



**NAPA VALLEY TOURISM BUSINESS
IMPROVEMENT DISTRICT MEETING
AGENDA**

City Hall - Council Chambers
4381 Broadway St., Suite 201, American Canyon
November 15, 2023
11:00 AM

Chair: Valerie Zizak-Morais, President/CEO, Napa Valley Chamber of Commerce/Welcome Center

Vice Chair: David Oro, Councilmember, City of American Canyon

Secretary/Treasurer: Jason Holley, City Manager, City of American Canyon

Committee Members: Erik Burrow, General Manager, Doubletree Hotel; Kenneth Tanahal, General Manager, Fairfield Inn & Suites; Kenta Kamohara, General Manager, Holiday Inn Express; Buzz Butler, Hotel Representative

This meeting is a limited public forum. American Canyon promotes respectful and responsible behavior among its meeting participants, whether they are present in person or remotely. Using offensive language or remarks that promote, foster, or perpetuate discrimination based on race, creed, color, age, religion, gender marital status, status regarding public assistance, national origin, physical or mental disability or sexual orientation/gender identification, as well as any other category protected by federal, state or local laws will not be tolerated. In the case of an occurrence, the speaker will be immediately disconnected from the microphone.

The Napa Valley Tourism Business Improvement District meetings are conducted in person at City Hall, 4381 Broadway, Suite 201. Members of the public are invited to attend the meeting in person. This meeting will not be broadcast on TV.

PUBLIC PARTICIPATION

Oral comments, during the meeting: Oral comments can be made in person during the meeting.

Written comments, via eComments: Please submit written comments through the eComments link, located on the Meetings & Agendas page of our website [here](#). Comments will be available to the subcommittee. All comments received will be posted online and become part of the meeting record.

The above-identified measures exceed all legal requirements for participation in public comment, including those imposed by the Ralph M. Brown Act. For more information, please call the Office of the City Clerk at (707) 647-4369 or email cityclerk@cityofamericancanyon.org.

AGENDA MATERIALS: Agenda materials are published 72 hours prior to the meeting and are available to the public via the City's website at www.cityofamericancanyon.org.

AMERICANS WITH DISABILITIES ACT: Materials will be provided in appropriate alternative formats to comply with the Americans with Disabilities Act. Please send a written request to City Clerk at 4381 Broadway, Suite 201, American Canyon, CA 94503 or by email to cityclerk@cityofamericancanyon.org. Include your name, address, phone number and brief description of the requested materials, as well as your preferred alternative format or auxiliary aid, at least three calendar days before the meeting.

SPECIAL MEETING 11:00 A.M.

CALL TO ORDER

ROLL CALL

PUBLIC COMMENT - ITEMS NOT ON THE AGENDA

This time is reserved for members of the public to address the Napa Valley Tourism Business Improvement District Committee on items not on the agenda and are within the subject matter jurisdiction of the committee. Comments are limited to 3 minutes.

AGENDA CHANGES

Committee members may change the order of the agenda, or request discussion of a Consent item. The public may request discussion of a Consent items by providing a written comment through the Public Comment Portal prior to the meeting.

CONSENT

1. [Minutes of May 18, 2023](#)

Recommendation: Approve the minutes of the Napa Valley Tourism Business District meeting of May 18, 2023.

BUSINESS

2. [Revision of Bylaws](#)

Recommendation: Adopt by Minute Order revised bylaws amending the meeting schedule for the Napa Valley Tourism Business District meeting.

COMMITTEE MEMBER COMMENTS

Committee members may comment on matters of public concern and announce matters of public interest; no collective committee action will be taken.

ADJOURNMENT

CERTIFICATION

I, Taresa Geilfuss, CMC, City Clerk for the City of American Canyon, do hereby declare that the foregoing agenda of the Tourism Business Improvement District was posted in compliance with the Brown Act prior to the meeting date.

Taresa Geilfuss, CMC, City Clerk

**Napa Valley Tourism Business District
CITY OF AMERICAN CANYON MEETING**

ACTION MINUTES

May 18, 2023

9:30 A.M. - REGULAR MEETING

CALL TO ORDER

ROLL CALL

Present: Chair Valerie Zizak-Morais, Vice Chair David Oro, Secretary/Treasurer Jason Holley, Committee Member Erik Burrow, Committee Member Kenneth Tanahal, Committee Member Kenta Kamohara

Absent: Committee Member Buzz Butler

Excused: None

PUBLIC COMMENT - ITEMS NOT ON THE AGENDA

There were no public comments.

AGENDA CHANGES

There were no agenda changes.

CONSENT

1. TBID Minutes of the March 2, 2023, Special Meeting

Action: Motion to approve CONSENT made by Chair Valerie Zizak-Morais, seconded by Vice Chair David Oro, and CARRIED by roll call vote.

