

# Napa Valley Transportation Authority

625 Burnell Street  
Napa, CA 94559



## Agenda - Final

Wednesday, January 17, 2018  
1:30 PM

\*\*\*\*\*SPECIAL MEETING\*\*\*\*\*

**Location: City of Napa Council Chambers**  
**955 School Street, Napa CA 94559**  
**NVTA Board of Directors - Tax Agency**

All materials relating to an agenda item for an open session of a regular meeting of the NVTA-TA Board of Directors are posted on our website at <https://nctpa.legistar.com/Calendar.aspx> at least 72 hours prior to the meeting and will be available for public inspection, on and after at the time of such distribution, in the office of the Secretary of the NVTA-TA Board of Directors, 625 Burnell Street, Napa, California 94559, Monday through Friday, between the hours of 8:00 a.m. and 5:00 p.m., except for NVTA holidays. Materials distributed to the present members of the Board at the meeting will be available for public inspection at the public meeting if prepared by the members of the NVTA-TA Board or 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.

Members of the public may speak to the Board on any item at the time the Board is considering the item. Please complete a Speaker's Slip, which is located on the table near the entryway, and then present the slip to the Board Secretary. Also, members of the public are invited to address the Board on any issue not on today's agenda under Public Comment. Speakers are limited to three minutes.

This Agenda shall be made available upon request in alternate formats to persons with a disability. Persons requesting a disability-related modification or accommodation should contact Karrie Sanderlin, NVTA-TA Board Secretary, at (707) 259-8631 during regular business hours, at least 48 hours prior to the time of the meeting.

This Agenda may also be viewed online by visiting the NVTA website at <https://nctpa.legistar.com/Calendar.aspx>

Note: Where times are indicated for agenda items they are approximate and intended as estimates only, and may be shorter or longer, as needed.

1. Call to Order
2. Pledge of Allegiance
3. Roll Call
4. Adoption of the Agenda
5. Public Comment
6. Chairperson's, Board Members' Update
7. Executive Director's Update

**9. CONSENT ITEMS (9.1 - 9.4)**

- 9.1                      **Approval of Meeting Minutes of November 15, 2017 (Karrie Sanderlin) (Pages 4-5)**

**Recommendation:** Board action will approve the NVTA-TA meeting minutes of November 15, 2017.

**Estimated Time:** 1:30 p.m.

**Attachments:**        [Draft Minutes](#)

- 9.2                      **Resolution No. 18-01-TA Authorizing the Examination of Transactions (Sales) and Use Tax Records (Karrie Sanderlin) (Pages 6-9)**

**Recommendation:** Board action will approve Resolution No. 18-01-TA authorizing representatives of the agency to examine confidential transactions and use tax records of the Department of Tax and Fee Administration (formally known as the State Board of Equalization) pertaining to transactions and use taxes collected by the Department for the Agency.

**Estimated Time:** 1:30 p.m.

**Attachments:**        [Staff Report](#)

**9.3 Resolution No. 18-02-TA Adopting the Bylaws of the Napa Countywide Road Maintenance Act and Expenditure Plan (Measure T) Independent Taxpayer Oversight Committee (ITOC) (Danielle Schmitz) (Pages 10-19)**

**Recommendation:** Board action will approve the bylaws of the ITOC.

**Estimated Time:** 1:30 p.m.

**Attachments:** [Staff Report](#)

**9.4 Napa Countywide Road Maintenance Act and Expenditure Plan (Measure T) Independent Taxpayer Oversight Committee (ITOC) Member Appointment (Danielle Schmitz) (Pages 20-25)**

**Recommendation:** Board action will appoint Mandy Le to the ITOC.

**Estimated Time:** 1:30 p.m.

**Attachments:** [Staff Report](#)

**10. FUTURE AGENDA ITEMS**

**11. ADJOURNMENT**

**11.1 Approval of Next Meeting Date of March 21, 2018 and Adjournment**

**Estimated Time:** 1:30 p.m.

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 NVTA Offices, 625 Burnell Street, Napa CA and at the City of Napa, 955 School Street, Napa CA by 5:00 p.m. on Friday January 12, 2018.

