

## ORDINANCE No. 05-01

### AN ORDINANCE OF THE BOARD OF DIRECTORS OF THE NAPA VALLEY TRANSPORTATION AUTHORITY (NVTA) ENACTING AN ADMINISTRATIVE CODE PRESCRIBING THE POWERS AND DUTIES OF OFFICERS OF THE AUTHORITY AND THE METHODS, PROCEDURES AND SYSTEMS OF MANAGEMENT OF THE AUTHORITY

The Board of Directors of the Napa Valley Transportation Authority does ordain as follows:

**SECTION 1.1 TITLE AND AUTHORITY.** This ordinance is enacted by the Board of Directors of the Napa Valley Transportation Authority (hereinafter referred to as the "Board") pursuant to the provisions of California Public Utilities Code Section 180105, and may be referred to as "Napa Valley Transportation Authority Administrative Code". This ordinance prescribes the powers and duties of officers of the Napa Valley Transportation Authority (hereinafter referred to as the "Authority"); the method of appointment of employees of the Authority; and the methods, procedures, and systems of operation and management of the Authority.

**SECTION 1.2 POWERS, AUTHORITY AND DUTIES OF OFFICERS OF THE AUTHORITY.** The Authority was created by the Napa County Board of Supervisors, Resolution Number 05-211 on November 15, 2005. The Directors of the Authority shall be those city council members and county supervisors appointed to serve on the Authority by their respective jurisdictions, and consistent with that jurisdiction's appointment of members to the NCTPA. The Directors shall have the power, authority, and duty to do all of those things necessary and required to accomplish the stated purpose and goals of Public Utilities Code Section 180000 et seq., also known as the "Local Transportation Authority and Improvement Act" (the "Act"). These powers, authority and duties include, but are not limited to, the ability to make and enter into contracts; to enact further Authority ordinances where required to accomplish the purposes of the Act; to issue bonds in accordance with Public Utilities Code Sections 180250 through 180264 inclusive; and to impose a retail transactions and use tax ordinance applicable in the incorporated and unincorporated territory of Napa County in accordance with Public Utilities Code Sections 180201 through 180207 inclusive.

- A. Annual Budget. The Board shall hold a public hearing and adopt an annual budget before September 1 of each year. Adoption of the final budget shall require an affirmative vote by a majority of the full membership of the Authority. The time and place of the hearing on the adoption of the annual budget shall be published pursuant to Section 6061 of the Government Code not later than the 15<sup>th</sup> day prior to the day of the hearing. The proposed annual budget, prepared by the Executive Director, shall be available for public inspection at least 15 days prior to the hearing.

- B. Post Audit. The Board shall cause a post audit of its financial transactions and records to be made at least annually by a certified public accountant.
- C. Annual Progress Report. The Board shall prepare and adopt an annual report each year on progress made to achieve the objective of improving transportation conditions.
- D. Treasurer and Auditor-Controller. The Board shall contract with the County Treasurer and the County Auditor-Controller to provide necessary services. The Treasurer will direct the investments of the Authority, however, the Board retains the right to direct its investments or hire a financial consultant to do so. It also retains the right to, at a later date, retain an independent Treasurer. The Auditor-Controller shall review and audit Authority expenditures, as he or she deems appropriate to assure compliance with applicable codes.
- E. Contracts. The Board may make contracts and enter into stipulations of any nature whatever. The Board may contract with any department or agency of the United States and with any public agency. Contracts for the purchase of services, supplies, equipment, and materials in excess of ten thousand dollars (\$10,000) shall be awarded to the lowest responsible bidder after competitive bidding, except in an emergency declared by the Board. If after rejecting bids the Authority determines that the services, supplies, equipment or materials may be purchased at a lower price on the open market, the Board may do so. Contracts for Professional Services will be awarded on the basis of qualifications and competency.
- F. Advisory Committees. The Board may appoint advisory committees, as it deems necessary. Members of the staff of the Authority, as determined by the Board, shall be available to aid the advisory committees in their work.
- G. Staff. The board may hire an independent staff of its own or contract with any department or agency of the United States or with any public agency.
- H. Retail Transactions and Use Tax Ordinance. The Board may impose a retail transactions and use tax ordinance applicable in the incorporated and unincorporated territory of Napa County in accordance with Public Utilities Code Section 180200 through 180264 inclusive and Part 1.6 (commencing with Section 7251) of Division 2 of the Revenue and Taxation Code, if the tax ordinance is adopted by a two-thirds vote of the Authority and imposition of the tax is subsequently approved by a two-thirds majority of the electors voting on the measure at a special election called for that purpose by the Board of Supervisors, at the request of the Authority, and a county transportation expenditure plan is adopted and obtains voter approval.

