



625 Burnell Street, Napa CA 94559

The following items are included in this informational packet:

**Napa Valley Transportation Authority Background**

**NVTA & NVTA-TA Board Members and Alternates Listing**

**NVTA & NVTA-TA Standing Committee Relationship to Board**

**2026 NVTA & NVTA-TA Board and Committee Meeting Schedule**

**NVTA Staff Listing**

**NVTA Organizational Chart**

**NVTA Bylaws**

**NVTA Conflict of Interest Code**

**NVTA-TA Ordinance No. 2012-01 (Measure T)**

**NVTA-TA Ordinance No. 2024-01 (Measure U)**

**NVTA-TA Bylaws**

**NVTA-TA Conflict of Interest Code**

**Transportation Funding & Planning Partners**

**NVTA Discretionary Funding Sources**

**Transportation & Land Use**

**Glossary of Acronyms**

**Joint Powers Agreement**

**[California Brown Act 2026](#) (hyperlink only)**

# **Napa Valley Transportation Authority (NVTA)**

## **BACKGROUND**

In June of 1998, the Cities of Calistoga, St Helena, Napa, American Canyon, the Town of Yountville, and the County of Napa formed a Joint Powers Agency called the Napa County Transportation Planning Agency (NCTPA). In February 2016, the agency changed its name to the Napa Valley Transportation Authority (NVTA).

The work program for the activities of the NVTA is defined by the Board made up of elected officials from the respective member agencies and a member of the Paratransit Coordinating Council (PCC).

The NVTA is formed to serve as the countywide transportation planning body for the incorporated and unincorporated areas of Napa County. The agency is charged with coordinating short and long term planning and funding within an intermodal policy framework in the areas of highways, streets and roads, bicycle and pedestrian improvements.

In 2000, the NVTA consolidated six separate transit operations under the governance of the NVTA Board as is responsible for the oversight of transit and Paratransit services in the county.

The **Napa Valley Transportation Authority-Tax Agency** (NVTA-TA) originally called the Napa Valley Transportation Authority until the agency underwent renaming in 2016, was formed in 2004 to oversee sales tax ballot initiatives and was retained to administer the Measure T sales tax that was passed by the voters in 2012 and the Measure U sales tax passed by the voters in 2024.

## **STANDING COMMITTEES**

NVTA has four standing committees: the Technical Advisory Committee (TAC), the Active Transportation Advisory Committee (ATAC), the Paratransit Coordinating Council (PCC) and the Community Advisory Committee (CAC). NVTA-TA has one standing committee which was established by the ordinances of Measure T and Measure U; the Independent Taxpayer Oversight Committee (ITOC). These committees serve to advise the NVTA and NVTA-TA Board's respectively. These committees are appointed by the Board and in some cases also by a jurisdiction and made up of members of the public with specific attributes and/or interested citizens from the Napa region with the exception of the TAC which is made up of Public Works and Planning Directors from each jurisdiction in Napa County or their designees.

## **ADDITIONAL RESPONSIBILITIES**

The NVTA also serves as the Program Manager for Air Quality Funds (AB 434) distributed within the Napa region.

**2026  
NVTA & NVTA-TA  
BOARD MEMBERS AND ALTERNATES**

**Agency**

**Pierre Washington**, Delegate  
**Mark Joseph**, Delegate  
Brando Cruz, Alternate

City of American Canyon

**Donald Williams**, Delegate  
**Kevin Eisenberg**, Delegate  
Irais Lopez-Ortega, Alternate

City of Calistoga

**Scott Sedgley**, Delegate  
**Bernie Narvaez**, Delegate  
Beth Painter, Alternate  
Christopher DeNatale, Alternate

City of Napa

**Liz Alessio**, Delegate  
**Amber Manfree**, Delegate  
Anne Cottrell, Alternate  
Belia Ramos, Alternate

County of Napa

**Paul Dohring**, Delegate  
**Michelle Deasy**, Delegate  
Aaron Barak, Alternate

City of St. Helena

**Margie Mohler**, Delegate  
**Eric Knight**, Delegate  
Pamela Reeves, Alternate

Town of Yountville

**Devereaux Smith**, Delegate

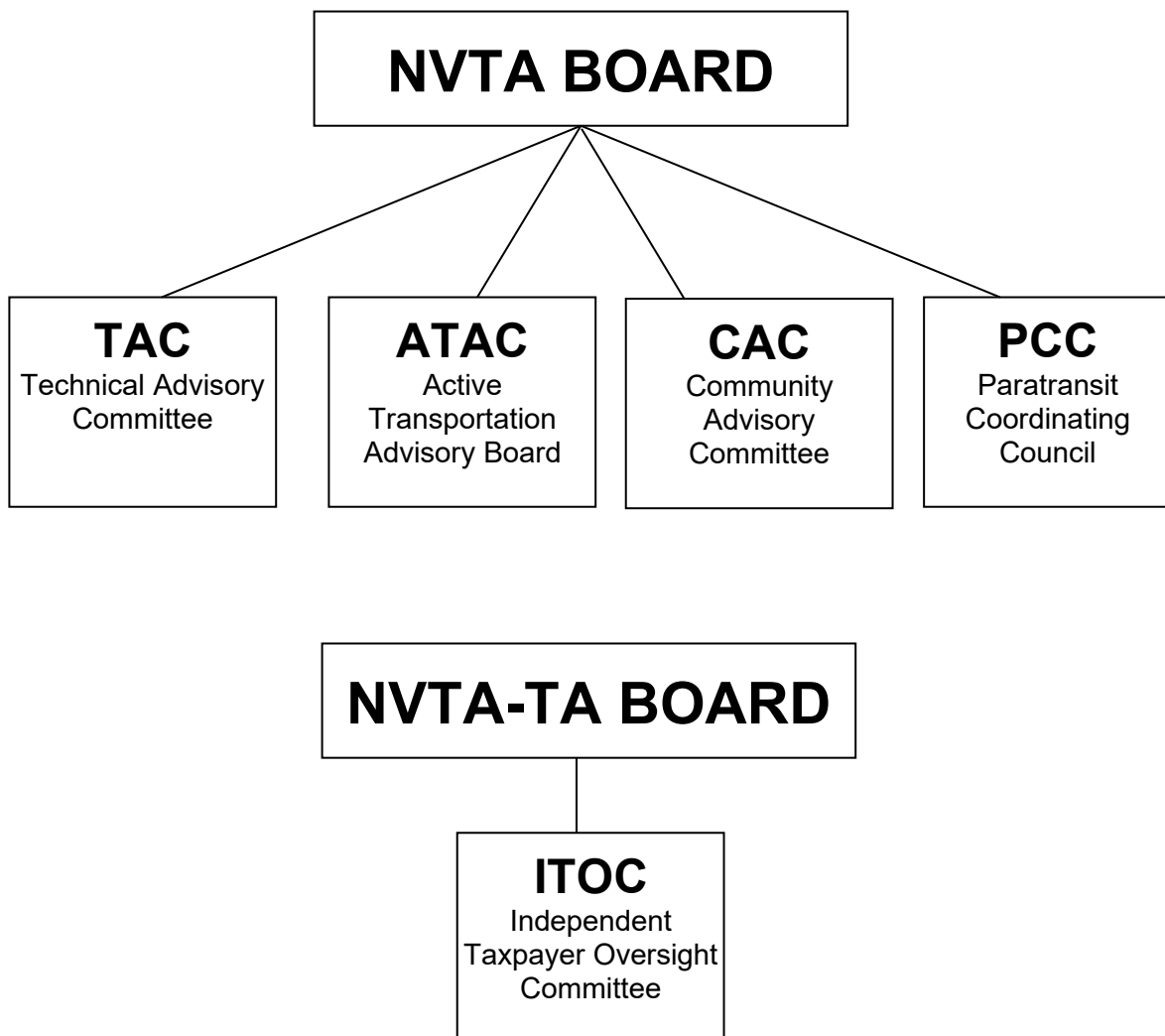
Paratransit Coordinating Council\*

Mark Joseph, NVTA Chair  
Paul Dohring, NVTA Vice-Chair

Danielle Schmitz, NVTA Executive Director – (707) 259-8634  
Laura Sanderlin, NVTA Board Secretary – (707) 259-8633

\*NVTA Board of Directors Member only

## NVTA and NVTA-TA Standing Committees Relationship to Board



2026

NVTA/NVTA-TA Board of Directors and Committee Meeting Calendar

January

| Sun | Mon | Tues | Wed | Thurs | Fri | Sat |
|-----|-----|------|-----|-------|-----|-----|
|     |     |      |     | 1     | 2   | 3   |
| 4   | 5   | 6    | 7   | 8     | 9   | 10  |
| 11  | 12  | 13   | 14  | 15    | 16  | 17  |
| 18  | 19  | 20   | 21  | 22    | 23  | 24  |
| 25  | 26  | 27   | 28  | 29    | 30  | 31  |

February

| Sun | Mon | Tues | Wed | Thurs | Fri | Sat |
|-----|-----|------|-----|-------|-----|-----|
| 1   | 2   | 3    | 4   | 5     | 6   | 7   |
| 8   | 9   | 10   | 11  | 12    | 13  | 14  |
| 15  | 16  | 17   | 18  | 19    | 20  | 21  |
| 22  | 23  | 24   | 25  | 26    | 27  | 28  |
|     |     |      |     |       |     |     |
|     |     |      |     |       |     |     |

March

| Sun | Mon | Tues | Wed | Thurs | Fri | Sat |
|-----|-----|------|-----|-------|-----|-----|
| 1   | 2   | 3    | 4   | 5     | 6   | 7   |
| 8   | 9   | 10   | 11  | 12    | 13  | 14  |
| 15  | 16  | 17   | 18  | 19    | 20  | 21  |
| 22  | 23  | 24   | 25  | 26    | 27  | 28  |
| 29  | 30  | 31   |     |       |     |     |

April

| Sun | Mon | Tues | Wed | Thurs | Fri | Sat |
|-----|-----|------|-----|-------|-----|-----|
|     |     |      | 1   | 2     | 3   | 4   |
| 5   | 6   | 7    | 8   | 9     | 10  | 11  |
| 12  | 13  | 14   | 15  | 16    | 17  | 18  |
| 19  | 20  | 21   | 22  | 23    | 24  | 25  |
| 26  | 27  | 28   | 29  | 30    |     |     |

May

| Sun | Mon | Tues | Wed | Thurs | Fri | Sat |
|-----|-----|------|-----|-------|-----|-----|
|     |     |      |     |       | 1   | 2   |
| 3   | 4   | 5    | 6   | 7     | 8   | 9   |
| 10  | 11  | 12   | 13  | 14    | 15  | 16  |
| 17  | 18  | 19   | 20  | 21    | 22  | 23  |
| 24  | 25  | 26   | 27  | 28    | 29  | 30  |
| 31  |     |      |     |       |     |     |

June

| Sun | Mon | Tues | Wed | Thurs | Fri | Sat |
|-----|-----|------|-----|-------|-----|-----|
|     | 1   | 2    | 3   | 4     | 5   | 6   |
| 7   | 8   | 9    | 10  | 11    | 12  | 13  |
| 14  | 15  | 16   | 17  | 18    | 19  | 20  |
| 21  | 22  | 23   | 24  | 25    | 26  | 27  |
| 28  | 29  | 30   |     |       |     |     |

July

| Sun | Mon | Tues | Wed | Thurs | Fri | Sat |
|-----|-----|------|-----|-------|-----|-----|
|     |     |      | 1   | 2     | 3   | 4   |
| 5   | 6   | 7    | 8   | 9     | 10  | 11  |
| 12  | 13  | 14   | 15  | 16    | 17  | 18  |
| 19  | 20  | 21   | 22  | 23    | 24  | 25  |
| 26  | 27  | 28   | 29  | 30    | 31  |     |

August

| Sun | Mon | Tues | Wed | Thurs | Fri | Sat |
|-----|-----|------|-----|-------|-----|-----|
|     |     |      |     |       |     | 1   |
| 2   | 3   | 4    | 5   | 6     | 7   | 8   |
| 9   | 10  | 11   | 12  | 13    | 14  | 15  |
| 16  | 17  | 18   | 19  | 20    | 21  | 22  |
| 23  | 24  | 25   | 26  | 27    | 28  | 29  |
| 30  | 31  |      |     |       |     |     |

September

| Sun | Mon | Tues | Wed | Thurs | Fri | Sat |
|-----|-----|------|-----|-------|-----|-----|
|     |     | 1    | 2   | 3     | 4   | 5   |
| 6   | 7   | 8    | 9   | 10    | 11  | 12  |
| 13  | 14  | 15   | 16  | 17    | 18  | 19  |
| 20  | 21  | 22   | 23  | 24    | 25  | 26  |
| 27  | 28  | 29   | 30  |       |     |     |

October

| Sun | Mon | Tues | Wed | Thurs | Fri | Sat |
|-----|-----|------|-----|-------|-----|-----|
|     |     |      |     | 1     | 2   | 3   |
| 4   | 5   | 6    | 7   | 8     | 9   | 10  |
| 11  | 12  | 13   | 14  | 15    | 16  | 17  |
| 18  | 19  | 20   | 21  | 22    | 23  | 24  |
| 25  | 26  | 27   | 28  | 29    | 30  | 31  |

November

| Sun | Mon | Tues | Wed | Thurs | Fri | Sat |
|-----|-----|------|-----|-------|-----|-----|
| 1   | 2   | 3    | 4   | 5     | 6   | 7   |
| 8   | 9   | 10   | 11  | 12    | 13  | 14  |
| 15  | 16  | 17   | 18  | 19    | 20  | 21  |
| 22  | 23  | 24   | 25  | 26    | 27  | 28  |
| 29  | 30  |      |     |       |     |     |

December

| Sun | Mon | Tues | Wed | Thurs | Fri | Sat |
|-----|-----|------|-----|-------|-----|-----|
|     |     | 1    | 2   | 3     | 4   | 5   |
| 6   | 7   | 8    | 9   | 10    | 11  | 12  |
| 13  | 14  | 15   | 16  | 17    | 18  | 19  |
| 20  | 21  | 22   | 23  | 24    | 25  | 26  |
| 27  | 28  | 29   | 30  | 31    |     |     |

NVTA 1:00 PM     
 NVTA-TA 1:00 PM     
 TAC 2:00 PM     
 PCC 10:00 AM     
 ATAC 5:30 PM     
 CAC 5:00 PM     
 ITOC 2:00 PM     
 HOLIDAY

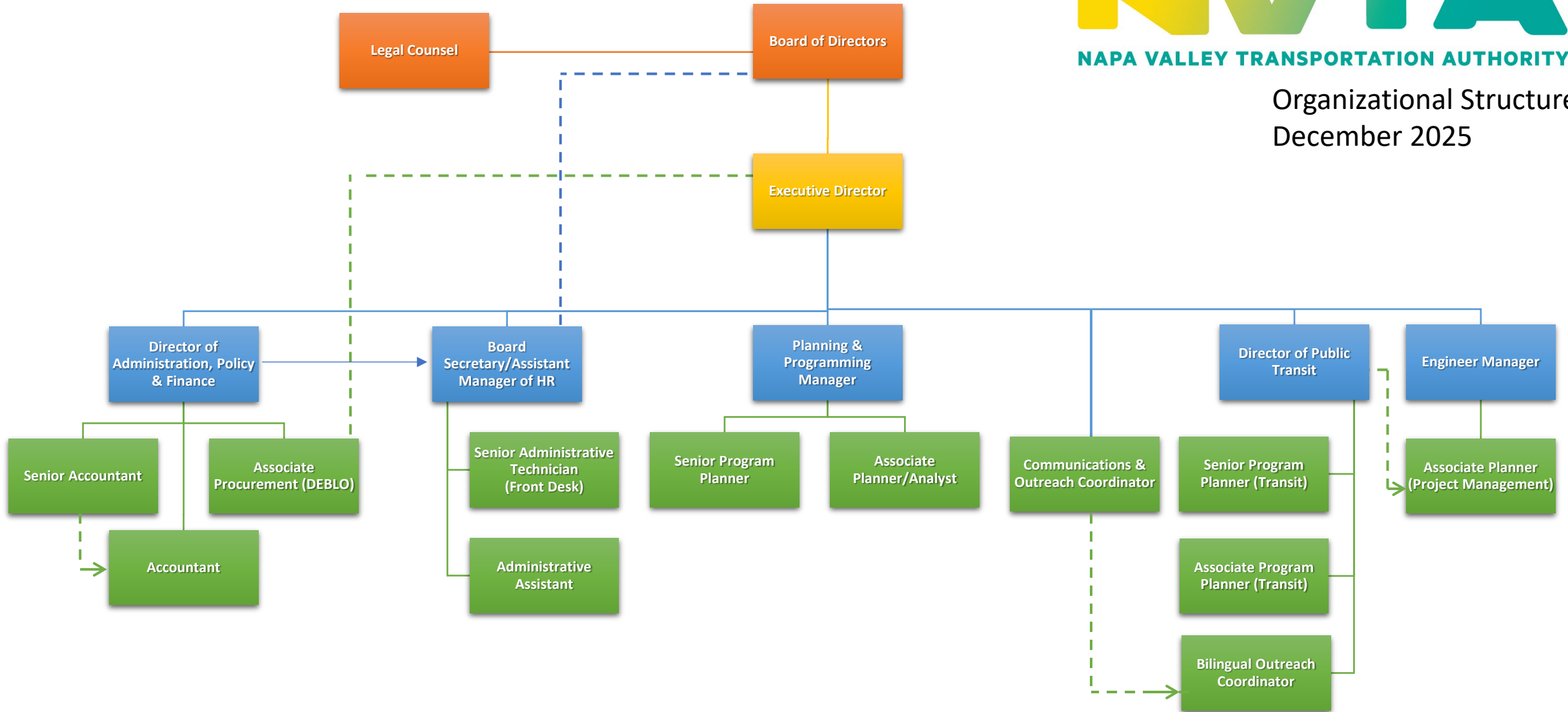
**NVTA STAFF LISTING**

| <b>Last</b> | <b>First</b>      | <b>Title</b>                                 | <b>Telephone</b> | <b>Email</b>   |
|-------------|-------------------|--|------------------|--|
| Alexander   | Kathy             | Senior Administrative Technician             | (707) 259-8627   | <a href="mailto:kalexander@nvta.ca.gov">kalexander@nvta.ca.gov</a> |
| Au          | Joanne            | Senior Accountant                            | (707) 253-8704   | <a href="mailto:jau@nvta.ca.gov">jau@nvta.ca.gov</a>               |
| Alvarado    | Arcie             | Administrative Assistant                     | (707) 259-8780   | <a href="mailto:aalvarado@nvta.ca.gov">aalvarado@nvta.ca.gov</a>   |
| Bailey      | Grant             | Engineering Manager                          | (707) 259-5951   | <a href="mailto:gbailey@nvta.ca.gov">gbailey@nvta.ca.gov</a>       |
| Band        | Patrick           | Senior Planner (Active Transportation)       | (707) 259-8781   | <a href="mailto:pband@nvta.ca.gov">pband@nvta.ca.gov</a>           |
| Charrier    | Emily             | Communications & Outreach Coordinator        | (707) 253-4599   | <a href="mailto:echarrier@nvta.ca.gov">echarrier@nvta.ca.gov</a>   |
| Coleman     | Addrell           | Associate Planner (Measure U Analyst)        | (707) 259-8235   | <a href="mailto:acoleman@nvta.ca.gov">acoleman@nvta.ca.gov</a>     |
| Coombs      | Renel             | Procurement & Contracts Administrator        | (707) 259-8790   | <a href="mailto:rcoombs@nvta.ca.gov">rcoombs@nvta.ca.gov</a>       |
| Cypress     | Dexter            | Associate Planner (Transit)                  | (707) 259-8635   | <a href="mailto:dcypress@nvta.ca.gov">dcypress@nvta.ca.gov</a>     |
| Meehan      | Diana             | Planning & Programming Manager               | (707) 259-8327   | <a href="mailto:dmeehan@nvta.ca.gov">dmeehan@nvta.ca.gov</a>       |
| Onorato     | Antonio (Tony)    | Director of Administration, Finance & Policy | (707) 259-8779   | <a href="mailto:aonorato@nvta.ca.gov">aonorato@nvta.ca.gov</a>     |
| Payan       | Elizabeth (Libby) | Senior Planner (Transit)                     | (707) 259-8782   | <a href="mailto:lpayan@nvta.ca.gov">lpayan@nvta.ca.gov</a>         |
| Renteria    | Zaira             | Bilingual Outreach Coordinator               | (707) 259-5676   | <a href="mailto:zrenteria@nvta.ca.gov">zrenteria@nvta.ca.gov</a>   |
| Salazar     | Denis             | Assistant Accountant                         | (707) 253-4688   | <a href="mailto:dsalazar@nvta.ca.gov">dsalazar@nvta.ca.gov</a>     |
| Sanderlin   | Laura             | Board Secretary & Human Resources            | (707) 259-8633   | <a href="mailto:lsanderlin@nvta.ca.gov">lsanderlin@nvta.ca.gov</a> |
| Schenck     | Rebecca           | Director of Public Transit                   | (707) 259-8636   | <a href="mailto:rschenck@nvta.ca.gov">rschenck@nvta.ca.gov</a>     |
| Schmitz     | Danielle          | Executive Director                           | (707) 259-5968   | <a href="mailto:dschmitz@nvta.ca.gov">dschmitz@nvta.ca.gov</a>     |
| Stanton     | Jonathan          | Associate Planner (Capital Projects)         | (707) 259-8634   | <a href="mailto:jstanton@nvta.ca.gov">jstanton@nvta.ca.gov</a>     |



NAPA VALLEY TRANSPORTATION AUTHORITY

# Organizational Structure December 2025



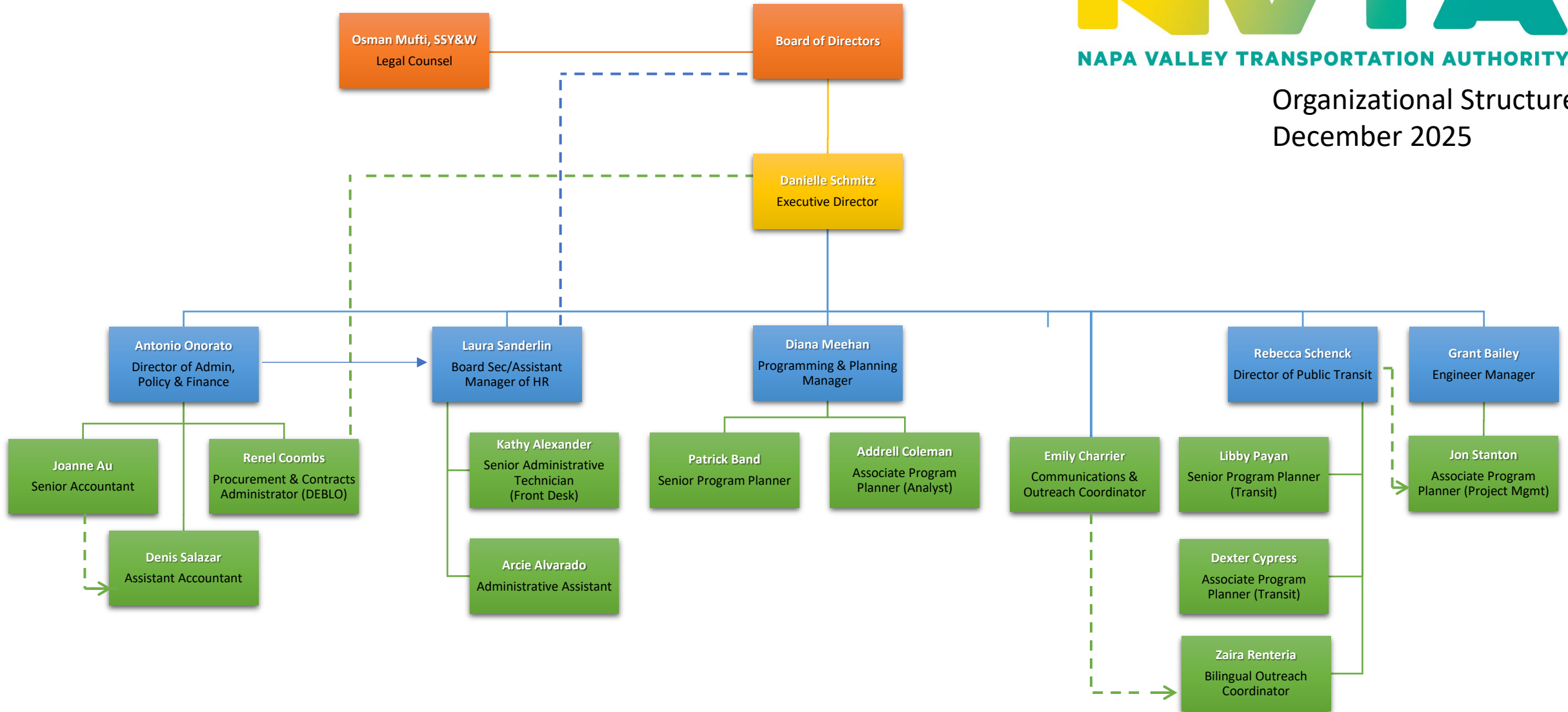
Board Approved Full Time-Equivalents (FTE)

Total FTE: 19.0 (effective 03/19/25)

Current FTE Vacancies: 1.0

Available FTE: 1.0

Organizational Structure  
December 2025



Board Approved Full Time-Equivalents (FTE)

Total FTE: 19.0 (effective 03/19/25)

Current FTE Vacancies: 1.0

Available FTE: 1.0



RESOLUTION NO. 24-17

RESOLUTION OF THE  
NAPA VALLEY TRANSPORTATION AUTHORITY (NVTA)  
AMENDING THE BYLAWS OF THE  
NAPA VALLEY TRANSPORTATION AUTHORITY

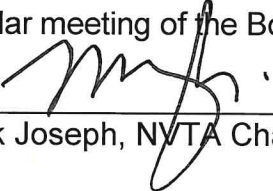
**WHEREAS**, pursuant to Section 9 of the Joint Powers Agreement of the Napa Valley Transportation Authority ("Agreement") the governing board of the NVTA ("NVTA Board") may from time to time adopt bylaws for the conduct of the affairs of NVTA and the NVTA Board; and

**WHEREAS**, on April 20, 2016, the NVTA Board approved Resolution 16-08 to amend the bylaws to bring them into conformance with changes made to NVTA by Amendment No. 10 of the Agreement reflecting the new name of the NVTA Board; and

**WHEREAS**, the NVTA Board now desires to amend the bylaws and make updates to Article IV – Meetings in Section 4.0 and 4.1 to set current process of setting regular meeting time; and

**NOW, THEREFORE, BE IT RESOLVED** by the NVTA Board that the Bylaws of the NVTA shall be those Bylaws set forth in Exhibit "A", attached hereto and incorporated as if set forth herein.

**THE FOREGOING RESOLUTION WAS DULY AND REGULARLY INTRODUCED, PASSED AND ADOPTED** by the Board of the Napa Valley Transportation Authority at a regular meeting of the Board held on the 20<sup>th</sup> day of November, 2024.

  
\_\_\_\_\_  
Mark Joseph, NVTA Chair

Ayes: Garcia, Joseph, Williams, Alassio,  
Eisenberg, Sedgley, Gregory,  
Dohring, Chatreau, Mohler,  
Mckee-Cant

Nays:  
none

Absent:  
Pedroza

ATTEST:  
  
\_\_\_\_\_  
Laura Sanderlin, NVTA Board Secretary

APPROVED:   
\_\_\_\_\_  
Osman Mufti, NVTA Legal Counsel

CERTIFICATE OF SECRETARY

I, the undersigned, certify that I am the presently designated and acting Secretary of the Napa Valley Transportation Authority, a joint powers agency created pursuant to the Joint Powers Act (California Government Code section 6500 et seq.) and that the above Bylaws are the Bylaws of this Authority and the governing Board thereof as adopted at a meeting of the Board held on November 20, 2024. Executed on November 20, 2024, at Napa, California.

*Laura Sanderlin*  
Laura Sanderlin  
Secretary of the NVTA Board

EXHIBIT "A"

**BYLAWS OF THE NAPA VALLEY  
TRANSPORTATION AUTHORITY**

**ARTICLE I – NAME**

**Section 1.0** The name of the agency is the Napa Valley Transportation Authority (hereinafter referred to as "NVTA"), a joint powers agency created pursuant to the Joint Powers Act (California Government Code section 6500 et seq.).

**ARTICLE II – PRINCIPAL OFFICE**

**Section 2.0** The principal office for the transaction of the activities and affairs of the NVTA is located at 625 Burnell Street, California 94559. The governing board of the NVTA ("hereinafter referred to as "NVTA Board") may change the location of the office by oral resolution noted by the Secretary in the Minutes of the Board or by written resolution amending these Bylaws.

**ARTICLE III – OFFICERS**

**Section 3.0** The officers of the NVTA Board shall be the Chair, Vice-Chair, Secretary and the Executive Director, Legal Counsel, Auditor-Controller and Treasurer of the NVTA. The Chair, Vice-Chair, Secretary, Executive Director and Legal Counsel shall be appointed by the NVTA Board. The Auditor-Controller and Treasurer shall be those persons specified in the Joint Powers Agreement.

**Section 3.0.1** Duties of Chair. The Chair shall preside at all meetings of the NVTA Board. Except as otherwise authorized by resolution of the NVTA Board, the Chair shall sign all contracts and other instruments made by the Authority.

**Section 3.0.2** Duties of Vice-Chair. The Vice-Chair shall perform the duties of the Chair in the absence or incapacity of the Chair. In case of the resignation or death of the Chair, the Vice-Chair shall perform such duties as are imposed on the Chair until such time as the NVTA Board shall elect a new Chair.