*Karalyn E. Sanderlin (e-sign) January 10, 2018*

Karalyn E. Sanderlin, NVTA-TA Board Secretary

**Napa Valley Transportation  
Authority  
Meeting Minutes - Draft  
NVTA Board of Directors - Tax Agency**

625 Burnell Street  
Napa, CA 94559

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Wednesday, November 15, 2017

1:30 PM

NVTA Conference Room

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**1. Call to Order**

Chair White called the meeting to order at 1:30 p.m.

**2. Pledge of Allegiance**

Chair White led the Pledge of Allegiance.

**3. Roll Call**

Chris Canning  
James Barnes  
Jill Techel  
Leon Garcia  
Peter White  
Alan Galbraith  
John F. Dunbar  
Kerri Dorman  
Doris Gentry  
Mark Joseph  
Alfredo Pedroza  
Belia Ramos

**4. Adoption of the Agenda**

**Motion MOVED by GALBRAITH, SECONDED by DUNBAR to APPROVE Adoption of the Agenda.**

**Motion carried by the following vote:**

**Aye:** 9 - Canning, Barnes, Techel, White, Galbraith, Dunbar, Dorman, Gentry, and Joseph

**Absent:** 3 - Pedroza, Ramos, and Garcia

**5. Public Comment**

None

**6. CONSENT AGENDA ITEM (6.1)**

It was noted that Board Member Ramos' name didn't appear under the Roll Call section.

**Motion MOVED by TECHEL, SECONDED by CANNING to APPROVE the meeting minutes of July 20, 2016 as amended to include Board Member Ramos under the Roll Call section. Motion carried by the following vote:**

**Aye:** 9 - Canning, Barnes, Techel, White, Galbraith, Dunbar, Dorman, Gentry, and Joseph

**Absent:** 3 - Pedroza, Ramos, and Garcia

**6.1** Approval of Meeting Minutes of July 20, 2016 (Karrie Sanderlin) (Pages 4-6)

**Attachments:** [Draft Minutes](#)

Board action approved the meeting minutes of July 20, 2016 as amended adding Board Member Ramos' name to the Roll Call section.

**7. REGULAR AGENDA ITEMS**

[Board Member Garcia in attendance at 1:35 p.m.]

**7.1** Reaffirm Appointments to the Measure T - Napa Countywide Road Maintenance Act and Expenditure Plan Independent Taxpayer's Oversight Committee (ITOC) Member Appointments (Danielle Schmitz) (Pages 7-9)

**Attachments:** [Staff Report](#)

Board action reappointed the following individuals to the ITOC:

Pamela Kindig, field of municipal audit, finance, and/or budgeting member  
Robert Peterson, licensed civil engineer member  
Leon Brauning, taxpayer association member  
Chuck McMinn, at-large member  
Gregory Rodeno, at-large member

Motion **MOVED** by JOSEPH, **SECONDED** by CANNING to **APPROVE** the reappointment of the individuals stated above to the ITOC. Motion carried by the following vote:

**Aye:** 10 - Canning, Barnes, Techel, Garcia, White, Galbraith, Dunbar, Dorman, Gentry, and Joseph

**Absent:** 2 - Pedroza, and Ramos

**8. FUTURE AGENDA ITEMS**

**8.1** Approval of Next Meeting Date of March 21, 2018 and Adjournment

The next regular meeting will be held Wednesday, March 21, 2018.

Chair White adjourned the meeting at 1:36 p.m.

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Karalyn E. Sanderlin, NVTA-TA Board Secretary



## NAPA VALLEY TRANSPORTATION AUTHORITY-TAX AGENCY Board Agenda Letter

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**TO:** Board of Directors  
**FROM:** Kate Miller, Executive Director  
**REPORT BY:** Karrie Sanderlin, Program Manager-Administration and Human Resources  
(707) 259-8633 / Email: [ksanderlin@nvta.ca.gov](mailto:ksanderlin@nvta.ca.gov)  
**SUBJECT:** Resolution No. 18-01-TA Authorizing the Examination of Transactions (Sales) and Use Tax Records

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### **RECOMMENDATION**

That the Napa Valley Transportation Authority-Tax Agency (NVTA-TA) Board approve Resolution No. 18-01-TA (Attachment1) Authorizing the Examination of Transactions (Sales) and Use Tax Records.

