



**Local Agency Formation Commission of Napa County**  
Subdivision of the State of California

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*We Manage Local Government Boundaries, Evaluate Municipal Services, and Protect Agriculture*

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**Agenda Item 6a**

**TO:** Local Agency Formation Commission

**PREPARED BY:** Kathy Mabry, Commission Secretary

**MEETING DATE:** April 6, 2015

**SUBJECT:** Approval of Meeting Minutes: February 2, 2015 and  
Special Meeting of March 16, 2015

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**DISCUSSION AND RECOMMENDATION**

The Commission will consider approving the attached summary minutes prepared by staff for the regular meeting of February 2, 2015 and the Special Meeting of March 16, 2015. Staff recommends approval.

**ATTACHMENTS:**

- 1) LAFCO Regular Meeting Minutes of February 2, 2015
- 2) LAFCO Special Meeting Minutes of March 16, 2015

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Joan Bennett, Chair  
Councilmember, City of American Canyon

Greg Pitts, Commissioner  
Councilmember, City of St. Helena

Juliana Inman, Alternate Commissioner  
Councilmember, City of Napa

Diane Dillon, Vice Chair  
County of Napa Supervisor, 3<sup>rd</sup> District

Brad Wagenknecht, Commissioner  
County of Napa Supervisor, 1<sup>st</sup> District

Keith Caldwell, Alternate Commissioner  
County of Napa Supervisor, 5<sup>th</sup> District

Brian Kelly, Commissioner  
Representative of the General Public

Gregory Rodeno, Alternate Commissioner  
Representative of the General Public

Peter Banning  
*Interim Executive Officer*



**LOCAL AGENCY FORMATION COMMISSION OF NAPA COUNTY  
MEETING MINUTES OF FEBRUARY 2, 2015**

**City of American Canyon – Council Chambers  
4381 Broadway Street, Suite 201, American Canyon, CA 94503**

**1. WELCOME AND CALL TO ORDER; ROLL CALL**

Chair Bennett called the regular meeting of February 2, 2015 to order at 4:00 pm.

At the time of roll call, the following Commissioners and staff were present:

Regular Commissioners	Alternate Commissioners	Staff
Joan Bennett, Chair	Juliana Inman	Peter Banning, Interim Executive Officer
Diane Dillon, Vice-Chair	Keith Caldwell	Jackie Gong, Commission Counsel
Brian Kelly	Gregory Rodeno	Brendon Freeman, Analyst
Greg Pitts - <i>Excused</i>		Kathy Mabry, Secretary
Brad Wagenknecht - <i>Excused</i>		

**2. PLEDGE OF ALLEGIANCE**

Chair Bennett led the Pledge of Allegiance.

**3. APPROVAL OF AGENDA**

Chair Bennett asked if there were any requests to rearrange the agenda. There were no requests. Upon motion by Commissioner Dillon and second by Commissioner Caldwell, the Commission unanimously adopted the agenda as submitted.

**4. PUBLIC COMMENTS**

Chair Bennett invited members of the audience to provide public comment. No public comments were received.

**5. RECOGNITION OF SERVICE: Bill Dodd and Mark Luce**

The Commission recognized the dedicated service of Mark Luce as Commissioner for LAFCO between 2006 and 2014. Chair Bennett presented Mr. Luce with a plaque with a commemorative inscription. Mr. Luce expressed his appreciation to the Commission for the commendation.

The Commission also recognized the dedicated service of Bill Dodd as Commissioner for LAFCO between 2003 and 2014. Bill Dodd was unable to be present; however a representative from his office accepted a plaque of appreciation on his behalf conveying Mr. Dodd's gratitude to the Commission for the commendation.

**6. CONSENT ITEMS**

**a) Approval of Meeting Minutes: December 1, 2014 Regular Meeting and January 12, 2015 Special Meeting (Commission Workshop)**

**b) Current and Future Proposals**

Upon motion by Commissioner Bennett and second by Commissioner Kelly, the consent items were unanimously approved (Caldwell & Dillon abstained from minutes due to absence):

**VOTE:**

**AYES: BENNETT, KELLY, INMAN AND RODENO**

**NOES: NONE**

**ABSENT: PITTS AND WAGENKNECHT**

**ABSTAIN: DILLON AND CALDWELL**

**7. ACTION ITEM**

**a) Alternatives for Provision of Legal Counsel Services to the Commission**

The Commission considered revisions to its policy and procedure for retaining LAFCO legal counsel and the selection of a private law firm to replace part or all of the legal services it now receives from the Napa County Counsel's Office.