**Section 3.0.3** Duties of Secretary. The Secretary shall keep the official records of the NVTA Board, shall act as secretary of the meetings of the NVTA Board, record all votes, and keep a record (hereinafter referred to as "Minutes") of the proceedings of the NVTA Board in a journal of proceedings kept for that purpose, and shall perform all other duties incident to the office. The Secretary shall keep in safe custody any seal the NVTA may adopt and shall have power to affix such seal to all contracts and instruments authorized to be executed by the NVTA.

**Section 3.0.4** Other Duties of Officers. The officers of the NVTA Board shall perform such other duties and functions as may from time to time be required by these Bylaws, other Resolutions of the NVTA Board or the Joint Powers Agreement.

**Section 3.1** Compensation. The Chair and Vice-Chair shall serve without compensation unless otherwise provided by Resolution of the NVTA Board.

**Section 3.2** Election of Chair and Vice-Chair. The Chair and Vice-Chair shall be elected for a two-year term with an annual vote of approval from among the Members of the NVTA Board at their annual meeting or until their successors are elected and qualified.

**Section 3.3** Removal of Officers. The Chair, Vice-Chair, Secretary, Treasurer, and Executive Director may be removed at any time, with or without cause, by vote of the NVTA Board. The Auditor-Controller may be removed only by amendment of the Joint Powers Agreement or removal from his or her respective position as an officer of Napa County. Any officer may resign at any time by giving written notice to the NVTA Board, with such resignation to take effect as of the date the notice is received or at any later time specified in the notice.

**Section 3.4** Vacancy in Office of Chair, Vice-Chair or Secretary. If the offices of Chair or Vice-Chair become vacant during their terms, the NVTA Board shall elect a successor from its membership at the next regular meeting, and election shall be for the unexpired term of the office. If both offices are vacant simultaneously, the Secretary shall preside over the meeting for the sole purpose of electing a new Chair and Vice-Chair. When the office of Secretary becomes vacant, the Authority shall appoint a permanent successor as soon as is reasonably possible but may appoint any person, including a Member of the NVTA Board or NVTA staff, to serve as interim Secretary pending appointment of a permanent Secretary.

## ARTICLE IV – MEETINGS

**Section 4.0** Annual Meeting. The annual meeting of the NVTA Board shall be held on the third Wednesday of July at the regular time and meeting place of the NVTA Board, or as soon thereafter as the meeting may be conducted.

**Section 4.1** Regular Meetings. Regular meetings of the NVTA Board in addition to the annual meeting shall be held on the third Wednesday of each month at the time and meeting location established by written Resolution of the NVTA Board adopting the annual meeting calendar, or written Resolution amending these Bylaws.

**Section 4.2** Special Meetings. The Chair may, in the discretion of, or upon the written request of two Members of the NVTA Board, call a special meeting of the NVTA Board for the purpose of transacting any business designated in the call and agenda posted for the special meeting in accordance with the Brown Act. The call for a special meeting shall be made in accordance with the requirements of Government Code section 54956.

**Section 4.3** Conduct of Meetings. All of the meetings of the NVTA Board shall be open to the public, whether regular or special, and shall be noticed and conducted in accordance with the provisions of the Ralph M. Brown Act (Chapter 9 of Part 1 of Division 2 of Title 5 (commencing with Section 54950) of the California Government Code), hereinafter referred to as "Brown Act".

**Section 4.3.1 Addressing the NVTA Board.** Any person desiring to address the NVTA Board, including during any period of public comment required under the Brown Act shall, when recognized by the Chair, give his or her name or address and, if acting on behalf of another person, the name and address of that person. The Chair may, in the interest of facilitating the business of the NVTA Board, limit the amount of time which a person may use in addressing the NVTA Board, determine the admissibility of evidence, and may require persons addressing the NVTA Board to submit written testimony in lieu of oral if the Chair determines that a reasonable opportunity for oral presentations has been provided. This Bylaw shall not apply to Members or Non-Member Officers of the NVTA Board except when specifically requested by the Chair in relation to a particular item of business.

**Section 4.3.2 Order of Presentation.** Testimony and argument relative to any agenda item, whether or not a public hearing is involved, shall, unless otherwise ordered by the Chair, be presented in the following order:

- a. The Chair shall identify the matter and, if the matter is a public hearing, declare the public hearing open.
- b. The report(s), if any, of the NVTA staff shall be presented and staff shall respond to questions from Members of the NVTA Board.
- c. Letters, petitions, or other documentary evidence filed with the Secretary by any person prior to consideration of the item shall be presented to the NVTA Board and may be considered by the NVTA Board when deciding the action before it. All such evidence shall become part of the NVTA Board's file on the agenda item. If such evidence has been received by the Secretary prior to preparation of agenda packets for the meeting, the Secretary shall include copies of the evidence in the packet. If such evidence is received prior to consideration of the item but subsequent to preparation of the agenda packet, the Secretary shall make copies of the evidence available to each Member of the NVTA Board and to the public in attendance at the meeting prior to the NVTA Board taking final action on the item.
- d. Persons wishing to speak in favor of the matter, or with additional information although having no particular stance, shall be heard, and shall respond to questions by Members and Non-Member Officers of the NVTA Board.
- e. Persons wishing to speak in opposition to the matter shall be heard and shall respond to questions by Members and Non-Member Officers of the NVTA Board.
- e. Rebuttal in the same order (if any), including response to questions by Members and Non-Member Officers of the NVTA Board.
- g. Discussion by Members of the NVTA Board. Any Members who have obtained information relevant to the agenda item outside of the meeting which has not been presented at the meeting by any other person, shall describe such information and the manner in which it was obtained.
- h. Closure of the public hearing, if any.
- i. Voting.

**Section 4.3.3 Rules of Evidence.** Cumulative, repetitious, immaterial, irrelevant, abusive, derogatory, or defamatory evidence may be excluded by the Chair. Subject to

the foregoing, evidence shall be admissible if it is of a type commonly relied upon by reasonable and prudent persons in the conduct of serious affairs. Erroneous admission of evidence shall not invalidate any action taken unless it is shown in a court of law or equity to have prejudiced the substantial rights of a person directly affected by the action.

**Section 4.3.4 Exhibits.** All exhibits proffered by any person testifying at the meeting on an agenda item shall be marked by the Secretary upon submission with the agenda item number and a number or letter unique for each item marked, to provide identification in the event of later litigation. No item of graphic or documentary evidence shall be shown to the NVTA Board unless so marked and offered for submission. Except where otherwise specified by law, all exhibits so marked and submitted shall be retained by the Secretary until the expiration of all applicable statutes of limitation, at which time they will be returned to applicant. Unclaimed exhibits may be disposed of by the Secretary within ten (10) days after the expiration of the last applicable statute of limitations.

**Section 4.3.5 Recording.** Any meeting of the NVTA Board may be recorded by any person using any medium, unless the Chair determines that such recording method could disrupt the proceedings.

**Section 4.4 Parliamentary Procedure.** Unless otherwise inconsistent with the Joint Powers Agreement or these Bylaws, the meetings of the NVTA Board shall be conducted in accordance with the parliamentary procedure set forth in Sturgis' Standard Code of Parliamentary Procedure, 4th Edition.

**Section 4.5 NVTA Membership and Voting.** The number of Members of the NVTA Board and the number of votes each member of the Governing Board is entitled to cast on any question shall be as specified in the Joint Powers Agreement, as follows:

**Section 4.5.1 Membership.** The composition of the Members of the NVTA Board shall be as follows:

| <u>Appointing Entity</u>                                   | <u>Number of Members</u> |
|--|--------------------------|
| City of American Canyon                                    | 2                        |
| City of Calistoga  | 2                        |
| City of Napa   | 2                        |
| City of St. Helena   | 2                        |
| Town of Yountville   | 2                        |
| County of Napa   | 2                        |
| NVTA Board (nominated by Paratransit Coordinating Council) | 1                        |

**Section 4.5.2 Voting Power.** The voting power of the Members of the NVTA Board shall be as follows:

- (a) On all matters except the countywide advisory deliberative body under Section 5.2 (o) of the Joint Powers Agreement the voting power of the Members of the NVTA Board shall be as follows:

| <u>Appointing Entity</u>                                      | <u>Voting Power</u>          |
|---|------------------------------|
| City of American Canyon                                       | 4 (each Member has 2 votes)  |
| City of Calistoga   | 2 (each Member has one vote) |
| City of Napa  | 10 (each member has 5 votes) |
| City of St. Helena  | 2 (each Member has one vote) |
| Town of Yountville  | 2 (each Member has one vote) |
| County of Napa  | 4 (each Member has 2 votes)  |
| NVTA Board (nominated by<br>Paratransit Coordinating Council) | 0 (non-voting)               |

(b) On all matters concerning powers under Section 5.2 (r) of the Joint Powers Agreement, each Voting Member shall have one vote.

**Section 4.5.1 Alternates.** In the absence of a voting Member, physically or by reason of a conflict of interest, the alternate appointed in accordance with the procedure specified in the Joint Powers Agreement shall vote in place of the absent Member as long as the alternate was either present during the presentation of all evidence presented on the matter or indicates on the record that he or she has reviewed all such evidence prior to participating in any NVTA Board discussion and vote. No proxy votes shall be permitted.

**Section 4.5.2 Quorum.** A majority of the voting power and seven of the twelve voting members (or their alternates) of the NVTA Board shall constitute a quorum for the transaction of business at any meeting of the NVTA Board. Notwithstanding the foregoing, if a quorum is present at the commencement of the meeting, the affirmative vote of a majority of the voting power of the NVTA Board shall constitute the act of the NVTA Board even if, at the time of such vote, less than seven voting members (or their alternates) are present.

**Section 4.5.3 Roll call vote.** A roll call vote may be required in voting upon any motion before the NVTA Board, in the discretion of the Chair. Any voting Member present and not barred from voting by a declared conflict of interest who does not vote in an audible voice or other method (such as electronic voting) simultaneously perceptible to the other Members, the Secretary and the public present, shall be recorded as voting "aye". Abstentions shall be allowed only when a voting Member has a declared conflict of interest.

**Section 4.5.4 Tie-votes.** In the case of a tie-vote or other deadlock, the Secretary shall automatically cause the item of business to be placed on the next agenda for reconsideration and vote. No motion shall be required to take such action. If all the voting Members who have not voted on the matter have not participated due to a conflict of interest and will, for that reason, be unable to vote even if the matter is continued to the next agenda, then the tie vote or deadlock shall constitute a final action of denial of the motion and the matter shall not be continued to the next agenda for reconsideration and vote.

**Section 4.6 Adjournment.** Any meeting of the NVTA Board may be adjourned from time to time by a vote of the majority of the voting power then present. If a quorum is not present, the meeting of the NVTA Board shall be adjourned by order of the Chair or, in the absence of the Chair, by order of the Secretary.

#### **ARTICLE V - COMMITTEES OF THE BOARD**

**Section 5.0** In addition to the advisory committees authorized by the Joint Powers Agreement, the NVTA Board may create by resolution and without express amendment of these Bylaws one or more committees of the NVTA Board consisting of Members and/or alternate Members to serve at the pleasure of the NVTA Board. The NVTA Board may appoint one or more of the Members or alternate Members to serve as alternate members of any such committee, who may replace an absent member at any meeting. Such committees shall have those powers specifically delegated to them by the NVTA Board, to the extent not inconsistent with the provisions of the Joint Powers Agreement or these Bylaws.

#### **ARTICLE VI - BUDGET PROCESS**

**Section 6.0** The annual budget for the NVTA shall be developed and adopted by the NVTA Board in accordance with the procedures and timelines applicable by law to the County of Napa.

#### **ARTICLE VII - AMENDMENTS**

**Section 7.0.** Notwithstanding Section 4.6, these Bylaws shall be amended only with the approval of a majority of the voting power then present; except that no amendments of these Bylaws shall be effective unless at least seven (7) of the Members of the NVTA Board cast affirmative votes.



## RESOLUTION NO. 24-16

### A RESOLUTION OF THE NAPA VALLEY TRANSPORTATION AUTHORITY (NVTA) AMENDING THE AGENCY CONFLICT OF INTEREST CODE

**WHEREAS**, on September 21, 1993, the Napa County Board of Supervisors, acting as the code reviewing body, approved the adoption of a Conflict of Interest Code for the Napa County Congestion Management Agency, as required by the Political Reform Act of 1974 (Government code sections 81000 et seq., hereinafter referred to as "Act"); and

**WHEREAS**, on or about May 13, 1998, the Napa County Congestion Management Agency was converted into and succeeded by the Napa County Transportation and Planning Agency ("NCTPA"), a joint powers agency organized under the Joint Exercise of Powers Act (Government Code section 6500 et seq.); and

**WHEREAS**, on September 18, 2002, the Board amended the NCTPA Conflict of Interest Code, to conform to changes made in the model conflict of interest code ("model code") promulgated by the Fair Political Practices Commission ("FPPC") and expand the list of designated positions and disclosure categories to reflect the current operations of the NCTPA in serving as the countywide transportation planning body for the incorporated and unincorporated areas within Napa County, and performing such transportation related duties and responsibilities as the Member Jurisdictions may delegate to NCTPA; and

**WHEREAS**, on November 14, 2012, the Board of NCTPA amended its Conflict of Interest Code in its entirety; and

**WHEREAS**, on November 19, 2014, the Board of NCTPA amended Appendix A of the Conflict of Interest Code in its entirety; and

**WHEREAS**, on February 17, 2016 the Board of the NCTPA approved Resolution No. 16-02 changing the name of the NCTPA to the Napa Valley Transportation Authority (NVTA or Authority), a Joint Powers Authority; and

**WHEREAS**, on June 15, 2016 the Board of NVTA amended its Conflict of Interest Code in its entirety; and

**WHEREAS**, on October 23, 2019 the Board of NVTA amended its Conflict of Interest Code in its entirety; and

**WHEREAS**, on October 19, 2022 the Board of NVTA amended its Conflict of Interest Code in its entirety; and

**WHEREAS**, it is now necessary to amend the Conflict of Interest Code in its entirety to reflect added and deleted management positions, and/or changes in management titles; and

**WHEREAS**, the Napa County Board of Supervisors, acting as the code reviewing body, will consider approval of this Resolution later in 2024.

**THEREFORE, BE IT RESOLVED** by the Board of Directors of NVTA that NVTA's Conflict of Interest Code attached hereto as Exhibit A is hereby approved and shall be effective upon confirmation by the Napa County Board of Supervisors as code reviewing body for the Authority.

**THE FOREGOING RESOLUTION WAS DULY AND REGULARLY ADOPTED** by the Board of Directors of the Napa Valley Transportation Authority, at a regular meeting of the Board held on the 20<sup>th</sup> day of November 2024 by the following vote:

  
\_\_\_\_\_  
Mark Joseph, NVTA Chair

Ayes:

Garcia, Joseph, Williams, Alessio,  
Eisenberg, Sedgley, Gregory,  
Dohring, Chateau, Mohler,  
McKee-Cant

Nays:

None

Absent:

Redroza

ATTEST:

  
\_\_\_\_\_  
Laura Sanderlin, NVTA Board Secretary

APPROVED:

  
\_\_\_\_\_  
Osman Mufti, NVTA Legal Counsel

**CERTIFICATIONS**

I hereby certify that I am the Secretary of the Napa Valley Transportation Authority and the custodian of the records for the Authority and that the attached Resolution is a true and correct copy of the original approved by the Board of Directors of the Authority and on file in the Authority office.

By   
\_\_\_\_\_  
LAURA SANDERLIN  
NVTA Board Secretary

I hereby certify that the amended Conflict of Interest Code for the Napa Valley Transportation Authority was approved and confirmed by the Napa County Board of Supervisors, as code reviewing body for the District, by action of the Board of Supervisors on \_\_\_\_\_, 2024, recorded in the certified minutes of the Board of Supervisors for that date.

By \_\_\_\_\_  
Clerk of the Napa County Board of Supervisors

**EXHIBIT A****NAPA VALLEY TRANSPORTATION AUTHORITY (NVTA)****CONFLICT OF INTEREST CODE**

The Political Reform Act (Government Code Section 81000, et seq.) requires state and local government agencies to adopt and promulgate conflict of interest codes. The Fair Political Practices Commission has adopted a regulation (2 California Code of Regulations Section 18730) that contains the terms of a standard conflict of interest code, which can be incorporated by reference in an agency's code. After public notice and hearing, the standard code may be amended by the Fair Political Practices Commission to conform to amendments in the Political Reform Act. Therefore, the terms of 2 California Code of Regulations Section 18730 and any amendments to it duly adopted by the Fair Political Practices Commission are hereby incorporated by reference. This regulation and the attached Appendices, designating positions and establishing disclosure categories, shall constitute the conflict of interest code of the Napa Valley Transportation Authority (**NVTA** or **Authority**)

Individuals holding designated positions shall file their statements of economic interest with **NVTA**, which will make the statements available for public inspection and reproduction (Gov. Code § 81008). All statements will be retained by **NVTA**.

**APPENDIX "A"**  
**LIST OF DESIGNATED EMPLOYEES**

The following positions within the Authority may involve the making or participation in the making of decisions of the Authority which may foreseeably have a material effect on financial interests of the holders of the positions. Most of the positions listed are of long-term duration, although some are limited-term positions, but all are listed because their scope of authority or work involves either making final decisions for the Authority which have financial consequences or developing and/or exercising such a level of expertise and ongoing relationship with those who make such decisions that the decision-makers can reasonably be expected to routinely trust and rely upon their advice.

For purposes of filing Statements of Economic Interests as required by this Conflict of Interest Code, the "Designated Employees" of the Authority shall be those persons who actually occupy or carry out the functions of the following positions; whether as elected or appointed officers, compensated employees, or contracted consultants:

| <u>DESIGNATED EMPLOYEE POSITIONS</u>                           | <u>DISCLOSURE<br/>CATEGORY</u> |
|--|--------------------------------|
| <b>Members and Alternate Members of the Board of Directors</b> | <b>1</b>                       |
| <b>Executive Director</b>                                      | <b>1</b>                       |
| <b>Deputy Executive Director</b>                               | <b>1</b>                       |
| <b>Director, Administration, Finance, and Policy</b>           | <b>1</b>                       |
| <b>Board Secretary/Human Resources</b>                         | <b>2</b>                       |
| <b>Program Manager - Engineering -</b>                         | <b>2</b>                       |
| <b>Program Manager - Public Transit</b>                        | <b>2</b>                       |
| <b>Authority Legal Counsel</b>                                 | <b>1</b>                       |
| <b>Authority Auditor-Controller</b>                            | <b>1</b>                       |
| <b>Authority Treasurer</b>                                     | <b>1</b>                       |

**Contract Consultants for the Authority.** Contract consultants shall be included in the list of Designated Employees and shall disclose their material financial interests in regard to all of the adopted disclosure categories, subject to the following limitation:

The Executive Director may determine in writing that a particular contract consultant, although a "designated position", is hired to perform a range of duties that is limited in

scope and thus is not required to comply or fully comply with all of the disclosure requirements described in Appendix "B". This written determination shall include a description of the contract consultant's duties and, based upon that description, a statement of the extent of disclosure requirements. This determination is a public record and shall be retained for public inspection and be available for inspection and copying in the same location and manner as the Authority's copy of the Conflict of Interest Code.

**PUBLIC OFFICIALS OF THE DISTRICT WHO MANAGE PUBLIC INVESTMENTS**

It has been determined that the Authority Treasurer (the Napa County Treasurer-Tax Collector serving ex-officio) manages public investments and therefore shall file a Statement of Economic Interests pursuant to Government Code section 87200.

**APPENDIX "B"**  
**DISCLOSURE CATEGORIES**

The disclosure categories listed below identify the types of investments, business positions, course of income, or real property, which the designated employee must disclose for each disclosure category to which he or she is assigned.

**DISCLOSURE CATEGORIES**

CATEGORY 1. Persons in this category shall disclose all investments, business positions in business entities, sources of income, including receipt of gifts, loans, and travel payments and interests in real property.

CATEGORY 2. Persons in this category shall disclose investments, business positions and income, including gifts, loans and travel payments, from sources that provides, or contracts with the Authority or its Purchasing Agent to provide, or may foreseeably provide, goods, services, supplies, materials, machinery or equipment to the Authority, or has contracted with the Authority or its Purchasing Agent to supply goods, services, supplies, materials, machinery or equipment, including contracts with the Authority to receive grants from or through the Authority. Persons in this category shall also disclose all interests in real property.



**RESOLUTION No. 12-02**

**A RESOLUTION OF THE  
BOARD OF DIRECTORS OF THE  
NAPA VALLEY TRANSPORTATION AUTHORITY (NVTA)  
REQUESTING THAT THE BOARD OF SUPERVISORS CALL A  
SPECIAL ELECTION ON NOVEMBER 6, 2012 FOR THE PURPOSE OF OBTAINING  
VOTER APPROVAL OF THE  
NAPA COUNTYWIDE ROAD MAINTENANCE ACT AND EXPENDITURE PLAN  
(AUTHORITY ORDINANCE NO. 2012-01)**

**WHEREAS**, the Napa Valley Transportation Authority ("Authority"), a local transportation authority operating pursuant to the provisions of Division 19 of the California Public Utilities Code, has adopted Authority Ordinance No. 2012-01 and the Authority Transportation Improvement Expenditure Plan ("the Expenditure Plan"); and

**WHEREAS**, Ordinance No. 2012-01 would impose a one-half of one percent sales tax commencing July 1, 2018, or upon the earlier termination of the Measure A Flood Tax, to provide supplemental funding for road maintenance as detailed in the Expenditure Plan; and

**WHEREAS**, Ordinance No. 2012-01 and the Expenditure Plan require voter approval to be operative, and a special election must be called by the Board of Supervisors upon receipt of a request from the Authority to obtain such voter approval under the provisions of Public Utilities Code Sections 180201 and 180203; and

**WHEREAS**, if the voters approve the Ordinance and Expenditure Plan, the Authority is required to reimburse the county for its cost in conducting the special election if the measure is approved, pursuant to Public Utilities Code Section 180203; and

**WHEREAS**, the Authority has found the project exempt in accordance with the California Environmental Quality Act.

**NOW, THEREFORE, BE IT RESOLVED** by the Napa Valley Transportation Authority Board of Directors as follows:

1. The Authority hereby requests that the Napa County Board of Supervisors call a special election for November 6, 2012, for the purpose of obtaining voter approval of Authority Ordinance No. 2012-01 and the related Expenditure Plan.

2. The Authority further requests pursuant to part 3 (commencing with Section 10400) of Division 10 of the Elections Code, that the Board of Supervisors of Napa County order consolidation of this special election with such other elections as may be held in conjunction with the statewide general election that will be conducted on November 6, 2012, in the same territory or in territory that is in part the same.
3. The Registrar of Voters is requested to take all steps to call and hold the election in accordance with law and the specifications herein.
4. The Registrar of Voters is requested to cause the exact wording of the Abbreviation of the Measure the full text of which is contained in Exhibit A to appear on the ballot in the following form:

“Shall Ordinance No. 2012-01 be adopted? (If adopted, revenues will be used exclusively to fix potholes, repair, maintain and improve local streets, roads and sidewalks in Napa, American Canyon, St. Helena, Calistoga, Yountville, and unincorporated areas within Napa County, by extending an expiring one-half percent sales tax for 25 years, resulting in no new increase in existing local sales tax rates. All revenues subject to strict, local citizen oversight and annual independent audits.)”
5. The Registrar of Voters is requested to print the full text of the Measure contained in Exhibit A in the voter information pamphlet to be distributed to voters pursuant to Chapter 4 of Division 13 (commencing with section 13300) of the California Elections Code. The full text of the measure is all that text in Appendix A which is attached hereto and by this reference incorporated herein as set forth in full between the indicators:

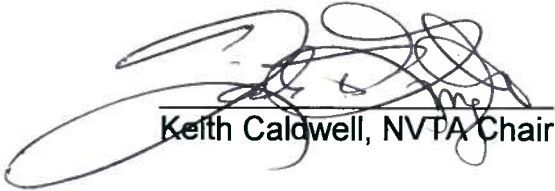
“BEGINNING OF FULL TEXT OF MEASURE----->>>>” and

“<<<<←-----END OF FULL TEXT OF MEASURE.”
6. As required by Public Utilities Code Section 180203, the Authority agrees to reimburse Napa County for the costs associated with conducting the special election to obtain voter approval if the measure is approved.
7. The Clerk of the Authority is directed to file this resolution as well as Ordinance No. 2012-01, with the Board of Supervisors, and a copy with the county elections official not later than the close of business on the date Ordinance No. 2012-01 is adopted by the Authority.

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Passed and adopted this 20<sup>th</sup> day of June 2012 by the following vote:



Keith Caldwell, NVTA Chair

Ayes: GARCIA, BENNETT, GINGLES,  
KRIDER, TECHEL, DODD,  
LUCE, CHILTON, DUNBAR

Nays: NONE

Absent: DUNSFORD, BRITTON, WHITE

ATTEST:



Karalyn E. Sanderlin, NVTA Board Secretary

APPROVED:



Janice Killion, NVTA Legal Counsel

**EXHIBIT "A"**  
**NAPA VALLEY TRANSPORTATION AUTHORITY (NVTA)**  
**ORDINANCE NO. 2012-01**

**NAPA COUNTYWIDE ROAD MAINTENANCE ACT**  
**IMPOSING A TRANSACTION AND USE TAX**  
**TO BE ADMINISTERED BY THE STATE BOARD OF EQUALIZATION**

The Napa Valley Transportation Authority (the "Authority") ordains as follows:

**SECTION 1. TITLE:** This Ordinance shall be known and may be cited as the Napa Countywide Road Maintenance Act, hereinafter referred to as the Ordinance. This Ordinance establishes a retail transactions and use tax for a twenty-five year period commencing July 1, 2018, or upon early termination of the Measure A Flood Protection tax provided however that should the Flood Protection tax be extended by a vote of the electorate then this measure will not take effect until the expiration of such extension.

**SECTION 2. EXPENDITURE PLAN PURPOSES:** This Ordinance provides for the implementation of the Napa Valley Transportation Authority Transportation Improvement Expenditure Plan (the "Expenditure Plan") which will provide funding resulting in countywide local street and road improvements. This funding program will ensure improved maintenance of currently under-funded local community streets and supporting infrastructure (e.g., sidewalks, gutters, curbs) within the public right-of-way. These improvements shall be funded by a one-half of one percent transactions and use tax established for a twenty-five year period commencing July 1, 2018, or upon expiration of the Measure A Flood Protection tax as expressed in Section 1 above. The revenues shall be deposited in a special fund, used solely for the identified improvements as provided herein, and made available to the agencies responsible for the improvements for all purposes necessary for the approval and implementation of the tasks. Notwithstanding any other provision of this Ordinance, identified improvements (the "projects" or "programs") that are eligible to receive revenues from the tax are described in the Expenditure Plan, which Expenditure Plan is hereby incorporated by reference as if fully set forth herein.

**SECTION 3. EXPENDITURE PLAN SUMMARY:** The revenues received by the Authority from this Ordinance, after deduction of required Board of Equalization costs for performing the functions specified in Section 180204(b) of the Public Utilities Code, reimbursing the County of Napa for its cost in conducting the election if the measure is approved per Section 180203(a) of the Public Utilities Code, administration (Section 12 A), and the costs of the annual financial and biennial performance audits (Section 11), shall be used to fund the improvements set forth herein. In the event the measure does not pass, the costs for conducting the election shall be borne by the Authority. A summary of the projects and programs that are eligible to receive this funding is provided in the following sections. All funding and revenues are expressed in 2011 dollars. The annual revenues shall be allocated as follows:

**A. Local Streets and Roads Maintenance Program:** Subject to Paragraph B, of the annual revenues available, ninety-nine percent (99%) shall be allocated on a

fair and equitable basis (pursuant to the distribution formula set forth below) to each city, town, and the county (hereinafter referred to individually as Agency and collectively as Agencies) to provide revenue for such projects and to supplement, but not supplant, other revenues available for the Local Streets and Road Maintenance Program. The revenues allocated to each Agency under this Section 3(A) must be used for maintenance, reconstruction or rehabilitation of local streets, roads, and infrastructure within the public right-of-way. Total estimated funding = \$282.15 million (2011 dollars).

- 1) The revenue allocated to the Local Streets and Roads Maintenance Program shall be allocated to, and expended by, each Agency pursuant to the following distribution formula:
  - a. To the City of American Canyon 7.7% of the annual revenues available.
  - b. To the City of Calistoga 2.7% of the annual revenues available.
  - c. To the City of Napa 40.35% of the annual revenues available.
  - d. To the County of Napa 39.65% of the annual revenues available.
  - e. To the City of St. Helena 5.9% of the annual revenues available.
  - f. To the Town of Yountville 2.7% of the annual revenues available.

Net revenues, plus interest earned, shall be apportioned to the Agencies' transportation improvement account on a quarterly basis.

- B. Once this measure becomes operative, in order to receive annual allocations under this measure, the Agencies (collectively) must demonstrate that at least six and sixty-seven one-hundredths percent (6.67%) of the value of the allocations each year under Section 3(A) has been committed to Class I Bike lane project(s) identified in the adopted Countywide Bicycle Plan, as that Plan may be amended from time to time, through funding not derived from this Ordinance. This obligation may be fulfilled by the NCTPA and NVTA in programming Congestion Mitigation and Air Quality Improvement (CMAQ) funding (or its successor), plus other local or formula specific funds, in an amount that equals 6.67% over the term of this ordinance. Funding for Class I Bike lane projects that are funded by philanthropy, state discretionary funding or federal discretionary funding shall not count toward the six and sixty-seven one-hundredths percent (6.67%). As used in this Section, discretionary funding means any funding that is not tied to a specific state or federal program or formula.
- C. **Administration:** Actual costs, not to exceed one percent (1%) of the annual revenue, may be used for administration of this Ordinance by the Authority. Total estimated funding = \$2.82 million (2011 dollars).