### **COMMITTEE RECOMMENDATION**

None

### **EXECUTIVE SUMMARY**

State law requires that NVTA-TA authorize representatives of the agency to examine confidential transactions and use tax records of the Department of Tax and Fee Administration (formerly known at the State Board of Equalization) pertaining to transactions and use taxes collected by the Department for the Agency. (Revenue and Tax Code section 7056). Approval of Resolution 18-01-TA (Attachment 1) by the NVTA-TA Board would complete this requirement.

### **PROCEDURAL REQUIREMENTS**

1. Staff Report
2. Public Comment
3. Motion, Second, Discussion and Vote

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**FISCAL IMPACT**

Is there a Fiscal Impact?      No

**CEQA REQUIREMENTS**

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

**BACKGROUND AND DISCUSSION**

On November 6, 2012, voters in the County of Napa approved the Napa Countywide Road Maintenance Act Transactions and Use Tax Ordinance No. 2012-01. On December 12, 2012 the Agency authorized the Executive Director to enter into agreements with the Department of Tax and Fee Administration (formally the State Board of Equalization) for both preparatory and ongoing administrative functions incidental to the administration and operation of the ordinance (Revenue and Tax Code section 7270). State law requires that NVTA-TA authorize representatives from the agency to examine confidential transactions and use tax records of the Department of Tax and Fee Administration pertaining to transactions and use taxes collected by the Department for the NVTA-TA. (Revenue and Tax Code section 7056). Approval of Resolution 18-01-TA (Attachment 1) would complete this requirement.

**SUPPORTING DOCUMENTS**

Attachment: (1) Resolution No. 18-01-TA

**RESOLUTION NO.18-01-TA**

**A RESOLUTION OF THE  
NAPA VALLEY TRANSPORTATION AUTHORITY-TAX AGENCY (NVTA-TA)  
AUTHORIZING THE EXAMINATION OF  
TRANSACTIONS (SALES) AND USE TAX RECORDS**

**WHEREAS**, pursuant to Ordinance No. 2012-01 of the Napa Valley Transportation Authority-Tax Agency and Section 7270 of the Revenue and Taxation Code, the Napa Valley Transportation Authority-Tax Agency, hereinafter referred to as NVTA-TA, entered into a contract with the Department of Tax and Fee Administration, hereinafter referred to as the Department, to perform all functions incident to the administration and operation of the Transactions and Use Tax Ordinance; and

**WHEREAS**, NVTA-TA deems it desirable and necessary for authorized representatives of the NVTA-TA to examine confidential transactions and use tax records of the Department of Tax and Fee Administration pertaining to transactions and use taxes collected by the Department for the NVTA-TA pursuant to that contract; and

**WHEREAS**, Section 7056 of the Revenue and Taxation Code sets forth certain requirements and conditions for the disclosure of Department of Tax and Fee Administration records and establishes criminal penalties for the unlawful disclosure of information contained in or derived from, the transactions and use tax records of the Department;

**WHEREAS**, Section 7056 of the Revenue and Taxation Code requires that any person designated by the NVTA-TA shall have an existing contract to examine NVTA-TA's sales and transactions and use tax records.

**NOW, THEREFORE IT IS RESOLVED AND ORDERED AS FOLLOWS:**

**Section 1.** That the Executive Director, Director(s), and the County of Napa Auditor-Controller or other officer or employee of the NVTA-TA designated in writing by the Executive Director to the Department of Tax and Fee Administration is hereby appointed to represent the NVTA-TA with authority to examine transactions and use tax records of the Department pertaining to transactions and use taxes collected for the NVTA-TA by the Department pursuant to the contract between the NVTA-TA and the Department. The information obtained by examination of Department records shall be used only for purposes related to the collection of the NVTA-TA's transactions and use taxes by the Department pursuant to the contract.

**Section 2.** That County of Napa Auditor/Controller is hereby designated to examine the transactions and use tax records of the Board of Equalization pertaining to transactions and use taxes collected for the NVTA-TA by the Board. The person or entity designated by this section meets all of the following conditions:

- a) has an existing contract with the NVTA-TA to examine those transactions and use tax records;
- b) is required by that contract to disclose information contained in, or derived from those transactions and use tax records only to the officer or employee authorized under Section 1 (or Section 2) of this resolution to examine the information;
- c) is prohibited by that contract from performing consulting services for a retailer during the term of that contract;
- d) is prohibited by that contract from retaining the information contained in, or derived from those transactions and use tax records after that contract has expired.