The Board shall undertake any and all activities associated with the imposition of a retail transactions and use tax in accordance with the provisions set forth in Public Utilities Code Section 180000 through 180264 inclusive.

- I. Creation of Account. The Board shall cause to be created an account into which the proceeds of the tax shall be deposited.
- J. Do any and all things necessary to carry out the purposes of the Authority.

**SECTION 1.3 AUTHORITY PROCEEDINGS.** All proceedings of the Authority are subject to the provisions of Sections 180000 through 180264 inclusive of the Public Utilities Code, and such other policies and procedures which the board may from time to time adopt.

A. Membership. Membership of the Authority shall be as follows:

- Two members of the Napa County Board of Supervisors as appointed by that Board, consistent with the Board appointments to the NCTPA.
- Two members of the City Council of the City of American Canyon as appointed by that council, consistent with the City's appointments to the NCTPA.
- Two members of the City Council of the City of Calistoga as appointed by that council, consistent with the City's appointments to the NCTPA.
- Two members of the City Council of the City of Napa as appointed by that council, consistent with the City's appointments to the NCTPA.
- Two members of the City Council of the City of St. Helena as appointed by that council, consistent with the City's appointments to the NCTPA.
- Two members of the Town Council of the Town of Yountville as appointed by that council, consistent with the Town's appointments to the NCTPA.
- Each appointing local governmental agency may designate an alternate to vote or otherwise officially participate for its member at meetings of the Authority when the member is not present. Each alternate shall be an elected official of the appointing local governmental agency, whose term shall be coterminous with that of the member. The alternate acting for the member shall have all of the rights, privileges and responsibilities of the member.

B. Terms of Members. Members of the Authority shall serve for a term of not more than four (4) years. At the first meeting of the Authority, the

members shall draw lots to determine whether the initial term shall be for 2, 3, or 4 years.

- C. Election and Duties of Chairperson, Vice Chairperson, and Chairperson Pro Tempore. At its first meeting after adoption of this ordinance, and thereafter annually at the first meeting of the calendar year, the Authority shall elect a chairperson who shall preside at all meetings, and a vice-chairperson who shall preside in the absence of the chairperson. In the event of their absence or inability to act, the members present, by an order entered into the minutes, shall select one of their members to act as chairperson pro tempore, who, while so acting, shall have the authority of the chairperson.

The chair may, from time to time, appoint such subcommittees of the Authority as he/she deems necessary.

- D. Actions of the Authority. The acts of the Authority shall be expressed by motion, resolution, or ordinance. A majority of the members of the board constitute a quorum necessary for the transaction of the Authority's business. No act of the Authority shall be valid or binding, however, unless a majority of the Authority members concur therein. Provided however, that any amendment to an adopted tax ordinance and county expenditure plan shall require the approval as designated in that ordinance.
- E. Conducting Meetings. All meetings of the Authority shall be conducted pursuant to Chapter 9 (commencing with Section 54950) of Part 1 of Division 2 of Title 5 of the Government code, also known as the Ralph M. Brown Act.

Emergency meetings and special meetings shall be called as provided in Sections 54956 and 54956.5 of the Government Code.

**SECTION 1.4 EXECUTIVE DIRECTOR AND EMPLOYEES.** The Board shall contract with an individual or a public agency for the services of an Executive Director, who shall be the principal representative of the Authority as necessary and appropriate for the purpose of assuring that the duties of the Authority are carried out in accordance with this ordinance and such other legal requirements as may be applicable.