**SECTION 4. IMPOSITION OF RETAIL TRANSACTIONS AND USE TAX:** In addition to any other taxes authorized by law, there is hereby imposed in the incorporated and unincorporated territory of the County of Napa, in accordance with the provisions of Part 1.6 (commencing with Section 7251) of Division 2 of the Revenue and Taxation Code, and Sections 7261 and 7262 of the Revenue and Taxation Code except insofar as they are inconsistent with the provisions of Part 1.6 of Division 2 of the Revenue and Taxation Code, all of the provisions of Part 1 (commencing with Section 6001) of Division 2 of the Revenue and Taxation Code, and Division 19 of the Public Utilities Code commencing with Section 180000, which provisions are adopted by reference, a retail transactions and use tax at the rate of one-half of one percent (1/2%) for a twenty-five year period commencing July 1, 2018, or upon expiration of the Measure A Flood Protection tax, which tax shall be in addition to any existing or future authorized state or local transactions and use tax.

**SECTION 5. CONTRACT WITH STATE:** The Authority shall notify the State Board of Equalization at least 110 days prior to the operative date and shall contract with the State Board of Equalization to perform all functions incident to the administration and operation of this transactions and use tax Ordinance, provided that if the Authority shall not have contracted with the State Board of Equalization prior to the operative date, it shall nevertheless so contract and in such a case the operative date shall be the first day of the first calendar quarter following the execution of such a contract.

**SECTION 6. EXPENDITURE PLAN PROCEDURES:**

- A. Each Agency shall biennially develop and submit to the Authority a five-year list of projects to be funded with revenues made available for the Local Streets and Roads Maintenance Program (Section 3(A)). Each Agency shall conduct a local public hearing and adopt a Resolution in support of the proposed list of projects prior to submitting the project list to the Authority pursuant to Section 7.
- B. In the allocation of all revenues made available under Section 3, the Authority shall make every effort to maximize state, federal, and local transportation funding to the Agencies. The Authority may amend the Expenditure Plan in accordance with Section 21 as needed to maximize the transportation funding available throughout the county. It is also the intent of the Authority to encourage the purchase of goods and services for the projects described in Section 3 from suppliers based in Napa County.
- C. The Agencies and the Authority shall fully consider the needs of non-motorized travelers, including pedestrians, bicyclists and persons with disabilities, in all planning, maintenance, construction, operations and project development activities and products. Projects funded in full or in part with Authority revenues shall not remove or reduce existing facilities for bicycling or pedestrians.

**SECTION 7. PROJECT PROGRAMMING APPROVAL:** Prior to the operative date of the tax, and biennially thereafter, the Authority shall approve a five-year list of projects eligible to be funded with the revenues made available under Section 3 herein, provided that the submittal meets all of the requirements of this Ordinance and funding is, or is

estimated to be, available. Prior to Authority approval, the Independent Taxpayer Oversight Committee shall consider each Agency's biennial five-year list of projects and make a finding that such projects are consistent with the intent of the measure, and make a recommendation on which of the items on those project lists should be approved to the Authority.

**SECTION 8. COOPERATIVE FUNDING AGREEMENTS:** To maximize the effectiveness of the retail transactions and use tax revenues, the Authority and/or Agency(ies) may loan revenues actually received, allocated or granted to any public agency within the area of jurisdiction of the Authority provided that the percentage of revenues allocated as provided in Section 3 is maintained over the duration of the Ordinance. Any exchange or loan agreement must include detailed repayment provisions, including appropriate interest earnings based upon the current treasury rate of interest. All loans and/or exchanges must be approved by the Authority's Auditor and by the Authority by a majority vote, and shall be consistent with any and all rules approved by the Authority relating thereto.

**SECTION 9. MAINTENANCE OF EFFORT:** It is the intent of the State Legislature and the Authority that revenues provided from this Ordinance be used to supplement, not supplant, existing local general fund revenues being used for the transportation improvements described in the Expenditure Plan (see Attachment 1). Each Agency receiving revenues pursuant to Section 3 shall annually maintain, as a minimum, the "maintenance of effort" as defined in this Section 9. The maintenance of effort shall be maintained at the same level that local general fund revenues were expended on average for fiscal years 2007/08, 2008/09 and 2009/10 for Local Streets and Roads Maintenance and supporting infrastructure within the public right-of-way for pavement sealing, overlays, reconstruction, associated infrastructure, as required, excluding any local revenues expended for the purpose of storm damage repair as verified by an independent auditor. One-time allocations that have been expended for Local Streets and Roads Maintenance, but which may not be available on an ongoing basis shall not be considered when calculating an Agency's annual maintenance of effort. Prior to the operative date, Agencies shall determine and certify to the Authority the Agency's average maintenance of effort for the 2007/08, 2008/09 and 2009/10 fiscal years. Prior to the beginning of each fiscal year thereafter, Agencies shall certify to the Authority that the maintenance of effort requirement required by this Section will be met that fiscal year, copies of which shall be provided to the Authority Auditor. Any Agency that does not meet its local maintenance of effort requirement for a three year average period shall have its funding under Section 3 the following year reduced by the amount the Agency did not meet its required average maintenance of effort level for the three prior years. Any funds not allocated due to failure to meet the maintenance of effort requirement shall be reserved for the Agency until any and all maintenance of effort expenditures are fulfilled.

**SECTION 10. PRIVATE SECTOR FUNDING:** Revenues provided from this measure shall not be used to replace private developer funding that has been or will be committed for any project to help alleviate the direct traffic impacts of any new or redeveloped residential, commercial or industrial development in Napa County or its cities.

## **SECTION 11. INDEPENDENT TAXPAYER OVERSIGHT COMMITTEE:**

- A. ITOC Goal and Functions:** Voter adoption of this transportation retail transactions and use tax Ordinance shall result in creation of the Independent Taxpayer Oversight Committee ("ITOC") upon the operative date of this tax. The ITOC shall remain in existence for so long as the tax herein exists. The ITOC shall 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 Authority in accordance with all provisions of the voter-approved Expenditure Plan and Ordinance. The ITOC's secondary mission is to provide positive, constructive advice to the Authority on how to improve implementation over the twenty-five year course of the program; this role shall include consideration by the ITOC of the biennial project lists submitted by the Agencies under Section 6. Up to \$70,000 per year, with adjustments for inflation based on the Consumer Price Index, may be used for activities necessary to the ITOC as described in this Section 11, including financial and performance audits of the Authority and the Agencies receiving revenue from the Authority.
- B. Audit Requirement:** The ITOC shall oversee the independent financial audit of the Authority and the financial and performance audits of the Agencies, which shall be performed in accordance with generally accepted auditing standards and Government Auditing Standards issued by the Comptroller General of the United States and performance goals adopted by the Authority consistent with Public Utilities Code Section 180000 et seq. The audits shall include the basic financial statements of the Authority as defined by the Governmental Accounting Standard Board pronouncement No. 34 and the performance of all aspects of the program based on the specific performance goals adopted by the Authority. The ITOC audit shall not relieve the Authority from performing its auditing obligations as imposed by law.
- 1) Role of Fiscal and Performance Audit and the ITOC:
- a. The ITOC shall, under the procurement rules of the Authority, jointly recommend with the active involvement of the Executive Director and the Authority Auditor, an independent California Certified Public Accountant to conduct an annual financial audit of the Authority pursuant to the provisions of this Ordinance, report findings based on the audit to the Authority, and to recommend any additional considerations which the ITOC believes may improve the financial operation while meeting all voter mandates.
  - b. The ITOC shall, under the procurement rules of the Authority jointly recommend with the active involvement of the Executive Director and the Authority Auditor, retention of an independent California Certified Public Accountant to conduct a biennial performance audit of the Agencies, pursuant to the provisions of this Ordinance, report findings based on the

audits to the Authority, and recommend any additional considerations which the ITOC believes may improve the integrity of program implementation while meeting all voter mandates.

- c. The ITOC shall review each Agency's annual independent financial audit, report relevant findings based on the audits to the Authority, and recommend any changes which the ITOC believes may improve the financial operations while meeting all voter mandates.
- d. The Authority shall hold a publicly noticed meeting annually, which may be a regular or special Authority Board meeting, with the direct participation of the ITOC, to consider the findings and recommendations of the audits. A report of the findings and recommendations of each audit by the ITOC shall be made readily available to the public in print and on the Authority's electronic website.
- e. The Authority shall publish a biennial report to the community to be published at the expense of tax revenues in all local Napa County newspapers of general circulation.

### **C. Membership and Selection Process**

- 1) The Authority shall develop an open selection process, actively recruit, and appoint seven (7) Committee members who shall be 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 the 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.
- 2) The Chair and the Executive Director of NCTPA, the Chair of the Napa County Transportation and Planning Agency Technical Advisory Committee,

and the County Auditor-Controller shall serve as non-voting ex-officio members of the ITOC.

#### **D. Terms and Conditions for Committees**

- 1) The voting Committee members shall serve a two, three, and four year term, determined by the drawing of lots. Thereafter, Committee members shall serve four-year terms.
- 2) The Authority shall develop by-laws for the operation of the ITOC. The ITOC members shall receive a stipend of \$250 per quarterly meeting and no other payment shall be made for any purpose. This stipend will increase by \$50 per quarterly meeting every five years. A position on the Committee shall become vacant as a result of a member failing to attend two consecutive meetings.
- 3) The voting Committee members cannot be current local elected officials in Napa County or a full time staff member of any city, town, or county government, a local transit operator, or state transportation agency.
- 4) Non-voting ex-officio Committee members shall serve only as long as they remain incumbents in their respective positions and shall be automatically replaced by their successors in those positions.
- 5) If and when vacancies on the ITOC occur on the part of voting Committee members, either due to expiration of term or a vacancy occurring during a term, the Authority shall appoint an appropriate replacement within 90 days of the vacancy to fill the remainder of the term pursuant to the provisions of Government Code Sections 54970, *et. seq* (the Maddy Act).

#### **E. ITOC Operation Protocols**

- 1) The ITOC shall be appointed within 180 days prior to the operative date of the retail transactions and use tax and continue as long as retail transactions and use tax revenues from the current voter authorization are available for expenditure.
- 2) The Authority Board and staff shall fully cooperate with and provide necessary financial and staff support to ensure the ITOC successfully carries out its duties and obligations.

#### **F. Conflict of Interest**

- 1) ITOC voting members shall have no legal action pending against the Authority and are prohibited from participating in any commercial activity directly or indirectly involving the Authority or Napa County Transportation and Planning Agency (NCTPA), such as being a consultant or vendor to the Authority or NCTPA during their tenure on the ITOC.

- 2) ITOC voting members shall not have direct and/or indirect commercial interest or employment with any public or private entity which receives transportation retail transactions and use tax revenues authorized by this Ordinance.

**SECTION 12. ADMINISTRATIVE FUNCTIONS AND EXPENSES:**

- A. Revenues may be expended by the Authority for the actual expense of salaries, wages, benefits, and those services, including contractual services, necessary to administer the Ordinance; however, in no case shall such administrative expenditures exceed one percent (1%) of the annual revenues provided by the Ordinance.
- B. Administrative functions include providing overall program direction and management necessary to implement Authority policy, formulating organizational goals and objectives, coordinating activities with other agencies and organizations, performing finance, accounting, purchasing, personnel, government and community relations, and legal matters.

**SECTION 13. RECEIPT AND ALLOCATION OF TAX REVENUES:** The Authority Auditor shall receive the tax revenue and shall allocate funds to the Agencies on a calendar quarter basis, together with any accrued interest, by the 20<sup>th</sup> day of the month following the end of the quarter.

**SECTION 14. ESTABLISHMENT OF SEPARATE ACCOUNTING:** Each Agency receiving the revenues identified in Section 3 shall have its revenues deposited in a separate interest bearing Transportation Improvement Fund. Interest earned on revenues allocated pursuant to this Ordinance shall be expended only for those purposes permitted by this Ordinance.

**SECTION 15. IMPLEMENTING ORDINANCES:** Upon approval of this Ordinance by the voters the Authority shall, in addition to the rules required to be provided pursuant to this Ordinance, adopt implementing ordinances, rules, and policies that are not inconsistent with the purpose and intent of this Ordinance and take such other actions as may be necessary and appropriate to carry out its responsibilities.

**SECTION 16. EFFECTIVE AND OPERATIVE DATES:** This Ordinance shall be effective on November 6, 2012, if two-thirds of the electors voting on the ballot proposition approving the Ordinance vote to approve the ballot proposition on November 6, 2012. The imposition of the tax authorized by this Ordinance shall be operative on July 1, 2018, or upon termination of the Flood Protection tax, and after at least 110 days notice to the State Board of Equalization.

**SECTION 17. PLACE OF SALE:** For the purposes of this Ordinance, all retail sales are consummated at the place of business of the retailer unless the tangible personal property sold is delivered by the retailer or his agent to an out-of-state destination or to a common carrier for delivery to an out-of-state destination. The gross receipts from

such sales shall include delivery charges, when such charges are subject to the state sales and use tax, regardless of the place to which delivery is made. In the event a retailer has no permanent place of business in the state or has more than one place of business, the place or places at which the retail sales are consummated shall be determined under rules and regulations to be prescribed and adopted by the State Board of Equalization.

**SECTION 18. LIMITATIONS ON ADOPTION OF STATE LAW AND COLLECTION OF USE TAXES:** In adopting the provisions of Part 1 of Division 2 of the Revenue and Taxation Code:

- A. Wherever the State of California is named or referred to as the taxing agency, the name of this county shall be substituted therefor. However, the substitution shall not be made:
  - 1) The word "State" is used as a part of the title of the State Controller, State Treasurer, State Board of Control, State Board of Equalization, State Treasury, or the Constitution of the State of California;
  - 2) The result of that substitution would require action to be taken by or against this Authority or any agency, officer, or employee thereof rather than by or against the State Board of Equalization, in performing the functions incident to the administration or operation of this Ordinance.
  - 3) In those sections, including, but not necessarily limited to sections referring to the exterior boundaries of the State of California, where the result of the substitution would be to:
    - a. Provide an exemption from this tax with respect to certain sales, storage, use or other consumption of tangible personal property which would not otherwise be exempt from this tax while such sales, storage, use or other consumption remain subject to tax by the state under the provisions of Part 1 of Division 2 of the Revenue and Taxation Code, or;
    - b. Impose this tax with respect to certain sales, storage, use or other consumption of tangible personal property which would not be subject to tax by the state under the said provision of that code.
  - 4) In Sections 6701, 6702 (except in the last sentence thereof), 6711, 6715, 6737, 6797 or 6828 of the Revenue and Taxation Code.
- B. The word "County" shall be substituted for the word "State" in the phrase "retailer engaged in business in this State" in Section 6203 and in the definition of that phrase in Section 6203.

**SECTION 19. PERMIT NOT REQUIRED:** If a seller's permit has been issued to a retailer under Section 6067 of the Revenue and Taxation Code, an additional transactor's permit shall not be required by this Ordinance.

**SECTION 20. EXEMPTIONS AND EXCLUSIONS:**

- A. There shall be excluded from the computation of the transactions tax and the use tax the amount of any sales tax or use tax imposed by the State of California or by any city, city and county, or county pursuant to the Bradley-Burns Uniform Local Sales and Use Tax Law or the amount of any state-administered transactions or use tax.
- B. There are exempted from the computation of the amount of the transactions tax the gross receipts from:
- 1) Sales of tangible personal property, other than fuel or petroleum products, to operators of aircraft to be used or consumed principally outside the county in which the sale is made and directly and exclusively in the use of such aircraft as common carriers of persons or property under the authority of the laws of this State, the United States, or any foreign government.
  - 2) Sales of property to be used outside the county which is shipped to a point outside the county, pursuant to the contract of sale, by delivery to such point by the retailer or his agent, or by delivery by the retailer to a carrier for shipment to a consignee at such point. For the purposes of this paragraph, delivery to a point outside the county shall be satisfied:
    - a. With respect to vehicles (other than commercial vehicles) subject to registration pursuant to Chapter 1 (commencing with Section 4000) of Division 3 of the Vehicle Code, aircraft licensed in compliance with Section 21411 of the Public Utilities Code, and undocumented vessels registered under Division 3.5 (commencing with Section 9840) of the Vehicle Code by registration to an out-of-county address and by a declaration under penalty of perjury, signed by the buyer, stating that such address is, in fact, his or her principal place of residence; and
    - b. With respect to commercial vehicles, by registration to a place of business out-of-county and declaration under penalty of perjury, signed by the buyer, that the vehicle will be operated from that address.
  - 3) The sale of tangible personal property if the seller is obligated to furnish the property for a fixed price pursuant to a contract entered into prior to the operative date of this Ordinance.
  - 4) A lease of tangible personal property which is a continuing sale of such property, for any period of time for which the lessor is obligated to lease the property for an amount fixed by the lease prior to the operative date of this Ordinance.
  - 5) For the purposes of subparagraphs (3) and (4) of this Section, the sale or lease of tangible personal property shall be deemed not to be obligated

pursuant to a contract or lease for any period of time for which any party to the contract or lease has the unconditional right to terminate the contract or lease upon notice, whether or not such right is exercised.

- C. There are exempted from the use tax imposed by this Ordinance, the storage, use or other consumption in this county of tangible personal property:
- 1) The gross receipts from the sale of which have been subject to a transactions tax under any state-administered transactions and use tax ordinance.
  - 2) Other than fuel or petroleum products purchased by operators of aircraft and used or consumed by such operators directly and exclusively in the use of such aircraft as common carriers of persons or property for hire or compensation under a certificate of public convenience and necessity issued pursuant to the laws of this State, the United States, or any foreign government. This exemption is in addition to the exemptions provided in Sections 6366 and 6366.1 of the Revenue and Taxation Code of the State of California.
  - 3) If the purchaser is obligated to purchase the property for a fixed price pursuant to a contract entered into prior to the operative date of this Ordinance.
  - 4) If the possession of, or the exercise of any right or power over, the tangible personal property arises under a lease which is a continuing purchase of such property for any period of time for which the lessee is obligated to lease the property for an amount fixed by a lease prior to the operative date of this Ordinance.
  - 5) For the purposes of subparagraphs (3) and (4) of this Section, storage, use, or other consumption, or possession of, or exercise of any right or power over, tangible personal property shall be deemed not to be obligated pursuant to a contract or lease for any period of time for which any party to the contract or lease has the unconditional right to terminate the contract or lease upon notice, whether or not such right is exercised.
  - 6) Except as provided in subparagraph (7), a retailer engaged in business in the county shall not be required to collect use tax from the purchaser of tangible personal property, unless the retailer ships or delivers the property into the county or participates within the county in making the sale of the property, including, but not limited to, soliciting or receiving the order, either directly or indirectly, at a place of business of the retailer in the county or through any representative, agent, canvasser, solicitor, subsidiary, or person in the county under the authority of the retailer.
  - 7) "A retailer engaged in business in the County" shall also include any retailer of any of the following: vehicles subject to registration pursuant to Chapter 1 (commencing with Section 4000) of Division 3 of the Vehicle Code, aircraft

licensed in compliance with Section 21411 of the Public Utilities Code, or undocumented vessels registered under Division 3.5 (commencing with Section 9840) of the Vehicle Code. That retailer shall be required to collect use tax from any purchaser who registers or licenses the vehicle, vessel, or aircraft at an address in the county.

- D. Any person subject to use tax under this Ordinance may credit against that tax any transactions tax or reimbursement for transactions tax paid to a district imposing, or retailer liable for a transactions tax pursuant to Part 1.6 of Division 2 of the Revenue and Taxation Code with respect to the sale to the person of the property the storage, use or other consumption of which is subject to the use tax.

**SECTION 21. AMENDMENTS:** This Ordinance and Expenditure Plan may be amended to provide for the use of additional federal, state, and local revenues or to account for unexpected revenues by approval of a two-thirds vote of the members of the Authority; the two-thirds must include the City of Napa, the County of Napa, and at least three other jurisdictions. No amendment may, in the aggregate, reduce the percentage of tax revenue allocated to the Local Streets and Roads Maintenance Program as apportioned in Section 3. No amendment shall operate so as to affect the rate or duration of tax imposed by this Ordinance.

Amendments constituting expenditures for new programs or new projects that were not a part of the voter approved Expenditure Plan or referred to in the Local Streets and Roads Maintenance Program may only be approved with the subsequent consent of the electorate.

All amendments subsequent to the effective date of this Ordinance to Part 1 of Division 2 of the Revenue and Taxation Code relating to sales and use taxes and which are not inconsistent with Part 1.6 and Part 1.7 of Division 2 of the Revenue and Taxation Code, and all amendments to Part 1.6 and Part 1.7 of Division 2 of the Revenue and Taxation Code, shall automatically become a part of this Ordinance, provided however, that no such amendment shall operate so as to affect the rate of tax imposed by this Ordinance.

**SECTION 22. TEN-YEAR PROGRAM REVIEW:** After the tax has been in effect for ten years after the operative date, the Authority shall conduct a comprehensive review of all revenues, projects and programs under the Expenditure Plan to evaluate the performance of the overall program over the previous ten-year period and to make revisions to the Expenditure Plan to improve its performance and allow for changed demographic conditions, transportation needs, revenues, and technology over the subsequent ten years. Revisions to the Ordinance and Expenditure Plan required as a result of the ten-year review shall be subject to the amendment process in Section 21. However, the 99% local street and road allocation provided in Section 3 shall not be altered.

**SECTION 23. DESIGNATION OF FACILITIES:** Each project or program receiving in excess of \$250,000 funded in whole or in part by revenues from the Ordinance shall be clearly designated with project signage at the project site during its construction or implementation as being provided by revenues from the Ordinance.

**SECTION 24. SEVERABILITY:** If any section, part, clause, or phrase of this Ordinance is for any reason held invalid or unconstitutional, the remaining portions shall not be affected but shall remain in full force and effect.

**SECTION 25. ANNUAL APPROPRIATIONS LIMIT:** Article XIII (B) of the California Constitution requires the establishment of an annual appropriations limit for governmental entities. The maximum annual appropriations limit for the Authority is hereby established as \$40 million. The appropriations limit shall be subject to adjustment as provided by law. All expenditures of the retail transactions and use tax revenues imposed by Section 4 are subject to the appropriations limit of the Authority.

**SECTION 26. ENJOINING COLLECTION FORBIDDEN:** No injunction or writ of mandate or other legal or equitable process shall issue in any suit, action or proceeding in any court against the state or the Authority, or against any officer of the state or the Authority, to prevent or enjoin the collection under this Ordinance, or Part 1.6 of Division 2 of the Revenue and Taxation Code, of any tax or any amount of tax required to be collected.


**SECTION 27. DEFINITIONS:**

- A. *Agency* means those cities, town, and county that lie within the geographic boundaries of the County of Napa.
- B. *Authority* means the Napa Valley Transportation Authority created by the Napa County Board of Supervisors with the concurrence of a majority of cities having a majority of the incorporated population of the county.
- C. *Expenditure Plan* means the expenditure plan required by Section 180206 of the Public Utilities Code to be adopted prior to the call of an election on this Ordinance. The expenditure plan includes the allocation of revenues for each authorized purpose. To the extent the summarized provisions of the expenditures contemplated by this Ordinance cannot be reconciled with the Expenditure Plan set forth in Attachment 1, the provisions of Attachment 1 shall prevail.
- D. *Effective Date* means the date the measure was passed by the electorate.
- E. *Highways* means all purposes necessary and convenient to the design, right-of-way acquisition, and construction of highway facilities, including all state highway routes and any other facilities so designated in the Expenditure Plan.
- F. *Infrastructure* means all components within the right-of-way necessary to support the roadway which includes road pavement, sub-grade, curb, gutter, sidewalks, curb ramps, surface and subsurface drainage, replacement traffic control devices, replacement roadway lighting, striping, pavement marking, intelligent transportation systems, and signage.

- G. *Maintenance* means repair, reconstruction or rehabilitation, and/or replacement of streets, roadways, and other infrastructure within the public right-of-way.
- H. *Operative Date* means the date the tax begins to collect revenue for this measure.
- I. *Project* is a single effort with a beginning and an end that would cause the construction or maintenance or reconstruction of some tangible portion of a transportation asset owned or operated by public agency that has independent utility. A *project* is not repeated on an annual basis, it does not appear without a detailed description as to cost and location in a local agency budget, and it must appear in a capital budget.
- J. *Reconstruction or Rehabilitation* includes any overlay, including the placement or replacement of base materials and any sub-grade work or widening of the roadway, if the widening is necessary to bring the roadway width to the desirable minimum width consistent with the geometric design criteria of the state for 3R (reconstruction, resurfacing, and rehabilitation). This does not include widening for the purpose of increasing the traffic capacity of a street or highway. This does include additions, changes or reconstruction of Infrastructure directly associated with the function of a street or roadway. It also includes additions necessary to incorporate and/or maintain bicycle facilities called for in the Napa County Transportation and Planning Agency's Countywide Bicycle Plan or adopted bicycle plans of the Agencies and any improvements or alterations necessary to the roadway and or pedestrian or bicycle travel ways to improve overall circulation and to meet American's with Disabilities Act requirements.
- K. *Regional Transportation Improvement Program Submission* means any program of projects sent or otherwise caused to be delivered to the Regional Transportation Planning Agency for Napa County by the entity designated by the Regional Transportation Planning Agency with the submission of that program for the local agencies for consideration by the Regional Transportation Planning Agency for inclusion in the Regional Transportation Improvement Program or its related documents.
- L. *Local Streets and Roads* means the pavement facilities and supporting Infrastructure within the street, road, or highway right-of-way.
- M. *Storm damage repair* means repair or reconstruction of local streets and highways and related drainage improvements that have been damaged due to storms and flooding, in those jurisdictions that have been declared disaster areas by the President of the United States and/or by the Governor of California.

**SECTION 28. PUBLICATION OF ORDINANCE:** A summary of this Ordinance shall be published at least five days before its passage in the local newspapers of general circulation published in the County of Napa, and at least once before the expiration of 15 days after its passage together with the names of the Directors voting for and against the same.

The foregoing Ordinance was introduced and read at a regular meeting of the Napa Valley Transportation Authority, held on May 16, 2012, and passed at a regular meeting of the Napa Valley Transportation Authority held on June 20, 2012, by the following vote:

  
\_\_\_\_\_  
KEITH CALDWELL, NVTA Chair

Ayes: GARCIA, BENNETT, GINGLES, KRIDER,  
TECHEL, DODD, LUCE, CHILTON, DUNBAR

Noes: NONE

Absent: DUNBAR, BRITTON, WHITE

ATTEST:

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

APPROVED:

  
\_\_\_\_\_  
Janice D. Killion, NVTA Legal Counsel

Attachment (1) Napa Countywide Road Maintenance Act Expenditure Plan

ATTACHMENT 1

**NAPA COUNTWIDE ROAD MAINTENANCE ACT EXPENDITURE PLAN**

The net revenues received by the Authority from the proposed transactions and use tax shall be used to fund the projects described below after paying for the costs of this election, the costs of the Independent Taxpayer Oversight Committee, and administering the program. Only one percent (1%) of the net revenues may be expended on the costs of administration. The revenues received by the Authority will be less than the gross revenues actually collected because the fees the State Board of Equalization charges to collect the sales tax will be deducted before the revenues are transferred to the Authority. All funding and revenues are expressed in 2011 dollars over the twenty-five year life of the program.

The revenue allocated to each Agency under this Expenditure Plan may be used for any direct costs of design, materials testing, all project required environmental reviews, construction management, inspection, and construction of the projects.

**Local Streets and Roads Maintenance Program**

Description:

Of the annual revenues available, ninety-nine percent (99%) shall be allocated to the Local Streets and Roads Maintenance Program. Under the Ordinance, the funds for the Local Streets and Roads Maintenance Program must be used for maintenance, reconstruction or rehabilitation of local streets, roads, and infrastructure within the public right-of-way as defined.

The estimated funding for the Local Streets and Maintenance Program is (millions of dollars):

| Project         | Percentage Distribution | Transaction and Use Tax |
|-----------------|-------------------------|-------------------------|
| American Canyon | 7.7%                    | \$21.945                |
| Calistoga       | 2.7%                    | \$7.695                 |
| City of Napa    | 40.35%                  | \$114.997               |
| Napa County     | 39.65%                  | \$113.003               |
| St. Helena      | 5.9%                    | \$16.815                |
| Yountville      | 2.7%                    | \$7.695                 |
|                 |                         |                         |
| Total           | 99%                     | 282.15                  |

**Amendments**

This Ordinance and Expenditure Plan may be amended to provide for the use of additional federal, state, and local revenues or to account for unexpected revenues by

approval of a two-thirds vote of the members of the Authority; the two-thirds must include the City of Napa, the County of Napa, and at least three other jurisdictions. No amendment shall operate so as to affect the rate of tax imposed by this Ordinance.

Amendments constituting expenditures for new programs or new projects that were not a part of the voter approved Expenditure Plan or referred to in the Local Streets and Roads Maintenance Program may only be approved with the subsequent consent of the electorate.