**THE FOREGOING RESOLUTION WAS DULY AND REGULARLY ADOPTED** by the Board of Directors of the Napa Valley Transportation Authority-Tax Authority, at a regular meeting held on January 17, 2018 by the following vote:

\_\_\_\_\_  
Peter White, NVTA-TA Chair

Ayes:

Nays:

Absent:

ATTEST:

\_\_\_\_\_  
Karalyn E. Sanderlin, NVTA-TA Board Secretary

APPROVED:

\_\_\_\_\_  
Vicki A. Clayton, NVTA-TA General Counsel



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## NAPA VALLEY TRANSPORTATION AUTHORITY-TAX AGENCY Board Agenda Letter

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**TO:** Board of Directors  
**FROM:** Kate Miller, Executive Director  
**REPORT BY:** Danielle Schmitz, Director – Projects, Programs and Planning  
(707) 259-5968 / Email: [dschmitz@nvta.ca.gov](mailto:dschmitz@nvta.ca.gov)  
**SUBJECT:** Resolution No. 18-02-TA Adopting the Napa Countywide Road Maintenance Act and Expenditure Plan (Measure T) Independent Taxpayer Oversight Committee (ITOC) Bylaws

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### **RECOMMENDATION**

That the Napa Valley Transportation Authority-Tax Agency (NVTA-TA) approve Resolution No. 18-02-TA (Attachment 1) adopting the Independent Taxpayer Oversight Committee (ITOC) Bylaws.

### **COMMITTEE RECOMMENDATION**

None

### **EXECUTIVE SUMMARY**

The Measure T Ordinance establishes the ITOC as an oversight body for specific responsibilities concerning Measure T. As such, the Authority is required to adopt a set of Bylaws guiding the ITOC's administration and voting procedures.

### **PROCEDURAL REQUIREMENTS**

1. Staff Report
2. Public Comments
3. Motion, Second, Discussion and Vote

### **FISCAL IMPACT**

Is there a Fiscal Impact?      No

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**CEQA REQUIREMENTS**

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

**BACKGROUND AND DISCUSSION**

The Measure T Expenditure Plan and Ordinance calls for the formation of an Independent Taxpayer Oversight Committee (ITOC). The ITOC's key role is to make a finding on the consistency of the Agencies' proposed projects with those outlined in the Measure through a performance audit and to conduct an annual financial audit of the Authority in coordination with NVTA staff. ITOC is subject to the Political Reform Act and requirements codified in Government Code Section 87200 and the Brown Act. The proposed bylaws are to memorialize and formalize ITOC's administrative responsibilities under the Ordinance and to provide guidance on process and procedures.

**SUPPORTING DOCUMENTS**

Attachment: (1) Resolution No. 18-02-TA

**RESOLUTION No. 18-02-TA**

**A RESOLUTION OF THE  
NAPA VALLEY TRANSPORTATION AUTHORITY- TAX AGENCY (NVTA-TA)  
ADOPTING THE BYLAWS OF THE  
INDEPENDENT TAXPAYER OVERSIGHT COMMITTEE (ITOC)**

**WHEREAS**, the voters of Napa County approved Ordinance No. 2012-01 - the Napa Countywide Road Maintenance Act (known as Measure T) at the General Election held on November 6, 2012, thereby authorizing NVTA-TA to administer the proceeds from a one-half cent transaction and use tax; and

**WHEREAS**, Measure T Ordinance establishes an Independent Taxpayer Oversight Committee (ITOC) that shall remain in existence until the tax expires or is amended by the voters; and

**WHEREAS**, the role of the ITOC is to make a finding on the consistency of Measure T proposed projects with the eligibility guidelines outlined in the Measure T Ordinance, and to oversee project performance and the NVTA-TA financial audits in coordination with NVTA-TA staff; and

**WHEREAS**, Measure T will become operative on July 1, 2018 and in accordance with the Ordinance, the ITOC must be appointed within 180 days prior to that date;

**NOW THEREFORE BE IT RESOLVED** that the Napa Valley Transportation Authority-Tax Agency hereby adopts the bylaws for the Independent Taxpayers Oversight Committee to read in full as set forth in Exhibit "A" attached hereto and incorporated by reference herein and the attached provisions of Exhibit "A" shall become effective immediately.