At its December 1, 2014 meeting, the Commission heard requests from city officials that it retain outside legal counsel. Without committing itself to doing so, the Commission instructed staff to circulate a request for proposal (RFP) to qualified law firms and attorneys that might provide such service to LAFCO's across the State of California. The RFP period closed January 21, 2015.

Three proposals were received meeting the requirements of the RFP.

Staff provided the Commission with an overview of the report, and a copy of the three law firm proposals; as well as a copy of the Commission's current policy on the Appointment of Counsel; and its current agreement with Napa County Counsel.

Staff noted in its report that the legal services provided by the Office of the County Counsel are perfectly adequate for matters of municipal law and public administration. However, the Commission should make provisions for the use of outside counsel when circumstances warrant, for matters specific to the Cortese-Knox-Hertzberg Act or to address perceived conflicts of interest. Staff recommended that the Commission approve the "hybrid" alternative described in the staff report, also noting that is actually stated in the Commission's current policy. No change in the budget is expected.

Chair Bennett opened the public hearing.

- Napa City Manager, Mike Parness spoke to the Commission regarding the three proposed law firms confirming that none currently work for the City of Napa.
- Yountville Town Mayor, John Dunbar spoke to the Commission regarding the three proposed law firms stating that although there are no current contracts with any of the three law firms, their Town expects neutral representation when it comes to LAFCO legal counsel.
- Yountville Town Manager, Steve Rogers spoke to the Commission pointing out that all five cities within the County equally share the LAFCO budget for Counsel and would likely be willing to pay a little more for outside expertise.
- American Canyon City Manager, Dana Shigley, spoke to the Commission noting that her agency is interested in retaining professional legal services and efficiency for all parties involved, and suggested shared services as an option.

Chair Bennett closed the public hearing.

Following discussion, the Commission decided to continue this matter, and form a Sub-Committee to interview the three law firm representatives, then come back with one finalist to the Commission for approval, ultimately retaining one of the three proposing law firms to provide specialized services pertaining to the Cortese-Knox-Hertzberg Act or to address potential or perceived conflicts of interest when necessary.

Upon motion by Commissioner Kelly and second by Commissioner Dillon, the Commission appointed Commissioners Dillon and Inman to form a Sub-Committee to conduct law firm interviews and report back to the Commission.

**VOTE:**

**AYES:** **KELLY, DILLON, BENNETT, INMAN, CALDWELL AND  
RODENO**

**NOES:** **NONE**

**ABSENT:** **PITTS AND WAGENKNECHT**

**ABSTAIN:** **NONE**

## **8. DISCUSSION ITEMS**

### **a) Workshop Follow-up and Direction to Staff**

The Commission reviewed a summary of a Workshop held on January 12, 2015 and heard and discussed reports on the following aspects of that discussion and directed staff to take further action:

#### **1. City Selection Committee Rotation**

As part of the Commission's Workshop, several commissioners raised concerns that the Napa County City Selection Committee (NCCSC) process may be problematic because city members are appointed and removed from their seats on LAFCO without respect to their experience or ability to effectively provide representation for cities on the Commission.

The NCCSC process creates turnover leading to a loss of institutional knowledge of sensitive LAFCO issues. At the meeting, staff was directed to provide a summary of the current practice for selecting city members and provide potential alternatives for Commission consideration.

In an effort to eliminate the timing issue between the NCCSC process and the Commission's policy on the rotation of the Chair and Vice-Chair, staff identified four options for Commission consideration on page 3 of the staff report, including the status quo alternative.

A review of all available options was provided by staff.

Following discussion and upon motion by Commissioner Inman and second by Commissioner Dillon, the Commission gave direction to staff to bring back recommendations on how the rotation can coincide with the possibility of changing to May 1<sup>st</sup> as noted in Option Four: Begin Officer Terms May 1<sup>st</sup> of the staff report, page 4.

#### **2. Review of County – Napa LAFCO Memorandum of Understanding**

Some of the discussion at the Workshop concerned the Commission's formal agreement for the provision of services by the County of Napa in 2003 entitled Agreement for the Provision of Support Services by the County of Napa to the Napa County Local Agency Formation Commission (Agreement No. 03-02, copy provided).

Staff recommendation is that the Commission review and discuss the agreement and assign a Sub-Committee to work with staff to provide updates on the agreement.

Upon motion by Commissioner Kelly and second by Commissioner Dillon, the Commission approved staff's recommendation to form a Sub-Committee and appointed Commissioners Bennett and Wagenknecht to meet and discuss Agreement No. 03-02, and then come back to the Commission with its recommendation.

