

EXHIBIT "A"
Amendment No. 1
BYLAWS OF THE NCGSA
GROUNDWATER SUSTAINABILITY PLAN ADVISORY COMMITTEE

- I. NAME.** The Committee shall be designated the Groundwater Sustainability Plan Advisory Committee, referred to hereafter as the "GSPAC".
- II. PURPOSE.** The GSPAC is hereby created to advise the NCGSA Board of Directors on the preparation of a Groundwater Sustainability Plan (GSP), with policies and recommendations to manage the groundwater within the Napa Valley Groundwater Subbasin (Subbasin) to ensure its long-term protection and availability. Working with staff, consultants, and a facilitator in a public forum, the GSPAC shall submit a recommended GSP to the Napa County Groundwater Sustainability Agency (GSA) Board of Directors for consideration no later than November 1, 2021.
- III. MEMBERSHIP.**
- A. Composition.** The GSPAC shall be comprised of a maximum of 25 members, appointed by the NCGSA Board, as follows:
- Four (4) members shall represent the three cities and town located within the Subbasin (Calistoga, St. Helena, Yountville and Napa);
 - One (1) member shall represent the Napa Sanitation District;
 - Two (2) members shall represent legal holders of surface water rights along the Napa River within the Subbasin;
 - Two (2) members shall represent owners or operators of legally entitled groundwater dependent public water systems within the Subbasin;
 - Two (2) members shall represent holders of overlying groundwater rights within the Subbasin;
 - ~~Five (5) members shall represent the local industry groups representing agricultural interests, with one member from each group (Coalition Napa Valley, Napa County Farm Bureau, Napa Valley Grapegrowers, Napa Valley Vintners, and Winegrowers of Napa County);~~
 - Five (5) members shall represent environmental users of groundwater within the Subbasin and shall be residents of Napa County;
 - Two (2) members shall represent disadvantaged communities located within the Subbasin; and
 - Two (2) members shall represent the public at large and shall be residents of Napa County.
- B. Term.** The term of office for GSPAC members shall commence upon appointment by the GSA Board of Directors and end on January 31, 2022. The term of the Committee may be extended by the Board of Directors at their discretion.

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- C. **Resignation.** Any appointed member may resign by giving written notice to the GSPAC.
- D. **Vacancies.** Whenever an unscheduled vacancy occurs, the Board of Directors shall appoint a new member to fill the vacancy. The term for the incoming member will be for the remainder of the original term. Notwithstanding Section 3 of Resolution 2020-04, the Board of Directors may directly appoint the successor nominee of a public agency or industry group representative whenever a vacancy occurs by a representative of one of those agencies or groups.
- E. **Attendance.** Committee members are expected to attend all regular meetings. Members shall notify the Chair or Secretary of any expected absence by 5:00 p.m. of the day prior to the meeting. Any member of the GSPAC who has two (2) or more unexcused absences shall have their appointment reviewed by the GSPAC, with possible recommendation to the Board of Directors for continuation or removal from the GSPAC. Excused absences will be determined by the Chair.
- F. **Compensation.** Members of the GSPAC shall serve without compensation and shall not receive reimbursement for any expenses incurred while conducting official business.
- G. **Authority to Bind.** No member of the GSPAC shall have any power or authority to bind the GSPAC by any contract, to pledge its credit, or to render it liable for any purpose in any amount.

IV. OFFICERS. The officers of the GSPAC shall be the Chair, Vice-Chair and Secretary, chosen as follows:

- A. **Time of Election.** At the first organizational meeting, the members of the GSPAC shall elect the Chair and Vice-Chair from among their members. The Secretary shall be an employee or consultant of the Napa County designated from time to time by the Napa County Director of Planning, Building, and Environmental Services to perform the functions of Secretary described in these Bylaws.
- B. **Term.** The Chair and Vice-Chair nominated and elected at the initial meeting of the GSPAC shall begin their terms of office immediately upon election. Thereafter, the officers shall be nominated and elected in January of each year, beginning with 2021 and shall serve until their successors are elected and assume office. If the office of Chair becomes vacant during the term, the Vice-Chair shall become Chair. Vacancy in the office of Vice-Chair during the term shall be filled by election to serve the remainder of the term.