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**THE FOREGOING RESOLUTION WAS DULY AND REGULARLY ADOPTED**  
by the Board of Directors of the Napa Valley Transportation Authority-Tax Agency, at a  
regular meeting held on January 17, 2018, by the following vote:

\_\_\_\_\_  
Peter White, NVTA-TA Chair

Ayes:

Nays:

Absent:

ATTEST:

\_\_\_\_\_  
Karalyn E. Sanderlin, NVTA Board Secretary

APPROVED:

\_\_\_\_\_  
Vicky A. Clayton, NVTA-TA General Counsel

**EXHIBIT "A"**

**BYLAWS OF THE  
NAPA VALLEY TRANSPORTATION AUTHORITY-TAX AGENCY (NVTA-TA)  
INDEPENDENT TAXPAYER OVERSIGHT COMMITTEE (ITOC)**

**I. THE INDEPENDENT TAXPAYER OVERSIGHT COMMITTEE**

**A. NAME.** The official name of the Independent Taxpayer Oversight Committee shall be the Napa Valley Transportation Authority – Tax Agency Independent Taxpayer Oversight Committee, hereinafter referred to as "Committee" or "ITOC".

**B. COMPENSATION.** Committee members may receive a stipend of \$250 per quarterly meeting attended, which may be adjusted by \$50 per quarterly meeting every five years.

**C. PURPOSE.**

1. Review the fiscal and program performance of the retail transactions and use tax transportation program through a biennial performance audit to ensure that all transportation retail transactions and use tax revenues are spent by the Napa Valley Transportation Authority-Tax Agency (NVTA-TA) in accordance with all provisions of Measure T.

2. Provide positive, constructive advice to the NVTA-TA on how to improve program implementation over the life of Measure T, including consideration by the Committee of the biennial project lists submitted by the Napa Valley jurisdictions (hereinafter referred as the Agencies) pursuant to the terms of Measure T.

**II. TERMS OF OFFICE**

At the initial meeting, by drawing lots, voting members shall serve for two, three and four year terms. Thereafter, all members shall serve four year terms.

**III OFFICERS**

The officers of the Committee shall be the Chair, Vice-Chair and Secretary chosen as follows:

**A. Time of Election of the Chair and Vice-Chair.** At the first organizational meeting and thereafter at the Committee's annual organizational meeting, the members of the Committee shall elect the Chair and Vice-Chair from among themselves.

- B. Term of the Chair and Vice-Chair.** The Chair and Vice-Chair shall serve until their successors are elected and assume office. If the office of Chair becomes vacant during the term, the Vice-Chair shall become Chair. Vacancy in the office of Vice-Chair during the term shall be filled by election to serve the remainder of the term.
- C. Duties of the Chair and Vice-Chair.** The Chair, or the Vice Chair in the absence of the Chair, shall act as the presiding officer of Committee and in that capacity shall preserve order and decorum, decide questions of order subject to being overruled by a two-thirds vote and perform such other duties as are required by the Committee. The Chair shall have all the rights and duties enjoyed by any other member of Committee, including the right to make and second motions.
- D. Secretary.** A designee of the Executive Director of the NVT-A-TA shall be appointed as the Secretary who shall continue to serve until he or she resigns or is replaced by the Executive Director.
- E. Authority to Bind Committee.** No member of the Committee, acting individually, shall have any power or authority to bind the Committee by any contract, to pledge its credit, or to render it liable for any purpose in any amount. All such actions shall occur only through collective action of the Committee.

#### IV. MEETINGS

- A. Date of Regular Meetings.** All dates of regular meetings of the Committee shall be shown on a calendar, which the NVT-A-TA shall adopt at its first meeting each calendar year, whether that meeting is a regular meeting or a special meeting. Notwithstanding the foregoing, any regularly scheduled meeting of the Committee may be canceled by majority vote or, if there is not a quorum, be adjourned by the Chair or Secretary in the manner set forth in Section IV(H) of these By-laws.
- B. Time of Regular Meetings.** Regular meetings shall commence at 2:00 p.m. and continue until all agenda business is concluded unless adjourned earlier by vote of the Committee 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 at the Soscol Gateway Transit Center, Conference and Board room, 625 Burnell, Napa, California.
- D. Emergency Meetings.** Emergency meetings shall be called in conformance with Section 54956.5 of the California Government Code.

