



Minutes of November 16, 2016 Meeting

The Sonoma County Waste Management Agency met on November 16, 2016, at the City of Santa Rosa Council Chambers, 100 Santa Rosa Avenue, Santa Rosa, California.

Present:

City of Cloverdale	Bob Cox	City of Santa Rosa	John Sawyer
City of Cotati	Susan Harvey	City of Sebastopol	Henry Mikus
City of Healdsburg	Brent Salmi	City of Sonoma	Madolyn Agrimonti
City of Petaluma	Dan St. John	County of Sonoma	Susan Gorin
City of Rohnert Park	Don Schwartz	Town of Windsor	Deb Fudge

Staff Present:

Executive Director	Patrick Carter	Staff	Kristin Thigpen
Counsel	Ethan Walsh		Courtney Scott
Agency Clerk	Sally Evans		Felicia Smith

1. Call to Order Regular Meeting

The meeting was called to order at 8:34 a.m.

2. Agenda Approval

The motion for agenda approval was made by Bob Cox, City of Cloverdale, and seconded by Susan Harvey, City of Cotati.

Vote Count:

Cloverdale	Aye	Santa Rosa	Aye
Cotati	Aye	Sebastopol	Aye
Healdsburg	Aye	City of Sonoma	Aye
Petaluma	Aye	County of Sonoma	Aye
Rohnert Park	Aye	Windsor	Aye

AYES -10- NOES -0- ABSENT -0- ABSTAIN -0-

Motion passed unanimously.

3. Public Comments (items not on the agenda)

Rick Downey, C&S Waste Solutions, inquired why green waste continued to be transported to the Central Disposal Site after Nov. 1st.

Patrick Carter, Executive Director, noted an update would be provided during staff comments.

4. Consent (w/attachments)

4.1 Minutes of October 19, 2016 Meeting

4.2 Approval of First Amendment to E-Waste Handling Agreement

4.3 Approval of the Second Amendment to the Agreement for Compostable Materials Transport Services

4.4 Approval of FY 2016-17 First Quarter Financial Report

Board Comments:

None.

Public Comments:

None.

The motion for consent calendar approval was made by Henry Mikus, City of Sebastopol, and seconded by Mr. Cox.

Vote Count:

Cloverdale	Aye	Santa Rosa	Aye
Cotati	Aye	Sebastopol	Aye
Healdsburg	Aye	City of Sonoma	Aye
Petaluma	Aye	County of Sonoma	Aye
Rohnert Park	Aye	Windsor	Aye

AYES -10- NOES -0- ABSENT -0- ABSTAIN -0-

Motion passed unanimously.

Regular Calendar

5. Discussion and Possible Action on the Draft Amended and Restated Joint Exercise of Powers Agreement for the Sonoma County Waste Management Agency.

Mr. Carter presented the Draft Amended and Restated Joint Exercise of Powers Agreement to the Agency Board and highlighted the goals of the agreement.

Ethan Walsh, Agency Counsel, discussed the changes to the Draft Amended and Restated JPA Agreement and noted most changes were for the purposes of clarification, being proactive, and addressed comments made by County Staff and Counsel. These include:

- 1) Section 4.A., Core Programs, HHW Program on page 6, language to clarify the Agency Board was permitted to change HHW locations.
- 2) Section 4.B.i., Core Programs, Organic Material Program on page 6, language to clarify compost material could be collected from any member jurisdiction, with the exception of Petaluma.
- 3) Top of page 7 to acknowledge composting as one of the Agency’s core programs, in which the Agency would play a role. Mr. Walsh noted this added language clarified it would not require a full amendment to the JPA if agencies withdrew from the current programs or the Agency was no longer operating them.
- 4) Section 6.B., Effective Date and Term, Third Term Option on page 9, indefinite term with a check-in to review the terms and conditions of the JPA Agreement every 10 years, was moved to Item 8.G. on page 11 to avoid insinuating it was a 10 year term.

Mr. Walsh referenced Section 10.E., Relationship of Agency and its Members, Withdrawal of Members from the Agency on page 13 and noted Agency Members had the ability to withdraw, without continuing liabilities for agency programs, by providing a minimum of 180 days written notice. Mr. Walsh noted withdrawal would be effective only at the end of a given Fiscal Year, to allow Agency Staff time to make budget and fee adjustments.

Mr. Walsh stated if member agencies were to withdraw from a potential compost program, it could significantly affect the economies of scale, and noted the potential liability for withdrawing from that program would be addressed at the time the program became in existence. Mr. Walsh recommended handling composting in a separate agreement, outside of the JPA. Mr. Walsh added he had conversation with Agency Member Attorneys regarding the agreement and did not foresee any major changes.