#### **3. Executive Officer Recruitment Update**

Staff provided the Commission with an update stating that a meeting was held today with the EO Recruitment Consultant, RGS (Regional Government Services) to pre-screen candidates who have submitted applications. There will be 2-4 applicants for the Commission to interview in a special meeting to be held the week of February 23<sup>rd</sup>. Commissioners will be polled regarding their availability for the actual date & time of these interviews.

#### **4. Authorization for Strategic Planning Event**

Staff provided the Commission with a brief update; however, it was recommended that the Commission wait until a new Executive Officer has been appointed before scheduling a strategic planning workshop to set its goals and objectives.

**8. DISCUSSION ITEMS – continued:**

**b) Progress on Municipal Service Review and Sphere of Influence Update Study Schedule**

The Commission received an update on its current study schedule of municipal service reviews and sphere of influence updates. An anticipated study schedule was provided in the staff report.

The report also noted unexpected complications in hiring a skilled full-time Executive Officer would likely result in additional delays to the study schedule. Under the circumstances, the use of consultants to aid in the preparation of MSRs and SOI updates could be useful in maintaining the study schedule outlined in the report.

- Yountville Town Manager, Steve Rogers spoke to the Commission expressing concerns regarding the delay in studies to be performed saying the Yountville MSR should have been completed in 2013.
- Yountville Town Mayor, John Dunbar spoke to the Commission and asked what can be done to align LAFCO staff with the current schedule and be consistent with the policy. He stated LAFCO should have the appropriate staffing levels to get the work done or contract out for its services.

Following a lengthy Commission discussion, staff was directed to come back with a suggested realistic work plan on the agency's current schedule of municipal service reviews and sphere of influence updates.

**c) Authorization to Participate in County P-Card Program**

The Commission received an update on the County Auditor's development of a credit card program available to Napa County special districts and LAFCO.

- Tracy Schulze, Napa County Auditor-Controller spoke to the Commission regarding this program. She said the County Auditor's office has been working on this matter for the past year and the policy is now available, and there is a state contract in place for the use of the card. Ms. Schulze notes that she had discussed this matter with the former EO, Laura Snideman in 2014 clarifying the status that time. Ms. Schulze reported that she will be presenting the County's credit card ("P-Card") program to the Board of Supervisors on February 10, 2015, and following anticipated action will adopt usage guidelines and approve extension of the program to LAFCO.

If approved, staff will prepare materials for participation in the program which will be overseen by the County Auditor-Controller.

**9. EXECUTIVE OFFICER REPORT**

There was no report by the Executive Officer.

**10. COMMISSIONER COMMENTS/REQUESTS FOR FUTURE AGENDA ITEMS**

Commissioner Caldwell commended Jackie Gong, Counsel on her service over the years saying she has done an excellent job, as Ms. Gong will be retiring soon. Ms. Gong thanked the Commission and stated she has enjoyed serving on LAFCO.

Silva Darbinian will be replacing Ms. Gong as County Counsel to LAFCO.

**11. ADJOURNMENT TO NEXT REGULAR SCHEDULED MEETING**

The meeting was adjourned at 6:08 p.m. The next regular LAFCO meeting is scheduled for **Monday, April 6, 2015 at 4:00 P.M. to be held at the Yountville Town Hall (Council Chambers), 6550 Yount Street, Yountville, CA 94599.**

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Joan Bennett, Chair

ATTEST: Peter Banning, Interim Executive Officer

Prepared by: Kathy Mabry Kathy Mabry, Commission Secretary



**LOCAL AGENCY FORMATION COMMISSION OF NAPA COUNTY  
SPECIAL MEETING MINUTES OF MARCH 16, 2015**

**City Hall of Napa – Committee Room  
955 School Street  
Napa, CA 94559**

**1. WELCOME AND CALL TO ORDER; ROLL CALL**

Chair Bennett called the special meeting of March 16, 2015 to order at 4:00 pm. At the time of roll call, the following Commissioners and staff were present:

Regular Commissioners	Alternate Commissioners	Staff
Joan Bennett, Chair	Juliana Inman	Peter Banning, Interim Executive Officer
Diane Dillon, Vice-Chair	Keith Caldwell	Brendon Freeman, Analyst
Greg Pitts	Gregory Rodeno	Kathy Mabry, Secretary ( <i>Excused</i> )
Brian Kelly (arrived 4:10)		
Brad Wagenknecht (arrived 4:14)		

**2. PLEDGE OF ALLEGIANCE**

Chair Bennett led the Pledge of Allegiance.

**3. PUBLIC COMMENT**

Chair Bennett invited members of the audience to provide public comment. No public comments were received.