The Executive Director or the Director's designee shall act as the clerk of the Board. He or she shall maintain the Authority's records, prepare meeting schedules and agendas and record and keep meeting minutes.

The duties of the Executive Director shall include, but are not necessarily limited to: overall management of the business of the Authority; implementation of the decisions of the Board and reporting to the Board on the status thereof; liaison and coordination with persons providing services to the Authority and the supervision of contracts entered into

by the Board; preparation of an annual budget for approval by the Board; media relations; liaison with organizations and agencies interested in the business of the Authority; and other duties as determined by the Board.

Any person who provides services to the Authority in accordance with this Ordinance, shall do so at the will and pleasure of the Board which, in its sole discretion, shall retain the power to terminate such services or obtain such services from another source in a manner authorized by this Ordinance.

#### **SECTION 1.5 EXPENDITURES.**

- A. Routine Services. While Authority funds are under the management of the Napa County Auditor, funds may be expended by the Executive Director through a claim for which the Auditor will issue a warrant.
- B. Contracts. After the Board has approved a contract and the Chair has signed the contract, the Executive Director may approve progress payments to the Contractor.

The Executive Director may approve professional service contracts in a total amount less than \$10,000 which do not exceed the line item in the budget. With the approval of the Chair, the Executive Director may authorize change orders to contracts so long as the changes will not substantively affect the costs associated with the contract.

- C. Purchases. For all expenditures other than professional services, the Executive Director may authorize expenditures up to \$2,500 per month, per vendor, which do not exceed the line item in the budget.

The Executive Director has the ability to approve contracts not exceeding \$25,000 for budgeted major equipment purchases.

The Executive Director may establish a petty cash fund in an amount not to exceed \$300. This fund may be used only for minor incidental or emergency expenditures.

**SECTION 1.6 INTERPRETATION.** If any section, subsection, sentence, clause or phrase of this ordinance is for any reason held to be unconstitutional and invalid, such decision shall not affect the validity of the remaining portion of this ordinance. The Board hereby declares that it would have passed this ordinance and every section, subsection, sentence, clause or phrase thereof, irrespective of the fact any one or more sections, subsections, sentences, clauses or phrases be declared unconstitutional or invalid.

This Administrative Code is intended to provide a procedural framework within which the Board can operate. Although it is intended that the provisions of this Administrative Code be complied with fully in all respects, decisions of the Board taken by the required

number of affirmative votes shall be effective for all purposes and shall not be invalidated or in any other manner limited in their effect because of a claim that the procedure followed in relation to any such decision was not in accord with the technical or literal meaning of the provisions of this Code.

**SECTION 1.7.** This ordinance shall be and the same is hereby declared to be in full force and effect from and after thirty (30) days after the date of its passage. A summary shall be published at least five days before its passage in the Napa Valley Register, a newspaper of general circulation published in the County of Napa, and at least once before the expiration of fifteen (15) days after its passage, together with the names of the Authority Members voting for and against same.

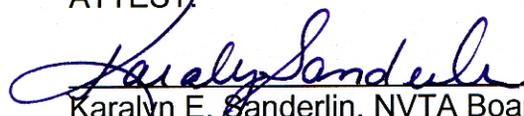
**SECTION 1.8.** This ordinance was introduced and the title thereof read at a meeting of the Napa Valley Transportation Authority on November 16, 2005 and further reading of the ordinance was waived.

The foregoing ordinance was introduced and read at a special meeting of the Napa Valley Transportation Authority (NVTA), held on the 16<sup>th</sup> day of November, 2005 and passed at a regular meeting of the Napa Valley Transportation Authority (NVTA), held on the 28<sup>th</sup> day of November, 2005, by the following vote:

AYES:	Board Members	Block, Coffey, Dillon, Dodd, Dunsford, Garcia, Krider, Potter, Rosa, and Slusser
NOES:	Board Members	None
ABSTAIN:	Board Members	None
ABSENT:	Board Members	Dutton and Sklar

  
Bill Dodd, NVTA Chair

ATTEST:

  
Karalyn E. Sanderlin, NVTA Board Secretary

APPROVED:

  
Robert Paul, NVTA Legal Counsel