- E. Special Meetings.** A special meeting may be called at any time by the Chair or upon request by a majority of the currently-appointed members of the Committee by delivering written notice to each member and to each person or entity entitled by law to receive such notices in the manner required by Government Code Section 54956 at least 24 hours before the time of the meeting specified in the notice. The call and notice shall specify the time and place of the special meeting and the business to be transacted or discussed and shall be posted at least 24 hours prior to the special meeting in a location that is freely accessible to members of the public. No other business shall be considered at such meetings by the Committee. Such written notice may be dispensed with as to any Committee member who at or prior to the time the meeting convenes files with the Secretary of the Committee a written waiver of notice. Such waiver may be given by telegram, fax or email. Such written notice may also be dispensed with as to any member who is actually present at the time the meeting convenes.
- F. Agendas Involving Regular Meetings.** At least 72 hours before a regular meeting, an agenda containing a brief general description of each item of business to be transacted or discussed shall be posted at a location freely accessible to members of the public. All agendas shall include a time period for public comment and shall specify the time and location of the regular meeting. No discussion shall occur, or action be taken, on any item not appearing on the posted agenda except as permitted by law. Questions or comments regarding items not included on the agenda shall be limited to the scope permitted for “public comment”. Supplemental agendas posted later than 72 hours prior to a regular meeting may be considered by the Committee only under the following conditions:
- 1. Emergencies.** Upon a determination by the Committee 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 Committee, or if less than two-thirds of the potential votes are present, a unanimous vote of the Committee members present, that there is a need to take immediate action and the need to take action came to the attention of the Committee or Committee staff subsequent to the regular agenda being posted.
  - 3. Recently Continued Item.** The item was properly posted for a prior meeting of the Committee 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.

- G. Public Hearings.** All public hearings conducted by the Committee shall be held during regular or special meetings of the Committee.
- H. Adjourning Meetings and Continuing Public Hearings to Other Times or Places.** The Committee may adjourn any meeting to a time and place specified in the order of adjournment. Less than a quorum may so adjourn from time to time. If all Committee members are absent from any regular meeting or adjourned regular meeting the Secretary or Acting Secretary of the Committee may declare the meeting adjourned to the next regular meeting of the Committee. A copy of the order or notice of adjournment shall be conspicuously posted on or near the door of the place where the meeting was held within 24 hours after the time of the adjournment. When a regular or adjourned regular meeting is adjourned as provided in this section, the resulting adjourned regular meeting is a regular meeting for all purposes. When an order of adjournment of any meeting fails to state the hour at which the adjourned meeting is to be held, it shall be held at the hour specified for regular meetings.
- I. Meetings to be Open and Public.** All meetings of the Committee to take action or to deliberate concerning the Committee business and its conduct shall be open and public. All persons shall be permitted to attend any such meetings.

## V. CONDUCT OF MEETINGS

- A. Order of Business.** The regular order of business of the Committee shall be:
1. Call to order.
  2. Approval of the minutes of the previous meeting.
  3. Public comment on unagendized items.
  4. Consideration and Action on Agenda Items.
  5. Adjournment.
- B. Parliamentary Procedure.** Unless otherwise provided by these Bylaws, all proceedings before the Committee shall be conducted in accordance with and pursuant to the parliamentary procedure prescribed in "Sturgis Standard Code of Parliamentary Procedure, 3rd edition."
- C. Recording of Meetings.** Any meeting of the Committee, other than a closed session permitted under the Brown Act, may be recorded by any person, unless the Committee determines that such recording could constitute a disruption of the proceedings.

- D. Presentations to the Committee.** Any person desiring to address the Committee shall be requested, when recognized by the Chair, to give his or her name and address for the record. The Chair may, in the interest of facilitating the business of Committee, 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 Chair determines that a reasonable opportunity for oral presentations has been provided, and in such a case, the matter may be continued to a later date to allow a reasonable time for such submittals to occur.
- E. Recordation of Committee Actions.** All official actions or decisions by the Committee shall be entered in the minute book of the Committee kept by the Secretary. The vote or votes of each member of the Committee on every question shall be recorded. Only action minutes will be maintained; however, tape recordings will be made of each meeting of the Committee and shall be available to the public through the office of the Committee Secretary.