Ayes: Chair Valerie Zizak-Morais, Vice Chair David Oro, Secretary/Treasurer Jason Holley, Committee Member Erik Burrow, Committee Member Kenneth Tanahal, Committee Member Kenta Kamohara

Nays: None

Abstain: None

Absent: Committee Member Buzz Butler

Excused: None

BUSINESS

2. Donation Policy

Action: Motion to approve the TBID donation policy, by Minute Order award American Canyon Arts Foundation \$5,000 towards their 2nd Annual Juneteenth Community

Celebration and add contingencies requesting applicants who are awarded funding report back to the TBID Committee at their September meeting. (ACTION) made by Chair Valerie Zizak-Morais, seconded by Committee Member Erik Burrow, and CARRIED by roll call vote.

Ayes: Chair Valerie Zizak-Morais, Vice Chair David Oro, Secretary/Treasurer Jason Holley, Committee Member Erik Burrow, Committee Member Kenneth Tanahal, Committee Member Kenta Kamohara

Nays: None

Abstain: None

Absent: Committee Member Buzz Butler

Excused: None

3. TBID Financial Reports

Action: Motion to approve the TBID Financial Reports for January through February 2023. (ACTION) made by Committee Member Erik Burrow, seconded by Chair Valerie Zizak-Morais, and CARRIED by roll call vote.

Ayes: Chair Valerie Zizak-Morais, Vice Chair David Oro, Secretary/Treasurer Jason Holley, Committee Member Erik Burrow, Committee Member Kenneth Tanahal, Committee Member Kenta Kamohara

Nays: None

Abstain: None

Absent: Committee Member Buzz Butler

Excused: None

4. Fiscal Year 23-24 Budget

Action: Motion to approve the TBID Fiscal Year 2023-2024 budget. (ACTION) made by Vice Chair David Oro, seconded by Committee Member Erik Burrow, and CARRIED by roll call vote.

Ayes: Chair Valerie Zizak-Morais, Vice Chair David Oro, Secretary/Treasurer Jason Holley, Committee Member Erik Burrow, Committee Member Kenneth Tanahal, Committee Member Kenta Kamohara

Nays: None

Abstain: None

Absent: Committee Member Buzz Butler

Excused: None

INFORMATIONAL UPDATES

5. Visit Napa Valley Update

Chair Zizak-Morais provided an update.

6. American Canyon Hotels Update

American Canyon Hotel Managers provided updates.

7. American Canyon Chamber of Commerce/Welcome Center Update

Chair Zizak-Morais provided an update.

8. City of American Canyon Update

Secretary/Treasurer Jason Holley provided an update.

9. Developer Update

There were no developer updates.

10. Marketing Update

Action: Receive a Marketing update.

COMMITTEE MEMBER COMMENTS

There were no comments.

ADJOURNMENT

The meeting was adjourned at 10:46 p.m.

CERTIFICATION

Respectfully Submitted,

Taresa Geilfuss, CMC, City Clerk



TITLE

Revision of Bylaws

RECOMMENDATION

Adopt by Minute Order revised bylaws amending the meeting schedule for the Napa Valley Tourism Business District meeting.

CONTACT

Jason Holley, Secretary/Treasurer

BACKGROUND & ANALYSIS

This staff report presents a proposal to amend the committee's bylaws to modify the frequency of meetings. This adjustment should improve the efficiency of committee operations while still ensuring regular communication and progress. The current bylaws of the committee stipulate that meetings are held bi-monthly on Thursdays at 10:00 a.m. However, over time, it has become apparent that this frequency might not be the most efficient approach.

By reducing the frequency of meetings, it is expected that committee members' attendance will increase, resulting in more productive sessions. The proposed schedule provides a consistent timeline for meetings, making it easier for members to plan and prepare for committee activities, while the provision for special meetings ensures that urgent matters can still be addressed in a timely manner.

A survey of member's preferred meeting days and times was conducted. Based on the responses received, the most convenient day and time was determined to be Wednesdays at 11:00 a.m.

Current language:

2.7 Meetings. The Committee will meet every other month, generally on the first Thursday at 10 a.m. The specific dates and times of meetings may be changed from time to time by action of the Committee. Special Meetings of the Committee may be called by the Chairperson at any time, consistent with the requirements of the Brown Act.

Proposed language:

2.7 Meetings. The Committee convenes biannually, generally on the 1st Wednesday of May and the first Wednesday of December at 11:00 a.m. The meeting schedule can be modified by action of the Committee. The Chairperson has the authority to call Special Meetings in accordance with the Brown Act's provisions.

Standard meeting topics are as follows:

First Wednesday of May, 11:00 a.m.