V. DUTIES.

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- A. Duties of the Chair and Vice-Chair.** The Chair, or the Vice Chair in the absence of the Chair, shall:
1. Act as the presiding officer of the GSPAC and in that capacity shall preserve order and decorum;
 2. Convene and adjourn meetings;
 3. Call for roll and confirm determination of a quorum;
 4. Decide questions of order subject to being overruled by a two-thirds vote;
 5. Team with the GSPAC Facilitator to maintain a collegial and constructive tone and reinforce work in the pursuit of the GSPAC's Purpose;
 6. Team with the Facilitator and staff to develop and finalize the meeting agenda;
 7. Turn meetings over to the Facilitator to guide and manage the discussion;
 8. Work with the Facilitator to elicit proposals and refinements of proposals;
 9. Make requests to the Secretary as to information needs;
 10. Team with the Facilitator to summarize conclusions and recommendations; and
 11. Perform such other duties as are required by these Bylaws, the resolution(s) of the Napa County GSA creating and/or modifying the composition and purpose of the GSPAC, or by vote of the GSPAC. The Chair shall have all the rights and duties enjoyed by any other member of the GSPAC, including the right to make and second motions.
- B. Duties of the GSPAC Members.** Members appointed to the GSPAC shall:
1. Review and comment on materials and documents provided;
 2. May make suggestions and draft and refine proposals;
 3. May request data and analysis to inform deliberations in support of the GSPAC's purpose;
 4. May pose clarifying questions to consulting technical presenters or agency staff;
 5. Propose topics for informational briefings and discussion for inclusion on future agendas; and
 6. Be encouraged to not lobby, in their capacity as GSPAC members, the NCGSA Board of Directors or any State agency for any recommendations or opinions which do not reflect a majority's valid and binding action taken pursuant to Section VIII D.
- C. Duties of the GSPAC Secretary.** The Secretary of the GSPAC shall:
1. In coordination with the Facilitator and consultant(s), organize, prepare for, and schedule meetings;
 2. In consultation with the Chair and Facilitator, develop and distribute draft agendas;
 3. Support the work of the GSPAC, as requested by the Chair; and
 5. During discussion, may identify points that may lie outside the GSPAC's purpose, or point out County operations, policies, plans or ordinances for clarity, modification or consistency.

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D. Duties of the GSA Consultants. The GSA's Consultants supporting the development of the GSP and the Purpose of the GSPAC shall:

1. Prepare documents to be provided to GSPAC as requested by the Secretary;
2. Conduct research, scientific inquiry and advice as requested;
3. Shall respond to GSPAC Members' clarifying questions as framed by the Facilitator; and
4. Shall vet GSPAC recommendations for engineering validity.

E. Duties of the GSPAC Facilitator. The Facilitator of the GSPAC shall:

1. Work closely with the Chair and Secretary in all aspects of meeting preparation and execution;
2. Guide and oversee discussions and manage GSPAC Member involvement, including conferring with members between meetings as appropriate;
3. Work with the Chair to ensure consistent application of the Committee ground rules and bylaws;
4. Work with the Chair to recognize members in the queue who wish to speak;
5. Summarize and restate members' comments as appropriate; clarify the basis of member statements;
6. Identify and clarify topics of agreement, areas of divergence and uncertainty, strive to narrow areas of disagreement, and identify areas in need of further information or analysis;
7. Frame straw votes to test preferences and track progress toward emerging agreement;
8. May suggest solutions to bridge and reconcile divergent proposals, and
9. Support the Chair, Secretary, consultant(s) and staff in reporting back to the GSA.