**RESOLUTION No. 24-02**

**A RESOLUTION OF THE  
NAPA VALLEY TRANSPORTATION AUTHORITY – TAX AGENCY  
REQUESTING THE NAPA COUNTY BOARD OF SUPERVISORS CALL A SPECIAL  
ELECTION ON NOVEMBER 5, 2024 FOR THE PURPOSE OF OBTAINING VOTER  
APPROVAL OF THE NAPA VALLEY TRANSPORTATION IMPROVEMENT ACT AND  
EXPENDITURE PLAN CONTINUING A TRANSACTION AND USE TAX EXPENDITURE  
PLAN (AUTHORITY ORDINANCE NO. 2024-01)**

**WHEREAS**, the Napa Valley Transportation Authority – Tax Agency ("Authority"), a local transportation authority operating pursuant to the provisions of Division 19 of the California Public Utilities Code, has adopted Authority Ordinance No. 2024-01 and the Authority Transportation Improvement Expenditure Plan ("the Expenditure Plan"); and

**WHEREAS**, Ordinance No. 2024-01 would extend a one-half of one percent sales tax commencing July 1, 2025, to provide supplemental funding for road maintenance as detailed in the Expenditure Plan; and

**WHEREAS**, Ordinance No. 2024-01 and the Expenditure Plan require voter approval to be operative, and a special election must be called by the Board of Supervisors upon receipt of a request from the Authority to obtain such voter approval under the provisions of Public Utilities Code Sections 180201 and 180203; and

**WHEREAS**, if the voters approve the Ordinance and Expenditure Plan, the Authority is required to reimburse the county for its cost in conducting the special election if the measure is approved, pursuant to Public Utilities Code Section 180203; and

**WHEREAS**, the Authority has found the project exempt in accordance with the California Environmental Quality Act.

**NOW, THEREFORE, BE IT RESOLVED** by the Napa Valley Transportation Authority-Tax Agency Board of Directors as follows:

1. The Authority hereby requests that the Napa County Board of Supervisors call a special election for November 5, 2024, for the purpose of obtaining voter approval of Authority Ordinance No. 2024-01 and the related Expenditure Plan.
2. The Authority further requests pursuant to part 3 (commencing with Section 10400) of Division 10 of the Elections Code, that the Board of Supervisors of Napa County order consolidation of this special election with such other elections as may be held in conjunction with the statewide general election that will be conducted on November 5, 2024, in the same territory or in territory that is in part the same.

3. The Registrar of Voters is requested to take all steps to call and hold the election in accordance with law and the specifications herein.
4. The Registrar of Voters is requested to cause the exact wording of the Abbreviation of the Measure the full text of which is contained in Exhibit A to appear on the ballot in the following form:

*Without raising taxes, shall the Napa Valley Transportation Authority-Tax Agency implement an updated Transportation Expenditure Plan to repair roads and improve highways, fix potholes; reduce traffic congestion; improve evacuation routes; make transit more affordable for veterans, seniors, students and people with disabilities; and make biking and walking safer; by continuing its ½ cent transportation sales tax with no increase, providing \$25,000,000 annually for 30 years, with citizen oversight, and all funds dedicated to serving transportation needs in Napa County?*

5. The Registrar of Voters is requested to print the full text of Ordinance No. 2024-01 contained in Exhibit A in the voter information pamphlet to be distributed to voters pursuant to subsection (c)(1) of section 180203 of California Public Utilities Code and Chapter 4 of Division 13 (commencing with section 13300) of the California Elections Code. The full text of the measure is all that text in Exhibit A which is attached hereto and by this reference incorporated herein as set forth in full.
6. As required by Public Utilities Code Section 180203, the Authority agrees to reimburse Napa County for the costs associated with conducting the special election to obtain voter approval if the measure is approved.
7. The Clerk of the Authority is directed to file this resolution as well as Ordinance No. 2024-01, with the Board of Supervisors, and a copy with the county elections official as soon as possible following the adoption of Ordinance No. 2024-01 by the Authority.

Passed and Adopted the 26th of June 2024.

  
Liz Alessio, NVTa-TA Chair

Ayes: Garcia, Joseph, Eisenberg,  
Alessio, Sedgley, Gregory, Mohler,  
Dohring, Chouteau, McKee - Cant

Nays: none

Abstain: none

Absent: Williams, Pedroza

ATTEST:

  
\_\_\_\_\_  
Laura Sanderlin, NVTA-TA Board Secretary

APPROVED:

  
\_\_\_\_\_  
Osman Mufti, NVTA-TA General Counsel

**NAPA VALLEY TRANSPORTATION AUTHORITY-TAX  
AGENCY (NVTA-TA) ORDINANCE NO. 2024-01**

**NAPA VALLEY TRANSPORTATION IMPROVEMENT ACT  
CONTINUING A TRANSACTION AND USE TAX**

The Napa Valley Transportation Authority–Tax Agency (the “Authority”) ordains as follows:

**SECTION 1. TITLE AND AUTHORITY:** This Ordinance shall be known and may be cited as the Napa Valley Transportation Improvement Act, hereinafter referred to as the Ordinance. This Ordinance amends and replaces a retail transaction and use tax for a thirty year period commencing July 1, 2025, authorizing the Authority to continue imposing a one half of one percent sales tax (1/2%) and to issue bonds to finance capital outlay expenditures as provided in the Expenditure Plan.

**SECTION 2. EXPENDITURE PLAN PURPOSES:** The purpose of this Ordinance is to provide programmatic funding for the implementation of the Napa Valley Transportation Improvement Act Expenditure Plan “Expenditure Plan” attached hereto. The Expenditure Plan identifies the following improvements (including “projects” and “programs”):

- A. The Local Streets and Roads Maintenance Program: Projects for Maintenance, Reconstruction or Rehabilitation of Local Streets and Roads
  - i. Up to five percent (5%) of Local Street and Roads Cities, Town, and County allocations may be used for other transportation projects including roadway capacity projects.
- B. Regional Transportation Enhancement Program: Projects for improvement of Highways
- C. Transit fare subsidies

These improvements shall be funded by a one-half of one percent transactions and use tax established for a thirty (30) year period commencing July 1, 2025, replacing Measure T, the Napa Countywide Road Maintenance Act, ordinance no. 2012-01 (“Measure T”). The revenues shall be deposited in a special fund, used solely for the identified improvements as provided herein, and made available to the agencies responsible for the improvements in the Expenditure Plan. Notwithstanding any other provision of this Ordinance, identified improvements (the “projects” or “programs”) that are eligible to receive revenues from the tax are described in the Expenditure Plan.

**SECTION 3. EXPENDITURE PLAN SUMMARY:** The revenues received by the Authority from this Ordinance, after deduction of required California Department of Tax and Fee Administration (the “CDTFA”) costs for performing the functions specified in Section

180204(b) of the Public Utilities Code, and reimbursing the County of Napa for its cost in conducting the election if the measure is approved per Section 180203(a) of the Public Utilities Code, shall be used to fund the Expenditure Plan set forth herein. The Expenditure Plan includes an allocation of two percent (2.0%) of the net revenues for the Authority's costs of administration, including the costs identified for annual financial and biennial performance audits in Ordinance Sections 11 and 13. In the event the measure does not pass, the costs for conducting the election shall be borne by the Authority. A summary of the Projects and Programs eligible to receive this funding is provided in the following sections. The annual revenues shall be allocated under the Expenditure Plan as follows:

- A. Local Streets and Roads Maintenance Program:** Subject to Paragraph B, the annual revenues available for local streets and road maintenance shall be allocated pursuant to the formula set forth below, to each city, town, and the county (hereinafter referred to individually as "Agency" and collectively as "Agencies") to provide revenue for such projects and to supplement, but not supplant, other revenues available for the Local Streets and Roads Maintenance Program. The revenues allocated to each Agency under this Section 3(A) must be used for maintenance, reconstruction or rehabilitation of local streets, roads, and infrastructure within the public right-of-way. However, up to (5%) of allocations distributed to each Agency for the Local Streets and Roads Maintenance Program may be used on other transportation projects.

The revenue allocated to the Local Streets and Roads Maintenance Program shall be allocated to, and expended by, each Agency pursuant to the following formula, which will be updated by the Authority and become effective on July 1, 2025 and every successive five (5) years. The total revenues distributed to the Agencies for local streets and road maintenance and rehabilitation will be net of costs associated with administration (not to exceed 2%), six million (\$6 million) allocated to the Napa Valley Transportation Authority for the regional program in the first 5 years, and debt service on bonds issued for capital projects administered by the Napa Valley Transportation Authority. The cost of debt service on bonds issued for an individual Agency will be borne by the individual Agency.

The Cities of American Canyon, Calistoga, Napa, and St. Helena, and the Town of Yountville will receive a percentage distribution based on the proportionate sales tax generation in each respective jurisdiction, which will be calculated using the average of the three most recent audited years of sales tax generations per the Ordinance. The County will receive an amount based on fifty percent (50%) sales tax generation within the unincorporated County calculated using the average of the three most recent audited years of sales tax generations and fifty percent (50%) proportionate lane miles in the unincorporated County. An Agency will receive no

less than three percent (3%) of the Local Streets and Roads Maintenance revenues. Once the percentage distributions are calculated on the above formula, an adjustment will be applied to normalize the total annual program to one hundred percent (100%). Attachment 2 provides an example calculation of the Local Street and Road formula.

Net revenues, plus interest earned on unobligated balances, shall be apportioned to the Agencies' transportation improvement account on a quarterly basis.

- B. Once this Ordinance becomes operative, in order to receive annual allocations under this Ordinance, the Agencies (collectively) must demonstrate that at least seven percent (7%) of the dollar amount of the allocations each year under Section 3(A) has been committed to the project development, construction, and maintenance of Class I and/or Class IV active transportation infrastructure project(s) identified in the adopted Countywide Active Transportation Plan, as that Plan may be amended from time to time, utilizing funding not derived from this ordinance. Up to twenty percent (20%) of the requirement may be met by routine maintenance expenditures. This obligation may be fulfilled by the Agencies collectively and NVTA. Eligible funds sources may include Congestion Mitigation and Air Quality Improvement (CMAQ) funding (or its successor), other local or formula specific funds, including excess funding committed to equivalent fund projects under the Countywide Road Maintenance Act, and revenues under this ordinance set aside for highway improvements included in the Expenditure Plan in an amount that equals 7% over the term of this Ordinance. Funding for Class I and/or Class IV projects that are funded by philanthropy, state discretionary funding or federal discretionary funding shall not count toward the seven percent (7%).
- C. Regional Capital Improvement Program administered by the Authority not to exceed \$56 million as included in the Expenditure Plan.
- D. Administration: Costs, not to exceed two percent (2.0%) of the annual net revenue, may be used for administration of this Ordinance by the Authority.

#### **SECTION 4. REQUEST FOR ELECTION**

- A. The Authority hereby requests the Napa County Board of Supervisors place this Ordinance before the voters for approval on the November 5, 2024 ballot.
- B. The proposition to be placed on the ballot shall contain a summary of the projects and programs and shall read substantially as follows:

Without raising taxes, shall the Napa Valley Transportation Authority – Tax Agency implement an updated Transportation Expenditure Plan to repair roads and

improve highways, fix potholes; reduce traffic congestion; improve evacuation routes; make transit more affordable for veterans, seniors, students and people with disabilities; and make biking and walking safer; by continuing its ½ cent transportation sales tax with no increase, providing \$25,000,000 annually for 30 years, with citizen oversight, and all funds dedicated to serving transportation needs in Napa County?

**SECTION 5. IMPOSITION OF RETAIL TRANSACTIONS AND USE TAX:** In addition to any other taxes authorized by law, there is hereby imposed in the incorporated and unincorporated territory of the County of Napa, in accordance with the provisions of Part 1.6 (commencing with Section 7251) of Division 2 of the Revenue and Taxation Code, and Sections 7261 and 7262 of the Revenue and Taxation Code except insofar as they are inconsistent with the provisions of Part 1.6 of Division 2 of the Revenue and Taxation Code, all of the provisions of Part 1 (commencing with Section 6001) of Division 2 of the Revenue and Taxation Code, and Division 19 of the Public Utilities Code commencing with Section 180000, which provisions are adopted by reference, a retail transactions and use tax at the rate of one-half of one percent (1/2%) for a thirty year period commencing July 1, 2025, which tax shall be in addition to any existing or future authorized state or local transactions and use tax.

**SECTION 6. BONDING AUTHORITY:** Pay-as-you-go financing is the preferred method of financing transportation improvements and programs under this Ordinance. However, the Authority may decide to use bond financing as an alternative method if the scope of the planned expenditures makes pay-as-you-go financing infeasible.

Upon the operative date of this Ordinance, and upon adoption of resolution by the Authority, the Authority shall have the power to sell or issue, from time to time, on or before the collection of taxes, bonds, or other evidence of indebtedness, in the aggregate principal amount at any one time outstanding of not to exceed the estimated proceeds of the tax, and to secure such indebtedness solely by way of future collection of the tax, for capital outlay expenditures for the purposes set forth in this Ordinance and Expenditure Plan. The authority to issue bonds hereunder shall include the authority to issue bonds on behalf of the Authority or any Agencies listed herein.

**SECTION 7. CONTRACT WITH STATE:** The Authority shall notify the CDTFA at least 110 days prior to the operative date and shall contract with the California Department of Tax and Fee Administration to perform all functions incidental to the administration and operation of this transactions and use tax Ordinance, provided that if the Authority shall not have contracted with the CDTFA prior to the operative date, it shall nevertheless so contract and in such a case the operative date shall be the first day of the first calendar quarter following the execution of such a contract.

**SECTION 8. EXPENDITURE PLAN PROCEDURES:**

- A. Each Agency shall biennially develop and submit to the Authority a five-year list of projects to be funded with revenues made available for the Local Streets and Roads Maintenance Program (Section 3(A)). Each Agency shall conduct a local public meeting and adopt a Resolution in support of the proposed list of projects prior to submitting the project list to the Authority pursuant to Section 8. Agencies will identify in the five-year project list those projects that require funds to be advanced through bonding, borrowing and/or funding exchange.
  
- B. In the allocation of all revenues made available under Section 3, the Authority shall make every effort to maximize state, federal, and local transportation funding to the Agencies. The Authority may amend the Expenditure Plan in accordance with Section 23 as needed to maximize the transportation funding available throughout the county. It is also the intent of the Authority to encourage the purchase of goods and services for the projects described in Section 3 from suppliers based in Napa County.
  
- C. The Agencies and the Authority shall fully consider the needs of non-motorized travelers, including pedestrians, bicyclists and persons with disabilities, in all planning, maintenance, construction, operations, and project development activities and products. The Agencies and the Authority with projects funded in full or in part with Authority revenues shall endeavor to not remove or reduce existing facilities for bicycling or pedestrians.

**SECTION 9. PROJECT PROGRAMMING APPROVAL:** Prior to the operative date of this Ordinance, and biennially thereafter, the Authority shall approve a five-year list of projects eligible to be funded with the revenues made available under Section 3 herein, provided that the submittal meets all of the requirements of this Ordinance and funding is, or is estimated to be, available. Prior to Authority approval, the Independent Taxpayer Oversight Committee (ITOC) shall consider each Agency's biennial five-year list of projects and make a finding that such projects are consistent with the intent of this Ordinance and make a recommendation on which of the items on those project lists should be approved to the Authority.

**SECTION 10. COOPERATIVE FUNDING EXCHANGE AGREEMENTS:** To maximize the effectiveness of the revenues provided from this Ordinance, the Authority and/or Agency(ies) may loan revenues actually received, allocated or granted to any public agency within the area of jurisdiction of the Authority provided that the percentage of revenues allocated as provided in Section 3 is maintained over the duration of the Ordinance. Any exchange or loan agreement must include detailed repayment provisions,

including appropriate interest earnings based upon the current treasury rate of interest. All loans and/or exchanges must be approved by the Authority by a majority vote and shall be consistent with any and all rules approved by the Authority relating thereto.

**SECTION 11. LOCAL STREETS AND ROADS MAINTENANCE OF EFFORT:** It is the intent of the Authority that revenues provided from this Ordinance be used to supplement, not supplant, existing local general fund revenues being used for the transportation improvements described in the Expenditure Plan. Each Agency receiving revenues pursuant to Section 3 shall annually maintain, as a minimum, the "maintenance of effort" as defined in Section 11. To meet the Maintenance of Effort requirement, each Agency will expend, in the first year the Ordinance is active, at a minimum, the equivalent of twenty percent (20%) of the Agency's most recent audited year local streets and roads sales tax revenue in local general fund revenues for Local Streets and Roads Maintenance and supporting infrastructure within the public right-of-way for pavement sealing, overlays, reconstruction, associated infrastructure, as required, excluding any local revenues expended for the purpose of storm damage repair as verified by an independent auditor. For each year following, each Agency will be subject to a Maintenance of Effort of twenty percent (20%) of the Agency's most recent audited year but not to exceed more than two percent (2%) of the prior year's Maintenance of Effort amount. The 20% Maintenance of Effort calculations will be based on the most recent audited fiscal year available at the time of certification. Bond issuances, borrowing, or funding exchanges will not be counted as part of the Agency's prior year local streets and roads sales tax revenue. The Maintenance of Effort amount will be established and approved by the Authority at the beginning of each fiscal year. Prior to the beginning of each fiscal year thereafter, Agencies shall certify to the Authority that the maintenance of effort requirement required by this Section was met and documentation verifying the expenditures shall be provided to the Authority Auditor. Any Agency that does not meet its local maintenance of effort requirement for a five-year average period shall have its funding under Section 3 the following year reduced by the amount the Agency did not meet its required average maintenance of effort level for the five prior years. Any funds not allocated due to failure to meet the maintenance of effort requirement shall be reserved for the Agency until any and all maintenance of effort expenditures are fulfilled.

**SECTION 12. PRIVATE SECTOR FUNDING:** Revenues provided from this Ordinance shall not be used to replace private developer funding that has been or will be committed for any project to help alleviate the direct traffic impacts of any new or redeveloped residential, commercial or industrial development in Napa County or its cities.

**SECTION 13. INDEPENDENT TAXPAYER OVERSIGHT COMMITTEE:**

**ITOC Goal and Functions:** Voter adoption of this transportation retail transactions and use tax Ordinance shall result in creation of the Independent Taxpayer Oversight Committee ("ITOC") upon the operative date of this tax. The ITOC shall remain in existence

for so long as the tax herein exists. The ITOC shall 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 Authority in accordance with all provisions of the voter-approved Expenditure Plan and Ordinance. The ITOC's secondary mission is to provide positive, constructive advice to the Authority on how to improve implementation over the thirty year course of the program; this role shall include consideration by the ITOC of the biennial project lists submitted by the Agencies under Section 8. Expenses associated with carrying out the work of the ITOC and ITOC member stipends will be funded from the Authority's 2.0% administration allocation.

A. **Audit Requirement:** The ITOC shall oversee the independent financial audit of the Authority and the financial and performance audits of the Agencies, which shall be performed in accordance with generally accepted auditing standards and Government Auditing Standards issued by the Comptroller General of the United States and performance goals adopted by the Authority consistent with Public Utilities Code Section 180000 et seq. The audits shall include the basic financial statements of the Authority as defined by the Governmental Accounting Standard Board and the performance of all aspects of the program based on the specific performance goals adopted by the Authority. The ITOC audit shall not relieve the Authority from performing its auditing obligations as imposed by law. All Audits shall be posted on the Authority's website in a manner that is easily accessible to the public.

1) Role of Fiscal and Performance Audit and the ITOC:

- a. The ITOC shall, under the procurement rules of the Authority, jointly recommend with the active involvement of the Executive Director, an independent California Certified Public Accountant to conduct an annual financial audit of the Authority pursuant to the provisions of this Ordinance, report findings based on the audit to the Authority, and to recommend any additional considerations which the ITOC believes may improve the financial operation while meeting all voter mandates.
- b. The ITOC shall, under the procurement rules of the Authority jointly recommend with the active involvement of the Executive Director and the Authority Auditor, retention of an independent audit firm to conduct a biennial performance audit of the Agencies, pursuant to the provisions of this Ordinance, report findings based on the audits to the Authority, and recommend any additional considerations which the ITOC believes may improve the integrity of program implementation while meeting all voter mandates.

- c. The ITOC shall review each Agency's annual independent financial audit, report relevant findings based on the audits to the Authority, and recommend any changes which the ITOC believes may improve the financial operations while meeting all voter mandates.
- d. Upon request of the ITOC Chair, the Authority may hold a publicly noticed meeting annually, which may be a regular or special Authority Board meeting, with the direct participation of the ITOC, to consider the findings and recommendations of the audits. A report of the findings and recommendations of each audit by the ITOC shall be made readily available to the public in print and on the Authority's electronic website.
- e. The Authority shall publish a biennial report to the community to be published at the expense of administrative fees from the tax revenues in all local newspapers of general circulation in Napa County.

#### **B. Membership and Selection Process**

- 1) The Authority shall develop an open selection process, actively recruit, and appoint seven (7) ITOC members who shall be 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 the private sector.
  - c. One member who is a Certified Public Accountant (CPA), retired or active, 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.
- 2) The Chair and the Executive Director of NVTAs, the Chair of the NVTAs Technical

Advisory Committee, and the County Auditor-Controller shall serve as non-voting ex-officio members of the ITOC.

**C. Terms and Conditions for the ITOC**

- 1) The voting ITOC members shall serve a two, three, and four year term, determined by the drawing of lots. Thereafter, ITOC members shall serve four-year terms.
- 2) The Authority shall develop by-laws for the operation of the ITOC. The ITOC members shall receive a stipend of \$300 per quarterly meeting and no other payment shall be made for any purpose. This stipend will increase by \$50 per quarterly meeting every five years beginning in the new fiscal year. A position on the ITOC shall become vacant as a result of a member failing to attend two consecutive meetings. Meetings may be canceled or rescheduled in consultation with the Chair of the ITOC. ITOC members are not entitled to a stipend if a meeting is canceled.
- 3) The voting ITOC Committee members cannot be current local elected officials in Napa County or a full-time staff member of any city, town, or county government, a local transit operator, or state transportation agency.
- 4) Non-voting ex-officio ITOC members shall serve only as long as they remain incumbents in their respective positions and shall be automatically replaced by their successors in those positions.
- 5) If and when vacancies on the ITOC occur on the part of voting ITOC members, either due to expiration of term or a vacancy occurring during a term, the Authority shall endeavor to appoint an appropriate replacement within 90 days of the vacancy to fill the remainder of the term pursuant to the provisions of Government Code Sections 54970, *et. seq* (the Maddy Act). If committee member vacancies persist for more than 90 days, and the Authority has failed to identify a qualified member to fill a designated position as stated under Section 13, paragraph B, the Authority may select a community member at large to fill the position.

**D. ITOC Operation Protocols**

- 1) The ITOC shall be appointed within 120 days prior to the operative date of the retail transactions and use tax and continue as long as retail transactions and use tax revenues from the current voter authorization are available for expenditure.

- 2) The Authority Board and staff shall fully cooperate with and provide necessary financial and staff support to ensure the ITOC successfully carries out its duties and obligations.

**E. Conflict of Interest**

- 1) ITOC voting members shall have no legal action pending against the Authority and are prohibited from participating in any commercial activity directly or indirectly involving the Authority, such as being a consultant or vendor to the Authority during their tenure on the ITOC.
- 2) ITOC voting members shall not have direct and/or indirect commercial interest or employment with any public or private entity which receives transportation retail transactions and use tax revenues authorized by this Ordinance.

**SECTION 14. ADMINISTRATIVE FUNCTIONS AND EXPENSES:**

- A. Revenues may be expended by the Authority necessary to administer the Ordinance; however, in no case shall administrative expenditures exceed two percent (2.0%) of the net revenues generated by the Ordinance. As a part of these administrative expenditures, no more than one percent (1.0%) of net revenues shall be used for salaries, wages, or benefits of Authority staff.
- B. Administrative expenditures subject to this two percent limitation include providing overall program direction and management necessary to implement Authority policy, formulating organizational goals and objectives, coordinating activities and funding exchanges with other agencies and organizations, administering finance and debt issuance, accounting, purchasing, personnel, government and community relations, legal matters and fare subsidies per the expenditure plan.

**SECTION 15. RECEIPT AND ALLOCATION OF TAX REVENUES:** The County Auditor-Controller shall receive the tax revenue and shall allocate funds to the Agencies at direction of the Authority on a calendar quarter basis, together with any accrued interest, by the end of the following quarter.

**SECTION 16. ESTABLISHMENT OF SEPARATE ACCOUNTING:** Each Agency receiving the revenues identified in Section 3 shall have its revenues deposited in a separate interest bearing Special Revenue Transportation Improvement Fund. Interest earned on revenues allocated pursuant to this Ordinance shall be expended only for those purposes permitted by this Ordinance.

**SECTION 17. IMPLEMENTING ORDINANCES:** Upon approval of this Ordinance by the

voters the Authority shall, in addition to the rules required to be provided pursuant to this Ordinance, adopt implementing ordinances, rules, and policies that are not inconsistent with the purpose and intent of this Ordinance and take such other actions as may be necessary and appropriate to carry out its responsibilities.

**SECTION 18. EFFECTIVE AND OPERATIVE DATES:** This Ordinance shall be operative on the date defined by Ordinance Section 30(H). It is intended that this Ordinance shall be operative on July 1, 2025, if two-thirds of the electors voting on the ballot proposition approving the Ordinance vote to approve the ballot proposition on November 5, 2024. The imposition of the tax authorized by this Ordinance shall be operative on a date at least 110 days after notice to the CTDFA. Concurrently with the operative date of this Ordinance, Measure T will be repealed in its entirety and replaced by this Ordinance. There shall be no concurrent assessment of the tax imposed by Measure T and the tax to be imposed by this Ordinance.

**SECTION 19. PLACE OF SALE:** For the purposes of this Ordinance, all retail sales are consummated at the place of business of the retailer unless the tangible personal property sold is delivered by the retailer or his agent to an out-of-state destination or to a common carrier for delivery to an out-of-state destination. The gross receipts from such sales shall include delivery charges, when such charges are subject to the state sales and use tax, regardless of the place to which delivery is made. In the event a retailer has no permanent place of business in the state or has more than one place of business, the place or places at which the retail sales are consummated shall be determined under rules and regulations to be prescribed and adopted by the CDTFA.

**SECTION 20. LIMITATIONS ON ADOPTION OF STATE LAW AND COLLECTION OF USE TAXES:** In adopting the provisions of Part 1 of Division 2 of the Revenue and Taxation Code:

- A. Wherever the State of California is named or referred to as the taxing agency, the name of this county shall be substituted therefor. However, the substitution shall not be made:
  - 1) The word "State" is used as a part of the title of the State Controller, State Treasurer, State Board of Control, CDTFA, State Treasury, or the Constitution of the State of California;
  - 2) The result of that substitution would require action to be taken by or against this Authority or any agency, officer, or employee thereof rather than by or against the CDTFA, in performing the functions incident to the administration or operation of this Ordinance.

- 3) In those sections, including, but not necessarily limited to sections referring to the exterior boundaries of the State of California, where the result of the substitution would be to:
  - a. Provide an exemption from this tax with respect to certain sales, storage, use or other consumption of tangible personal property which would not otherwise be exempt from this tax while such sales, storage, use or other consumption remain subject to tax by the state under the provisions of Part 1 of Division 2 of the Revenue and Taxation Code, or
  - b. Impose this tax with respect to certain sales, storage, use or other consumption of tangible personal property which would not be subject to tax by the state under the said provision of that code.
- 4) In Sections 6701, 6702 (except in the last sentence thereof), 6711, 6715, 6737, 6797 or 6828 of the Revenue and Taxation Code.

B. The word "County" shall be substituted for the word "State" in the phrase "retailer engaged in business in this State" in Section 6203 and in the definition of that phrase in Section 6203.

**SECTION 21. PERMIT NOT REQUIRED:** If a seller's permit has been issued to a retailer under Section 6067 of the Revenue and Taxation Code, an additional transactor's permit shall not be required by this Ordinance.

**SECTION 22. EXEMPTIONS AND EXCLUSIONS:**

- A. There shall be excluded from the computation of the transactions tax and the use tax the amount of any sales tax or use tax imposed by the State of California or by any city, city and county, or county pursuant to the Bradley-Burns Uniform Local Sales and Use Tax Law or the amount of any state-administered transactions or use tax.
- B. There are exempted from the computation of the amount of the transactions tax the gross receipts from:
  - 1) Sales of tangible personal property, other than fuel or petroleum products, to operators of aircraft to be used or consumed principally outside the county in which the sale is made and directly and exclusively in the use of such aircraft as common carriers of persons or property under the authority of the laws of this State, the United States, or any foreign government.

- 2) Sales of property to be used outside the county which is shipped to a point outside the county, pursuant to the contract of sale, by delivery to such point by the retailer or his agent, or by delivery by the retailer to a carrier for shipment to a consignee at such point. For the purposes of this paragraph, delivery to a point outside the county shall be satisfied:
    - a. With respect to vehicles (other than commercial vehicles) subject to registration pursuant to Chapter 1 (commencing with Section 4000) of Division 3 of the Vehicle Code, aircraft licensed in compliance with Section 21411 of the Public Utilities Code, and undocumented vessels registered under Division 3.5 (commencing with Section 9840) of the Vehicle Code by registration to an out-of-county address and by a declaration under penalty of perjury, signed by the buyer, stating that such address is, in fact, their principal place of residence; and
    - b. With respect to commercial vehicles, by registration to a place of business out-of-county and declaration under penalty of perjury, signed by the buyer, that the vehicle will be operated from that address.
  - 3) The sale of tangible personal property if the seller is obligated to furnish the property for a fixed price pursuant to a contract entered into prior to the operative date of this Ordinance.
  - 4) A lease of tangible personal property which is a continuing sale of such property, for any period of time for which the lessor is obligated to lease the property for an amount fixed by the lease prior to the operative date of this Ordinance.
  - 5) For the purposes of subparagraphs (3) and (4) of this Section, the sale or lease of tangible personal property shall be deemed not to be obligated pursuant to a contract or lease for any period of time for which any party to the contract or lease has the unconditional right to terminate the contract or lease upon notice, whether or not such right is exercised.
- C. There are exempted from the use tax imposed by this Ordinance, the storage, use or other consumption in this county of tangible personal property:
- 1) The gross receipts from the sale of which have been subject to a transactions tax under any state-administered transactions and use tax ordinance.
  - 2) Other than fuel or petroleum products purchased by operators of aircraft and

used or consumed by such operators directly and exclusively in the use of such aircraft as common carriers of persons or property for hire or compensation under a certificate of public convenience and necessity issued pursuant to the laws of this State, the United States, or any foreign government. This exemption is in addition to the exemptions provided in Sections 6366 and 6366.1 of the Revenue and Taxation Code of the State of California.