Board Comments:

Chair Don Schwartz, City of Rohnert Park, Dan St. John, City of Petaluma, Ms. Harvey, and Henry Mikus, City of Sebastopol made comments and asked questions regarding attorney feedback, term options, and ability to enact ordinances. Mr. Walsh and Mr. Carter addressed the issues.

Chair Schwartz reference page 11 of the Draft JPA Agreement, Unanimous Vote Items, and inquired why it reflected the wishes of the City of Petaluma rather than the wishes of the majority of the Agency Member jurisdictions as provided regarding budget approval, incurrence of debt, and acquisition of real property.

Mr. Walsh responded the City of Petaluma and one of the attorneys from Santa Rosa were looking to keep the unanimous vote on those items. Mr. Walsh noted this was a policy decision.

Chair Schwartz recommended the Approval of Section 8F. i. Amendment of the Agency Budget, Section 8F.ii. Incurrence of debt from public or private lending or financing sources, and 8F.iii. Acquisition of any interest in real property be supermajority vote items, with the exception of Dissolution of the Agency, which would need to be approved by each agency member jurisdiction. Chair Schwartz defined supermajority vote as 7/10. Chair Schwartz suggested amending Section 8F.ii. as follows: "Incurrence of debt equal to or greater than \$250,000." Chair Schwartz noted the Board had also discussed expenditures over \$250,000 requiring a supermajority vote.

Deb Fudge, Town of Windsor, stated she was in agreement with Chair Schwartz's recommendations and agreed it was a policy decision.

John Sawyer, City of Santa Rosa, stated he was in agreement with all the sections, with the exception of the acquisition of real property.

Mr. St. John expressed concern with adding provisions to the Board Meetings and Voting Section of the draft amended JPA Agreement without going back through the attorney process and noted the City of Petaluma would not be able to support moving away from the unanimous vote.

Chair Schwartz replied the JPA version before the Board at this meeting did not reflect the policy and direction provided at the last Agency Board meeting but it would not require a major rewrite and was an appropriate conversation.

Mr. St. John recommended continuing the item to get the corrected version before the Agency Board to clearly see what Chair Schwartz was proposing. Mr. St. John noted he was unable to make a decision on this at the time.

Ms. Harvey inquired how the four items in the Unanimous Vote Section ended up there.

Mr. Walsh apologized for any misunderstanding on his part regarding board direction and added he came up with the language in an effort to compromise and get the agreement to a point where all jurisdictions would approve it. Mr. Walsh noted he used the matrix, but deviated from it on a couple instances. Mr. Walsh noted he took into consideration Petaluma's and Santa Rosa's potential showstopper issues and welcomed Board direction.

Chair Schwartz motioned to amend the Draft Amended JPA Agreement Section 8.F., Unanimous Vote Items as follows: to reflect supermajority vote requirement for budget and amendment approval, debt and expenditures equal to or greater than \$250,000. Supermajority be defined as 7 of 10 members. Require unanimous approval for acquisition of real property. Remove Dissolution of the Agency from this section to a section reflecting dissolution needed to return to each Agency member jurisdiction. For Agency Staff to work with Petaluma to present the corrected draft amended JPA agreement to their City Council to determine if they would be participating or not. The information be shared with the rest of the Agency Member jurisdictions. Mr. Cox seconded the motion.

Mr. St. John objected to the removal of the unanimous vote requirement.

Chair Schwartz, Mr. Sawyer, Ms. Harvey, Susan Gorin, County of Sonoma, Brent Salmi, City of Healdsburg, and Mr. Mikus commented in favor of a supermajority vote.

Chair Schwartz stressed the importance of creating a workable voting system. Chair Schwartz suggested adding leasing and acquisition to the motion and have the Revised Draft Amended JPA go to every jurisdiction except Petaluma first for a decision. Chair Schwartz stated he respected Mr. St. John's position, as he had to follow the direction from his council, but felt the Agency Board needed to leave this meeting getting the revised draft amended JPA to the councils and County Board to obtain feedback from them.

Mr. St. John recommended an amendment to the motion defining the supermajority as 8 of 10 members and having a more meaningful discussion to include the attorneys regarding what should go in each category.

Mr. Mikus, Ms. Harvey, Mr. Cox, and Chair Schwartz voiced support for increasing the supermajority to 8 of 10.

Mr. Walsh stated he was in agreement the language in 8.F.iii. needed clarification as follows: Acquisition of an interest in real property or leases in interest in real property that's greater than or equal to \$250,000.

Chair Schwartz made a second amendment to the motion to amend the Draft Amended and Restated Joint Exercise of Powers Agreement Section 8.F., Unanimous Vote Items as follows: to state supermajority vote was required for budget approval or amendment, debt equal to or greater than \$250,000, and expenditure equal to or greater than \$250,000. Supermajority is defined as 8 of 10 members. Unanimous vote for the acquisition of any interest in real property with a value equal to or over \$250,000. Move "Dissolution of the Agency" to another part of the amendment with the expectation a dissolution would go back to the jurisdictions for approval. Mr. Cox seconded the second amendment to the motion.