VI. MEETINGS

A. Date and Location of Regular GSPAC Meetings. Regular meetings of the GSPAC shall be held every month as shown on a calendar which the GSPAC shall adopt at its first meeting of each calendar year. Notwithstanding the foregoing, any regularly scheduled meeting of the GSPAC may be canceled by majority vote of the GSPAC or, for lack of business or a quorum, by the Chair or Secretary. Meetings shall be held in the Napa County Board of Supervisors Chambers at the Napa County Administration Building.

B. Time of Regular GSPAC Meetings. Regular meetings of the GSPAC shall commence at 1:30 p.m. and continue until all agenda business is concluded unless adjourned earlier on motion of the GSPAC for any reason or by the Chair or Secretary for lack of a quorum or unavailability of a meeting location due to an emergency.

C. Emergency GSPAC Meetings. Emergency meetings of the GSPAC shall be called in conformance with the provisions of the Brown Act (Government Code Section 54950 and following).

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- D. Special GSPAC Meetings.** Special meetings of the GSPAC shall be called in conformance with the provisions of the Brown Act, including 24 hour notice of the meeting posted at the regular meeting location, and in those local newspapers that have requested to be informed of GSPAC meetings.
- E. Agendas.** The Secretary shall prepare, post, and otherwise give notice of the agenda for each meeting of the GSPAC in accordance with the requirements of the Brown Act. No matter may be considered or acted upon unless it is included on the posted agenda or a supplemental agenda. If not so included, questions or comments regarding the item shall be limited to the scope permitted for "public comment" under the Brown Act. Supplemental agendas will be prepared and considered by the GSPAC only under the following conditions:
- 1. Emergencies.** Upon a determination by the GSPAC that an emergency situation exists, as defined in Section 54956.5 of the Government Code.
 - 2. Recently Continued Item.** The item was properly posted for a prior meeting of the GSPAC occurring not more than five (5) calendar days prior to the date action is taken on the item, and at the prior meeting the item was continued to the meeting at which action is being taken.
- F. Public Access.** All meetings of the GSPAC shall be open and accessible to the general public in accordance with the Ralph M. Brown Act (Government Code Section 54950, 54950(b), et seq.) and any executive orders issued by the Governor related to the Brown Act which may be in effect. Opportunity for public comment will be included in each agenda with individual presentation being limited to three minutes. The Chair or Committee, by vote, may close the meeting to the public only if in accordance with the Brown Act.

VII. CONDUCT OF MEETINGS

- A. Order of Business.** The regular order of business of the GSPAC shall be:
1. Call to order.
 2. Approval of the minutes of the previous meeting.
 3. Public comment on unagendized items.
 4. Consideration and action on agenda items.
 5. Adjournment.

In the event public comments exceed ten minutes, the Chair may continue public comment on unagendized items to the end of the meeting if desired.

- B. Meeting Procedure.** Unless otherwise provided by these Bylaws or required by law, all proceedings before the GSPAC shall be conducted in accordance with the adopted GSPAC Ground Rules.

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- C. **Recording of Meetings.** Any meeting of the GSPAC, other than a closed session permitted under the Brown Act, may be recorded by any person, unless the GSPAC determines that such recording could constitute a disruption of the proceedings.
- D. **Presentations to the GSPAC.** Any person desiring to address the GSPAC shall be requested, when recognized by the Chair, to give their name and address to facilitate preparation of the minutes, although no persons shall be denied recognition or denied the opportunity to speak solely because they decline to state their names and addresses. The Chair may, in the interest of facilitating the business of the GSPAC, set in advance of the presentation of public input reasonable time limits for oral presentations. Persons may submit written comments in lieu of oral comments if the Chair determines that a reasonable opportunity for oral presentations has been provided and, in such a case, the matter may be continued to a later date to allow a reasonable time for such submittals to occur.
- E. **Recordation of GSPAC Official Actions.** All official actions or decisions by the GSPAC shall be entered in the minutes of the GSPAC kept by the Secretary. The vote tally on every question shall be recorded, except where a roll call vote is used, the votes of each member of the GSPAC shall be recorded. Only written action minutes will be maintained; however, electronic recordings may be made by the Secretary of each meeting of the GSPAC which shall be available to the public online for inspection. However, the facilitator, in consultation with the Chair, may elicit expressions of interest on tentative proposals prior to their introduction as motions for proposed official actions.