- 3) If the purchaser is obligated to purchase the property for a fixed price pursuant to a contract entered into prior to the operative date of this Ordinance.
- 4) If the possession of, or the exercise of any right or power over, the tangible personal property arises under a lease which is a continuing purchase of such property for any period of time for which the lessee is obligated to lease the property for an amount fixed by a lease prior to the operative date of this Ordinance.
- 5) For the purposes of subparagraphs (3) and (4) of this Section, storage, use, or other consumption, or possession of, or exercise of any right or power over, tangible personal property shall be deemed not to be obligated pursuant to a contract or lease for any period of time for which any party to the contract or lease has the unconditional right to terminate the contract or lease upon notice, whether or not such right is exercised.
- 6) Except as provided in subparagraph (7), a retailer engaged in business in the county shall not be required to collect use tax from the purchaser of tangible personal property, unless the retailer ships or delivers the property into the county or participates within the county in making the sale of the property, including, but not limited to, soliciting or receiving the order, either directly or indirectly, at a place of business of the retailer in the county or through any representative, agent, canvasser, solicitor, subsidiary, or person in the county under the authority of the retailer.
- 7) "A retailer engaged in business in the County" shall also include any retailer of any of the following: vehicles subject to registration pursuant to Chapter 1 (commencing with Section 4000) of Division 3 of the Vehicle Code, aircraft licensed in compliance with Section 21411 of the Public Utilities Code, or undocumented vessels registered under Division 3.5 (commencing with Section 9840) of the Vehicle Code. That retailer shall be required to collect use tax from any purchaser who registers or licenses the vehicle, vessel, or aircraft at an address in the county.

D. Any person subject to use tax under this Ordinance may credit against that tax any

transactions tax or reimbursement for transactions tax paid to a district imposing, or retailer liable for a transactions tax pursuant to Part 1.6 of Division 2 of the Revenue and Taxation Code with respect to the sale to the person of the property the storage, use or other consumption of which is subject to the use tax.

**SECTION 23. AMENDMENTS:** The Expenditure Plan may be amended to provide for the use of additional federal, state, and local revenues or to account for unexpected revenues by approval of a two-thirds vote of the Board members of the Authority. No amendment may, eliminate the Local Street and Roads Maintenance Program funding as outlined in Section 3A. No amendment shall operate so as to affect the rate or duration of tax imposed by this Ordinance. Amendments to the Expenditure Plan shall be effective forty-five (45) days after notice of approval of the amendments is given by the Authority. Amendments constituting expenditures for new programs or new projects that were not a part of the voter approved Expenditure Plan or referred to in the Local Streets and Roads Maintenance Program may only be approved with the subsequent consent of the electorate.

As required by state law, all amendments subsequent to the effective date of this Ordinance to Part 1 of Division 2 of the Revenue and Taxation Code relating to sales and use taxes and which are not inconsistent with Part 1.6 and Part 1.7 of Division 2 of the Revenue and Taxation Code, and all amendments to Part 1.6 and Part 1.7 of Division 2 of the Revenue and Taxation Code, shall automatically become a part of this Ordinance, provided however, that no such amendment shall operate so as to affect the rate of tax imposed by this Ordinance.

**SECTION 24. TEN-YEAR PROGRAM REVIEW:** After the tax has been in effect for ten years after the operative date, the Authority shall conduct a comprehensive review of all revenues, projects and programs under the Expenditure Plan to evaluate the performance of the overall program over the previous ten-year period and to make revisions to the Expenditure Plan to improve its performance and allow for changed demographic conditions, transportation needs, revenues, and technology over the subsequent ten years. Revisions to the Ordinance and Expenditure Plan required as a result of the ten-year review shall be subject to the amendment process in Section 23.

**SECTION 25. DESIGNATION OF FACILITIES:** Each project or program receiving in excess of \$250,000 funded in whole or in part by revenues from the Ordinance shall be clearly designated with project signage at the project site during its construction or implementation as being provided by revenues from the Ordinance.

**SECTION 26. SEVERABILITY:** If any section, part, clause, or phrase of this Ordinance is for any reason held invalid or unconstitutional, the remaining portions shall not be affected but shall remain in full force and effect.

**SECTION 27. ANNUAL APPROPRIATIONS LIMIT:** Article XIII (B) of the California Constitution requires the establishment of an annual appropriations limit for governmental entities. The maximum annual appropriations limit for the Authority is hereby established as \$250 million. The appropriations limit shall be subject to adjustment as provided by law. All expenditures of the retail transactions and use tax revenues imposed by Section 5 are subject to the appropriations limit of the Authority.

**SECTION 28. ENJOINING COLLECTION FORBIDDEN:** No injunction or writ of mandate or other legal or equitable process shall issue in any suit, action or proceeding in any court against the state or the Authority, or against any officer of the state or the Authority, to prevent or enjoin the collection under this Ordinance, or Part 1.6 of Division 2 of the Revenue and Taxation Code, of any tax or any amount of tax required to be collected.

**SECTION 29. COMPLIANCE WITH CALIFORNIA ENVIRONMENTAL QUALITY ACT (CEQA).** Pursuant to the State CEQA Guidelines Section 15378(b)(4), adoption of this retail transactions and use tax Ordinance and Expenditure Plan is not a “project” subject to the requirements of CEQA. Prior to commencement of any project included in the Expenditure Plan, any necessary environmental review required by CEQA shall be completed. Estimated costs in the Expenditure Plan include the cost of such environmental review.

**SECTION 30. DEFINITIONS:**

- A. *Agency* means each city, town, and county that is a part of the membership of the Authority per Section 180051 of the Public Utilities Code, each of which is located within the geographic boundaries of the County of Napa.
- B. *Authority* means the Napa Valley Transportation Authority – Tax Agency created by the Napa County Board of Supervisors with the concurrence of a majority of cities having a majority of the incorporated population of the county.
- C. *Capacity* includes any overlay, including the placement or replacement of base materials and any sub-grade work or widening of a local street or road and/or highway. This includes additions, changes, reconstruction of infrastructure directly associated with the function of a local street or road and/or highway, including projects to improve accommodate traffic volume and traffic flow. It also includes any additions necessary to incorporate bicycle and/or pedestrian facilities in the Authority’s Countywide Active Transportation Plan or any local agency’s adopted active transportation plans and any improvements or alternations necessary to the roadway and/or pedestrian or bicycle travel ways to improve overall circulation and meet Americans with Disabilities Act requirements.
- D. *Effective Date* means the date the measure was passed by the electorate.
- E. *Funding Exchange* means borrowing from or replacing project funding with another

funding source to accelerate project delivery.

- F. *Highways* means all purposes necessary and convenient to the design, right-of-way acquisition, and construction of highway facilities, including all state highway routes and any other facilities so designated in the Expenditure Plan.
- G. *Infrastructure* means any components within the public right-of-way necessary to support the customary use of a roadway and includes road pavement (including but not limited to asphalt and concrete), sub-grade, excavation, grading, earthwork, retaining walls, guard rails, curb, gutter, sidewalks, curb ramps, surface and subsurface drainage, traffic control devices, replacement roadway lighting, striping, pavement marking and signage, and intelligent transportation systems.
- H. *Local Streets and Roads* means Infrastructure located within the public right of way of any local Agency street or road or highway right-of-way in Napa County.
- I. *Maintenance* means repair, reconstruction or rehabilitation, and/or replacement of streets, roadways, and other infrastructure within the public right-of-way.
- J. *Napa Valley Transportation Improvement Act Expenditure Plan or Expenditure Plan* means the expenditure plan required by Section 180206 of the Public Utilities Code to be adopted prior to the call of an election on this Ordinance. The Expenditure Plan set forth in Attachment 1; includes the allocation of revenues for each authorized purpose. To the extent the summarized provisions of the expenditures contemplated by this Ordinance cannot be reconciled with the Expenditure Plan, the provisions of Attachment 1 shall prevail.
- K. *Net Revenues* means total sales tax revenue generated by this Ordinance, less the deductions defined by the Expenditure Plan related to charges from the California Department of Tax and Fee Administration, costs of conducting the election by the County of Napa, and debt service payments on bonds for Authority projects.
- L. *Operative Date* means the date the tax begins to collect revenue under Ordinance Section 7, in accordance with Section 180204 of the Public Utilities Code.
- M. *Project* is a single effort with a beginning and an end that would cause the construction or maintenance or reconstruction of some tangible portion of a transportation asset owned or operated by a public agency that has independent utility. A *project* does not appear without a detailed description as to cost and location in a local agency budget, and it must be included in the agency's five-year project list approved by the agency's governing body.

- N. *Reconstruction or Rehabilitation* includes changes to infrastructure, including replacement and/or pavement surface treatments, the placement or replacement of base materials and/or any sub-grade work, the widening of the roadway, if the widening is necessary to conform with the geometric design criteria of the State of California or any local design standards. This includes additions, changes or reconstruction of Infrastructure directly associated with the function of a street or roadway. It also includes additions necessary to incorporate and/or maintain bicycle and/or pedestrian and/or transit facilities called for in the Authority's Countywide Active Transportation Plan or adopted local agency plans, and any improvements or alterations necessary to the roadway and or pedestrian or bicycle travel ways to improve overall circulation and to meet Americans with Disabilities Act requirements.
- O. *Regional Transportation Improvement Program Submission* means any program of projects sent or otherwise caused to be delivered to the Regional Transportation Planning Agency for Napa County by the entity designated by the Regional Transportation Planning Agency with the submission of that program for the local agencies for consideration by the Regional Transportation Planning Agency for inclusion in the Regional Transportation Improvement Program or its related documents.
- P. *Storm damage repair* means repair or reconstruction of local streets and highways and related drainage improvements that have been damaged due to storms and flooding, in those jurisdictions that have been declared disaster areas by the President of the United States and/or by the Governor of California.
- Q. *Total Revenue* means Total Revenues received by the Authority.

**SECTION 31. PUBLICATION OF ORDINANCE:** A summary of this Ordinance shall be published at least five days before its passage in the local newspapers of general circulation published in the County of Napa, and at least once before the expiration of 15 days after its passage together with the names of the Directors voting for and against the same.

The foregoing Ordinance was introduced and read at a regular meeting of the Napa Valley Transportation Authority – Tax Agency, held on May 22, 2024, and passed at a regular meeting of the Napa Valley Transportation Authority held on June 26, 2024, by the following vote:

Liz Alessio  
Liz Alessio (Jun 27, 2024 07:51 PDT)  
Liz Alessio, NVTA-TA Chair

Ayes: GARCIA, JOSEPH, EISENBERG  
ALESSIO, SEDGLEY, GREGORY,  
MOHLER, DOHRING, CHOUTEAU,  
MCKEE-CANT

Noes: NONE

Absent: PEDROZA, WILLIAMS

ATTEST:

Laura Sanderlin  
Laura Sanderlin, NVTA-TA Board Secretary

APPROVED:  
Osman Mufti  
Osman Mufti (Jun 27, 2024 16:00 PDT)  
Osman Mufti, NVTA-TA Legal Counsel

- Attachments: (1) Napa Valley Transportation Improvement Act Expenditure Plan  
(2) Local Street and Road Example Formula

## ATTACHMENT 1

**NAPA VALLEY TRANSPORTATION IMPROVEMENT ACT EXPENDITURE  
PLAN**

Revenues received by the Authority from the transactions and use tax imposed pursuant to NVTA Ordinance No. 2024-01 shall be used to fund the improvements (including “projects” and “programs”) as described in this Expenditure Plan, after first deducting: (a) the fees charged by the California Department of Tax and Fee Administration (“CDTFA”) to administer and operate the ordinance under Section 180204(b) of the Public Utilities Code; (b) reimbursement to the County of Napa for its cost in conducting the election under Section 180203(a) of the Public Utilities Code ; and (c) only two percent (2.0%) of the net revenues shall be allocated to the Authority to be expended for costs of administration. The remaining revenue shall first be allocated to the Regional Transportation Enhancement Program, and then allocated to the Local Streets and Roads Maintenance Program. All funding and revenues are expressed in 2024 dollars over the thirty-year life of the program.

The revenue allocated to each Agency under this Expenditure Plan may be used for any direct costs of design, materials testing, project required environmental reviews, construction management, inspection, and construction of the projects.

**Local Streets and Roads Maintenance Program****Description:**

After deductions for capital highway improvement and highway operations and emergency evacuation projects, in an amount not to exceed \$56 million dollars and associated debt service expenses, and the Authority’s administration fees of two percent (2.0%), the balance of funds shall be allocated to the Local Streets and Roads Maintenance Program. Under the Ordinance, the funds for the Local Streets and Roads Maintenance Program must be used for maintenance, reconstruction or rehabilitation of local streets, roads, and infrastructure within the public right-of-way as defined. Up to five percent (5%) of Agencies’ Local Streets and Road Maintenance Program can be used on other transportation projects, including capacity projects.

No revenues derived from this Ordinance shall be apportioned to regional projects until bonds are sold, except six million (\$6 million) in pay-go funds to Napa Valley Transportation Authority for capital projects in the first five-years of the Ordinance. Local Agency apportionments will be net of debt service payments associated with the bonds issued to fund regional projects. Debt service associated with bonds issued to fund local projects will be deducted from that Agency’s annual Local Streets and Roads allocation.

If for some reason a regional project or program is infeasible and funds remain in the program, funding from the regional program will be distributed to the Local Street and Road Maintenance Program based on the prescribed formula.

The initial estimated distribution of funding for the Local Streets and Maintenance Program is:

| Project         | Percentage Distribution |
|-----------------|-------------------------|
| American Canyon | 8.0%                    |
| Calistoga       | 3.0%                    |
| City of Napa    | 40.2%                   |
| Napa County     | 38.8%                   |
| St. Helena      | 6.6%                    |
| Yountville      | 3.4%                    |
|                 |                         |
| Total           | 100.0%                  |

The percentage distribution and estimated Transaction and Use Tax is based Fiscal Years 2020-21, 2021-22, and 2022-23 values and will be updated when the sales tax becomes operative on July 1, 2025, and every successive five years based on the formula established in Section 3, Paragraph A: Local Streets and Roads Maintenance Program.

**Regional Transportation Enhancement Program**

Regional funds may be used on any of the Regional Transportation Enhancement programs and/or projects and may not exceed \$56 million, excluding Low-Income Transit Subsidies, which will be paid for out of the Authority’s administrative allocation.

| <u>Project Name</u>  | <u>Amount</u>   |
|--|---|
| <u>SR 29/SR 12 – Intersection Improvements at SR 29 and Jameson Canyon/Airport Road and SR 12/Kelly Road</u>   | <u>Costs for capital projects funded by the Napa Valley Transportation Improvement Act may not exceed \$56 million.</u> |
| <u>SR 29-American Canyon – Operational Improvements on SR 29 between Napa Junction and American Canyon Road</u>  |   |
| <u>SR 29-SR 12/121 – Intersection Improvements at SR 29/Carneros Highway</u>   |   |
| <u>Highway Operations and Emergency Evacuation– may include highway system adaptive messaging signs and Vine Transit emergency evacuation operations, or other transportation projects related to emergency evacuation routes.</u> |   |
| <u>Low Income Transit Subsidies</u>  | <u>Estimated annual cost of \$10,000 and funded from Authority’s administrative fees or other Authority revenues.</u>   |
| <u>Fares for Veterans, Persons with Disabilities, Seniors, and Students</u>  |   |

**Amendments**

This Expenditure Plan may be amended to provide for the use of additional federal, state, and local revenues or to account for unexpected revenues by approval of a two-thirds vote of the members of the Authority; the two-thirds must include the City of Napa, the County of Napa, and at least three other jurisdictions. No amendment shall operate so as to affect the rate of tax imposed by this Ordinance.

Amendments constituting expenditures for new programs or new projects that were not a part of the voter approved Expenditure Plan or referred to in the Local Streets and Roads Maintenance Program may only be approved with the subsequent consent of the electorate.

## ATTACHMENT 2

## Local Street and Road Example Formula

| Column Number   | A                       | B      | C          | D      | E                                | F                    | G        |
|-----------------|-------------------------|--------|------------|--------|----------------------------------|----------------------|----------|
| Jurisdiction    | Return to Source Amount |        | Lane Miles |        | Sub-total                        | Final Distribution   | 3% Floor |
|                 | Value<br>(in 1,000s)    | %      | Value      | %      | County =<br>(B+D)/2;<br>Cities=B | Normalize to<br>100% |          |
| American Canyon | \$ 3,261                | 8.9%   | 112.8      | 7.5%   | 8.9%                             | 8.0%                 | 8.0%     |
| City of Napa    | \$ 16,493               | 45.0%  | 467.6      | 31.0%  | 45.0%                            | 40.3%                | 40.2%    |
| Yountville      | \$ 1,401                | 3.8%   | 16.6       | 1.1%   | 3.8%                             | 3.4%                 | 3.4%     |
| St. Helena      | \$ 2,703                | 7.4%   | 51.5       | 3.4%   | 7.4%                             | 6.6%                 | 6.6%     |
| County of Napa  | \$ 11,665               | 31.8%  | 828.7      | 55.0%  | 43.4%                            | 38.9%                | 38.8%    |
| Calistoga       | \$ 1,131                | 3.1%   | 30.6       | 2.0%   | 3.1%                             | 2.8%                 | 3.0%     |
| Total           | \$ 36,654               | 100.0% | 1,507.8    | 100.0% | 111.6%                           | 100.0%               | 100.0%   |

The above Local Streets and Road Formula is an illustrative example of the formula calculation and is subject to change upon the five-year update.










# Measure U Ordinance 24-01

Final Audit Report

2024-06-27

|                 |   |
|-----------------|---|
| Created:        | 2024-06-26                                    |
| By:             | Laura Sanderlin (lsanderlin@nvta.ca.gov)      |
| Status:         | Signed  |
| Transaction ID: | CBJCHBCAABAHAHkfiLu1KKiUpdtOQYgz50F-41jJ04oM3 |

## "Measure U Ordinance 24-01" History

-  Document created by Laura Sanderlin (lsanderlin@nvta.ca.gov)  
2024-06-26 - 11:17:57 PM GMT
-  Document emailed to lalessio@cityofnapa.org for signature  
2024-06-26 - 11:18:55 PM GMT
-  Email viewed by lalessio@cityofnapa.org  
2024-06-27 - 2:47:48 PM GMT
-  Signer lalessio@cityofnapa.org entered name at signing as Liz Alessio  
2024-06-27 - 2:51:38 PM GMT
-  Document e-signed by Liz Alessio (lalessio@cityofnapa.org)  
Signature Date: 2024-06-27 - 2:51:40 PM GMT - Time Source: server
-  Document emailed to Osman Mufti (omufti@sloansakai.com) for signature  
2024-06-27 - 2:51:42 PM GMT
-  Email viewed by Osman Mufti (omufti@sloansakai.com)  
2024-06-27 - 11:00:23 PM GMT
-  Document e-signed by Osman Mufti (omufti@sloansakai.com)  
Signature Date: 2024-06-27 - 11:00:45 PM GMT - Time Source: server
-  Agreement completed.  
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**RESOLUTION NO. 16-02-TA**

**RESOLUTION OF THE  
NAPA VALLEY TRANSPORTATION AUTHORITY-TAX AGENCY (NVTA-TA)  
AMENDING THE BYLAWS OF THE  
NAPA VALLEY TRANSPORTATION AUTHORITY-TAX AGENCY**

**WHEREAS**, pursuant to Article V, Section 5.1 of bylaws of the Napa Valley Transportation Authority-Tax Agency ("Bylaws") the governing board of the NVTA-TA ("NVTA-TA Board") may from time to time adopt bylaws for the conduct of the affairs of NVTA-TA and the NVTA-TA Board; and

**WHEREAS**, the NVTA-TA Board now desires to amend the bylaws to bring them into conformance with changes made to NVTA-TA by Resolution No. 16-01 reflecting the new name of the NVTA-TA Board.

**NOW, THEREFORE, BE IT RESOLVED** by the NVTA-TA Board that the Bylaws of the NVTA-TA shall be those Bylaws set forth in Exhibit "A", attached hereto and incorporated as if set forth herein.

**THE FOREGOING RESOLUTION WAS DULY AND REGULARLY INTRODUCED, PASSED AND ADOPTED** by the Board of the Napa Valley Transportation Authority-Tax Agency at a regular meeting of the Board held on the 20<sup>th</sup> day of July, 2016, by the following vote:

**AYES: DIRECTORS** Garcia, Ramos, Barnes, Canning, Luros, Caldwell, Luce, Dohring, White, Dunbar, Mohler

**NAYS: DIRECTORS** None

**ABSENT: DIRECTORS** Techel

Peter White, NVTA-TA Chair

**ATTEST:**

Karalyn E. Sanderlin, NVTA-TA Board Secretary

**APPROVED:**

**Jeffrey M. Richard (e-signature)**

Jeffrey M. Richard, NVTA Legal Counsel

Date: **July 12, 2016**

**CERTIFICATE OF SECRETARY**

I, the undersigned, certify that I am the presently designated and acting Secretary of the Napa Valley Transportation Authority-Tax Agency, created pursuant to Division 19 of the Public utilities Code and that the above Bylaws are the Bylaws of this Authority and the governing Board thereof as adopted at a meeting of the Board held on July 20, 2016. Executed on July 20, 2016, at Napa, California.

  
Karalyn E. Sanderlin  
Secretary of the NVTA-TA Board

**EXHIBIT "A"**

**BY-LAWS OF THE  
NAPA VALLEY TRANSPORTATION AUTHORITY-TAX AGENCY**

**ARTICLE 1 - THE AUTHORITY**

Section 1.1. Name. The official name of the authority shall be the "Napa Valley Transportation Authority-Tax Agency" (Authority). The Authority has been created and shall operate pursuant to Division 19 of the Public Utilities Code.

Section 1.2. Authority Board Members. The Authority shall be administered by a governing board (the "Board") whose members shall be elected officials of a local governmental entity within or partly within the County of Napa and who shall consist of the following:

- Two members of the Napa County Board of Supervisors as appointed by that Board, consistent with the Board appointments to the Napa Valley Transportation Authority (NVTA).
- Two members of the City Council of the City of American Canyon as appointed by that council, consistent with the City's appointment to the NVTA.
- Two members of the City Council of the City of Calistoga as appointed by that council, consistent with the City's appointment to the NVTA.
- Two members of the City Council of the City of Napa as appointed by that council, consistent with the City's appointment to the NVTA.
- Two members of the City Council of the City of St. Helena as appointed by that council, consistent with the City's appointment to the NVTA.
- Two members of the Town Council of the Town of Yountville as appointed by that council, consistent with the Town's appointment to the NVTA.

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.

Section 1.3. Business Office. The business office of the Authority shall be at 625 Burnell Street, Napa, California 94559, or at such other place as may be designated by the Board.

Section 1.4. Compensation. Board members may receive their actual and necessary expenses, including traveling expenses incurred in the discharge of their duties, but only when authorized by the Authority and if there are unencumbered funds available for such purpose.

## **ARTICLE II – OFFICERS**

Section 2.1. Officers. The Officers of the Authority shall be the Chair, Vice-Chair, Executive Director, Treasurer, and Auditor.

Section 2.2. Chair. The Chair shall preside at all meetings of the Authority Board. Except as otherwise authorized by resolution of the Authority Board, the Chair shall sign all contracts and other instruments made by the Authority.

Section 2.3. Vice-Chair. The Vice-Chair shall perform the duties of the Chair in the absence or incapacity of the Chair. In case of the resignation or death of the Chair, the Vice-Chair shall perform such duties as are imposed on the Chair.

Section 2.4. Executive Director. The Executive Director shall be appointed by the Authority Board. The Executive Director shall, subject to the control of the Board, have general supervision, direction and control of the affairs of the Authority.

Section 2.5. Secretary. The Secretary shall be appointed by the Executive Director and keep the records of the Authority and recall all votes, and shall keep a record of the proceedings of the Authority in a journal of proceedings to be kept for such purpose, and shall perform all duties incident to the office.

Section 2.6. Treasurer. The Treasurer shall be the person who is the Treasurer of the County of Napa, or such other person as may be appointed by the Board, and shall perform such duties as may be determined by the Board.

Section 2.7. Auditor. The Auditor shall be the person who is the Auditor of the County of Napa, or such other person as may be appointed by the Board, and shall perform such duties as may be determined by the Board.

Section 2.8. Election of Officers. The Chair and Vice-Chair shall be elected at the first annual meeting of the Authority Board from among the members of the Authority Board and shall hold office for one year or until their successors are elected and qualified.

Section 2.9. Removal of Officers. The Chair, Vice-Chair, Executive Director, Secretary, Treasurer, and Auditor may be removed at any time, with or without cause, by vote of the Board. Any officer may resign at any time by giving written notice to the Board, with such resignation to take effect as of the date the notice is received or at any later time specified in the notice.

Section 2.10. Vacancy in Office of Chair or Vice-Chair. If the offices of Chair or Vice-Chair become vacant during their terms, the Board shall elect a successor from its membership at the next regular meeting, and election shall be for the unexpired term of

the office. If both offices are vacant simultaneously, the Board Secretary shall preside over the meeting for the sole purpose of electing a new Chair and Vice-Chair.

### **ARTICLE III - EMPLOYEES AND AGENTS**

Section 3.1. Appointment of Employees and Agents. The Authority may from time to time employ the services of such personnel, counsel or agents, permanent or temporary, as may be necessary to carry out the business and affairs of the Authority. The Board may in addition employ temporary professional and technical personnel on such terms and at such rates of compensation as the Board may determine, for the performance of Authority's business and affairs, provided that adequate sources of funds are identified for the payment of such temporary professional and technical services.

### **ARTICLE IV – MEETINGS**

Section 4.1. Regular Meetings. Regular meetings of the Authority shall be conducted at 625 Burnell Street, Napa, California 94559, or at such other place as the Chair may designate in an emergency, on dates and at a time as may be established by the Board of the Authority. If at any time any regular meeting falls on a legal holiday, such regular meeting shall be held on the Thursday immediately following the legal holiday at the same time and place. 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. The agenda shall specify the time and location of the regular meeting. No action shall be taken on any item not appearing on the posted agenda except as permitted by law.

Section 4.2. Special Meetings. A special meeting may be called at any time by the Chair or upon the request of two of the members of the Board by delivering written notice to each member and to each person or entity entitled by law to receive such notices. Notices to the Board shall be sufficient if delivered to the Secretary. The notice shall specify the time and place of the special meeting and the business to be transacted 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 Board.

Section 4.3. Closed Sessions. Nothing contained in these bylaws shall be construed to prevent the Board from holding closed sessions during a regular or special meeting concerning any matter permitted by law to be considered in a closed session.

Section 4.4. Public Hearings. All public hearings held by the Board shall be held during regular or special meetings of the Board.

Section 4.5. Adjourning Meetings and Continuing Public Hearings to Other Times or Places. The Chair, or Board by majority vote, may adjourn any meeting. Less than a

quorum may so adjourn from time to time. If all Board members are absent from any regular meeting or adjourned regular meeting the Executive Director of the Authority may declare the meeting adjourned to a stated time and place and shall cause a written notice of the adjournment to be given in the same manner as provided for special meetings unless such notice is waived as provided for special meetings. 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 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.

Any public hearing being held, or any hearing noticed or ordered to be held at any meeting, may by order or notice of continuance be continued or re-continued to any subsequent meeting in the same manner and to the same extent set forth herein for the adjournment of the meetings; provided, that if the hearing is continued to a time less than 24 hours after the time specified in the order or notice of hearing a copy of the order or notice of continuance shall be posted immediately following the meeting at which the order or declaration of continuance was adopted or made.

Section 4.5. Cancellation of Regular Meetings of Authority. Notwithstanding any other provision contained in these by-laws, any regular meeting of the Authority may be cancelled by a majority vote of the Board, or at any time by the Chair of the Authority, or in the absence of the Chair by the Vice-Chair, or by the Secretary of the Authority; provided, however, the Secretary is authorized to cancel a regular meeting only if there is a lack of business to conduct at said regular meeting. The fact that minutes of a previous meeting could be scheduled for approval at the regular meeting, if that is the only item of business, shall not be considered sufficient business to require the holding of a regular meeting. If a regular meeting is cancelled by the Secretary due to a lack of business the Secretary shall post a notice of the cancellation of the meeting in the manner set forth in Section 4.1 of these by-laws and shall notify each Director of the cancellation.

Section 4.6. Meetings to be Open and Public. All meetings of the Board to take action or to deliberate concerning Authority business and its conduct shall be open and public. All persons shall be permitted to attend any such meetings except as otherwise provided or permitted by law and Section 4.3 of these bylaws.

Section 4.7. Quorum. A majority of the members of the Board shall constitute a quorum for the purpose of conducting its business, except that less than a quorum may adjourn from time to time until a quorum is obtained. All official acts of the Authority shall require the affirmative vote of a majority of the members of the Authority, unless a different requirement is imposed by any Authority Ordinance.

Section 4.8. Roll call vote. A roll call vote may be required in voting upon any motion before the Board, in the discretion of the Chair. Any voting member present and not barred from voting by a declared conflict of interest who does not vote in an audible voice or other method simultaneously perceptible to the other members shall be recorded as voting "aye". Abstentions shall be allowed only when a voting member has a declared conflict of interest.

Section 4.9. Tie-votes. In the case of a tie-vote or other deadlock, the item of business shall automatically be placed on the next agenda for reconsideration vote. No motion shall be required to take such action. If all the voting members who have not voted on the matter have not participated due to a conflict of interest and will, for that reason, be unable to vote even if the matter is continued to the next agenda, then the tie vote or deadlock shall constitute a final action of denial of the motion and the matter shall not be continued to the next agenda for reconsideration and vote.