A straw vote was taken on the motion: All member jurisdictions voted yes with the exception of the City of Petaluma, who voted no.

Mr. Walsh asked for Board direction regarding the three term options.

Ms. Harvey motioned for a straw vote to put “Remain in Effect” in the Effective Date and Term section and the check in in the later section. Madolyn Agrimonti, City of Sonoma, seconded the motion. All member jurisdictions voted yes.

Public Comment:

Rick Downey, C&S Waste Solutions, wanted clarification on the opt-out provision and noted it was his understanding every Agency member jurisdiction, with the exception of Petaluma, committed their waste to Republic Services and, in doing so, set up a rate fee that included green waste in the fees that went to the County. Mr. Downey estimated between 80 and 100 thousand tons of material could potentially leave the system through the opt-out provision, and the County would need to make up for the money used to keep up with the old landfills. Mr. Downey noted yard waste was part of the whole equation.

Mr. Carter responded Agency staff had discussed this with County staff. Mr. Carter noted the County had a sliding scale depending on the amount of material that came in and the MOA fees were adjusted. Mr. Carter noted the County would be able to keep up their closed landfill operations regardless of the green waste tonnage changes.

Board Discussion:

Chair Schwartz suggested the JPA, as amended at this meeting, be distributed to all the agency member jurisdiction attorneys for one final review, and comments forwarded to Mr. Walsh within two weeks.

Mr. Walsh suggested he could make the appropriate revisions based on the attorney comments and send it out to the Agency Board with a memo outlining the changes and discussion could take place at a December meeting if needed.

Public Comment:

None.

Chair Schwartz motioned to return the final version of the JPA Agreement to city and county attorneys for final consideration and have the version ready for distribution at the December 21, 2016 meeting. Mr. Sawyer seconded the motion.

Vote Count:

Cloverdale	Aye	Santa Rosa	Aye
Cotati	Aye	Sebastopol	Aye
Healdsburg	Aye	City of Sonoma	Aye
Petaluma	Noe	County of Sonoma	Aye
Rohnert Park	Aye	Windsor	Aye

AYES -9- NOES -1- ABSENT -0- ABSTAIN -0-

Motion passed.

Recess 10:15 a.m

Back in session 10:20 a.m.

6. Approval of First Amendment to the Agreement for Household Hazardous Waste Operations

Mr. Carter stated the Agency had this agreement with Clean Harbor since 2014 and was due to expire February 11, 2017. Mr. Carter noted it would extend the agreement to expire the sooner of when the SCWMA expired or June 30, 2019. Mr. Carter noted Clean Harbors requested a CPI adjustment to their labor cost not to exceed 3% in a twelve month period, which would be approximately \$15,000, which would be handled with the Agency’s existing fee structure.

Board Member Comments:

Chair Schwartz inquired regarding progress regarding a North County facility for household hazardous waste.

Mr. Carter replied Agency staff was exploring a few possible avenues, but there was nothing to report at this time.

Public Comment:

None.

Mr. Mikus motioned to approve the resolution authorizing the Executive Director to sign the First Amendment to the Agreement for Household Hazardous Waste Operations. Ms. Fudge seconded the motion.

Vote Count:

Cloverdale	Aye	Santa Rosa	Aye
Cotati	Aye	Sebastopol	Aye
Healdsburg	Aye	City of Sonoma	Aye
Petaluma	Aye	County of Sonoma	Aye
Rohnert Park	Aye	Windsor	Aye

AYES -10- NOES -0- ABSENT -0- ABSTAIN -0-

Motion passed unanimously.

7. Attachments/Correspondence:

7.1 Outreach Calendar November and December 2016

Chair Schwartz asked this item be moved to the consent calendar in the future.

8. Board Member Comments:

Chair Schwartz thanked Mr. Cox for his service on the Board.

Mr. Carter thanked Mr. Cox for his leadership and service on the SCWMA Board and stated he had been a source of stability and thoughtful insight on the Board.

9. Staff Comments:

Mr. Carter announced the deadline for the Request for Information Responses on the future of composting was Monday, November 14, 2016 and sixteen responses were received.

Mr. Carter stated there was a building permit Republic needed to obtain to begin construction as expected, so the deadline for getting the material off the tipping floor was pushed back to November 28th.

Mr. Carter noted the Agency had not received pricing information yet from The Ratto Group for redirecting the material. Mr. Carter stated he was still working on this, and while the transportation was The Ratto Group's responsibility, it was the goal of the Agency to work together.

10. Next SCWMA meeting:

The next SCWMA meeting will be held on December 21, 2016.

11. Adjournment:

The meeting adjourned at 10:39 a.m.

Submitted by:
Sally Evans