## **VI. VOTING AND QUORUM**

- A. Roll Call Vote.** A roll call vote may be required in voting upon any motion of the Committee under the discretion of the Chair.
- B. Inaudible Votes.** Any member present who does not vote in an audible voice or abstains for a legally insufficient reason shall be recorded as voting “aye”.
- C. Quorum.** A majority of the currently appointed voting members of the Committee shall constitute a quorum for the purpose of conducting its business and exercising its powers and for all other official purposes, except that less than a quorum may adjourn from time to time until a quorum is obtained.
- D. Number of Votes Required for Action.** All actions require a motion and a second. No action or recommendation of the Committee shall be valid and binding unless a quorum is present and the motion is approved by at least a majority of the members present. Each member shall have one vote. No votes may be cast by proxy. Tie votes shall be considered as denial of the motion.
- E. Voting Affected by Conflict of Interest.** As a general rule, no member shall participate as a member in any discussion or voting if to do so would constitute a conflict of interest. However, if a quorum cannot be achieved or the required number of affirmative votes for action obtained because conflicts of interest exist that prevent members having such conflicts from discussing or voting on the matter, and the conflicts are such that the

members with conflicts will be unable to vote at a later date even if the matter is continued, the matter shall not be continued and a sufficient number of members having conflicts of interest, selected by lot, shall be allowed to participate to provide enough votes for the Committee to form a quorum and take affirmative action.

- F. Motion to Reconsider.** The Committee may reconsider a matter during the meeting at which the vote was taken, provided all members who were present when the matter was discussed and voted upon are still present, all persons who addressed the Committee regarding the matter are still present, and the motion to reconsider is made by a member who voted with the prevailing side. A motion for reconsideration shall have precedence over every motion except a motion to adjourn. A final vote on any matter may also be placed on any future agenda for reconsideration by the Committee or any member of the Committee at the meeting at which the actions was taken or at any later time. Any interested person may request that an action be reconsidered, provided that such a request must be in writing and filed with the Secretary of the Committee within ten calendar days of the action of the Committee.

## **VII. IMPERTINENCE-DISTURBANCE AND MEETING**

Any person, including committee members, making personal, impertinent or indecorous remarks while addressing the Committee may be barred by the chairperson from further appearance before the Committee at that meeting, unless permission to continue is granted by an affirmative vote of the Committee. The chairperson may order any person, including committee members, removed from the Committee meeting who causes a disturbance or interferes with the conduct of the meeting, and the chairperson may direct the meeting room cleared when deemed necessary to maintain order.

## **VII. CHANGES TO BYLAWS**

The provisions of these Bylaws may be altered, amended, or repealed at any time, upon approval of the Napa Valley Transportation Authority-Tax Agency.



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## NAPA VALLEY TRANSPORTATION AUTHORITY-TAX AGENCY Board Agenda Letter

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**TO:** Board of Directors  
**FROM:** Kate Miller, Executive Director  
**REPORT BY:** Danielle Schmitz, Director – Projects, Programs and Planning  
(707) 259-5968 / Email: [dschmitz@nvta.ca.gov](mailto:dschmitz@nvta.ca.gov)  
**SUBJECT:** Napa Countywide Road Maintenance Act and Expenditure Plan  
(Measure T) Independent Taxpayer Oversight Committee (ITOC)  
Member Appointment

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### **RECOMMENDATION**

That the Napa Valley Transportation Authority-Tax Agency (NVTA-TA) appoint Mandy Le to serve on the Independent Taxpayer Oversight Committee (ITOC) as a member representing the Napa region Chamber of Commerce.

### **COMMITTEE RECOMMENDATION**

None

### **EXECUTIVE SUMMARY**

The Napa Countywide Road Maintenance Act and Expenditure Plan (Measure T) requires that NVTA-TA appoint members of the ITOC to ensure that Measure T revenues are being spent in accordance with the Expenditure Plan.

On July 17, 2013 the NVTA-TA Board approved members to serve on the ITOC. Members were reaffirmed at the November 15, 2017 NVTA-TA meeting. All members have been notified the first ITOC meeting will convene in March 2018.

After reappointment of current committee members in November 2017, two committee positions remained vacant. NVTA-TA received an application from American Canyon Chamber of Commerce CEO, Mandy Le, to serve as a representative of a Napa region Chamber of Commerce. Ms. Le's application can be viewed as Attachment 1 to this staff report.

One committee position remains vacant and applications are still being accepted for the Certified Public Accountant (CPA) position. .