Section 4.10. Parliamentary Procedure. The rules of parliamentary procedure set forth in the Sturgis' Standard Code of Parliamentary Procedure, 4th Edition, shall govern all meetings of the Authority, except as otherwise herein provided.

## **ARTICLE V – AMENDMENTS**

Section 5.1. Amendments to By-Laws. These by-laws may be amended by the Board at any regular or special meeting by majority vote of the members of the Authority, provided that a description of the proposed amendment to any particular section is included in the notice of such meeting.



## RESOLUTION No. 24- 04-TA

### A RESOLUTION OF THE NAPA VALLEY TRANSPORTATION AUTHORITY-TAX AGENCY (NVTA-TA) AMENDING THE AUTHORITY'S CONFLICT OF INTEREST CODE

**WHEREAS**, the Napa Valley Transportation Authority-Tax Agency ("NVTA-TA" or "Authority") is a local transportation authority authorized by the provisions of Division 19 of the California Public Utilities Code; and

**WHEREAS**, the Political Reform Act of 1974 (Government Code section 81000 and following, hereinafter referred to as "the Act") and regulations promulgated thereunder require local government agencies having more than minimal annual revenues to adopt and promulgate conflict of interest codes; and

**WHEREAS**, the Fair Political Practices Commission ("FPPC") has adopted a regulation (Section 18730 of Title 2 of the California Code of Regulations, hereinafter referred to as "CCR") containing a standardized conflict of interest code which, if incorporated by reference and adopted by a local government agency along with a designation of employees and formulation of disclosure categories for the local government agency will constitute the Conflict of Interest Code required by the Act if subsequently approved by the Board of Supervisors, as the code reviewing body of the Authority; and

**WHEREAS**, the Napa County Board of Supervisors, acting as the code reviewing body, has previously approved the adoption of a Conflict of Interest Code for the Napa Valley Transportation Authority prior to its name change to NVTA-TA; and

**WHEREAS**, on February 17, 2016 the Board of the NVTA approved Resolution No. 16-01 changing the name of the NVTA to the Napa Valley Transportation Authority-Tax Agency (NVTA-TA); and

**WHEREAS**, on December 20, 2016 the Napa County Board of Supervisors, acting as the code reviewing body, approved Resolution 16-03-TA to amend the Conflict of Interest Code to reflect the authority's name change; and

**WHEREAS**, it is now necessary to amend the Conflict of Interest Code in its entirety to reflect added or deleted management positions, and/or changes in management titles;

**WHEREAS**, the Napa County Board of Supervisors, acting as the code reviewing body, will consider approval of this Resolution later in 2024.

**THEREFORE, BE IT RESOLVED** by the Board of Directors of the Authority that the Authority's Conflict of Interest Code shall read in full as follows, to be effective upon confirmation by the Napa County Board of Supervisors as code reviewing body for the Authority:

**CONFLICT OF INTEREST CODE OF THE  
NAPA VALLEY TRANSPORTATION AUTHORITY-TAX AGENCY (NVTA-TA)**

1. Incorporation of Standard Terms. The terms of the model code set forth in Section 18730 of Title 2 of the California Code of Regulations, as such may be amended from time to time by the FPPC, are adopted and incorporated by reference as if set forth fully herein.

2. List of Designated Employees. For purposes of the requirements of the Act and the provisions of the model code, the Designated Employees of the Authority shall be the persons holding those offices and performing the functions of those positions set forth in Appendix "A", attached hereto and incorporated by reference herein.

3. List of Disclosure Categories. For purposes of the requirements of the Act and the provisions of the model code, the disclosure categories for the Designated Employees of the Authority shall be those categories set forth in Appendix "B", attached hereto and incorporated by reference herein.

4. Documents Comprising Conflict of Interest Code. For purposes of the Act, the provisions of this Resolution, the model code, and Appendices "A" and "B" shall together constitute the Conflict of Interest Code of the Authority on and after the date of confirmation by the Napa County Board of Supervisors.

5. Effective Date of Code. The effective date of the Conflict of Interest Code shall be the date of confirmation by the Napa County Board of Supervisors acting as code reviewing body for the Authority.

6. Documents to be filed with the Board of Supervisors. The Authority Secretary is hereby directed to file three certified copies of the Conflict of Interest Code approved by the Authority Board with the Napa County Board of Supervisors, the code reviewing body for the Authority, along with a brief description of the duties and terms of all consultants working for the Authority who have been determined by the Authority Executive Director as of the effective date of this Conflict of Interest Code to be exempt from the Designated Employee "contract consultant" category for calendar year 2006, and the reasons for such exemption. The Authority Secretary shall send to the Elections Division of the Napa County Clerk-Recorder's Office (or its successor in interest) an updated list whenever such exempt consultant positions are added, dropped, or a change in the nature of the contracted duties makes them subject to broad or limited disclosure as Designated Employees.

7. Time of Filing Statements of Economic Interests. All persons who are required, either by this Conflict of Interest Code or by virtue of their listing in Government Code section 87200 as public officials who manage public investments, to file Statements of Economic Interests ("Statements") shall file initial Statements with the Authority Secretary for filing with the code reviewing body within thirty days after the effective date of the Code. When taking office after the time of such listing, such persons shall file assuming office Statements within 10 days after first assuming such positions if they fall under Government Code section 87200 as public officials who manage public investments and within 30 days if considered to be Designated Employees by the Authority's Conflict of Interest Code. However, if they are re-elected or re-appointed without a break in service such persons

need not file an assuming office Statement at the time of such re-election or re-appointment. Every such person shall thereafter file an annual Statement by April 1 of each year, covering reportable interests for the twelve-month period ending on the preceding December 31. Every such person who leaves office shall file, within 30 days of leaving office, a Statement disclosing reportable interests held or received at any time during the period between the closing date of the last Statement required to be filed and the date of leaving office.

8. Place of Filing. Designated Employees and those public officials of the Authority who are required to file Statements in consequence of Government Code section 87200 shall file the required Statements with the Authority Secretary who shall retain copies of the original Statements and forward the original Statements to the Elections Division of the Napa County Clerk-Recorder (or its successor in interest). For purpose of such filing with the Authority Secretary, the address of the Authority Secretary shall be the Napa Valley Transportation Authority's Office, 625 Burnell Street, Napa, California 94559.

9. Public Inspection of Conflict of Interest Code and Statements. Commencing on the effective date of the Conflict of Interest Code or any amendment thereof, a copy of the Conflict of Interest Code and such amendments shall be maintained in the office of the Authority Secretary who shall make such copies and the copies of all Statements on file with the Authority Secretary available for public inspection and copying during regular business hours. No conditions whatsoever shall be imposed upon persons desiring to inspect the copy of the Conflict of Interest Code and amendments thereof, nor shall any information or identification be required from such persons. Copies shall be provided in accordance with and subject to charges imposed generally by the Public Records Act (Government Code sections 6250 et seq.) and Authority resolutions pertaining to copying of public records of the Authority.

10. Annual Review Statement.

(a) No later than October 1 of each even-numbered year, the Authority shall submit to the Napa County Board of Supervisors, as code reviewing body for the Authority, a written statement signed by the Authority Executive Director or his/her designee, that either:

(1) The Authority has reviewed the Conflict of Interest Code, that the Conflict of Interest Code designates accurately all positions which make or participate in the making of governmental decisions for the Authority, that the disclosure assigned those positions accurately require the disclosure of all investments, business positions, interests in real property, and sources of income which may foreseeably be affected materially by the decisions made by those designated positions, and that the Conflict of Interest Code contains the provisions required by Government Code section 87302; or

(2) The Authority has reviewed the Conflict of Interest Code and has determined that amendment is necessary to designate all positions which make or participate in the making of governmental decisions for the Authority, or to update the disclosure categories assigned to require the disclosure of all investments, business positions, interests in real property and sources of income which may be affected materially by the designated positions, or to include other provisions required by Government Code section 87302. If the statement contains this report, the Authority shall submit the amendment to the Napa County Board of Supervisors within 90 days of the report.

(b) Changed circumstances which require amendment of the Conflict of Interest Code shall include, but not be limited to:

(1) The creation of positions which involve the making or participation in the making of decisions which may foreseeably have a material effect on any financial interest;

(2) The reclassification, renaming, or deletion of previously-designated positions;

(3) The addition, deletion, or modification of statutorily-required provisions of this Conflict of Interest Code; or

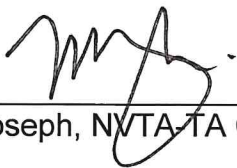
(4) The addition, deletion, or modification of the specific types of investments, business positions, interests in real property, and sources of income which are reportable unless such changes have been automatically incorporated into this Conflict of Interest Code as the result of inclusion of the changes into the model code by the Fair Political Practices Commission.

**THE FOREGOING RESOLUTION WAS DULY AND REGULARLY ADOPTED** by the Board of Directors of the Napa Valley Transportation Authority-Taxing Agency, at a regular meeting held on November 20, 2024, by the following vote:

AYES: DIRECTORS Garcia, Joseph, Williams,  
Eisenberg, Alessio, Sedgley,  
Pedroza, Gregory, Dohring,  
Chouteau, Mohler, McKee can't

NAYS: DIRECTORS

ABSENT: DIRECTORS



Mark Joseph, NVTA-TA Chair

ATTEST:



Laura Sanderlin, NVTA-TA Board Secretary

APPROVED:



Osman Mufti, NVTA-TA Legal Counsel

**CERTIFICATIONS**

I hereby certify that I am the Secretary of the Napa Valley Transportation Authority-Tax Agency and custodian of the records for that Authority and that this Resolution is a true and correct copy of the original on file in the Authority office.

  
\_\_\_\_\_  
Laura Sanderlin, NVTa-TA Authority Secretary

I hereby certify that the Conflict of Interest Code for the Napa Valley Transportation Authority was approved and confirmed by the Napa County Board of Supervisors, as code reviewing body for the Authority, by action of the Board of Supervisors on \_\_\_\_\_, 2024, recorded in the certified minutes of the Board of Supervisors for that date.

Board Secretary, Napa County Board of Supervisors

By \_\_\_\_\_

## APPENDIX "A"

### LIST OF DESIGNATED EMPLOYEES

Because of the nature of the powers and duties conferred on the Authority by the provisions of Division 19 of the Public Utilities Code, the policies adopted by the Board of Directors of the Authority, and the terms of support services and consultant agreements approved by the Board of Directors, the following positions within the Authority may involve the making or participation in the making of decisions of the Authority which may foreseeably have a material effect on financial interests of the holders of the positions. Most of the positions listed are of long-term duration, although some are limited-term positions, but all are listed because their scope of authority or work involves either making final decisions for the Authority which have financial consequences or developing and/or exercising such a level of expertise and ongoing relationship with those who make such decisions that the decision-makers can reasonably be expected to routinely trust and rely upon their advice.

For purposes of filing Statements of Economic Interests as required by this Conflict of Interest Code, the "Designated Employees" of the Authority shall be those persons who actually occupy or carry out the functions of the following positions, whether as elected or appointed officers, compensated employees, or contracted consultants or their employees or subcontractors:

### DESIGNATED EMPLOYEE POSITIONS

#### **Members and Alternates of the Board of Directors**

**Executive Director**

**Deputy Executive Director**

**Authority Legal Counsel**

**Authority Auditor-Controller** (Napa County Auditor-Controller, serving ex-officio)

**Contract Consultants for the Authority.** Contract consultants shall be included in the list of Designated Employees and shall disclose their material financial interests in regard to all of the adopted disclosure categories, subject to the following limitation:

The Executive Director may determine in writing that a particular contract consultant, although a "designated position", is hired to perform a range of duties that is limited in scope and thus is not required to comply or fully comply with all of the disclosure requirements described in Appendix "B". This written determination shall include a description of the contract consultant's duties and, based upon that description, a statement of the extent of disclosure requirements. This determination is a public record and shall be retained for public inspection and be available for inspection and copying in the same location and manner as the Authority's copy of the Conflict of Interest Code.

**PUBLIC OFFICIALS OF THE DISTRICT WHO MANAGE PUBLIC INVESTMENTS**

It has been determined that the Authority Treasurer (the Napa County Treasurer-Tax Collector serving ex-officio) manages public investments and therefore is required by statute to file a Statement of Economic Interests pursuant to Government Code section 87200.

## APPENDIX “B”

### DISCLOSURE CATEGORIES

Rationale. The decisions which the Designated Employees may make or participate in making for the Authority may involve exercising or directly influencing the exercise of any of the powers conferred on the Authority by Division 19 of the Public Utilities Code, including the expenditure of funds for public transportation purposes.

Except where otherwise determined for specified contract consultants pursuant to Appendix “A”, the decisions by the Designated Employees in the routine course of their work for the Authority may have the potential to impact at a level commonly recognized as “material” by the Political Reform Act of 1974, as amended, and the regulations adopted by the Fair Political Practices Commission (“FPPC”) to implement that Act, any or all of those types of financial interests listed in all of the Disclosure Schedules of the Statement of Economic Interests Form approved by the FPPC.

For this reason, all of the Designated Employees under this Conflict of Interest Code, other than specified contract consultants whose disclosure responsibilities or exemption therefrom are determined in writing on a case-by-case basis, shall comply with the broadest possible Disclosure Category applicable under the then-current Statement Form and Schedules, disclosing all sources of income, interests in real property, and investments and business positions in business entities.

# Transportation Funding and Planning Partners

## **Federal Transportation Agencies**

Federal Highway Administration  
(FTA)

Federal Transit Administration  
(FHWA)

### **Roles and Responsibilities**

Administer the Transportation Author-  
ization Legislation: (Bipartisan Infra-  
structure Bill (BIL))

## **State Agencies and Boards**

California Transportation Commission  
(CTC)

California State Transportation Agency  
(CalSTA)

California Department of Transportation  
(Caltrans)

California Air Resources Board (CARB)

### **Roles and Responsibilities**

Administer and Program State Funds

Administer Federal Funds

Set vehicle emissions standards

## **Regional Planning Agencies**

### **Metropolitan Transportation Commission (MTC)**

Association of Bay Area Governments (ABAG)

Bay Area Air Quality

### **Roles and Responsibilities**

Regional Transportation Plan (Sustainable Communities  
Strategy)

Programming Federal and State Funds

Administering Local Funds

Regional Housing Needs Allocation

## **Local Government**

9 Bay Area County Transportation Agencies

27 Public Transit Agencies

9 Counties

101 Cities

### **Roles and Responsibilities**

Fund and design highway improvements

Local Streets and Roads

Housing

Administer local taxes for transportation

Provision of public transit services

## Discretionary Funding Sources

| Fund Name   | Authorizing Legislation  | Purpose   | Primary Agency | Administering Agency  | Revenue Source   | Approximate Annual Funding |
|---|--|---|----------------|---|--|----------------------------|
| Transportation Development Act (TDA)              | TDA  | Transit , Paratransit Bike and Pedestrian, Capital, Planning, and Operating | NVRTA          | Metropolitan Transportation Commission (MTC) (oversight and compliance) | Local generations of a statewide ¼ cent retail sales tax. Dedicated.                                   | \$10,000,000               |
| State Transit Assistance (STA)– Revenue Based     | TDA and Gas Tax Swap (AB 6 and AB 9 of the 2010 State Legislative Session)             | Transit, Operating, Capital, and Planning                                   | NVRTA          | MTC (oversight and compliance)  | Sales tax on diesel fuel – local generations based on eligible operating revenues reported. Dedicated. | \$45,000                   |
| State Transit Assistance (STA) – Population Based | TDA and Gas Tax Swap (AB 6 and AB 9 of the 2010 State Legislative Session)             | Transit Operating, Capital, and Planning                                    | MTC            | MTC (determines amount of revenues to be received)                      | Sales tax on diesel fuel – local generations based on Bay Area population. Dedicated.                  | \$1,900,000                |
| STA- SB1 Population Based Funds                   | Senate Bill 1 (2017)   | Transit Operating, Capital, and Planning                                    | MTC            | MTC   | Senate Bill 1. Dedicated   | \$500,000                  |
| STA- SB1 State of Good Repair                     | Senate Bill 1 (2017)   | Transit Capital   | Caltrans       |   | Senate Bill 1. Dedicated   | \$16,000                   |
| Regional Measure 2                                | Regional Measure 2 - Project 17.1: Express Bus North                                   | Transit Operating and Capital   | MTC            | MTC   | 3 <sup>rd</sup> \$1 on State Owned Bridges. Dedicated.   | \$424,600                  |
| Regional Measure 3                                | SR 29 in South County - \$20 million<br>SR 37 - \$100 million<br>Bus Maint. Fac- \$20M | Transportation Capital  | MTC            | MTC   | \$1 increase beginning in 2019 ramping up to \$3 increase.   | N/A                        |

|   |   |  |                       |   |   |                                   |
|---|---|--|-----------------------|---|---|-----------------------------------|
| Federal Transit Administration (FTA) Section 5307 Formula Funds | Infrastructure Investment and Jobs Act (IIJA)   | Transit, Operating, Capital, and Planning  | FTA                   | MTC (determines policy and project priority)  | Federal gas tax (18.4 cents per gallon on gasoline and 24.4 cents per gallon on diesel) – Napa’s small urbanized area generations based on population. Dedicated.   | \$1,700,000                       |
| FTA Section 5311 non-urbanized area formula                     | Infrastructure Investment and Jobs Act (IIJA)   | Transit, Capital and Operating   | FTA                   | MTC (determines policy and project priority)  | Federal gas tax (18.4 cents per gallon on gasoline and 24.4 cents per gallon on diesel) – Napa’s small urbanized area generations based on population. Dedicated.   | \$300,000                         |
|   |   |  |                       |   |   |                                   |
| <b>Fund Name</b>  | <b>Authorizing Legislation</b>  | <b>Purpose</b>   | <b>Primary Agency</b> | <b>Administering Agency</b>   | <b>Revenue Source</b>   | <b>Approximate Annual Funding</b> |
| FTA Section 5307 (Formerly 5316) Job Access and Reverse Commute | Infrastructure Investment and Jobs Act (IIJA)   | Transit Capital and Operating  | FTA                   | MTC (determines policy and project priority) but small urbanized area funds managed by Caltrans | Federal gas tax (18.4 cents per gallon on gasoline and 24.4 cents per gallon on diesel) – Napa’s small urbanized area generations based on population. Dedicated.   | TBD                               |
| FTA Section 5311(f) - Intercity                                 | Infrastructure Investment and Jobs Act (IIJA)   | Transit Capital and Operating  | FTA                   | Caltrans  | Federal gas tax (18.4 cents per gallon on gasoline and 24.4 cents per gallon on diesel) – Napa’s small urbanized area generations based on population. Dedicated.   | \$222,000                         |
| FTA Section 5317 New Freedom Funds                              | Infrastructure Investment and Jobs Act (IIJA)   | Transit Capital and Operating for projects that go beyond the requirement in ADA                         | FTA                   | MTC (determines policy and project priority) but small urbanized area funds managed by Caltrans | Federal gas tax (18.4 cents per gallon on gasoline and 24.4 cents per gallon on diesel) – Napa’s small urbanized area generations based on population.              | Competitive. Based on award.      |
| FTA Section 5339 Bus and Bus Facilities                         | Infrastructure Investment and Jobs Act (IIJA)   | Transit Capital  | FTA                   | MTC (determines policy and project priority)  | Federal gas tax (18.4 cents per gallon on gasoline and 24.4 cents per gallon on diesel) – Napa’s small urbanized area generations based on population. Dedicated.   | \$200,000                         |
| FTA Section 5310 Elderly & Disabled Program                     | Infrastructure Investment and Jobs Act (IIJA) also known as Bipartisan Infrastructure Law (BIL) | Transit – Replacement Vehicles, Computer, and Communications Equipment for Elderly and Disabled Programs | FTA                   | MTC selects project priorities but administered by Caltrans                                     | Federal gas tax (18.4 cents per gallon on gasoline and 24.4 cents per gallon on diesel) – Napa’s small urbanized area generations based on population. Competitive. | Competitive. Based on award.      |

|           |  |   |      |      |  |              |
|-----------|--|---|------|------|--|--------------|
| Measure T | The Napa Countywide Road Maintenance Act | Rehabilitation of local Streets and Roads | NVTA | NVTA | ½ cent sales tax on Napa County retail sales (begins July 1, 2018). Dedicated, restricted. | \$20,000,000 |
|-----------|--|---|------|------|--|--------------|

| Fund Name  | Authorizing Legislation   | Purpose   | Primary Agency                       | Administering Agency  | Revenue Source  | Approximate Annual Funding |
|--|---|---|--------------------------------------|---|---|----------------------------|
| AB 434 (TFCA)  | AB 434  | Projects that reduce emissions  | BAAQMD                               | BAAQMD (Regional & County) /NCTPA (County revenues)         | \$4 DMV fee. Restricted.  | \$200,000                  |
| Surface Transportation Program (STP) -One Bay Area Grant (MTC distributes under name One Bay Area Grant or (OBAG)) | Infrastructure Investment and Jobs Act (IIJA)   | Roads/Highways on the Federal Aid System, Transit, Bike/Ped improvements, and Planning  | FHWA                                 | MTC selects project priorities but administered by Caltrans | Federal gas tax (18.4 cents per gallon on gasoline and 24.4 cents per gallon on diesel) – Napa’s small urbanized area generations based on population. FY18-23. Dedicated | \$1,500,000                |
| Congestion Mitigation and Air Quality (CMAQ)-OBAG  | Infrastructure Investment and Jobs Act (IIJA)   | Transportation projects that reduce emissions - Roads/Highways on the Federal Aid System, Transit, Bike/Ped   | FHWA                                 | MTC selects project priorities but administered by Caltrans | Federal gas tax (18.4 cents per gallon on gasoline and 24.4 cents per gallon on diesel) – Napa’s small urbanized area generations based on population.                    | TBD                        |
| STIP-Interregional Transportation Improvement Program and Regional Transportation Improvement Program              | N/A ( made up of federal and state funds so subject to policies associated with funds)          | Roads/Highways on the Federal Aid (if federal \$) System, Transit, Bike/Ped improvements. Article 16 restrictions do not allow funds other than those in the Public Transit Account to be used for rolling stock. | California Transportation Commission | MTC selects project priorities but administered by Caltrans | Federal and State Gas Sales and Excise taxes  | \$1,500,000                |
| Low Carbon Transit Operations Program (LCTOP)  | AB 32 Created Cap & Trade but SB 862 created LCTOP and other Cap & Trade Programs               | Transit expansion and capital that reduce greenhouse gas emissions (GHGs).  | California Transportation Commission | Caltrans (and MTC on population formula)                    | Cap & Trade proceeds. Dedicated.  | \$152,000                  |
| Safe Streets for All (SS4A)  | Infrastructure Investment and Jobs Act (IIJA) also known as Bipartisan Infrastructure Law (BIL) | Safety plans, planning, design and development activities in support of action plan, capital projects within plan   | FHWA                                 | FHWA  | Federal gas tax (18.4 cents per gallon on gasoline and 24.4 cents per gallon on diesel) – Napa’s small urbanized area generations based on population.                    | \$1,000,000,000            |

| Fund Name  | Authorizing Legislation   | Purpose   | Primary Agency | Administering Agency            | Revenue Source  | Approximate Annual Funding  |
|--|---|---|----------------|---------------------------------|---|---|
| Reconnecting Communities Program   | Infrastructure Investment and Jobs Act (IIJA) also known as Bipartisan Infrastructure Law (BIL) | Reconnect communities by removing, retrofitting, mitigating highways and other transportation facilities that create barriers to community connectivity and mobility  | FHWA           | FHWA                            | Federal gas tax (18.4 cents per gallon on gasoline and 24.4 cents per gallon on diesel) – Napa’s small urbanized area generations based on population. Dedicated  | \$195,000,000*<br><br>*\$50,000,000 for planning<br>\$145,000,000 for capital |
| Rebuilding American Infrastructure with Sustainability and Equity (RAISE)                              | Infrastructure Investment and Jobs Act (IIJA) also known as Bipartisan Infrastructure Law (BIL) | Highway, bridge or other road projects, public transportation projects, port infrastructure projects  | FHWA           | FHWA                            | Federal gas tax (18.4 cents per gallon on gasoline and 24.4 cents per gallon on diesel) – Napa’s small urbanized area generations based on population. Dedicated  | \$1,500,000,000   |
| Promoting Resilient Operations for Transformative, Efficient, and Cost-Saving Transportation (PROTECT) | Infrastructure Investment and Jobs Act (IIJA) also known as Bipartisan Infrastructure Law (BIL) | Funds for resilience improvements through formula funding distributed to States; competitive planning grants to enable communities to assess vulnerabilities to current and future weather events and natural disasters including sea level rise, and plan transportation improvements and emergency response strategies to address those vulnerabilities | FHWA           | Caltrans                        | Federal gas tax (18.4 cents per gallon on gasoline and 24.4 cents per gallon on diesel) – Napa’s small urbanized area generations based on population. Dedicated. | \$126,000,000   |
| Advanced Transportation Technologies and   | Infrastructure Investment and Jobs Act (IIJA) also known as Bipartisan Infrastructure Law (BIL) | Deploy, install and operate advance transportation technologies to  | FHWA           | § 13006(b); 23 U.S.C. 503(c)(4) | Federal gas tax (18.4 cents per gallon on gasoline and 24.4 cents per gallon on diesel) – Napa’s small  | \$60,000,000  |

|  |   |   |                                      |                          |   |                              |
|--|---|---|--------------------------------------|--------------------------|---|------------------------------|
| Innovative Mobility Deployment (ATTAIN)  |   | improve safety, mobility, efficiency, system performance  |                                      |                          | urbanized area generations based on population. Dedicated.  |                              |
| Strengthening Mobility and Revolutionizing Transportation (SMART)  | Infrastructure Investment and Jobs Act (IIJA) also known as Bipartisan Infrastructure Law (BIL) | Transportation projects that include automation, connected vehicles, sensors, system integrations, delivery/logistics, smart signals and grid | FHWA                                 | FHWA                     | Federal gas tax (18.4 cents per gallon on gasoline and 24.4 cents per gallon on diesel) – Napa’s small urbanized area generations based on population. Dedicated. | \$100,000,000                |
| Transit and Intercity Rail Capital Program   | AB 32 Created Cap & Trade but SB 862 created LCTOP and other Cap & Trade Programs               | Large transit capital expansion projects that reduce greenhouse gas emissions (GHGs).   | California Transportation Commission | Caltrans                 | Cap & Trade proceeds.   | Competitive. Based on award. |
| Affordable Housing & Sustainable Communities Program   | AB 32 Created Cap & Trade but SB 862 created LCTOP and other Cap & Trade Programs               | Infrastructure for affordable housing/in-fill developments served by high quality transit   | Strategic Growth Council             | Strategic Growth Council | Cap & Trade proceeds  | Competitive. Based on award. |
| Active Transportation Program- Statewide (50%)   | Assembly Bill 101 and Senate Bill 99  | Active transportation infrastructure and programs.  | California Transportation Commission | Caltrans                 | Federal and state trails, parks and recs and Highway safety program funds   | Competitive. Based on award. |
| Active Transportation Program – Regional (40%)<br>Note: 10% goes to rural areas under 5,000 but Napa is part of MPO and therefore not eligible for 10% pot | Assembly Bill 101 and Senate Bill 99  | Active transportation infrastructure and programs.  | California Transportation Commission | MTC                      | Federal and state trails, parks and recs and Highway safety program funds   | Competitive. Based on award. |

| Fund Name   | Authorizing Legislation   | Purpose  | Primary Agency                       | Administering Agency | Revenue Source   | Approximate Annual Funding |
|---|---|--|--------------------------------------|----------------------|--|----------------------------|
| Solutions for congested Corridors Program (SCCP)    | Senate Bill 1 (2017)  | Projects designed to reduce congestion in highly traveled and congested corridors  | California Transportation Commission | Caltrans             | Senate Bill 1. Dedicated   | \$250,000,000              |
| Local Partnership Program – Competitive and Formula | Senate Bill 1 (2017)  | Aging infrastructure, road conditions, active transportation, transit and rail, safety   | California Transportation Commission | Caltrans             | Senate Bill. 1 Dedicated – jurisdictions with voter approved taxes, tolls, or fees which are dedicated solely to transportation improvements (40% competitive and 60% formulaic) | \$200,000,000              |
| Local Highway Safety Improvement Program (HSIP)     | Section 148 of Title 23, <i>United States Code</i> (23 U.S.C. 148) and regulated under Part 924 of Title 23, Code of Federal Regulations (23 CFR Part 924). | Federal-aid program with the purpose to achieve reduction in traffic fatalities and serious injuries on public roads                     | FHWA                                 | Caltrans             | Federal gas tax (18.4 cents per gallon on gasoline and 24.4 cents per gallon on diesel) – Napa’s small urbanized area generations based on population. Dedicated.                | \$210,000,000              |
| Transit and Intercity Rail Capital Program (TIRCP)  | Senate Bill (SB) 862 (Chapter 36, Statutes of 2014)   | Fund transformative capital improvements that will modernize CA  | CalSTA                               | Caltrans             | Greenhouse Gas Reduction Fund  | \$900,000,000              |
| Bridge Formula Program                              | Federal Highway Administration (FHWA) authorized by United State Code (U.S.C.) Title 23. This program is subject to Obligational Authority (OA) limits      | A bridge must be owned and maintained by a Ca LPA, be open to public travel, in the NBI, be in poor condition, be seismically vulnerable | FHWA                                 | Caltrans             | Federal gas tax (18.4 cents per gallon on gasoline and 24.4 cents per gallon on diesel) – Napa’s small urbanized area generations based on population. Dedicated.                | TBD                        |

Notes:

- 1) Items not shaded are formula funds
- 2) Light shaded items are regional formula funds but distributed competitively to recipients in the region.
- 3) Dark shaded items are discretionary revenues (i.e. competitive grants and not formula funds)
- 4) Items crossed out are either items that have expired and/or funds exhausted.

