP, SC, MM, LH

NOES: _____

ABSTAIN (A): _____

ABSENT(B): AnneC

EXCUSED(X): _____

By: 

ATTEST: Steven Lederer, Manager of the Upper Valley Waste Management Agency

KEY

Vote: AnneC = Anne Cottrell; AP = Alfredo Pedroza; HBT = Hillery Bolt Trippe; IL-O = Irais Lopez-Ortega;

LH = Lester Hardy; MM = Margie Mohler; RG = Ryan Gregory; SC = Scott Cooper; AnneC = Anna Chuteau

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

Notations next to vote: Y = Ayes; N = No; A = Abstain; B = Absent; X = Excused