### **PROCEDURAL REQUIREMENTS**

1. Staff Report
2. Public Comments
3. Motion, Second, Discussion and Vote

### **FISCAL IMPACT**

Is there a Fiscal Impact? Yes, each ITOC member is entitled to \$250 per quarterly meeting. NVTA-TA would incur costs of \$1,750 per meeting per quarter when meetings are held.

### **CEQA REQUIREMENTS**

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

### **BACKGROUND AND DISCUSSION**

The Napa Countywide Road Maintenance Act and Expenditure Plan and Ordinance requires an open selection process for the ITOC which is made up of (7) Committee members who are residents of the County of Napa possessing the following credentials:

- a) *One member who is a professional, retired or active, in the field of municipal audit, finance, and/or budgeting with a minimum of five years in a relevant and senior decision-making position in the public or private sector*
- b) *One member who is a licensed civil engineer, retired or active, with at least five years of demonstrated experience in the fields of transportation in government and/or private sector*
- c) *One member who is a Certified Public Accountant (CPA) and experienced in financial audits*
- d) *One member shall be a representative of a Napa region Chamber of Commerce*
- e) *One member from a bona fide taxpayers' association*
- f) *Two members from the public at-large*

These members will constitute the voting members of the ITOC. In addition, the NVTA-TA Executive Director, the Chair of the NVTA Technical Advisory Committee (TAC), and the County Auditor-Controller will serve as non-voting ex-officio members of the ITOC. The voting Committee members shall serve a two, three, and four year term, determined by the drawing of lots at the first meeting. Thereafter, Committee members shall serve four-year terms.

The ITOC will be responsible for reviewing the fiscal and program performance of the retail transactions and use tax transportation program through a biennial performance audit to ensure that all transportation retail transactions and use tax revenues are spent by the Authority in accordance with all provisions of the voter-approved Expenditure Plan and Ordinance. In addition, the ITOC will also oversee the independent financial audits of the Authority.

### **SUPPORTING DOCUMENTS**

Attachment: (1) Mandy Le ITOC Application



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[Home](#) > [Application for Appoinment to Independent Taxpayer Oversight Committee](#) > [Submissions](#) > Submission #83

**Submission information**

Form: Application for Appoinment to Independent Taxpayer Oversight Committee  
Submitted by Anonymous (not verified)  
December 5, 2017 - 1:25pm  
73.222.247.122

**Application for Appointment to: (Name of Committee or Task Force)**  
Measure T Independent Taxpayer Oversight Committee

**Full Name**  
Mandy Le

**Current Occupation: (within the last twelve (12) months)**  
President/CEO American Canyon Chamber of Commerce

**Current License: (Professional or Occupational, date of issue and expiration including status - If applicable)**

**Education/Experience**  
2012 General Science Associates Degree - Henry Ford Community College (Dearborn, Michigan)  
Class of 2019 (Currently in Year 2) Western Association of Chamber Executives (WACE) Academy.  
American Canyon Chamber of Commerce Employee- 2 years (February 2015-December 2016)  
AC Chamber of Commerce President/CEO - 1 year (January 2017-Present)

**Attach a resume containing this and any other information that would be helpful to the Board in evaluating your application.**

**Experience in Community participation: (nature of activity and community location)**

**Experience with other public sector Board/Commission/Committee on which you serve/have served**

**Name**  
Riitta DeAnda

**Address**

**City**

**State**  
Ca

**Zip Code (#####)**

94503

**Telephone (###-###-####)**

**Name**

Pat Zuniga

**Address**

**City**

American Canyon

**State**

Ca

**Zip Code (#####)**

94503

**Telephone (###-###-####)**

**Name**

Vicki Lopez

**Address**

**City**

American Canyon

**State**

Ca

**Zip Code (#####)**

94503

**Telephone (###-###-####)**

**Name and occupation of spouse within the last 12 months, if married: (For Conflict of Interest purposes)**

**Please explain your reasons for wishing to serve and, in your opinion, how you feel you could contribute**

**Home Address**

**City**  
American Canyon

**State**  
Ca

**Zip Code (#####)**  
94503

**Telephone (###-###-####)**

**Email Address**

**Work Address**

**City**  
American Canyon

**State**  
CA

**Zip Code (#####)**  
94503

**Telephone (###-###-####)**

**Directory**

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