VIII. VOTING AND QUORUM

- A. **Roll Call Vote.** A roll call vote may be required for voting upon any motion of the GSPAC, at the discretion of the Chair.
- B. **Inaudible Votes.** Any member present who does not vote in an audible voice shall be recorded as voting "aye". A member may abstain from voting only if the member has recused himself or herself from participating due to a conflict of interest under Government Code Section 87100 and following, in which case the member shall not be present in the meeting room during the discussion and action on the item.
- C. **Quorum.** A quorum for the transaction of business shall exist only as long as a majority of the GSPAC members are present. For purposes of this Bylaw, "majority of the members" means a majority (13) of the authorized positions, whether or not all of the positions have been filled by the Board of Directors.
- D. **Number of Votes Required for Action.** No action or recommendation of the GSPAC shall be valid and binding unless a quorum is present and the action is

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approved by a two-thirds vote of the members actually present at the meeting. Each member shall have one vote. No votes may be cast by proxy. Tie votes shall be considered as denial of the motion.

- E. **Voting Affected by Conflict of Interest.** As a general rule, no member shall participate as a member in any discussion or voting if to do so would constitute a conflict of interest. However, if a quorum cannot be achieved or the required number of affirmative votes for action obtained because conflicts of interest exist that prevent members having such conflicts from discussing or voting on the matter, and the conflicts are such that an insufficient number of non-conflicted members will be available to vote at a later date even if the matter is continued, then the matter shall not be continued and a sufficient number of members having conflicts of interest, selected by lot, shall be allowed to participate to provide enough votes for the GSPAC to form a quorum and take affirmative action.
- F. **Motion to Reconsider.** The GSPAC may reconsider a matter during the meeting at which the vote was taken, provided all members who were present when the matter was discussed and voted upon are still present and provided further that the motion to reconsider is made by a member who voted with the prevailing side. A motion for reconsideration shall have precedence over every motion except a motion to adjourn. A final vote on any matter may also be placed on the agenda for reconsideration by the GSPAC upon motion of any member at any later meeting. When the GSPAC approves a motion for reconsideration, the GSPAC may, in its discretion, reconsider the matter immediately or at a later date.

IX. SUBCOMMITTEES.

Ad Hoc Subcommittees. The GSPAC hereby authorizes the creation of ad hoc subcommittees on special subjects from time to time so that GSPAC members having the necessary expertise to conduct field, plan or other specialized reviews, or to investigate, observe, review, or otherwise study and report back their observations and conclusions to the full GSPAC for possible further action. When creating such ad hoc committees, the GSPAC shall specify the subject to be investigated and time to report, and shall appoint those GSPAC members who will serve on the ad hoc subcommittee.

Residents of the County with special expertise or interest who are not members of the GSPAC may be appointed to the subcommittee, but in no instance may the number of non-members exceed the number of GSPAC members on the subcommittee. The number of GSPAC members appointed to any particular ad hoc committee shall be less than the number of members required to constitute a quorum of the full GSPAC. Upon presentation of its report to the full GSPAC, each such ad hoc subcommittee shall cease to exist. Ad hoc subcommittees created pursuant to this subsection shall not be subject to the Brown Act.

X. CHANGES TO BYLAWS

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- A. **Adoption.** Approval by the Board of Directors of the NCGSA shall be required to adopt changes to these Bylaws.

- B. **Amendments.** These Bylaws may be amended or repealed and new Bylaws adopted by the vote of two-thirds (2/3) of the GSPAC at any regular or special meeting, subject to approval by the NCGSA. Any member of the GSPAC may propose amendments to the Bylaws. Written notice of any proposed amendments must be sent to GSPAC members at least fourteen (14) days prior to the meeting at which the proposed amendments will be voted upon.

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