- Approval of the next FY budget
- Review and approve financial reports
- Review and approve donation requests

First Wednesday of December, 11:00 a.m.

- Review and approve financial reports
- Informational Updates
- Selection of Chair/Vice Chair

FISCAL IMPACT

There is no fiscal impact to amending the bylaws.

ATTACHMENTS:

1. [Current Bylaws Rev. March 2019](#)
2. [Proposed Bylaws Rev. November 2023](#)

**Napa Valley Tourism Improvement District
American Canyon Local Governing Committee Bylaws
March 2019**

ARTICLE I: PURPOSE

- 1.1 **Background.** On June 10, 2014, the Napa County Board of Supervisors adopted Resolution 2014-64 (the "Resolution") reaffirming the Napa Valley Tourism Improvement District ("NVTID"). The Resolution provided for formation of local governing committees to manage NVTID funds for the benefit of lodging businesses in each jurisdiction. This policy will guide the operation of the local governing committee in American Canyon.
- 1.2 **General Purpose.** The purpose of the local governing committee is to manage NVTID funds in accordance with the Resolution, the NVTID Management District Plan ("MDP"), the Property and Business Improvement District Act of 1994 ("94 Law"), and other applicable rules, regulations and statutes.
- 1.3 **Specific Purpose.** The local governing committee ("Committee") will expend NVTID funds on marketing programs, special event sponsorship, and other programs as authorized by the NVTID MDP. All activities will be specifically designed to benefit lodging businesses paying the NVTID assessment in American Canyon, by attracting overnight visitors. Activities may include:
- A. Locally specific market niche advertising and marketing efforts.
 - B. Tourism marketing and promotional information: including web-site, print and other collateral material and technology applications.
 - C. Local special event programming, underwriting and promotion.
 - D. Operation of local visitor information center.
 - E. Community and cultural arts programming activities, such as music on the plaza, movie nights, sculpture walks, film festivals, etc.
 - F. Tourism related streetscape enhancement and maintenance or visitor-serving improvements.
 - G. Seasonal and other tourism and visitor related programs.
 - H. Local tourism shuttle or other visitor transportation programs.
 - I. Seed funding for community-based programs which support or enhance tourism.
 - J. Trails, pedestrian paths, signage, bike paths, etc. which enhance and improve upon the visitor experience and access to lodging properties.
 - K. Enhanced maintenance and custodial municipal services to tourism-related areas.
 - L. Administrative costs associated with these activities.

ARTICLE II: COMPOSITION

- 2.1 **Committee Members.** The Committee shall be composed of the following members, as required by the MDP.
- A. Three representatives of assessed lodging businesses;
 - B. One representative of a local business selected by lodging businesses. In the event a fourth lodging business subject to assessment opens in American Canyon, this representative will instead be from that fourth lodging business.
 - C. One representative of the local chamber of commerce;
 - D. One member who is an elected official of the local jurisdiction;
 - E. One member who is the City Manager or designee from the local jurisdiction.

- 2.2 **Selection.** Committee members shall be selected in accordance with the provisions of the MDP. Lodging business representatives shall be chosen by lodging businesses in the jurisdiction. The chamber of commerce and local government shall select their respective representatives.
- 2.3 **Alternate Members.** Each Committee member shall appoint an alternate member who will attend TBID meetings when the Committee member cannot attend. Alternate members shall have the same responsibilities and authority as the Committee member, when that Committee member cannot attend Committee meetings.
- 2.4 **Resignation and Vacancies.** A Committee member may resign at any time by giving written notice to the remaining members of the Committee. The notice shall be effective upon the date of receipt, or at a later date indicated in the notice. A Committee member shall immediately cease to be such in the event they are no longer employed by or authorized to represent the business or municipality they were appointed to represent. Vacancies shall also occur in case of the death, incapacity, or incarceration of a Committee member. Vacancies on the Committee shall be filled in accordance with the provisions of paragraph 2.2 of this policy.
- 2.5 **Officers.** The Committee shall elect, on an annual basis, the following officers:
- A. Chairman. The Chairman shall preside at all meeting and have such other powers and duties as the committee may require.
 - B. Vice Chairman. The Vice Chairman shall, in the Chairman's absence, assume the duties of Chairman.
 - C. Secretary/Treasurer. The Secretary/Treasurer shall be responsible for noticing and taking minutes of all meetings, maintaining committee records, submitting committee reports, maintaining financial records, depositing money, and other duties typically associated with the position that may be required by the committee.
- 2.6 **Attendance and Quorum.** Committee members are expected to attend all meetings, regular and special. A majority of Committee members shall constitute a quorum for transaction of business. A meeting at which a quorum is initially present may continue to transact business, notwithstanding the withdrawal of members, if the action taken is approved by at least a majority of the quorum for that meeting. If less than a quorum is present at the meeting, a majority of the members present may adjourn the meeting from time to time without further notice other than announcement at the meeting, until a quorum shall be present. There shall be no voting by proxies or voting by absentia.
- 2.7 **Meetings.** The Committee will meet every other month, generally on the first Thursday at 10 a.m. The specific dates and times of meetings may be changed from time to time by action of the Committee. Special Meetings of the Committee may be called by the Chairperson at any time, consistent with the requirements of the Brown Act.