**4. CONSENT ITEMS**

**a) Approval of Special Meeting Minutes of February 27, 2015**

Upon motion by Commissioner Dillon and second by Commissioner Caldwell, the consent item was unanimously approved:

**VOTE:**

**AYES: DILLON, CALDWELL, BENNETT, KELLY AND WAGENKNECHT**

**NOES: NONE**

**ABSENT: NONE**

**ABSTAIN: PITTS AND RODENO**

**5. ACTION ITEMS**

**a) Contract Extension and Budget Amendment for Recruitment Services – Executive Officer Position**

The Commission considered the amendment of Contract No. 2015-02 with Regional Government Services (RGS) for executive recruiting services. The proposed amendment would extend the period of the contract to July 31, 2015 and allow a maximum expenditure amount not to exceed \$10,000.

The LAFCO Interim Executive Officer provided an update of this agenda item to the Commission. The Recruitment Consultant Reanette Fillmer (RGS representative) made a presentation to the Commission.

**5. ACTION ITEMS – continued:**  
**a) Contract Extension and Budget Amendment for Recruitment Services – Executive Officer Position**

Following discussion, the Commission approved the actions as follows:

1. Upon motion by Commissioner Wagenknecht and second by Commissioner Dillon, the Commission approved extending the RGS contract to July 31, 2015:

**VOTE:**

**AYES: WAGENKNECHT, DILLON, BENNETT, KELLY AND PITTS**  
**NOES: NONE**  
**ABSENT: NONE**  
**ABSTAIN: NONE**

2. Upon motion by Commissioner Kelly and second by Commissioner Pitts, the Commission unanimously decided that the additional funding (\$10,000) was not necessary since the \$16,500 originally approved for this contract was still in the budget, and to date no invoice has been received by RGS. No action was taken on this item.

3. Upon motion by Commissioner Kelly and second by Commissioner Pitts, the Commission authorized RGS to post the Executive Officer position at an increased salary range of \$103,000 to \$133,000:

**VOTE:**

**AYES: KELLY, PITTS, BENNETT, AND WAGENKNECHT**  
**NOES: NONE**  
**ABSENT: NONE**  
**ABSTAIN: NONE**

4. Upon motion by Commissioner Dillon and second by Commissioner Wagenknecht, the Commission directed staff to work with the County Department of Human Resources to amend the County Salary Schedule to reflect the increased salary range for the Executive Officer position authorized above:

**VOTE:**

**AYES: DILLON, WAGENKNECHT, BENNETT, KELLY AND PITTS**  
**NOES: NONE**  
**ABSENT: NONE**  
**ABSTAIN: NONE**

**5. ACTION ITEMS - continued**

**b) Retention of Legal Counsel**

The Commission considered the retention of the firm Miller & Owen as the Commission’s legal counsel and the approval of a Professional Services Agreement for those services.

The LAFCO Interim Executive Officer provided an update to the Commission.

As directed by the Commission at its meeting on February 2, 2015, an ad hoc sub-committee composed of LAFCO Members Juliana Inman and Diane Dillon and the Commission’s Executive Officer met on March 4th to interview representatives of law firms that had responded to the Commission’s Request for Proposals for legal services. At the conclusion of these interviews, the sub-committee decided to recommend that the Commission retain the firm of Miller & Owen as the Commission’s General Counsel. Staff drafted the attached Professional Services Agreement for the Commission’s authorization of the recommended services, if granted.

The effective date of the draft Professional Services Agreement is March 16, 2015.

The Interim EO noted that the existing written agreement between LAFCO and the County of Napa for provision of administrative services (including legal counsel) would need to be amended (County Agreement No. 4433, LAFCO Agreement No. 03-02). The agreement does not preclude or prevent the Commission from entering into any other agreement for outside legal services.

Upon motion by Commissioner Wagenknecht and second by Commissioner Kelly, the Commission unanimously approved to retain Miller & Owen and approved the Professional Services Agreement with amendments made to #10 (waive conflict of interest and insert generic and optional language):

**VOTE:**

<b>AYES:</b>	<b><u>WAGENKNECHT, KELLY, BENNETT, DILLON AND PITTS</u></b>
<b>NOES:</b>	<b><u>NONE</u></b>
<b>ABSENT:</b>	<b><u>NONE</u></b>
<b>ABSTAIN:</b>	<b><u>NONE</u></b>

**6. ADJOURNMENT**

Adjournment to regular meeting at **4:00 pm on Monday, April 6, 2015 at Yountville Town Hall** (Council Chambers) located at 6550 Yount Street, Yountville, CA 94599.

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Joan Bennett, Chair

ATTEST: Peter Banning, Interim Executive Officer

Prepared by: \_\_\_\_\_  
Gladys Coil, Clerk of the Board of Supervisor’s  
for Commission Secretary, Kathy Mabry