Revenue Sources:

Dedicated: NVTa is the direct recipient and sole claimant.

Restricted: Funds are restricted and can only be used on program expenditures.

Competitive: Funds are awarded on a competitive scale. NVTA is an eligible recipient.  
TBD: Based on a yearly allocation or cycle allocation from the grantor agency.



**TRANSPORTATION AND LAND USE IN NAPA – WHO DOES WHAT**

| <b>Jurisdiction</b>                                | <b>Planning</b>  | <b>Project Delivery/Implementation</b>   | <b>Funding Oversight/Re-Distribution</b>   | <b>Operations</b>  |
|--|--|--|--|--|
| Napa Valley Transportation Authority               | Countywide Transportation Plan (25 year), Bike and Pedestrian Plans, Short Range Transit Plan, Community Based Planning (Lifeline Transportation Services), Project/Program-Specific Plans | Monitors project delivery and funding deadlines, multi-jurisdictional project manager (Vine Trail and Highway Project oversight), transit capital construction and system rehabilitation and maintenance | Napa County/Urbanized Area Federal Transit and Highway funds, and State funds through MTC and BAAQMD that are passed through to the jurisdictions/transit system. Administer Measure T ½ cent local sales tax. | Vine Transit<br>Vine Go Transit<br>Vine On-Demand:<br>Calistoga, St. Helena, Yountville, and American Canyon, Shared Vehicle and Mileage Reimbursement |
| Cities/Town/County                                 | General Plan (including Circulation and Housing Element), Site Specific Plans  | Project sponsors: local streets and road bike and pedestrian, and recreational trails construction and maintenance   | None   | Road system ops (signal timing, etc.)  |
| Metropolitan Transportation Commission             | Regional Transportation Plan, Transportation Improvement Plan  | 511, Clipper (single pay transit media), Freeway Service Patrol (tow trucks), FasTrak, Toll Authority  | Designated recipient of Federal Transit and Federal Highway funds, and various state funds, Bay Area bridge tolls on the state-owned bridges   | 511, Freeway Service Patrol, FasTrak, Tolling  |
| Association of Bay Area Government                 | Regional Transportation Plan, Land Use and Resource Planning, Regional Housing Needs Allocation, Projections   | None   | None   | None   |
| California Department of Transportation (Caltrans) | Federal Transportation Improvement Program   | Highway and bridge construction, operations, and maintenance.  | Certain federal transit funds and planning grants.   | Highway operations, monitoring, signals, and ramp metering.  |
| California Transportation Commission               | Approval of state highway plans/projects.  | None   | Administers state transportation funds.  | None   |

## Glossary of Acronyms

|                 |   |                 |  |
|-----------------|---|-----------------|--|
| <b>AB 32</b>    | Global Warming Solutions Act                              | <b>FAS</b>      | Federal Aid Secondary  |
| <b>ABAG</b>     | Association of Bay Area Governments                       | <b>FAST</b>     | Fixing America's Surface Transportation Act                    |
| <b>ACFR</b>     | Annual Comprehensive Financial Report                     | <b>FHWA</b>     | Federal Highway Administration                                 |
| <b>ADA</b>      | American with Disabilities Act                            | <b>FTA</b>      | Federal Transit Administration                                 |
| <b>APA</b>      | American Planning Association                             | <b>FY</b>       | Fiscal Year  |
| <b>ATAC</b>     | Active Transportation Advisory Committee                  | <b>GHG</b>      | Greenhouse Gas   |
| <b>ATP</b>      | Active Transportation Program                             | <b>GGRF</b>     | Greenhouse Gas Reduction Fund                                  |
| <b>BAAQMD</b>   | Bay Area Air Quality Management District                  | <b>GTFS</b>     | General Transit Feed Specification                             |
| <b>BAB</b>      | Build America Bureau                                      | <b>HBP</b>      | Highway Bridge Program   |
| <b>BART</b>     | Bay Area Rapid Transit District                           | <b>HBRR</b>     | Highway Bridge Replacement and Rehabilitation Program          |
| <b>BATA</b>     | Bay Area Toll Authority                                   | <b>HIP</b>      | Housing Incentive Program                                      |
| <b>BIL</b>      | Bipartisan Infrastructure Law (IIJA)                      | <b>HOT</b>      | High Occupancy Toll  |
| <b>BRT</b>      | Bus Rapid Transit   | <b>HOV</b>      | High Occupancy Vehicle   |
| <b>CAC</b>      | Citizen Advisory Committee                                | <b>HR3</b>      | High Risk Rural Roads  |
| <b>CAP</b>      | Climate Action Plan                                       | <b>HSIP</b>     | Highway Safety Improvement Program                             |
| <b>CAPTI</b>    | Climate Action Plan for Transportation Infrastructure     | <b>HTF</b>      | Highway Trust Fund   |
| <b>Caltrans</b> | California Department of Transportation                   | <b>HUTA</b>     | Highway Users Tax Account                                      |
| <b>CASA</b>     | Committee to House the Bay Area                           | <b>HVIP</b>     | Hybrid & Zero-Emission Truck and Bus Voucher Incentive Program |
| <b>CBTP</b>     | Community Based Transportation Plan                       | <b>IFB</b>      | Invitation for Bid   |
| <b>CEQA</b>     | California Environmental Quality Act                      | <b>ITIP</b>     | State Interregional Transportation Improvement Program         |
| <b>CIP</b>      | Capital Investment Program                                | <b>ITOC</b>     | Independent Taxpayer Oversight Committee                       |
| <b>CMA</b>      | Congestion Management Agency                              | <b>IS/MND</b>   | Initial Study/Mitigated Negative Declaration                   |
| <b>CMAQ</b>     | Congestion Mitigation and Air Quality Improvement Program | <b>JARC</b>     | Job Access and Reverse Commute                                 |
| <b>CMP</b>      | Congestion Management Program                             | <b>LCTOP</b>    | Low Carbon Transit Operations Program                          |
| <b>CalSTA</b>   | California State Transportation Agency                    | <b>LIFT</b>     | Low-Income Flexible Transportation                             |
| <b>CTA</b>      | California Transit Association                            | <b>LOS</b>      | Level of Service   |
| <b>CTP</b>      | Countywide Transportation Plan                            | <b>LS&amp;R</b> | Local Streets & Roads  |
| <b>CTC</b>      | California Transportation Commission                      | <b>LTF</b>      | Local Transportation Fund                                      |
| <b>CY</b>       | Calendar Year   | <b>MaaS</b>     | Mobility as a Service  |
| <b>DAA</b>      | Design Alternative Analyst                                | <b>MAP 21</b>   | Moving Ahead for Progress in the 21 <sup>st</sup> Century Act  |
| <b>DBB</b>      | Design-Bid-Build  | <b>MPO</b>      | Metropolitan Planning Organization                             |
| <b>DBE</b>      | Disadvantaged Business Enterprise                         | <b>MTC</b>      | Metropolitan Transportation Commission                         |
| <b>DBF</b>      | Design-Build-Finance                                      | <b>MTS</b>      | Metropolitan Transportation System                             |
| <b>DBFOM</b>    | Design-Build-Finance-Operate-Maintain                     | <b>ND</b>       | Negative Declaration   |
| <b>DED</b>      | Draft Environmental Document                              | <b>NEPA</b>     | National Environmental Policy Act                              |
| <b>EIR</b>      | Environmental Impact Report                               | <b>NOAH</b>     | Natural Occurring Affordable Housing                           |
| <b>EJ</b>       | Environmental Justice                                     | <b>NOC</b>      | Notice of Completion   |
| <b>EPC</b>      | Equity Priority Communities                               | <b>NOD</b>      | Notice of Determination  |
| <b>ETID</b>     | Electronic Transit Information Displays                   |                 |  |

## Glossary of Acronyms

|                   |  |               |   |
|-------------------|--|---------------|---|
| <b>NOP</b>        | Notice of Preparation  | <b>SHA</b>    | State Highway Account   |
| <b>NVTA</b>       | Napa Valley Transportation Authority   | <b>SHOPP</b>  | State Highway Operation and Protection Program                  |
| <b>NVTA-TA</b>    | Napa Valley Transportation Authority-Tax Agency  | <b>SNTDM</b>  | Solano Napa Travel Demand Model                                 |
| <b>OBAG</b>       | One Bay Area Grant   | <b>SR</b>     | State Route   |
| <b>PA&amp;ED</b>  | Project Approval Environmental Document  | <b>SRTS</b>   | Safe Routes to School   |
| <b>P3 or PPP</b>  | Public-Private Partnership   | <b>SOV</b>    | Single-Occupant Vehicle   |
| <b>PCC</b>        | Paratransit Coordination Council   | <b>STA</b>    | State Transit Assistance  |
| <b>PCI</b>        | Pavement Condition Index   | <b>STIC</b>   | Small Transit Intensive Cities                                  |
| <b>PCA</b>        | Priority Conservation Area   | <b>STIP</b>   | State Transportation Improvement Program                        |
| <b>PDA</b>        | Priority Development Areas   | <b>STP</b>    | Surface Transportation Program                                  |
| <b>PID</b>        | Project Initiation Document  | <b>TAC</b>    | Technical Advisory Committee                                    |
| <b>PIR</b>        | Project Initiation Report  | <b>TCM</b>    | Transportation Control Measure                                  |
| <b>PMS</b>        | Pavement Management System   | <b>TCRP</b>   | Traffic Congestion Relief Program                               |
| <b>Prop. 42</b>   | Statewide Initiative that requires a portion of gasoline sales tax revenues be designated to transportation purposes | <b>TDA</b>    | Transportation Development Act                                  |
| <b>PSE</b>        | Plans, Specifications and Estimates  | <b>TDM</b>    | Transportation Demand Management<br>Transportation Demand Model |
| <b>PSR</b>        | Project Study Report   | <b>TE</b>     | Transportation Enhancement                                      |
| <b>PTA</b>        | Public Transportation Account  | <b>TEA</b>    | Transportation Enhancement Activities                           |
| <b>RACC</b>       | Regional Agency Coordinating Committee   | <b>TEA 21</b> | Transportation Equity Act for the 21 <sup>st</sup> Century      |
| <b>RAISE</b>      | Rebuilding American Infrastructure with Sustainability and Equity  | <b>TFCA</b>   | Transportation Fund for Clean Air                               |
| <b>RFP</b>        | Request for Proposal   | <b>TIP</b>    | Transportation Improvement Program                              |
| <b>RFQ</b>        | Request for Qualifications   | <b>TIFIA</b>  | Transportation Infrastructure Finance and Innovation Act        |
| <b>RHNA</b>       | Regional Housing Needs Allocation  | <b>TIRCP</b>  | Transit and Intercity Rail Capital Program                      |
| <b>RM 2</b>       | Regional Measure 2 Bridge Toll   | <b>TLC</b>    | Transportation for Livable Communities                          |
| <b>RM 3</b>       | Regional Measure 3 Bridge Toll   | <b>TLU</b>    | Transportation and Land Use                                     |
| <b>RMRP</b>       | Road Maintenance and Rehabilitation Program  | <b>TMP</b>    | Traffic Management Plan   |
| <b>ROW (R/W)</b>  | Right of Way   | <b>TMS</b>    | Transportation Management System                                |
| <b>RTEP</b>       | Regional Transit Expansion Program   | <b>TNC</b>    | Transportation Network Companies                                |
| <b>RTIP</b>       | Regional Transportation Improvement Program  | <b>TOAH</b>   | Transit Oriented Affordable Housing                             |
| <b>RTP</b>        | Regional Transportation Plan   | <b>TOC</b>    | Transit Oriented Communities                                    |
| <b>SAFE</b>       | Service Authority for Freeways and Expressways   | <b>TOD</b>    | Transit-Oriented Development                                    |
| <b>SAFETEA-LU</b> | Safe, Accountable, Flexible, and Efficient Transportation Equity Act-A Legacy for Users                              | <b>TOS</b>    | Transportation Operations Systems                               |
| <b>SB 375</b>     | Sustainable Communities and Climate Protection Act 2008  | <b>TPA</b>    | Transit Priority Area   |
| <b>SB 1</b>       | The Road Repair and Accountability Act of 2017   | <b>TPI</b>    | Transit Performance Initiative                                  |
| <b>SCS</b>        | Sustainable Community Strategy   | <b>TPP</b>    | Transit Priority Project Areas                                  |
|                   |  | <b>VHD</b>    | Vehicle Hours of Delay  |
|                   |  | <b>VMT</b>    | Vehicle Miles Traveled  |

**NAPA VALLEY TRANSPORTATION AUTHORITY, A JOINT POWERS AGENCY  
JOINT EXERCISE OF POWERS AGREEMENT**

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**NAPA VALLEY TRANSPORTATION AUTHORITY, A JOINT POWERS AGENCY**  
**JOINT EXERCISE OF POWERS AGREEMENT**

**SECTION 1. FORMATION**

- 1.1 Creation and Name.** The County of Napa, the Cities of Napa, St. Helena, Calistoga, American Canyon, and the Town of Yountville (hereinafter referred to as "Member Jurisdictions"), pursuant to Article 2 of Chapter 5 of Division 7 of Title 1 (commencing with section 6500) of the California Government Code, do hereby form, establish and create a joint powers agency to be known as "Napa Valley Transportation Authority," hereinafter referred to as "NVTA" which shall constitute a public entity separate and distinct from the Member Jurisdictions, and the new name of which shall supersede and replace the prior name of the agency, the Napa County Transportation and Planning Agency ("NCTPA") and any other prior name by which the agency was known in the past, including Congestion Management Agency ("CMA").

**SECTION 2. PURPOSE**

- 2.1 General.** NVTA is formed to serve as the countywide transportation planning body for the incorporated and unincorporated areas within Napa County, and as an advisory body for countywide deliberations on land-use, demographics, economic development, community development, and environmental issues, which purposes shall include conducting in a coordinated and more simplified way countywide:

(a) Transportation policy development and planning activities, including those relating to transit on both a short-term and long-term basis and within an intermodal policy framework; improving transit services; providing coordinated and more competitive input to the region's transportation planning and funding programs; and performing such other transportation related duties and responsibilities as the Member Jurisdictions may delegate to NVTA by this Agreement or amendment thereto; and

(b) Advisory deliberations on land-use, demographics, economic development, community development, and environmental issues. Any such deliberations may result in advisory recommendations only, and such recommendations shall not be binding on any Member Jurisdiction.

- 2.2 Chapter 2.6 Compliance Not Included in Purpose.** It is the intention of the Member Jurisdictions in executing the Agreement to exempt Napa County and the Member Jurisdictions from the requirements of Chapter 2.6 of Division 1 of Title 7 (commencing with Government Code section 65088) pertaining to congestion management planning, as permitted by Government Code section 65088.3. For

this reason, compliance with Chapter 2.6 shall not be deemed to be a purpose of NVTA.

**2.3 Intentionally omitted.**

**2.4 Preparation of County Transportation Plan.** The purposes of NVTA shall include delegation by the County of Napa to NVTA of the County's authority under Government Code section 66531 to prepare and submit to the Metropolitan Transportation Commission (MTC) a county transportation plan for the incorporated and unincorporated territory of Napa County which shall include consideration of the planning factors included in Section 134 of the federal Intermodal Surface Transportation Efficiency Act of 1991, as such may be amended from time to time.

**2.5 Exercise of Common and Additional Powers.** The purposes of NVTA shall include establishment of NVTA as an independent joint powers entity to enable the Member Jurisdictions not only to exercise jointly the common powers of the Member Jurisdictions set forth in Section 2.1 but also to exercise such additional powers as are conferred by Section 5 of this Agreement or by the Government Code upon all joint powers agencies.

**SECTION 3. ASSUMPTION OF CMA AND NCTPA CONTRACTS**

**3.1 Assumption of CMA and NCTPA Contracts.** All contracts entered into by the agency in the name of CMA or in the name of NCTPA, which were in effect as of [February 17, 2016 shall be assigned to and assumed in the name of NVTA on and after that date and all references therein to "CMA," "Congestion Management Agency," "Napa County Congestion Management Agency," "NCTPA," or "Napa County Transportation and Planning Authority" shall be deemed to refer to NVTA.

**3.2 Delegation of Contract Responsibilities of CMA Manager or NCTPA Manager.** All references in any CMA or NCTPA contracts assumed by NVTA under Section 3.1 delegating contract responsibilities to the CMA Manager or to the NCTPA Manager shall be deemed to refer, on and after February 17, 2016, to the Executive Director of NVTA.

**SECTION 4. ORGANIZATION**

**4.1 Composition.** NVTA shall be composed of the Member Jurisdictions, to-wit: the County of Napa, the Cities of American Canyon, Napa, St. Helena, and Calistoga, and the Town of Yountville.

**4.2 Principal Office.** The principal office of NVTA shall be established by resolution of the NVTA Board.

4.3 **Governing Board.** The powers of NVTA shall be vested in its governing board (hereinafter referred to as “NVTA Board”).

4.3.1 **Appointment, Replacement and Voting Power of NVTA Board Members (“Members”).**

(a) **Voting Members.** Each voting Member of the NVTA Board shall be an elected official of the governing board of the appointing Member Jurisdiction. One voting Member from each appointing Member Jurisdiction which is a city or town shall be that Member Jurisdiction’s mayor. Any elected official serving as the Napa County representative to the Metropolitan Transportation Commission shall be one of the voting Members appointed by that Member Jurisdiction. Members shall continue to serve as such until they cease to hold their elected positions, are removed in the sole discretion of their respective Member Jurisdiction, resign or are otherwise removed from or disqualified from holding their elected positions as a matter of law or by judgment of a court of competent jurisdiction.

(b) **Non-Voting Member Representing the PCC.** The non-voting Member appointed by NVTA Board upon nomination by the Paratransit Coordinating Council (PCC) shall also be a member or alternate member of the PCC, selected by and serving at the pleasure of the PCC.

(c) **Vacancies.** Except for a vacancy in the non-voting position appointed by the NVTA Board under subsection (b), vacancies on the NVTA Board shall be filled, to the extent practicable, by the respective Member Jurisdictions within sixty (60) days of the occurrence thereof. NVTA and the NVTA Board shall be entitled to rely upon written notice from the clerk of the governing board of the Member Jurisdiction as conclusive evidence of the appointment and removal of all Members and their alternates.

(d) **Composition of Members.** The composition of the Members of the NVTA Board shall be as follows:

| <u>Appointing Entity</u> | <u>Number of Members</u> |
|--------------------------|--------------------------|
| City of American Canyon  | 2                        |
| City of Calistoga        | 2                        |
| City of Napa             | 2                        |
| City of St. Helena       | 2                        |

|   |   |
|---|---|
| Town of Yountville  | 2 |
| County of Napa  | 2 |
| NVTA Board (nominated by<br>Paratransit Coordinating Council) | 1 |

(e) **Voting Power of Members.** The voting power of the Members of the NVTA Board shall be as follows:

(1) On all matters concerning powers under Section 5.2 subsections (a) through (q), inclusive:

| <u>Appointing Entity</u>                                      | <u>Voting Power</u>             |
|---|---------------------------------|
| City of American Canyon                                       | 4 (each Member has two votes)   |
| City of Calistoga   | 2 (each Member has one vote)    |
| City of Napa  | 10 (each Member has five votes) |
| City of St. Helena  | 2 (each Member has one vote)    |
| Town of Yountville  | 2 (each Member has one vote)    |
| County of Napa  | 4 (each Member has 2 votes)     |
| NVTA Board (nominated by<br>Paratransit Coordinating Council) | 0 (non-voting)                  |

(2) On all matters concerning powers under Section 5.2 subsection (r), each voting Member shall have one vote.

(f) **Alternate Members.** Each Member Jurisdiction may, in its discretion, appoint alternate(s) for its Members of the NVTA Board. An alternate shall be an elected official of the governing board of the appointing Member Jurisdiction. Any appointed alternate Members may attend in place of that jurisdiction's Member and participate in discussions of the NVTA Board in the same manner as the Members, but an alternate of a voting Member shall vote only when the Member for whom he or she is an alternate is physically absent or cannot vote due to a conflict of interest.

**4.3.2 Compensation.** No compensation shall be received by any Member of the NVTA Board unless expressly authorized by unanimous resolution of all of the voting Members of the NVTA Board.

#### **4.4 Advisory Committees.**

**4.4.1 Technical Advisory Committee (TAC).** A single Technical Advisory Committee (TAC) shall be appointed by the NVTA Board to advise the NVTA Board regarding transit and roadway issues, including planning, project, and policy aspects. The TAC members shall include the Executive Director of NVTA, serving ex-officio; a member nominated by the PCC and appointed by the NVTA Board; and two members and two alternate members from the technical staffs of each of the Member Jurisdictions, serving ex-officio as designated by the chief administrative officers of the respective Member Jurisdictions.

**4.4.2 Active Transportation Advisory Committee.** The Active Transportation Advisory Committee (ATAC) shall be appointed by and serve in an advisory capacity to the NVTA Board on matters of bicycling and pedestrian issues. By-laws and amendments thereto for the ATAC shall be approved by the NVTA Board.

**4.4.3 Paratransit Coordinating Council (PCC).** The Paratransit Coordinating Council (PCC) shall be an advisory committee to the NVTA Board and serve as the social services transportation advisory council for Napa County provided for under Public Utilities Code section 99238. The PCC shall serve as the primary means of advice to the NVTA Board regarding, and representation of, the special transportation interests of the disabled and elderly, in order to carry out the intent of the State Legislature expressed in Public Utilities Code section 99238(d) to avoid duplicative transit advisory councils whenever possible. By-laws and amendments thereto for the PCC shall be approved by the NVTA Board.

**4.4.4 Other Advisory Committees.** The NVTA Board may create such other advisory committees, both ad-hoc and standing, as it sees fit.

**4.4.5 Compliance with Maddy Act.** When appointing members to the committees the NVTA Board shall comply with the provisions of the Maddy Local Appointive List Act of 1975, Government Code section 54970 et seq., as such has been and may be amended from time to time.

**4.4.6 Compliance with Brown Act.** Except for ad hoc committees, all advisory committees created pursuant to this Section 4.4 shall be subject to the requirements of the Ralph M. Brown Act, Government Code section 54950 et seq.

## SECTION 5. POWERS

- 5.1 General.** NVTA shall have all powers necessary to carry out the purpose of this Agreement. Such powers shall be subject only to the limitations set forth in this Agreement, applicable laws and regulations, and such restrictions upon the manner of exercising such powers as are imposed by law upon the County of Napa in the exercise of similar powers except where specifically authorized otherwise by the Joint Exercise of Powers Act, Government Code section 6500 et seq.
- 5.2 Approved Powers.** The powers of NVTA specifically include but are not limited to the following:
- (a) To sue and be sued in its own name;
  - (b) To incur debts, liabilities and obligations;
  - (c) To employ agents, employees and to contract with third parties for goods and services, including but not limited to the services of engineers, planners, attorneys, accountants, fiscal agents (including auditors, controllers, and treasurers), and providers of transit services;
  - (d) To acquire, improve, hold, lease and dispose of real and personal property of all types;
  - (e) To undertake the acquisition of real property through the exercise of eminent domain in furtherance of transportation and transit related projects in accordance with State and Federal laws;
  - (f) To enact an ordinance for the purpose of adopting the California Uniform Construction Cost Accounting Act procedures and establishing an alternative method of procuring small construction contracts pursuant to California Public Contracts Code sections 22000, *et seq*, as amended from time to time.
  - (g) To make and enter into any contracts with any of the Member Jurisdictions for goods, services, equipment, or real property;
  - (h) To assume contracts made by any Member Jurisdiction or made pursuant to joint powers agreement between any of the Member Jurisdictions;
  - (i) To apply for and accept grants, donations, advances and contributions;
  - (j) To make plans and conduct studies;

- (k)** To coordinate efforts with local, regional, state and federal agencies having jurisdiction over matters pertaining to transportation (including roads) and transit;
- (l)** To engage in all activities necessary for NVTA to act as the Abandoned Vehicle Abatement Authority for Napa County;
- (m)** To operate, directly or by contract with any person or entity including any Member Jurisdiction, any transit and paratransit services within Napa County in whole or in part and, if so, to submit any corresponding claims for funds or reimbursement under the Transportation Development Act (TDA), Section 29530 et seq. of the Government Code, as such may be amended from time to time;
- (n)** To act as the overall program manager within Napa County for the purpose of receiving and reallocating the county's proportionate share of vehicle registration fees collected by the Bay Area Air Quality Management District (BAAQMD) under AB 434 (Chapter 807, Statutes of 1991, set forth in Health and Safety Code section 44241 et seq.);
- (o)** To act as, exercise the powers conferred upon, and fulfill the responsibilities of the Consolidated Transportation Service Agency (CTSA) for Napa County as that term is defined in Public Utilities Code section 99204.5 as amended from time to time, if and when appointed as CTSA by the MTC, such appointment being deemed to supersede the appointment of the County of Napa as CTSA;
- (p)** To invest any funds in the treasury of NVTA that are not required for the immediate necessities of NVTA in such manner as the NVTA Board deems advisable, in the same manner and upon the same conditions as local agencies pursuant to Section 53601, except where otherwise restricted for particular funds by conditions imposed by the person or agency which is the source of those funds;
- (q)** To apply for, expend and allocate all funds related to Transportation Development Act Article Three purposes, as set forth in Public Utilities Code section 99234, *et seq.*, as amended from time to time.
- (r)** To act as a countywide advisory deliberative body on issues of land-use, demographics, economic development, community development, and environmental issues. Any such deliberations may result in advisory recommendations only, and such recommendations shall not be binding on any Member Jurisdiction.
- (s)** To design, construct and operate buildings and facilities of any kind, including, without limitation, transit facilities.

## SECTION 6. PERSONNEL AND ADMINISTRATION

**6.1 Employees.** NVTA may appoint, retain and compensate as a charge against the funds of NVTA, employees, whether temporary, probationary, limited term or permanent and/or may contract with any person or entity, including a Member Jurisdiction, for the furnishing of any services, including but not limited to legal, financial, accounting, data processing, secretarial, purchasing, and personnel services, which are necessary to fulfill the powers, duties and responsibilities of NVTA under this Agreement or as necessary to comply with the laws applicable to joint powers agencies within the State of California, including but not limited to the services described in Sections 6.2 through 6.4, below. Where such services are provided by employees of a Member Jurisdiction by contract between such Member Jurisdiction and NVTA or pursuant to Section 6.3 or 6.4 of this Agreement, NVTA and the employing Member Jurisdiction hereby expressly waive any conflict of interest or incompatibility of employment created thereby.

### **6.2 Executive Director.**

**6.2.1 General.** NVTA shall hire or contract for the provision of the services of an Executive Director to serve as the chief administrative officer of NVTA, performing management and other duties which shall be described in a job description/scope of services approved by resolution of the NVTA Board.

**6.2.2 Filings with Secretary of State.** In addition to any other duties assigned to the Executive Director or otherwise required by law, the Executive Director is hereby authorized to and shall be responsible for filing on behalf of NVTA and the NVTA Board all notices required by Government Code sections 6503.5 and 53051.

### **6.3 Treasurer.**

**6.3.1 General.** The Napa County Treasurer-Tax Collector shall serve as the NVTA Treasurer and in that capacity shall be the depository and have custody of the funds of NVTA, from whatever source, and shall perform the functions described in Government Code section 6505.5 (a) through (e). Notwithstanding the foregoing, the NVTA Board may retain a certified public accountant to serve as NVTA Treasurer in lieu of the Napa County Treasurer-Tax Collector.

**6.3.2 Bond.** The NVTA Treasurer shall post an official bond in an amount to be fixed by the NVTA Board. The cost of such bond shall be a charge against NVTA funds, except that if the NVTA Treasurer is the Napa County Treasurer-Tax Collector, the cost of the bond to be borne by NVTA shall be that amount which is in excess of the cost of the official bond posted by the Napa County Treasurer-Tax Collector for functions unrelated to NVTA.

**6.3.3 Compensation.** Pursuant to Government Code section 6505.5, the Napa County Board of Supervisors shall determine the charges to be made against NVTA for the services performed by the Napa County Treasurer-Tax Collector for NVTA which shall be a charge against NVTA funds. If the NVTA Board retains a certified public accountant to be NVTA Treasurer, the compensation of the NVTA Treasurer shall be determined by the NVTA Board and shall be a charge against NVTA funds.

**6.4 Auditor-Controller.**

**6.4.1 General.** The Napa County Auditor-Controller shall serve as the auditor-controller of NVTA and shall be responsible for drawing warrants to pay demands against NVTA when the demands have been approved by the NVTA Board or, upon delegation by the NVTA Board, by the Executive Director, or designee when acting as purchasing agent for NVTA.

**6.4.2 Custodian of Property; Bond.** With the exception of NVTA funds which shall be in the custody of the NVTA Treasurer, the Napa County Auditor-Controller shall, acting as NVTA Auditor-Controller, be the public officer designated pursuant to Government Code section 6505.1 to have charge of, handle, have access to, and maintain inventory any property of NVTA and shall post an official bond in an amount to be fixed by the NVTA Board. The cost of such bond, to the extent in excess of the cost of the official bond posted by the Napa County Auditor-Controller in connection with functions unrelated to NVTA, shall be a charge against NVTA funds.

**6.4.3 Compensation.** Pursuant to Government Code section 6505.5, the Napa County Board of Supervisors shall determine the charges to be made against the NVTA for the services performed by the Napa County Auditor-Controller for NVTA, which shall constitute a charge against the funds of NVTA.