ARTICLE III: FINANCE AND ACCOUNTING

- 3.1 **Allocation of Assessment Proceeds.** Proceeds from the City's 2% assessment are used to fund tourism promotions and are allocated to a regional program (74%), this local program (25%) and for cost reimbursement to the City (1%). The hotels remit assessment revenues with their transient occupancy taxes to the City each month. The regional share is mailed to the County Auditor-Controller while the local share is held in trust by the City and earmarked for the purposes identified in Article I above. The percentages shown may change over time, as allowed by law or as determined by the Napa Valley Tourism Corporation.
- 3.2 **Accounting Policies.** A Trust Fund shall be established by the City to separately record and account for all receipts and disbursements of the Committee. All receipts shall be deposited consistent with the Tourism Improvement District's guidelines. All disbursements must be approved by the Committee. Upon receipt of a disbursement request (American Canyon TID Purchase Request form) from the

Committee, the City will process the request in a timely manner, consistent with established City policies and procedures. Any irregularities or other accounting concerns will be presented to the Committee for clarification and resolution.

- 3.3 **Annual Budget.** The Committee shall approve an annual budget prior to June 30 of each fiscal year. The budget should reflect projected proceeds from the TID assessment as well as any other revenues. Expenditures should be classified by function, such as Administration, Marketing or Local Events. The Committee may amend the budget from time to time as appropriate.
- 3.4 **Local Expenditures.** All local expenses must be approved by the Committee during any regular or special meeting. Approval may be by minute action. Partial payments of a single contract may be authorized by the Chair (or, in his/her absence, the Vice-Chair), provided the total does not exceed the amount approved by the Committee. Payment Requests are sent to the City's Finance Department and are authorized by the Chair (or in his/her absence, the Vice-Chair).
- 3.5 **Regular Financial Reports.** A periodic report of revenues, expenses and carryover balance, generally monthly, shall be prepared by City Finance and provided to the Committee.
- 3.6 **Reserve Policy.** The Committee will maintain at least a 50% Cash Reserve to ensure basic operations will continue in the event of an economic recession or other downturn in the local tourism industry. If the required reserve is not available, the Committee shall restore that reserve through the annual budget process. For example, the Committee could set aside 5% each year until the 50% Reserve is restored.

ARTICLE IV: OPERATIONS

- 4.1 **Brown Act and Public Records Act.** All meetings shall be noticed and held in accordance with the requirements of the Ralph M. Brown Act, Government Code §54950 et seq. All Committee records and documents shall be kept in accordance with the provisions of the California Public Records Act, Government Code §6250 et seq.
- 4.2 **Reports.** The Secretary of the Committee shall prepare, once every six (6) months, a progress report detailing the committee's expenditures and activities. The reports shall be submitted in writing to the Napa Valley Tourism Corporation ('NVTC') Board of Directors.
- 4.3 **Incorporation.** If the committee deems it necessary, it can choose to become an incorporated non-profit entity. In the event the committee becomes an incorporated entity, it shall include the provisions of this policy in its Bylaws.
- 4.4 **Local Festival Set-Aside Program.** The Committee will set aside at least 10% of its annual assessment to be used for promoting local festivals and events, or sponsorships.
 - A. The festivals and events should increase the likelihood of overnight stays, particularly during off-peak (January-March) or mid-week periods. Requests may also be considered if the event will enhance the tourist potential of American Canyon.
 - B. Grants are limited to \$1500 per request. One request per group per year.
 - C. Once a year, generally in January, the Committee will announce a Call for Proposals. This announcement will include the terms and conditions for which the funds may be used, any forms that need to be used, and the deadline to apply. The Committee will review the applications and decide which requests, if any, will be funded and the amount of the funding. The Committee may request a representative to present their proposal and answer questions.
 - D. Groups receiving TID grants must submit a report after the event, showing how the money was spent and the results achieved (such as number of participants, overnight stays, etc.)
 - E. At the end of the fiscal year, any unencumbered funds will become part of the Committee's cash reserves (that is, funds will not roll over to the next year).

**Napa Valley Tourism Improvement District
American Canyon Local Governing Committee Bylaws**

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