**SECTION 7. DUTIES AND RESPONSIBILITIES**

**7.1** Intentionally omitted.

**7.2 Coordination of Transportation Systems.** NVTA shall facilitate the coordination of transportation systems operated by or on behalf of the Member Jurisdictions with Napa County and adjacent counties.

**7.3 Coordination of Transportation and Land Use Management.** NVTA shall develop and implement programs and policies for the coordination of transportation and related land use management by the Member Jurisdictions. Such programs may include, but shall not be limited to, providing analysis of the

impacts of land use decisions by the Member Jurisdictions on regional transportation systems and the costs associated with mitigating those impacts. In carrying out this responsibility, NVTA shall review and comment on all discretionary projects related to transportation under consideration by any of the Member Jurisdictions and may review and comment on such discretionary projects under consideration by any other public entity which are submitted to NVTA for review and comment.

- 7.4 **Countywide Transportation Plans.** NVTA shall develop, adopt, implement, update as necessary, and submit to MTC a county transportation plan under Government Code section 66531 for the incorporated and unincorporated territory of Napa County which shall include consideration of the planning factors included in Section 134 of the federal Intermodal Surface Transportation Efficiency Act of 1991, as such may be amended from time to time.
- 7.5 **Submission of Funding Applications and Claims.** NVTA may submit applications and funding claims for transportation related purposes to local government, MTC, the State of California, the Federal Government and other entities supporting transportation.
- 7.6 **Intermodal Policies and Programs.** NVTA may consider and adopt policies and programs for all modes of transportation including but not limited to, transit, paratransit, streets and roads, bicycle and pedestrian facilities, airports, marinas, harbors, and railroads.
- 7.7 **Transportation Development Act (TDA) Claims for Transit and Paratransit Services.** If NVTA operates directly or by contract with any person or entity including any Member Jurisdiction the operation of any transit and paratransit services within Napa County in whole or in part, NVTA shall be deemed authorized by this Agreement to submit any corresponding claims for funds or reimbursement under the Transportation Development Act (TDA), Section 29530 et seq. of the Government Code, as such may be amended from time to time.
- 7.8 **Consolidated Transit Services Agency.** If, in the future and with the consent of all of the Member Jurisdictions and MTC, NVTA is appointed in place of the Napa County Board of Supervisors as the consolidated transportation service agency (CTSA) for Napa County as that term is defined in Public Utilities Code section 99204.5, as such may be amended from time to time, then and only then may NVTA make claims pursuant to the procedure set forth in Article 7 of Chapter 3 of Title 21 of the California Code of Regulations, commencing with 6680.
- 7.9 **Overall Program Manager (AB 434).** NVTA shall act as the overall program manager within Napa County for the purpose of receiving and reallocating the county's proportionate share of vehicle registration fees collected by the Bay Area

Air Quality Management District (BAAQMD) under AB 434 (Chapter 807, Statutes of 1991, set forth in Health and Safety Code section 44241 et seq.).

- 7.10 Deliberative Body.** NVTA shall act as the countywide deliberative body for discussions of inter-jurisdictional issues relating to land use, infrastructure, the economy and economic development, community development, and environmental issues. No subject may be deliberated unless a majority of votes, as determined by Section 4.3.1 (e) (2) of this Agreement, of the Board has approved such deliberations. The NVTA may adopt decisions on such matters, but its decisions shall constitute recommendations to the Member Jurisdictions only, and shall have no binding effect. Final decision making on all matters affecting Member Jurisdictions shall remain with the governing body of each Member, except as provided by Sections 5.2 (a) through (p) inclusive, of this Joint Powers Agreement, state or federal law, and applicable regulations.
- 7.11 Other Duties and Responsibilities.** NVTA shall carry out such other duties and responsibilities as the Member Jurisdictions, by unanimous approval expressed through amendment of this Agreement or resolutions of their respective governing boards, may delegate to NVTA.

## **SECTION 8. FINANCE**

- 8.1 Fiscal Year.** The fiscal year for NVTA shall begin on July 1 and end on June 30.
- 8.2 Budget.** A budget for NVTA shall be adopted by the NVTA Board for each fiscal year prior to June 30 of the preceding fiscal year. The budget shall include sufficient detail to constitute an operating guideline. It shall also include the anticipated sources of funds and the anticipated expenditures to be made for the operations of NVTA. Approval of the budget by the NVTA Board shall constitute authority for the Executive Director to expend funds for the purposes outlined in the approved budget, subject to the availability of funds on hand as determined by the NVTA Auditor-Controller and subject to the constraints imposed upon general law counties pertaining to execution of contracts by purchasing agents. Nothing in this Section 8.2 shall be construed to limit the power of the NVTA Board to modify the budget in whatever manner it deems appropriate and to instruct the Executive Director accordingly.
- 8.3 Revenues.**
- 8.3.1 Membership Fees.** The Member Jurisdictions shall pay to NVTA an annual membership fee (the "Membership Fee") based on (a) the relative populations of the Member Jurisdictions and (b) the relative number of road miles served by NVTA in each Member Jurisdiction. The Membership Fee shall be due and payable on or before June 30 of the current fiscal year. The fees for fiscal year 2021-2022 are shown in the

chart below. NVTA shall adjust the Membership Fees based on changes to the Bay Area Consumer Price Index every two years concurrently with NVTA's biennial budget cycle, provided that the total Membership Fees assessed to the Member Jurisdictions shall not be reduced below \$250,000 until all bonds or other instruments of indebtedness issued or entered into by NVTA, if any, have been paid in full.

| <b>Member Jurisdiction</b> | <b>Membership Fee<br/>(FY 2021-2022)</b> | <b>Weighted Average</b> |
|----------------------------|--|-------------------------|
| City of Napa               | \$109,480                                | 43.79%                  |
| Napa County                | \$91,841                                 | 36.74%                  |
| City of American Canyon    | \$27,820                                 | 11.13%                  |
| Town of Yountville         | \$3,905                                  | 1.56%                   |
| City of St. Helena         | \$9,666                                  | 3.87%                   |
| City of Calistoga          | \$7,288                                  | 2.92%                   |
| Total                      | \$250,000                                | 100%                    |

**8.3.2 Approval Required for Changes to Membership Fee Apportionment.**

No change shall be made to the apportionment of Membership Fees among the Member Jurisdictions (as set forth in the "Weighted Average" column of the Membership Fee chart shown in Section 8.3.1, above) unless such change in apportionment has been first approved by the legislative bodies of all of the Member Jurisdictions.

**8.3.3 Transportation Funds.**

In order to carry out the transportation duties and responsibilities of this Agreement, NVTA shall be empowered to claim all TDA funds under Articles 4, 4.5 and/or 8 of Chapter 4 of the Public Utilities Code apportioned within Napa County by the Metropolitan Transportation Commission. All TDA funds will be used for purposes allowed under TDA regulations with the exception of those funds for streets and roads, Section 99400(a) of the Public Utilities Code. All TDA funds claimed by NVTA shall be used at the sole discretion of the NVTA Board of Directors only for transportation, transit, paratransit services, related capital improvements and payment of related debt obligations. TDA funds apportioned or allocated under Section 99233.3 are not subject to this agreement. Member Jurisdictions endorse a single apportionment by MTC under Sections 99233.8 and 99233.9 of the Public Utilities Code to the NVTA on behalf of the jurisdictions of Napa County. If apportionment under Sections 99233.8 and 99233.9 of the Public Utilities Code are made to any Member Jurisdiction, the NVTA is authorized to claim all such apportionments for transit purposes without further action by the Member Jurisdiction. Funds available pursuant to Section 99313.6, excluding funds apportioned or allocated under Section 99314.3, shall be claimed solely by the NVTA for

transit purposes. No Member Jurisdiction shall claim funds apportioned or allocated under Section 99313.6, excluding funds apportioned or allocated under Section 99314.3.

**8.3.4 Standards For Use of TDA Funds.** Every two years, the NVTA will prepare and adopt a Short Range Transit Plan (“SRTP”). As warranted, at the discretion of the NVTA Board, the SRTP may be updated annually. The NVTA Board will adopt the SRTP and any updated SRTP. The SRTP shall provide the basis for evaluating what services are necessary and where services will be provided.

#### **8.4 Accountability.**

**8.4.1 Accountable to Member Jurisdictions.** NVTA shall be strictly accountable to the Member Jurisdictions for all receipts and disbursements of NVTA.

**8.4.2 Annual Financial Audit.** The NVTA Board shall cause an annual financial audit to be prepared and filed to the extent required by Government Code section 6505.

#### **8.5 Debts, Liabilities and Obligations.**

##### **8.5.1 General.**

**(a) Obligation and Assignment of Debt.** The debts, liabilities, and obligations of NVTA shall be solely the obligation of NVTA and not the debts, liabilities, and obligations of the Member Jurisdictions or their respective officers or employees. However, nothing in this Agreement shall prevent any Member Jurisdiction from separately contracting for, or assuming responsibility for, specific debts, liabilities, or obligations of NVTA, provided that both the NVTA Board and that Member Jurisdiction give prior approval of such contract or assumption.

**(b) Advance Notice of Debts.** NVTA will provide notice to the NVTA Board of Directors at their next regular or special meeting prior to submission of a formal application for long term debt where debt payments are expected to exceed one year. This notice provision shall not apply to applications for or extensions to lines of credit.

##### **8.5.2 Liability.**

**(a) Primary Liability.** If liability is imposed upon NVTA by a court of competent jurisdiction by reason of negligent or willful acts or omissions of NVTA or any of its officers, employees, agents, volunteers, or contractors,

any resulting monetary judgment against NVTA shall be paid first from the discretionary funds of NVTA or, if the liability arose from the actions of a contractor, contribution shall be sought from the contractor.

(b) **Insurance.** To comply with subsection (a), above, NVTA shall obtain and maintain in force during the life of this Agreement insurance for errors and omissions, general liability, and vehicle liability in amounts deemed by the NVTA Board to be sufficient to fully cover NVTA, its officers, employees, board members, and agents, and the Member Jurisdictions for any reasonably foreseeable losses. Where services are provided by contract to NVTA, the contract shall require the contractor to obtain insurance sufficient to hold NVTA and the Member Jurisdictions harmless and indemnify them against any claims for liability arising from the provision of the services. The cost of such coverage, whether obtained directly by NVTA or as any increased in the contract price for services obtained under contract, shall be a charge against NVTA funds.

## SECTION 9. RULES OF CONDUCT

- 9.1 **Bylaws.** The NVTA Board may from time to time adopt bylaws for the conduct of the affairs of NVTA and the NVTA Board, provided such Rules of Conduct are not inconsistent with this Agreement.
- 9.2 **Quorum.** A majority of the voting power and seven (7) of the twelve (12) voting members (or their alternates) of the NVTA Board shall constitute a quorum for the transaction of business at any meeting of the NVTA Board. Notwithstanding the foregoing, if a quorum is present at the commencement of the meeting, the affirmative vote of a majority of the voting power of the NVTA Board shall constitute the act of the NVTA Board even if, at the time of such vote, less than seven voting members (or their alternates) are present.
- 9.3 **Adjournment of Meetings.** Any meeting of the NVTA Board, whether or not a quorum is present, may be adjourned by a vote of the majority of the voting members (or their alternates) present or, if no voting members or their alternates are present, may be adjourned by the person appointed to serve as Clerk or Secretary of the NVTA Board.
- 9.4 **Brown Act.** All meetings of the NVTA Board shall comply with the requirements of the Ralph M. Brown Act (Government Code section 54950 et seq.).

## SECTION 10. NOTICES

- 10.1 **Method.** All notices which any Member Jurisdiction or NVTA may wish to give in connection with this Agreement shall be in writing and served by personal delivery during business hours at the principal office of the Member Jurisdiction or NVTA

to an officer or person apparently in charge of that office, or by deposit in the United States mail, postage prepaid, and addressed to the Member Jurisdiction or NVTA at its principal office or to such other address as the Member Jurisdiction or NVTA may designate from time to time by written notice to NVTA and each of the parties. Service of notice shall be deemed complete on the day of personal delivery (or 24 hours after such delivery for notice of special meetings) or three (3) days after mailing if deposited in the United States mail.

**10.2 Addresses for Notice.** Until changed by written notice to NVTA and the Member Jurisdictions, notices under this Agreement shall be delivered to the following addresses:

**NVTA:** Executive Director  
Napa Valley Transportation Authority  
625 Burnell Street  
Napa, California 94559-3420

**COUNTY OF NAPA:** Clerk of the Board of Supervisors  
County Administration Building  
1195 Third Street, Room 310  
Napa, California 94559

**CITY OF AMERICAN CANYON:** American Canyon City Clerk  
4381 Broadway Street, Suite 201  
American Canyon, California 94503

**CITY OF NAPA:** Napa City Clerk  
955 School Street  
Napa, California 94559

**TOWN OF YOUNTVILLE:** Yountville Town Clerk  
6550 Yount Street  
Yountville, California 94599

**CITY OF ST. HELENA:** St. Helena City Clerk  
1480 Main Street  
St. Helena, California 94574

**CITY OF CALISTOGA:** Calistoga City Clerk  
1232 Washington Street  
Calistoga, California 94515

## SECTION 11. ASSIGNMENT, WITHDRAWAL AND TERMINATION

- 11.1 Assignment.** This Agreement shall be binding upon and inure to the benefit of the permitted successors and assigns of the Member Jurisdictions, except that no Member Jurisdiction shall assign any of its rights under this Agreement except to a duly-formed public entity organized and existing under the laws of the State of California and then only when approved by amendment of this Agreement.
- 11.2 Withdrawal.** A Member Jurisdiction may withdraw from NVTA without the consent of the other Member Jurisdictions by giving no less than ninety (90) days prior written notice to the NVTA Board. A Member Jurisdiction may withdraw from NVTA at any time with the written consent of all of the other Member Jurisdictions contained in an amendment of this Agreement. A Member Jurisdiction electing to withdraw prior to termination of the Agreement pursuant to Section 11.3 shall not be entitled to share in the distribution of assets provided for in Section 11.3. This provision shall not be effective and no Member Jurisdiction may withdraw from NVTA until all bonds or other instruments of indebtedness issued or entered into by NVTA, if any, have been paid in full.
- 11.3 Termination.** The Agreement shall continue in effect until terminated. The Agreement may be terminated at any time and NVTA dissolved with the written consent of the majority of the then-existing Member Jurisdictions representing a majority of the votes on the NVTA Board. Such consent shall be expressed in duly-authorized resolutions of the Member Jurisdictions. This provision shall not be effective so long as any bonds or other indebtedness of NVTA are outstanding and unpaid, or funds are not otherwise set aside for the payment or redemption thereof in accordance with the terms of the bonds or other indebtedness and the documentation relating thereto.
- 11.4 Disposition of Assets.** In the event of termination of the Agreement and dissolution of NVTA, any remaining assets of NVTA shall be sold or, if sale is prohibited under the terms of original acquisition, returned to or otherwise disposed of at the direction of the party or persons from whom they were obtained. After all liabilities, encumbrances and liens have been paid, the proceeds of such sales shall be allocated proportionately to the Member Jurisdictions based upon their respective populations as determined by the latest California State Department of Finance population figures. Notwithstanding the foregoing, in accordance with Government Code section 6512, any funds remaining at the time of termination which were contributed by the Member Jurisdictions shall be returned to the Member Jurisdictions in proportion to the contributions made.

## SECTION 12. AMENDMENTS

- 12.1 Method of Amendment.** Amendments to this Agreement shall be made only with the written consent of all then-existing Member Jurisdictions without regard to

voting power on the NVTA Board. So long as any bonds or other indebtedness of NVTA are outstanding and unpaid, or funds are not otherwise set aside for the payment or redemption thereof in accordance with the terms of the bonds or other indebtedness and the documentation relating thereto, this Joint Powers Agreement shall not be amended, modified or otherwise revised, changed or rescinded, unless the NVTA and Member Jurisdictions have first complied with (i) the procedures required to amend any indenture for existing Bonds, or (ii) the terms of other indebtedness, as applicable.

### **SECTION 13. WAIVER**

**13.1 Limitation.** Waiver by any Member Jurisdiction of breach of any provision of this Agreement shall not constitute a waiver of any other breach of such provision or of any other provision of this Agreement, nor shall failure to enforce any provision hereof operate as a waiver of such provision or of any other provision.

### **SECTION 14. SEVERABILITY**

**14.1 General.** Should any part, term or provision of this Agreement be decided by a final judgment of a court of competent jurisdiction to be illegal or in conflict with any State or federal law or regulation or any applicable local ordinance or otherwise be unenforceable or ineffectual, the validity of the remaining parts, terms and provisions shall not be affected.

### **SECTION 15. SECTION HEADINGS**

**15.1 Effect.** All section numbers and headings contained in this Agreement are for convenience and reference only and are not intended to define or limit the scope of any provision of this Agreement.

### **SECTION 16. APPLICABLE LAW AND VENUE**

**16.1 Applicable Law.** The rights, obligations, duties and liabilities of NVTA and of the Member Jurisdictions under this Agreement shall be interpreted in accordance with and governed by the law of the State of California.

**16.2 Venue for Disputes.** Venue for any action filed by any Member Jurisdiction under state law to enforce this Agreement or any provision thereof shall be in the courts of Napa County. Venue for any action filed by any Member Jurisdiction under federal law or as a federal action shall be in the federal courts for the Northern District of California.

## **SECTION 17. NO RIGHTS CREATED IN THIRD PARTIES**

**17.1 No Rights for Third Parties.** The parties to this Agreement hereby expressly agree that it is not the intent of the parties to create, and this Agreement shall not be deemed or construed to create any third party beneficiaries or otherwise inure to the benefit of any third parties.

## **SECTION 18. ENTIRE AGREEMENT**

**18.1 Integrated Agreement.** The terms and provisions of this Agreement constitute the full and entire agreement between the Member Jurisdictions with respect to the matters covered herein. This Agreement supersedes any and all other communications, representations, proposals, understandings or agreements, either written or oral, between the Member Jurisdictions with respect to such subject matter, including any prior agreement or amendment thereto relating to the CMA.

**AMENDMENT NO. 12  
TO THE JOINT POWERS AGREEMENT  
FOR THE  
NAPA VALLEY TRANSPORTATION AUTHORITY**

**(ALSO KNOWN AS NAPA COUNTY AGREEMENT NO. 3061; CITY OF NAPA  
AGREEMENT NO. 6147; CITY OF AMERICAN CANYON RESOLUTION NO. 92-  
33/AGREEMENT NO. 95-15; TOWN OF YOUNTVILLE RESOLUTION. NO. 868;  
CITY OF ST. HELENA RESOLUTION NO. 91-32; CITY OF CALISTOGA  
RESOLUTION NO. 91-19)**

**THIS AMENDMENT NO. 12 TO THE JOINT POWERS AGREEMENT OF THE  
NAPA VALLEY TRANSPORTATION AUTHORITY(the “Agreement”)** is entered into as  
of the effective date determined under Section 3, below, by and between the COUNTY  
OF NAPA, CITY OF AMERICAN CANYON, CITY OF NAPA, TOWN OF YOUNTVILLE,  
CITY OF ST. HELENA, and CITY OF CALISTOGA (“Member Jurisdictions”);

**RECITALS**

**WHEREAS**, the Napa Valley Transportation Authority (“NVTA”) is a joint powers  
agency created by the Member Jurisdictions to provide coordinated transportation  
planning and transportation services, among other duties, within the County of Napa;  
and

**WHEREAS**, the Member Jurisdictions desire to amend the Agreement to update  
its provisions, including but not limited to clarifying certain provisions concerning bonding  
and other types of debt financing, updating the powers to be exercised by the NVTA,  
providing for Member Jurisdiction membership fees and making other minor corrections:

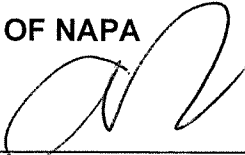
**TERMS**

**NOW, THEREFORE, THE MEMBER JURISDICTIONS** agree as follows:

1. The foregoing Recitals are true and correct.
2. The terms of the Agreement are hereby amended to read in full as set forth  
in Attachment “A”, attached hereto and incorporated by reference herein.
3. This Amendment No. 12 and the attached provisions of Attachment “A” shall  
become effective on the date the documents have been ratified by all of the Member  
Jurisdictions. This Amendment may be signed in counterparts by the parties hereto and  
shall be valid and binding as if fully executed all on one copy.

IN WITNESS WHEREOF, this Amendment No. 12 to the Joint Powers Agreement creating the Napa Valley Transportation Authority was executed by the Member Jurisdictions through their duly-authorized representatives as noted below:

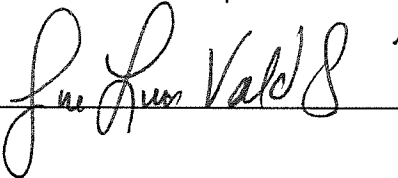
COUNTY OF NAPA

By:   
ALFREDO PEDROZA, Chair  
Napa County Board of Supervisors

Date: 2/23/2021

ATTEST:  
JOSE LUIS VALDEZ  
Clerk of the Board of Supervisors

APPROVED AS TO FORM:  
JEFFREY M. BRAX  
Napa County Counsel

By: 

By: Thomas C. Zeleny  
Deputy County Counsel

CITY OF AMERICAN CANYON

By: \_\_\_\_\_  
LEON GARCIA, Mayor

Date: \_\_\_\_\_

ATTEST:  
CHERRI WALTON  
American Canyon Interim City Clerk

APPROVED AS TO FORM:  
WILLIAM D. ROSS  
American Canyon City Attorney

By: \_\_\_\_\_

By: \_\_\_\_\_

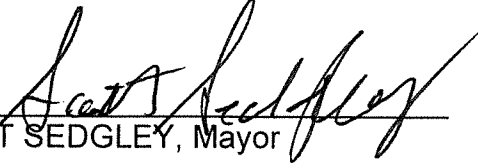
APPROVED 2/23/2021

NAPA COUNTY BOARD OF SUPERVISORS

CLERK OF THE BOARD

BY:  Deputy

**CITY OF NAPA**

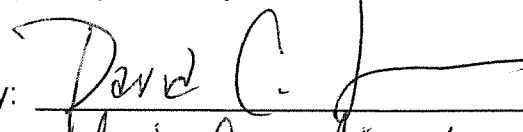
By:   
SCOTT SEDGLEY, Mayor

Date: 1/5/2021

ATTEST:  
TIFFANY CARRANZA  
Napa City Clerk

APPROVED AS TO FORM:  
MICHAEL W. BARRETT  
Napa City Attorney

By: 

By:   
Asst. City Attorney

COUNTERSIGNED:  
Joy Riesenber, City Auditor

By: 

**TOWN OF YOUNTVILLE**

By: \_\_\_\_\_  
JOHN F. DUNBAR, Mayor

Date: \_\_\_\_\_

ATTEST:  
MICHELLE DAHME  
Yountville Town Clerk

APPROVED AS TO FORM:  
GREGORY BELL  
Yountville Town Attorney

By: \_\_\_\_\_

By: \_\_\_\_\_

**CITY OF ST. HELENA**

By: \_\_\_\_\_  
GEOFF ELLSWORTH, Mayor

Date: \_\_\_\_\_

ATTEST:  
CINDY TZAFPOULOS  
St. Helena City Clerk

APPROVED AS TO FORM:  
ETHAN WALSH  
St. Helena City Attorney

By: \_\_\_\_\_

By: \_\_\_\_\_

**CITY OF NAPA**

By: \_\_\_\_\_  
SCOTT SEDGLEY, Mayor

Date: \_\_\_\_\_


ATTEST:  
TIFFANY CARRANZA  
Napa City Clerk

APPROVED AS TO FORM:  
MICHAEL W. BARRETT  
Napa City Attorney

By: \_\_\_\_\_

By: \_\_\_\_\_

**TOWN OF YOUNTVILLE**

By:   
JOHN F. DUNBAR, Mayor

Date: 1/29/21

ATTEST:  
MICHELLE DAHME  
Yountville Town Clerk

APPROVED AS TO FORM:  
GREGORY BELL  
Yountville Town Attorney

By: 

By: \_\_\_\_\_

**CITY OF ST. HELENA**

By: \_\_\_\_\_  
GEOFF ELLSWORTH, Mayor

Date: \_\_\_\_\_

ATTEST:  
CINDY TZAFPOULOS  
St. Helena City Clerk

APPROVED AS TO FORM:  
ETHAN WALSH  
St. Helena City Attorney

By: \_\_\_\_\_

By: \_\_\_\_\_

**CITY OF NAPA**

By: \_\_\_\_\_  
SCOTT SEDGLEY, Mayor

Date: \_\_\_\_\_

ATTEST:  
TIFFANY CARRANZA  
Napa City Clerk

APPROVED AS TO FORM:  
MICHAEL W. BARRETT  
Napa City Attorney

By: \_\_\_\_\_

By: \_\_\_\_\_

**TOWN OF YOUNTVILLE**

By: \_\_\_\_\_  
JOHN F. DUNBAR, Mayor

Date: \_\_\_\_\_

ATTEST:  
MICHELLE DAHME  
Yountville Town Clerk

APPROVED AS TO FORM:  
GARY BELL  
Yountville Town Attorney

By: \_\_\_\_\_

By: *Mary B Bell*  
\_\_\_\_\_

**CITY OF ST. HELENA**

By: \_\_\_\_\_  
GEOFF ELLSWORTH, Mayor

Date: \_\_\_\_\_

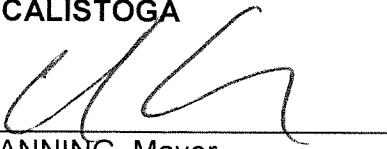
ATTEST:  
CINDY TZAFPOULOS  
St. Helena City Clerk

APPROVED AS TO FORM:  
ETHAN WALSH  
St. Helena City Attorney

By: \_\_\_\_\_

By: \_\_\_\_\_

CITY OF CALISTOGA

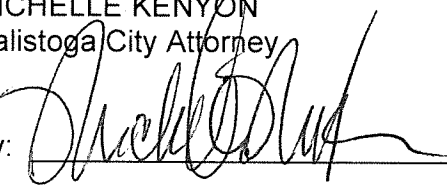
By:   
CHRIS CANNING, Mayor

Date: 2/10/21

ATTEST:  
MARNI RITTBURG  
Calistoga City Clerk

APPROVED AS TO FORM:  
MICHELLE KENYON  
Calistoga City Attorney

By: 

By: 

**IN WITNESS WHEREOF**, this Amendment No. 12 to the Joint Powers Agreement creating the Napa Valley Transportation Authority was executed by the Member Jurisdictions through their duly-authorized representatives as noted below:

**COUNTY OF NAPA**

By: \_\_\_\_\_  
ALFREDO PEDROZA, Chair  
Napa County Board of Supervisors

Date: \_\_\_\_\_

ATTEST:  
JOSE LOUIE VALDEZ  
Clerk of the Board of Supervisors

APPROVED AS TO FORM:  
JEFFREY BRAX  
Acting Napa County Counsel

By: \_\_\_\_\_

By: \_\_\_\_\_

**CITY OF AMERICAN CANYON**

By: Leon Garcia  
LEON GARCIA, Mayor

Date: 1/28/2021

ATTEST:  
CHERRI WALTON  
American Canyon Interim City Clerk

APPROVED AS TO FORM:  
WILLIAM D. ROSS  
American Canyon City Attorney

By: 

By: 

**CITY OF NAPA**

By: \_\_\_\_\_  
SCOTT SEDGLEY, Mayor

Date: \_\_\_\_\_

ATTEST:  
TIFFANY CARRANZA  
Napa City Clerk

APPROVED AS TO FORM:  
MICHAEL W. BARRETT  
Napa City Attorney

By: \_\_\_\_\_

By: \_\_\_\_\_

**TOWN OF YOUNTVILLE**

By: \_\_\_\_\_  
JOHN F. DUNBAR, Mayor

Date: \_\_\_\_\_


ATTEST:  
MICHELLE DAHME  
Yountville Town Clerk

APPROVED AS TO FORM:  
GREGORY BELL  
Yountville Town Attorney

By: \_\_\_\_\_

By: \_\_\_\_\_

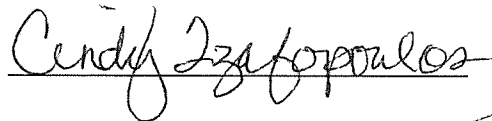
**CITY OF ST. HELENA**

By:   
GEOFF ELLSWORTH, Mayor

Date: \_\_\_\_\_

ATTEST:  
CINDY TZAFPOULOS  
St. Helena City Clerk

APPROVED AS TO FORM:  
ETHAN WALSH  
St. Helena City Attorney

By: 

By: \_\_\_\_\_



**CITY OF NAPA**

By: \_\_\_\_\_  
SCOTT SEDGLEY, Mayor

Date: \_\_\_\_\_

ATTEST:  
TIFFANY CARRANZA  
Napa City Clerk

APPROVED AS TO FORM:  
MICHAEL W. BARRETT  
Napa City Attorney

By: \_\_\_\_\_

By: \_\_\_\_\_

**TOWN OF YOUNTVILLE**

By: \_\_\_\_\_  
JOHN F. DUNBAR, Mayor

Date: \_\_\_\_\_

ATTEST:  
MICHELLE DAHME  
Yountville Town Clerk

APPROVED AS TO FORM:  
GREGORY BELL  
Yountville Town Attorney

By: \_\_\_\_\_

By: \_\_\_\_\_

**CITY OF ST. HELENA**

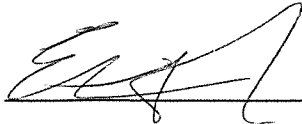
By: \_\_\_\_\_  
GEOFF ELLSWORTH, Mayor

Date: \_\_\_\_\_

ATTEST:  
CINDY TZAFPOULOS  
St. Helena City Clerk

APPROVED AS TO FORM:  
ETHAN WALSH  
St. Helena City Attorney

By: \_\_\_\_\_

By:  \_\_\_\_\_